Section 1: 11-K (FORM 11-K)

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

FORM 11-K

[x] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended
December 31, 1998

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF
For the transition period from___ to____

Commission File
No. 33-79202

A. Full title of the plan and the address of the plan, if different from
   that of the issuer named below:

   401(K) PLAN OF THE EMPLOYEES OF
   STANDARD FEDERAL BANK FOR SAVINGS
   800 BURR RIDGE PARKWAY
   BURR RIDGE, IL 60521

B. Name of issuer of the securities held pursuant to the plan and the
   address of its principal executive office:

   TCF FINANCIAL CORPORATION
   801 MARQUETTE AVENUE, MAIL CODE 100-01-A
   MINNEAPOLIS, MN 55402

   (Plan Sponsor of the 401(k) Plan of the Employees of Standard Federal Bank for savings)

TCF National Bank Illinois
By /s/ Michael B. Johnstone

REQUIRED INFORMATION

The 401(k) Plan of the Employees of Standard Federal Bank for savings is
subject to the Employee Retirement Income Security Act of 1974, as amended
("ERISA"). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the
financial statements and supplementary schedules of the 401(k) Plan of the
Employees of Standard Federal Bank for savings, which have been prepared in
accordance with the financial reporting requirements of ERISA, are attached
hereto as Exhibit 99 to this form 11-K and are incorporated herein by
reference.

SIGNATURES

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of
1934, the trustee (or other persons who administer the employee benefit plan)
has duly caused this annual report to be signed on its behalf by the undersigned
hereunto duly authorized.

TCF National Bank Illinois
(Plan Sponsor of the 401(k) Plan of the Employees of Standard Federal Bank for savings)

By /s/ Michael B. Johnstone

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401(k) Plan of the Employees of Standard Federal Bank for savings

Index to Exhibits
For Form 11-K

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Description</th>
<th>Sequentially Numbered Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>23</td>
<td>Consent of KPMG Peat Marwick LLP dated June 25, 1999</td>
<td></td>
</tr>
<tr>
<td>99</td>
<td>Financial statements and supplementary schedules</td>
<td></td>
</tr>
</tbody>
</table>

Section 2: EX-23 (EXHIBIT 23)

EXHIBIT 23

CONSENT OF INDEPENDENT AUDITORS

TCF National Bank Illinois
Plan Sponsor of the 401(k) Plan of the Employees of Standard Federal Bank for savings:

We consent to incorporation by reference in the registration statement (No. 33-79202) on Form S-8 of TCF National Bank Illinois, as successor by merger to Standard Financial, Inc., of our report dated April 16, 1999, relating to the statements of assets available for benefits of the 401(k) Plan of the Employees of Standard Federal Bank for savings as of December 31, 1998 and 1997, and the related statements of changes in assets available for benefits for each of the years then ended, and related schedules as of and for the year ended December 31, 1998, which report appears in the December 31, 1998, annual report on Form 11-K of the 401(k) Plan of the Employees of Standard Federal Bank for savings.

/s/ KPMG Peat Marwick LLP

Minneapolis, Minnesota
June 25, 1999

Section 3: EX-99 (EXHIBIT 99)
INDEPENDENT AUDITORS' REPORT

TCF National Bank Illinois, Plan Sponsor of the 401(k) Plan of the Employees of Standard Federal Bank for Savings:

We have audited the accompanying statements of assets available for benefits of the 401(k) Plan of the Employees of Standard Federal Bank for Savings (the Plan) as of December 31, 1998 and 1997, and the related statements of changes in assets available for benefits for the years ended December 31, 1998 and 1997. These financial statements are the responsibility of the Plan's sponsor. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan as of December 31, 1998 and 1997, and the changes in assets available for benefits for the years ended December 31, 1998 and 1997, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedules of assets held for investment purposes as of December 31, 1998, and reportable transactions for the year then ended are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the
Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan’s sponsor. The supplementary schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly presented in all material respects in relation to the basic financial statements taken as a whole.

April 16, 1999

401(k) PLAN OF THE EMPLOYEES OF STANDARD FEDERAL BANK FOR SAVINGS

Statements of Assets Available for Benefits

December 31, 1998 and 1997

<table>
<thead>
<tr>
<th>ASSETS</th>
<th>1998</th>
<th>1997</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents</td>
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<td>541</td>
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<tr>
<td>Investments in mutual funds at fair value:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fidelity Growth and Income Portfolio Fund*</td>
<td>1,909,165</td>
<td>2,921,912</td>
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<tr>
<td>Fidelity United States Government Reserves Fund*</td>
<td>5,197,120</td>
<td>8,203,327</td>
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<tr>
<td>American Century Government Income Fund</td>
<td>352,147</td>
<td>597,788</td>
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<tr>
<td>Stock funds:</td>
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<tr>
<td>Gabelli Growth Fund</td>
<td>510,586</td>
<td>485,822</td>
</tr>
<tr>
<td>Janus Fund</td>
<td>494,767</td>
<td>653,053</td>
</tr>
<tr>
<td>Nicholas Fund</td>
<td>440,559</td>
<td>409,604</td>
</tr>
<tr>
<td>Brandywine Fund</td>
<td>275,043</td>
<td>644,475</td>
</tr>
<tr>
<td>Investment in common stock of TCF Financial Corporation*</td>
<td>2,560,397</td>
<td>7,907,079</td>
</tr>
<tr>
<td>Loans to participants</td>
<td>16,360</td>
<td>56,108</td>
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<tr>
<td>Total investments</td>
<td>11,827,430</td>
<td>21,879,709</td>
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<tr>
<td>Accrued interest and dividends receivable</td>
<td>23,516</td>
<td>65,456</td>
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<tr>
<td>Assets available for benefits</td>
<td>$ 11,850,946</td>
<td>21,945,165</td>
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</tbody>
</table>

*Represents 5% or more of assets available for benefits at year end.

See accompanying notes to financial statements.

401(k) PLAN OF THE EMPLOYEES OF STANDARD FEDERAL BANK FOR SAVINGS

Statements of Changes in Assets Available for Benefits

Years ended December 31, 1998 and 1997

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Income from investments</td>
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<td>Contributions:</td>
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<tr>
<td>Employee</td>
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<td>1,144,997</td>
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<tr>
<td>Total additions</td>
<td>203,014</td>
<td>1,425,274</td>
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<tr>
<td>Net realized and unrealized appreciation (depreciation) in fair value of investments</td>
<td>(1,383,124)</td>
<td>6,543,925</td>
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<tr>
<td>Distributions and loans to participants</td>
<td>(9,674,289)</td>
<td>(7,437,229)</td>
</tr>
<tr>
<td>Net increase (decrease)</td>
<td>(10,094,219)</td>
<td>1,541,653</td>
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<tr>
<td>Assets available for benefits at beginning of year</td>
<td>21,945,165</td>
<td>20,403,512</td>
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</tbody>
</table>
(1) DESCRIPTION OF THE PLAN

The 401(k) Plan of the Employees of Standard Federal Bank for savings (the Plan), established in 1987, is a defined-contribution plan covering a majority of the salaried and office employees of Standard Federal Bank for savings (Standard Bank). On September 4, 1997, Standard Financial, Inc. (Standard), the holding company for Standard Bank, was acquired by TCF Financial Corporation (TCF) and, as a result, Standard Bank merged with and into TCF National Bank Illinois, a wholly owned subsidiary of TCF (TCF Bank). Standard Bank and TCF Bank are collectively referred to as "the Bank." The Plan's investment in Standard's common stock was exchanged for the common stock of TCF.

The Bank has the right to amend or terminate the Plan; however, no amendment or termination can cause any of the Plan's assets to be returned to the Bank. As a result of the acquisition of Standard by TCF, the Plan terminated effective March 31, 1998, pending IRS approval. An application for an IRS determination on the termination of the Plan was filed on November 24, 1998.

All employee and matching contributions to the Plan ceased on March 31, 1998. Effective September 4, 1997, any participant with a balance as of that date became fully vested in his or her account.

Beginning April 1, 1998, the Bank's employees were offered participation in the TCF Employees Stock Purchase Plan (TCF Plan). Participants were given the option to: 1) rollover their account balance to the TCF Plan; 2) rollover their account balance to an individual retirement account; or 3) receive a distribution of their account balance.

Final distributions of Plan net assets are expected to occur in 1999. Upon termination of the Plan, the net assets of the Plan are to be set aside for the payment of vested benefits. Unallocated forfeitures are to be used first to pay Plan expenses and then, in accordance with Plan provisions, allocated to vested participants on a pro-rata basis.

All eligible full-time employees who are at least 21 years of age and have completed at least one year of employment with Standard Bank can participate in the Plan. Prior to 1995, the net assets of the Retirement and Savings Fund of the Employees of Standard Federal Bank for savings (Retirement Savings Fund) were transferred into the Plan.

Employees may make pre-tax contributions up to 12% and after-tax contributions up to 10% of their annual compensation as defined. Each employee's contribution will be matched in whole or in part quarterly by employer contributions at a rate determined by the Bank's Board of Directors. Additionally, the Bank may make an annual profit-sharing contribution as determined by the Bank's Board of Directors. All employee contributions and employer matching contributions are fully vested and nonforfeitable at all times. Employer profit-sharing contributions and earnings thereon and employer contributions transferred from the Retirement Savings Fund and earnings thereof vest in 20% annual increments beginning with the third complete year of service, as defined.

Contributions are allocated to investment funds as elected by the participant. Net earnings of a participant's account balance are based upon net earnings of the investment funds, including appreciation or depreciation in the market value of the investments selected by the participant.
The Plan provides for loans to participants of the Plan in an amount not to exceed the lesser of $50,000 or one-half of the current value of the participant's individual account.

Payment of benefits to participants is generally made in a lump-sum distribution; however, assets transferred from the Retirement Savings Fund may be distributed in the form of an annuity unless waived by the employee.

Substantially all administrative expenses are paid by the Bank.

A summary of the plan description that contains information about the Plan agreement is provided to all participants in the Plan and is available from the Bank's personnel department.

2 ACCOUNTING POLICIES

(a) BASIS OF PRESENTATION

The accompanying 1998 financial statements have been prepared on the liquidation basis of accounting. The presentation on a liquidation basis does not impact the amount of assets available for benefits as the amounts are stated at market value at December 31, 1998. The preparation of financial statements in conformity with generally accepted accounting principles requires the plan sponsor to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(b) VALUATION OF INVESTMENTS

The fair value of investments in mutual funds is based on the quoted redemption value on the last business day of the Plan year.

The fair value of the common stock of TCF is based upon the fair market value reported in the Wall Street Journal on the last business day of the Plan year, as applicable.

The change in the difference between current value at the end of the year and the current value at the beginning of the year, or cost if the investment was acquired during the year, is reflected as net unrealized appreciation or depreciation in the fair value of investments.

Purchases and sales of investments are recorded on a trade date basis.

3 INCOME TAX STATUS

The Internal Revenue Service has previously ruled that the Plan qualifies under Section 401(a) of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. The plan sponsor is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

An application was filed on November 24, 1998, for an IRS determination on the termination of this Plan.

4 ALLOCATION OF ASSETS AVAILABLE FOR PLAN BENEFITS

The Plan’s transactions are allocated among available investment options as follows:
<table>
<thead>
<tr>
<th>Date</th>
<th>Fund transfers</th>
<th>Distributions/loans</th>
<th>(depreciation) in fair value of investments</th>
<th>Realized and unrealized appreciation</th>
<th>Contributions</th>
<th>Income from investments</th>
<th>Balance as of December 31, 1995*</th>
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<td>7,429</td>
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<td>Distributions/loans</td>
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<td>(4,437,621)</td>
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<td>Fund transfers</td>
<td>8,440,243</td>
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<td></td>
<td></td>
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<td>(761,176)</td>
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<td>Balance as of December 31, 1998*</td>
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<td>176,083</td>
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<td>Contributions</td>
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<td>33,487</td>
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<tr>
<td>Realized and unrealized appreciation (depreciation) in fair value of investments</td>
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<td></td>
<td></td>
<td>7,429</td>
</tr>
<tr>
<td>Distributions/loans</td>
<td>(8,373,370)</td>
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<td></td>
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<td></td>
<td></td>
<td>(4,437,621)</td>
</tr>
<tr>
<td>Exchange of Standard Financial, Inc. common stock for TCF Financial Corporation common stock</td>
<td>--</td>
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<td></td>
<td></td>
<td></td>
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<td>Fund transfers</td>
<td>8,440,243</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>(761,176)</td>
</tr>
</tbody>
</table>

[Table continued]
Balance as of December 31, 1998*  
-----------------
  2,560,397  16,360  11,850,946  
-----------------  -----------------  -----------------  -----------------  

*Balance includes accrued interest and dividends where applicable.

(Continued)

401(k) PLAN OF THE EMPLOYEES OF  
STANDARD FEDERAL BANK FOR SAVINGS  
Notes to Financial Statements  
December 31, 1998 and 1997  

(5) TRANSACTIONS WITH PARTIES-IN-INTEREST

For the period from September 4, 1997 to December 31, 1998, the Plan engaged in transactions involving the acquisition or disposition of TCF common stock. For the period from January 1, 1997 through September 3, 1997, the Plan engaged in transactions involving the acquisition or disposition of Standard common stock. TCF and Standard are parties-in-interest for the respective periods indicated. Transactions with parties-in-interest are covered by an exemption from the "prohibited transactions" provisions of ERISA and the IRC.

The Bank paid the cost of legal and certain other outside services for the Plan and provided accounting, record keeping, and administrative services for the Plan, for which it received no compensation.

SUPPLEMENTARY SCHEDULES

SCHEDULE 1  
401(k) PLAN OF THE EMPLOYEES OF  
STANDARD FEDERAL BANK FOR SAVINGS  

Item 27a--Schedule of Assets Held for Investment Purposes  
December 31, 1998  

<table>
<thead>
<tr>
<th>Description of security</th>
<th>CURRENT SHARES</th>
<th>FAIR VALUE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fidelity Growth and Income Portfolio Fund</td>
<td>41,667</td>
<td>$1,909,165</td>
</tr>
<tr>
<td>Fidelity United States Government Reserves Fund</td>
<td>5,197,120</td>
<td>5,197,120</td>
</tr>
<tr>
<td>American Century Government Income Fund</td>
<td>36,913</td>
<td>352,147</td>
</tr>
<tr>
<td>Gabelli Growth Fund</td>
<td>14,423</td>
<td>510,586</td>
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<tr>
<td>Janus Fund</td>
<td>14,703</td>
<td>494,767</td>
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<tr>
<td>Nicholas Fund</td>
<td>5,134</td>
<td>440,559</td>
</tr>
<tr>
<td>Brandywine Fund</td>
<td>9,083</td>
<td>275,043</td>
</tr>
<tr>
<td>Investment in common stock of TCF Financial Corporation*</td>
<td>105,854</td>
<td>2,560,397</td>
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<tr>
<td>Loans to participants (6.25% to 9% interest rate)</td>
<td>N/A</td>
<td>16,360</td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>N/A</td>
<td>71,286</td>
</tr>
</tbody>
</table>

5,424,897 $11,827,430

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SCHEDULE 2

401(k) PLAN OF THE EMPLOYEES OF
STANDARD FEDERAL BANK FOR SAVINGS

Item 27d--Schedule of Reportable Transactions

Year ended December 31, 1998

<table>
<thead>
<tr>
<th>Identity of Party Involved</th>
<th>Description of Asset</th>
<th>Purchase Price</th>
<th>Proceeds/Selling Price</th>
<th>Gain/(Loss)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CATEGORY (i)--SINGLE TRANSACTIONS IN EXCESS OF 5% OF THE CURRENT VALUE OF PLAN ASSETS AT JANUARY 1</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fidelity Growth and Income Portfolio Fund</td>
<td>Mutual fund</td>
<td>$ --</td>
<td>1,107,745</td>
<td>(165,583)</td>
</tr>
<tr>
<td>Harris Insight Money Market Institutional #23 (2)</td>
<td>Money market</td>
<td>1,814,518</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td>Harris Insight Money Market Institutional #23 (2)</td>
<td>Money market</td>
<td>--</td>
<td>3,623,657</td>
<td>--</td>
</tr>
<tr>
<td>Harris Insight Money Market Institutional #23 (2)</td>
<td>Money market</td>
<td>--</td>
<td>1,227,251</td>
<td>--</td>
</tr>
<tr>
<td>Harris Insight Money Market Institutional #23 (2)</td>
<td>Money market</td>
<td>1,167,028</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td><strong>CATEGORY (iii)--A SERIES OF TRANSACTIONS IN EXCESS OF 5% OF THE CURRENT VALUE OF PLAN ASSETS AT JANUARY 1</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fidelity Growth and Income Portfolio Fund</td>
<td>Mutual fund:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>26 purchases</td>
<td>667,293</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td></td>
<td>12 sales</td>
<td>--</td>
<td>2,135,900</td>
<td>(145,807)</td>
</tr>
<tr>
<td>Fidelity U.S. Government Reserves Fund</td>
<td>Mutual fund:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>32 purchases</td>
<td>1,020,288</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td></td>
<td>28 sales</td>
<td>--</td>
<td>3,186,505</td>
<td>(10)</td>
</tr>
<tr>
<td>Harris Insight Money Market Institutional #23 (2)</td>
<td>Money market:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>58 purchases</td>
<td>8,698,508</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td></td>
<td>49 sales</td>
<td>--</td>
<td>8,623,971</td>
<td>--</td>
</tr>
<tr>
<td>TCF Financial Corporation (1)</td>
<td>Common stock:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>18 purchases</td>
<td>129,749</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td></td>
<td>24 sales</td>
<td>--</td>
<td>1,437,681</td>
<td>(417,631)</td>
</tr>
</tbody>
</table>

(1) Party-in-interest
(2) Represents money market investments included as cash and cash equivalents.

See accompanying independent auditors' report.