Checklist of Attached Information

☐ Format of Submission
   ☑ Interagency Bank Merger Act Application
   ☑ Business Combination Application—Streamlined
   ☑ Complete paper submission or ☐ combination paper and 3 ½ inch diskette submission. If the latter, the following should also be included: (1) a 3 ½ inch diskette; (2) a cover letter identifying the filer, the filing, the filename on the diskette, and the word processing program used; and (3) any original page(s) of the application or attachments requiring signatures.
   ☑ Copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board of directors’ resolutions related to the transaction, and (c) interim charter’s Articles of Association, names of organizers, and related documents, if applicable.
   ☑ Request for confidentiality, if applicable
   ☐ Other corporate requests
   ☑ Filing fee

Specific Information for Streamlined Application (as appropriate)
A. ☑ Authority for Filing Streamlined Submission
B. ☑ Business Combination Application—Streamlined
   ☑ List of branches that require branch authorization
C. ☑ CRA Commitments
D. ☑ Merger Screen

Specific Information For Standard Interagency Bank Merger Application (as appropriate)
A. ☐ Interagency Bank Merger Act Application
   ☐ Financial Information
      ☑ Pro Forma Balance Sheet
      ☑ Projected Combined Statement of Income
      ☑ Pro Forma and Projected Regulatory Capital Schedule
   ☑ List of Directors and Senior Executive Officers of the Resultant Institution
   ☑ List of Branches that Require Branch Authorization
B. ☐ CRA Commitments
C. ☐ Merger Screen

Desired Action Date
I/we desire OCC action on this application no later than May 5, 2000. I hereby certify that the bank’s board of directors, by resolution, has authorized the filing of this application, and that to the best of my knowledge, it contains no misrepresentations or omissions of material facts. In addition, I agree to notify the OC if the facts described in the filing materially change prior to receiving a decision.
Checklist Questions

Community Reinvestment Commitments

An applicant completing either the Interagency Bank Merger Act Application or the Business Combination Application—Streamlined must respond to the following two questions and, if applicable, provide the requested information.

1. Have any of the combining institutions entered into commitments with community organizations, civic associations, or similar entities to provide banking services to the community?

See Confidential Section.

2. Will the resulting bank assume all the commitments described in the previous question?  
Yes ☐ No ☐

See Confidential Section.

Competitive Factors - Removal from Expedited Processing

Although an application may initially qualify for expedited processing, it could be removed from expedited processing if there are competitive issues that warrant additional review. Each application that submits a Competitive Analysis for an unaffiliated business combination must answer the following questions:

1. Does the HHI for any relevant banking market increase by more than 200 points with a post acquisition HHI of at least 1800?  
Yes ☐ No ☑

2. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resulting bank have greater than 35 percent of the deposits in a relevant market?  
Yes ☐ No ☐

A yes answer for either question indicates the application will be removed from expedited processing for additional competitive review.
Business Combination Application—Streamlined

Background

The OCC has an expedited review process available to national banks that meet the definition of an “eligible bank” under the 12 CFR 5.3(g). For this purpose, an “eligible bank” is a national bank that meets the following criteria: (1) It is ‘well capitalized” as defined in 12 CFR 6.4(b)(1);(2) it has a composite rating of 1 or 2 under the Uniform Financial Institutions Rating System (CAMELS); (3) it has a CRA rating of “Outstanding” or Satisfactory;” and (4) it is not subject to a cease and desist order, consent order, formal written agreement, or prompt corrective action directive. An “eligible depository institution” is a state bank or federal or state thrift that meets the same criteria. Applications that meet the expedited review criteria can qualify for streamlined submission, instead of the interagency submission.

Each applicant will file the Interagency Bank Merger Act Application unless it qualifies for a streamlined submission. An applicant may qualify to submit a streamlined business combination application, if the transaction is a “business reorganization” or a “qualifying business combination.”

A business organization means:

(i) a business combination between eligible banks, or between an eligible bank and an eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the date of the combination; or

(ii) a business combination between and eligible bank chartered in a transaction in which a person or group of persons exchanges its shares of the eligible bank for those of a newly formed holding company and receives after the transaction substantially the same proportional share interest in the holding company as it is held in the eligible bank (except for changes in interests resulting from the exercise of dissenters’ rights), and the reorganization involves not other transactions involving the bank.

A “qualifying business combination” is a transaction in which:

(i) At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resulting national bank will be well capitalized immediately following consummation of the transaction, and the combined total assets of the target institution are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution’s Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application;¹

(ii) The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resulting bank will be well capitalized immediately following the consummation of the transaction, and the total assets acquired do not exceed 10 percent of the total assets of the acquiring national bank, as reported in each institution’s Consolidated Report of Condition and Income filed the quarter immediately preceding the filing of the application.

Authority for Filing Streamlined Submission

Check the following boxes to certify the appropriateness of a streamlined submission. [NOTE: One or more boxes must be checked to qualify for a streamlined submission. Otherwise, a complete “Interagency Bank Merger Act Application” is required.]

☐ 1. The transaction is a business combination between eligible banks, or between an eligible bank and eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the date of the combination.

☐ 2. The transaction is a business combination between an eligible bank and an interim bank chartered in a transaction in which a person or a group of persons exchanges its shares of the eligible bank for shares of the newly formed holding company and receives after the transaction

¹ Use of a streamlined application under this standard (ii) is not available for a transaction that exceeds the size test in the immediately preceding standard (i).
1. Substantially the same proportional share interest in the holding company as it held in the eligible bank (except for changes in interests resulting from the exercise of dissenters' rights), and the reorganization involves no other transactions involving the bank.

☐ 3. At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resulting national bank will be well capitalized immediately following consummation of the transaction, and the combined total assets of the target institution are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

☐ 4. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resulting national bank will be well capitalized immediately following consummation of the transaction, and the applicants in a prefiling communication request and obtain approval from the appropriate district office to use the streamlined application.²

☐ 5. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resulting bank will be well capitalized immediately following the consummation of the transaction, and the total assets acquired do not exceed 10 percent of the total assets of the acquiring national bank, as reported in each institution's Consolidated Report of Condition and Income filed the quarter immediately preceding the filing of the application.

If one or more boxes were checked, the applicant should proceed to complete this application. Otherwise, the applicant must complete the Interagency Bank Merger Application.

General Information and Instructions

Preparation and Use
This application is used for a merger, consolidation, or other combining transaction between nonaffiliated parties and to effect a corporate reorganization between affiliated parties (affiliate transactions).

An affiliate transaction refers to a merger, consolidation, or other combination, or transfer of any deposit liabilities between depository institutions that are controlled or that will be controlled by the same holding company. It includes a business combination between a depository institution and an affiliated interim institution. Applicants proposing affiliate transactions are not required to complete questions 9 through 11 of this form.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," or "unknown," so state. Answers of "unknown" should be explained. The questions in the application are not intended to limit the applicant's presentation nor to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. Supporting information for all relevant factors, setting forth the basis for applicant's conclusions, should accompany the application. The OCC may request additional information. Provide the approximate approval date needed to consummate the transaction.

For additional information on the processing procedures and guidelines and any supplemental information that may be required, please refer to the appropriate regulatory agency's procedural guidelines (i.e., Comptroller's Corporate Manual, the FDIC's Rules and Regulations [12 CFR 303] and the Statement of Policy on the Bank Mergers Transactions, or the OTS' Application Processing Handbook) or contact the Agency directly for specific instruction.

Insurance Fund Conversions and Oakar Transactions
With the prior approval of the FDIC, Section 5(d)(2) of the FDIA (12 USC 1815(d)(2)) allows an insured depository to convert from a Bank Insurance Fund (BIF) or Savings Association Fund (SAIF) member or from SAIF to a BIF member. Insurance fund exit and entry fees apply.

Section 5(d)(3) of the FDIA (12 USC 1815(d)(3)), pertaining to Oakar transactions, permits a direct merger or a purchase and assumption transaction by which a member of BIF or SAIF assumes deposits

² Approval of the use of the streamlined process by the district office under standard 4 may not be used for a transaction that exceeds the size test in standard 3.
insured by the other insurance fund subject to the satisfaction of certain conditions. If applying for approval of a transaction covered by either section 5(d)(2) or 5(d)(3), check the appropriate box on page 1 of this form.

**Interim Charters and Federal Deposit Insurance**

An interim state or federal depository institution charter may be used to facilitate a merger or consolidation. An interim institution is one that does not operate independently, but exists, usually for a short period of time, solely as vehicle to accomplish a combination (for example, to facilitate the acquisition of 100 percent of the voting shares of an existing depository institution). The processing procedures and guidelines for chartering an interim institution may be found in the guidelines for the appropriate regulatory agency.

Applicants should contact the FDIC to discuss relevant deposit insurance requirements. An application for deposit insurance is not required for a merger between a federally chartered interim institution and an existing FDIC-insured depository institution, including those instances in which the resulting institution will operate under the charter of the federal interim. However, an application for deposit insurance is required if state-chartered interim bank or savings association will be insured. Mergers between an FDIC-insured institution and a noninsured-institution are subject to FDIC approval under section 18(c)(1) of the FDIA (12 USC 1828(c)(1)).

In making a determination to grant deposit insurance under 5(a) of the FDIA (12 USC 1815(a)), the FDIC will consider the factors enumerated in section 6 of the FDIA (12USC 1816). If applying for deposit insurance under section 5(a), check the appropriate boxes on the top of page 1 of this form and include with this application any additional information.

**Establishment of Branches and Branch Closings**

This business combination application will be deemed to constitute an application pursuant to 12 CFR 5.30 and 12 USC 36 to establish and maintain the branches listed in the application. If the branch is closed as a result of a merger, consolidation, or other combination, refer to the Interagency Policy Statement on Branch Closings dated and applicable law for branch closure notice requirements (12USC 1831r-1). The Joint Agency Policy Statement on Branch Closings can be found in the Appendix of the Branch Closings booklet.

**Notice of Publication**

An applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (see, as appropriate, 12 USC 1828(c)(3), USC 215a, 12 CFR 5.33(f) or 5.8)

**Confidentiality**

In general, requests for confidential treatment of specific portions of the application must be submitted in writing concurrently with the application and must discuss the justification for the requested treatment. Applicant's reasons for requesting confidentiality should specifically demonstrate the harm (e.g. to its competitive position, invasion of privacy) that would result from the public release of information (5 USC 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." Applicant should follow the same procedure for a request for confidential treatment in the subsequent filing of the supplemental information application.

An applicant should contact the OCC for specific instructions on requests for confidential treatment. The appropriate regulatory agency will determine whether the information submitted as confidential will be so regarded and will advise the applicant of any decision to make available to the public information labeled as "Confidential."
BUSINESS COMBINATION APPLICATION—STREAMLINED

Check all that apply:

<table>
<thead>
<tr>
<th>Type of Filing</th>
<th>Form of Transaction</th>
<th>Filed Pursuant To</th>
</tr>
</thead>
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<td>□ Merger</td>
<td>□ Section 18(c), FDIA</td>
</tr>
<tr>
<td>□ Combination with Interim Depository Institution</td>
<td>□ Consolidation</td>
<td>□ Section 5(d)(2), FDIA</td>
</tr>
<tr>
<td>X Nonaffiliate Combination</td>
<td>X Purchase and Assumption</td>
<td>X Section 5(d)(3), FDIA</td>
</tr>
<tr>
<td>□ Other</td>
<td>□ Purchase of Assets Only</td>
<td>□ 12 USC 215, 215a</td>
</tr>
<tr>
<td></td>
<td></td>
<td>□ 12 CFR 5.33</td>
</tr>
</tbody>
</table>

Applicant Depository Institution

TCF National Bank Minnesota *
Name
801 Marquette Avenue
Street
Minneapolis Minnesota 55402
City State ZIP Code

Target Institution

M&I Bank FSB
Name
3800 Howard Hughes Parkway, Suite 1560
Street
Las Vegas Nevada 89109
City State ZIP Code

Resultant Institution (if different than Applicant)
Not Applicable

Contact Person

Gloria Karsky Vice President – TCF National Bank Minnesota
Name Title/Employer
801 Marquette Avenue
Street
Minneapolis Minnesota 55402
City State ZIP Code
(612) 475-7058 (612) 475-7969
Telephone Number Fax Number

* TCF National Bank Illinois, a national bank affiliate of TCF National Bank Minnesota ("TCF Minnesota"), is the actual party to the Branch Sale Agreement. TCF Minnesota is submitting this application on behalf of TCF Illinois since TCF Illinois is expected to merge with and into TCF Minnesota (the "Merger") effective April 1, 2000, with TCF Minnesota as the surviving entity. TCF Minnesota will simultaneously change its name to TCF National Bank as of the effective time of the Merger. As a result, all branches of TCF Illinois located in Illinois will become branches of TCF National Bank, formerly TCF Minnesota. The purchase and assumption transaction which is the subject of this application, is subject to and will not occur until after the Merger. Throughout this application, the information being furnished relates to either TCF National Bank Illinois or TCF Minnesota, as applicable.
BUSINESS COMBINATION APPLICATION—STREAMLINED

1. Are there any material aspects of the transaction (e.g., financing arrangements) that are not reflected in the agreement, or are there any features (e.g., structure and significant terms and conditions) that are not customary or usual in the agreement?

   Yes ☐ No ☒

   If the answer is yes, explain.

2. Are there any issues regarding the permissibility under applicable state or federal laws or regulations of the proposed transaction (e.g., nonbank activities, branching, qualified thrift lender’s test)?

   Yes ☐ No ☒

   If the answer is yes, describe the issues.

3. Will the applicant or resultant institution retain any nonconforming or impermissible assets or activities?

   Yes ☐ No ☒

   If the answer is yes, describe them, including the method of and anticipated time period for divestiture or disposal (do not discuss those that will be disposed of prior to consummation.)

4. Will there be any anticipated and significant changes in products or services, including fees associated with them that would result from the consummation of the proposed transaction?

   Yes ☐ No ☒

   If the answer is yes, list those changes. If any services or products will be discontinued or fees increased, describe and explain reasons.

5a. Will the proposed transaction affect the Community Reinvestment Act (CRA) statement or assessment area, as applicable, served by the applicant or resulting institution?

   Yes ☐ No ☒

   If the answer is yes, discuss the effect.

5b. At its most recent federal regulatory examination, did any of the combining institutions receive a CRA rating of "needs to improve" or "substantial noncompliance" institution-wide, or where applicable in a state or a multi-state MSA, or receive an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the acquiring bank is expanding as a result of the consolidation?

   See confidential section.

6. Is the transaction subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994?

   Yes ☐ No ☒

   If the answer is yes, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

7. Will any banking offices: (a) be established or retained as branches, including the main office, and branches of the target institution; (b) be approved, but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s); (c) be existing branches that will be closed as a result of the proposal and indicate the effect on the branch customers served; and, (d) be retained as branches in the applicant’s original home state in the event the applicant is relocating its main office to another state.

   Yes ☒ No ☐

   If the answer is yes, provide the popular name, street address, city, county, state, and ZIP Code for each location.

   Green Bay Road Branch, 927 Green Bay Road, Waukegan, Lake County, Illinois 60085

A nonaffiliate transaction also must complete items 8 through 10.

8. Will the proposed transaction have an adverse effect on existing competition in the relevant geographic market(s) where applicant and target institution operate? Applicant should contact the appropriate regulatory agency for specific instructions to complete the competitive analysis.

   Yes ☒ No ☐

   If the answer is yes, discuss the effect.
BUSINESS COMBINATION APPLICATION—STREAMLINED

9. Will the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?

Yes [X]  No [☐]

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

10. Will any management interlocking relationships (12 USC 3201-3208) exist following consummation?

Yes [☐]  No [X]

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock with regard to relevant laws and regulations.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

Signed this 20 day of March, 2000.

TCF National Bank Minnesota
(Applicant)

Lynn A. Nagorske
(Typed Name)

Chairman
(Title)

M&I Bank FSB
(Target)

T.J. O’Neill
(Typed Name)

President
(Title)

BY
(Signature of Authorized Officer)

3 The Target has joined in this application with Applicant solely for the purpose of supporting regulatory requirements with respect to the proposed sale of the Branch Office to Applicant which is the subject of this application. The Target makes no representation regarding the veracity, adequacy, or completeness of the information contained in this application or in any other information, documents, or materials submitted by Applicant in conjunction therewith. The Target expressly disclaims any representation regarding Applicant, or the operations or financial condition of Applicant, prior to or subsequent to the transaction which is the subject of this application.

4 In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.
Branches Requiring Authorization

List all the branches and other facilities meeting the definition of a branch of the resulting bank that will need authorization when the merger is consummated, i.e., those that are not currently a branch of a national bank. This normally will include all branches of the target(s) when it is not a national bank. It will also include the main office of any merging institution, including a national bank, that will become a branch of the resulting bank. The address should include the street name and number, city, county, state, and ZIP Code. In certain transactions, an acquiring institution may not be permitted to acquire, or may not seek to retain, certain branches of the target institution. If applicable, list those branches of the target national bank that will not be retained by the acquiring institution.

Operating Branches

<table>
<thead>
<tr>
<th>Popular Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Green Bay Road</td>
<td>927 Green Bay Road, Waukegan, Illinois, 60085</td>
</tr>
</tbody>
</table>

Unopened Branches

List all the approved, but unopened branches of the target institution(s) that the resulting bank plans to open. The OCC policy for the national banks is that branches not opened within 18 months of the preliminary approval will require a new application. If not approved by the OCC, copies of both the state and either FDIC or FRB, or OTS if the target is a thrift, as appropriate, approval letters are needed.

Approved, but Unopened Branches

<table>
<thead>
<tr>
<th>Popular Name</th>
<th>Address</th>
<th>Date(s) Approved</th>
</tr>
</thead>
</table>
Bank Merger Screen

PART A

A.1. **List areas.** If the officers of both\(^5\) merging institutions\(^6\) are located in any of the following, list each such area. If none, check the box and do not complete the merger screen.

   a. Federal Reserve Market (contact the relevant Federal Reserve Bank for information on defined markets).

   b. Ranally Metropolitan Area (RMA), if no Federal Reserve market exists.

   c. County, not within any Federal Reserve market or RMA.

<table>
<thead>
<tr>
<th>Area</th>
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<tbody>
<tr>
<td>Chicago*</td>
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<td>☐ FFB Market</td>
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<tr>
<td>__________</td>
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</tbody>
</table>

* This information takes into account the offices of TCF National Bank Illinois, which currently has offices in the Chicago FFB Market. (See Note explanation on front page of this application.)

A.2. **Calculate HHIs.** For each area listed under item A.1., prepare an HHI worksheet (see next page) covering all banks and thrifts in the area. Follow the instructions accompanying the worksheet (including thrifts at 50 percent as explained in the instructions) to calculate the pre-merger and post-merger HHI’s and HHI increase. Prepare as many worksheets as market areas are listed in Item A.1.

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\(^5\) This document was written to apply to a situation that involved only two institutions. In a transaction involving more than two institutions, treat each reference to “both” or “two” institutions as if it referred to “two or more” institutions.

\(^6\) Including their affiliates. All subsequent references to “institutions” include all affiliates.
Secretary’s Certifications
The following resolutions were approved by Written Action dated March 20, 2000.

WHEREAS, TCF National Bank Illinois has entered into a Branch Sale Agreement (the "Agreement"), a copy of which is attached hereto, to acquire rights and obligations with respect to the Waukegan, Illinois branch office of M&I Bank FSB ("M & I") (the "Transaction"); and

WHEREAS, the Transaction also includes the transfer of deposits and loans from M&I, as well as the transfer of in-branch ATM's, and furniture, fixtures, and equipment relating to the branch; and

WHEREAS, it is expected that TCF National Bank Illinois will merge its charter with and into this Bank (the "Merger") effective prior to the consummation of the Transaction and that this Bank will simultaneously change its name to TCF National Bank, resulting in the branches of TCF National Bank Illinois becoming branches of TCF National Bank; and

WHEREAS, management desires to facilitate the processing of the application for approval of the Transaction by the office of the Comptroller of the Currency by submitting the application prior to the Merger;

NOW, THEREFORE, BE IT HEREBY

RESOLVED, that this Board hereby ratifies the Branch Sale Agreement with M&I on such terms and conditions as contained in the Agreement attached hereto as Exhibit A; and

FURTHER RESOLVED, that this Board hereby authorizes and directs the appropriate officers of this Bank to execute and file with the appropriate regulatory authorities such notices or other filings as management determines to be appropriate in connection with these transactions on behalf of this Bank, including, but not limited to, regulatory filings with the Office of Comptroller of the Currency ("OCC") or any other regulatory agencies as they deem necessary; and

FURTHER RESOLVED, that this Board also hereby authorizes and directs the appropriate officers of this Bank to file with the OCC applications for the establishment of a domestic branch office located at 927 Green Bay Road, Waukegan, Illinois 60085;
I, Joseph T. Green, Secretary of TCF National Bank Minnesota do hereby certify that the foregoing is a true and correct copy of a Written Consent of the Board of Directors of TCF National Bank Minnesota dated March 20, 2000 and that the minutes have not been modified or rescinded as of the date hereof.

(D corporate Seal)

Dated: March 21, 2000

Joseph T. Green
M&I BANK FSB
CERTIFICATION OF RESOLUTION

I hereby certify that I am the Assistant Secretary of M&I Bank FSB and that I have been appointed and am presently serving in that capacity in accordance with the By-Laws of the Bank.

I further certify that at a meeting of the Board of Directors of the Bank called and convened on February 28, 2000, the attached resolutions were duly adopted by a majority of the Board of Directors, and that these resolutions are in full force and effect as of this date.


[Signature]
V. L. Strobel, Assistant Secretary
M&I Bank FSB
Branch Sale Resolution

WHEREAS, The Board of Directors has determined that the best interest of this Bank will be served by selling the assets and transferring the liabilities of this Bank’s offices located at 4900 West 87th Street, Burbank, Illinois 60459 and 7151 West 159th Street, Tinley Park, Illinois 60477 to Mid America Bank FSB; and 927 North Green Bay Road, Waukegan, Illinois 60085 to TCF National Bank Illinois;

THEREFORE, BE IT RESOLVED, that the President or any Vice President is authorized to negotiate, execute and deliver any agreements, certificates and other documents, and to take any other actions, as may be necessary or appropriate to consummate the branch sales; and that any and all actions previously taken by these officers in connection with the branch sales are hereby ratified and approved; and

FURTHER RESOLVED, that the President or any Vice President is authorized to execute and deliver to the appropriate regulatory authorities any applications required under applicable law to effect the branch sales; that any resolutions required by these authorities relating to the applications are approved and adopted; and that the President or any Vice President is authorized to certify that such resolutions were duly adopted at this meeting.
NOTICE

Notice is hereby given that application has been made to the Comptroller of the Currency, Midwestern District Office, 2345 Grand Boulevard, Suite 700, Kansas City, Missouri, for consent to purchase the assets and assume the liabilities of M & I Bank FSB, Las Vegas, Nevada 89109 by TCF National Bank Minnesota, Minneapolis, Minnesota 55402. It is contemplated that the main offices and branch offices of the above-named banks will continue to operate. The branch being purchased is commonly known as the Green Bay Road branch and is located at 927 Green Bay Road, Waukegan, Illinois 60085. This notice is published pursuant to 12 USC 1828(c) and 12 CFR 5. This notice will appear three times at approximately two-week intervals over a 30-day period beginning March 21, 2000 and ending April 20, 2000. Any person desiring to comment on this application may do so by submitting written comments within 30-days of the date of the first publication of this notice to: Licensing Manager, Office of Comptroller of the Currency, 2345 Grand Boulevard, Suite 700, Kansas City, Missouri 64108. The public file is available for inspection in that office during regular business hours. Written requests for a copy of the public file on the application should be sent to the licensing manager.

March 21, 2000 M & I Bank FSB
3800 Howard Hughes Parkway
Suite 1560
Las Vegas, Nevada 89109

TCF National Bank Minnesota
801 Marquette Avenue
Minneapolis
Minnesota 55402