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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended  
September 30, 2016

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Commission File No. 001-10253**

**TCF Financial Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**41-1591444**

(I.R.S. Employer Identification No.)

**200 Lake Street East**

**Wayzata, Minnesota 55391-1693**

(Address and Zip Code of principal executive offices)

**(952) 745-2760**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class  
Common Stock, \$.01 par value

Outstanding at  
October 27, 2016  
170,998,862 shares

TCF FINANCIAL CORPORATION AND SUBSIDIARIES

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**Part I - Financial Information**  
**Item 1. Financial Statements**  
**TCF FINANCIAL CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Financial Condition**

(Dollars in thousands, except per-share data)	At September 30, 2016	At December 31, 2015
	(Unaudited)	
<b>Assets:</b>		
Cash and due from banks	\$ 656,481	\$ 889,337
Investments	59,707	70,537
Securities held to maturity	185,230	201,920
Securities available for sale	1,419,821	888,885
Loans and leases held for sale	386,673	157,625
Loans and leases:		
Consumer real estate:		
First mortgage lien	2,313,044	2,624,956
Junior lien	2,674,280	2,839,316
Total consumer real estate	4,987,324	5,464,272
Commercial	3,150,199	3,145,832
Leasing and equipment finance	4,236,224	4,012,248
Inventory finance	2,261,086	2,146,754
Auto finance	2,731,900	2,647,596
Other	17,886	19,297
Total loans and leases	17,384,619	17,435,999
Allowance for loan and lease losses	(155,841)	(156,054)
Net loans and leases	17,228,778	17,279,945
Premises and equipment, net	424,456	445,934
Goodwill	225,640	225,640
Other assets	497,370	529,786
<b>Total assets</b>	<b>\$ 21,084,156</b>	<b>\$ 20,689,609</b>
<b>Liabilities and Equity:</b>		
Deposits:		
Checking	\$ 5,830,057	\$ 5,690,559
Savings	4,670,281	4,717,457
Money market	2,450,576	2,408,180
Certificates of deposit	4,283,292	3,903,793
Total deposits	17,234,206	16,719,989
Short-term borrowings	1,514	5,381
Long-term borrowings	713,996	1,034,557
Total borrowings	715,510	1,039,938
Accrued expenses and other liabilities	682,060	622,765
<b>Total liabilities</b>	<b>18,631,776</b>	<b>18,382,692</b>
Equity:		
Preferred stock, par value \$0.01 per share, 30,000,000 shares authorized; 4,006,900 shares issued	263,240	263,240
Common stock, par value \$0.01 per share, 280,000,000 shares authorized; 170,993,800 and 169,887,030 shares issued, respectively	1,710	1,699
Additional paid-in capital	860,487	851,836
Retained earnings, subject to certain restrictions	1,350,215	1,240,347
Accumulated other comprehensive income (loss)	6,895	(15,346)
Treasury stock at cost, 42,566 shares, and other	(49,093)	(50,860)
Total TCF Financial Corporation stockholders' equity	2,433,454	2,290,916
Non-controlling interest in subsidiaries	18,926	16,001
<b>Total equity</b>	<b>2,452,380</b>	<b>2,306,917</b>
<b>Total liabilities and equity</b>	<b>\$ 21,084,156</b>	<b>\$ 20,689,609</b>

See accompanying notes to consolidated financial statements.

TCF FINANCIAL CORPORATION AND SUBSIDIARIES  
Consolidated Statements of Income  
(Unaudited)

(In thousands, except per-share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Interest income:</b>				
Loans and leases	\$ 210,765	\$ 207,250	\$ 639,698	\$ 620,390
Securities available for sale	7,126	4,161	19,020	10,784
Securities held to maturity	1,049	1,361	3,484	4,150
Investments and other	13,786	10,832	36,870	31,155
Total interest income	232,726	223,604	699,072	666,479
<b>Interest expense:</b>				
Deposits	15,851	12,302	46,735	34,454
Borrowings	4,857	6,032	15,677	17,306
Total interest expense	20,708	18,334	62,412	51,760
Net interest income	212,018	205,270	636,660	614,719
Provision for credit losses	13,894	10,018	45,986	35,337
Net interest income after provision for credit losses	198,124	195,252	590,674	579,382
<b>Non-interest income:</b>				
Fees and service charges	35,093	36,991	102,532	107,258
Card revenue	13,747	13,803	41,193	40,606
ATM revenue	5,330	5,739	15,639	16,401
Subtotal	54,170	56,533	159,364	164,265
Gains on sales of auto loans, net	11,624	10,423	33,687	27,444
Gains on sales of consumer real estate loans, net	13,528	7,143	33,751	27,860
Servicing fee income	10,393	8,049	28,778	22,607
Subtotal	35,545	25,615	96,216	77,911
Leasing and equipment finance	28,289	27,165	87,850	75,774
Other	2,270	3,070	7,518	8,657
Fees and other revenue	120,274	112,383	350,948	326,607
Gains (losses) on securities, net	(600)	(131)	(716)	(268)
Total non-interest income	119,674	112,252	350,232	326,339
<b>Non-interest expense:</b>				
Compensation and employee benefits	117,155	116,708	359,721	348,682
Occupancy and equipment	37,938	34,159	111,830	107,138
FDIC insurance	4,082	4,832	11,946	15,089
Advertising and marketing	5,488	5,793	17,053	17,466
Other	49,851	45,750	143,186	139,770
Subtotal	214,514	207,242	643,736	628,145
Operating lease depreciation	10,038	9,485	29,453	25,801
Foreclosed real estate and repossessed assets, net	4,243	5,680	11,298	18,253
Other credit costs, net	83	(123)	41	(39)
Total non-interest expense	228,878	222,284	684,528	672,160
Income before income tax expense	88,920	85,220	256,378	233,561
Income tax expense	30,257	30,528	86,766	82,258
Income after income tax expense	58,663	54,692	169,612	151,303
Income attributable to non-controlling interest	2,371	2,117	7,580	6,672
Net income attributable to TCF Financial Corporation	56,292	52,575	162,032	144,631
Preferred stock dividends	4,847	4,847	14,541	14,541
Net income available to common stockholders	\$ 51,445	\$ 47,728	\$ 147,491	\$ 130,090
<b>Net income per common share:</b>				
Basic	\$ 0.31	\$ 0.29	\$ 0.88	\$ 0.79
Diluted	\$ 0.31	\$ 0.29	\$ 0.88	\$ 0.78

See accompanying notes to consolidated financial statements.

TCF FINANCIAL CORPORATION AND SUBSIDIARIES  
Consolidated Statements of Comprehensive Income  
(Unaudited)

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income attributable to TCF Financial Corporation	\$ 56,292	\$ 52,575	\$ 162,032	\$ 144,631
Other comprehensive income (loss):				
Securities available for sale and interest-only strips:				
Unrealized gains (losses) arising during the period	(7,624)	9,972	32,639	2,971
Reclassification of net (gains) losses to net income	425	281	1,448	871
Net investment hedges:				
Unrealized gains (losses) arising during the period	904	2,858	(2,691)	5,772
Foreign currency translation adjustment:				
Unrealized gains (losses) arising during the period	(957)	(3,049)	2,791	(6,318)
Recognized postretirement prior service cost:				
Reclassification of net (gains) losses to net income	(12)	(12)	(35)	(35)
Income tax (expense) benefit	2,396	(4,947)	(11,911)	(3,618)
Total other comprehensive income (loss)	(4,868)	5,103	22,241	(357)
Comprehensive income	\$ 51,424	\$ 57,678	\$ 184,273	\$ 144,274

See accompanying notes to consolidated financial statements.

**TCF FINANCIAL CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Equity**  
**(Unaudited)**

TCF Financial Corporation

(Dollars in thousands)	Number of Shares Issued		Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock and Other	Total	Non-controlling Interests	Total Equity
	Preferred	Common									
<b>Balance, December 31, 2014</b>	4,006,900	167,503,568	\$ 263,240	\$ 1,675	\$ 817,130	\$ 1,099,914	\$ (10,910)	\$ (49,400)	\$ 2,121,649	\$ 13,715	\$ 2,135,364
Net income	—	—	—	—	—	144,631	—	—	144,631	6,672	151,303
Other comprehensive income (loss)	—	—	—	—	—	—	(357)	—	(357)	—	(357)
Net investment by (distribution to) non-controlling interest	—	—	—	—	—	—	—	—	—	(1,887)	(1,887)
Dividends on preferred stock	—	—	—	—	—	(14,541)	—	—	(14,541)	—	(14,541)
Dividends on common stock	—	—	—	—	—	(24,825)	—	—	(24,825)	—	(24,825)
Grants of restricted stock	—	753,054	—	8	(8)	—	—	—	—	—	—
Common shares purchased by TCF employee benefit plans	—	1,219,012	—	12	19,261	—	—	—	19,273	—	19,273
Cancellation of shares of restricted stock	—	(133,822)	—	(1)	(540)	—	—	—	(541)	—	(541)
Cancellation of common shares for tax withholding	—	(68,670)	—	(1)	(1,093)	—	—	—	(1,094)	—	(1,094)
Net amortization of stock compensation	—	—	—	—	7,520	—	—	—	7,520	—	7,520
Exercise of stock options	—	200,000	—	2	2,568	—	—	—	2,570	—	2,570
Stock compensation tax (expense) benefit	—	—	—	—	362	—	—	—	362	—	362
Change in shares held in trust for deferred compensation plans, at cost	—	—	—	—	1,043	—	—	(1,043)	—	—	—
<b>Balance, September 30, 2015</b>	4,006,900	169,473,142	\$ 263,240	\$ 1,695	\$ 846,243	\$ 1,205,179	\$ (11,267)	\$ (50,443)	\$ 2,254,647	\$ 18,500	\$ 2,273,147
<b>Balance, December 31, 2015</b>	4,006,900	169,887,030	\$ 263,240	\$ 1,699	\$ 851,836	\$ 1,240,347	\$ (15,346)	\$ (50,860)	\$ 2,290,916	\$ 16,001	\$ 2,306,917
Net income	—	—	—	—	—	162,032	—	—	162,032	7,580	169,612
Other comprehensive income (loss)	—	—	—	—	—	—	22,241	—	22,241	—	22,241
Net investment by (distribution to) non-controlling interest	—	—	—	—	—	—	—	—	—	(4,655)	(4,655)
Dividends on preferred stock	—	—	—	—	—	(14,541)	—	—	(14,541)	—	(14,541)
Dividends on common stock	—	—	—	—	—	(37,623)	—	—	(37,623)	—	(37,623)
Grants of restricted stock	—	880,017	—	9	(9)	—	—	—	—	—	—
Common shares purchased by TCF employee benefit plans	—	511,420	—	5	5,833	—	—	—	5,838	—	5,838
Cancellation of shares of restricted stock	—	(205,483)	—	(2)	(1,187)	—	—	—	(1,189)	—	(1,189)
Cancellation of common shares for tax withholding	—	(129,355)	—	(1)	(1,638)	—	—	—	(1,639)	—	(1,639)
Net amortization of stock compensation	—	—	—	—	8,443	—	—	—	8,443	—	8,443
Exercise of stock options	—	50,171	—	—	(684)	—	—	—	(684)	—	(684)
Stock compensation tax (expense) benefit	—	—	—	—	(340)	—	—	—	(340)	—	(340)
Change in shares held in trust for deferred compensation plans, at cost	—	—	—	—	(1,767)	—	—	1,767	—	—	—
<b>Balance, September 30, 2016</b>	4,006,900	170,993,800	\$ 263,240	\$ 1,710	\$ 860,487	\$ 1,350,215	\$ 6,895	\$ (49,093)	\$ 2,433,454	\$ 18,926	\$ 2,452,380

See accompanying notes to consolidated financial statements.

TCF FINANCIAL CORPORATION AND SUBSIDIARIES  
Consolidated Statements of Cash Flows  
(Unaudited)

(In thousands)	Nine Months Ended September 30,	
	2016	2015
<b>Cash flows from operating activities:</b>		
Net income attributable to TCF Financial Corporation	\$ 162,032	\$ 144,631
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for credit losses	45,986	35,337
Depreciation and amortization	135,103	111,284
Proceeds from sales of loans and leases held for sale	867,669	751,200
Gains on sales of assets, net	(75,660)	(62,256)
Net income attributable to non-controlling interest	7,580	6,672
Originations of loans and leases held for sale, net of repayments	(904,503)	(704,018)
Net change in other assets and accrued expenses and other liabilities	107,742	72,747
Other, net	(21,562)	(22,915)
Net cash provided by (used in) operating activities	324,387	332,682
<b>Cash flows from investing activities:</b>		
Loan and lease originations and purchases, net of principal collected on loans and leases	(1,358,906)	(1,529,968)
Purchases of equipment for lease financing	(840,650)	(752,536)
Proceeds from sales of loans and lease receivables	1,926,290	1,318,995
Proceeds from sales of lease equipment	11,348	6,677
Proceeds from sales of securities	—	177
Purchases of securities	(584,524)	(377,432)
Proceeds from maturities of and principal collected on securities	101,166	70,485
Purchases of Federal Home Loan Bank stock	(92,080)	(107,000)
Redemption of Federal Home Loan Bank stock	102,966	116,004
Proceeds from sales of real estate owned	53,045	51,017
Purchases of premises and equipment	(22,192)	(38,455)
Other, net	16,937	17,669
Net cash provided by (used in) investing activities	(686,600)	(1,224,367)
<b>Cash flows from financing activities:</b>		
Net change in deposits	514,217	599,238
Net change in short-term borrowings	(4,084)	32,298
Proceeds from long-term borrowings	3,241,585	3,656,133
Payments on long-term borrowings	(3,570,356)	(3,706,122)
Net investment by (distribution to) non-controlling interest	(4,655)	(1,887)
Dividends paid on preferred stock	(14,541)	(14,541)
Dividends paid on common stock	(37,623)	(24,825)
Stock compensation tax (expense) benefit	(340)	362
Common shares sold to TCF employee benefit plans	5,838	19,273
Exercise of stock options	(684)	2,570
Net cash provided by (used in) financing activities	129,357	562,499
Net change in cash and due from banks	(232,856)	(329,186)
Cash and due from banks at beginning of period	889,337	1,115,250
Cash and due from banks at end of period	\$ 656,481	\$ 786,064
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid (received) for:		
Interest on deposits and borrowings	\$ 59,753	\$ 46,881
Income taxes, net	(12,235)	43,119
Transfer of loans to other assets	76,417	80,233

See accompanying notes to consolidated financial statements.

TCF FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Consolidated Financial Statements  
(Unaudited)

**Note 1. Basis of Presentation**

TCF Financial Corporation (together with its direct and indirect subsidiaries, "we," "us," "our," "TCF" or the "Company"), a Delaware corporation, is a national bank holding company based in Wayzata, Minnesota. References herein to "TCF Financial" or the "Holding Company" refer to TCF Financial Corporation on an unconsolidated basis. TCF's principal subsidiary, TCF National Bank ("TCF Bank"), is headquartered in Sioux Falls, South Dakota.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore do not include all of the information and notes necessary for complete financial statements in conformity with U.S. generally accepted accounting principles ("GAAP"). The information in this Quarterly Report on Form 10-Q is written with the presumption that the users of the interim financial statements have read or have access to the Company's most recent Annual Report on Form 10-K, which contains the latest audited financial statements and notes thereto, together with Management's Discussion and Analysis of Financial Condition and Results of Operations at December 31, 2015, and for the year then ended. All significant intercompany accounts and transactions have been eliminated in consolidation. Accounting policies in effect at December 31, 2015 remain significantly unchanged and have been followed similarly as in previous periods.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. These estimates are based on information available to management at the time the estimates are made. Actual results could differ from those estimates. In the opinion of management, the accompanying unaudited consolidated financial statements contain all the significant adjustments, consisting of normal recurring items, considered necessary for fair presentation. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year.

Effective January 1, 2016, the Company retrospectively adopted Accounting Standards Update ("ASU") No. 2015-03, *Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, which required that debt issuance costs be presented as a direct deduction from debt. Accordingly, the Company reclassified unamortized debt issuance costs of \$2.1 million from Other assets to a reduction in Long-term borrowings on the Consolidated Statement of Financial Condition as of December 31, 2015. The adoption of this ASU did not impact results of operations, retained earnings or cash flows.

Effective January 1, 2016, the Company changed its reportable segments to align with the way the Company is now managed. The revised presentation of previously reported segment data has been applied retroactively to all periods presented in these financial statements. The new reportable segments are Consumer Banking, Wholesale Banking and Enterprise Services. Previously, the Company's reportable segments were Lending, Funding and Support Services. The reportable segments follow GAAP as described in Note 1, Summary of Significant Accounting Policies, in Item 8 of TCF's 2015 Annual Report on Form 10-K, except for the accounting for intercompany interest income and interest expense, which are eliminated in consolidation, and presenting net interest income on a fully tax-equivalent basis. See Note 16, Business Segments for a description of the new segments.



**Note 2. Cash and Due from Banks**

At September 30, 2016 and December 31, 2015, TCF Bank was required by Federal Reserve regulations to maintain reserves of \$103.8 million and \$101.6 million, respectively, in cash on hand or at the Federal Reserve Bank.

TCF maintains cash balances that are restricted as to their use in accordance with certain contractual agreements primarily related to the sale and servicing of auto loans. Cash payments received on loans serviced for third parties are generally held in separate accounts until remitted. TCF may also retain cash balances for collateral on certain borrowings, forward foreign exchange contracts, interest rate contracts and other contracts. TCF maintained restricted cash totaling \$51.2 million and \$58.3 million at September 30, 2016 and December 31, 2015, respectively.

TCF had cash held in interest-bearing accounts of \$398.0 million and \$609.5 million at September 30, 2016 and December 31, 2015, respectively.

**Note 3. Securities Available for Sale and Securities Held to Maturity**

Securities consisted of the following:

(In thousands)	At September 30, 2016				At December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Securities available for sale:</b>								
Mortgage-backed securities:								
U.S. Government sponsored enterprises and federal agencies	\$ 791,208	\$ 14,120	\$ 53	\$ 805,275	\$ 627,521	\$ 655	\$ 6,246	\$ 621,930
Other	22	—	—	22	34	—	—	34
Obligations of states and political subdivisions	597,594	17,573	643	614,524	262,189	4,732	—	266,921
<b>Total securities available for sale</b>	<b>\$ 1,388,824</b>	<b>\$ 31,693</b>	<b>\$ 696</b>	<b>\$ 1,419,821</b>	<b>\$ 889,744</b>	<b>\$ 5,387</b>	<b>\$ 6,246</b>	<b>\$ 888,885</b>
<b>Securities held to maturity:</b>								
Mortgage-backed securities:								
U.S. Government sponsored enterprises and federal agencies	\$ 181,558	\$ 12,158	\$ 32	\$ 193,684	\$ 197,410	\$ 5,247	\$ 214	\$ 202,443
Other	872	—	—	872	1,110	—	—	1,110
Other securities	2,800	—	—	2,800	3,400	—	—	3,400
<b>Total securities held to maturity</b>	<b>\$ 185,230</b>	<b>\$ 12,158</b>	<b>\$ 32</b>	<b>\$ 197,356</b>	<b>\$ 201,920</b>	<b>\$ 5,247</b>	<b>\$ 214</b>	<b>\$ 206,953</b>

There were no sales of securities available for sale during the third quarter and first nine months of 2016. During the third quarter and first nine months of 2015, TCF sold \$0.2 million of securities available for sale and received cash proceeds of \$0.2 million. At September 30, 2016 and December 31, 2015, mortgage-backed securities with a carrying value of \$8.5 million and \$17.1 million, respectively, were pledged as collateral to secure certain deposits and borrowings. There were no impairment charges recognized on securities available for sale during the third quarter and first nine months of 2016 and 2015. Unrealized losses on securities available for sale are due to changes in interest rates. TCF has the ability and intent to hold these investments until a recovery of fair value occurs.

TCF recorded \$0.6 million and \$0.7 million of impairment charges for the third quarter and first nine months of 2016, respectively, on securities held to maturity compared with \$0.2 million and \$0.3 million for the same periods in 2015.

The following tables show the gross unrealized losses and fair value of securities available for sale and securities held to maturity at September 30, 2016 and December 31, 2015, aggregated by investment category and the length of time the securities were in a continuous loss position:

(In thousands)	At September 30, 2016					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Securities available for sale:</b>						
Mortgage-backed securities:						
U.S. Government sponsored enterprises and federal agencies	\$ 32,870	\$ 53	\$ —	\$ —	\$ 32,870	\$ 53
Obligations of states and political subdivisions	74,474	643	—	—	74,474	643
<b>Total securities available for sale</b>	<b>\$ 107,344</b>	<b>\$ 696</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 107,344</b>	<b>\$ 696</b>

<b>Securities held to maturity:</b>						
Mortgage-backed securities:						
U.S. Government sponsored enterprises and federal agencies	\$ 1,964	\$ 32	\$ —	\$ —	\$ 1,964	\$ 32
<b>Total securities held to maturity</b>	<b>\$ 1,964</b>	<b>\$ 32</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1,964</b>	<b>\$ 32</b>

(In thousands)	At December 31, 2015					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Securities available for sale:</b>						
Mortgage-backed securities:						
U.S. Government sponsored enterprises and federal agencies	\$ 552,127	\$ 6,246	\$ —	\$ —	\$ 552,127	\$ 6,246
<b>Total securities available for sale</b>	<b>\$ 552,127</b>	<b>\$ 6,246</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 552,127</b>	<b>\$ 6,246</b>

<b>Securities held to maturity:</b>						
Mortgage-backed securities:						
U.S. Government sponsored enterprises and federal agencies	\$ 12,333	\$ 100	\$ 1,732	\$ 114	\$ 14,065	\$ 214
<b>Total securities held to maturity</b>	<b>\$ 12,333</b>	<b>\$ 100</b>	<b>\$ 1,732</b>	<b>\$ 114</b>	<b>\$ 14,065</b>	<b>\$ 214</b>

The amortized cost and fair value of securities available for sale and securities held to maturity by final contractual maturity at September 30, 2016 and December 31, 2015 are shown below. The remaining contractual principal maturities do not consider possible prepayments. Remaining expected maturities will differ from contractual maturities because borrowers may have the right to prepay.

(In thousands)	At September 30, 2016		At December 31, 2015	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Securities available for sale:</b>				
Due in one year or less	\$ 1	\$ 1	\$ 1	\$ 1
Due in 1-5 years	22	22	38	38
Due in 5-10 years	307,812	320,329	268,638	272,511
Due after 10 years	1,080,989	1,099,469	621,067	616,335
<b>Total securities available for sale</b>	<b>\$ 1,388,824</b>	<b>\$ 1,419,821</b>	<b>\$ 889,744</b>	<b>\$ 888,885</b>
<b>Securities held to maturity:</b>				
Due in one year or less	\$ —	\$ —	\$ 100	\$ 100
Due in 1-5 years	1,200	1,200	1,900	1,900
Due in 5-10 years	1,600	1,600	1,400	1,400
Due after 10 years	182,430	194,556	198,520	203,553
<b>Total securities held to maturity</b>	<b>\$ 185,230</b>	<b>\$ 197,356</b>	<b>\$ 201,920</b>	<b>\$ 206,953</b>

#### Note 4. Loans and Leases

Loans and leases consisted of the following:

(Dollars in thousands)	At September 30, 2016	At December 31, 2015	Percent Change
<b>Consumer real estate:</b>			
First mortgage lien	\$ 2,313,044	\$ 2,624,956	(11.9)%
Junior lien	2,674,280	2,839,316	(5.8)
<b>Total consumer real estate</b>	<b>4,987,324</b>	<b>5,464,272</b>	<b>(8.7)</b>
<b>Commercial:</b>			
<b>Commercial real estate:</b>			
Permanent	2,214,685	2,267,218	(2.3)
Construction and development	301,363	326,211	(7.6)
<b>Total commercial real estate</b>	<b>2,516,048</b>	<b>2,593,429</b>	<b>(3.0)</b>
Commercial business	634,151	552,403	14.8
<b>Total commercial</b>	<b>3,150,199</b>	<b>3,145,832</b>	<b>0.1</b>
Leasing and equipment finance	4,236,224	4,012,248	5.6
Inventory finance	2,261,086	2,146,754	5.3
Auto finance	2,731,900	2,647,596	3.2
Other	17,886	19,297	(7.3)
<b>Total loans and leases<sup>(1)</sup></b>	<b>\$ 17,384,619</b>	<b>\$ 17,435,999</b>	<b>(0.3)</b>

(1) Loans and leases are reported at historical cost including net direct fees and costs associated with originating and acquiring loans and leases, lease residuals, unearned income and unamortized purchase premiums and discounts. The aggregate amount of these loan and lease adjustments was \$62.5 million and \$73.7 million at September 30, 2016 and December 31, 2015, respectively.

The consumer real estate junior lien portfolio was comprised of \$2.4 billion of home equity lines of credit ("HELOCs") and \$292.2 million of amortizing consumer real estate junior lien mortgage loans at September 30, 2016, compared with \$2.5 billion and \$345.3 million at December 31, 2015, respectively. At both September 30, 2016 and December 31, 2015, \$1.8 billion of the consumer real estate junior lien HELOCs had a 10-year interest-only draw period and a 20-year amortization repayment period and all were within the 10-year interest-only draw period and will not convert to amortizing loans until the year 2021 or later. At September 30, 2016 and December 31, 2015, \$561.4 million and \$664.5 million, respectively, of the consumer real estate junior lien HELOCs were interest-only revolving draw loans with no defined amortization period and original draw periods of 5 to 40 years. As of September 30, 2016, 18.2% of these loans mature prior to the year 2021.

The following table summarizes the carrying value of consumer real estate loans and consumer auto loans sold with servicing retained, cash received, securitization receivable recorded, interest-only strips received and recognized net gains for the three and nine months ended September 30, 2016 and 2015. No servicing assets or liabilities related to consumer real estate or consumer auto loans were recorded within TCF's Consolidated Statements of Financial Condition, as the contractual servicing fees are adequate to compensate TCF for its servicing responsibilities based on the amount demanded by the marketplace.

(In thousands)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
	Consumer Real Estate Loans	Consumer Auto Loans	Consumer Real Estate Loans	Consumer Auto Loans	Consumer Real Estate Loans	Consumer Auto Loans	Consumer Real Estate Loans	Consumer Auto Loans
Sales proceeds, net <sup>(1)</sup>	\$ 450,666	\$ 631,511	\$ 250,994	\$ 452,249	\$ 1,129,251	\$ 1,614,213	\$ 898,387	\$ 1,113,036
Recorded investment in loans sold, including accrued interest	(438,900)	(619,324)	(246,793)	(441,477)	(1,107,327)	(1,603,413)	(878,468)	(1,084,348)
Securitization receivable	—	—	—	—	—	18,620	—	—
Interest-only strips, initial value	2,513	—	2,711	—	13,426	5,695	6,948	—
<b>Net gains<sup>(2)</sup></b>	<b>\$ 14,279</b>	<b>\$ 12,187</b>	<b>\$ 6,912</b>	<b>\$ 10,772</b>	<b>\$ 35,350</b>	<b>\$ 35,115</b>	<b>\$ 26,867</b>	<b>\$ 28,688</b>

(1) Includes transaction fees and other sales related costs.

(2) Excludes subsequent adjustments and valuation adjustments while held for sale.

TCF has two consumer real estate loan sale programs; one that sells nationally originated consumer real estate junior lien loans and the other that originates first mortgage lien loans in our primary banking markets and sells the loans through a correspondent relationship. Included in the consumer real estate recognized net gains for the third quarter and first nine months of 2016 were \$2.1 million and \$5.7 million, respectively, on the recorded investments of \$95.9 million and \$257.5 million, respectively, in first mortgage lien loans sold related to the correspondent lending program, including accrued interest. Included in the consumer real estate recognized net gains for the third quarter and first nine months of 2015 were \$1.7 million and \$4.7 million, respectively, on the recorded investments of \$76.7 million and \$212.9 million, respectively, in first mortgage lien loans sold related to the correspondent lending program, including accrued interest.

Included in the consumer auto loans sold in the table above are amounts related to the completion of securitizations. During the third quarter and first nine months of 2016, TCF transferred the recorded investment of \$519.3 million and \$933.6 million, respectively, in consumer auto loans, including accrued interest, with servicing retained, to trusts in securitization transactions, received net sales proceeds of \$525.7 million and \$926.0 million, respectively, recorded a securitization receivable of \$18.6 million in the first nine months of 2016 and recognized net gains of \$6.4 million and \$11.0 million, respectively, which qualified for sale accounting. During the third quarter and first nine months of 2015, TCF transferred the recorded investment of \$441.5 million and \$880.8 million, respectively, in consumer auto loans, including accrued interest, with servicing retained, to trusts in securitization transactions, received net sales proceeds of \$452.2 million and \$902.8 million, respectively, and recognized net gains of \$10.8 million and \$22.0 million, respectively, which qualified for sale accounting. These trusts are considered variable interest entities due to their limited capitalization and special purpose nature. TCF has concluded it is not the primary beneficiary of the trusts and they are not consolidated.

Total interest-only strips and the contractual liabilities related to loan sales are shown below.

(In thousands)	At September 30, 2016	At December 31, 2015
<b>Interest-only strips attributable to:</b>		
Consumer real estate loan sales	\$ 27,238	\$ 19,182
Consumer auto loan sales	15,907	25,150
<b>Contractual liabilities attributable to:</b>		
Consumer real estate loan sales	\$ 772	\$ 702
Consumer auto loan sales	173	185

TCF recorded \$0.2 million and \$0.8 million of impairment charges on consumer real estate loan interest-only strips for the third quarter and first nine months of 2016, respectively, compared with none for the same periods in 2015. TCF recorded \$2.3 million of impairment charges on consumer auto loan interest-only strips for both the third quarter and first nine months of 2016, compared with \$0.4 million and \$0.9 million for the same periods in 2015.

TCF's agreements to sell auto and consumer real estate loans typically contain certain representations and warranties regarding the loans sold. These representations and warranties generally relate to, among other things, the ownership of the loan, the validity, priority and perfection of the lien securing the loan, accuracy of information supplied to the buyer, the loan's compliance with the criteria set forth in the agreement, payment delinquency and compliance with applicable laws and regulations. TCF may be required to repurchase loans in the event of an unremedied breach of these representations or warranties. During the nine months ended September 30, 2016 and 2015, losses related to repurchases pursuant to such representations and warranties were immaterial. The majority of such repurchases were of consumer auto loans where TCF typically has contractual agreements with the automobile dealerships that originated the loans requiring the dealers to repurchase such contracts from TCF.

#### Note 5. Allowance for Loan and Lease Losses and Credit Quality Information

The following tables provide the allowance for loan and lease losses and other related information. TCF's key credit quality indicator is the receivable's payment performance status, defined as accruing or non-accruing.

(In thousands)	Consumer Real Estate	Commercial	Leasing and Equipment Finance	Inventory Finance	Auto Finance	Other	Total
<b>At or For the Three Months Ended September 30, 2016:</b>							
Balance, beginning of period	\$ 64,765	\$ 31,161	\$ 20,124	\$ 12,084	\$ 29,772	\$ 666	\$ 158,572
Charge-offs	(4,058)	(4)	(2,513)	(697)	(6,756)	(2,216)	(16,244)
Recoveries	1,838	80	671	129	999	1,062	4,779
Net (charge-offs) recoveries	(2,220)	76	(1,842)	(568)	(5,757)	(1,154)	(11,465)
Provision for credit losses	1,402	411	2,367	335	8,361	1,018	13,894
Other	(1,855)	—	—	(44)	(3,261)	—	(5,160)
Balance, end of period	\$ 62,092	\$ 31,648	\$ 20,649	\$ 11,807	\$ 29,115	\$ 530	\$ 155,841
<b>At or For the Three Months Ended September 30, 2015:</b>							
Balance, beginning of period	\$ 74,687	\$ 30,205	\$ 17,669	\$ 10,879	\$ 22,061	\$ 614	\$ 156,115
Charge-offs	(6,310)	(487)	(1,583)	(463)	(4,594)	(1,901)	(15,338)
Recoveries	1,832	514	702	319	915	1,115	5,397
Net (charge-offs) recoveries	(4,478)	27	(881)	(144)	(3,679)	(786)	(9,941)
Provision for credit losses	780	(226)	1,389	546	6,750	779	10,018
Other	(660)	—	—	(160)	(1,410)	—	(2,230)
Balance, end of period	\$ 70,329	\$ 30,006	\$ 18,177	\$ 11,121	\$ 23,722	\$ 607	\$ 153,962

(In thousands)	Consumer Real Estate	Commercial	Leasing and Equipment Finance	Inventory Finance	Auto Finance	Other	Total
<b>At or For the Nine Months Ended September 30, 2016:</b>							
Balance, beginning of period	\$ 67,992	\$ 30,185	\$ 19,018	\$ 11,128	\$ 26,486	\$ 1,245	\$ 156,054
Charge-offs	(14,550)	(668)	(6,125)	(2,084)	(18,683)	(5,524)	(47,634)
Recoveries	5,094	330	1,834	696	2,743	3,435	14,132
Net (charge-offs) recoveries	(9,456)	(338)	(4,291)	(1,388)	(15,940)	(2,089)	(33,502)
Provision for credit losses	8,963	1,801	5,922	1,925	26,001	1,374	45,986
Other	(5,407)	—	—	142	(7,432)	—	(12,697)
Balance, end of period	\$ 62,092	\$ 31,648	\$ 20,649	\$ 11,807	\$ 29,115	\$ 530	\$ 155,841

<b>At or For the Nine Months Ended September 30, 2015:</b>							
Balance, beginning of period	\$ 85,361	\$ 31,367	\$ 18,446	\$ 10,020	\$ 18,230	\$ 745	\$ 164,169
Charge-offs	(27,074)	(3,944)	(5,447)	(1,812)	(12,943)	(5,226)	(56,446)
Recoveries	5,626	2,878	2,205	626	2,253	3,902	17,490
Net (charge-offs) recoveries	(21,448)	(1,066)	(3,242)	(1,186)	(10,690)	(1,324)	(38,956)
Provision for credit losses	8,660	(295)	2,973	2,627	20,186	1,186	35,337
Other	(2,244)	—	—	(340)	(4,004)	—	(6,588)
Balance, end of period	\$ 70,329	\$ 30,006	\$ 18,177	\$ 11,121	\$ 23,722	\$ 607	\$ 153,962

The following tables provide information regarding the allowance for loan and lease losses and balances by type of allowance methodology:

At September 30, 2016							
(In thousands)	Consumer Real Estate	Commercial	Leasing and Equipment Finance	Inventory Finance	Auto Finance	Other	Total
<b>Allowance for loan and lease losses:</b>							
Collectively evaluated for impairment	\$ 37,035	\$ 31,516	\$ 18,447	\$ 11,582	\$ 27,723	\$ 528	\$ 126,831
Individually evaluated for impairment	25,057	132	2,202	225	1,392	2	29,010
Total	\$ 62,092	\$ 31,648	\$ 20,649	\$ 11,807	\$ 29,115	\$ 530	\$ 155,841
<b>Loans and leases outstanding:</b>							
Collectively evaluated for impairment	\$ 4,779,921	\$ 3,101,536	\$ 4,219,280	\$ 2,259,513	\$ 2,722,343	\$ 17,878	\$ 17,100,471
Individually evaluated for impairment	207,403	48,663	16,924	1,573	9,556	8	284,127
Loans acquired with deteriorated credit quality	—	—	20	—	1	—	21
Total	\$ 4,987,324	\$ 3,150,199	\$ 4,236,224	\$ 2,261,086	\$ 2,731,900	\$ 17,886	\$ 17,384,619

At December 31, 2015							
(In thousands)	Consumer Real Estate	Commercial	Leasing and Equipment Finance	Inventory Finance	Auto Finance	Other	Total
<b>Allowance for loan and lease losses:</b>							
Collectively evaluated for impairment	\$ 38,819	\$ 30,170	\$ 16,994	\$ 10,929	\$ 23,471	\$ 1,243	\$ 121,626
Individually evaluated for impairment	29,173	15	2,024	199	3,015	2	34,428
Total	\$ 67,992	\$ 30,185	\$ 19,018	\$ 11,128	\$ 26,486	\$ 1,245	\$ 156,054
<b>Loans and leases outstanding:</b>							
Collectively evaluated for impairment	\$ 5,248,829	\$ 3,092,398	\$ 3,997,544	\$ 2,145,605	\$ 2,637,269	\$ 19,286	\$ 17,140,931
Individually evaluated for impairment	215,443	53,434	14,669	1,149	10,308	11	295,014
Loans acquired with deteriorated credit quality	—	—	35	—	19	—	54
Total	\$ 5,464,272	\$ 3,145,832	\$ 4,012,248	\$ 2,146,754	\$ 2,647,596	\$ 19,297	\$ 17,435,999

**Accruing and Non-accrual Loans and Leases** The following tables set forth information regarding TCF's accruing and non-accrual loans and leases. Non-accrual loans and leases are those which management believes have a higher risk of loss. Delinquent balances are determined based on the contractual terms of the loan or lease.

At September 30, 2016						
(In thousands)	Current-59 Days Delinquent and Accruing	60-89 Days Delinquent and Accruing	90 Days or More Delinquent and Accruing	Total Accruing	Non-accrual	Total
Consumer real estate:						
First mortgage lien	\$ 2,191,920	\$ 6,546	\$ 1,339	\$ 2,199,805	\$ 113,239	\$ 2,313,044
Junior lien	2,627,405	696	—	2,628,101	46,179	2,674,280
Total consumer real estate	4,819,325	7,242	1,339	4,827,906	159,418	4,987,324
Commercial:						
Commercial real estate	2,510,197	258	—	2,510,455	5,593	2,516,048
Commercial business	630,562	—	—	630,562	3,589	634,151
Total commercial	3,140,759	258	—	3,141,017	9,182	3,150,199
Leasing and equipment finance	4,217,716	4,902	1,184	4,223,802	12,288	4,236,090
Inventory finance	2,259,303	175	35	2,259,513	1,573	2,261,086
Auto finance	2,718,904	3,471	1,944	2,724,319	7,581	2,731,900
Other	17,873	5	3	17,881	5	17,886
Subtotal	17,173,880	16,053	4,505	17,194,438	190,047	17,384,485
Portfolios acquired with deteriorated credit quality	130	4	—	134	—	134
Total	\$ 17,174,010	\$ 16,057	\$ 4,505	\$ 17,194,572	\$ 190,047	\$ 17,384,619

At December 31, 2015						
(In thousands)	Current-59 Days Delinquent and Accruing	60-89 Days Delinquent and Accruing	90 Days or More Delinquent and Accruing	Total Accruing	Non-accrual	Total
Consumer real estate:						
First mortgage lien	\$ 2,489,235	\$ 8,649	\$ 2,916	\$ 2,500,800	\$ 124,156	\$ 2,624,956
Junior lien	2,793,684	1,481	38	2,795,203	44,113	2,839,316
Total consumer real estate	5,282,919	10,130	2,954	5,296,003	168,269	5,464,272
Commercial:						
Commercial real estate	2,586,692	—	—	2,586,692	6,737	2,593,429
Commercial business	548,814	1	—	548,815	3,588	552,403
Total commercial	3,135,506	1	—	3,135,507	10,325	3,145,832
Leasing and equipment finance	3,998,469	1,728	564	4,000,761	11,262	4,012,023
Inventory finance	2,145,538	87	31	2,145,656	1,098	2,146,754
Auto finance	2,634,496	2,343	1,230	2,638,069	9,509	2,647,578
Other	19,274	13	7	19,294	3	19,297
Subtotal	17,216,202	14,302	4,786	17,235,290	200,466	17,435,756
Portfolios acquired with deteriorated credit quality	242	1	—	243	—	243
Total	\$ 17,216,444	\$ 14,303	\$ 4,786	\$ 17,235,533	\$ 200,466	\$ 17,435,999

The following table provides interest income recognized on loans and leases in non-accrual status and contractual interest that would have been recorded had the loans and leases performed in accordance with their original contractual terms:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Contractual interest due on non-accrual loans and leases	\$ 5,127	\$ 5,428	\$ 15,604	\$ 15,992
Interest income recognized on non-accrual loans and leases	1,048	1,021	3,097	3,319
Unrecognized interest income	\$ 4,079	\$ 4,407	\$ 12,507	\$ 12,673

The following table provides information regarding consumer real estate loans to customers currently involved in ongoing Chapter 7 or Chapter 13 bankruptcy proceedings which have not yet been discharged, dismissed or completed:

(In thousands)	At September 30, 2016		At December 31, 2015	
Consumer real estate loans to customers in bankruptcy:				
0-59 days delinquent and accruing	\$	15,273	\$	26,020
Non-accrual		23,493		20,264
Total consumer real estate loans to customers in bankruptcy	\$	38,766	\$	46,284

**Loan Modifications for Borrowers with Financial Difficulties** Included within loans and leases in the previous tables are certain loans that have been modified in order to maximize collection of loan balances. If, for economic or legal reasons related to the customer's financial difficulties, TCF grants a concession, the modified loan is classified as a troubled debt restructuring ("TDR") loan. All loans classified as TDR loans are considered to be impaired. TDR loans consist primarily of consumer real estate and commercial loans.

Total TDR loans at September 30, 2016 and December 31, 2015 were \$218.0 million and \$230.6 million, respectively, of which \$129.7 million and \$135.3 million, respectively, were accruing. TCF held consumer real estate TDR loans of \$177.7 million and \$185.8 million at September 30, 2016 and December 31, 2015, respectively, of which \$101.9 million and \$106.8 million, respectively, were accruing. TCF also held \$26.9 million and \$31.7 million of commercial TDR loans at September 30, 2016 and December 31, 2015, respectively, of which \$21.5 million and \$24.7 million, respectively, were accruing. TDR loans for the remaining classes of finance receivables were not material at September 30, 2016 or December 31, 2015.

Unfunded commitments to consumer real estate and commercial loans classified as TDRs were \$0.4 million at both September 30, 2016 and December 31, 2015. At September 30, 2016 and December 31, 2015, no additional funds were committed to leasing and equipment finance, inventory finance or auto finance loans classified as TDRs.

When a loan is modified as a TDR, principal balances are generally not forgiven. Loan modifications to troubled borrowers are not reported as TDR loans in the calendar years after modification if the loans were modified to an interest rate equal to or greater than the yields of new loan originations with comparable risk at the time of restructuring and if the loan is performing based on the restructured terms; however, these loans are still considered impaired and follow TCF's impaired loan reserve policies. During the nine months ended September 30, 2016 and 2015, \$0.1 million and \$9.0 million, respectively, of commercial loans were removed from TDR status as they were restructured at market terms and were performing.

Unrecognized interest represents the difference between interest income recognized on accruing TDR loans and the contractual interest that would have been recorded under the original contractual terms. For the three months ended September 30, 2016, unrecognized interest income for consumer real estate first mortgage lien accruing TDR loans and consumer real estate junior lien accruing TDR loans was \$0.5 million and \$0.2 million, respectively. The average yield for the same period on consumer real estate accruing TDR loans was 4.3%, which compares to the original contractual average rate of 6.7%. For the three months ended September 30, 2015, unrecognized interest income for consumer real estate first mortgage lien accruing TDR loans and consumer real estate junior lien accruing TDR loans was \$0.5 million and \$0.2 million, respectively. The average yield for the same period on consumer real estate accruing TDR loans was 4.1%, which compares to the original contractual average rate of 6.8%. The unrecognized interest income for the remaining classes of finance receivables was not material for the three months ended September 30, 2016 and 2015.

For the nine months ended September 30, 2016, unrecognized interest income for consumer real estate first mortgage lien accruing TDR loans and consumer real estate junior lien accruing TDR loans was \$1.5 million and \$0.5 million, respectively. The average yield for the same period on consumer real estate accruing TDR loans was 4.2%, which compares to the original contractual average rate of 6.7%. For the nine months ended September 30, 2015, unrecognized interest income for consumer real estate first mortgage lien accruing TDR loans and consumer real estate junior lien accruing TDR loans was \$1.6 million and \$0.6 million, respectively. The average yield for the same period on consumer real estate accruing TDR loans was 4.0%, which compares to the original contractual average rate of 6.7%. The unrecognized interest income for the remaining classes of finance receivables was not material for the nine months ended September 30, 2016 and 2015.



The table below summarizes TDR loans that defaulted during the three and nine months ended September 30, 2016 and 2015, which were modified during the respective reporting period or within one year of the beginning of the respective reporting period. TCF considers a loan to have defaulted when under the modified terms it becomes 90 or more days delinquent, has been transferred to non-accrual status, has been charged down or has been transferred to other real estate owned or repossessed and returned assets.

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Loan balance: <sup>(1)</sup>				
Consumer real estate:				
First mortgage lien	\$ 2,150	\$ 158	\$ 6,635	\$ 1,456
Junior lien	179	248	676	799
Total consumer real estate	2,329	406	7,311	2,255
Auto finance	334	282	1,233	676
Defaulted TDR loans modified during the applicable period	\$ 2,663	\$ 688	\$ 8,544	\$ 2,931

(1) The loan balances presented are not materially different than the pre-modification loan balances as TCF's loan modifications generally do not forgive principal amounts.

Consumer real estate TDR loans are evaluated separately in TCF's allowance methodology. Impairment is generally based upon the present value of the expected future cash flows discounted at the loan's initial effective interest rate, unless the loans are collateral dependent, in which case loan impairment is based upon the fair value of the collateral less selling expenses. The allowance on accruing consumer real estate TDR loans was \$20.2 million, or 19.8% of the outstanding balance, at September 30, 2016, and \$22.4 million, or 21.0% of the outstanding balance, at December 31, 2015. In determining impairment for consumer real estate accruing TDR loans, TCF utilized assumed remaining re-default rates ranging from 9% to 33% in 2016 and 10% to 33% in 2015, depending on modification type and actual experience. At September 30, 2016, 1.1% of accruing consumer real estate TDR loans were more than 60 days delinquent, compared with 2.0% at December 31, 2015.

Consumer real estate TDR loans generally remain on accruing status following modification if they are less than 90 days past due and payment in full under the modified terms of the loan is expected based on a current credit evaluation and historical payment performance. Of the non-accrual TDR balance at September 30, 2016, \$51.2 million, or 67.6%, were loans discharged in Chapter 7 bankruptcy that were not reaffirmed by the borrower, of which 76.3% were current. Of the non-accrual TDR balance at December 31, 2015, \$51.5 million, or 65.1%, were loans discharged in Chapter 7 bankruptcy that were not reaffirmed, of which 77.2% were current. All eligible loans are re-aged to current delinquency status upon modification.

Commercial TDR loans are individually evaluated for impairment based upon the present value of the expected future cash flows discounted at the loan's initial effective interest rate, unless the loans are collateral dependent, in which case impairment is based upon the fair value of collateral less estimated selling costs; however if payment or satisfaction of the loan is dependent on the operation, rather than the sale of the collateral, the impairment does not include selling costs. The allowance on accruing commercial TDR loans was less than \$0.1 million, or 0.1% of the outstanding balance, at both September 30, 2016 and December 31, 2015. No accruing commercial TDR loans were 60 days or more delinquent at September 30, 2016 and December 31, 2015.

**Impaired Loans** TCF considers impaired loans to include non-accrual commercial loans, non-accrual equipment finance loans and non-accrual inventory finance loans, as well as all TDR loans. Non-accrual impaired loans, including non-accrual TDR loans, are included in non-accrual loans and leases within the previous tables. Accruing TDR loans have been disclosed by delinquency status within the previous tables of accruing and non-accrual loans and leases. In the following tables, the loan balance of impaired loans represents the amount recorded within loans and leases on the Consolidated Statements of Financial Condition, whereas the unpaid contractual balance represents the balances legally owed by the borrowers.

The following table summarizes impaired loans:

(In thousands)	At September 30, 2016			At December 31, 2015		
	Unpaid Contractual Balance	Loan Balance	Related Allowance Recorded	Unpaid Contractual Balance	Loan Balance	Related Allowance Recorded
<b>Impaired loans with an allowance recorded:</b>						
Consumer real estate:						
First mortgage lien	\$ 128,615	\$ 108,903	\$ 17,899	\$ 145,749	\$ 123,728	\$ 20,880
Junior lien	64,977	53,281	6,232	70,122	58,366	6,837
Total consumer real estate	193,592	162,184	24,131	215,871	182,094	27,717
Commercial:						
Commercial real estate	12,762	12,762	129	298	298	12
Commercial business	14	14	3	16	16	3
Total commercial	12,776	12,776	132	314	314	15
Leasing and equipment finance	10,670	10,670	1,356	7,259	7,259	822
Inventory finance	1,179	1,185	225	867	873	199
Auto finance	6,052	5,705	1,327	8,275	8,062	2,942
Other	7	8	2	21	11	2
Total impaired loans with an allowance recorded	224,276	192,528	27,173	232,607	198,613	31,697
<b>Impaired loans without an allowance recorded:</b>						
Consumer real estate:						
First mortgage lien	18,853	13,331	—	7,100	3,228	—
Junior lien	27,369	2,217	—	26,031	520	—
Total consumer real estate	46,222	15,548	—	33,131	3,748	—
Commercial:						
Commercial real estate	20,039	14,301	—	37,598	31,157	—
Commercial business	4,041	3,589	—	3,738	3,585	—
Total commercial	24,080	17,890	—	41,336	34,742	—
Inventory finance	385	388	—	274	276	—
Auto finance	3,708	2,336	—	2,003	1,177	—
Other	85	—	—	2	—	—
Total impaired loans without an allowance recorded	74,480	36,162	—	76,746	39,943	—
Total impaired loans	\$ 298,756	\$ 228,690	\$ 27,173	\$ 309,353	\$ 238,556	\$ 31,697

The average loan balance of impaired loans and interest income recognized on impaired loans during the three and nine months ended September 30, 2016 and 2015 are included within the table below.

(In thousands)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
	Average Loan Balance	Interest Income Recognized	Average Loan Balance	Interest Income Recognized	Average Loan Balance	Interest Income Recognized	Average Loan Balance	Interest Income Recognized
<b>Impaired loans with an allowance recorded:</b>								
Consumer real estate:								
First mortgage lien	\$ 114,966	\$ 944	\$ 126,426	\$ 1,513	\$ 116,315	\$ 2,762	\$ 113,365	\$ 3,971
Junior lien	54,651	675	60,298	906	55,824	1,993	57,387	2,446
Total consumer real estate	169,617	1,619	186,724	2,419	172,139	4,755	170,752	6,417
Commercial:								
Commercial real estate	12,926	100	19,183	174	6,530	230	36,143	777
Commercial business	15	—	18	—	15	—	17	—
Total commercial	12,941	100	19,201	174	6,545	230	36,160	777
Leasing and equipment finance	10,844	3	6,084	8	8,963	21	7,123	16
Inventory finance	777	10	1,869	17	1,030	41	1,529	66
Auto finance	5,871	33	5,309	8	6,883	72	4,557	8
Other	8	—	17	1	10	—	53	2
Total impaired loans with an allowance recorded	200,058	1,765	219,204	2,627	195,570	5,119	220,174	7,286
<b>Impaired loans without an allowance recorded:</b>								
Consumer real estate:								
First mortgage lien	8,023	120	5,633	138	8,280	228	20,422	919
Junior lien	1,348	170	286	408	1,368	485	3,975	1,403
Total consumer real estate	9,371	290	5,919	546	9,648	713	24,397	2,322
Commercial:								
Commercial real estate	15,101	170	37,109	507	22,729	606	41,988	1,674
Commercial business	3,869	—	2,014	—	3,587	—	2,077	5
Total commercial	18,970	170	39,123	507	26,316	606	44,065	1,679
Inventory finance	333	35	497	22	332	69	693	77
Auto finance	2,241	—	1,134	—	1,757	—	909	—
Total impaired loans without an allowance recorded	30,915	495	46,673	1,075	38,053	1,388	70,064	4,078
Total impaired loans	\$ 230,973	\$ 2,260	\$ 265,877	\$ 3,702	\$ 233,623	\$ 6,507	\$ 290,238	\$ 11,364

**Note 6. Deposits**

Deposits consisted of the following:

(Dollars in thousands)	At September 30, 2016			At December 31, 2015		
	Weighted-Average Rate	Amount	% of Total	Weighted-Average Rate	Amount	% of Total
Checking:						
Non-interest bearing	—%	\$ 3,350,978	19.4%	—%	\$ 3,187,581	19.1%
Interest bearing	0.01	2,479,079	14.4	0.02	2,502,978	14.9
Total checking	0.01	5,830,057	33.8	0.01	5,690,559	34.0
Savings	0.03	4,670,281	27.1	0.06	4,717,457	28.2
Money market	0.62	2,450,576	14.2	0.63	2,408,180	14.5
Certificates of deposit	1.06	4,283,292	24.9	0.91	3,903,793	23.3
Total deposits	0.36	\$ 17,234,206	100.0%	0.30	\$ 16,719,989	100.0%

Certificates of deposit had the following remaining maturities at September 30, 2016:

(In thousands)	Denominations \$100 Thousand or Greater	Denominations Less Than \$100 Thousand	Total
<b>Maturity:</b>			
Three months or less	\$ 355,778	\$ 341,958	\$ 697,736
Over three through six months	382,681	383,483	766,164
Over six through 12 months	756,120	756,972	1,513,092
Over 12 months	660,307	645,993	1,306,300
<b>Total</b>	<b>\$ 2,154,886</b>	<b>\$ 2,128,406</b>	<b>\$ 4,283,292</b>

The aggregate amount of certificates of deposit with balances equal to or greater than the Federal Deposit Insurance Corporation insurance limit of \$250,000 were \$599.3 million and \$484.2 million at September 30, 2016 and December 31, 2015, respectively.

**Note 7. Short-term Borrowings**

Selected information for short-term borrowings (borrowings with an original maturity of one year or less) consisted of the following:

(Dollars in thousands)	At September 30, 2016		At December 31, 2015	
	Amount	Rate	Amount	Rate
<b>Period end balance:</b>				
Securities sold under repurchase agreements	\$ 1,514	0.10%	\$ 5,381	0.03%
<b>Total</b>	<b>\$ 1,514</b>	<b>0.10</b>	<b>\$ 5,381</b>	<b>0.03</b>
<b>Average daily balances for the period ended:</b>				
Federal funds purchased	\$ 113	0.75%	\$ 225	0.45%
Securities sold under repurchase agreements	5,771	0.39	16,431	0.06
Line of Credit - TCF Commercial Finance Canada, Inc.	1,834	1.75	2,166	1.96
<b>Total</b>	<b>\$ 7,718</b>	<b>0.72</b>	<b>\$ 18,822</b>	<b>0.28</b>
<b>Maximum month-end balances for the period ended:</b>				
Securities sold under repurchase agreements	\$ 3,391	N.A.	\$ 62,995	N.A.
Line of Credit - TCF Commercial Finance Canada, Inc.	5,907	N.A.	5,519	N.A.

N.A. Not Applicable.

At September 30, 2016, the securities sold under short-term repurchase agreements were related to TCF Bank's Repurchase Investment Sweep Agreement product and were collateralized by mortgage-backed securities having a period end fair value of \$7.4 million.

**Note 8. Long-term Borrowings**

Long-term borrowings consisted of the following:

(Dollars in thousands)	Stated Maturity	At September 30, 2016		At December 31, 2015	
		Amount	Stated Rate	Amount	Stated Rate
Federal Home Loan Bank advances	2016	\$ 150,000	0.71% - 0.72%	\$ 447,000	0.54% - 1.17%
	2017	—	—	125,000	0.49 - 0.51
	2018	150,000	0.54	—	—
Subtotal		300,000		572,000	
Subordinated bank notes	2016	—	—	74,992	5.50
	2022	108,603	6.25	108,454	6.25
	2025	148,003	4.60	147,861	4.60
Hedge-related basis adjustment <sup>(1)</sup>		7,659		(209)	
Subtotal		264,265		331,098	
Discounted lease rentals	2016	15,154	2.46 - 6.88	48,120	2.39 - 7.95
	2017	56,434	2.45 - 7.88	41,969	2.45 - 7.88
	2018	40,221	2.55 - 7.95	24,496	2.55 - 7.95
	2019	21,566	2.53 - 6.00	9,329	2.53 - 6.00
	2020	10,093	2.64 - 6.90	2,035	2.95 - 5.15
	2021	3,508	2.88 - 4.57	83	4.57
Subtotal		146,976		126,032	
Other long-term borrowings	2016	—	—	2,685	1.36
	2017	2,755	1.36	2,742	1.36
Subtotal		2,755		5,427	
Total long-term borrowings		\$ 713,996		\$ 1,034,557	

(1) Related to subordinated bank notes with a stated maturity of 2025.

At September 30, 2016, TCF Bank had pledged loans secured by residential and commercial real estate and Federal Home Loan Bank ("FHLB") stock with an aggregate carrying value of \$4.1 billion as collateral for FHLB advances. At September 30, 2016, \$150.0 million of FHLB advances outstanding were prepayable monthly at TCF's option.

**Note 9. Regulatory Capital Requirements**

TCF and TCF Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possible additional discretionary, actions by the federal banking agencies that could have a material adverse effect on TCF. In general, TCF Bank may not declare or pay a dividend to TCF Financial in excess of 100% of its net retained earnings for the current year combined with its net retained earnings for the preceding two calendar years, which was \$445.4 million at September 30, 2016, without prior approval of the Office of the Comptroller of the Currency ("OCC"). The OCC also has the authority to prohibit the payment of dividends by a national bank when it determines such payments would constitute an unsafe and unsound banking practice. TCF Bank's ability to make capital distributions in the future may require regulatory approval and may be restricted by its regulatory authorities. TCF Bank's ability to make any such distributions will also depend on its earnings and ability to meet minimum regulatory capital requirements in effect during future periods. These capital adequacy standards may be higher in the future than existing minimum regulatory capital requirements.

The following table presents regulatory capital information for TCF and TCF Bank:

(Dollars in thousands)	TCF		TCF Bank		Well-capitalized Standard	Minimum Capital Requirement <sup>(1)</sup>
	At September 30, 2016	At December 31, 2015	At September 30, 2016	At December 31, 2015		
<b>Regulatory Capital:</b>						
Common equity Tier 1 capital	\$ 1,936,029	\$ 1,814,442	\$ 2,110,923	\$ 1,992,584		
Tier 1 capital	2,215,312	2,092,195	2,129,849	2,008,585		
Total capital	2,596,697	2,487,060	2,546,708	2,425,682		
<b>Regulatory Capital Ratios:</b>						
Common equity Tier 1 capital ratio	10.35%	10.00%	11.29%	10.99%	6.50%	4.50%
Tier 1 risk-based capital ratio	11.85	11.54	11.39	11.07	8.00	6.00
Total risk-based capital ratio	13.89	13.71	13.62	13.37	10.00	8.00
Tier 1 leverage ratio	10.66	10.46	10.25	10.04	5.00	4.00

(1) Excludes capital conservation buffer of 0.625% as of September 30, 2016.

**Note 10. Stock Compensation**

The following table reflects TCF's restricted stock and stock option transactions under the TCF Financial 2015 Omnibus Incentive Plan ("Omnibus Incentive Plan") and the TCF Financial Incentive Stock Program ("Incentive Stock Program") during the nine months ended September 30, 2016:

	Restricted Stock				Stock Options				
	Shares	Price Range		Weighted-Average Grant Date Fair Value	Shares	Price Range		Weighted-Average Remaining Contractual Life in Years	Weighted-Average Exercise Price
Outstanding at December 31, 2015	3,273,086	\$ 6.16	- \$ 16.28	\$ 13.09	1,379,000	\$ 12.85	- \$ 15.75	2.17	\$ 14.07
Granted	834,000	9.48	- 13.05	12.05	—	—	- —	—	—
Exercised	—	—	- —	—	(800,000)	12.85	- 12.85	—	12.85
Forfeited/canceled	(205,483)	6.16	- 15.96	13.54	(118,000)	15.75	- 15.75	—	15.75
Vested	(401,225)	9.65	- 15.96	13.10	—	—	- —	—	—
Outstanding at September 30, 2016	3,500,378	7.73	- 16.28	12.81	461,000	15.75	- 15.75	1.31	15.75
Exercisable at September 30, 2016	N.A.			N.A.	461,000	15.75	- 15.75		15.75

N.A. Not Applicable.

Unrecognized stock compensation expense for restricted stock awards and options was \$27.0 million, excluding estimated forfeitures, with a weighted-average remaining amortization period of 2.0 years at September 30, 2016.

At September 30, 2016, there were 50,000 and 1,050,000 shares of performance-based restricted stock outstanding under the Omnibus Incentive Plan and Incentive Stock Program, respectively, that will vest only if certain performance goals and service conditions are achieved. Failure to achieve the performance and service conditions will result in all or a portion of the shares being forfeited.

The number of restricted stock units granted under the Omnibus Incentive Plan was 228,867 at target and the actual restricted stock units granted will depend on actual performance with a maximum total payout of 150% of target. The weighted-average remaining amortization period of the restricted stock units was 1.9 years at September 30, 2016.

Valuation and related assumption information for TCF's stock option plans related to options issued in 2008 have not changed significantly from December 31, 2015 and no stock options were subsequently issued under the Incentive Stock Program. As of September 30, 2016, no stock options were issued under the Omnibus Incentive Plan.

**Note 11. Employee Benefit Plans**

The following tables set forth the net periodic benefit plan (income) cost included in compensation and employee benefits expense for the TCF Cash Balance Pension Plan (the "Pension Plan") and health care benefits for eligible retired employees (the "Postretirement Plan") for the three and nine months ended September 30, 2016 and 2015:

(In thousands)	Pension Plan			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Interest cost	\$ 321	\$ 303	\$ 961	\$ 911
Return on plan assets	(147)	(159)	(440)	(479)
Net periodic benefit plan (income) cost	\$ 174	\$ 144	\$ 521	\$ 432

(In thousands)	Postretirement Plan			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Interest cost	\$ 37	\$ 39	\$ 113	\$ 115
Amortization of prior service cost	(12)	(12)	(35)	(35)
Net periodic benefit plan (income) cost	\$ 25	\$ 27	\$ 78	\$ 80

TCF made no cash contributions to the Pension Plan in either of the nine months ended September 30, 2016 or 2015. During the three and nine months ended September 30, 2016 and 2015, TCF contributed \$0.1 million and \$0.3 million, respectively, to the Postretirement Plan.

## Note 12. Derivative Instruments

All derivative instruments are recognized within other assets or other liabilities at fair value within the Consolidated Statements of Financial Condition. The Company's derivative instruments are subject to master netting arrangements and collateral arrangements and qualify for offset in the Consolidated Statements of Financial Condition. A master netting arrangement with a counterparty creates a right of offset for amounts due to and from that same counterparty that is enforceable in the event of a default or bankruptcy. The Company's policy is to recognize amounts subject to master netting arrangements and collateral arrangements on a net basis in the Consolidated Statements of Financial Condition. The value of derivative instruments will vary over their contractual terms as the related underlying rates fluctuate. The accounting for changes in the fair value of a derivative instrument depends on whether or not the contract has been designated and qualifies as a hedge. To qualify as a hedge, a contract must be highly effective at reducing the risk associated with the exposure being hedged. In addition, for a contract to be designated as a hedge, the risk management objective and strategy must be documented at inception. Hedge documentation must also identify the hedging instrument, the asset or liability and type of risk to be hedged and how the effectiveness of the contract is assessed prospectively and retrospectively. To assess effectiveness, TCF uses statistical methods such as regression analysis. A contract that has been, and is expected to continue to be, effective at offsetting changes in fair values or the net investment must be assessed and documented at least quarterly. If it is determined that a contract is not highly effective at hedging the designated exposure, hedge accounting is discontinued.

Upon origination of a derivative instrument, the contract is designated either as a hedge of the exposure to changes in the fair value of an asset or liability due to changes in market risk ("fair value hedge"), a hedge of the volatility of an investment in foreign operations driven by changes in foreign currency exchange rates ("net investment hedge"), or is not designated as a hedge.

**Fair Value Hedges** During the first quarter of 2015, TCF Bank entered into an interest rate swap agreement related to its contemporaneously issued subordinated debt, which settles through a central clearing house. The swap was designated as a fair value hedge and effectively converts the fixed interest rate to a floating rate based on the three-month London InterBank Offered Rate plus a fixed number of basis points on the \$150.0 million notional amount through February 27, 2025, the maturity date of the subordinated debt. In exchange, TCF Bank will receive 4.60% fixed-rate interest on the \$150.0 million notional amount from the swap counterparty.

The interest rate swap substantially offsets the change in fair value of the hedged underlying debt that is attributable to the changes in market risk. The gains and losses related to changes in the fair value of the interest rate swap as well as the offsetting changes in fair value of the hedged debt are reflected in non-interest income.

**Net Investment Hedges** Forward foreign exchange contracts, that generally settle within 34 days, are used to manage the foreign exchange risk associated with the Company's net investment in TCF Commercial Finance Canada, Inc., a wholly-owned indirect Canadian subsidiary of TCF Bank. Changes in net investment hedges recorded within other comprehensive income (loss) are subsequently reclassified to non-interest expense during the period in which the foreign investment is substantially liquidated or when other elements of the currency translation adjustment are reclassified to income.

**Derivatives Not Designated as Hedges** Certain of TCF's forward foreign exchange contracts are not designated as hedges and are generally settled within 34 days. Changes in the fair value of these forward foreign exchange contracts are reflected in non-interest expense.

TCF executes interest rate swap agreements with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged with offsetting interest rate swaps that TCF executes with a third party and settles through a central clearing house, minimizing TCF's net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet hedge accounting requirements, changes in the fair value of both the customer swaps and the offsetting swaps are reflected in non-interest income. These contracts have original fixed maturity dates ranging from three to seven years.

TCF enters into interest rate lock commitments in conjunction with the sale of certain consumer real estate loans. These interest rate lock commitments are agreements to extend credit under certain specified terms and conditions at fixed rates and have original lock expirations of up to 60 days. They are not designated as hedges and accordingly, changes in the valuation of these commitments are reflected in non-interest income.



During the second quarter of 2012, TCF sold its Visa® Class B stock. In conjunction with the sale, TCF and the purchaser entered into a derivative transaction whereby TCF may receive or be required to make cash payments whenever the conversion ratio of the Visa Class B stock into Visa Class A stock is adjusted. The fair value of this derivative has been determined using estimated future cash flows using probability weighted scenarios for multiple estimates of Visa's aggregate exposure to covered litigation matters, which include consideration of amounts funded by Visa into its escrow account for the covered litigation matters. Changes, if any, in the valuation of this swap agreement, which has no determinable maturity date, are reflected in non-interest expense.

The following tables summarize TCF's outstanding derivative instruments as of September 30, 2016 and December 31, 2015. See Note 13, Fair Value Disclosures, for additional information.

(In thousands)	At September 30, 2016			
	Notional Amount	Gross Amounts Recognized	Gross Amounts Offset	Net Amount Presented
<b>Derivative Assets:</b>				
Derivatives designated as hedges:				
Interest rate contracts	\$ 150,000	\$ 8,990	\$ (3,703)	\$ 5,287
Forward foreign exchange contracts	59,649	447	(182)	265
Derivatives not designated as hedges:				
Forward foreign exchange contracts	194,259	2,196	(1,504)	692
Interest rate contracts	126,451	3,827	—	3,827
Interest rate lock commitments	52,088	866	—	866
Total derivative assets		\$ 16,326	\$ (5,389)	\$ 10,937
<b>Derivative Liabilities:</b>				
Derivatives not designated as hedges:				
Forward foreign exchange contracts	202,486	835	(791)	44
Interest rate contracts	126,451	4,002	(4,002)	—
Other contracts	13,804	387	(387)	—
Interest rate lock commitments	374	4	—	4
Total derivative liabilities		\$ 5,228	\$ (5,180)	\$ 48
(In thousands)	At December 31, 2015			
	Notional Amount	Gross Amounts Recognized	Gross Amounts Offset	Net Amount Presented
<b>Derivative Assets:</b>				
Derivatives designated as hedges:				
Forward foreign exchange contracts	\$ 47,409	\$ 858	\$ —	\$ 858
Derivatives not designated as hedges:				
Forward foreign exchange contracts	260,678	5,057	(2,081)	2,976
Interest rate contracts	111,347	2,093	—	2,093
Interest rate lock commitments	50,667	729	—	729
Total derivative assets		\$ 8,737	\$ (2,081)	\$ 6,656
<b>Derivative Liabilities:</b>				
Derivatives designated as hedges:				
Interest rate contracts	\$ 150,000	\$ 142	\$ (142)	\$ —
Derivatives not designated as hedges:				
Forward foreign exchange contracts	187,902	1,192	(1,081)	111
Interest rate contracts	111,347	2,175	(2,175)	—
Other contracts	13,804	305	(305)	—
Interest rate lock commitments	3,218	13	—	13
Total derivative liabilities		\$ 3,827	\$ (3,703)	\$ 124

The following table summarizes the pre-tax impact of derivative activity within the Consolidated Statements of Income and the Consolidated Statements of Comprehensive Income:

(In thousands)	Income Statement Location	Three Months Ended September 30,		Nine Months Ended September 30,	
		2016	2015	2016	2015
<b>Consolidated Statements of Income:</b>					
Fair value hedges:					
Interest rate contracts	Other non-interest income	\$ (1,407)	\$ 6,296	\$ 9,132	\$ 2,029
Non-derivative hedged items	Other non-interest income	1,333	(5,425)	(7,868)	(1,862)
Not designated as hedges:					
Forward foreign exchange contracts	Other non-interest expense	5,979	26,574	(23,459)	55,866
Interest rate lock commitments	Gains on sales of consumer real estate loans, net	(91)	189	146	359
Interest rate contracts	Other non-interest income	27	(48)	(92)	(28)
Other contracts	Other non-interest expense	—	—	(319)	—
Net gain (loss) recognized		\$ 5,841	\$ 27,586	\$ (22,460)	\$ 56,364
<b>Consolidated Statements of Comprehensive Income:</b>					
Net investment hedges:					
Forward foreign exchange contracts	Other comprehensive income (loss)	\$ 904	\$ 2,858	\$ (2,691)	\$ 5,772
Net unrealized gain (loss)		\$ 904	\$ 2,858	\$ (2,691)	\$ 5,772

TCF executes all of its forward foreign exchange contracts in the over-the-counter market with large financial institutions pursuant to International Swaps and Derivatives Association, Inc. agreements. These agreements include credit risk-related features that enhance the creditworthiness of these instruments as compared with other obligations of the respective counterparty with whom TCF has transacted by requiring that additional collateral be posted under certain circumstances. The amount of collateral required depends on the contract and is determined daily based on market and currency exchange rate conditions.

At September 30, 2016, credit risk-related contingent features existed on forward foreign exchange contracts with a notional value of \$121.9 million. In the event TCF is rated less than BB- by Standard and Poor's, the contracts could be terminated or TCF may be required to provide approximately \$2.4 million in additional collateral. There were no forward foreign exchange contracts containing credit risk-related features in a net liability position at September 30, 2016.

At September 30, 2016, TCF had posted \$2.8 million, \$1.4 million and \$0.4 million of cash collateral related to its interest rate contracts, other contracts and forward foreign exchange contracts, respectively, and had received \$1.2 million of cash collateral related to its forward foreign exchange contracts.

### Note 13. Fair Value Disclosures

TCF uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The Company's fair values are based on the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Securities available for sale, certain loans and leases held for sale, interest-only strips, forward foreign exchange contracts, interest rate contracts, interest rate lock commitments, forward loan sales commitments, assets and liabilities held in trust for deferred compensation plans and other contracts are recorded at fair value on a recurring basis. From time to time we may be required to record at fair value other assets on a non-recurring basis, such as certain securities held to maturity, loans, other real estate owned, repossessed and returned assets and the securitization receivable. These non-recurring fair value adjustments typically involve application of lower of cost or fair value accounting or write-downs of individual assets.

The following is a discussion of the fair value hierarchy and the valuation methodologies used for assets and liabilities recorded at fair value on a recurring or non-recurring basis and for estimating fair value of financial instruments not recorded at fair value.

TCF groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the degree and reliability of estimates and assumptions used to determine fair value as follows: Level 1, which includes valuations that are based on prices obtained from independent pricing sources for the same instruments traded in active markets; Level 2, which includes valuations that are based on prices obtained from independent pricing sources that are based on observable transactions of similar instruments, but not quoted markets; and Level 3, for which valuations are generated from Company model-based techniques that use significant unobservable inputs. Such unobservable inputs reflect estimates of assumptions that market participants would use in pricing the asset or liability.

**Investments** The carrying value of investments in FHLB stock and Federal Reserve Bank stock, categorized as Level 2, approximates fair value based on redemption at par value.

**Securities Held to Maturity** Securities held to maturity consist primarily of securities of U.S. Government sponsored enterprises and federal agencies. The fair value of securities of U.S. Government sponsored enterprises and federal agencies, categorized as Level 2, is estimated using prices obtained from independent asset pricing services that are based on observable transactions, but not quoted markets. Management reviews the prices obtained from independent asset pricing services for unusual fluctuations and comparisons to current market trading activity. The fair value of other mortgage-backed securities and other securities, categorized as Level 3, is estimated based on discounted cash flows using consideration of credit exposure and other internal pricing methods. There is no observable secondary market for these securities.

**Securities Available for Sale** Securities available for sale consist primarily of securities of U.S. Government sponsored enterprises and federal agencies, and obligations of states and political subdivisions. The fair value of these securities, categorized as Level 2, is recorded using prices obtained from independent asset pricing services that are based on observable transactions, but not quoted markets. Management reviews the prices obtained from independent asset pricing services for unusual fluctuations and comparisons to current market trading activity.

**Loans and Leases Held for Sale** Loans and leases held for sale are generally carried at the lower of cost or fair value. Estimated fair values are based upon recent loan sale transactions and any available price quotes on loans with similar coupons, maturities and credit quality. Certain other loans and leases held for sale are recorded at fair value under the elected fair value option. TCF relies on internal valuation models which utilize quoted investor prices to estimate the fair value of these loans. Loans and leases held for sale are categorized as Level 3.

**Loans** The fair value of loans, categorized as Level 3, is estimated based on discounted expected cash flows and recent sales of similar loans. The discounted cash flows include assumptions for prepayment estimates over each loan's remaining life, consideration of the current interest rate environment compared with the weighted average rate of each portfolio, a credit risk component based on the historical and expected performance of each portfolio and a liquidity adjustment related to the current market environment. TCF also uses pricing data from recent sales of loans with similar risk characteristics as data points to validate the assumptions used in estimating the fair value of certain loans.

Loans for which repayment is expected to be provided solely by the value of the underlying collateral, categorized as Level 3 and recorded at fair value on a non-recurring basis, are valued based on the fair value of that collateral less estimated selling costs. Such loans include non-accrual impaired loans as well as certain delinquent non-accrual consumer real estate and auto finance loans. The fair value of the collateral is determined based on internal estimates and assessments provided by third-party appraisers.

**Interest-only Strips** The fair value of interest-only strips, categorized as Level 3, represents the present value of future cash flows expected to be received by TCF on certain assets. TCF uses available market data, along with its own empirical data and discounted cash flow models, to arrive at the estimated fair value of its interest-only strips. The present value of the estimated expected future cash flows to be received is determined by using discount, loss and prepayment rates that TCF believes are commensurate with the risks associated with the cash flows and what a market participant would use. These assumptions are inherently subject to volatility and uncertainty and, as a result, the estimated fair value of the interest-only strips may fluctuate significantly from period to period.

**Forward Foreign Exchange Contracts** TCF's forward foreign exchange contracts are currency contracts executed in over-the-counter markets and are recorded at fair value using a cash flow model that includes key inputs such as foreign exchange rates and, in accordance with GAAP, an assessment of the risk of counterparty non-performance. The risk of counterparty non-performance is based on external assessments of credit risk. The fair value of these contracts, categorized as Level 2, is based on observable transactions, but not quoted markets.

**Interest Rate Contracts** TCF executes interest rate swap agreements with commercial banking customers to facilitate the customer's risk management strategy. These interest rate swaps are simultaneously hedged by offsetting interest rate swaps TCF executes with a third party, minimizing TCF's net risk exposure resulting from such transactions. TCF has an interest rate swap agreement to convert its \$150.0 million of fixed-rate subordinated notes to floating rate debt. These derivative instruments are recorded at fair value. The fair value of these swap agreements, categorized as Level 2, is determined using a cash flow model which considers the forward curve, the discount curve and credit valuation adjustments related to counterparty and/or borrower non-performance risk.

**Interest Rate Lock Commitments and Forward Loan Sales Commitments** TCF's interest rate lock commitments are derivative instruments which are carried at fair value. The related forward loan sales commitments to sell the resulting loans held for sale are also recorded at fair value under the elected fair value option. TCF relies on internal valuation models to estimate the fair value of these instruments. The valuation models utilize estimated rates of successful loan closings and quoted investor prices. While these models use both Level 2 and 3 inputs, TCF has determined that the majority of the inputs significant in the valuation of these commitments fall within Level 3 and therefore they are categorized as Level 3.

**Other Real Estate Owned and Repossessed and Returned Assets** The fair value of other real estate owned, categorized as Level 3, is based on independent appraisals, real estate brokers' price opinions or automated valuation methods, less estimated selling costs. Certain properties require assumptions that are not observable in an active market in the determination of fair value. The fair value of repossessed and returned assets is based on available pricing guides, auction results or price opinions, less estimated selling costs. Assets acquired through foreclosure, repossession or returned to TCF are initially recorded at the lower of the loan or lease carrying amount or fair value less estimated selling costs at the time of transfer to other real estate owned or repossessed and returned assets. Other real estate owned at September 30, 2016 and December 31, 2015 was \$33.7 million and \$50.0 million, respectively. Repossessed and returned assets at September 30, 2016 and December 31, 2015 was \$8.8 million and \$8.0 million, respectively. Other real estate owned and repossessed and returned assets were written down \$2.0 million and \$7.0 million, which was included in foreclosed real estate and repossessed assets, net expense for the three and nine months ended September 30, 2016, respectively, compared with \$2.9 million and \$10.4 million for the same periods in 2015.

**Securitization Receivable** TCF executed a consumer auto loan securitization during the second quarter of 2016 with a related receivable representing a cash reserve account posted at the inception of the securitization. The fair value of the securitization receivable, categorized as Level 3, is estimated based on discounted cash flows using interest rates for borrowings of similar remaining maturities plus a spread based on management's judgment.

**Assets and Liabilities Held in Trust for Deferred Compensation Plans** Assets held in trust for deferred compensation plans include investments in publicly traded securities, excluding TCF common stock reported in treasury and other equity, and U.S. Treasury notes. The fair value of these assets, categorized as Level 1, is based upon prices obtained from independent asset pricing services based on active markets. The fair value of the liabilities equals the fair value of the assets.

**Other Contracts** TCF has a swap agreement related to the sale of TCF's Visa Class B stock, categorized as Level 3. The fair value of the Visa agreement is based upon TCF's estimated exposure related to the Visa covered litigation through a probability analysis of the funding and estimated settlement amounts.

**Deposits** The fair value of checking, savings and money market deposits, categorized as Level 1, is deemed equal to the amount payable on demand. The fair value of certificates of deposit, categorized as Level 2, is estimated based on discounted cash flows using currently offered market rates. The intangible value of long-term relationships with depositors is not taken into account in the fair values disclosed.

**Long-term Borrowings** The fair value of TCF's long-term borrowings, categorized as Level 2, is estimated based on observable market prices and discounted cash flows using interest rates for borrowings of similar remaining maturities and characteristics. The fair value of other long-term borrowings, categorized as Level 3, is based on unobservable inputs determined at the time of origination.

**Financial Instruments with Off-Balance Sheet Risk** The fair value of TCF's commitments to extend credit and standby letters of credit, categorized as Level 2, is estimated using fees currently charged to enter into similar agreements. Substantially all commitments to extend credit and standby letters of credit have floating interest rates and do not expose TCF to interest rate risk; therefore fair value is approximately equal to carrying value.

The following tables present the balances of assets and liabilities measured at fair value on a recurring and non-recurring basis:

(In thousands)	Fair Value Measurements at September 30, 2016			
	Level 1	Level 2	Level 3	Total
<b>Recurring Fair Value Measurements:</b>				
Securities available for sale:				
Mortgage-backed securities:				
U.S. Government sponsored enterprises and federal agencies	\$ —	\$ 805,275	\$ —	\$ 805,275
Other	—	—	22	22
Obligations of states and political subdivisions	—	614,524	—	614,524
Loans and leases held for sale	—	—	6,331	6,331
Interest-only strips	—	—	43,145	43,145
Forward foreign exchange contracts <sup>(1)</sup>	—	2,643	—	2,643
Interest rate contracts <sup>(1)</sup>	—	12,817	—	12,817
Interest rate lock commitments <sup>(1)</sup>	—	—	866	866
Forward loan sales commitments	—	—	3	3
Assets held in trust for deferred compensation plans	22,156	—	—	22,156
<b>Total assets</b>	<b>\$ 22,156</b>	<b>\$ 1,435,259</b>	<b>\$ 50,367</b>	<b>\$ 1,507,782</b>
Forward foreign exchange contracts <sup>(1)</sup>	\$ —	\$ 835	\$ —	\$ 835
Interest rate contracts <sup>(1)</sup>	—	4,002	—	4,002
Interest rate lock commitments <sup>(1)</sup>	—	—	4	4
Forward loan sales commitments	—	—	199	199
Liabilities held in trust for deferred compensation plans	22,156	—	—	22,156
Other contracts <sup>(1)</sup>	—	—	387	387
<b>Total liabilities</b>	<b>\$ 22,156</b>	<b>\$ 4,837</b>	<b>\$ 590</b>	<b>\$ 27,583</b>
<b>Non-recurring Fair Value Measurements:</b>				
Securities held to maturity	\$ —	\$ —	\$ 3,272	\$ 3,272
Loans	—	—	122,457	122,457
Other real estate owned:				
Consumer	—	—	19,906	19,906
Commercial	—	—	3,874	3,874
Reposessed and returned assets	—	2,641	2,218	4,859
<b>Total non-recurring fair value measurements</b>	<b>\$ —</b>	<b>\$ 2,641</b>	<b>\$ 151,727</b>	<b>\$ 154,368</b>

(1) As permitted under GAAP, TCF has elected to net derivative receivables and derivative payables when a legally enforceable master netting agreement exists as well as the related cash collateral received and paid. For purposes of this table, the derivative receivable and derivative payable balances are presented gross of this netting adjustment.

Fair Value Measurements at December 31, 2015

(In thousands)

	Level 1	Level 2	Level 3	Total
<b>Recurring Fair Value Measurements:</b>				
Securities available for sale:				
Mortgage-backed securities:				
U.S. Government sponsored enterprises and federal agencies	\$ —	\$ 621,930	\$ —	\$ 621,930
Other	—	—	34	34
Obligations of states and political subdivisions	—	266,921	—	266,921
Loans and leases held for sale	—	—	10,568	10,568
Interest-only strips	—	—	44,332	44,332
Forward foreign exchange contracts <sup>(1)</sup>	—	5,915	—	5,915
Interest rate contracts <sup>(1)</sup>	—	2,093	—	2,093
Interest rate lock commitments <sup>(1)</sup>	—	—	729	729
Forward loan sales commitments	—	—	284	284
Assets held in trust for deferred compensation plans	19,731	—	—	19,731
<b>Total assets</b>	<b>\$ 19,731</b>	<b>\$ 896,859</b>	<b>\$ 55,947</b>	<b>\$ 972,537</b>
Forward foreign exchange contracts <sup>(1)</sup>	\$ —	\$ 1,192	\$ —	\$ 1,192
Interest rate contracts <sup>(1)</sup>	—	2,317	—	2,317
Interest rate lock commitments <sup>(1)</sup>	—	—	13	13
Forward loan sales commitments	—	—	19	19
Liabilities held in trust for deferred compensation plans	19,731	—	—	19,731
Other contracts <sup>(1)</sup>	—	—	305	305
<b>Total liabilities</b>	<b>\$ 19,731</b>	<b>\$ 3,509</b>	<b>\$ 337</b>	<b>\$ 23,577</b>
<b>Non-recurring Fair Value Measurements:</b>				
Securities held to maturity	\$ —	\$ —	\$ 1,110	\$ 1,110
Loans	—	—	130,797	130,797
Other real estate owned:				
Consumer	—	—	37,619	37,619
Commercial	—	—	5,249	5,249
Repossessed and returned assets	—	2,673	2,197	4,870
<b>Total non-recurring fair value measurements</b>	<b>\$ —</b>	<b>\$ 2,673</b>	<b>\$ 176,972</b>	<b>\$ 179,645</b>

(1) As permitted under GAAP, TCF has elected to net derivative receivables and derivative payables when a legally enforceable master netting agreement exists as well as the related cash collateral received and paid. For purposes of this table, the derivative receivable and derivative payable balances are presented gross of this netting adjustment.

Management assesses the appropriate classification of financial assets and liabilities within the fair value hierarchy by monitoring the level of availability of observable market information. Changes in markets or economic conditions, as well as changes to Company valuation models may require the transfer of financial instruments from one fair value level to another. Such transfers, if any, are recorded at the fair values as of the beginning of the quarter in which the transfer occurred. TCF had no transfers in the nine months ended September 30, 2016 and 2015.

The following table presents changes in Level 3 assets and liabilities measured at fair value on a recurring basis:

(In thousands)	Securities Available for Sale	Loans and Leases Held for Sale	Interest-only Strips	Interest Rate Lock Commitments	Forward Loan Sales Commitments	Other Contracts
<b>At or For the Three Months Ended September 30, 2016:</b>						
Asset (liability) balance, beginning of period	\$ 25	\$ 7,565	\$ 48,411	\$ 953	\$ (317)	\$ (466)
Total net gains (losses) included in:						
Net income	—	(72)	(819)	(91)	121	—
Other comprehensive income (loss)	—	—	784	—	—	—
Sales	—	(95,901)	—	—	—	—
Originations	—	94,739	2,513	—	—	—
Principal paydowns / settlements	(3)	—	(7,744)	—	—	79
Asset (liability) balance, end of period	\$ 22	\$ 6,331	\$ 43,145	\$ 862	\$ (196)	\$ (387)
<b>At or For the Three Months Ended September 30, 2015:</b>						
Asset (liability) balance, beginning of period	\$ 45	\$ 4,962	\$ 55,944	\$ 455	\$ (5)	\$ (465)
Total net gains (losses) included in:						
Net income	—	18	1,520	188	(13)	—
Sales	—	(76,677)	—	—	—	—
Originations	—	77,502	2,711	—	—	—
Principal paydowns / settlements	(7)	—	(9,476)	—	—	79
Asset (liability) balance, end of period	\$ 38	\$ 5,805	\$ 50,699	\$ 643	\$ (18)	\$ (386)

(In thousands)	Securities Available for Sale	Loans and Leases Held for Sale	Interest-only Strips	Interest Rate Lock Commitments	Forward Loan Sales Commitments	Other Contracts
<b>At or For the Nine Months Ended September 30, 2016:</b>						
Asset (liability) balance, beginning of period	\$ 34	\$ 10,568	\$ 44,332	\$ 716	\$ 265	\$ (305)
Total net gains (losses) included in:						
Net income	—	126	1,697	146	(461)	(318)
Other comprehensive income (loss)	—	—	784	—	—	—
Sales	—	(257,641)	—	—	—	—
Originations	—	253,278	19,121	—	—	—
Principal paydowns / settlements	(12)	—	(22,789)	—	—	236
Asset (liability) balance, end of period	\$ 22	\$ 6,331	\$ 43,145	\$ 862	\$ (196)	\$ (387)
<b>At or For the Nine Months Ended September 30, 2015:</b>						
Asset (liability) balance, beginning of period	\$ 55	\$ 3,308	\$ 69,789	\$ 285	\$ (23)	\$ (621)
Total net gains (losses) included in:						
Net income	—	50	5,309	358	5	—
Sales	—	(212,940)	—	—	—	—
Originations	—	215,387	6,948	—	—	—
Principal paydowns / settlements	(17)	—	(31,347)	—	—	235
Asset (liability) balance, end of period	\$ 38	\$ 5,805	\$ 50,699	\$ 643	\$ (18)	\$ (386)

## Fair Value Option

TCF Bank originates first mortgage lien loans in its primary banking markets and sells the loans through a correspondent relationship. TCF elected the fair value option for these loans. This election facilitates the offsetting of changes in fair values of the loans held for sale and the derivative financial instruments used to economically hedge them. The following table presents the difference between the aggregate fair value and aggregate unpaid principal balance of these loans held for sale:

(In thousands)	At September 30, 2016		At December 31, 2015	
Fair value carrying amount	\$	6,331	\$	10,568
Aggregate unpaid principal amount		6,202		10,547
Fair value carrying amount less aggregate unpaid principal	\$	129	\$	21

Differences between the fair value carrying amount and the aggregate unpaid principal balance include changes in fair value recorded at and subsequent to funding and gains and losses on the related loan commitment prior to funding. No loans recorded under the fair value option were delinquent or on non-accrual status at September 30, 2016 or December 31, 2015. The net gain from initial measurement of the correspondent lending loans held for sale, any subsequent changes in fair value while the loans are outstanding and any actual adjustment to the gains realized upon sales of the loans totaled \$2.1 million and \$5.9 million for the third quarter and first nine months of 2016, respectively, compared with \$1.7 million and \$4.7 million for the same periods in 2015, and is included in gains on sales of consumer real estate loans, net. This amount excludes the impact from the interest rate lock commitments and forward loan sales commitments which are also included in gains on sales of consumer real estate loans, net.

## Disclosures About Fair Value of Financial Instruments

Management discloses the estimated fair value of financial instruments, both assets and liabilities on and off the balance sheet, for which it is practicable to estimate fair value. These fair value estimates were made at September 30, 2016 and December 31, 2015, based on relevant market information and information about the financial instruments. Fair value estimates are intended to represent the price at which an asset could be sold or a liability could be settled. However, given there is no active market or observable market transactions for many of the Company's financial instruments, the estimates of fair values are subjective in nature, involve uncertainties and include matters of significant judgment. Changes in assumptions could significantly affect the estimated values.



The following tables present the carrying amounts and estimated fair values of the Company's financial instruments, excluding short-term financial assets and liabilities as their carrying amounts approximate fair value and excluding financial instruments recorded at fair value on a recurring basis. This information represents only a portion of TCF's balance sheet and not the estimated value of the Company as a whole. Non-financial instruments such as the intangible value of TCF's branches and core deposits, leasing operations, goodwill, premises and equipment and the future revenues from TCF's customers are not reflected in this disclosure. Therefore, this information is of limited use in assessing the value of TCF.

(In thousands)	Carrying Amount	Estimated Fair Value at September 30, 2016			
		Level 1	Level 2	Level 3	Total
<b>Financial instrument assets:</b>					
Investments	\$ 59,707	\$ —	\$ 59,707	\$ —	\$ 59,707
Securities held to maturity	185,230	—	193,684	3,672	197,356
Loans and leases held for sale	386,673	—	—	400,494	400,494
Loans:					
Consumer real estate	4,987,324	—	—	5,120,863	5,120,863
Commercial real estate	2,516,048	—	—	2,477,768	2,477,768
Commercial business	634,151	—	—	611,307	611,307
Equipment finance	1,997,295	—	—	1,987,842	1,987,842
Inventory finance	2,261,086	—	—	2,246,040	2,246,040
Auto finance	2,731,900	—	—	2,741,674	2,741,674
Other	17,886	—	—	13,642	13,642
Allowance for loan losses <sup>(1)</sup>	(155,841)	—	—	—	—
Securitization receivable <sup>(2)</sup>	18,743	—	—	18,743	18,743
<b>Total financial instrument assets</b>	<b>\$ 15,640,202</b>	<b>\$ —</b>	<b>\$ 253,391</b>	<b>\$ 15,622,045</b>	<b>\$ 15,875,436</b>
<b>Financial instrument liabilities:</b>					
Deposits	\$ 17,234,206	\$ 12,950,914	\$ 4,308,873	\$ —	\$ 17,259,787
Long-term borrowings	713,996	—	714,964	2,755	717,719
<b>Total financial instrument liabilities</b>	<b>\$ 17,948,202</b>	<b>\$ 12,950,914</b>	<b>\$ 5,023,837</b>	<b>\$ 2,755</b>	<b>\$ 17,977,506</b>
<b>Financial instruments with off-balance sheet risk:<sup>(3)</sup></b>					
Commitments to extend credit	\$ 21,469	\$ —	\$ 21,469	\$ —	\$ 21,469
Standby letters of credit	(35)	—	(35)	—	(35)
<b>Total financial instruments with off-balance sheet risk</b>	<b>\$ 21,434</b>	<b>\$ —</b>	<b>\$ 21,434</b>	<b>\$ —</b>	<b>\$ 21,434</b>

(1) Expected credit losses are included in the estimated fair values.

(2) Carrying amounts are included in other assets.

(3) Positive amounts represent assets, negative amounts represent liabilities.

(In thousands)	Carrying Amount	Estimated Fair Value at December 31, 2015			
		Level 1	Level 2	Level 3	Total
<b>Financial instrument assets:</b>					
Investments	\$ 70,537	\$ —	\$ 70,537	\$ —	\$ 70,537
Securities held to maturity	201,920	—	202,443	4,510	206,953
Loans and leases held for sale	157,625	—	—	165,387	165,387
Loans:					
Consumer real estate	5,464,272	—	—	5,543,273	5,543,273
Commercial real estate	2,593,429	—	—	2,556,018	2,556,018
Commercial business	552,403	—	—	531,274	531,274
Equipment finance	1,909,672	—	—	1,888,664	1,888,664
Inventory finance	2,146,754	—	—	2,132,435	2,132,435
Auto finance	2,647,596	—	—	2,650,429	2,650,429
Other	19,297	—	—	14,699	14,699
Allowance for loan losses <sup>(1)</sup>	(156,054)	—	—	—	—
<b>Total financial instrument assets</b>	<b>\$ 15,607,451</b>	<b>\$ —</b>	<b>\$ 272,980</b>	<b>\$ 15,486,689</b>	<b>\$ 15,759,669</b>
<b>Financial instrument liabilities:</b>					
Deposits	\$ 16,719,989	\$ 12,816,196	\$ 3,927,434	\$ —	\$ 16,743,630
Long-term borrowings	1,034,557	—	1,035,846	5,427	1,041,273
<b>Total financial instrument liabilities</b>	<b>\$ 17,754,546</b>	<b>\$ 12,816,196</b>	<b>\$ 4,963,280</b>	<b>\$ 5,427</b>	<b>\$ 17,784,903</b>
<b>Financial instruments with off-balance sheet risk:<sup>(2)</sup></b>					
Commitments to extend credit	\$ 23,937	\$ —	\$ 23,937	\$ —	\$ 23,937
Standby letters of credit	(35)	—	(35)	—	(35)
<b>Total financial instruments with off-balance sheet risk</b>	<b>\$ 23,902</b>	<b>\$ —</b>	<b>\$ 23,902</b>	<b>\$ —</b>	<b>\$ 23,902</b>

(1) Expected credit losses are included in the estimated fair values.

(2) Positive amounts represent assets, negative amounts represent liabilities.

#### Note 14. Earnings Per Common Share

TCF's restricted stock awards that pay non-forfeitable common stock dividends meet the criteria of a participating security. Accordingly, earnings per share is calculated using the two-class method under which earnings are allocated to both common shares and participating securities.

(Dollars in thousands, except per-share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Basic Earnings Per Common Share:</b>				
Net income available to common stockholders	\$ 51,445	\$ 47,728	\$ 147,491	\$ 130,090
Earnings allocated to participating securities	13	12	38	34
Earnings allocated to common stock	\$ 51,432	\$ 47,716	\$ 147,453	\$ 130,056
Weighted-average common shares outstanding for basic earnings per common share	167,366,069	165,990,432	167,155,393	165,479,029
Basic earnings per common share	\$ 0.31	\$ 0.29	\$ 0.88	\$ 0.79
<b>Diluted Earnings Per Common Share:</b>				
Earnings allocated to common stock	\$ 51,432	\$ 47,716	\$ 147,453	\$ 130,056
Weighted-average common shares outstanding used in basic earnings per common share calculation	167,366,069	165,990,432	167,155,393	165,479,029
Net dilutive effect of:				
Non-participating restricted stock	516,083	355,408	478,641	312,402
Stock options	85,467	210,280	73,866	221,908
Weighted-average common shares outstanding for diluted earnings per common share	167,967,619	166,556,120	167,707,900	166,013,339
Diluted earnings per common share	\$ 0.31	\$ 0.29	\$ 0.88	\$ 0.78

All shares of restricted stock are deducted from weighted-average shares outstanding for the computation of basic earnings per common share. Shares of performance-based restricted stock and restricted stock units are included in the calculation of diluted earnings per common share, using the treasury stock method, at the beginning of the quarter in which the performance goals have been achieved. All other shares of restricted stock, which vest over specified time periods, stock options and warrants are included in the calculation of diluted earnings per common share using the treasury stock method.

For the three and nine months ended September 30, 2016, there were 5.1 million of outstanding shares related to non-participating restricted stock, stock options and warrants that were not included in the computation of diluted earnings per share because they were anti-dilutive. For the three and nine months ended September 30, 2015, there were 4.4 million and 4.6 million, respectively, of outstanding shares related to non-participating restricted stock, stock options and warrants that were not included in the computation of diluted earnings per share because they were anti-dilutive.

**Note 15. Other Expense**

Other expense consisted of the following:

(Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Loan and lease processing	\$ 7,035	\$ 6,626	\$ 19,526	\$ 17,950
Professional fees	3,993	5,034	13,170	15,793
Card processing and issuance cost	3,952	3,914	11,634	12,855
Outside processing	3,728	3,383	10,941	10,413
Travel	2,888	2,704	9,185	8,372
Telecommunications	2,696	2,720	8,477	8,918
Other	25,559	21,369	70,253	65,469
<b>Total other expense</b>	<b>\$ 49,851</b>	<b>\$ 45,750</b>	<b>\$ 143,186</b>	<b>\$ 139,770</b>

**Note 16. Business Segments**

Effective January 1, 2016, the Company changed its reportable segments to align with the way the Company is now managed. The revised presentation of previously reported segment data has been applied retroactively to all periods presented in these financial statements. The new reportable segments are Consumer Banking, Wholesale Banking and Enterprise Services. Consumer Banking is comprised of all of the Company's consumer-facing businesses and includes retail banking, consumer real estate and auto finance. Wholesale Banking is comprised of commercial real estate and business lending, leasing and equipment finance and inventory finance. Enterprise Services is comprised of (i) corporate treasury, which includes TCF's investment and borrowing portfolios and management of capital, debt and market risks; (ii) corporate functions, such as information technology, risk and credit management, bank operations, finance and human resources, that provide services to the operating segments; (iii) the Holding Company; (iv) and eliminations.

TCF evaluates performance and allocates resources based on each reportable segment's net income or loss. The reportable segments follow GAAP as described in Note 1, Summary of Significant Accounting Policies, in Item 8 of TCF's 2015 Annual Report on Form 10-K, except for the accounting for intercompany interest income and interest expense, which are eliminated in consolidation, and presenting net interest income on a fully tax-equivalent basis. TCF generally accounts for inter-segment sales and transfers at cost.

The following tables set forth certain information for each of TCF's reportable segments, including a reconciliation of TCF's consolidated totals:

(In thousands)	Consumer Banking	Wholesale Banking	Enterprise Services	Consolidated
<b>At or For the Three Months Ended September 30, 2016:</b>				
Net interest income	\$ 140,887	\$ 85,721	\$ (14,590)	\$ 212,018
Provision for credit losses	10,720	3,174	—	13,894
Non-interest income	89,373	30,393	(92)	119,674
Non-interest expense	165,668	61,382	1,828	228,878
Income tax expense (benefit)	19,367	17,355	(6,465)	30,257
Income (loss) after income tax expense (benefit)	34,505	34,203	(10,045)	58,663
Income attributable to non-controlling interest	—	2,371	—	2,371
Preferred stock dividends	—	—	4,847	4,847
Net income (loss) available to common stockholders	\$ 34,505	\$ 31,832	\$ (14,892)	\$ 51,445
Total assets	\$ 8,759,858	\$ 9,902,952	\$ 2,421,346	\$ 21,084,156
Revenues from external customers:				
Interest income	\$ 111,107	\$ 112,834	\$ 8,785	\$ 232,726
Non-interest income	89,373	30,393	(92)	119,674
Total	\$ 200,480	\$ 143,227	\$ 8,693	\$ 352,400
<b>At or For the Three Months Ended September 30, 2015:</b>				
Net interest income	\$ 136,160	\$ 83,717	\$ (14,607)	\$ 205,270
Provision for credit losses	8,284	1,734	—	10,018
Non-interest income	81,518	29,856	878	112,252
Non-interest expense	160,624	59,430	2,230	222,284
Income tax expense (benefit)	18,311	18,526	(6,309)	30,528
Income (loss) after income tax expense (benefit)	30,459	33,883	(9,650)	54,692
Income attributable to non-controlling interest	—	2,117	—	2,117
Preferred stock dividends	—	—	4,847	4,847
Net income (loss) available to common stockholders	\$ 30,459	\$ 31,766	\$ (14,497)	\$ 47,728
Total assets	\$ 8,859,028	\$ 9,336,974	\$ 1,927,780	\$ 20,123,782
Revenues from external customers:				
Interest income	\$ 110,420	\$ 106,629	\$ 6,555	\$ 223,604
Non-interest income	81,518	29,856	878	112,252
Total	\$ 191,938	\$ 136,485	\$ 7,433	\$ 335,856

(In thousands)	Consumer Banking	Wholesale Banking	Enterprise Services	Consolidated
<b>At or For the Nine Months Ended September 30, 2016:</b>				
Net interest income	\$ 420,886	\$ 257,917	\$ (42,143)	\$ 636,660
Provision for credit losses	36,278	9,708	—	45,986
Non-interest income	254,130	94,794	1,308	350,232
Non-interest expense	491,632	184,217	8,679	684,528
Income tax expense (benefit)	52,824	52,866	(18,924)	86,766
Income (loss) after income tax expense (benefit)	94,282	105,920	(30,590)	169,612
Income attributable to non-controlling interest	—	7,580	—	7,580
Preferred stock dividends	—	—	14,541	14,541
Net income (loss) available to common stockholders	\$ 94,282	\$ 98,340	\$ (45,131)	\$ 147,491
Total assets	\$ 8,759,858	\$ 9,902,952	\$ 2,421,346	\$ 21,084,156
Revenues from external customers:				
Interest income	\$ 336,176	\$ 338,461	\$ 24,435	\$ 699,072
Non-interest income	254,130	94,794	1,308	350,232
Total	\$ 590,306	\$ 433,255	\$ 25,743	\$ 1,049,304
<b>At or For the Nine Months Ended September 30, 2015:</b>				
Net interest income	\$ 402,127	\$ 254,247	\$ (41,655)	\$ 614,719
Provision for credit losses	30,184	5,153	—	35,337
Non-interest income	239,782	84,463	2,094	326,339
Non-interest expense	482,900	180,225	9,035	672,160
Income tax expense (benefit)	47,850	53,947	(19,539)	82,258
Income (loss) after income tax expense (benefit)	80,975	99,385	(29,057)	151,303
Income attributable to non-controlling interest	—	6,672	—	6,672
Preferred stock dividends	—	—	14,541	14,541
Net income (loss) available to common stockholders	\$ 80,975	\$ 92,713	\$ (43,598)	\$ 130,090
Total assets	\$ 8,859,028	\$ 9,336,974	\$ 1,927,780	\$ 20,123,782
Revenues from external customers:				
Interest income	\$ 325,826	\$ 322,347	\$ 18,306	\$ 666,479
Non-interest income	239,782	84,463	2,094	326,339
Total	\$ 565,608	\$ 406,810	\$ 20,400	\$ 992,818

## Note 17. Litigation Contingencies

From time to time TCF is a party to legal proceedings arising out of its lending, leasing and deposit operations, including foreclosure proceedings and other collection actions as part of its lending and leasing collections activities. TCF may also be subject to regulatory examinations and enforcement actions brought by federal regulators, including the Securities and Exchange Commission, the Federal Reserve, the OCC and the Consumer Financial Protection Bureau ("CFPB") and TCF's regulatory authorities may impose sanctions on TCF for failures related to regulatory compliance. From time to time borrowers and other customers, and employees and former employees have also brought actions against TCF, in some cases claiming substantial damages. TCF and other financial services companies are subject to the risk of class action litigation. Litigation is often unpredictable and the actual results of litigation cannot be determined and therefore the ultimate resolution of a matter and the possible range of loss associated with certain potential outcomes cannot be established. Except as discussed below, based on our current understanding of TCF's pending legal proceedings, management does not believe that judgments or settlements arising from pending or threatened legal matters, individually or in the aggregate, would have a material adverse effect on the consolidated financial position, operating results or cash flows of TCF.

On October 29, 2015, TCF received a Notice and Opportunity to Respond and Advise letter ("NORA Letter") from the CFPB notifying TCF that the CFPB's Office of Enforcement is considering recommending that the CFPB take legal action against TCF related to compliance with laws relating to unfair, deceptive and abusive acts and practices and Regulation E, §1005.17, in connection with TCF's practices in administering checking account overdraft program "opt-in" requirements. The purpose of a NORA Letter is to ensure that potential subjects of enforcement actions have the opportunity to present their positions to the CFPB before an enforcement action is recommended or commenced and TCF has provided the CFPB with a written statement setting forth the reasons of law and policy why it believes that the CFPB should not take action. TCF is in discussions with the CFPB and is seeking to reach an appropriate resolution of the matter. We are currently unable to predict the ultimate timing or outcome of this matter. There can be no assurance that the CFPB will not utilize its enforcement authority through settlement, administrative proceedings or litigation and seek remediation, disgorgement, penalties, other monetary relief, injunctive relief or changes to TCF's business practices or operations, which could have a material adverse effect on TCF.

**Note 18. Accumulated Other Comprehensive Income (Loss)**

The components of other comprehensive income (loss) and the related tax effects are presented in the table below.

(In thousands)	Three Months Ended September 30,					
	2016			2015		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Securities available for sale and interest-only strips:						
Unrealized gains (losses) arising during the period	\$ (7,624)	\$ 2,896	\$ (4,728)	\$ 9,972	\$ (3,766)	\$ 6,206
Reclassification of net (gains) losses to net income	425	(161)	264	281	(106)	175
Net unrealized gains (losses)	(7,199)	2,735	(4,464)	10,253	(3,872)	6,381
Net investment hedges:						
Unrealized gains (losses) arising during the period	904	(343)	561	2,858	(1,079)	1,779
Foreign currency translation adjustment: <sup>(1)</sup>						
Unrealized gains (losses) arising during the period	(957)	—	(957)	(3,049)	—	(3,049)
Recognized postretirement prior service cost:						
Reclassification of net (gains) losses to net income	(12)	4	(8)	(12)	4	(8)
Total other comprehensive income (loss)	\$ (7,264)	\$ 2,396	\$ (4,868)	\$ 10,050	\$ (4,947)	\$ 5,103

(In thousands)	Nine Months Ended September 30,					
	2016			2015		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Securities available for sale and interest-only strips:						
Unrealized gains (losses) arising during the period	\$ 32,639	\$ (12,396)	\$ 20,243	\$ 2,971	\$ (1,122)	\$ 1,849
Reclassification of net (gains) losses to net income	1,448	(550)	898	871	(329)	542
Net unrealized gains (losses)	34,087	(12,946)	21,141	3,842	(1,451)	2,391
Net investment hedges:						
Unrealized gains (losses) arising during the period	(2,691)	1,022	(1,669)	5,772	(2,180)	3,592
Foreign currency translation adjustment: <sup>(1)</sup>						
Unrealized gains (losses) arising during the period	2,791	—	2,791	(6,318)	—	(6,318)
Recognized postretirement prior service cost:						
Reclassification of net (gains) losses to net income	(35)	13	(22)	(35)	13	(22)
Total other comprehensive income (loss)	\$ 34,152	\$ (11,911)	\$ 22,241	\$ 3,261	\$ (3,618)	\$ (357)

(1) Foreign investments are deemed to be permanent in nature and therefore TCF does not provide for taxes on foreign currency translation adjustments.

Reclassifications of net (gains) losses to net income for securities available for sale and interest-only strips were recorded in the Consolidated Statements of Income in gains (losses) on securities, net for sales of securities, in interest income for those securities that were previously transferred to held to maturity and in other non-interest expense for interest-only strips. During 2014, TCF transferred \$191.7 million of available for sale mortgage-backed securities to held to maturity. At September 30, 2016 and 2015, the unrealized holding loss on the transferred securities retained in accumulated other comprehensive income (loss) totaled \$13.3 million and \$15.1 million, respectively. These amounts are amortized over the remaining lives of the transferred securities. The tax effect of these reclassifications was recorded in income tax expense in the Consolidated Statements of Income. See Note 11, Employee Benefit Plans, for additional information regarding TCF's recognized postretirement prior service cost.

Accumulated other comprehensive income (loss) balances are presented in the table below.

(In thousands)	Securities Available for Sale and Interest-only Strips	Net Investment Hedges	Foreign Currency Translation Adjustment	Recognized Postretirement Prior Service Cost	Total
<b>At or For the Three Months Ended September 30, 2016:</b>					
Balance, beginning of period	\$ 15,898	\$ 5,019	\$ (9,316)	\$ 162	\$ 11,763
Other comprehensive income (loss)	(4,728)	561	(957)	—	(5,124)
Amounts reclassified from accumulated other comprehensive income (loss)	264	—	—	(8)	256
Net other comprehensive income (loss)	(4,464)	561	(957)	(8)	(4,868)
Balance, end of period	\$ 11,434	\$ 5,580	\$ (10,273)	\$ 154	\$ 6,895
<b>At or For the Three Months Ended September 30, 2015:</b>					
Balance, beginning of period	\$ (12,881)	\$ 4,349	\$ (8,029)	\$ 191	\$ (16,370)
Other comprehensive income (loss)	6,206	1,779	(3,049)	—	4,936
Amounts reclassified from accumulated other comprehensive income (loss)	175	—	—	(8)	167
Net other comprehensive income (loss)	6,381	1,779	(3,049)	(8)	5,103
Balance, end of period	\$ (6,500)	\$ 6,128	\$ (11,078)	\$ 183	\$ (11,267)
<b>At or For the Nine Months Ended September 30, 2016:</b>					
Balance, beginning of period	\$ (9,707)	\$ 7,249	\$ (13,064)	\$ 176	\$ (15,346)
Other comprehensive income (loss)	20,243	(1,669)	2,791	—	21,365
Amounts reclassified from accumulated other comprehensive income (loss)	898	—	—	(22)	876
Net other comprehensive income (loss)	21,141	(1,669)	2,791	(22)	22,241
Balance, end of period	\$ 11,434	\$ 5,580	\$ (10,273)	\$ 154	\$ 6,895
<b>At or For the Nine Months Ended September 30, 2015:</b>					
Balance, beginning of period	\$ (8,891)	\$ 2,536	\$ (4,760)	\$ 205	\$ (10,910)
Other comprehensive income (loss)	1,849	3,592	(6,318)	—	(877)
Amounts reclassified from accumulated other comprehensive income (loss)	542	—	—	(22)	520
Net other comprehensive income (loss)	2,391	3,592	(6,318)	(22)	(357)
Balance, end of period	\$ (6,500)	\$ 6,128	\$ (11,078)	\$ 183	\$ (11,267)

TCF FINANCIAL CORPORATION AND SUBSIDIARIES

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*Overview*

TCF Financial Corporation (together with its direct and indirect subsidiaries, "we," "us," "our," "TCF" or the "Company"), a Delaware corporation, is a national bank holding company based in Wayzata, Minnesota. References herein to "TCF Financial" or the "Holding Company" refer to TCF Financial Corporation on an unconsolidated basis. Its principal subsidiary, TCF National Bank ("TCF Bank"), is headquartered in Sioux Falls, South Dakota. At September 30, 2016, TCF had 341 branches in Illinois, Minnesota, Michigan, Colorado, Wisconsin, Arizona and South Dakota (TCF's primary banking markets). At December 31, 2015, TCF's primary banking markets also included Indiana.

TCF provides convenient financial services through multiple channels in its primary banking markets. TCF has developed products and services designed to meet the specific needs of the largest consumer segments in the market. The Company focuses on attracting and retaining customers through service and convenience, including select locations open seven days a week with extended hours and on most holidays, full-service supermarket branches, access to automated teller machine ("ATM") networks and internet, mobile and telephone banking. TCF's philosophy is to generate interest income, fees and other revenue growth through business lines that emphasize higher yielding assets and low interest cost deposits. TCF's growth strategies include organic growth in existing businesses, development of new products and services, new customer acquisition and acquisitions of portfolios or businesses. New products and services are designed to build on existing businesses and expand into complementary products and services through strategic initiatives. Funded generally through retail deposit generation, TCF continues to focus on profitable asset growth in its leasing and equipment finance, inventory finance and auto finance lending businesses.

Net interest income, the difference between interest income earned on loans and leases, securities, investments and other interest-earning assets (interest income) and interest paid on deposits and borrowings (interest expense), represented 63.9% and 64.5% of TCF's total revenue for the third quarter and first nine months of 2016, respectively, compared with 64.6% and 65.3% for the same periods in 2015. Net interest income can change significantly from period to period based on interest rates, customer prepayment patterns, the volume and mix of interest-earning assets and the volume and mix of interest-bearing and non-interest bearing deposits and borrowings. TCF manages the risk of changes in interest rates on its net interest income through a management Asset & Liability Committee and through related interest rate risk monitoring and management policies. See "Part I, Item 3. Quantitative and Qualitative Disclosures about Market Risk" and "Part II, Item 1A. Risk Factors" for further discussion.

Non-interest income is a significant source of revenue for TCF and an important component of TCF's results of operations. Providing a wide range of retail banking services is an integral component of TCF's business philosophy. Key drivers of bank fees and service charges are the number of deposit accounts and related transaction activity. As an effort to diversify TCF's non-interest income sources and manage credit concentration risk, TCF continues to sell or securitize loans, primarily in consumer real estate and auto finance, which result in gains on sales as well as increased servicing fee income through the growth of the portfolio of loans sold with servicing retained by TCF. In addition, growth in the leasing and equipment finance lending business results in increased non-interest income from sales-type and operating leases.

The following portions of this Management's Discussion and Analysis of Financial Condition and Results of Operations ("Management's Discussion and Analysis") focus in more detail on the results of operations for the third quarter and first nine months of 2016 and 2015, and on information about TCF's balance sheet, loan and lease portfolio, liquidity, funding resources, capital and other matters.

*Results of Operations*

**Performance Summary** TCF reported diluted earnings per common share of 31 cents and 88 cents for the third quarter and first nine months of 2016, respectively, compared with 29 cents and 78 cents for the same periods in 2015. TCF reported net income of \$56.3 million and \$162.0 million for the third quarter and first nine months of 2016, respectively, compared with \$52.6 million and \$144.6 million for the same periods in 2015.

Return on average assets was 1.12% and 1.07% for the third quarter and first nine months of 2016, respectively, compared with 1.10% and 1.02% for the same periods in 2015. Return on average common equity was 9.59% and 9.39% for the third quarter and first nine months of 2016, respectively, compared with 9.76% and 9.07% for the same periods in 2015.



## Reportable Segment Results

Effective January 1, 2016, the Company changed its reportable segments to align with the way the Company is now managed. The revised presentation of previously reported segment data has been applied retroactively to all periods presented. The new reportable segments are Consumer Banking, Wholesale Banking and Enterprise Services. Previously, the Company's reportable segments were Lending, Funding and Support Services.

### *Consumer Banking*

Consumer Banking is comprised of all of the Company's consumer-facing businesses and includes retail banking, consumer real estate and auto finance. TCF's consumer banking strategy is primarily to generate deposits to use for funding high credit quality secured loans and leases. Deposits are generated from consumers and small businesses to provide a source of low cost funds and fee income, with a focus on building and maintaining quality customer relationships. The Consumer Banking segment generates a significant portion of the Company's net interest income and non-interest income from fees and service charges, card revenue, ATM revenue, gains on sales of loans and servicing fee income and incurs a significant portion of the Company's provision for credit losses and non-interest expense.

Consumer Banking generated net income available to common stockholders of \$34.5 million and \$94.3 million for the third quarter and first nine months of 2016, respectively, compared with \$30.5 million and \$81.0 million for the same periods in 2015.

Consumer Banking net interest income totaled \$140.9 million and \$420.9 million for the third quarter and first nine months of 2016, respectively, compared with \$136.2 million and \$402.1 million for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to higher average balances of loans held for sale and auto finance loans. The increase from the first nine months of 2015 was primarily driven by higher average balances of auto finance loans and loans held for sale. The increases from both periods were partially offset by lower interest income from consumer real estate first mortgage lien loan balances and higher interest expense on certificates of deposit.

Consumer Banking provision for credit losses totaled \$10.7 million and \$36.3 million for the third quarter and first nine months of 2016, respectively, compared with \$8.3 million and \$30.2 million for the same periods in 2015. The increases from both periods were primarily due to increased reserve requirements related to growth and higher charge-offs in the auto finance portfolio.

Consumer Banking non-interest income totaled \$89.4 million and \$254.1 million for the third quarter and first nine months of 2016, respectively, compared with \$81.5 million and \$239.8 million for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to increases in net gains on sales of consumer real estate loans, servicing fee income due to the cumulative effect of the increase in the portfolio of loans sold with servicing retained by TCF and net gains on sales of auto loans, partially offset by a decrease in fees and service charges. The increase from the first nine months of 2015 was primarily due to increases in servicing fee income due to the cumulative effect of the increase in the portfolio of loans sold with servicing retained by TCF and net gains on sales of auto loans and net gains on sales of consumer real estate loans, partially offset by a decrease in fees and service charges. Net gains on sales of auto loans totaled \$11.6 million and \$33.7 million for the third quarter and first nine months of 2016, respectively, compared with \$10.4 million and \$27.4 million for the same periods in 2015. Net gains on sales of consumer real estate loans totaled \$13.5 million and \$33.8 million for the third quarter and first nine months of 2016, respectively, compared with \$7.1 million and \$27.9 million for the same periods in 2015. Servicing fee income attributable to the Consumer Banking segment totaled \$10.1 million and \$27.5 million for the third quarter and first nine months of 2016, respectively, compared with \$7.5 million and \$21.0 million for the same periods in 2015. Average consumer real estate and auto loans serviced for others were \$4.8 billion and \$4.5 billion for the third quarter and first nine months of 2016, respectively, compared with \$3.7 billion and \$3.5 billion for the same periods in 2015. Fees and service charges attributable to the Consumer Banking segment totaled \$33.3 million and \$97.3 million for the third quarter and first nine months of 2016, respectively, compared with \$35.5 million and \$102.9 million for the same periods in 2015. The decreases from both periods were primarily attributable to ongoing consumer behavior changes, as well as higher average checking account balances per customer.

Consumer Banking non-interest expense totaled \$165.7 million and \$491.6 million for the third quarter and first nine months of 2016, respectively, compared with \$160.6 million and \$482.9 million for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to higher occupancy and equipment expense, higher impairment charges on interest-only strips and higher severance expense, partially offset by decreases in compensation and benefits expense and net expense related to foreclosed real estate and repossessed assets due primarily to lower operating costs associated with maintaining fewer consumer properties and lower write-downs on existing foreclosed consumer properties. The increase in non-interest expense from the first nine months of 2015 was primarily due to higher occupancy and equipment expense and branch realignment expense of \$3.5 million related to the pending closure of two traditional branches and the closure of 33 in-store branches. There was no branch realignment expense during 2015. In addition, compensation and benefits expense increased from the first nine months of 2015 primarily due to increased staff levels to support the growth of auto finance and higher incentives based on production results. These increases were partially offset by a decrease in net expense related to foreclosed real estate and repossessed assets due to lower operating costs associated with maintaining fewer consumer properties, lower write-downs on existing foreclosed consumer properties and higher gains on sales of consumer properties, as well as a decrease in FDIC insurance expense.

### *Wholesale Banking*

Wholesale Banking is comprised of commercial real estate and business lending, leasing and equipment finance and inventory finance. TCF's wholesale banking strategy is primarily to originate high credit quality secured loans and leases for investment.

Wholesale Banking generated net income available to common stockholders of \$31.8 million and \$98.3 million for the third quarter and first nine months of 2016, respectively, compared with \$31.8 million and \$92.7 million for the same periods in 2015.

Wholesale Banking net interest income totaled \$85.7 million and \$257.9 million for the third quarter and first nine months of 2016, respectively, compared with \$83.7 million and \$254.2 million for the same periods in 2015. The increases from both periods were primarily due to higher interest income from inventory finance loans and higher average loan and lease balances in the leasing and equipment finance portfolio.

Wholesale Banking provision for credit losses totaled \$3.2 million and \$9.7 million for the third quarter and first nine months of 2016, respectively, compared with \$1.7 million and \$5.2 million for the same periods in 2015. The increases from both periods were primarily due to increased reserve requirements related to growth and higher net charge-offs in the leasing and equipment finance portfolio.

Wholesale Banking non-interest income totaled \$30.4 million and \$94.8 million for the third quarter and first nine months of 2016, respectively, compared with \$29.9 million and \$84.5 million for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to an increase in leasing and equipment finance income due to higher operating lease revenue, partially offset by a decrease in sales-type lease revenue. The increase from the first nine months of 2015 was primarily due to an increase in leasing and equipment finance income due to higher operating lease revenue, sales-type lease revenue and gains on non-recourse sales.

Wholesale Banking non-interest expense totaled \$61.4 million and \$184.2 million for the third quarter and first nine months of 2016, respectively, compared with \$59.4 million and \$180.2 million for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to increases in (i) allocated costs due to the further build out of risk management and credit, and (ii) operating lease depreciation, partially offset by decreases in (iii) compensation and benefits expense, and (iv) net expense related to foreclosed real estate and repossessed assets primarily due to lower operating costs associated with maintaining fewer commercial properties and lower write-downs on existing foreclosed commercial properties. The increase from the first nine months of 2015 was primarily due to increases in (i) allocated costs due to the further build out of risk management and credit, and (ii) operating lease depreciation, partially offset by decreases in (iii) net expense related to foreclosed real estate and repossessed assets due to lower operating costs associated with maintaining fewer commercial properties, lower write-downs on existing foreclosed commercial properties and higher gains on sales of commercial properties, (iv) compensation and benefits expense, and (v) occupancy and equipment expense.

### *Enterprise Services*

Enterprise Services is comprised of (i) corporate treasury, which includes the Company's investment and borrowing portfolios and management of capital, debt and market risks, (ii) corporate functions, such as information technology, risk and credit management, bank operations, finance and human resources, that provide services to the operating segments, (iii) the Holding Company and (iv) eliminations. The Company's investment portfolio accounts for the earning assets within this segment. Borrowings may be used to offset reductions in deposits or to support lending activities. This segment also includes residual revenues and expenses representing the difference between actual amounts incurred by Enterprise Services and amounts allocated to the operating segments, including interest rate risk residuals, such as funds transfer pricing mismatches.

Enterprise Services generated a net loss available to common stockholders of \$14.9 million and \$45.1 million for the third quarter and first nine months of 2016, respectively, compared with a net loss of \$14.5 million and \$43.6 million for the same periods in 2015.

Enterprise Services net interest expense totaled \$14.6 million and \$42.1 million for the third quarter and first nine months of 2016, respectively, compared with \$14.6 million and \$41.7 million for the same periods in 2015. The increase from the first nine months of 2015 was primarily driven by an increase in funds transfer pricing mismatches, partially offset by an increase in interest income attributable to higher average balances of securities available for sale.

Enterprise Services non-interest income totaled \$(0.1) million and \$1.3 million for the third quarter and first nine months of 2016, respectively, compared with \$0.9 million and \$2.1 million for the same periods in 2015. The decrease from the third quarter of 2015 was due to net losses recognized on the change in value of an interest rate swap agreement and the change in value of the related subordinated debt. The decrease from the first nine months of 2015 was primarily due to a gain of \$1.7 million related to appreciation of an investment that was donated to the TCF Foundation in the first quarter of 2015, partially offset by net gains recognized on the change in value of an interest rate swap agreement and the change in value of the related subordinated debt.

Enterprise Services non-interest expense totaled \$1.8 million and \$8.7 million for the third quarter and first nine months of 2016, respectively, compared with \$2.2 million and \$9.0 million for the same periods in 2015. The decreases from both periods were primarily due to an increase in recoveries of allocated expenses and a decrease in occupancy and equipment expense, partially offset by an increase in compensation and benefits expense.

### *Consolidated Income Statement Analysis*

**Net Interest Income** Net interest income represented 63.9% and 64.5% of TCF's total revenue for the third quarter and first nine months of 2016, respectively, compared with 64.6% and 65.3% for the same periods in 2015. Net interest income was \$212.0 million and \$636.7 million for the third quarter and first nine months of 2016, respectively, compared with \$205.3 million and \$614.7 million for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to higher interest income from inventory finance loans and higher average balances of (i) loans and leases held for sale, (ii) securities available for sale, (iii) auto finance loans and (iv) leasing and equipment finance loans and leases. The increase from the first nine months of 2015 was primarily due to higher average balances of auto finance loans, inventory finance loans, loans and leases held for sale, and securities available for sale. The increases from both periods were partially offset by lower interest income from consumer real estate first mortgage lien loan balances and higher interest expense on certificates of deposit.

Net interest income on a fully tax-equivalent basis divided by average interest-earning assets is referred to as the net interest margin, expressed as a percentage. Net interest income and net interest margin are affected by (i) changes in prevailing short- and long-term interest rates, (ii) loan and deposit pricing strategies and competitive conditions, (iii) the volume and mix of interest-earning assets, non-interest bearing deposits and interest-bearing liabilities, (iv) the level of non-accrual loans and leases and other real estate owned and (v) the impact of modified loans and leases.

Net interest margin was 4.34% and 4.35% for the third quarter and first nine months of 2016, respectively, compared with 4.40% and 4.45% for the same periods in 2015. The decreases from both periods were primarily due to higher average interest rates resulting from promotions for certificates of deposit. The decrease from the first nine months of 2015 was also due to margin compression resulting from the impact of the ongoing low interest rate environment.

The following tables summarize TCF's average balances, interest, dividends and yields and rates on major categories of TCF's interest-earning assets and interest-bearing liabilities on a fully tax-equivalent basis:

(Dollars in thousands)	Three Months Ended September 30,					
	2016			2015		
	Average Balance	Interest <sup>(1)</sup>	Yields and Rates <sup>(1)(2)</sup>	Average Balance	Interest <sup>(1)</sup>	Yields and Rates <sup>(1)(2)</sup>
<b>Assets:</b>						
Investments and other	\$ 331,107	\$ 2,380	2.86%	\$ 463,312	\$ 2,937	2.52%
Securities held to maturity	187,414	1,049	2.24	205,264	1,361	2.65
Securities available for sale: <sup>(3)</sup>						
Taxable	747,890	4,167	2.23	601,889	3,658	2.43
Tax-exempt <sup>(4)</sup>	570,013	4,553	3.19	92,484	774	3.35
Loans and leases held for sale	558,649	11,406	8.12	348,215	7,895	9.00
Loans and leases: <sup>(5)</sup>						
Consumer real estate:						
Fixed-rate	2,216,945	32,041	5.75	2,637,875	37,988	5.72
Variable-rate	2,918,631	38,796	5.29	2,968,507	38,287	5.12
Total consumer real estate	5,135,576	70,837	5.49	5,606,382	76,275	5.40
Commercial:						
Fixed-rate	944,347	11,675	4.92	1,137,744	14,484	5.05
Variable- and adjustable-rate	2,147,768	21,121	3.91	1,980,280	18,958	3.80
Total commercial	3,092,115	32,796	4.22	3,118,024	33,442	4.26
Leasing and equipment finance	4,147,488	46,422	4.48	3,821,590	43,863	4.59
Inventory finance	2,272,409	34,665	6.07	2,036,054	29,915	5.83
Auto finance	2,670,272	27,251	4.06	2,361,057	24,557	4.13
Other	9,252	136	5.85	9,833	157	6.31
Total loans and leases	17,327,112	212,107	4.88	16,952,940	208,209	4.88
Total interest-earning assets	19,722,185	235,662	4.76	18,664,104	224,834	4.79
Other assets <sup>(6)</sup>	1,303,670			1,217,396		
<b>Total assets</b>	<b>\$ 21,025,855</b>			<b>\$ 19,881,500</b>		
<b>Liabilities and Equity:</b>						
Non-interest bearing deposits:						
Retail	\$ 1,771,840			\$ 1,649,995		
Small business	894,761			852,211		
Commercial and custodial	583,430			516,461		
Total non-interest bearing deposits	3,250,031			3,018,667		
Interest-bearing deposits:						
Checking	2,434,934	88	0.01	2,399,119	135	0.02
Savings	4,661,565	399	0.03	4,860,509	638	0.05
Money market	2,496,590	3,823	0.61	2,297,893	3,571	0.62
Certificates of deposit	4,304,990	11,541	1.07	3,400,282	7,958	0.93
Total interest-bearing deposits	13,898,079	15,851	0.45	12,957,803	12,302	0.38
Total deposits	17,148,110	15,851	0.37	15,976,470	12,302	0.31
Borrowings:						
Short-term borrowings	8,485	19	0.86	30,326	17	0.22
Long-term borrowings	729,737	4,838	2.65	1,057,903	6,015	2.27
Total borrowings	738,222	4,857	2.63	1,088,229	6,032	2.21
Total interest-bearing liabilities	14,636,301	20,708	0.56	14,046,032	18,334	0.52
Total deposits and borrowings	17,886,332	20,708	0.46	17,064,699	18,334	0.43
Other liabilities	708,048			578,718		
Total liabilities	18,594,380			17,643,417		
Total TCF Financial Corp. stockholders' equity	2,409,312			2,218,614		
Non-controlling interest in subsidiaries	22,163			19,469		
Total equity	2,431,475			2,238,083		
Total liabilities and equity	<b>\$ 21,025,855</b>			<b>\$ 19,881,500</b>		
Net interest income and margin		\$ 214,954	4.34		\$ 206,500	4.40

(1) Interest and yields are presented on a fully tax-equivalent basis.

(2) Annualized.

(3) Average balances and yields of securities available for sale are based upon historical amortized cost and exclude equity securities.

(4) The yield on tax-exempt securities available for sale is computed on a tax-equivalent basis using a statutory federal income tax rate of 35% for all periods presented.

(5) Average balances of loans and leases include non-accrual loans and leases and are presented net of unearned income.

(6) Includes leased equipment and related initial direct costs under operating leases of \$138.2 million and \$107.5 million for the third quarter of 2016 and 2015, respectively.

(Dollars in thousands)	Nine Months Ended September 30,					
	2016			2015		
	Average Balance	Interest <sup>(1)</sup>	Yields and Rates <sup>(1)(2)</sup>	Average Balance	Interest <sup>(1)</sup>	Yields and Rates <sup>(1)(2)</sup>
<b>Assets:</b>						
Investments and other	\$ 334,210	\$ 6,992	2.79%	\$ 559,443	\$ 9,650	2.31%
Securities held to maturity	193,780	3,484	2.40	208,891	4,150	2.65
Securities available for sale: <sup>(3)</sup>						
Taxable	695,721	11,838	2.27	548,161	10,239	2.49
Tax-exempt <sup>(4)</sup>	457,308	11,049	3.22	33,640	839	3.33
Loans and leases held for sale	475,017	29,878	8.40	322,022	21,505	8.93
Loans and leases: <sup>(5)</sup>						
Consumer real estate:						
Fixed-rate	2,324,648	100,386	5.77	2,774,523	121,044	5.83
Variable-rate	2,959,168	117,625	5.31	2,853,636	109,476	5.13
Total consumer real estate	5,283,816	218,011	5.51	5,628,159	230,520	5.48
Commercial:						
Fixed-rate	979,913	36,233	4.94	1,201,022	45,168	5.03
Variable- and adjustable-rate	2,140,039	63,601	3.97	1,938,947	55,972	3.86
Total commercial	3,119,952	99,834	4.27	3,139,969	101,140	4.31
Leasing and equipment finance	4,057,755	135,900	4.47	3,767,954	131,086	4.64
Inventory finance	2,422,979	105,633	5.82	2,145,535	91,671	5.71
Auto finance	2,708,470	83,748	4.13	2,198,983	68,041	4.14
Other	9,617	413	5.75	10,721	555	6.92
Total loans and leases	17,602,589	643,539	4.88	16,891,321	623,013	4.93
Total interest-earning assets	19,758,625	706,780	4.78	18,563,478	669,396	4.82
Other assets <sup>(6)</sup>	1,295,913			1,220,205		
<b>Total assets</b>	<b>\$ 21,054,538</b>			<b>\$ 19,783,683</b>		
<b>Liabilities and Equity:</b>						
Non-interest bearing deposits:						
Retail	\$ 1,780,397			\$ 1,665,489		
Small business	870,024			826,581		
Commercial and custodial	575,513			501,297		
Total non-interest bearing deposits	3,225,934			2,993,367		
Interest-bearing deposits:						
Checking	2,451,330	261	0.01	2,400,338	423	0.02
Savings	4,679,737	1,081	0.03	5,011,341	2,539	0.07
Money market	2,509,033	11,663	0.62	2,236,811	10,588	0.63
Certificates of deposit	4,239,676	33,730	1.06	3,187,577	20,904	0.88
Total interest-bearing deposits	13,879,776	46,735	0.45	12,836,067	34,454	0.36
Total deposits	17,105,710	46,735	0.36	15,829,434	34,454	0.29
Borrowings:						
Short-term borrowings	7,718	42	0.72	15,606	47	0.40
Long-term borrowings	877,123	15,635	2.38	1,156,104	17,259	1.99
Total borrowings	884,841	15,677	2.36	1,171,710	17,306	1.97
Total interest-bearing liabilities	14,764,617	62,412	0.56	14,007,777	51,760	0.49
Total deposits and borrowings	17,990,551	62,412	0.46	17,001,144	51,760	0.41
Other liabilities	683,198			587,168		
Total liabilities	18,673,749			17,588,312		
Total TCF Financial Corp. stockholders' equity	2,358,387			2,175,676		
Non-controlling interest in subsidiaries	22,402			19,695		
Total equity	2,380,789			2,195,371		
Total liabilities and equity	<b>\$ 21,054,538</b>			<b>\$ 19,783,683</b>		
Net interest income and margin		\$ 644,368	4.35		\$ 617,636	4.45

(1) Interest and yields are presented on a fully tax-equivalent basis.

(2) Annualized.

(3) Average balances and yields of securities available for sale are based upon historical amortized cost and exclude equity securities.

(4) The yield on tax-exempt securities available for sale is computed on a tax-equivalent basis using a statutory federal income tax rate of 35% for all periods presented.

(5) Average balances of loans and leases include non-accrual loans and leases and are presented net of unearned income.

(6) Includes leased equipment and related initial direct costs under operating leases of \$134.6 million and \$97.5 million for the nine months ended September 30, 2016 and 2015, respectively.

**Provision for Credit Losses** The provision for credit losses is calculated as part of the determination of the allowance for loan and lease losses, which is a critical accounting estimate. TCF's evaluation of incurred losses is based upon historical loss rates multiplied by the respective portfolio's loss emergence period. Factors utilized in the determination and allocation of the allowance for loan and lease losses and the related provision for credit losses include historical trends in loss rates, a portfolio's overall risk characteristics, changes in its character or size, risk rating migration, delinquencies, collateral values, economic outlook and prevailing economic conditions.

The following tables summarize the composition of TCF's provision for credit losses for the third quarter and first nine months of 2016 and 2015:

(Dollars in thousands)	Three Months Ended September 30,				Change	
	2016		2015		\$	%
Consumer real estate	\$ 1,402	10.1%	\$ 780	7.8%	\$ 622	79.7%
Commercial	411	3.0	(226)	(2.3)	637	N.M.
Leasing and equipment finance	2,367	17.0	1,389	13.9	978	70.4
Inventory finance	335	2.4	546	5.4	(211)	(38.6)
Auto finance	8,361	60.2	6,750	67.4	1,611	23.9
Other	1,018	7.3	779	7.8	239	30.7
<b>Total</b>	<b>\$ 13,894</b>	<b>100.0%</b>	<b>\$ 10,018</b>	<b>100.0%</b>	<b>\$ 3,876</b>	<b>38.7</b>

(Dollars in thousands)	Nine Months Ended September 30,				Change	
	2016		2015		\$	%
Consumer real estate	\$ 8,963	19.5%	\$ 8,660	24.5%	\$ 303	3.5%
Commercial	1,801	3.9	(295)	(0.8)	2,096	N.M.
Leasing and equipment finance	5,922	12.9	2,973	8.4	2,949	99.2
Inventory finance	1,925	4.2	2,627	7.4	(702)	(26.7)
Auto finance	26,001	56.5	20,186	57.1	5,815	28.8
Other	1,374	3.0	1,186	3.4	188	15.9
<b>Total</b>	<b>\$ 45,986</b>	<b>100.0%</b>	<b>\$ 35,337</b>	<b>100.0%</b>	<b>\$ 10,649</b>	<b>30.1</b>

N.M. Not Meaningful.

TCF provided \$13.9 million and \$46.0 million for credit losses during the third quarter and first nine months of 2016, respectively, compared with \$10.0 million and \$35.3 million for the same periods in 2015. The increases from both periods were primarily due to increased reserve requirements related to growth and higher net charge-offs in the auto finance and leasing and equipment finance portfolios.

Net loan and lease charge-offs for the third quarter and first nine months of 2016 were \$11.5 million and \$33.5 million, respectively, or 0.26% (annualized) and 0.25% (annualized) of average loans and leases, respectively, compared with \$9.9 million and \$39.0 million, or 0.23% (annualized) and 0.31% (annualized) for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to increased net charge-offs in the auto finance and leasing and equipment finance portfolios, partially offset by improved credit quality in the consumer real estate portfolio. The decrease from the first nine months of 2015 was primarily due to improved credit quality in the consumer real estate portfolio, partially offset by increased net charge-offs in the auto finance and leasing and equipment finance portfolios.

For additional information, see "Consolidated Financial Condition Analysis — Credit Quality" in this Management's Discussion and Analysis and Note 5, Allowance for Loan and Lease Losses and Credit Quality Information of Notes to Consolidated Financial Statements.

**Non-interest Income** Non-interest income is a significant source of revenue for TCF, representing 36.1% and 35.5% of total revenue for the third quarter and first nine months of 2016, respectively, compared with 35.4% and 34.7% for the same periods in 2015, and is an important factor in TCF's results of operations. Total fees and other revenue were \$120.3 million and \$350.9 million for the third quarter and first nine months of 2016, respectively, compared with \$112.4 million and \$326.6 million for the same periods in 2015.

*Fees and Service Charges* Fees and service charges totaled \$35.1 million and \$102.5 million for the third quarter and first nine months of 2016, respectively, compared with \$37.0 million and \$107.3 million for the same periods in 2015. Fees and service charges represented 64.8% and 64.3% of banking fee revenue for the third quarter and first nine months of 2016, respectively, compared with 65.4% and 65.3% for the same periods in 2015. The decreases from both periods were primarily due to ongoing consumer behavior changes, as well as higher average checking account balances per customer.

*Gains on Sales of Auto Loans, Net* Net gains on sales of auto loans totaled \$11.6 million and \$33.7 million for the third quarter and first nine months of 2016, respectively, compared with \$10.4 million and \$27.4 million for the same periods in 2015. The increases from both periods were primarily due to increased volume of loans sold. See Note 4, Loans and Leases of Notes to Consolidated Financial Statements for additional information.

*Gains on Sales of Consumer Real Estate Loans, Net* Net gains on sales of consumer real estate loans totaled \$13.5 million and \$33.8 million for the third quarter and first nine months of 2016, respectively, compared with \$7.1 million and \$27.9 million for the same periods in 2015. The increases from both periods were primarily due to increased volume of loans sold. See Note 4, Loans and Leases of Notes to Consolidated Financial Statements for additional information.

*Servicing Fee Income* Servicing fee income totaled \$10.4 million and \$28.8 million for the third quarter and first nine months of 2016, respectively, compared with \$8.0 million and \$22.6 million for the same periods in 2015. The increases from both periods were primarily due to the cumulative effect of the increases in the portfolios of auto and consumer real estate loans sold with servicing retained by TCF. Average loans and leases serviced for others were \$5.1 billion and \$4.7 billion for the third quarter and first nine months of 2016, respectively, compared with \$4.0 billion and \$3.7 billion for the same periods in 2015.

*Leasing and Equipment Finance* Leasing and equipment finance income totaled \$28.3 million and \$87.9 million for the third quarter and first nine months of 2016, respectively, compared with \$27.2 million and \$75.8 million for the same periods in 2015. The increase from the third quarter of 2015 was primary due to higher operating lease revenue, partially offset by a decrease in sales-type lease revenue. The increase from the first nine months of 2015 was primarily due to higher operating lease revenue, sales-type lease revenue and gains on non-recourse sales.

**Non-interest Expense** Non-interest expense totaled \$228.9 million and \$684.5 million for the third quarter and first nine months of 2016, respectively, compared with \$222.3 million and \$672.2 million for the same periods in 2015.

*Compensation and Employee Benefits* Compensation and employee benefits expense totaled \$117.2 million and \$359.7 million for the third quarter and first nine months of 2016, respectively, compared with \$116.7 million and \$348.7 million for the same periods in 2015. The increase from the first nine months of 2015 was primarily due to increased staff levels to support the growth of auto finance and higher incentives based on production results.

*Other Non-interest Expense* Other non-interest expense totaled \$49.9 million and \$143.2 million for the third quarter and first nine months of 2016, respectively, compared with \$45.8 million and \$139.8 million for the same periods in 2015. The increase from the third quarter of 2015 was primarily due to impairment charges of \$2.4 million on interest-only strips and an increase in severance expense. Included within other non-interest expense is branch realignment expense of \$3.5 million for the first nine months of 2016 related to the pending closure of two traditional branches and the closure of 33 in-store branches. There was no branch realignment expense during 2015.

**Foreclosed Real Estate and Repossessed Assets, Net** Foreclosed real estate and repossessed assets expense, net totaled \$4.2 million and \$11.3 million for the third quarter and first nine months of 2016, respectively, compared with \$5.7 million and \$18.3 million for the same periods in 2015. The decrease from the third quarter of 2015 was primarily due to lower operating costs associated with maintaining fewer consumer and commercial properties and lower write-downs on existing foreclosed consumer properties, partially offset by lower gains on sales of consumer and commercial properties and higher repossessed asset expense. The decrease from the first nine months of 2015 was primarily due to lower operating costs associated with maintaining fewer consumer and commercial properties, lower write-downs on existing foreclosed consumer and commercial properties and higher gains on sales of consumer and commercial properties, partially offset by higher repossessed asset expense.

**Income Taxes** Income tax expense was 34.0% and 33.8% of income before income tax expense for the third quarter and first nine months of 2016, respectively, compared with 35.8% and 35.2% for the same periods in 2015. The lower effective income tax rates from both periods were primarily due to increased investments in tax-exempt securities.

*Consolidated Financial Condition Analysis*

**Securities Available for Sale and Securities Held to Maturity** Total securities available for sale were \$1.4 billion at September 30, 2016, an increase of 59.7% from \$0.9 billion at December 31, 2015. TCF's securities available for sale portfolio consists primarily of fixed-rate mortgage-backed securities issued by the Federal National Mortgage Association ("Fannie Mae") and obligations of states and political subdivisions. Total securities held to maturity were \$185.2 million at September 30, 2016, a decrease of 8.3% from \$201.9 million at December 31, 2015. TCF's securities held to maturity portfolio consists primarily of fixed-rate mortgage-backed securities issued by Fannie Mae. TCF may, from time to time, sell securities and utilize the proceeds to reduce borrowings, fund growth in loans and leases or for other corporate purposes.

The amortized cost, fair value and fully tax-equivalent yield of securities available for sale and securities held to maturity by final contractual maturity at September 30, 2016 and December 31, 2015 are shown below. The remaining contractual principal maturities do not consider possible prepayments. Remaining expected maturities will differ from contractual maturities because borrowers may have the right to prepay.

(Dollars in thousands)	At September 30, 2016			At December 31, 2015		
	Amortized Cost	Fair Value	Tax-equivalent Yield	Amortized Cost	Fair Value	Tax-equivalent Yield
<b>Securities available for sale:</b>						
Mortgage-backed securities:						
Due in one year or less	\$ 1	\$ 1	8.21%	\$ 1	\$ 1	9.00%
Due in 1-5 years	22	22	2.21	38	38	2.65
Due in 5-10 years	58,094	59,140	1.93	70,338	70,350	1.93
Due after 10 years	733,113	746,134	2.26	557,178	551,575	2.46
Obligations of states and political subdivisions:						
Due in 5-10 years	249,718	261,189	3.15	198,300	202,161	3.19
Due after 10 years	347,876	353,335	3.18	63,889	64,760	3.40
<b>Total securities available for sale</b>	<b>\$ 1,388,824</b>	<b>\$ 1,419,821</b>	<b>2.64</b>	<b>\$ 889,744</b>	<b>\$ 888,885</b>	<b>2.65</b>
<b>Securities held to maturity:</b>						
Mortgage-backed securities:						
Due after 10 years	\$ 182,430	\$ 194,556	2.58%	\$ 198,520	\$ 203,553	2.64%
Other securities:						
Due in one year or less	—	—	—	100	100	2.00
Due in 1-5 years	1,200	1,200	2.92	1,900	1,900	2.63
Due in 5-10 years	1,600	1,600	3.25	1,400	1,400	3.36
<b>Total securities held to maturity</b>	<b>\$ 185,230</b>	<b>\$ 197,356</b>	<b>2.59</b>	<b>\$ 201,920</b>	<b>\$ 206,953</b>	<b>2.64</b>



**Loans and Leases** Total loans and leases were \$17.4 billion at both September 30, 2016 and December 31, 2015. Loans and leases consisted of the following:

(Dollars in thousands)	At September 30, 2016		At December 31, 2015		Change	
	Amount	% of Total	Amount	% of Total	\$	%
<b>Consumer real estate:</b>						
First mortgage lien	\$ 2,313,044	13.3%	\$ 2,624,956	15.0%	\$ (311,912)	(11.9)%
Junior lien	2,674,280	15.4	2,839,316	16.3	(165,036)	(5.8)
Total consumer real estate	4,987,324	28.7	5,464,272	31.3	(476,948)	(8.7)
<b>Commercial:</b>						
<b>Commercial real estate:</b>						
Permanent	2,214,685	12.8	2,267,218	13.0	(52,533)	(2.3)
Construction and development	301,363	1.7	326,211	1.9	(24,848)	(7.6)
Total commercial real estate	2,516,048	14.5	2,593,429	14.9	(77,381)	(3.0)
Commercial business	634,151	3.6	552,403	3.2	81,748	14.8
Total commercial	3,150,199	18.1	3,145,832	18.1	4,367	0.1
Leasing and equipment finance	4,236,224	24.4	4,012,248	23.0	223,976	5.6
Inventory finance	2,261,086	13.0	2,146,754	12.3	114,332	5.3
Auto finance	2,731,900	15.7	2,647,596	15.2	84,304	3.2
Other	17,886	0.1	19,297	0.1	(1,411)	(7.3)
Total loans and leases	\$ 17,384,619	100.0%	\$ 17,435,999	100.0%	(51,380)	(0.3)

**Consumer Real Estate** The consumer real estate portfolio consisted of \$2.3 billion of first mortgage lien loans and \$2.7 billion of junior lien loans at September 30, 2016, decreases of 11.9% and 5.8% from \$2.6 billion and \$2.8 billion at December 31, 2015, respectively. The decrease in first mortgage lien loans was primarily due to run-off. At September 30, 2016 and December 31, 2015, 70.5% and 74.0%, respectively, of TCF's consumer real estate portfolio were in TCF's primary banking markets. At September 30, 2016, 56.4% of the consumer real estate portfolio carried a variable interest rate tied to the prime rate, compared with 54.6% at December 31, 2015. The average Fair Isaac Corporation ("FICO<sup>®</sup>") credit score at loan origination for the consumer real estate portfolio was 735 at September 30, 2016 and 734 at December 31, 2015. As part of TCF's credit risk monitoring, TCF obtains updated FICO score information quarterly. The average updated FICO score for the consumer real estate portfolio was 733 at September 30, 2016 and 731 at December 31, 2015. At September 30, 2016, 59.4% of the consumer real estate portfolio had been originated since January 1, 2009 with annualized net charge-offs of less than 0.01%.

The consumer real estate junior lien portfolio was comprised of \$2.4 billion of home equity lines of credit and \$292.2 million of amortizing consumer real estate junior lien mortgage loans at September 30, 2016, compared with \$2.5 billion and \$345.3 million at December 31, 2015, respectively.

**Commercial Real Estate and Business Lending** The commercial real estate and business lending portfolio consisted of \$2.5 billion of commercial real estate loans and \$634.2 million of commercial business loans at September 30, 2016, a decrease of 3.0% and an increase of 14.8% from \$2.6 billion and \$552.4 million at December 31, 2015, respectively. At September 30, 2016, 81.5% of TCF's commercial real estate loans outstanding were secured by properties located in its primary banking markets, compared with 84.1% at December 31, 2015. While commercial real estate collateral is generally located in TCF's primary banking markets, commercial real estate lending follows its strong, proven sponsors into other markets. With an emphasis on secured lending, 99.9% of TCF's total commercial loans were secured either by properties or other business assets at both September 30, 2016 and December 31, 2015. Variable and adjustable-rate loans represented 69.8% of total commercial loans outstanding at September 30, 2016, compared with 67.2% at December 31, 2015. The increase in variable and adjustable-rate loans as a percentage of total commercial loans was primarily due to customers shifting from higher yielding fixed-rate loans to lower yielding variable-rate loans.

**Leasing and Equipment Finance** The leasing and equipment finance portfolio consisted of \$2.2 billion of leases and \$2.0 billion of loans at September 30, 2016, increases of 6.5% and 4.6% from \$2.1 billion of leases and \$1.9 billion of loans at December 31, 2015, respectively. The uninstalled backlog of approved transactions was \$500.8 million at September 30, 2016, compared with \$446.3 million at December 31, 2015.

**Inventory Finance** The inventory finance portfolio totaled \$2.3 billion at September 30, 2016, an increase of 5.3% from \$2.1 billion at December 31, 2015. The increase was primarily due to an increase within lawn and garden, combined with expansion of the number of active dealers. TCF's inventory finance customers included more than 10,800 active dealers at September 30, 2016, compared with more than 10,500 active dealers at December 31, 2015.

**Auto Finance** The auto finance portfolio totaled \$2.7 billion at September 30, 2016, an increase of 3.2% from \$2.6 billion at December 31, 2015. The increase was due to the maturation of the business model. The auto finance network included dealers in all 50 states and more than 11,700 active dealers at September 30, 2016, compared with more than 11,800 active dealers at December 31, 2015. The auto finance portfolio consisted of 22.9% new auto loans and 77.1% used auto loans at September 30, 2016, compared with 24.4% and 75.6% at December 31, 2015, respectively. The average original FICO score for the auto finance held for investment portfolio was 729 and 725 at September 30, 2016 and December 31, 2015, respectively.

**Credit Quality** The following summarizes TCF's loan and lease portfolio based on the credit quality factors that TCF believes are the most important and should be considered to understand the overall condition of the portfolio.

**Past Due Loans and Leases** The following table summarizes TCF's over 60-day delinquent loan and lease portfolio by type, excluding non-accrual loans and leases. Delinquent balances are determined based on the contractual terms of the loan or lease. See Note 5, Allowance for Loan and Lease Losses and Credit Quality Information of Notes to Consolidated Financial Statements for additional information.

(Dollars in thousands)	At September 30, 2016		At December 31, 2015	
	60 Days or More Delinquent and Accruing	Percentage of Portfolio	60 Days or More Delinquent and Accruing	Percentage of Portfolio
<b>Consumer real estate:</b>				
First mortgage lien	\$ 6,489	0.33%	\$ 10,248	0.46%
Junior lien	696	0.03	1,519	0.05
Total consumer real estate	7,185	0.16	11,767	0.23
Commercial	258	0.01	1	—
Leasing and equipment finance	6,086	0.14	2,292	0.06
Inventory finance	210	0.01	118	0.01
Auto finance	5,415	0.20	3,573	0.14
Other	8	0.06	20	0.13
Subtotal	19,162	0.11	17,771	0.11
Delinquencies in acquired portfolios	1,400	0.48	1,318	0.41
Total	\$ 20,562	0.12	\$ 19,089	0.11

**Loan Modifications** The following table provides a summary of accruing troubled debt restructuring ("TDR") loans:

(Dollars in thousands)	At September 30, 2016	December 31, 2015
Consumer real estate	\$ 101,911	\$ 106,787
Commercial	21,484	24,731
Leasing and equipment finance	4,347	2,904
Inventory finance	—	51
Auto finance	1,976	799
Other	8	11
Total	\$ 129,726	\$ 135,283
Over 60-day delinquency as a percentage of total accruing TDR loans	0.86%	1.54%

Accruing TDR loans at September 30, 2016 decreased \$5.6 million, or 4.1%, from December 31, 2015, primarily due to the improved credit quality in the consumer real estate and commercial portfolios and continued strong customer payment performance in the consumer real estate portfolio.

TCF modifies loans through reductions in interest rates, extension of payment dates, term extensions or term extensions with a reduction of contractual payments, but generally not through reductions of principal.

Loan modifications to borrowers who have not been granted concessions are not included in the table above. Loan modifications to troubled borrowers are not reported as TDR loans in the calendar years after modification if the loans were modified to an interest rate equal to or greater than the yields of new loan originations with comparable risk at the time of restructuring and if the loan is performing based on the restructured terms; however, these loans are still considered impaired and follow TCF's impaired loan reserve policies.

TCF typically reduces a consumer real estate customer's contractual payments by reducing the interest rate by an amount appropriate for the borrower's financial condition. Loans discharged in Chapter 7 bankruptcy where the borrower did not reaffirm the debt are reported as non-accrual TDR loans upon discharge as a result of the removal of the borrower's personal liability on the loan. These loans may return to accrual status when TCF expects full repayment of the remaining pre-discharged contractual principal and interest. Although loans classified as TDR loans are considered impaired, TCF received more than 63.0% and 62.0% of the original contractual interest due on accruing consumer real estate TDR loans during the third quarter and first nine months of 2016, respectively, yielding 4.3% and 4.2%, by modifying the loans to qualified customers instead of foreclosing on the property.

Commercial loans modified when on non-accrual status continue to be reported as non-accrual loans until there is sustained repayment performance for a reasonable period of at least six consecutive months. At September 30, 2016, 79.8% of total commercial TDR loans were accruing and TCF recognized more than 92.0% and 91.0% of the original contractual interest due on accruing commercial TDR loans during the third quarter and first nine months of 2016, respectively. At September 30, 2016, collection of principal and interest under the modified terms was reasonably assured on all accruing commercial TDR loans.

TCF previously utilized a multiple note structure as a workout alternative for certain commercial loans, which restructured a troubled loan into two notes. When utilizing this multiple note structure, the first note was always classified as a TDR loan. Under TCF policy, the first note was established at an amount and with market terms that provide reasonable assurance of payment and performance. If the loan was modified at an interest rate equal to the yield of a new loan originated with comparable risk at the time of restructuring and the loan is performing based on the terms of the restructuring agreement, this note may be removed from TDR loan classification in the calendar year after modification. This note is reported on accrual status if the loan has been formally restructured so as to be reasonably assured of payment and performance according to its modified terms. This evaluation includes consideration of the customer's payment performance for a reasonable period of at least six consecutive months, which may include time prior to the restructuring, before the loan is returned to accrual status. The second note is charged-off. This second note is a separate and distinct legal contract and is still outstanding. Should the borrower's financial position improve, the loan may become recoverable. At September 30, 2016, one TDR loan restructured as multiple notes with a combined total contractual balance of \$9.9 million and a remaining book balance of \$9.4 million is included in the preceding table.

See Note 5, Allowance for Loan and Lease Losses and Credit Quality Information of Notes to Consolidated Financial Statements for additional information regarding TCF's loan modifications.

*Non-accrual Loans and Leases and Other Real Estate Owned* The following table summarizes TCF's non-accrual loans and leases and other real estate owned:

(Dollars in thousands)	At September 30, 2016		At December 31, 2015	
Consumer real estate:				
First mortgage lien	\$	113,239	\$	124,156
Junior lien		46,179		44,113
Total consumer real estate		159,418		168,269
Commercial:				
Commercial real estate		5,593		6,737
Commercial business		3,589		3,588
Total commercial		9,182		10,325
Leasing and equipment finance		12,288		11,262
Inventory finance		1,573		1,098
Auto finance		7,581		9,509
Other		5		3
Total non-accrual loans and leases		190,047		200,466
Other real estate owned		33,712		49,982
Total non-accrual loans and leases and other real estate owned	\$	223,759	\$	250,448
Non-accrual loans and leases as a percentage of total loans and leases		1.09%		1.15%
Non-accrual loans and leases and other real estate owned as a percentage of total loans and leases and other real estate owned		1.28		1.43
Allowance for loan and lease losses as a percentage of non-accrual loans and leases		82.00		77.85

Non-accrual loans and leases at September 30, 2016 decreased \$10.4 million, or 5.2%, from December 31, 2015, primarily due to improving credit quality trends in the consumer real estate portfolio.

The following table summarizes TCF's non-accrual TDR loans included in the table above:

(In thousands)	At September 30, 2016		At December 31, 2015	
Consumer real estate	\$	75,821	\$	79,055
Commercial		5,435		7,016
Leasing and equipment finance		642		641
Inventory finance		312		172
Auto finance		6,065		8,440
Total	\$	88,275	\$	95,324

Consumer real estate loans are generally placed on non-accrual status once they become 90 days past due and are charged-off to the estimated fair value of underlying collateral, less estimated selling costs, no later than 150 days past due. Delinquent consumer real estate junior lien loans are also placed on non-accrual status when there is evidence that the related third-party first lien mortgage may be 90 or more days past due, or foreclosure, charge-off or collection action has been initiated. Commercial loans are generally placed on non-accrual status once they become 90 days past due unless they are well secured and in the process of collection. Regardless of whether contractual principal and interest payments are well secured, equipment finance loans that are 90 or more days past due are generally placed on non-accrual status. Auto loans will be charged-off in full no later than 120 days past due, unless repossession is reasonably assured and in process, in which case the loan would be charged-off to the fair value of the collateral, less estimated selling costs. Auto loans in bankruptcy status may be placed on non-accrual status or partially charged-off to the fair value of the collateral prior to 120 days past due based on specific criteria. TDR loans are placed on non-accrual status prior to the past due thresholds outlined above if repayment under the modified terms is not likely after performing a well-documented credit analysis. Any necessary additional reserves are established for commercial loans, leasing and equipment finance loans and leases, and inventory finance loans when reported as non-accrual. Loans on non-accrual status are generally reported as non-accrual loans until there is sustained repayment performance for six consecutive months, with the exception of loans not reaffirmed upon discharge under Chapter 7 bankruptcy which remain on non-accrual status until a well-documented credit analysis indicates full repayment of the remaining pre-discharged contractual principal and interest is likely. Most of TCF's non-accrual loans and past due loans are secured by real estate. Given the nature of these assets and the related mortgage foreclosure, property sale and, if applicable, mortgage insurance claims processes, it can take 18 months or longer for a loan to migrate from initial delinquency to final disposition. This resolution process generally takes much longer for loans secured by real estate than for unsecured loans or loans secured by other property primarily due to state real estate foreclosure laws.

Changes in the amount of non-accrual loans and leases for the three and nine months ended September 30, 2016 are summarized in the following tables:

At or For the Three Months Ended September 30, 2016

(In thousands)	Consumer Real Estate	Commercial	Leasing and Equipment Finance	Inventory Finance	Auto Finance	Other	Total
Balance, beginning of period	\$ 163,589	\$ 9,822	\$ 13,156	\$ 645	\$ 8,327	\$ 3	\$ 195,542
Additions	19,981	—	4,122	3,134	1,366	94	28,697
(Charge-offs) recoveries	(2,707)	2	(1,740)	(280)	(871)	(74)	(5,670)
Transfers to other assets	(10,226)	—	(1,228)	—	(233)	—	(11,687)
Return to accrual status	(4,170)	—	(1,013)	(264)	—	—	(5,447)
Payments received	(6,942)	(3,211)	(1,009)	(1,657)	(1,008)	(18)	(13,845)
Other, net	(107)	2,569	—	(5)	—	—	2,457
Balance, end of period	\$ 159,418	\$ 9,182	\$ 12,288	\$ 1,573	\$ 7,581	\$ 5	\$ 190,047

At or For the Nine Months Ended September 30, 2016

(In thousands)	Consumer Real Estate	Commercial	Leasing and Equipment Finance	Inventory Finance	Auto Finance	Other	Total
Balance, beginning of period	\$ 168,269	\$ 10,325	\$ 11,262	\$ 1,098	\$ 9,509	\$ 3	\$ 200,466
Additions	70,108	5,325	15,985	6,256	4,181	151	102,006
(Charge-offs) recoveries	(10,468)	(646)	(4,070)	(1,156)	(2,139)	(102)	(18,581)
Transfers to other assets	(30,004)	—	(3,203)	(166)	(966)	—	(34,339)
Return to accrual status	(17,027)	—	(1,966)	(839)	—	—	(19,832)
Payments received	(21,282)	(13,451)	(5,720)	(3,725)	(2,945)	(47)	(47,170)
Sales	—	(900)	—	—	—	—	(900)
Other, net	(178)	8,529	—	105	(59)	—	8,397
Balance, end of period	\$ 159,418	\$ 9,182	\$ 12,288	\$ 1,573	\$ 7,581	\$ 5	\$ 190,047

*Loan Credit Classifications* TCF assesses the risk of its loan and lease portfolio utilizing numerous risk characteristics as outlined in the previous sections. Loan credit classifications are an additional characteristic that is closely monitored in the overall credit risk process. Loan credit classifications are derived from standard regulatory rating definitions, which include: accruing non-classified (pass and special mention) and accruing classified (substandard and doubtful). Accruing classified loans and leases have well-defined weaknesses, but may never become non-accrual or result in a loss.

The following tables summarize accruing loans and leases by portfolio and regulatory classification and non-accrual loans and leases by portfolio:

(Dollars in thousands)	At September 30, 2016						
	Accruing Non-classified		Accruing Classified		Total Accruing	Total Non-accrual	Total Loans and Leases
	Pass	Special Mention	Substandard	Doubtful			
Consumer real estate	\$ 4,767,057	\$ 47,218	\$ 13,631	\$ —	\$ 4,827,906	\$ 159,418	\$ 4,987,324
Commercial	3,059,374	46,394	35,249	—	3,141,017	9,182	3,150,199
Leasing and equipment finance	4,173,242	25,748	24,946	—	4,223,936	12,288	4,236,224
Inventory finance	2,002,714	126,579	130,220	—	2,259,513	1,573	2,261,086
Auto finance	2,715,690	184	8,445	—	2,724,319	7,581	2,731,900
Other	17,872	—	9	—	17,881	5	17,886
<b>Total loans and leases</b>	<b>\$16,735,949</b>	<b>\$ 246,123</b>	<b>\$ 212,500</b>	<b>\$ —</b>	<b>\$17,194,572</b>	<b>\$ 190,047</b>	<b>\$ 17,384,619</b>
Percent of total loans and leases	96.3%	1.4%	1.2%	—%	98.9%	1.1%	100.0%

(Dollars in thousands)	At December 31, 2015						
	Accruing Non-classified		Accruing Classified		Total Accruing	Total Non-accrual	Total Loans and Leases
	Pass	Special Mention	Substandard	Doubtful			
Consumer real estate	\$ 5,210,975	\$ 62,722	\$ 22,306	\$ —	\$ 5,296,003	\$ 168,269	\$ 5,464,272
Commercial	3,035,320	65,382	34,805	—	3,135,507	10,325	3,145,832
Leasing and equipment finance	3,969,191	19,806	11,989	—	4,000,986	11,262	4,012,248
Inventory finance	1,887,505	138,945	119,206	—	2,145,656	1,098	2,146,754
Auto finance	2,632,589	—	5,498	—	2,638,087	9,509	2,647,596
Other	19,274	—	20	—	19,294	3	19,297
<b>Total loans and leases</b>	<b>\$16,754,854</b>	<b>\$ 286,855</b>	<b>\$ 193,824</b>	<b>\$ —</b>	<b>\$17,235,533</b>	<b>\$ 200,466</b>	<b>\$ 17,435,999</b>
Percent of total loans and leases	96.1%	1.7%	1.1%	—%	98.9%	1.1%	100.0%

The combined balance of accruing classified loans and leases and non-accrual loans and leases was \$402.5 million at September 30, 2016, an increase of \$8.3 million from December 31, 2015, primarily due to an increase in leasing and equipment finance and inventory finance classified loans, partially offset by a decrease in consumer real estate classified loans. Non-accrual loans and leases at September 30, 2016 decreased \$10.4 million from December 31, 2015, primarily due to improving credit quality trends in the consumer real estate portfolio.

*Allowance for Loan and Lease Losses* The determination of the allowance for loan and lease losses is a critical accounting estimate. TCF's evaluation of incurred losses is based upon historical loss rates multiplied by the respective portfolio's loss emergence period. Factors utilized in the determination of the amount of the allowance include historical trends in loss rates, a portfolio's overall risk characteristics, changes in its character or size, risk rating migration, delinquencies, collateral values, economic outlook and prevailing economic conditions. The various factors used in the methodologies are reviewed on a periodic basis.

The Company considers the allowance for loan and lease losses of \$155.8 million appropriate to cover losses incurred in the loan and lease portfolios at September 30, 2016. However, no assurance can be given that TCF will not, in any particular period, sustain loan and lease losses that are sizable in relation to the amount reserved or will not require significant changes in the balance of the allowance for loan and lease losses due to subsequent evaluations of the loan and lease portfolios, in light of factors then prevailing, including economic conditions, information obtained during TCF's ongoing credit review process or regulatory requirements. Among other factors, an economic slowdown, increasing levels of unemployment and/or a decline in collateral values may have an adverse impact on the current adequacy of the allowance for loan and lease losses by increasing credit risk and the risk of potential loss.

The total allowance for loan and lease losses is generally available to absorb losses from any segment of the portfolio. The allocation of TCF's allowance for loan and lease losses disclosed in the following table is subject to change based on changes in the criteria used to evaluate the allowance and is not necessarily indicative of the trend of future losses in any particular portfolio.

In conjunction with Note 5, Allowance for Loan and Lease Losses and Credit Quality Information of Notes to Consolidated Financial Statements, the following table includes detailed information regarding TCF's allowance for loan and lease losses.

(Dollars in thousands)	At September 30, 2016		At December 31, 2015	
	Credit Loss Reserves	Percentage of Portfolio	Credit Loss Reserves	Percentage of Portfolio
Consumer real estate:				
First mortgage lien	\$ 36,005	1.56%	\$ 36,888	1.41%
Junior lien	26,087	0.98	31,104	1.10
Consumer real estate	62,092	1.24	67,992	1.24
Commercial:				
Commercial real estate	22,140	0.88	22,215	0.86
Commercial business	9,508	1.50	7,970	1.44
Total commercial	31,648	1.00	30,185	0.96
Leasing and equipment finance	20,649	0.49	19,018	0.47
Inventory finance	11,807	0.52	11,128	0.52
Auto finance	29,115	1.07	26,486	1.00
Other	530	2.96	1,245	6.45
Total allowance for loan and lease losses	155,841	0.90	156,054	0.90
Other credit loss reserves:				
Reserves for unfunded commitments	1,018	N.A.	1,044	N.A.
Total credit loss reserves	\$ 156,859	0.90	\$ 157,098	0.90

N.A. Not Applicable.

**Other Real Estate Owned and Repossessed and Returned Assets** Other real estate owned and repossessed and returned assets are summarized in the following table:

(In thousands)	At September 30, 2016	At December 31, 2015
Other real estate owned: <sup>(1)</sup>		
Consumer real estate	\$ 26,785	\$ 42,912
Commercial real estate	6,927	7,070
Total other real estate owned	33,712	49,982
Repossessed and returned assets	8,831	7,969
Total other real estate owned and repossessed and returned assets	\$ 42,543	\$ 57,951

(1) Includes properties owned and foreclosed properties subject to redemption.

Total consumer real estate properties reported in other real estate owned included 179 owned properties and 68 foreclosed properties subject to redemption at September 30, 2016, compared with 297 and 113, respectively, at December 31, 2015. The decrease in owned properties resulted from the sales of 443 properties, partially offset by the addition of 325 properties. The average length of time to sell consumer real estate properties during the third quarters of 2016 and 2015 was approximately 6.9 months and 5.9 months, respectively, from the date the properties were transferred to other real estate owned. Consumer real estate loans in process of foreclosure were valued at \$38.0 million and \$44.5 million at September 30, 2016 and December 31, 2015, respectively.

The changes in the amount of other real estate owned for the third quarter and first nine months of 2016 are summarized in the following tables:

(In thousands)	At or For the Three Months Ended September 30, 2016		
	Consumer	Commercial	Total
Balance, beginning of period	\$ 29,190	\$ 7,602	\$ 36,792
Transferred in, net of charge-offs	10,124	—	10,124
Sales	(11,366)	(1,631)	(12,997)
Write-downs	(1,912)	(72)	(1,984)
Other, net	749	1,028	1,777
Balance, end of period	\$ 26,785	\$ 6,927	\$ 33,712

(In thousands)	At or For the Nine Months Ended September 30, 2016		
	Consumer	Commercial	Total
Balance, beginning of period	\$ 42,912	\$ 7,070	\$ 49,982
Transferred in, net of charge-offs	30,360	—	30,360
Sales	(42,861)	(5,079)	(47,940)
Write-downs	(5,984)	(771)	(6,755)
Other, net	2,358	5,707	8,065
Balance, end of period	\$ 26,785	\$ 6,927	\$ 33,712

**Liquidity Management** TCF manages its liquidity to ensure that the funding needs of depositors and borrowers are met both promptly and in a cost-effective manner. Asset liquidity arises from the ability to convert assets to cash as well as from the maturity of assets. Liability liquidity results from the ability of TCF to maintain a diverse set of funding sources to promptly meet funding requirements.

TCF Bank had \$327.7 million and \$538.7 million of net liquidity qualifying interest-bearing deposits at the Federal Reserve Bank at September 30, 2016 and December 31, 2015, respectively. Interest-bearing deposits held at the Federal Reserve Bank and unencumbered U.S. Government sponsored enterprises and federal agencies mortgage-backed securities were \$1.3 billion at both September 30, 2016 and December 31, 2015. In addition, TCF held unencumbered obligations of states and political subdivisions totaling \$614.5 million and \$266.9 million at September 30, 2016 and December 31, 2015, respectively.

Deposits are the primary source of TCF's funds for use in lending and for other general business purposes. In addition to deposits, TCF derives funds from loan and lease repayments, loan sales and securitizations, and borrowings. Lending activities, such as loan originations and purchases and equipment purchases for lease financing, are the primary uses of TCF's funds.

The primary source of funding for TCF Commercial Finance Canada, Inc. ("TCFCFC") is a line of credit with TCF Bank. TCFCFC also maintains a \$20.0 million Canadian dollar-denominated line of credit facility with a counterparty, which is guaranteed by TCF Bank. The TCFCFC line of credit with the counterparty was unused at both September 30, 2016 and December 31, 2015.



**Deposits** Deposits totaled \$17.2 billion at September 30, 2016, an increase of 3.1% from December 31, 2015, primarily due to special campaigns for certificates of deposit. Certificates of deposit totaled \$4.3 billion at September 30, 2016, compared with \$3.9 billion at December 31, 2015.

Non-interest bearing checking accounts represented 19.4% of total deposits at September 30, 2016, compared with 19.1% at December 31, 2015. TCF's weighted-average rate for deposits, including non-interest bearing deposits, was 0.36% at September 30, 2016, compared with 0.30% at December 31, 2015. The increase was primarily due to increased average interest rates resulting from promotions for certificates of deposit.

Checking, savings and certain money market deposits are an important source of low or no interest cost funds for TCF. The average balance of these types of deposits was \$10.6 billion for both the third quarter and first nine months of 2016, compared with \$10.0 billion for the same periods in 2015. These deposits comprised 61.9% and 62.1% of total average deposits for the third quarter and first nine months of 2016, respectively, compared with 62.4% and 63.3% of total average deposits for the same periods in 2015.

**Borrowings** Borrowings totaled \$0.7 billion and \$1.0 billion at September 30, 2016 and December 31, 2015, respectively. Historically, TCF has borrowed primarily from the Federal Home Loan Bank ("FHLB") of Des Moines, institutional sources under repurchase agreements and other sources. TCF had \$2.3 billion of additional borrowing capacity at the FHLB of Des Moines at September 30, 2016, as well as access to the Federal Reserve Discount Window.

See Note 7, Short-term Borrowings and Note 8, Long-term Borrowings of Notes to Consolidated Financial Statements for additional information regarding TCF's borrowings.

**Capital Management** TCF is committed to managing capital to maintain protection for depositors and creditors. TCF employs a variety of capital management tools to achieve its capital goals, including, but not limited to, dividends, public offerings of preferred and common stock, common stock repurchases and the issuance or redemption of subordinated debt and other capital instruments. TCF maintains a Capital Planning and Dividend Policy which applies to TCF Financial and incorporates TCF Bank's Capital Planning and Dividend Policy. These policies ensure that capital strategy actions, including the addition of new capital, if needed, common stock repurchases, or the declaration of preferred stock, common stock and bank dividends are prudent, efficient and provide value to TCF's stockholders, while ensuring that past and prospective earnings retention is consistent with TCF's capital needs, asset quality and overall financial condition. TCF and TCF Bank manage their capital levels to exceed all regulatory capital requirements, which were exceeded at September 30, 2016 and December 31, 2015. See Note 9, Regulatory Capital Requirements of Notes to Consolidated Financial Statements.

**Preferred Stock** At September 30, 2016, there were 6,900,000 depositary shares outstanding, each representing a 1/1,000<sup>th</sup> interest in a share of the Series A Non-Cumulative Perpetual Preferred Stock of TCF Financial Corporation, par value \$.01 per share, with a liquidation preference of \$25,000 per share (equivalent to \$25 per depositary share) (the "Series A Preferred Stock"). Dividends are payable on the Series A Preferred Stock if, as and when declared by TCF's Board of Directors on a non-cumulative basis on March 1, June 1, September 1 and December 1 of each year at a per annum rate of 7.5%. The Series A Preferred Stock may be redeemed at TCF's option in whole or in part on or after June 25, 2017. At September 30, 2016, there were 4,000,000 shares outstanding of the 6.45% Series B Non-Cumulative Perpetual Preferred Stock of TCF Financial Corporation, par value \$.01 per share, with a liquidation preference of \$25 per share (the "Series B Preferred Stock"). Dividends are payable on the Series B Preferred Stock if, as and when declared by TCF's Board of Directors on a non-cumulative basis on March 1, June 1, September 1 and December 1 of each year at a per annum rate of 6.45%. The Series B Preferred Stock may be redeemed at TCF's option in whole or in part on or after December 19, 2017.

**Equity** Total equity at September 30, 2016 was \$2.5 billion, or 11.63% of total assets, compared with \$2.3 billion, or 11.15% of total assets, at December 31, 2015. Dividends to common stockholders on a per share basis totaled 7.5 cents for the third quarter of 2016, an increase of 50% from a per share basis of 5 cents for the third quarter of 2015. TCF's common dividend payout ratio for the third quarters of 2016 and 2015 was 24.2% and 17.2%, respectively. TCF Financial's primary funding sources for dividends are earnings and dividends received from TCF Bank.

At September 30, 2016, TCF had 5.4 million shares remaining in its stock repurchase program authorized by its Board of Directors, which has no expiration. Prior consultation with the Federal Reserve is required before TCF could repurchase any shares of its common stock.

Common equity at September 30, 2016 was \$2.2 billion, or 10.29% of total assets, compared with \$2.0 billion, or 9.80% of total assets, at December 31, 2015. Tangible common equity at September 30, 2016 was \$1.9 billion, or 9.31% of total tangible assets, compared with \$1.8 billion, or 8.79% of total tangible assets, at December 31, 2015. Tangible common equity is not a financial measure recognized under generally accepted accounting principles in the United States ("GAAP") (i.e., non-GAAP). Tangible common equity represents total equity less preferred stock, goodwill, other intangible assets and non-controlling interest in subsidiaries. Tangible assets represent total assets less goodwill and other intangible assets. When evaluating capital adequacy and utilization, management considers financial measures such as tangible common equity to tangible assets. This non-GAAP financial measure is viewed by management as a useful indicator of capital levels available to withstand unexpected market or economic conditions and also provide investors, regulators and other users with information to be viewed in relation to other banking institutions.

The following table includes reconciliations of the non-GAAP financial measures of tangible common equity and tangible assets to the GAAP measures of total equity and total assets, respectively:

(Dollars in thousands)	At September 30, 2016		At December 31, 2015	
Computation of tangible common equity to tangible assets:				
Total equity		\$ 2,452,380		\$ 2,306,917
Less: Non-controlling interest in subsidiaries		18,926		16,001
<hr/>				
Total TCF Financial Corporation stockholders' equity		2,433,454		2,290,916
Less: Preferred stock		263,240		263,240
<hr/>				
Total common stockholders' equity	(a)	2,170,214		2,027,676
Less:				
Goodwill		225,640		225,640
Other intangibles <sup>(1)</sup>		2,028		3,126
<hr/>				
Tangible common equity	(b)	\$ 1,942,546	(c)	\$ 1,798,910
<hr/>				
Total assets	(c)	\$ 21,084,156	(d)	\$ 20,689,609
Less:				
Goodwill		225,640		225,640
Other intangibles <sup>(1)</sup>		2,028		3,126
<hr/>				
Tangible assets	(d)	\$ 20,856,488	(e)	\$ 20,460,843
<hr/>				
Common equity to assets	(a) / (c)	10.29%		9.80%
Tangible common equity to tangible assets	(b) / (d)	9.31%		8.79%

(1) Includes non-mortgage servicing assets.

### Recent Accounting Developments

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain types of cash receipts and cash payments are presented in the statement of cash flows. The adoption of this ASU will be required on a retrospective basis beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2018. Early adoption is allowed. Management is currently evaluating the potential impact of this guidance on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which changes the impairment model for most financial assets, including trade and other receivables, held to maturity debt securities, loans and purchased financial assets with credit deterioration. The adoption of this ASU will be required on a modified retrospective basis with a cumulative-effect adjustment required beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2020. Early adoption is allowed. Management is currently evaluating the potential impact of this guidance on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. The most significant change made will be the recognition of all excess tax benefits and deficiencies as income tax expense or benefit in the statement of income. Certain amendments in the ASU will be required to be applied on a prospective basis and others will be required to be applied on a retrospective basis. This ASU is effective beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2017. Early adoption is allowed. Management is currently evaluating the potential impact of this guidance on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-07, *Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting*, which eliminates the requirement to retrospectively apply the equity method in previous periods when an investor initially obtains significant influence over the investee. The adoption of this ASU will be required on a prospective basis beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2017. Early adoption is allowed. The adoption of this ASU is not expected to have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-06, *Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments*, which clarifies the requirements for assessing whether contingent put and call options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. The adoption of this ASU will be required on a modified retrospective basis beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2017. Early adoption is allowed. The adoption of this ASU is not expected to have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-05, *Derivatives and Hedging (Topic 815): Effects of Derivative Contract Novations on Existing Hedge Accounting Relationships*, which clarifies that the novation of a derivative contract in a hedge accounting relationship does not, in and of itself, require dedesignation of that hedge accounting relationship. The adoption of this ASU will be required on a prospective or modified retrospective basis beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2017. Early adoption is allowed. The adoption of this ASU will not have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-04, *Liabilities - Extinguishment of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products*, which requires issuers of prepaid stored-value products redeemable for goods, services or cash at third-party merchants to derecognize liabilities related to those products for breakage. The adoption of this ASU will be required on a retrospective or modified retrospective basis beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2018. Early adoption is allowed. Management is currently evaluating the potential impact of this guidance on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which, among other amendments, requires lessees to recognize most leases on their balance sheet. Lessor accounting is largely unchanged. The ASU requires both quantitative and qualitative disclosure regarding key information about leasing arrangements from both lessees and lessors. The adoption of this ASU will be required on a modified retrospective basis beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2019. Early adoption is allowed. Management is currently evaluating the potential impact of this guidance on our consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, which amends the classification and measurement of investments in equity securities, simplifies the impairment analysis of equity investments without readily determinable fair values, requires separate presentation of certain fair value changes for financial liabilities measured at fair value and eliminates certain disclosure requirements associated with the fair value of financial instruments. The adoption of this ASU will be required on a prospective basis with a cumulative-effect adjustment required beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2018. With limited exceptions, early adoption is prohibited. The adoption of this ASU will not have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which requires revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which delays the effective date of the new revenue recognition requirements in ASU No. 2014-09 by one year. In March 2016, the FASB issued ASU No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which clarifies how an entity should identify the unit of accounting for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements by explaining what a principal controls before the specified good or service is transferred to the customer. In April 2016, the FASB issued ASU No. 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, which amends the guidance for identifying performance obligations and accounting for a license which grants the right to use intellectual property. In May 2016, the FASB issued ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements*, which provides narrow-scope improvements to transition, collectability, noncash consideration and the presentation of sales and other similar taxes. The adoption of these ASUs will be required using one of two retrospective application methods beginning with TCF's Quarterly Report on Form 10-Q for the quarter ending March 31, 2018. Management is currently evaluating the potential impact of this guidance on our consolidated financial statements.

### *Legislative and Regulatory Developments*

Federal and state legislation impose numerous legal and regulatory requirements on financial institutions. Future legislative or regulatory change, or changes in enforcement practices or court rulings, may have a dramatic and potentially adverse impact on TCF.

### *Cautionary Statements for Purposes of the Safe Harbor Provisions of the Securities Litigation Reform Act*

Any statements contained in this Quarterly Report on Form 10-Q regarding the outlook for the Company's businesses and their respective markets, such as projections of future performance, guidance, statements of the Company's plans and objectives, forecasts of market trends and other matters, are forward-looking statements based on the Company's assumptions and beliefs. Such statements may be identified by such words or phrases as "will likely result," "are expected to," "will continue," "outlook," "will benefit," "is anticipated," "estimate," "project," "management believes" or similar expressions. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those discussed in such statements and no assurance can be given that the results in any forward-looking statement will be achieved. For these statements, TCF claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Any forward-looking statement speaks only as of the date on which it is made and we disclaim any obligation to subsequently revise any forward-looking statement to reflect events or circumstances after such date or to reflect the occurrence of anticipated or unanticipated events.

Certain factors could cause the Company's future results to differ materially from those expressed or implied in any forward-looking statements contained herein. These factors include the factors discussed in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2015 under the heading "Risk Factors", the factors discussed below and any other cautionary statements, written or oral, which may be made or referred to in connection with any such forward-looking statements. Since it is not possible to foresee all such factors, these factors should not be considered as complete or exhaustive.

**Adverse Economic or Business Conditions; Competitive Conditions; Credit and Other Risks.** Deterioration in general economic and banking industry conditions, including those arising from government shutdowns, defaults, anticipated defaults or rating agency downgrades of sovereign debt (including debt of the U.S.), or increases in unemployment; adverse economic, business and competitive developments such as shrinking interest margins, reduced demand for financial services and loan and lease products, deposit outflows, increased deposit costs due to competition for deposit growth and evolving payment system developments, deposit account attrition or an inability to increase the number of deposit accounts; customers completing financial transactions without using a bank; adverse changes in credit quality and other risks posed by TCF's loan, lease, investment, securities held to maturity and securities available for sale portfolios, including declines in commercial or residential real estate values, changes in the allowance for loan and lease losses dictated by new market conditions or regulatory requirements, or the inability of home equity line borrowers to make increased payments caused by increased interest rates or amortization of principal; deviations from estimates of prepayment rates and fluctuations in interest rates that result in decreases in the value of assets such as interest-only strips that arise in connection with TCF's loan sales activity; interest rate risks resulting from fluctuations in prevailing interest rates or other factors that result in a mismatch between yields earned on TCF's interest-earning assets and the rates paid on its deposits and borrowings; foreign currency exchange risks; counterparty risk, including the risk of defaults by our counterparties or diminished availability of counterparties who satisfy our credit quality requirements; decreases in demand for the types of equipment that TCF leases or finances; the effect of any negative publicity.

**Legislative and Regulatory Requirements.** New consumer protection and supervisory requirements and regulations, including those resulting from action by the Consumer Financial Protection Bureau and changes in the scope of Federal preemption of state laws that could be applied to national banks and their subsidiaries; the imposition of requirements that adversely impact TCF's deposit, lending, loan collection and other business activities such as mortgage foreclosure moratorium laws, further regulation of financial institution campus banking programs, use by municipalities of eminent domain on property securing troubled residential mortgage loans, or imposition of underwriting or other limitations that impact the ability to offer certain variable-rate products; changes affecting customer account charges and fee income, including changes to interchange rates; regulatory actions or changes in customer opt-in preferences with respect to overdrafts, which may have an adverse impact on TCF; changes to bankruptcy laws which would result in the loss of all or part of TCF's security interest due to collateral value declines; deficiencies in TCF's compliance under the Bank Secrecy Act in past or future periods, which may result in regulatory enforcement action including monetary penalties; increased health care costs resulting from Federal health care reform; regulatory criticism and resulting enforcement actions or other adverse consequences such as increased capital requirements, higher deposit insurance assessments or monetary damages or penalties; heightened regulatory practices, requirements or expectations, including, but not limited to, requirements related to enterprise risk management, the Bank Secrecy Act and anti-money laundering compliance activity.

**Earnings/Capital Risks and Constraints, Liquidity Risks.** Limitations on TCF's ability to pay dividends or to increase dividends because of financial performance deterioration, regulatory restrictions or limitations; increased deposit insurance premiums, special assessments or other costs related to adverse conditions in the banking industry; the impact on banks of regulatory reform, including additional capital, leverage, liquidity and risk management requirements or changes in the composition of qualifying regulatory capital; adverse changes in securities markets directly or indirectly affecting TCF's ability to sell assets or to fund its operations; diminished unsecured borrowing capacity resulting from TCF credit rating downgrades or unfavorable conditions in the credit markets that restrict or limit various funding sources; costs associated with new regulatory requirements or interpretive guidance relating to liquidity; uncertainties relating to future retail deposit account changes, including limitations on TCF's ability to predict customer behavior and the impact on TCF's fee revenues.

**Branching Risk; Growth Risks.** Adverse developments affecting TCF's supermarket banking relationships or any of the supermarket chains in which TCF maintains supermarket branches; costs related to closing underperforming branches; inability to timely close underperforming branches due to long-term lease obligations; slower than anticipated growth in existing or acquired businesses; inability to successfully execute on TCF's growth strategy through acquisitions or cross-selling opportunities; failure to expand or diversify TCF's balance sheet through new or expanded programs or opportunities; failure to successfully attract and retain new customers, including the failure to attract and retain manufacturers and dealers to expand the inventory finance business; failure to effectuate, and risks of claims related to, sales and securitizations of loans; risks related to new product additions and addition of distribution channels (or entry into new markets) for existing products.

**Technological and Operational Matters.** Technological or operational difficulties, loss or theft of information, cyber-attacks and other security breaches, counterparty failures and the possibility that deposit account losses (fraudulent checks, etc.) may increase; failure to keep pace with technological change, including the failure to develop and maintain technology necessary to satisfy customer demands; ability to attract and retain employees given competitive conditions.

**Litigation Risks.** Results of litigation or government enforcement actions, including class action litigation or enforcement actions concerning TCF's lending or deposit activities, including account opening/origination, servicing practices, fees or charges, employment practices, or checking account overdraft program "opt in" requirements; and possible increases in indemnification obligations for certain litigation against Visa U.S.A.

**Accounting, Audit, Tax and Insurance Matters.** Changes in accounting standards or interpretations of existing standards; federal or state monetary, fiscal or tax policies, including adoption of state legislation that would increase state taxes; ineffective internal controls; adverse federal, state or foreign tax assessments or findings in tax audits; lack of or inadequate insurance coverage for claims against TCF; potential for claims and legal action related to TCF's fiduciary responsibilities.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

TCF's results of operations depend to a large degree on its net interest income and its ability to manage interest rate risk. Although TCF manages other risks in the normal course of business, such as credit risk, liquidity risk, foreign currency risk and operational risk, the Company considers interest rate risk to be one of its more significant market risks. A mismatch between maturities, interest rate sensitivities and prepayment characteristics of assets and liabilities results in interest rate risk. TCF, like most financial institutions, has material interest rate risk exposure to changes in both short- and long-term interest rates, as well as variable interest rate indices (e.g., the prime rate or the London InterBank Offered Rate).

TCF's management Asset & Liability Committee ("ALCO") is responsible for reviewing the Company's interest rate sensitivity position and establishing policies to monitor and limit exposure to interest rate risk. ALCO manages TCF's interest rate risk based on interest rate expectations and other factors. The principal objective of TCF in managing its assets and liabilities is to provide maximum levels of net interest income and facilitate the funding needs of the Company, while maintaining acceptable levels of interest rate risk and liquidity risk.

ALCO primarily uses two interest rate risk tools with policy limits to evaluate TCF's interest rate risk: net interest income simulation and economic value of equity ("EVE") analysis. In addition, the interest rate gap is reviewed periodically to monitor asset and liability repricing over various time periods.

Management utilizes net interest income simulation models to estimate the near-term effects of changing interest rates on its net interest income. Net interest income simulation involves forecasting net interest income under a variety of scenarios, including the level of interest rates, the shape of the yield curve and the spreads between market interest rates. Management exercises its best judgment in making assumptions regarding events that management can influence, such as non-contractual deposit repricings and events outside management's control, such as consumer behavior on loan and deposit activity and the effect that competition has on both loan and deposit pricing. These assumptions are subjective and, as a result, net interest income simulation results will differ from actual results due to the timing, magnitude and frequency of interest rate changes, changes in market conditions, consumer behavior and management strategies, among other factors. TCF performs various sensitivity analyses on assumptions of new loan spreads, prepayment rates, basis risk, deposit attrition and deposit repricing.

The following table presents changes in TCF's net interest income over a twelve month period if short- and long-term interest rates were to sustain an immediate increase of 100 basis points and 200 basis points. The impact of planned growth and new business activities is factored into the simulation model.

(Dollars in millions)	Impact on Net Interest Income					
	September 30, 2016		December 31, 2015			
Immediate Change in Interest Rates:						
+200 basis points	\$	100.0	11.6%	\$	93.9	11.1%
+100 basis points		53.6	6.2		50.4	5.9

As of September 30, 2016, 57.4% of TCF's loan and lease balances are expected to reprice, amortize or prepay in the next 12 months and 61.9% of TCF's deposit balances are low cost or no cost deposits. TCF believes that the mix of assets repricing compared with low cost or no cost deposits positions TCF well for changing interest rates.

Management also uses EVE and interest rate gap analyses to measure risk in the balance sheet that might not be taken into account in the net interest income simulation analysis. Net interest income simulation highlights exposure over a relatively short time period, while EVE analysis incorporates all cash flows over the estimated remaining life of all balance sheet positions. The valuation of the balance sheet, at a point in time, is defined as the discounted present value of asset cash flows minus the discounted present value of liability cash flows. Interest rate gap is primarily the difference between interest-earning assets and interest-bearing liabilities repricing within a given period and represents the net asset or liability sensitivity at a point in time.

#### Item 4. Controls and Procedures

**Disclosure Controls and Procedures** The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer) and Chief Accounting Officer (Principal Accounting Officer), of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, management concluded that the Company's disclosure controls and procedures were effective as of September 30, 2016.

Disclosure controls and procedures are designed to ensure that information required to be disclosed by TCF in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer) and Chief Accounting Officer (Principal Accounting Officer), as appropriate, to allow for timely decisions regarding required disclosure. TCF's disclosure controls also include internal controls that are designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use and that transactions are properly recorded and reported.

**Changes in Internal Control Over Financial Reporting** There were no changes to TCF's internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the quarter ended September 30, 2016, that materially affected, or are reasonably likely to materially affect, TCF's internal control over financial reporting.

## **Part II - Other Information**

### **Item 1. Legal Proceedings**

From time to time TCF is a party to legal proceedings arising out of its lending, leasing and deposit operations, including foreclosure proceedings and other collection actions as part of its lending and leasing collections activities. TCF may also be subject to regulatory examinations and enforcement actions brought by federal regulators, including the Securities and Exchange Commission, the Federal Reserve, the Office of the Comptroller of the Currency ("OCC") and the Consumer Financial Protection Bureau ("CFPB") and TCF's regulatory authorities may impose sanctions on TCF for failures related to regulatory compliance. From time to time borrowers and other customers, and employees and former employees have also brought actions against TCF, in some cases claiming substantial damages. TCF and other financial services companies are subject to the risk of class action litigation. Litigation is often unpredictable and the actual results of litigation cannot be determined and therefore the ultimate resolution of a matter and the possible range of loss associated with certain potential outcomes cannot be established. Except as discussed below, based on our current understanding of TCF's pending legal proceedings, management does not believe that judgments or settlements arising from pending or threatened legal matters, individually or in the aggregate, would have a material adverse effect on the consolidated financial position, operating results or cash flows of TCF.

On October 29, 2015, TCF received a Notice and Opportunity to Respond and Advise letter ("NORA Letter") from the CFPB notifying TCF that the CFPB's Office of Enforcement is considering recommending that the CFPB take legal action against TCF related to compliance with laws relating to unfair, deceptive and abusive acts and practices and Regulation E, §1005.17, in connection with TCF's practices in administering checking account overdraft program "opt-in" requirements. The purpose of a NORA Letter is to ensure that potential subjects of enforcement actions have the opportunity to present their positions to the CFPB before an enforcement action is recommended or commenced and TCF has provided the CFPB with a written statement setting forth the reasons of law and policy why it believes that the CFPB should not take action. TCF is in discussions with the CFPB and is seeking to reach an appropriate resolution of the matter. We are currently unable to predict the ultimate timing or outcome of this matter. There can be no assurance that the CFPB will not utilize its enforcement authority through settlement, administrative proceedings or litigation and seek remediation, disgorgement, penalties, other monetary relief, injunctive relief or changes to TCF's business practices or operations, which could have a material adverse effect on TCF.

### **Item 1A. Risk Factors**

There were no material changes in risk factors for TCF in the quarter covered by this report. You should carefully consider the risks and risk factors included under Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. TCF's business, financial condition or results of operations could be materially adversely affected by any of these risks.



**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table summarizes share repurchase activity for the quarter ended September 30, 2016:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Maximum Number of Shares that May Yet be Purchased Under the Plan
<b>July 1 to July 31, 2016</b>				
Share repurchase program <sup>(1)</sup>	—	\$ —	—	5,384,130
Employee transactions <sup>(2)</sup>	1,148	\$ 12.47	N.A.	N.A.
<b>August 1 to August 31, 2016</b>				
Share repurchase program <sup>(1)</sup>	—	\$ —	—	5,384,130
Employee transactions <sup>(2)</sup>	8,649	\$ 13.63	N.A.	N.A.
<b>September 1 to September 30, 2016</b>				
Share repurchase program <sup>(1)</sup>	—	\$ —	—	5,384,130
Employee transactions <sup>(2)</sup>	—	\$ —	N.A.	N.A.
<b>Total</b>				
Share repurchase program <sup>(1)</sup>	—	\$ —	—	5,384,130
Employee transactions <sup>(2)</sup>	9,797	\$ 13.50	N.A.	N.A.

N.A. Not Applicable.

- (1) The current share repurchase authorization was approved by the Board of Directors on April 14, 2007 and was announced in a press release dated April 16, 2007. The authorization was for a repurchase of up to an additional 5% of TCF's common stock outstanding at the time of the authorization, or 6.5 million shares. TCF has not repurchased shares since October 2007. Future repurchases will be based upon capital levels, growth expectations and market opportunities and may be subject to regulatory approval. The ability to repurchase shares in the future may be adversely affected by new legislation or regulations or by changes in regulatory policies. This authorization does not have an expiration date.
- (2) Represents restricted stock withheld pursuant to the terms of awards granted on or prior to April 22, 2015 under the TCF Financial Incentive Stock Program to offset tax withholding obligations that occur upon vesting and release of restricted stock. The TCF Financial Incentive Stock Program provides that the value of shares withheld shall be the average of the high and low prices of common stock of TCF Financial Corporation on the date the relevant transaction occurs.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

See Index to Exhibits on page 65 of this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TCF FINANCIAL CORPORATION

*/s/ Craig R. Dahl*

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Craig R. Dahl,  
Vice Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

*/s/ Brian W. Maass*

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Brian W. Maass,  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

*/s/ Susan D. Bode*

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Susan D. Bode,  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

Dated: November 2, 2016

**TCF FINANCIAL CORPORATION AND SUBSIDIARIES**  
**Index to Exhibits for Form 10-Q**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated Bylaws [incorporated by reference to Exhibit 3.1 to TCF Financial Corporation's Current Report on Form 8-K filed on July 26, 2016 (No. 161784576)]
31.1#	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2#	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1#	Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2#	Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101#	Financial statements from the Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2016, formatted in XBRL: (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to Consolidated Financial Statements

# Filed herein

## CERTIFICATION

I, Craig R. Dahl, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TCF Financial Corporation for the quarter ended September 30, 2016;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2016

/s/ Craig R. Dahl

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Craig R. Dahl

Vice Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION

I, Brian W. Maass, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TCF Financial Corporation for the quarter ended September 30, 2016;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2016

/s/ Brian W. Maass

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Brian W. Maass

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

TCF FINANCIAL CORPORATION  
STATEMENT PURSUANT TO 18 U.S.C. §1350

I, Craig R. Dahl, Vice Chairman, President and Chief Executive Officer of TCF Financial Corporation, a Delaware corporation (the "Company"), hereby certify as follows:

1. This statement is provided pursuant to 18 U.S.C. § 1350 in connection with the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (the "Periodic Report");
2. The Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
3. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods indicated therein.

Date: November 2, 2016

/s/ Craig R. Dahl

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Craig R. Dahl

Vice Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

\* A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to TCF Financial Corporation and will be retained by TCF Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

TCF FINANCIAL CORPORATION  
STATEMENT PURSUANT TO 18 U.S.C. §1350

I, Brian W. Maass, Executive Vice President and Chief Financial Officer of TCF Financial Corporation, a Delaware corporation (the "Company"), hereby certify as follows:

1. This statement is provided pursuant to 18 U.S.C. § 1350 in connection with the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (the "Periodic Report");
2. The Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
3. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods indicated therein.

Date: November 2, 2016

/s/ Brian W. Maass

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Brian W. Maass

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

\* A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to TCF Financial Corporation and will be retained by TCF Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.