Section 1: 10-Q (10-Q)

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

FORM 10-Q

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

For the quarterly period ended
June 30, 2011

or

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

Commission File Number: 001-10253

TCF FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**41-1591444**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

200 Lake Street East, Mail Code EX0-03-A,
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 [X] 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 [X] 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	[X]	Accelerated filer	[ ]
Non-accelerated filer	[ ] (Do not check if a 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 [X]

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

Class	Outstanding at July 21, 2011
Common Stock, $.01 par value	159,642,016 shares

TCF FINANCIAL CORPORATION AND SUBSIDIARIES

INDEX

PART 1 - FINANCIAL INFORMATION
Item 1. Financial Statements
TCF FINANCIAL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Financial Condition

(Dollars in thousands, except per-share data)	At June 30, 2011	At December 31, 2010
	(Unaudited)	
Assets		
Cash and due from banks	$ 752,504	$ 663,901
Investments	161,830	179,768
Securities available for sale	2,463,367	1,931,174
Loans and leases:		
Consumer real estate and other	7,055,750	7,195,269
Commercial	3,614,395	3,646,203
Leasing and equipment finance	3,055,878	3,154,478
Inventory finance	905,922	792,354
Total loans and leases	14,631,945	14,788,304
Allowance for loan and lease losses	(255,472)	(265,819)
Net loans and leases	14,376,473	14,522,485
Premises and equipment, net	439,884	443,768
Goodwill	152,599	152,599
Other assets	487,786	571,330
Total assets	$ 18,834,443	$ 18,465,025
Liabilities and Equity		
Deposits:		
Checking	$ 4,496,756	$ 4,530,064
Savings	5,715,126	5,390,802
Money market	643,706	635,922
Certificates of deposit	1,083,888	1,028,327
Total deposits	11,939,476	11,585,115
Short-term borrowings	9,514	126,790
Long-term borrowings	4,415,362	4,858,821
Total borrowings	4,424,876	4,985,611
Accrued expenses and other liabilities	700,446	414,136
Total liabilities	17,064,798	16,984,862
Equity:		
Preferred stock, par value $.01 per share, 30,000,000 shares authorized; none issued and outstanding	-	-
Common stock, par value $.01 per share, 280,000,000 shares authorized; 159,664,604 and 142,965,012 shares issued	1,597	1,430
Additional paid-in capital	702,192	459,884
Retained earnings, subject to certain restrictions	1,109,541	1,064,978
Accumulated other comprehensive loss	(23,823)	(31,514)
Treasury stock at cost, 45,504 and 51,160 shares, and other	(33,242)	(23,115)
Total TCF Financial Corporation stockholders’ equity	1,756,265	1,471,663

Non-controlling interest in subsidiaries	13,380	8,500
Total equity	1,769,645	1,480,163
Total liabilities and equity	$ 18,834,443	$ 18,465,025

See accompanying notes to consolidated financial statements.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands, except per-share data)	2011	2010	2011	2010
Interest income:				
Loans and leases	$ 213,823	$ 221,913	$ 428,496	$ 443,177
Securities available for sale	20,639	21,065	40,068	42,472
Investments and other	1,836	1,236	3,637	2,377
Total interest income	236,298	244,214	472,201	488,026
Interest expense:				
Deposits	11,430	16,281	23,434	33,885
Borrowings	48,718	51,434	98,577	102,980
Total interest expense	60,148	67,715	122,011	136,865
Net interest income	176,150	176,499	350,190	351,161
Provision for credit losses	44,005	49,013	89,279	99,504
Net interest income after provision for credit losses	132,145	127,486	260,911	251,657
Non-interest income:				
Fees and service charges	56,396	77,845	109,909	144,017
Card revenue	28,219	28,591	54,803	55,663
ATM revenue	7,091	7,844	13,796	14,866
Subtotal	91,706	114,280	178,508	214,546
Leasing and equipment finance	22,279	20,528	49,029	40,880
Other	384	1,235	1,078	3,690
Fees and other revenue	114,369	136,043	228,615	259,116
Losses on securities	(227)	(137)	(227)	(567)
Total non-interest income	114,142	135,906	228,388	258,549
Non-interest expense:				
Compensation and employee benefits	89,997	86,983	180,270	175,208
Occupancy and equipment	30,783	31,311	62,942	63,492
FDIC insurance	7,542	5,219	14,737	10,700
Deposit account premiums	6,166	5,478	9,364	12,276
Advertising and marketing	3,479	3,734	6,639	6,554
Other	37,067	35,053	71,633	69,463
Subtotal	175,034	167,778	345,585	337,693
Foreclosed real estate and repossessed assets, net	12,617	8,756	25,485	18,016
Operating lease depreciation	7,859	9,812	15,787	19,852
Other credit costs, net	496	2,723	3,044	5,310
Total non-interest expense	196,006	189,069	389,901	380,871
Income before income tax expense	50,281	74,323	99,398	129,335
Income tax expense	18,758	28,112	37,200	48,902

Income after income tax expense	31,523	46,211	62,198	80,433
Income attributable to non-controlling interest	1,686	1,186	2,675	1,487
Net income available to common stockholders	$ 29,837	$ 45,025	$ 59,523	$ 78,946
Net income per common share:				
Basic	$ .19	$ .32	$ .39	$ .58
Diluted	$ .19	$ .32	$ .39	$ .58
Dividends declared per common share	$ .05	$ .05	$ .10	$ .10

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 Common Shares Issued	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock and Other	Total	Non-controlling Interests	Total Equity
Balance, December 31, 2009	130,339,500	$ 1,303	$ 297,429	$ 946,002	$ (18,545)	$ (50,827)	$1,175,362	$ 4,393	$1,179,755
Comprehensive income:									
Income after income tax expense	-	-	-	78,946	-	-	78,946	1,487	80,433
Other comprehensive income	-	-	-	-	43,591	-	43,591	-	43,591
Comprehensive income	-	-	-	78,946	43,591	-	122,537	1,487	124,024
Public offering of common stock	12,322,250	124	164,443	-	-	-	164,567	-	164,567
Investment by non-controlling interest	-	-	-	-	-	-	-	5,723	5,723
Dividends on common stock	-	-	-	(13,472)	-	-	(13,472)	-	(13,472)
Grants of restricted stock, 309,913 shares	-	-	(8,025)	-	-	8,025	-	-	-
Treasury shares sold to TCF employee benefit plans, 640,271 shares	-	-	(6,727)	-	-	16,580	9,853	-	9,853
Cancellation of shares of restricted stock	(10,250)	-	(145)	21	-	-	(124)		(124)
Cancellation of common shares for tax withholding	(103,936)	(2)	(1,430)	-	-	-	(1,432)	-	(1,432)
Amortization of stock compensation	-	-	4,751	-	-	-	4,751	-	4,751
Stock compensation tax benefits	-	-	891	-	-	-	891	-	891

Change in shares held in trust for deferred compensation plans, at cost	-	-	253	-	-	(253)	-	-	-
Balance, June 30, 2010	142,547,564	$ 1,425	$ 451,440	$1,011,497	$ 25,046	$ (26,475)	$1,462,933	$ 11,603	$1,474,536
Balance, December 31, 2010	142,965,012	$ 1,430	$ 459,884	$1,064,978	$ (31,514)	$ (23,115)	$1,471,663	$ 8,500	$1,480,163
Comprehensive income:									
Income after income tax expense	-	-	-	59,523	-	-	59,523	2,675	62,198
Other comprehensive income	-	-	-	-	7,691	-	7,691	-	7,691
Comprehensive income	-	-	-	59,523	7,691	-	67,214	2,675	69,889
Public offering of common stock	15,081,968	151	219,515	-	-	-	219,666	-	219,666
Investment by non-controlling interest	-	-	-	-	-	-	-	2,205	2,205
Dividends on common stock	-	-	-	(14,975)	-	-	(14,975)	-	(14,975)
Grants of restricted stock, 1,193,656 shares	1,188,000	12	(158)	-	-	146	-	-	-
Common shares purchased by TCF employee benefit plans	641,799	7	9,907	-	-	-	9,914	-	9,914
Cancellation of shares of restricted stock	(27,850)	-	(177)	15	-	-	(162)		(162)
Cancellation of common shares for tax withholding	(184,325)	(3)	(2,788)	-	-	-	(2,791)	-	(2,791)
Amortization of stock compensation	-	-	5,259	-	-	-	5,259	-	5,259
Stock compensation tax benefits	-	-	477	-	-	-	477	-	477
Change in shares held in trust for deferred compensation plans, at cost	-	-	10,273	-	-	(10,273)	-	-	-
Balance, June 30, 2011	159,664,604	$ 1,597	$ 702,192	$1,109,541	$ (23,823)	$ (33,242)	$1,756,265	$ 13,380	$1,769,645

See accompanying notes to consolidated financial statements.

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

Six Months Ended

(In thousands)	June 30, 2011	June 30, 2010
Cash flows from operating activities:		
Net income	$ 59,523	$ 78,946
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	89,279	99,504
Depreciation and amortization	40,272	44,380
Net increase in other assets and accrued expenses and other liabilities	79,305	24,772
Other, net	6,042	5,008
Total adjustments	214,898	173,664
Net cash provided by operating activities	274,421	252,610
Cash flows from investing activities:		
Principal collected on loans and leases, net of loan originations and purchases	291,226	94,256
Purchases of equipment for lease financing	(417,862)	(381,130)
Proceeds from sales of loans and leases	54,957	-
Purchases of securities available for sale	(512,762)	(91,397)
Proceeds from maturities of and principal collected on securities available for sale	264,125	127,868
Purchases of Federal Home Loan Bank stock	(4,439)	(2,225)
Redemption of Federal Home Loan Bank stock	22,250	11,135
Proceeds from sales of real estate owned	56,698	51,494
Purchases of premises and equipment	(15,602)	(19,407)
Other, net	18,359	15,089
Net cash used by investing activities	(243,050)	(194,317)
Cash flows from financing activities:		
Net increase (decrease) in deposits	354,361	(45,276)
Net decrease in short-term borrowings	(117,276)	(229,799)
Proceeds from long-term borrowings	1,345	154,745
Payments on long-term borrowings	(402,884)	(21,954)
Net proceeds from public offering of common stock	219,666	164,567
Net investment by non-controlling interest	2,205	5,723
Dividends paid on common stock	(14,975)	(13,472)
Common stock sold to TCF employee benefit plans	9,914	-
Treasury shares sold to TCF employee benefit plans	-	9,853
Other, net	4,876	5,868
Net cash provided by financing activities	57,232	30,255
Net increase in cash and due from banks	88,603	88,548
Cash and due from banks at beginning of period	663,901	299,127
Cash and due from banks at end of period	$ 752,504	$ 387,675
Supplemental disclosures of cash flow information:		
Cash paid for:		
Interest on deposits and borrowings	$ 118,117	$ 131,088
Income taxes	$ 519	$ 36,332
Transfer of loans and leases to other assets	$ 93,100	$ 97,287

See accompanying notes to consolidated financial statements.

(1) Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all the information and notes necessary for complete financial statements in conformity with 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 most recent Annual Report on Form 10-K of TCF Financial Corporation ("TCF" or the "Company"), which contains the latest audited financial statements and notes thereto, together with Management's Discussion and Analysis of Financial Condition and Results of Operations as of December 31, 2010 and for the year then ended. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain reclassifications have been made to prior period financial statements to conform to the current period presentation. For Consolidated Statements of Cash Flow purposes, cash and cash equivalents include cash and due from banks.

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 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.

(2) Investments

The carrying values of investments consist of the following.

(In thousands)	At June 30, 2011	At December 31, 2010
Federal Home Loan Bank stock, at cost:		
Des Moines	$ 119,088	$ 136,899
Chicago	4,617	4,617
Subtotal	123,705	141,516
Federal Reserve Bank stock, at cost	30,694	30,684
Other	7,431	7,568
Total investments	$ 161,830	$ 179,768

The investments in Federal Home Loan Bank ("FHLB") stock are required investments related to TCF's current and previous borrowings from these banks. FHLBs obtain their funding primarily through issuance of consolidated obligations of the Federal Home Loan Bank system. The U.S. Government does not guarantee these obligations, and each of the 12 FHLBs are generally jointly and severally liable for repayment of each other's debt. Therefore, TCF's investments in these banks could be adversely impacted by the financial operations of the FHLBs and actions of their regulator, the Federal Housing Finance Agency. Other investments primarily consist of non-traded mortgage-backed securities and other bonds which qualify for investment credit under the Community Reinvestment Act.

During the second quarter and first six months of 2011, TCF recorded impairment charges of $16 thousand on other investments, which had a carrying value of $7.4 million at June 30, 2011. During the second quarter and first six months of 2010, TCF recorded impairment charges of $137 thousand and $241 thousand, respectively, on other investments, which had a carrying value of $7.7 million at June 30, 2010.

(3) Securities Available for Sale

Securities available for sale consist of the following.

	At June 30, 2011				At December 31, 2010			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Mortgage-backed securities:								
U.S. Government sponsored enterprises and federal agencies	$ 2,346,543	$ 26,409	$ 41,794	$ 2,331,158	$ 1,929,098	$ 16,579	$ 42,141	$ 1,903,536
Other	165	-	-	165	222	-	-	222
U.S. Treasury Bills	130,000	-	-	130,000	24,999	1	-	25,000
Other securities	2,400	-	356	2,044	2,610	-	194	2,416
Total	$ 2,479,108	$ 26,409	$ 42,150	$ 2,463,367	$ 1,956,929	$ 16,580	$ 42,335	$ 1,931,174
Weighted-average yield	3.62%				3.87%			

TCF recorded $211 thousand of impairment charges on other securities during the second quarter of 2011 and no impairment charges during the same 2010 period. TCF recorded impairment charges of $211 thousand and $326 thousand on other securities for the first six months of 2011 and 2010, respectively. The other securities had fair values of $2 million and $3.6 million at June 30, 2011 and 2010, respectively.

The following table shows the securities available for sale portfolio's gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position. Unrealized losses on securities available for sale are due to changes in interest rates, lower values for equity securities and not due to credit quality issues. TCF has the ability and intent to hold these investments until a recovery of fair value occurs.

	Less than 12 months		12 months or more		Total	
(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
At June 30, 2011:						
Mortgage-backed securities:						
U.S. Government sponsored enterprises and federal agencies	$ 1,137,144	$ 41,794	$ -	$ -	$ 1,137,144	$ 41,794
Other securities	1,843	356	-	-	1,843	356
Total	$ 1,138,987	$ 42,150	$ -	$ -	$ 1,138,987	$ 42,150
At December 31, 2010						
Mortgage-backed securities:						
U.S. Government sponsored enterprises and federal agencies	$ 988,753	$ 42,141	$ -	$ -	$ 988,753	$ 42,141
Other securities	2,216	194	-	-	2,216	194
Total	$ 990,969	$ 42,335	$ -	$ -	$ 990,969	$ 42,335

The amortized cost and fair value of securities available for sale at June 30, 2011, by contractual maturity, are shown below.

(In thousands)	Amortized Cost	Fair Value
Due in one year or less	$ 130,100	$ 130,100
Due in 1-5 years	199	207
Due in 5-10 years	194	200
Due after 10 years	2,346,415	2,331,017
No stated maturity	2,200	1,843

Total	$ 2,479,108	$ 2,463,367

(4) Loans and Leases

The following table sets forth information about loans and leases.

(Dollars in thousands)	At June 30, 2011	At December 31, 2010	Percentage Change
Consumer real estate and other:			
Consumer real estate:			
First mortgage lien	$ 4,833,744	$ 4,893,887	(1.2) %
Junior lien	2,184,496	2,262,194	(3.4)
Total consumer real estate	7,018,240	7,156,081	(1.9)
Other	37,510	39,188	(4.3)
Total consumer real estate and other	7,055,750	7,195,269	(1.9)
Commercial:			
Commercial real estate:			
Permanent	3,128,149	3,125,837	.1
Construction and development	181,713	202,379	(10.2)
Total commercial real estate	3,309,862	3,328,216	(.6)
Commercial business	304,533	317,987	(4.2)
Total commercial	3,614,395	3,646,203	(.9)
Leasing and equipment finance (1):			
Equipment finance loans	974,323	939,474	3.7
Lease financings:			
Direct financing leases	2,120,654	2,277,753	(6.9)
Sales-type leases	32,706	29,728	10.0
Lease residuals	105,643	109,555	(3.6)
Unearned income and deferred lease costs	(177,448)	(202,032)	(12.2)
Total lease financings	2,081,555	2,215,004	(6.0)
Total leasing and equipment finance	3,055,878	3,154,478	(3.1)
Inventory finance	905,922	792,354	14.3
Total loans and leases	$ 14,631,945	$ 14,788,304	(1.1) %

(1) Operating leases of $66.4 million at June 30, 2011 and $77.4 million at December 31, 2010 are included in other assets in the Consolidated Statements of Financial Condition.

For certain leases, TCF sells minimum lease payments to third-party financial institutions at fixed rates. For those transactions which achieve sale treatment, the related lease cash flow stream is not recognized on TCF's Statements of Financial Condition. During the three months ended June 30, 2011, TCF sold $18.2 million of minimum lease payments receivables, receiving cash of $18.5 million and recognizing a gain of $276 thousand. During the six months ended June 30, 2011, TCF sold $44.8 million of minimum lease payments receivables, receiving cash of $50.9 million and recognizing a gain of $6.1 million. The retained residual values related to 2011 sales reported within the Statements of Financial Condition at June 30, 2011 totaled $2.2 million. At June 30, 2011, TCF's lease residuals reported within the table above include $3.2 million related to sales of minimum lease payments receivables.

Acquired Loans and Leases Non-accretable discounts of $3.3 million and $4.2 million remained on previously purchased loan and lease portfolios at June 30, 2011 and December 31, 2010, respectively. In the future, if TCF is unable to collect the expected cash flows or reduces its expectations below the current level, an allowance for credit losses will be established on these acquired portfolios.

The excess of expected cash flows to be collected over the initial fair value of the acquired portfolios is referred to as the accretable yield and is accreted into interest income over the estimated life of the acquired portfolios using the effective yield method. The accretable yield is affected by changes in interest rate indices for variable-rate acquired portfolios, changes in prepayment assumptions and changes in the expected principal and interest payments over the estimated life of the loan. These loans and leases are classified as accruing and interest income continues to be recognized unless expected losses exceed the non-accretable discount.

Within the acquired loan and lease portfolios, there are certain loans which had experienced deterioration in credit quality at the time of acquisition. These loans had outstanding principal balances of $9.9 million and $13.7 million at June 30, 2011 and December 31, 2010, respectively. The non-accretable discount on loans acquired with deteriorated credit quality was $767 thousand and $769 thousand at June 30, 2011 and December 31, 2010, respectively. The remaining accretion to be recognized in income for these loans was $141 thousand at June 30, 2011 and $207 thousand at December 31, 2010. Accretion of $29 thousand and $34 thousand was recorded to income during the three months ended June 30, 2011 and June 30, 2010, respectively. Accretion of $66 thousand and $85 thousand was recorded to income during the six months ended June 30, 2011 and June 30, 2010, respectively.

(5) Allowance for Loan and Lease Losses and Credit Quality Information

Allowance for Loan and Lease Losses The following tables provide information regarding the allowance for loan and lease losses and other credit loss reserves.

(In thousands)	Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Inventory Finance	Total
	At or For the Three Months Ended June 30, 2011				
Allowance for loan and lease losses:					
Balance, at beginning of quarter	$ 175,573	$ 50,119	$ 26,272	$ 3,344	$ 255,308
Charge-offs	(40,236)	(3,030)	(4,855)	(336)	(48,457)
Recoveries	2,881	346	1,377	8	4,612
Net charge-offs	(37,355)	(2,684)	(3,478)	(328)	(43,845)
Provision for credit losses	38,919	3,348	1,817	(79)	44,005
Other	-	-	-	4	4
Balance, at end of quarter	177,137	50,783	24,611	2,941	255,472
Other credit loss reserves					
Reserves for unfunded commitments	1,155	1,068	-	-	2,223
Total credit loss reserves	$ 178,292	$ 51,851	$ 24,611	$ 2,941	$ 257,695

(In thousands)	Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Inventory Finance	Total
	At or For the Three Months Ended June 30, 2010				
Allowance for loan and lease losses:					
Balance, at beginning of quarter	$ 173,488	$ 41,420	$ 32,993	$ 2,529	$ 250,430
Charge-offs	(35,339)	(9,420)	(8,717)	(178)	(53,654)
Recoveries	4,270	277	1,203	104	5,854
Net charge-offs	(31,069)	(9,143)	(7,514)	(74)	(47,800)
Provision for credit losses	28,961	12,978	6,964	110	49,013
Balance, at end of quarter	171,380	45,255	32,443	2,565	251,643
Other credit loss reserves					
Reserves for unfunded commitments	1,368	3,213	-	-	4,581
Total credit loss reserves	$ 172,748	$ 48,468	$ 32,443	$ 2,565	$ 256,224

(In thousands)	At or For the Six Months Ended June 30, 2011 Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Inventory Finance	Total
Allowance for loan and lease losses:					
Balance, at beginning of year	$ 174,503	$ 62,478	$ 26,301	$ 2,537	$ 265,819
Charge-offs	(79,243)	(20,942)	(8,805)	(571)	(109,561)
Recoveries	6,851	480	2,538	35	9,904
Net charge-offs	(72,392)	(20,462)	(6,267)	(536)	(99,657)
Provision for credit losses	75,026	8,767	4,577	909	89,279
Other	-	-	-	31	31
Balance, at end of period	177,137	50,783	24,611	2,941	255,472
Other credit loss reserves					
Reserves for unfunded commitments	1,155	1,068	-	-	2,223
Total credit loss reserves	$ 178,292	$ 51,851	$ 24,611	$ 2,941	$ 257,695

(In thousands)	At or For the Six Months Ended June 30, 2010 Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Inventory Finance	Total
Allowance for loan and lease losses:					
Balance, at beginning of year	$ 167,442	$ 43,504	$ 32,063	$ 1,462	$ 244,471
Charge-offs	(70,067)	(17,423)	(16,085)	(630)	(104,205)
Recoveries	9,370	444	1,928	131	11,873
Net charge-offs	(60,697)	(16,979)	(14,157)	(499)	(92,332)
Provision for credit losses	64,635	18,730	14,537	1,602	99,504
Balance, at end of period	171,380	45,255	32,443	2,565	251,643
Other credit loss reserves					
Reserves for unfunded commitments	1,368	3,213	-	-	4,581
Total credit loss reserves	$ 172,748	$ 48,468	$ 32,443	$ 2,565	$ 256,224

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

(In thousands)	At June 30, 2011 Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Inventory Finance	Total
Allowance for loan and lease losses:					
Collectively evaluated for loss potential	$ 176,076	$ 26,383	$ 18,251	$ 2,675	$ 223,385
Individually evaluated for loss potential	1,061	24,400	6,360	266	32,087
Total	$ 177,137	$ 50,783	$ 24,611	$ 2,941	$ 255,472
Loans and leases outstanding:					
Collectively evaluated for loss potential	$ 7,049,564	$ 2,903,042	$ 3,014,672	$ 900,600	$ 13,867,878
Individually evaluated for loss potential	6,186	711,353	31,290	5,322	754,151
Loans acquired with deteriorated credit quality	-	-	9,916	-	9,916
Total	$ 7,055,750	$ 3,614,395	$ 3,055,878	$ 905,922	$ 14,631,945

(In thousands)	At December 31, 2010 Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Inventory Finance	Total
Allowance for loan and lease losses:					
Collectively evaluated for loss potential	$ 173,726	$ 26,928	$ 17,478	$ 2,097	$ 220,229
Individually evaluated for loss potential	777	35,550	8,823	440	45,590
Total	$ 174,503	$ 62,478	$ 26,301	$ 2,537	$ 265,819
Loans and leases outstanding:					
Collectively evaluated for loss potential	$ 7,182,753	$ 2,933,466	$ 3,102,581	$ 785,231	$ 14,004,031

Individually evaluated for loss potential	12,516	712,737	38,243	7,123	770,619
Loans acquired with deteriorated credit quality	-	-	13,654	-	13,654
Total	$ 7,195,269	$ 3,646,203	$ 3,154,478	$ 792,354	$ 14,788,304

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

	At June 30, 2011						
(In thousands)	0-59 Days Delinquent and Accruing	60-89 Days Delinquent and Accruing	90 Days or More Delinquent and Accruing	Total 60+ Days Delinquent and Accruing	Total Performing	Non-Accrual	Total
Consumer real estate and other:							
First mortgage lien	$ 4,629,817	$ 28,100	$ 45,990	$ 74,090	$ 4,703,907	$ 129,837	$ 4,833,744
Junior lien	2,145,647	8,591	9,189	17,780	2,163,427	21,069	2,184,496
Other	37,307	145	26	171	37,478	32	37,510
Total consumer real estate and other	6,812,771	36,836	55,205	92,041	6,904,812	150,938	7,055,750
Commercial real estate	3,196,977	6,238	-	6,238	3,203,215	106,647	3,309,862
Commercial business	270,773	-	-	-	270,773	33,760	304,533
Total commercial	3,467,750	6,238	-	6,238	3,473,988	140,407	3,614,395
Leasing and equipment finance:							
Middle market	1,561,505	2,016	86	2,102	1,563,607	20,439	1,584,046
Small ticket	711,068	671	461	1,132	712,200	8,796	720,996
Winthrop	498,696	-	-	-	498,696	195	498,891
Other	160,854	43	-	43	160,897	252	161,149
Total leasing and equipment finance	2,932,123	2,730	547	3,277	2,935,400	29,682	2,965,082
Inventory finance	905,139	113	36	149	905,288	634	905,922
Subtotal	14,117,783	45,917	55,788	101,705	14,219,488	321,661	14,541,149
Portfolios acquired with deteriorated credit quality	88,637	676	1,483	2,159	90,796	-	90,796
Total	$ 14,206,420	$ 46,593	$ 57,271	$ 103,864	$ 14,310,284	$ 321,661	$ 14,631,945

	At December 31, 2010						
(In thousands)	0-59 Days Delinquent and Accruing	60-89 Days Delinquent and Accruing	90 Days or More Delinquent and Accruing	Total 60+ Days Delinquent and Accruing	Total Performing	Non-Accrual	Total
Consumer real estate and other:							
First mortgage lien	$ 4,679,168	$ 30,910	$ 42,938	$ 73,848	$ 4,753,016	$ 140,871	$ 4,893,887
Junior lien	2,214,805	7,398	13,365	20,763	2,235,568	26,626	2,262,194
Other	39,099	30	9	39	39,138	50	39,188
Total consumer real estate and other	6,933,072	38,338	56,312	94,650	7,027,722	167,547	7,195,269
Commercial real estate	3,215,055	8,856	-	8,856	3,223,911	104,305	3,328,216
Commercial business	279,879	165	-	165	280,044	37,943	317,987
Total commercial	3,494,934	9,021	-	9,021	3,503,955	142,248	3,646,203
Leasing and equipment finance:							
Middle market	1,606,125	3,221	330	3,551	1,609,676	23,153	1,632,829
Small ticket	695,491	3,172	727	3,899	699,390	11,018	710,408
Winthrop	529,467	462	-	462	529,929	134	530,063
Other	158,431	-	-	-	158,431	102	158,533
Total leasing and equipment finance	2,989,514	6,855	1,057	7,912	2,997,426	34,407	3,031,833
Inventory finance	790,955	189	155	344	791,299	1,055	792,354
Subtotal	14,208,475	54,403	57,524	111,927	14,320,402	345,257	14,665,659
Portfolios acquired with deteriorated							

credit quality	119,529	1,215	1,901	3,116	122,645	-	122,645
Total	$ 14,328,004	$ 55,618	$ 59,425	$ 115,043	$ 14,443,047	$ 345,257	$ 14,788,304

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.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
(In thousands)	2011	2010	2011	2010
Contractual interest due on non-accrual loans and leases	$ 9,698	$ 10,044	$ 19,360	$ 18,652
Interest income recognized on loans and leases in non-accrual status	1,841	1,528	4,037	2,862
Net reduction in interest income	$ 7,857	$ 8,516	$ 15,323	$ 15,790

The following table summarizes consumer real estate loans to customers in bankruptcy.

(In thousands)	At June 30, 2011	At December 31, 2010
Consumer real estate loans to customers in bankruptcy:		
0-59 days delinquent and accruing	$ 117,464	$ 86,410
60+ days delinquent and accruing	3,165	1,850
Non-accrual	28,285	23,610
Total consumer real estate loans to customers in bankruptcy	$ 148,914	$ 111,870

For the six months ended June 30, 2011 and 2010, interest income would have been reduced by approximately $105 thousand and $88 thousand, respectively, had the accrual of interest income been discontinued upon notification of bankruptcy.

Loan Modifications for Borrowers with Financial Difficulties Included within the 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 compared to the original terms of the loan, the modified loan is classified as a troubled debt restructuring ("TDR"). TCF's TDR concessions granted generally do not include forgiveness of principal balances. Loan modifications are not reported in calendar years after modification if the loans were modified at an interest rate equal to or greater than the rate that TCF was willing to accept at the time of modification for a new loan with comparable risk and the loans are performing based on the terms of the restructuring agreements. All loans classified as TDRs are considered to be impaired. TCF held consumer real estate loan TDRs of $386.1 million and $367.9 million at June 30, 2011 and December 31, 2010, respectively, of which $343.6 million and $337.4 million were accruing at June 30, 2011 and December 31, 2010, respectively. TCF also held $70.8 million and $66.3 million of commercial loan TDRs at June 30, 2011 and December 31, 2010, respectively, of which $27.1 million and $48.8 million were accruing at June 30, 2011 and December 31, 2010, respectively. The amount of additional funds committed to borrowers who are in TDR status was $1.4 million at June 30, 2011 and $2.2 million at December 31, 2010.

TDRs are evaluated separately in TCF's allowance methodology based on the expected cash flows for loans in this status. The allowance on accruing consumer real estate loan TDRs was $44.5 million, or 12.9% of the outstanding balance at June 30, 2011, and $36.8 million, or 10.9% of the outstanding balance at December 31, 2010. The reserve percentage increased for June 30, 2011 compared with December 31, 2010 primarily due to more modifications being extended, longer expected modification periods and lower expected realizable values on re-defaulted loans due to continued declines in property values, partially offset by revisions of re-default rates. For consumer real estate TDRs, TCF utilized re-default rates ranging from 10% to 19.5%, depending on modification type, in determining impairment, which is consistent with actual experience. The allowance on accruing commercial loan TDRs was $1.8 million, or 6.7% of the outstanding balance, at June 30, 2011 and $695 thousand, or 1.4% of the outstanding balance, at December 31, 2010.

Consumer real estate loans that are less than 150 days past due, or six payments owing, at the time of modification remain on accrual status if there is demonstrated performance under a reduced payment amount prior to the actual legal modification and payment in full under the modified loan is expected. Otherwise, the loans are placed on non-accrual status and reported as non-accrual until there is sustained repayment performance for six consecutive payments. An accruing modified loan is re-aged to current delinquency status after the receipt of three consecutive modified payments.

The following table provides interest income recognized on accruing TDRs and contractual interest that would have been recorded had the loans performed in accordance with their original contractual terms.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
(In thousands)	2011	2010	2011	2010
Contractual interest due on TDRs	$ 6,345	$ 5,153	$ 12,570	$ 9,870
Interest income recognized on TDRs	3,390	2,685	6,803	5,099
Net reduction in interest income	$ 2,955	$ 2,468	$ 5,767	$ 4,771

Impaired Loans TCF considers impaired loans to include non-accrual commercial, equipment finance and inventory finance loans along with consumer real estate and commercial TDRs. Non-accrual impaired loans are included in the previous tables within the amounts disclosed as non-accrual and the accruing consumer real estate and commercial TDRs have been previously disclosed as performing within the tables of performing and non-accrual loans and leases. In the following table, 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, excluding write-downs.

The following impaired loans were included in previous amounts disclosed within Performing and Non-accrual Loans and Leases and Loan Modifications for Borrowers with Financial Difficulties.

	At June 30, 2011		
(In thousands)	Unpaid Contractual Balance	Loan Balance	Related Allowance Recorded
Impaired loans with an allowance recorded:			
Consumer real estate:			
First mortgage lien	$ 323,827	$ 323,391	$ 43,811
Junior lien	20,357	20,385	2,975
Total consumer real estate	344,184	343,776	46,786
Commercial real estate	183,021	129,086	11,158
Commercial business	45,100	38,435	7,225
Total commercial	228,121	167,521	18,383
Leasing and equipment finance:			
Middle market	13,126	13,126	2,399
Small ticket	633	633	146
Other	252	252	6
Total leasing and equipment finance	14,011	14,011	2,551
Inventory finance	634	634	75
Total impaired loans with an allowance recorded	586,950	525,942	67,795
Impaired loans without an allowance recorded:			
Consumer real estate:			
First mortgage lien	54,010	40,709	-
Junior lien	2,891	1,643	-
Total consumer real estate	56,901	42,352	-
Total impaired loans	$ 643,851	$ 568,294	$ 67,795

At December 31, 2010

(In thousands)	Unpaid Contractual Balance	Loan Balance	Related Allowance Recorded
Impaired loans with an allowance recorded:			
Consumer real estate:			
First mortgage lien	$ 315,289	$ 314,852	$ 35,340
Junior lien	21,679	21,717	3,006
Total consumer real estate	336,968	336,569	38,346
Commercial real estate	192,426	153,143	20,214
Commercial business	41,168	37,943	8,558
Total commercial	233,594	191,086	28,772
Leasing and equipment finance:			
Middle market	13,181	13,181	2,745
Small ticket	524	524	155
Other	102	102	2
Total leasing and equipment finance	13,807	13,807	2,902
Inventory finance	1,055	1,055	185
Total impaired loans with an allowance recorded	585,424	542,517	70,205
Impaired loans without an allowance recorded:			
Consumer real estate:			
First mortgage lien	37,822	29,688	-
Junior lien	2,972	1,655	-
Total consumer real estate	40,794	31,343	-
Total impaired loans	$ 626,218	$ 573,860	$ 70,205

The decrease in the loan balance of impaired loans from December 31, 2010 was primarily due to a decrease of $21.7 million in accruing commercial loan TDRs, partially offset by a $6.2 million increase in accruing consumer real estate TDRs. Included in impaired loans were $327.4 million and $326.1 million of accruing consumer real estate loan TDRs less than 90 days past due as of June 30, 2011 and December 31, 2010, respectively.

The average loan balance of impaired loans and interest income recognized on impaired loans during the three and six months ended June 30, 2011, respectively, are included within the table below.

	For the three months ended June 30, 2011		For the six months ended June 30, 2011	
(In thousands)	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized
Impaired loans with an allowance recorded:				
Consumer real estate:				
First mortgage lien	$ 320,940	$ 2,722	$ 319,122	$ 5,557
Junior lien	20,685	187	21,051	381
Total consumer real estate	341,625	2,909	340,173	5,938
Commercial real estate	119,804	248	141,115	486
Commercial business	36,566	31	38,189	32
Total commercial	156,370	279	179,304	518
Leasing and equipment finance:				
Middle market	13,281	2	13,154	13
Small ticket	870	8	579	9
Other	186	-	177	-
Total leasing and equipment finance	14,337	10	13,910	22
Inventory finance	1,036	13	845	42
Total impaired loans with an allowance recorded	513,368	3,211	534,232	6,520
Impaired loans without an allowance recorded:				
Consumer real estate:				
First mortgage lien	38,064	237	35,199	436
Junior lien	1,713	21	1,649	40

Total consumer real estate	39,777	258	36,848	476
Total impaired loans	$ 553,145	$ 3,469	$ 571,080	$ 6,996

(6) Long-term Borrowings

The following table sets forth information about long-term borrowings.

(Dollars in thousands)	Stated Maturity	At June 30, 2011 Amount	At June 30, 2011 Weighted-Average Rate	At December 31, 2010 Amount	At December 31, 2010 Weighted-Average Rate
Federal Home Loan Bank advances and securities sold under repurchase agreements	2011	$ -	- %	$ 300,000	4.64 %
	2013	400,000	.97	400,000	.97
	2015	900,000	4.18	900,000	4.18
	2016	1,100,000	4.49	1,100,000	4.49
	2017	1,250,000	4.60	1,250,000	4.60
	2018	300,000	3.51	300,000	3.51
Subtotal		3,950,000	4.02	4,250,000	4.07
Subordinated bank notes	2014	71,020	1.90	71,020	1.96
	2015	50,000	1.83	50,000	1.89
	2016	74,625	5.63	74,589	5.63
Subtotal		195,645	3.30	195,609	3.34
Junior subordinated notes (trust preferred)	2068	112,889	15.35	111,061	12.28
Senior unsecured term note	2012	-	-	89,787	3.83
Discounted lease rentals	2011	35,259	5.32	84,101	5.30
	2012	57,802	5.31	61,829	5.31
	2013	35,994	5.28	39,155	5.28
	2014	16,470	5.12	16,463	5.12
	2015	5,545	5.04	5,211	5.02
	2016	3,971	4.98	3,818	4.98
	2017	1,787	4.98	1,787	4.98
Subtotal		156,828	5.26	212,364	5.27
Total long-term borrowings		$ 4,415,362	4.32	$ 4,858,821	4.27

Included in FHLB advances and repurchase agreements at June 30, 2011 are $300 million of fixed-rate FHLB advances and repurchase agreements, which are callable quarterly by counterparties at par until maturity. In addition, TCF has $100 million of FHLB advances and $200 million of repurchase agreements which contain one-time call provisions in 2011.

The probability that the advances and repurchase agreements will be called by the counterparties depends primarily on the level of related interest rates during the call period. If FHLB advances are called, replacement funding will be available from the FHLB at the then-prevailing market rate of interest for the term selected by TCF, subject to standard terms and conditions. Subordinated bank notes with stated maturities in 2014 and 2015 are callable quarterly by TCF and have variable interest rates which reset quarterly.

The next call year and stated maturity year for the callable FHLB advances and repurchase agreements outstanding at June 30, 2011 were as follows.

(Dollars in thousands) Year	Next Call	Weighted-Average Rate	Stated Maturity	Weighted-Average Rate
2011	$ 600,000	3.78 %	$ -	- %
2015	-	-	200,000	3.88
2017	-	-	100,000	4.37
2018	-	-	300,000	3.51
Total	$ 600,000	3.78	$ 600,000	3.78

During the first quarter of 2011, TCF repaid its $90 million senior unsecured variable-rate term note. TCF was not in default with respect to any of its covenants under the variable-rate term note agreement prior to or at the time of repayment.

(7) Equity

Treasury stock and other consists of the following:

(In thousands)	At June 30, 2011	At December 31, 2010
Treasury stock, at cost	$ (1,178)	$ (1,325)
Shares held in trust for deferred compensation plans, at cost	(32,064)	(21,790)
Total	$ (33,242)	$ (23,115)

In March 2011, TCF completed a public offering of common stock which raised net proceeds of $219.7 million through the issuance of 15,081,968 common shares. At June 30, 2011, TCF had 5.4 million shares in its stock repurchase program authorized by its Board of Directors.

At June 30, 2011, TCF had 3,199,988 outstanding warrants to purchase common stock with a strike price of $16.93 per share. Upon completion of the U.S. Treasury's secondary public offering of the warrants issued under the Capital Purchase Program ("CPP") in December of 2009, the warrants became publicly traded on the New York Stock Exchange under the symbol "TCBWS". As a result, TCF has no further obligations to the Federal Government in connection with the CPP.

TCF has a joint venture with The Toro Company ("Toro") called Red Iron Acceptance, LLC ("Red Iron"). Red Iron provides U.S. distributors and dealers and select Canadian distributors of the Toro ® and Exmark® branded products with reliable, cost-effective sources of financing. TCF and Toro maintain a 55% and 45% ownership interest, respectively, in Red Iron. As TCF has a controlling financial interest in Red Iron, its financial results are consolidated in TCF's financial statements. Toro's interest is reported as a non-controlling interest within equity and qualifies as tier 1 regulatory capital.

TCF continues to be well-capitalized based on the capital requirements determined by the Federal Reserve Board and the Office of the Comptroller of the Currency ("OCC"). The following table sets forth TCF's and TCF National Bank's regulatory tier 1 leverage, tier 1 risk-based and total risk-based capital levels, and applicable percentages of adjusted assets, together with the stated minimum and well-capitalized capital ratio requirements. Increases since December 31, 2010 in TCF's tier 1 and total risk-based capital are primarily the result of the public offering of common stock in March 2011 and increased retained earnings.

	Actual		Minimum Capital Requirement (1)		Well-Capitalized Capital Requirement (1)	
(Dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of June 30, 2011:						
Tier 1 leverage capital						
TCF	$ 1,757,410	9.41 %	$ 560,548	3.00 %	N.A	N.A.
TCF National Bank	1,601,842	8.63	556,700	3.00	$ 927,833	5.00 %
Tier 1 risk-based capital						
TCF	1,757,410	12.72	552,798	4.00	829,196	6.00
TCF National Bank	1,601,842	11.60	552,388	4.00	828,581	6.00
Total risk-based capital						
TCF	2,049,616	14.83	1,105,595	8.00	1,381,994	10.00
TCF National Bank	1,893,921	13.71	1,104,775	8.00	1,380,969	10.00
As of December 31, 2010:						

Tier 1 leverage capital						
TCF	$ 1,475,525	8.00 %	$ 553,448	3.00 %	N.A.	N.A.
TCF National Bank	1,519,201	8.24	553,146	3.00	$ 921,909	5.00 %
Tier 1 risk-based capital						
TCF	1,475,525	10.59	557,164	4.00	835,746	6.00
TCF National Bank	1,519,201	10.91	556,756	4.00	835,133	6.00
Total risk-based capital						
TCF	1,808,412	12.98	1,114,328	8.00	1,392,910	10.00
TCF National Bank	1,851,962	13.31	1,113,511	8.00	1,391,889	10.00

N.A. Not Applicable.

(1) The minimum and well capitalized requirements are determined by the Federal Reserve for TCF and by the OCC for TCF National Bank pursuant to the FDIC Improvement Act of 1991. At June 30, 2011, TCF and TCF National Bank exceeded their regulatory capital requirements and are considered "well-capitalized".

(8) Foreign Exchange Contracts

Forward foreign exchange contracts to sell a foreign currency are used to manage the foreign exchange risk associated with certain assets, liabilities and forecasted transactions. Forward foreign exchange contracts represent agreements to exchange a foreign currency for U.S. dollars at an agreed-upon price on an agreed-upon settlement date.

All forward foreign exchange contracts are recognized within other assets or other liabilities at fair value on the Statement of Financial Condition. These typically settle within 30 days, with the exception of contracts associated with cash flow hedges, which have maturities as long as seven months.

The following tables summarize the forward foreign exchange contracts as of June 30, 2011 and December 31, 2010. See Note 9 of Notes to Consolidated Financial Statements for additional information regarding the fair value measurement of forward foreign exchange contracts.

		At June 30, 2011					
		Receivables			Payables		
(In thousands)	Notional Amount	Designated as Hedges	Not Designated as Hedges	Total	Designated as Hedges	Not Designated as Hedges	Total
Forward foreign exchange contracts	$ 159,224	$ -	$ 5	$ 5	$ 286	$ 2,996	$ 3,282
Netting adjustments (1)		-	(5)	(5)	-	(5)	(5)
Carrying value of contracts		$ -	$ -	$ -	$ 286	$ 2,991	$ 3,277

		At December 31, 2010					
		Receivables			Payables		
(In thousands)	Notional Amount	Designated as Hedges	Not Designated as Hedges	Total	Designated as Hedges	Not Designated as Hedges	Total
Forward foreign exchange contracts	$ 185,540	$ 12	$ 3	$ 15	$ 198	$ 1,659	$ 1,857
Netting adjustments (1)		(12)	(3)	(15)	(12)	(3)	(15)
Carrying value of contracts		$ -	$ -	$ -	$ 186	$ 1,656	$ 1,842

(1) Foreign exchange contract receivables and payables, and the related cash collateral received and paid are netted when a legally enforceable master netting agreement exists between TCF and a counterparty.

The value of forward foreign exchange contracts will vary over their contractual lives as the related currency exchange rates fluctuate. The accounting for changes in the fair value of a forward foreign exchange contract 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. 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. The extent to which a contract has been, and is expected to continue to be effective at offsetting changes in cash flows 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 forward foreign exchange contract, the contract is designated either as a hedge of a forecasted transaction or the variability of cash flows to be paid related to a recognized asset or liability (“cash flow hedge”); or a hedge of the volatility of an investment in foreign operations driven by changes in foreign currency exchange rates (“net investment hedge”). To the extent that a hedge is effective, changes in fair value are recorded within accumulated other comprehensive income (loss), with any ineffectiveness recorded in non-interest expense. Amounts recorded within other comprehensive income (loss) are subsequently reclassified to non-interest expense upon completion of the related transaction. 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. If a hedged forecasted transaction is no longer probable, hedge accounting is ceased and any gain or loss included in other comprehensive income (loss) is reported in earnings immediately. Changes in the values of forward foreign exchange contracts that are not designated as hedges are reflected in non-interest expense.

Cash Flow Hedges Foreign exchange contracts, which include forward contracts, are used to manage the foreign exchange risk associated with TCF’s minimum lease payment stream. These foreign exchange contracts are hedges of the forecasted cash flows from the underlying lease agreement expected through August 2011. At June 30, 2011 and December 31, 2010, the Company had $26 thousand and $2 thousand, respectively, of unrealized losses on derivatives classified as cash flow hedges recorded in other comprehensive income (loss). For the three and six months ended June 30, 2011, losses of $11 thousand and $13 thousand, respectively, were excluded from the assessment of hedge effectiveness of TCF’s cash flow hedges. The estimated amount to be reclassified from other comprehensive income (loss) into earnings during the next 12 months is a loss of $26 thousand.

Net Investment Hedges Foreign exchange contracts, which include forward contracts and currency options, are used to manage the foreign exchange risk associated with the Company’s net investment in TCF Commercial Finance Canada, Inc., a wholly-owned Canadian subsidiary, along with certain assets, liabilities and forecasted transactions of that subsidiary. The gross amount of related gains or losses included in the cumulative translation adjustment within other comprehensive income (loss) for the three and six months ended June 30, 2011, were losses of $150 thousand and $576 thousand, respectively.

The following table summarizes the pre-tax impact of foreign exchange activity on other non-interest expense within the Consolidated Statements of Income and Consolidated Statements of Financial Condition, by accounting designation.

(In thousands)		For the Three Months Ended June 30, 2011		For the Six Months Ended June 30, 2011
Consolidated Statements of Income:				
Foreign exchange gains	$	1,070	$	5,168
Forward foreign exchange contract losses:				
Net investment hedge	$	-	$	-
Cash flow hedge		(11)		(13)
Not designated as hedges		(1,406)		(5,690)
Total forward foreign exchange contract losses		(1,417)		(5,703)
Net loss	$	(347)	$	(535)
Consolidated Statements of Financial Condition:				
Accumulated other comprehensive income (loss):				
Foreign currency translation adjustment	$	120	$	534
Net investment hedge		(150)		(576)
Cash flow hedge		57		(24)
Total	$	27	$	(66)

TCF executes all of its foreign exchange contracts in the over-the-counter market with large, international financial institutions. These contracts also include credit risk-related contingent features, primarily in the form of International Swaps and Derivatives Association, Inc. (“ISDA”) master agreements that enhance the creditworthiness of these instruments as compared with other obligations of the respective counterparty with whom TCF has transacted. These contingent features may be for the benefit of TCF, as well as its counterparties with respect to changes in TCF’s creditworthiness. At December 31, 2010, TCF had posted $854 thousand of U.S. Treasury securities as collateral under such agreements in the normal course of business. No such collateral was posted at June 30, 2011. The amount of collateral required depends on the contract and is determined daily based on market and currency exchange rate conditions.

In connection with certain over-the-counter forward foreign exchange contracts, TCF could be required to provide additional collateral or to terminate transactions with certain counterparties in the event that, among other things, TCF National Bank's long-term debt is rated less than BB- by Standard and Poor's ratings group. At June 30, 2011, credit risk-related contingent features existed on forward foreign exchange contracts with a notional value of $64.4 million and a recorded liability with a fair value of $1.1 million. If these credit risk-related contingent features were triggered, approximately $1.3 million of additional collateral could be required or the contract could be terminated.

(9) Fair Value Measurement

Fair values represent the estimated price that would be received from selling an asset or paid to transfer a liability, otherwise known as an "exit price". The following is a description of valuation methodologies used for assets recorded at fair value on a recurring basis at June 30, 2011.

Securities Available for Sale Securities available for sale consist primarily of U.S. Government sponsored enterprise securities and U.S. Treasury bills. The fair value of U.S. Government sponsored enterprise securities is recorded using prices obtained from independent asset pricing services that are based on observable transactions, but not quoted markets, and are classified as Level 2 assets. The fair value of U.S. Treasury bills is recorded using prices obtained from independent asset pricing services that obtain prices from brokers and active market participants, and are classified as Level 1 assets. Management reviews the prices obtained from independent asset pricing services for unusual fluctuations and comparisons to current market trading activity. However, management does not adjust these prices.

Other securities, for which there is little or no market activity, are categorized as Level 3 assets. Other securities classified as Level 3 assets include equity investments in other thinly traded financial institutions and foreign debt securities. The fair value of these assets is determined by using quoted prices, when

available, and incorporating results of internal pricing techniques and observable market information, which is adjusted for security specific information, such as financial statement strength, earnings history, disclosed fair value measurements, recorded impairments and key financial ratios, to determine fair value. Other securities, for which there are active markets and routine trading volume, are categorized as Level 1 assets.

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

Forward Foreign Exchange Contracts TCF's forward foreign exchange contracts are executed in over-the-counter ("OTC") markets and are valued using a cash flow model that includes key inputs such as foreign exchange rates and, in accordance with generally accepted accounting principles, an assessment of the risk of counterparty non-performance. The risk of counterparty non-performance is based on external assessments of credit risk. The majority of these contracts are based on observable transactions, but not quoted markets, and are classified as Level 2 assets and liabilities. As permitted under generally accepted accounting principles, TCF has elected to net derivative receivables and derivative payables and the related cash collateral received and paid, when a legally enforceable master netting agreement exists. For purposes of the following table, the derivative receivable and payable balances are presented gross of this netting adjustment.

The following table presents the balances of assets and liabilities measured at fair value on a recurring basis.

(In thousands)	Readily Available Market Prices (1)	Observable Market Prices (2)	Company Determined Market Prices (3)	Total at Fair Value
At June 30, 2011:				
Securities available for sale:				
Mortgage-backed securities:				
U.S. Government sponsored enterprises and federal agencies	$ -	$ 2,331,158	$ -	$ 2,331,158
Other	-	-	165	165
U.S. Treasury bills	130,000	-	-	130,000
Other securities	264	-	1,780	2,044
Forward foreign currency contracts	-	5	-	5
Assets held in trust for deferred compensation plans (4)	10,252	-	-	10,252
Total assets	$ 140,516	$ 2,331,163	$ 1,945	$ 2,473,624
Forward foreign currency contracts	$ -	$ 3,282	$ -	$ 3,282
Total liabilities	$ -	$ 3,282	$ -	$ 3,282
At December 31, 2010:				
Securities available for sale:				
Mortgage-backed securities:				
U.S. Government sponsored enterprises and federal agencies	$ -	$ 1,903,536	$ -	$ 1,903,536
Other	-	-	222	222
U.S. Treasury bills	25,000	-	-	25,000
Other securities	-	-	2,416	2,416
Forward foreign currency contracts	-	15	-	15
Assets held in trust for deferred compensation plans (4)	9,178	-	-	9,178
Total assets	$ 34,178	$ 1,903,551	$ 2,638	$ 1,940,367
Forward foreign currency contracts	$ -	$ 1,857	$ -	$ 1,857
Total liabilities	$ -	$ 1,857	$ -	$ 1,857

(1) Considered Level 1 under ASC 820, *Fair Value Measurements and Disclosures.*
(2) Considered Level 2 under ASC 820, *Fair Value Measurements and Disclosures.*
(3) Considered Level 3 under ASC 820, *Fair Value Measurements and Disclosures* and are based on valuation models that use significant assumptions that are not observable in an active market.
(4) A corresponding liability is recorded in other liabilities for TCF's obligation to the participants in these plans.

The change in total assets carried at fair value using Company Determined Market Prices, from December 31, 2010 to June 30, 2011, was the result of decreases in fair values of $162 thousand recorded through other comprehensive income and reductions due to principal pay-downs of $56 thousand. Transfers between securities measured at fair value using Readily Available Market Prices and securities measured using Company Determined Market Prices were not material.

The following is a description of valuation methodologies used for assets measured on a non-recurring basis.

Loans Impaired loans for which repayment of the loan is expected to be provided solely by the value of the underlying collateral are considered collateral dependent and are valued based on the fair value of such collateral.

Real estate owned and repossessed and returned equipment The fair value of real estate owned is based on independent full appraisals, real estate broker's 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 equipment is based on available pricing guides, auction results or price opinions, less estimated selling costs. Assets that are acquired through foreclosure, repossession or returned 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 real estate owned or repossessed and returned equipment.

Real estate owned and repossessed and returned equipment were written down $13.9 million, which is included in foreclosed real estate and repossessed assets, net expense, during the six months ended June 30, 2011.

The table below presents the balances of assets at June 30, 2011 and December 31, 2010 which were measured at fair value on a non-recurring basis.

(In thousands)	Readily Available Market Prices (1)	Observable Market Prices (2)	Company Determined Market Prices (3)	Total at Fair Value
At June 30, 2011:				
Loans (4)	$ -	$ -	$ 45,833	$ 45,833
Real estate owned (5)	-	-	115,285	115,285
Repossessed and returned equipment (5)	-	5,015	25	5,040
Investments (6)	-	-	4,509	4,509
Total	$ -	$ 5,015	$ 165,652	$ 170,667
At December 31, 2010:				
Loans (4)	$ -	$ -	$ 42,683	$ 42,683
Real estate owned (5)	-	-	127,295	127,295
Repossessed and returned equipment (5)	-	5,731	1,180	6,911
Investments (6)	-	-	4,296	4,296
Total	$ -	$ 5,731	$ 175,454	$ 181,185

(1) Considered Level 1 under ASC 820, *Fair Value Measurements and Disclosures.*
(2) Considered Level 2 under ASC 820, *Fair Value Measurements and Disclosures.*
(3) Considered Level 3 under ASC 820, *Fair Value Measurements and Disclosures* and are based on valuation models that use significant assumptions that are not observable in an active market.
(4) Represents the carrying value of loans for which impairment reserves are determined based on the appraisal value of the collateral.
(5) Amounts do not include assets held at cost at June 30, 2011 or December 31, 2010.
(6) Represents the carrying value of other investments which were recorded at fair value determined by using quoted prices, when available, and incorporating results of internal pricing techniques and observable market information.

(10) Fair Value of Financial Instruments

TCF is required to disclose 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 June 30, 2011 and December 31, 2010, 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 TCF's financial instruments, the Company has made estimates of fair values which are subjective in nature, involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimated values.

The carrying amounts and fair values of the Company's remaining financial instruments are set forth in the following table. 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 value of TCF's branches and core deposits, leasing operations 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.

	At June 30, 2011		At December 31, 2010	
(In thousands)	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial instrument assets:				
Cash and due from banks	$ 752,504	$ 752,504	$ 663,901	$ 663,901
Investments	161,830	161,830	179,768	179,768
Securities available for sale	2,463,367	2,463,367	1,931,174	1,931,174
Loans:				

Consumer real estate and other	7,055,750	6,805,166	7,195,269	6,907,960
Commercial real estate	3,309,862	3,224,220	3,328,216	3,222,201
Commercial business	304,533	292,141	317,987	303,172
Equipment finance loans	974,323	979,229	939,474	942,167
Inventory finance loans	905,922	904,461	792,354	792,940
Allowance for loan losses (1)	(255,472)	-	(265,819)	-
Total financial instrument assets	$ 15,672,619	$ 15,582,918	$ 15,082,324	$ 14,943,283
Financial instrument liabilities:				
Checking, savings and money market deposits	$ 10,855,588	$ 10,855,588	$ 10,556,788	$ 10,556,788
Certificates of deposit	1,083,888	1,085,495	1,028,327	1,031,090
Short-term borrowings	9,514	9,514	126,790	126,790
Long-term borrowings	4,415,362	4,855,436	4,858,821	5,280,615
Forward foreign currency contracts	3,277	3,277	1,842	1,842
Total financial instrument liabilities	$ 16,367,629	$ 16,809,310	$ 16,572,568	$ 16,997,125
Financial instruments with off-balance-sheet risk: (2)				
Commitments to extend credit (3)	$ 32,607	$ 32,607	$ 33,909	$ 33,909
Standby letters of credit (4)	(101)	(101)	(92)	(92)
Total financial instruments with off-balance-sheet risk	$ 32,506	$ 32,506	$ 33,817	$ 33,817

(1) Expected credit losses are included in the estimated fair values.
(2) Positive amounts represent assets, negative amounts represent liabilities.
(3) Carrying amounts are included in other assets.
(4) Carrying amounts are included in accrued expenses and other liabilities.

The carrying amounts of cash and due from banks and accrued interest payable and receivable approximate their fair values due to the short period of time until their expected realization. Securities available for sale and assets held in trust for deferred compensation plans are carried at fair value (see Note 9). Certain financial instruments, including lease financings, discounted lease rentals and all non-financial instruments are excluded from fair value of financial instrument disclosure requirements. The following methods and assumptions are used by TCF in estimating fair value for its remaining financial instruments, all of which are issued or held for purposes other than trading.

Investments The carrying value of investments in FHLB stock and Federal Reserve stock approximates fair value. The fair value of other investments is estimated based on discounted cash flows using current market rates and consideration of credit exposure.

Loans The fair value of loans is estimated based on discounted expected cash flows. These cash flows include assumptions for prepayment estimates over the loans' remaining life, consideration of the current interest rate environment compared to 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.

Forward Foreign Currency Contracts Forward foreign currency contract assets and liabilities are carried at fair value, which is net of the related cash collateral received and paid when a legally enforceable master netting agreement exists between TCF and the counterparty.

Deposits The fair value of checking, savings and money market deposits is deemed equal to the amount payable on demand. The fair value of certificates of deposit 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.

Borrowings The carrying amounts of short-term borrowings approximate their fair values. The fair values of TCF's long-term borrowings are estimated based on observable market prices and discounted cash flows using interest rates for borrowings of similar remaining maturities and characteristics.

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

(11) Stock Compensation

The following table reflects TCF's restricted stock and stock option transactions under the TCF Financial Incentive Stock Program during the six months ended June 30, 2011.

	Restricted Stock		Stock Options		
	Shares	Weighted-Average Grant Date Fair Value	Shares	Price Range	Weighted-Average Exercise Price
Outstanding at December 31, 2010	1,770,625	$ 13.94	2,208,619	$12.85 - $15.75	$ 14.44
Granted	1,188,000	12.54	-	-	-
Forfeited	(27,850)	14.49	-	-	-
Vested	(537,247)	13.25	-	-	-
Outstanding at June 30, 2011	2,393,528	$ 13.39	2,208,619	$12.85 - $15.75	$ 14.44
Exercisable at June 30, 2011	N.A.	N.A.	1,109,640	-	$ 14.44

N.A. Not applicable

Unrecognized stock compensation for restricted stock and stock options was $21.9 million with a weighted-average remaining amortization period of 1.3 years at June 30, 2011. As of June 30, 2011, the weighted average remaining contractual life of stock options outstanding was 6.57 years.

(12) Employee Benefit Plans

The following tables set forth the net periodic benefit cost included in compensation and employee benefits expense for TCF's Pension Plan and Postretirement Plan for the three and six months ended June 30, 2011 and 2010.

	Pension Plan			
	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2011	2010	2011	2010
Interest cost	$ 555	$ 639	$ 1,111	$ 1,277
Expected return on plan assets	(691)	(1,236)	(1,382)	(2,472)
Recognized actuarial loss	480	399	959	797
Settlement expense	368	442	737	886
Net periodic benefit cost	$ 712	$ 244	$ 1,425	$ 488

	Postretirement Plan			
	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2011	2010	2011	2010
Interest cost	$ 107	$ 114	$ 216	$ 228
Service cost	1	-	1	1
Amortization of transition obligation	1	1	2	2
Recognized actuarial loss	81	79	162	157
Net periodic benefit cost	$ 190	$ 194	$ 381	$ 388

TCF made no cash contributions to the Pension Plan in either of the six months ended June 30, 2011 or 2010. During the second quarter and first six months of 2011, TCF paid $150 thousand and $268 thousand, respectively, for benefits of the Postretirement Plan, compared with $138 thousand and $295 thousand, respectively, for the same 2010 periods.

(13) Business Segments

Retail Banking, Wholesale Banking, Treasury Services and Support Services have been identified as reportable operating segments. Retail Banking includes branch banking and retail lending. Wholesale Banking includes commercial banking, leasing and equipment finance and inventory finance. Treasury Services includes TCF's investment and borrowing portfolios and management of capital, debt and market risks, including interest-rate and liquidity risks. Support Services includes holding company and corporate functions that provide data processing, bank operations and other professional services to the operating segments.

TCF evaluates performance and allocates resources based on each segment's net income. The business segments follow generally accepted accounting principles as described in the Summary of Significant Accounting Policies in the most recent Annual Report on Form 10-K. TCF generally accounts for inter-segment sales and transfers at cost.

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

(In thousands)	Retail Banking	Wholesale Banking	Treasury Services	Support Services	Eliminations	Consolidated
For the Three Months Ended June 30, 2011:						
Revenues from external customers:						
Interest income	$ 97,352	$ 112,987	$ 25,959	$ -	$ -	$ 236,298
Non-interest income	90,505	23,779	19	(161)	-	114,142
Total	$ 187,857	$ 136,766	$ 25,978	$ (161)	$ -	$ 350,440
Net interest income (expense)	$ 112,042	$ 69,486	$ (4,875)	$ 15	$ (518)	$ 176,150
Provision for credit losses	37,526	5,887	592	-	-	44,005
Non-interest income	90,505	23,779	4,316	34,154	(38,612)	114,142
Non-interest expense	138,200	51,454	7,138	37,826	(38,612)	196,006
Income tax expense (benefit)	10,467	13,104	(3,005)	(1,290)	(518)	18,758
Income (loss) after income tax expense	16,354	22,820	(5,284)	(2,367)	-	31,523
Income attributable to non-controlling interest	-	1,686	-	-	-	1,686
Net income (loss)	$ 16,354	$ 21,134	$ (5,284)	$ (2,367)	$ -	$ 29,837
Total assets	$ 7,412,550	$ 7,814,900	$ 6,813,551	$ 165,114	$ (3,371,672)	$ 18,834,443
For the Three Months Ended June 30, 2010:						
Revenues from external customers:						
Interest income	$ 102,935	$ 114,370	$ 26,909	$ -	$ -	$ 244,214
Non-interest income	112,984	22,855	27	40	-	135,906
Total	$ 215,919	$ 137,225	$ 26,936	$ 40	$ -	$ 380,120
Net interest income (expense)	$ 110,617	$ 63,220	$ 3,233	$ (264)	$ (307)	$ 176,499
Provision for credit losses	28,693	19,901	419	-	-	49,013
Non-interest income	112,984	22,855	27	35,575	(35,535)	135,906
Non-interest expense	139,955	47,460	1,954	35,235	(35,535)	189,069
Income tax expense (benefit)	21,569	6,633	578	(361)	(307)	28,112
Income after income tax expense	33,384	12,081	309	437	-	46,211
Income attributable to non-controlling interest	-	1,186	-	-	-	1,186
Net income	$ 33,384	$ 10,895	$ 309	$ 437	$ -	$ 45,025
Total assets	$ 7,638,204	$ 7,617,262	$ 5,816,467	$ 70,210	$ (3,112,098)	$ 18,030,045

(In thousands)	Retail Banking	Wholesale Banking	Treasury Services	Support Services	Eliminations	Consolidated
For the Six Months Ended June 30, 2011:						
Revenues from external customers:						
Interest income	$ 195,370	$ 225,950	$ 50,881	$ -	$ -	$ 472,201
Non-interest income	176,349	52,100	44	(105)	-	228,388
Total	$ 371,719	$ 278,050	$ 50,925	$ (105)	$ -	$ 700,589
Net interest income (expense)	$ 220,624	$ 136,629	$ (6,105)	$ 30	$ (988)	$ 350,190
Provision for credit losses	72,671	15,398	1,210	-	-	89,279
Non-interest income	176,349	52,100	8,831	68,218	(77,110)	228,388
Non-interest expense	278,875	102,948	14,045	71,143	(77,110)	389,901
Income tax expense (benefit)	17,531	26,033	(4,419)	(957)	(988)	37,200
Income (loss) after income tax expense	27,896	44,350	(8,110)	(1,938)	-	62,198
Income attributable to non-controlling interest	-	2,675	-	-	-	2,675
Net income (loss)	$ 27,896	$ 41,675	$ (8,110)	$ (1,938)	$ -	$ 59,523
Total assets	$ 7,412,550	$ 7,814,900	$ 6,813,551	$ 165,114	$ (3,371,672)	$ 18,834,443
For the Six Months Ended June 30, 2010:						
Revenues from external customers:						
Interest income	$ 206,973	$ 226,857	$ 54,196	$ -	$ -	$ 488,026
Non-interest income (loss)	212,419	46,295	54	(219)	-	258,549
Total	$ 419,392	$ 273,152	$ 54,250	$ (219)	$ -	$ 746,575
Net interest income (expense)	$ 217,934	$ 124,003	$ 10,327	$ (536)	$ (567)	$ 351,161
Provision for credit losses	64,089	34,396	1,019	-	-	99,504
Non-interest income	212,419	46,295	54	69,263	(69,482)	258,549
Non-interest expense	278,552	95,582	4,000	72,219	(69,482)	380,871
Income tax expense (benefit)	33,938	14,560	2,425	(1,454)	(567)	48,902
Income (loss) after income tax expense	53,774	25,760	2,937	(2,038)	-	80,433
Income attributable to non-controlling interest	-	1,487	-	-	-	1,487
Net income (loss)	$ 53,774	$ 24,273	$ 2,937	$ (2,038)	$ -	$ 78,946
Total assets	$ 7,638,204	$ 7,617,262	$ 5,816,467	$ 70,210	$ (3,112,098)	$ 18,030,045

(14) Earnings Per Common Share

The computation of basic and diluted earnings per common share is presented in the following table.

(Dollars in thousands, except per-share data)	Three Months Ended June 30, 2011	Three Months Ended June 30, 2010	Six Months Ended June 30, 2011	Six Months Ended June 30, 2010
Basic Earnings Per Common Share				
Net income available to common stockholders	$ 29,837	$ 45,025	$ 59,523	$ 78,946
Earnings allocated to participating securities	88	236	194	421
Earnings allocated to common stock	$ 29,749	$ 44,789	$ 59,329	$ 78,525
Weighted-average shares outstanding	158,885,491	141,419,197	152,299,889	137,377,484
Restricted stock	(1,821,178)	(1,066,836)	(1,535,337)	(1,007,692)
Weighted-average common shares outstanding for basic				

earnings per common share	157,064,313	140,352,361	150,764,552	136,369,792
Basic earnings per share	$ .19	$ .32	$ .39	$ .58
Diluted Earnings Per Common Share				
Earnings allocated to common stock	$ 29,749	$ 44,789	$ 59,329	$ 78,525
Weighted-average number of common shares outstanding adjusted for effect of dilutive securities:				
Weighted-average common shares outstanding used in basic earnings per common share calculation	157,064,313	140,352,361	150,764,552	136,369,792
Net dilutive effect of:				
Non-participating restricted stock	202,785	47,793	150,923	19,185
Stock options	195,659	229,284	220,614	135,017
Warrants	-	3,474	-	-
Weighted-average common shares outstanding for diluted earnings per common share	157,462,757	140,632,912	151,136,089	136,523,994
Diluted earnings per share	$ .19	$ .32	$ .39	$ .58

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 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.

At June 30, 2011 and 2010, 634 thousand shares and 281 thousand shares, respectively, related to participating and non-participating restricted stock and 3.2 million warrants at June 30, 2011 were outstanding and not included in the computation of diluted earnings per common share because they were anti-dilutive.

(15) Comprehensive Income

Comprehensive income is the total of net income and other comprehensive income (loss). The following table summarizes the components of comprehensive income.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2011	2010	2011	2010
Net income	$ 29,837	$ 45,025	$ 59,523	$ 78,946
Other comprehensive income (losses):				
Unrealized gains arising during the period on securities available for sale	31,084	57,910	10,014	67,161
Recognized pension and postretirement actuarial losses, settlement expense, prior service cost and transition obligation	930	921	1,860	1,842
Foreign currency translation adjustment	120	(640)	534	(320)
Net investment hedge	(150)	-	(576)	-
Cash flow hedge	57	-	(24)	-
Income tax expense	(11,692)	(21,309)	(4,117)	(25,092)
Total other comprehensive income	20,349	36,882	7,691	43,591
Comprehensive income	$ 50,186	$ 81,907	$ 67,214	$ 122,537

(16) Other Expense

Other expense consists of the following.

Three Months Ended June 30,	Six Months Ended June 30,

(In thousands)		2011		2010		2011		2010
Card processing and issuance	$	4,635	$	4,871	$	9,098	$	9,477
Professional fees		3,036		2,603		6,719		5,560
Outside processing		2,988		2,863		6,022		5,668
Telecommunications		3,067		2,983		6,009		6,055
Postage and courier		2,597		2,894		5,082		6,309
Deposit account losses		2,083		2,904		4,154		5,721
Office supplies		1,637		2,123		3,354		4,406
ATM processing		1,269		1,616		2,462		3,172
Other		15,755		12,196		28,733		23,095
Total other expense	$	37,067	$	35,053	$	71,633	$	69,463

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

OVERVIEW

TCF Financial Corporation ("TCF" or the "Company"), a Delaware corporation, is a bank holding company based in Wayzata, Minnesota. Its principal subsidiary, TCF National Bank, is headquartered in South Dakota. TCF had 439 banking offices in Minnesota, Illinois, Michigan, Colorado, Wisconsin, Indiana, Arizona and South Dakota (TCF's primary banking markets) at June 30, 2011.

TCF provides convenient financial services through multiple channels in its primary banking markets. TCF has developed products and services designed to meet the needs of all its customers. The Company focuses on attracting and retaining customers through service and convenience, including branches that are open seven days a week and on most holidays, extensive full-service supermarket branches, 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 or no interest-cost deposits. The Company's growth strategies include the development of new products and services, new branch expansion and acquisitions. New products and services are designed to build on existing businesses and expand into complementary products and services through strategic initiatives.

TCF's core businesses include Retail Banking, Wholesale Banking and Treasury Services. Retail Banking includes branch banking and retail lending. Wholesale Banking includes commercial banking, leasing and equipment finance and inventory finance. TCF refers to its combined leasing and equipment finance and inventory finance businesses as Specialty Finance. Treasury Services includes the Company's investment and borrowing portfolios and management of capital, debt and market risks, including interest-rate and liquidity risks.

TCF's lending strategy is to originate high credit quality and primarily secured loans and leases. TCF's retail lending operation offers fixed- and variable-rate loans and lines of credit secured by residential real estate properties. Commercial loans are generally made on properties or to customers located within TCF's primary banking markets. The leasing and equipment finance businesses consist of TCF Equipment Finance, Inc., a company that delivers equipment finance solutions to businesses in select markets, and Winthrop Resources Corporation, a company that primarily leases technology and data processing equipment. TCF's leasing and equipment finance businesses have equipment installations in all 50 states and, to a limited extent, in foreign countries. TCF's inventory finance business originates commercial variable-rate loans which are secured by equipment under a floorplan arrangement and supported by repurchase agreements from original equipment manufacturers to dealers of the equipment in the United States and Canada.

Net interest income, the difference between interest income earned on loans and leases, securities available for sale, investments and other interest-earning assets and interest paid on deposits and borrowings, represented 60.5% of TCF's total revenue for the six months ended June 30, 2011. Net interest income can change significantly from period to period based on general levels of interest rates, customer prepayment patterns, the mix of interest-earning assets and the 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 an Asset/Liability Management Committee and through related interest-rate risk monitoring and management policies.

Non-interest income is a significant source of revenue for TCF and an important factor in TCF's results of operations. Increasing fee and service charge revenue has been challenging as a result of the slowing of the economy, changing customer behavior and the impact of the implementation of new regulation. Providing a wide range of retail banking services is an integral component of TCF's philosophy and a major strategy for generating additional non-interest income. Key drivers of non-interest income are the number of deposit accounts and related transaction activity.

TCF's card revenues will be impacted by the Durbin Amendment (the "Amendment") to the Dodd-Frank Wall Street and Consumer Protection Act of 2010 (The "Act" or "Dodd-Frank Act"), which directed the Board of Governors of the Federal Reserve System ("Federal Reserve") to establish rules related to debit-card interchange fees. The final rule, which was issued on June 29, 2011, with an effective date of October 1, 2011, includes, on an interim basis, a per transaction fraud-prevention adjustment. The final rule precludes the recovery of costs other than those permitted by the Amendment, and the resulting reduction in TCF's card interchange revenue after October 1, 2011 could approach approximately 50% ($50 - $60 million annually). The final rule provides a fee limit of 21 cents and a per transaction component of 5 basis points per transaction to reflect a portion of fraud losses. TCF Bank filed a lawsuit against the Federal Reserve and the Office of the Comptroller of the Currency ("OCC") challenging the constitutionality of the Amendment. TCF had a hearing in the United States district court in South Dakota on April 4, 2011 and at that hearing, the judge did not grant the government's motion to dismiss the case, took under advisement the government's motion to dismiss the OCC and did not grant TCF its motion for preliminary injunction against the implementation of the Amendment. TCF appealed the judge's ruling on the preliminary injunction to the Eighth Circuit Court of Appeals on June 16, 2011. On June 29, 2011, the Eighth Circuit Court of Appeals affirmed the district court's denial of TCF's motion for a preliminary injunction. On June 30, 2011, the Eighth Circuit Court of Appeals dismissed without prejudice the lawsuit TCF filed challenging the Amendment. See "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Forward-Looking Information" for additional information. TCF expects to implement new products and fee structures during the fourth quarter of 2011 to mitigate the negative impacts of these regulations.

The following portions of Management's Discussion and Analysis of Financial Condition and Results of Operations focus in more detail on the results of operations for the three and six months ended June 30, 2011 and 2010 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's net income was $29.8 million and $59.5 million for the second quarter and first six months of 2011, respectively, compared with $45 million and $78.9 million for the same 2010 periods. TCF's diluted earnings per common share was 19 cents and 39 cents for the second quarter and first six months of 2011, respectively, compared with 32 cents and 58 cents for the same 2010 periods.

Return on average assets was .67% for both the second quarter and first six months of 2011, compared with 1.02% and .89% for the same 2010 periods. Return on average common equity was 6.86% and 7.32% for the second quarter and first six months of 2011, respectively, compared with 12.71% and 11.75% for the same 2010 periods.

Operating Segment Results

See Note 13 of Notes to Consolidated Financial Statements for the financial results of TCF's operating segments.

RETAIL BANKING, consisting of branch banking and retail lending, reported net income of $16.4 million and $27.9 million for the second quarter and first six months of 2011, respectively, compared with $33.4 million and $53.8 million for the same 2010 periods. Retail Banking net interest income for the second quarter and first six months of 2011 was $112 million and $220.6 million, respectively, compared with $110.6 million and $217.9 million for the same 2010 periods.

The Retail Banking provision for credit losses was $37.5 million and $72.7 million for the second quarter and first six months of 2011, respectively, compared with $28.7 million and $64.1 million for the same 2010 periods. See “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Provision for Credit Losses” for further discussion.

Retail Banking non-interest income totaled $90.5 million for the second quarter of 2011, down 19.9% from $113 million for the same 2010 period. Retail Banking non-interest income totaled $176.3 million for the first six months of 2011, down 17% from $212.4 million for the same 2010 period. The decrease in non-interest income from the second quarter and first six months of 2010 is primarily due to decreased activity-based fee revenue as a result of overdraft fee regulations that began in the third quarter of 2010, changes in customer banking and spending behavior, and lower monthly maintenance fees as more customers qualify for fee waivers.

Retail Banking non-interest expense for the second quarter and first six months of 2011 was $138.2 million and $278.9 million, respectively, compared with $140 million and $278.6 million for the same 2010 periods. The decrease for the three months ended 2011, compared with the same 2010 period, was primarily due to decreased consumer real estate loan pool insurance expenses, partially offset by an increase in expenses related to foreclosed real estate. The increase in non-interest expense for the first six months of 2011, compared with the same 2010 period, was primarily due to increased expenses related to foreclosed real estate, partially offset by reduced deposit account premium expenses primarily due to fewer new accounts qualifying for the account premium.

WHOLESALE BANKING, consisting of commercial banking, leasing and equipment finance and inventory finance, reported net income of $21.1 million and $41.7 million for the second quarter and first six months of 2011, respectively, compared with $10.9 million and $24.3 million for the same 2010 periods. Net interest income for the second quarter and first six months of 2011 was $69.5 million and $136.6 million, respectively, compared with $63.2 million and $124 million for the same 2010 periods. The increase in net interest income for both periods from 2010 was primarily due to growth in inventory finance.

The provision for credit losses for this operating segment was $5.9 million and $15.4 million for the second quarter and first six months of 2011, respectively, compared with $19.9 million and $34.4 million for the same 2010 periods. Wholesale Banking net charge-offs totaled $7.4 million and $28.8 million during the second quarter and first six months of 2011, compared with $16.7 million and $31.3 million during the same 2010 periods. The decrease in Wholesale Banking net charge-offs for the second quarter of 2011, compared with the same 2010 period, was driven by decreased commercial banking and leasing and equipment finance net charge-offs. The decrease in net charge-offs for the first six months of 2011, compared with the same 2010 period, was primarily due to decreased leasing and equipment finance net charge-offs, partially offset by increased net charge-offs in commercial banking.

Wholesale Banking non-interest income for the second quarter and first six months of 2011 totaled $23.8 million and $52.1 million, respectively, up from $22.9 million and $46.3 million for the same 2010 periods. The increase during the six months ended June 30, 2011 was primarily due to customer initiated lease activity during the first quarter of 2011.

Wholesale Banking non-interest expense totaled $51.5 million and $102.9 million for the second quarter and first six months of 2011, respectively, compared with $47.5 million and $95.6 million for the same 2010 periods. The increase from the second quarter and first six months of 2010 was primarily due to production related compensation and increased allocation of FDIC insurance premiums in the second quarter, that were primarily the result of changes in the FDIC insurance rate calculations for banks over $10 billion in total assets. Additionally, the periods were impacted by the write-downs of commercial real estate properties owned, partially offset by decreased operating lease depreciation primarily due to the reduction of the operating lease portion of the portfolio.

TREASURY SERVICES reported a net loss of $5.3 million and $8.1 million for the second quarter and first six months of 2011, respectively, compared with net income of $309 thousand and $2.9 million for the same 2010 periods. The decrease was primarily due to the impact of increased asset liquidity, partially offset by lower average cost of borrowings.

Consolidated Net Interest Income

Net interest income for the second quarter of 2011 totaled $176.2 million, essentially flat with the second quarter of 2010 and up from $174 million for the first quarter of 2011. Net interest income for the first six months of 2011 totaled $350.2 million, down from $351.2 million from the same 2010 period. The decrease in net interest income from the second quarter of 2010 was primarily due to a repositioning of the mix of fixed-rate consumer real estate loans to variable-rate consumer real estate loans, that are lower yielding, in anticipation of rising interest rates. The increase in net interest income from the first quarter of 2011 was primarily due to growth in the higher-yielding inventory finance portfolio, decreased rates paid on deposits and a decrease in interest expense on borrowings, partially offset by the impact of operating in a lower interest rate environment and growth in lower yielding variable-rate consumer real estate and commercial loans.

Net interest margin for the second quarter of 2011 was 4.02%, down from 4.19% for the second quarter of 2010 and 4.06% for the first quarter of 2011. Net interest margin for the first six months of 2011 was 4.04% down from 4.20% for the first six months of 2010. The decreases in net interest margin from all periods were primarily due to increased asset liquidity and growth in loans and leases at lower yields as a result of the lower interest rate environment, partially offset by lower average cost of deposits and borrowings. See “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Consolidated Financial Condition Analysis – Borrowings and Liquidity” for further discussion.

Achieving net interest income growth over time is primarily dependent on TCF’s ability to generate growth in higher-yielding assets and low or no interest-cost deposits. While interest rates and consumer preferences continue to change over time, TCF is currently asset sensitive as measured by its interest rate gap (the difference between interest-earning assets and interest-bearing liabilities maturing, repricing, or prepaying during the next twelve months). Being asset sensitive generally means that TCF’s net interest income may increase in rising interest rate environments. Since TCF is primarily deposit funded, the degree of the impact on net interest income is somewhat controlled by TCF, but is impacted by how its competitors price comparable products.

See “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Consolidated Financial Condition Analysis – Deposits” and “Item 3. Quantitative and Qualitative Disclosures about Market Risk” for further discussion on TCF’s interest rate risk position.

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.

	Three Months Ended June 30,					
	2011			2010		
(Dollars in thousands)	Average Balance	Interest	Average Yields and Rates (1)	Average Balance	Interest	Average Yields and Rates (1)
Assets:						
Investments and other	$ 693,678	$ 1,836	1.06 %	$ 352,667	$ 1,236	1.40 %
U.S. Government sponsored entities:						
Mortgage-backed securities	2,104,294	20,614	3.92	1,860,233	21,053	4.53
U.S. Treasury Bills	135,613	20	.06	14,167	7	.21
Other securities	353	5	5.68	457	5	4.39
Total securities available for sale (2)	2,240,260	20,639	3.69	1,874,857	21,065	4.49
Loans and leases:						
Consumer real estate:						
Fixed-rate	4,655,198	70,615	6.08	5,152,954	79,182	6.16
Variable-rate	2,379,250	30,566	5.15	2,081,247	28,473	5.49

Consumer - other	19,463	437	9.01	27,584	566	8.23
Total consumer real estate and other	7,053,911	101,618	5.78	7,261,785	108,221	5.98
Commercial:						
Fixed- and adjustable-rate	2,877,903	41,442	5.78	2,976,721	44,271	5.97
Variable-rate	719,741	7,757	4.32	745,094	7,824	4.21
Total commercial	3,597,644	49,199	5.49	3,721,815	52,095	5.61
Leasing and equipment finance	3,068,550	46,184	6.02	3,021,532	49,230	6.52
Inventory finance	978,505	17,340	7.11	692,816	12,675	7.34
Total loans and leases (3)	14,698,610	214,341	5.85	14,697,948	222,221	6.06
Total interest-earning assets	17,632,548	236,816	5.38	16,925,472	244,522	5.79
Other assets	1,163,803			1,208,867		
Total assets	$ 18,796,351			$ 18,134,339		
Liabilities and Equity:						
Non-interest bearing deposits:						
Retail	$ 1,475,191			$ 1,480,896		
Small business	683,323			631,495		
Commercial and custodial	278,808			289,384		
Total non-interest bearing deposits	2,437,322			2,401,775		
Interest-bearing deposits:						
Checking	2,152,646	1,221	.23	2,145,260	1,731	.32
Savings	5,608,824	7,279	.52	5,477,044	10,805	.79
Money market	648,862	731	.45	660,654	1,165	.71
Subtotal	8,410,332	9,231	.44	8,282,958	13,701	.66
Certificates of deposit	1,092,368	2,199	.81	1,044,008	2,580	.99
Total interest-bearing deposits	9,502,700	11,430	.48	9,326,966	16,281	.70
Total deposits	11,940,022	11,430	.38	11,728,741	16,281	.56
Borrowings:						
Short-term borrowings	35,227	21	.24	26,665	79	1.19
Long-term borrowings	4,513,301	48,697	4.33	4,485,283	51,355	4.59
Total borrowings	4,548,528	48,718	4.29	4,511,948	51,434	4.57
Total interest-bearing liabilities	14,051,228	60,148	1.72	13,838,914	67,715	1.96
Total deposits and borrowings	16,488,550	60,148	1.46	16,240,689	67,715	1.67
Other liabilities	556,641			464,276		
Total liabilities	17,045,191			16,704,965		
Total TCF Financial Corp. stockholders' equity	1,739,543			1,417,020		
Non-controlling interest in subsidiaries	11,617			12,354		
Total equity	1,751,160			1,429,374		
Total liabilities and equity	$ 18,796,351			$ 18,134,339		
Net interest income and margin		$ 176,668	4.02 %		$ 176,807	4.19 %

(1) Annualized.
(2) Average balances and yields of securities available for sale are based upon the historical amortized cost and excludes equity securities.
(3) Average balances of loans and leases include non-accrual loans and leases, and are presented net of unearned income.

	Six Months Ended June 30,					
	2011			2010		
(Dollars in thousands)	Average Balance	Interest	Average Yields and Rates (1)	Average Balance	Interest	Average Yields and Rates (1)
Assets:						
Investments and other	$ 636,190	$ 3,637	1.15 %	$ 316,532	$ 2,377	1.51 %
U.S. Government sponsored entities:						
Mortgage-backed securities	2,033,159	40,025	3.94	1,872,587	42,454	4.53
U.S. Treasury Bills	91,685	33	.07	7,122	7	.21
Other securities	370	10	5.44	467	11	4.75

Total securities available for sale (2)	2,125,214	40,068	3.77	1,880,176	42,472	4.52
Loans and leases:						
Consumer real estate:						
Fixed-rate	4,694,690	142,421	6.12	5,219,935	160,678	6.20
Variable-rate	2,373,328	60,846	5.17	2,026,500	55,808	5.55
Consumer - other	20,603	913	8.94	28,988	1,201	8.35
Total consumer real estate and other	7,088,621	204,180	5.81	7,275,423	217,687	6.03
Commercial:						
Fixed- and adjustable-rate	2,895,151	83,484	5.81	2,961,937	88,300	6.01
Variable-rate	715,330	15,414	4.35	750,142	15,690	4.22
Total commercial	3,610,481	98,898	5.52	3,712,079	103,990	5.65
Leasing and equipment finance	3,093,969	93,741	6.06	3,032,537	99,255	6.55
Inventory finance	925,913	32,665	7.11	623,283	22,813	7.38
Total loans and leases (3)	14,718,984	429,484	5.87	14,643,322	443,745	6.10
Total interest-earning assets	17,480,388	473,189	5.45	16,840,030	488,594	5.84
Other assets	1,158,899			1,218,117		
Total assets	$ 18,639,287			$ 18,058,147		
Liabilities and Equity:						
Non-interest bearing deposits:						
Retail	$ 1,466,507			$ 1,471,980		
Small business	675,861			614,467		
Commercial and custodial	285,125			284,148		
Total non-interest bearing deposits	2,427,493			2,370,595		
Interest-bearing deposits:						
Checking	2,128,673	2,577	.24	2,115,384	3,537	.34
Savings	5,517,084	14,776	.54	5,411,814	22,336	.83
Money market	661,114	1,639	.50	664,595	2,415	.73
Subtotal	8,306,871	18,992	.46	8,191,793	28,288	.70
Certificates of deposit	1,092,452	4,443	.82	1,085,349	5,597	1.04
Total interest-bearing deposits	9,399,323	23,435	.50	9,277,142	33,885	.74
Total deposits	11,826,816	23,435	.40	11,647,737	33,885	.59
Borrowings:						
Short-term borrowings	59,000	113	.39	111,521	181	.33
Long-term borrowings	4,607,492	98,463	4.30	4,492,742	102,799	4.61
Total borrowings	4,666,492	98,576	4.25	4,604,263	102,980	4.50
Total interest-bearing liabilities	14,065,815	122,011	1.75	13,881,405	136,865	1.99
Total deposits and borrowings	16,493,308	122,011	1.49	16,252,000	136,865	1.70
Other liabilities	508,983			452,631		
Total liabilities	17,002,291			16,704,631		
Total TCF Financial Corp. stockholders' equity	1,627,251			1,343,897		
Non-controlling interest in subsidiaries	9,745			9,619		
Total equity	1,636,996			1,353,516		
Total liabilities and equity	$ 18,639,287			$ 18,058,147		
Net interest income and margin		$ 351,178	4.04 %		$ 351,729	4.20 %

(1) Annualized.
(2) Average balances and yields of securities available for sale are based upon the historical amortized cost and excludes equity securities.
(3) Average balances of loans and leases include non-accrual loans and leases, and are presented net of unearned income.

Provision for Credit Losses

The following tables summarize the composition of TCF's provision for credit losses and percentage of the total provision expense for the three and six months ended June 30, 2011 and 2010.

	Three Months Ended	
	June 30,	Change

(Dollars in thousands)	2011		2010		$	%
Consumer real estate and other	$ 38,919	88.5 %	$ 28,961	59.1 %	$ 9,958	34.4 %
Commercial	3,348	7.6	12,978	26.5	(9,630)	(74.2)
Leasing and equipment finance	1,817	4.1	6,964	14.2	(5,147)	(73.9)
Inventory finance	(79)	(.2)	110	.2	(189)	(171.8)
Total	$ 44,005	100.0 %	$ 49,013	100.0 %	$ (5,008)	(10.2) %

	Six Months Ended					
	June 30,				Change	
	2011		2010		$	%
Consumer real estate and other	$ 75,026	84.1 %	$ 64,635	65.0 %	$ 10,391	16.1 %
Commercial	8,767	9.8	18,730	18.8	(9,963)	(53.2)
Leasing and equipment finance	4,577	5.1	14,537	14.6	(9,960)	(68.5)
Inventory finance	909	1.0	1,602	1.6	(693)	(43.3)
Total	$ 89,279	100.0 %	$ 99,504	100.0 %	$ (10,225)	(10.3) %

TCF recorded provision expense of $44 million and $89.3 million in the second quarter and first six months of 2011, respectively, compared with $49 million and $99.5 million in the same 2010 periods. The decrease from the second quarter and first six months of 2010 was primarily driven by decreases in commercial and leasing and equipment finance net charge-offs and reserves as customer performance improved, partially offset by higher consumer real estate net charge-offs and an increase in troubled debt restructurings (“TDR”) reserves for the consumer real estate portfolio primarily due to more modifications being extended, longer expected modification periods and lower expected realizable values on re-default loans due to continued declines in property values, partially offset by revisions of re-default rates.

Net loan and lease charge-offs for the second quarter and first six months of 2011 were $43.8 million, or 1.19% (annualized) of average loans and leases, and $99.7 million, or 1.35% (annualized), respectively, compared with $47.8 million, or 1.30% (annualized), and $92.3 million, or 1.26% (annualized), in the same periods of 2010.

Consumer real estate net charge-offs for the second quarter and for the first six months of 2011 were $36.7 million and $72 million, respectively, compared with $29.4 million and $58.7 million for the same 2010 periods. The increase in consumer real estate net charge-offs was primarily due to continued weak residential real estate market conditions and persistent high unemployment in TCF’s markets. Commercial net charge-offs for the second quarter and first six months of 2011 were $2.7 million and $20.5 million, respectively, compared with $9.1 million and $17 million for the same 2010 periods. The decrease from the second quarter of 2010 was primarily due to lower charge-offs relating to commercial real estate loans. The increase from the first six months of 2010 was primarily due to charge-off activity in the first quarter of 2011. Leasing and equipment finance net charge-offs for the second quarter and first six months of 2011 were $3.5 million and $6.3 million, respectively, compared with $7.5 million and $14.2 million in the same 2010 periods. The decrease in leasing and equipment finance net charge-offs from the second quarter and first six months of 2010 was primarily due to decreases in the small ticket and middle market segments.

The provision for credit losses is calculated as part of the determination of the allowance for loan and lease losses. The determination of the allowance for loan and lease losses and the related provision for credit losses is a critical accounting estimate which involves a number of factors such as historical trends in net charge-offs, delinquencies in the loan and lease portfolio, year of loan or lease origination, value of collateral, general economic conditions and management’s assessment of credit risk in the current loan and lease portfolio. See also “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Consolidated Financial Condition Analysis – Allowance for Loan and Lease Losses.”

<u>Consolidated Non-Interest Income</u>

Non-interest income is a significant source of revenue for TCF and is an important factor in TCF’s results of operations. Providing a wide range of retail banking services is an integral component of TCF’s business philosophy and a major strategy for generating additional non-interest income. Total non-interest income totaled $114.1 million and $228.4 million for the second quarter and first six months of 2011, respectively, compared with $135.9 million and $258.5 million for the same 2010 periods.

Fees and Service Charges

Fees and service charges totaled $56.4 million and $109.9 million for the second quarter and first six months of 2011, respectively, compared with $77.8 million and $144 million for the same 2010 periods. The decrease in fees and service charges from the second quarter and first six months of 2010 was primarily due to decreased activity-based fee revenue as a result of a change in overdraft fee regulations in the third quarter of 2010, changes in customer banking and spending behaviors and lower monthly maintenance fees as more customers qualified for fee waivers.

Card Revenues

Card revenues totaled $28.2 million and $54.8 million for the second quarter and first six months of 2011, respectively, compared with $28.6 million and $55.7 million for the same 2010 periods. The decrease in card revenues from the same periods of 2010 was primarily attributable to a decrease in the average interchange rate.

The following tables set forth information about TCF's card business.

	Three Months Ended			
	June 30,		Change	
(Dollars in thousands)	2011	2010	Amount	%
Average number of checking accounts with a TCF card	1,243,218	1,442,048	(198,830)	(13.8) %
Average active card users	769,733	822,493	(52,760)	(6.4)
Average number of transactions per card per month	23.7	22.5	1.2	5.3
Sales volume for the three months ended:				
Off-line (Signature)	$ 1,722,158	$ 1,699,621	$ 22,537	1.3
On-line (PIN)	246,346	248,874	(2,528)	(1.0)
Total	$ 1,968,504	$ 1,948,495	20,009	1.0
Average transaction size (in dollars)	$ 36	$ 35	1.0	2.9
Percentage off-line	87.49 %	87.23 %		26 bps
Average interchange per transaction	$ .49	$ .49	-	- %
Average interchange rate per transaction	1.36 %	1.40 %		(4) bps

	Six Months Ended			
	June 30,		Change	
(Dollars in thousands)	2011	2010	Amount	%
Average number of checking accounts with a TCF card	1,244,521	1,490,801	(246,280)	(16.5) %
Average active card users	764,393	837,083	(72,690)	(8.7)
Average number of transactions per card per month	23.0	21.5	1.5	7.0
Sales volume for the six months ended:				
Off-line (Signature)	$ 3,353,337	$ 3,356,686	$ (3,349)	(.1)
On-line (PIN)	482,615	493,566	(10,951)	(2.2)
Total	$ 3,835,952	$ 3,850,252	(14,300)	(.4)
Average transaction size (in dollars)	$ 36	$ 36	-	-
Percentage off-line	87.42 %	87.18 %		24 bps
Average interchange per transaction	$ .50	$ .49	.01	2.0 %
Average interchange rate per transaction	1.36 %	1.37 %		(1) bps

TCF's Visa® debit card program has grown significantly since its inception in 1996. TCF is the 12th largest issuer of small business debit cards and the 14th largest issuer of consumer debit cards in the United States, based on sales volume for the three months ended March 31, 2011, as provided by Visa. TCF earns interchange revenue from customer card transactions paid by merchants, not by TCF's customers. Card products represented 29.3% and 29.2% of banking fee revenue for the three and six months, respectively, ended June 30, 2011, and revenue from such products change based on customer payment trends and the number of deposit accounts using the cards. Visa has significant litigation against it regarding interchange pricing and there is a risk this revenue could be impacted by any settlement or adverse rulings in such litigation. The continued success of TCF's debit card program is highly dependent on the success and viability of Visa and the continued use by customers and acceptance by merchants of its cards.

On June 29, 2011, the Federal Reserve issued its final debit card interchange rule, establishing a debit card interchange fee cap. These rules are effective October 1, 2011, and apply to issuers that, together with their affiliates, have assets of $10 billion or more. These regulations are estimated to reduce TCF's card revenue by approximately 50% ($50 - $60 million annually). See "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations — Overview."

ATM Revenue

For the second quarter and first six months of 2011, ATM revenue was $7.1 million and $13.8 million, respectively, compared with $7.8 million and $14.9 million for the same 2010 periods. The decline in ATM revenue was primarily due to fewer fee generating transactions.

Leasing and Equipment Finance Revenue

Leasing and equipment finance revenue, including sales-type and operating lease revenues, totaled $22.3 million and $49 million for the second quarter and first six months of 2011, respectively, compared with $20.5 million and $40.9 million for the same 2010 periods. The increase from the second quarter of 2010 was due to increased sales-type lease revenues. The increase from the six months ended June 30, 2010 was due to increased sales-type lease revenues resulting from higher levels of customer initiated lease activity, partially offset by decreased operating lease revenues.

Consolidated Non-Interest Expense

Non-interest expense totaled $196 million for the second quarter of 2011, up $6.9 million or 3.7% from $189.1 million for the same 2010 period. For the first six months of 2011, non-interest expense totaled $389.9 million, up $9 million, or 2.4% from $380.9 million for the same 2010 period.

Compensation and Employee Benefits

Compensation and employee benefits expense for the second quarter of 2011 increased $3 million, or 3.5%, from the second quarter of 2010. For the first six months of 2011, compensation and employee benefits expense increased $5.1 million, or 2.9% from the first six months of 2010. The increase for both periods was primarily due to production related compensation as a result of growth in the Specialty Finance portfolio and an increase in payroll tax rates, partially offset by decreases in group insurance claims.

FDIC Insurance

For the three and six months ended June 30, 2011, FDIC insurance increased $2.3 million, or 44.5 percent, and $4 million, or 37.7 percent, respectively, from the same 2010 periods. The increases were primarily the result of changes in the FDIC insurance rate calculations for banks over $10 billion in total assets, which were implemented on April 1, 2011. As a result of the FDIC's clarification of certain items in the new rate calculations, TCF now expects 2011 expense to be approximately $7 million higher than 2010.

Deposit Account Premiums

Deposit account premium expense totaled $6.2 million and $9.4 million for the second quarter and first six months of 2011, respectively, compared with $5.5 million and $12.3 million for the same 2010 periods. The increase from the second quarter of 2010 was primarily due to changes in the account premium programs beginning in April 2011, which increased the premiums paid for each qualified account opening. The decrease from the six months ended June 30, 2010 was primarily due to fewer new accounts qualifying for the account premiums, partially offset by increased premium offerings.

Foreclosed Real Estate and Repossessed Assets, Net

Foreclosed real estate and repossessed assets, net expenses totaled $12.6 million and $25.5 million for the second quarter and first six months of 2011, respectively, compared with $8.8 million and $18 million for the same 2010 periods. The increases were primarily due to an increase in the number of consumer real estate properties owned and the associated expenses, continued valuation write-downs of both consumer and commercial real estate properties, and increased property tax expenses.

Operating Lease Depreciation

Operating lease depreciation totaled $7.9 million and $15.8 million for the second quarter and first six months of 2011, respectively, compared with $9.8 million and $19.9 million for the same 2010 periods. The decrease was primarily due to the reduction of the operating lease portion of the portfolio.

Other Credit Costs, Net

Other credit costs, net is comprised of consumer real estate loan pool insurance, write-downs on operating leases and reserve requirements for expected losses on unfunded commitments. Other credit costs, net totaled $496 thousand and $3 million for the second quarter and first six months of 2011, respectively, compared with $2.7 million and $5.3 million for the same 2010 periods. The decrease for both periods was primarily due to reduced premium related expense on consumer real estate loan pool insurance.

Visa Indemnification Expense

TCF is a member of Visa U.S.A. for issuance and processing of its card transactions. As a member of Visa, TCF has an obligation to indemnify Visa U.S.A. under its bylaws and Visa under a retrospective responsibility plan, for contingent losses in connection with certain covered litigation (the "Visa contingent indemnification") disclosed in Visa's public filings with the SEC based on its membership proportion. TCF is not a party to the lawsuits brought against Visa U.S.A. TCF's membership proportion in Visa U.S.A. was .16234% at June 30, 2011.

As of June 30, 2011, TCF held 308,219 Visa Inc. Class B shares with no recorded value that are generally restricted from sale, other than to other Class B share holders, and are subject to dilution as a result of TCF's indemnification obligation.

At June 30, 2011, TCF's estimated remaining Visa contingent indemnification obligation was $918 thousand. The remaining covered litigation against Visa is primarily with card retailers and merchants, mostly related to fees and interchange rates. TCF's remaining indemnification obligation for Visa's covered litigation is a highly judgmental estimate. TCF must rely on Visa's public disclosures about the covered litigation in making estimates of the Visa contingent indemnification obligation.

Income Taxes

TCF recorded income tax expense of $18.8 million for the second quarter of 2011, or 37.3% of income before income tax expense, compared with $28.1 million, or 37.8%, for the comparable 2010 period. For the first six months of 2011, income tax expense totaled $37.2 million or 37.4% of income before income tax expense, compared with $48.9 million or 37.8% of income before income tax expense, for the comparable 2010 period.

The determination of current and deferred income taxes is a critical accounting estimate which is based on complex analyses of many factors, including interpretation of income tax laws, the evaluation of uncertain tax positions, differences between the tax and financial reporting bases of assets and liabilities (temporary differences), estimates of amounts due or owed such as the timing of reversal of temporary differences and current financial accounting standards. Additionally, there can be no assurance that estimates and interpretations used in determining income tax liabilities may not be challenged by taxing authorities. Actual results could differ significantly from the estimates and tax law interpretations used in determining the current and deferred income tax liabilities.

In addition, under generally accepted accounting principles, deferred income tax assets and liabilities are recorded at the income tax rates expected to apply to taxable income in the periods in which the deferred income tax assets or liabilities are expected to be realized. If such rates change, deferred income tax assets and liabilities must be adjusted in the period of change through a charge or credit to the Consolidated Statements of Income. Also, if current period income tax rates change, the impact on the annual effective income tax rate is applied year-to-date in the period of enactment.

CONSOLIDATED FINANCIAL CONDITION ANALYSIS

Loans and Leases

The following table sets forth information about loans and leases held in TCF's portfolio.

(Dollars in thousands)	At June 30, 2011	At December 31, 2010	Percentage Change
Consumer real estate and other:			
Consumer real estate:			
First mortgage lien	$ 4,833,744	$ 4,893,887	(1.2) %
Junior lien	2,184,496	2,262,194	(3.4)
Total consumer real estate	7,018,240	7,156,081	(1.9)
Other	37,510	39,188	(4.3)
Total consumer real estate and other	7,055,750	7,195,269	(1.9)
Commercial real estate	3,309,862	3,328,216	(.6)
Commercial business	304,533	317,987	(4.2)
Total commercial	3,614,395	3,646,203	(.9)
Leasing and equipment finance: (1)			
Equipment finance loans	974,323	939,474	3.7
Lease financings:			
Direct financing leases	2,120,654	2,277,753	(6.9)
Sales-type leases	32,706	29,728	10.0
Lease residuals	105,643	109,555	(3.6)
Unearned income and deferred lease costs	(177,448)	(202,032)	(12.2)
Total lease financings	2,081,555	2,215,004	(6.0)
Total leasing and equipment finance	3,055,878	3,154,478	(3.1)
Inventory finance	905,922	792,354	14.3
Total loans and leases	$ 14,631,945	$ 14,788,304	(1.1) %

(1) Operating leases of $66.4 million at June 30, 2011 and $77.4 million at December 31, 2010 are included in other assets in the Consolidated Statements of Financial Condition.

Approximately 75% of the consumer real estate portfolio at June 30, 2011 consisted of closed-end loans. TCF's consumer real estate lines of credit require regular payments of interest and do not require regular payments of principal. Outstanding balances on consumer real estate lines of credit were $2.1 billion at June 30, 2011 and $2.2 billion at December 31, 2010. The average Fair Isaac Corporation ("FICO") credit score at loan origination for the retail lending portfolio was 726 as of June 30, 2011 and December 31, 2010. As part of TCF's credit risk monitoring, TCF obtains updated FICO score information quarterly. The average updated FICO score for the retail lending portfolio was 727 at June 30, 2011, compared with 725 at December 31, 2010. As of June 30, 2011, 23% of the consumer real estate loan balance has been originated since January 1, 2009, with 2011 net charge offs of .10% (annualized).

TCF continues to expand its commercial lending activities, generally to borrowers located in its primary markets, with a focus on secured lending. At June 30, 2011, approximately 99% of TCF's commercial real estate and commercial business loans were secured either by real estate or other business assets. At June 30, 2011, approximately 92% of TCF's commercial real estate loans outstanding were secured by real estate located in its primary markets.

The leasing and equipment finance backlog of approved transactions was $420.6 million at June 30, 2011, up from $402.6 million at December 31, 2010.

Credit Quality

The following tables summarize TCF's loan and lease portfolio based on the most important credit quality data that should be used to understand the overall condition of the portfolio. Performing classified loans and leases have well-defined weaknesses, but may never become non-performing or result in a loss.

	June 30, 2011						
	Performing Loans and Leases			60+ Days Delinquent and		Non-accrual	
(In thousands)	Non-classified	Classified (1)	Total	Accruing (2)	Accruing TDRs	Loans and Leases	Total Loans and Leases
Consumer real estate and other	$ 6,492,656	$ -	$ 6,492,656	$ 68,546	$ 343,610	$ 150,938	$ 7,055,750
Commercial real estate and commercial business	3,070,765	375,210	3,445,975	899	27,114	140,407	3,614,395
Leasing and equipment finance	2,987,135	33,625	3,020,760	5,436	-	29,682	3,055,878
Inventory finance	900,630	4,509	905,139	149	-	634	905,922
Total loans and leases	$ 13,451,186	$ 413,344	$ 13,864,530	$ 75,030	$ 370,724	$ 321,661	$ 14,631,945
Percent of total loans and leases	92.0 %	2.8 %	94.8 %	.5 %	2.5 %	2.2 %	100.0 %

	December 31, 2010						
	Performing Loans and Leases			60+ Days Delinquent and		Non-accrual	
(In thousands)	Non-classified	Classified (1)	Total	Accruing (2)	Accruing TDRs	Loans and Leases	Total Loans and Leases
Consumer real estate and other	$ 6,613,610	$ -	$ 6,613,610	$ 76,711	$ 337,401	$ 167,547	$ 7,195,269
Commercial real estate and commercial business	3,091,911	354,185	3,446,096	9,021	48,838	142,248	3,646,203
Leasing and equipment finance	3,073,347	35,695	3,109,042	11,029	-	34,407	3,154,478
Inventory finance	785,245	5,710	790,955	344	-	1,055	792,354
Total loans and leases	$ 13,564,113	$ 395,590	$ 13,959,703	$ 97,105	$ 386,239	$ 345,257	$ 14,788,304
Percent of total loans and leases	91.7 %	2.7 %	94.4 %	.7 %	2.6 %	2.3 %	100.0 %

(1) Excludes classified loans and leases that are 60+ days delinquent and accruing or accruing TDRs.
(2) Excludes accruing TDRs that are 60+ days delinquent.

Total non-accrual loans decreased $23.6 million at June 30, 2011, compared with December 31, 2010. The decrease was primarily due to consumer real estate and other non-accrual loans decreasing $16.6 million compared with December 31, 2010, as $51.7 million were transferred to real estate owned and $42 million migrated to accruing status. Commercial accruing TDRs decreased from December 31, 2010, primarily due to loans meeting certain criteria to be reported as classified in the calendar year subsequent to modification.

Past Due Loans and Leases

The following tables set forth information regarding TCF's delinquent loan and lease portfolio, excluding non-accrual loans and leases, and will not agree to the previous tables, as these amounts include accruing TDRs that are delinquent. Delinquent balances are determined based on the contractual terms of the loan or lease. See Note 5 of Notes to Consolidated Financial Statements for additional information.

(In thousands)	At June 30, 2011	At December 31, 2010
Principal balances		
60-89 days	$ 46,593	$ 55,618
90 days or more	57,271	59,425
Total	$ 103,864	$ 115,043

Percentage of loans and leases		
60-89 days	.33 %	.39 %
90 days or more	.40	.41
Total	.73 %	.80 %

The following table summarizes TCF's over 60-day delinquent loan and lease portfolio by loan type, excluding non-accrual loans and leases.

	At June 30, 2011		At December 31, 2010	
(In thousands)	Principal Balances	Percentage of Portfolio	Principal Balances	Percentage of Portfolio
Consumer real estate and other:				
First mortgage lien	$ 74,090	1.58 %	$ 73,848	1.55 %
Junior lien	17,780	.82	20,763	.93
Consumer other	171	.46	39	.10
Total consumer real estate and other	92,041	1.33	94,650	1.35
Commercial real estate	6,238	.19	8,856	.27
Commercial business	-	-	165	.06
Total commercial	6,238	.18	9,021	.26
Leasing and equipment finance:				
Middle market	1,976	.14	2,589	.18
Small ticket	427	.06	2,003	.30
Winthrop	-	-	462	.13
Other	44	.03	-	-
Total leasing and equipment finance	2,447	.09	5,054	.19
Inventory finance	145	.02	318	.05
Subtotal (1)	100,871	.73	109,043	.79
Delinquencies in acquired portfolios (2)	2,993	.70	6,000	1.00
Total	$ 103,864	.73 %	$ 115,043	.80 %

(1) Excludes delinquencies and non-accrual loans in acquired portfolios as delinquency and non-accrual migration in these portfolios are not expected to result in losses exceeding the credit reserves netted against the loan balances.
(2) Remaining balances of acquired loans and leases were $427.5 million and $600.5 million of loans and leases at June 30, 2011 and December 31, 2010, respectively.

Loan Modifications

TCF may modify certain loans to retain customers or to maximize collection of loan balances. If, for economic or legal reasons related to the customer's financial difficulties, TCF grants a concession, the loan is classified as a TDR. If customers have demonstrated a willingness and ability to make modified loan payments, TDRs generally continue to accrue interest if the loans were accruing interest at the time of the modification, although at lower rates than the original loans.

TCF has maintained several programs designed to assist consumer real estate customers by extending payment dates or reducing customers' contractual payments. All loan modifications are made on a case-by-case basis. Under these programs, TCF reduces a customer's contractual payments for a period of time appropriate for the borrower's condition. If TCF has not granted a concession, compared to the original terms, the loan is not considered a TDR. TCF's TDR concessions granted generally do not include the forgiveness of principal balances. Modifications which are not classified as TDRs primarily involve interest rate changes to current market rates for similarly situated borrowers. Loan modifications to borrowers who are not experiencing financial difficulties are not included in the following reporting of loan modifications. Loan modifications are not reported in calendar years after modification if the loans were modified at a market rate of interest for a new loan with comparable risk and the loans are performing based on the terms of the restructured agreements. Reserves for losses on accruing consumer real estate loan TDRs were $44.5 million, or 12.9% of the outstanding balance, at June 30, 2011, and $36.8 million, or 10.9% of the outstanding balance, at December 31, 2010. The increase in the reserve percentage is primarily due to more modifications being extended, longer expected modification periods and lower expected realizable values on re-default loans due to continued declines in property values, partially offset by revisions of re-default rates. For consumer real estate TDRs, TCF utilized re-default rates ranging from 10% to 19.5%, depending on the modification type, in determining impairment, which is consistent with actual experience. Due to the secured nature of these loans, reserves for losses on accruing commercial loan TDRs were $1.8 million, or 6.7% of the outstanding balance at June 30, 2011, and $695 thousand, or 1.4% of the outstanding balance at December 31, 2010.

Commercial loan modifications which are not classified as TDRs primarily involve loans on which interest rates were changed to current market rates for borrowers with similar credit characteristics or on which TCF received additional collateral or loan conditions. Loans that are 90 or more days past due and not well secured at the time of modification remain on non-accrual status. Regardless of whether contractual principal and interest payments are well-secured at the time of modification, equipment finance loans that are 90 or more days past due remain on non-accrual status. Loans modified when on non-accrual status continue to be reported as non-accrual loans until there is sustained repayment performance for six months.

The following tables summarize the balance of accruing modified loans as of June 30, 2011 and December 31, 2010.

	At June 30, 2011			
(In thousands)	Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Total
TDRs	$ 343,610	$ 27,114	$ -	$ 370,724
Other loan modifications	22,705	45,468	4,918	73,091
Total accruing loan modifications	$ 366,315	$ 72,582	$ 4,918	$ 443,815
Over 60-day delinquency as a percentage of balance:				
TDRs	6.84 %	19.69 %	- %	7.78 %
Other loan modifications	9.85	-	4.39	3.36
Total accruing loan modifications	7.02	7.36	4.39	7.05

	At December 31, 2010			
(In thousands)	Consumer Real Estate and Other	Commercial	Leasing and Equipment Finance	Total
TDRs	$ 337,401	$ 48,838	$ -	$ 386,239
Other loan modifications	24,145	68,484	22,624	115,253
Total accruing loan modifications	$ 361,546	$ 117,322	$ 22,624	$ 501,492
Over 60-day delinquency as a percentage of balance:				
TDRs	5.32 %	- %	- %	4.64 %
Other loan modifications	9.22	-	.55	2.04
Total accruing loan modifications	5.58	-	.55	4.05

At June 30, 2011, all consumer real estate TDRs were temporary modifications, except for $66 million which were permanent modifications. Temporary modifications are no longer classified as TDRs once they complete the temporary modification term (typically 12 to 18 months) and the customer is performing for three months under the original contractual terms. Accounting Standards Update 2011-02, *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring (Topic 310)*, modifies guidance for indentifying restructurings of receivables that constitute a troubled debt restructuring. See "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Recent Accounting Developments" for additional information.

Non-accrual Loans and Leases

Non-accrual loans and leases decreased $23.6 million, or 6.8%, from December 31, 2010, primarily due to a decrease in leasing and equipment finance loans and leases and commercial loans placed on non-accrual status during the first six months of 2011, and an increase in consumer real estate loans that returned to accrual status during the same period. Consumer real estate loans are charged-off to their estimated realizable values upon entering non-accrual status. Any necessary additional reserves are established for commercial, leasing and equipment finance and inventory finance loans and leases when reported as non-accrual. 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.

Non-accrual loans and leases are summarized in the following table.

(In thousands)		At June 30, 2011		At December 31, 2010
Consumer real estate:				
First mortgage lien	$	129,837	$	140,871
Junior lien		21,069		26,626
Total consumer real estate		150,906		167,497
Consumer other		32		50
Total consumer real estate and other		150,938		167,547
Commercial real estate		106,647		104,305
Commercial business		33,760		37,943
Total commercial		140,407		142,248
Leasing and equipment finance		29,682		34,407
Inventory finance		634		1,055
Total non-accrual loans and leases	$	321,661	$	345,257

At June 30, 2011 and December 31, 2010, non-accrual loans and leases includes $87.3 million and $49.3 million, respectively, of loans and leases that were modified and categorized as TDRs. The increase in non-accrual TDRs at June 30, 2011, compared with December 31, 2010, was primarily due to an increase in commercial non-accrual TDRs of $26.2 million and an increase in consumer non-accrual TDRs in Illinois.

The changes in amount of non-accrual loans and leases for the three and six months ended June 30, 2011 are summarized in the following tables.

	At or For the Three Months Ended June 30, 2011									
(In thousands)		Consumer Real Estate and Other		Commercial		Leasing and Equipment Finance		Inventory Finance		Total
Balance, beginning of period	$	155,233	$	127,745	$	34,634	$	1,437	$	319,049
Additions		58,529		20,909		6,772		786		86,996
Charge-offs		(15,881)		(2,768)		(3,752)		-		(22,401)
Transfers to other assets		(23,036)		(2,296)		(1,689)		(57)		(27,078)
Return to accrual status		(20,064)		-		(953)		(968)		(21,985)
Payments received		(3,607)		(4,977)		(5,231)		(568)		(14,383)
Other, net		(236)		1,794		(99)		4		1,463
Balance, end of period	$	150,938	$	140,407	$	29,682	$	634	$	321,661

	At or For the Six Months Ended June 30, 2011									
(In thousands)		Consumer Real Estate and Other		Commercial		Leasing and Equipment Finance		Inventory Finance		Total
Balance, beginning of period	$	167,547	$	142,248	$	34,407	$	1,055	$	345,257
Additions		116,955		28,473		17,601		4,563		167,592
Charge-offs		(32,668)		(20,433)		(6,712)		(5)		(59,818)
Transfers to other assets		(51,732)		(4,667)		(3,827)		(393)		(60,619)
Return to accrual status		(42,046)		-		(1,417)		(3,156)		(46,619)
Payments received		(6,299)		(9,186)		(10,281)		(1,498)		(27,264)
Other, net		(819)		3,972		(89)		68		3,132
Balance, end of period	$	150,938	$	140,407	$	29,682	$	634	$	321,661

Excluding the impact of one commercial non-accrual credit placed on non-accrual status in the current quarter, additions to non-accruals have slowed each quarter since September 30, 2010, and were lower by $57.8 million for the six months ended June 2011, compared to the same 2010 period. Total non-accrual additions were lower by $41.9 million for the six months ended June 30, 2011, compared with the same 2010 period.

Charge-offs and allowance recorded to date against non-accrual loans and leases as a percentage of the remaining contractual loan balance prior to non-accrual status as of June 30, 2011 is summarized in the following table.

(Dollars in thousands)	Contractual Balance	Charge-offs and Allowance Recorded	Net Exposure	Impairment (1)
Consumer	$ 202,462	$ 53,828	$ 148,634	26.6 %
Commercial real estate	155,735	58,468	97,267	37.5
Commercial business	43,788	17,203	26,585	39.3
Leasing and equipment finance	29,685	6,094	23,591	20.5
Inventory finance	634	75	559	11.8
Total at June 30, 2011	$ 432,304	$ 135,668	$ 296,636	31.4 %

(1) Represents the ratio of charge-offs and allowance recorded to the contractual loan balances prior to non-accrual status.

Allowance for Loan and Lease Losses

The determination of the allowance for loan and lease losses is a critical accounting estimate. TCF's methodologies for determining and allocating the allowance for loan and lease losses focus on ongoing reviews of larger individual loans and leases, historical net charge-offs, delinquencies in the loan and lease portfolio, the level of impaired and non-accrual assets, values of underlying loan and lease collateral, the overall risk characteristics of the portfolios, changes in character or size of the portfolios, geographic location, year of origination, prevailing economic conditions and other relevant factors. The various factors used in the methodologies are reviewed on a periodic basis.

The Company considers the allowance for loan and lease losses of $255.5 million appropriate to cover losses incurred in the loan and lease portfolios as of June 30, 2011. 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 that subsequent evaluations of the loan and lease portfolio, in light of factors then prevailing, including economic conditions, TCF's ongoing credit review process or regulatory requirements, will not require significant changes in the balance of the allowance for loan and lease losses. Among other factors, a continued economic slowdown, increasing levels of unemployment and/or a decline in commercial or residential real estate values in TCF's markets 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 of Notes to Consolidated Financial Statements, the following includes detailed information regarding TCF's allowance for loan and lease losses and net charge-offs.

	At June 30, 2011			At December 31, 2010		
(Dollars in thousands)	Allowance/ Credit Loss Reserves	Total Loans and Leases	Allowance/Credit Loss Reserves as a % of Balance	Allowance/ Credit Loss Reserves	Total Loans and Leases	Allowance/Credit Loss Reserves as a % of Balance
Consumer real estate:						
First mortgage lien	$ 110,684	$ 4,833,744	2.29 %	$ 105,634	$ 4,893,887	2.16 %

Junior lien		65,032		2,184,496	2.98			67,216		2,262,194	2.97	
Consumer real estate		175,716		7,018,240	2.50			172,850		7,156,081	2.42	
Consumer other		1,421		37,510	3.79			1,653		39,188	4.22	
Total consumer		177,137		7,055,750	2.51			174,503		7,195,269	2.43	
Commercial		50,783		3,614,395	1.41			62,478		3,646,203	1.71	
Leasing and equipment finance		24,611		3,055,878	.81			26,301		3,154,478	.83	
Inventory finance		2,941		905,922	.32			2,537		792,354	.32	
Total allowance for loan and lease losses		255,472		14,631,945	1.75			265,819		14,788,304	1.80	
Other credit loss reserves:												
Reserves for unfunded commitments		2,223		-	N.M.			2,353		-	N.M.	
Total credit loss reserves	$	257,695	$	14,631,945	1.76	%	$	268,172	$	14,788,304	1.81	%

N.M. Not Meaningful.

The increase in the consumer real estate allowance was primarily due to increases in the provision for credit losses as a result of increased reserves for TDRs primarily due to more modifications being extended, longer expected modification periods and lower expected realizable values on re-default loans due to continued declines in property values, partially offset by revisions of re-default rates. The level of commercial lending allowances is generally volatile due to reserves for specific loans based on individual facts and collateral values as loans migrate to classified commercial loans or to non-accrual. Charge-offs are taken against such specific reserves. The decrease in the allowance for commercial lending in the first six months of 2011 was due to charge-offs of commercial loans that have previously been specifically reserved. The leasing and equipment finance allowance was relatively flat compared to December 31, 2010.

The following tables set forth additional information regarding net charge-offs (recoveries):

	Three Months Ended							
	June 30, 2011				June 30, 2010			
(Dollars in thousands)		Net Charge-offs	Loss Rate (1)			Net Charge-offs	Loss Rate (1)	
Consumer real estate								
First mortgage liens	$	21,593	1.78	%	$	16,775	1.36	%
Junior liens		15,078	2.75			12,672	2.20	
Total consumer real estate		36,671	2.09			29,447	1.63	
Consumer other		684	N.M.			1,622	N.M.	
Total consumer real estate and other		37,355	2.12			31,069	1.71	
Commercial real estate		2,090	.25			8,181	.98	
Commercial business		594	.78			962	.97	
Total commercial		2,684	.30			9,143	.98	
Leasing and equipment finance		3,478	.45			7,514	.99	
Inventory finance		328	.13			74	.04	
Total	$	43,845	1.19	%	$	47,800	1.30	%

	Six Months Ended							
	June 30, 2011				June 30, 2010			
(Dollars in thousands)		Net Charge-offs	Loss Rate (1)			Net Charge-offs	Loss Rate (1)	
Consumer real estate								
First mortgage liens	$	43,543	1.80	%	$	33,043	1.34	%
Junior liens		28,431	2.56			25,668	2.22	
Total consumer real estate		71,974	2.04			58,711	1.62	
Consumer other		418	N.M.			1,986	N.M.	
Total consumer real estate and other		72,392	2.04			60,697	1.67	
Commercial real estate		16,571	1.00			14,702	.89	
Commercial business		3,891	2.53			2,277	1.10	
Total commercial		20,462	1.13			16,979	.91	
Leasing and equipment finance		6,267	.41			14,157	.93	
Inventory finance		536	.12			499	.16	
Total	$	99,657	1.35	%	$	92,332	1.26	%

(1) Annualized.
N.M. Not Meaningful.

Consumer real estate net charge-offs for the second quarter and first six months of 2011 increased $7.2 million and $13.3 million, respectively, compared with the same 2010 periods, primarily in Illinois where economic conditions are lagging other TCF markets and where foreclosure times are longer, thus exposing TCF to continued losses in declining home values. During the second quarter of 2011, commercial net charge-offs decreased $6.5 million, compared with the same 2010 period, primarily in Wisconsin and Minnesota. During the first six months of 2011 commercial net charge-offs increased $3.5 million, compared with the same 2010 period primarily in Illinois and Wisconsin, partially offset by decreased net charge-offs in Michigan. Leasing and equipment finance net charge-offs for the second quarter and first six months of 2011 decreased $4 million and $7.9 million, respectively, compared with the same 2010 periods primarily due to decreases in the small ticket and middle market segments, as customer performance continued to improve in these areas.

Other Real Estate Owned and Repossessed and Returned Equipment

Other real estate owned and repossessed and returned equipment are summarized in the following table.

(In thousands)	At June 30, 2011	At December 31, 2010
Other real estate owned:		
Residential real estate	$ 94,311	$ 90,115
Commercial real estate	42,188	50,950
Total other real estate owned	136,499	141,065
Repossessed and returned equipment	6,019	8,325
Total other real estate owned and repossessed and returned equipment	$ 142,518	$ 149,390

Other real estate owned is recorded at the lower of cost or fair value less estimated costs to sell the property. At June 30, 2011, TCF owned 488 consumer real estate properties, a decrease of 32 from December 31, 2010, due to the sales of 557 properties exceeding the additions of 525 properties. The average length of time to sell consumer real estate properties during the first six months of 2011 was 4.3 months from the date they were listed for sale. The consumer real estate portfolio is secured by a total of 85,115 properties of which 801, or .94%, were owned or in the process of foreclosure and included within other real estate owned as of June 30, 2011. This compares with 813, or .94%, owned or in the process of foreclosure and included within other real estate owned as of December 31, 2010.

The changes in the amount of other real estate owned for the three and six months ended June 30, 2011 are summarized in the following tables.

	At or For the Three Months Ended June 30, 2011		
(In thousands)	Consumer	Commercial	Total
Balance, beginning of period	$ 97,976	$ 44,178	$ 142,154
Transferred in, net of charge-offs	25,819	1,830	27,649
Sales	(28,191)	(568)	(28,759)
Write-downs	(3,306)	(3,435)	(6,741)
Other, net	2,013	183	2,196
Balance, end of period	$ 94,311	$ 42,188	$ 136,499

	At or For the Six Months Ended June 30, 2011		
(In thousands)	Consumer	Commercial	Total
Balance, beginning of period	$ 90,115	$ 50,950	$ 141,065
Transferred in, net of charge-offs	58,928	4,201	63,129
Sales	(52,666)	(7,421)	(60,087)
Write-downs	(7,208)	(5,799)	(13,007)
Other, net	5,142	257	5,399

Balance, end of period	$	94,311	$	42,188	$	136,499

Transfers into other real estate owned slowed for the second consecutive quarter and were lower by $2.5 million for the six months ended June 2011, compared with the same 2010 period. Sales of other real estate owned were higher by $18.1 million for the six months ended June 2011, compared with the same 2010 period.

The charge-offs and write-downs recorded to date on other real estate owned compared with the contractual loan balances prior to non-accrual status at June 30, 2011 are summarized in the following table.

(Dollars in thousands)		Contractual Loan Balance Prior to Non-performing status		Charge-offs and Writedowns Recorded		Other Real Estate Owned Balance	Impairment (1)
Consumer	$	140,954	$	46,643	$	94,311	33.1 %
Commercial		63,201		21,013		42,188	33.2
Total at June 30, 2011	$	204,155	$	67,656	$	136,499	33.1 %

(1) Represent the ratio of charge-offs and write-downs recorded to the contractual loan balances prior to non-performing status.

Table of Contents

Deposits

Checking, savings and money market deposits are an important source of low-cost funds and fee income for TCF. Deposits totaled $11.9 billion at June 30, 2011, an increase of $354.4 million, or 3.1%, from December 31, 2010. The average interest cost of deposits in the second quarter and first six months of 2011 was .38% and .40%, respectively, down 18 basis points and 19 basis points, respectively, from the same 2010 periods and down 4 basis points from the first quarter of 2011. Declines in the average interest cost of deposits were primarily due to pricing strategies on certain deposit products, mix changes and lower market interest rates. TCF's weighted-average interest rate on deposits, including non-interest bearing deposits, was .40% at June 30, 2011 and .41% at December 31, 2010.

Borrowings and Liquidity

In March 2011, TCF completed a public offering of common stock which raised net proceeds of $219.7 million through the issuance of 15,081,968 common shares. TCF utilized a portion of the proceeds to repay its $90 million senior unsecured variable-rate term note and has invested the remaining proceeds on a short-term basis in anticipation of calling its junior subordinated notes (trust preferred securities) upon the occurrence of a capital treatment event later in 2011. TCF has received approval from the Federal Reserve to use the proceeds from this offering to redeem the Company's trust preferred securities at any time prior to August 25, 2011. If, however, a capital treatment event does not take place in time for TCF to complete a redemption pursuant to this authorization, TCF will have to seek approval from the Federal Reserve to extend the time in which TCF may redeem the trust preferred securities. While TCF believes it will be granted such an extension based on the approval it has already received, TCF cannot be assured that the Federal Reserve will be willing to extend their approval of the redemption to a later date.

Borrowings totaled $4.4 billion at June 30, 2011, down $560.7 million from December 31, 2010. The weighted-average rate on borrowings was 4.31% at June 30, 2011, compared with 4.17% at December 31, 2010. Historically, TCF has borrowed primarily from the FHLB, from institutional sources under repurchase agreements and from other sources. At June 30, 2011, TCF had $1.8 billion in unused, secured borrowing capacity at the FHLB of Des Moines.

At June 30, 2011, TCF, through its subsidiary TCF Commercial Finance Canada, Inc. ("TCFCFC"), had $31.9 million available under a Canadian denominated line of credit facility. Advances under this credit facility are fully collateralized by pledged securities, and TCFCFC could draw $4.9 million on the unused credit line without additional collateral being pledged.

As a result of higher regulatory liquidity expectations across the industry, TCF increased its asset liquidity during the first six months of 2011, including interest-bearing deposits held at the Federal Reserve and unencumbered securities, to $859 million, an increase of $616 million from the second quarter of 2010 and an increase of $352 million from December 31, 2010. The increased asset liquidity position, which includes maintaining $115 million of securities in anticipation of the future redemption of its trust preferred securities, negatively impacted net interest margin for the second quarter of 2011 by 8 basis points compared to the second quarter of 2010.

See Note 6 of Notes to Consolidated Financial Statements for more information on TCF's long-term borrowings.

Contractual Obligations and Commitments

TCF has certain obligations and commitments to make future payments under contracts. At June 30, 2011, the aggregate contractual obligations (excluding bank deposits) and commitments are as follows.

(In thousands)	Payments Due by Period				
Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More Than 5 years
Total borrowings (1)	$ 4,424,876	$ 76,149	$ 544,394	$ 1,437,835	$ 2,366,498
Annual rental commitments under non-cancelable operating leases	200,583	25,654	46,633	38,601	89,695
Campus marketing agreements	48,655	4,128	7,119	6,516	30,892
Visa indemnification expense (2)	918	918	-	-	-
Total	$ 4,675,032	$ 106,849	$ 598,146	$ 1,482,952	$ 2,487,085

(In thousands)	Amount of Commitment - Expiration by Period				
Commitments	Total	Less than 1 year	1-3 years	3-5 years	More Than 5 years
Commitments to lend:					
Consumer real estate and other	$ 1,412,636	$ 58,576	$ 140,968	$ 84,729	$ 1,128,363
Commercial	268,724	135,236	55,670	64,082	13,736
Leasing and equipment finance	157,700	157,700	-	-	-
Total commitments to lend	1,839,060	351,512	196,638	148,811	1,142,099
Standby letters of credit and guarantees on industrial revenue bonds	26,625	20,708	75	5,792	50
Total	$ 1,865,685	$ 372,220	$ 196,713	$ 154,603	$ 1,142,149

(1) Total borrowings excludes interest.
(2) The payment time is estimated to be less than one year; however, the exact date of the payment cannot be determined.

Commitments to lend are agreements to lend to a customer provided there is no violation of any condition in the contract. These commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since certain of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. TCF, in its sole discretion, may terminate or otherwise modify the credit arrangement in place with a customer. Collateral predominantly consists of residential and commercial real estate. The credit facilities established for inventory finance customers are discretionary credit arrangements which do not obligate TCF to lend.

Campus marketing agreements consist of fixed or minimum obligations for exclusive marketing and naming rights with six campuses. TCF is obligated to make various annual payments for these rights in the form of royalties and scholarships through 2029. TCF also has various renewal options, which may extend the terms of these agreements. Campus marketing agreements are an important element of TCF's campus banking strategy.

Standby letters of credit and guarantees on industrial revenue bonds are conditional commitments issued by TCF guaranteeing the performance of a customer to another party. These conditional commitments expire in various years through 2016. The assets held as collateral primarily consist of commercial real estate mortgages. Since the conditions under which TCF is required to fund these commitments may not materialize, the cash requirements are expected to be less than the total outstanding commitments.

Stockholders' Equity

Equity at June 30, 2011 was $1.8 billion, or 9.40% of total assets, compared with $1.5 billion, or 8.02% of total assets, at December 31, 2010. The increase in stockholders' equity was primarily the result of TCF's public offering of common stock in March 2011 and increased retained earnings. Dividends to common shareholders on a per share basis totaled five cents for each of the quarters ended June 30, 2011 and June 30, 2010. TCF's dividend payout ratio was 26.4% for the quarter ended June 30, 2011. The Company's primary funding sources for dividends are earnings and dividends received from TCF Bank.

At June 30, 2011, TCF had 5.4 million shares remaining in its stock repurchase program authorized by its Board of Directors.

Tangible realized common equity at June 30, 2011 was $1.6 billion, or 8.71% of total tangible assets, compared with $1.3 billion, or 7.37% of total tangible assets, at December 31, 2010. Tangible realized common equity is a non-GAAP measure and represents common equity less goodwill, other intangible assets, accumulated other comprehensive income and non-controlling interest in subsidiaries. Tangible assets represent total assets less goodwill and other intangible assets. Management reviews tangible realized common equity to tangible assets as an ongoing measure and has included this information because of current interest by investors, rating agencies and banking regulators. The methodology for calculating tangible realized common equity may vary between companies.

The following table is a reconciliation of the non-GAAP measure of tangible realized common equity to tangible assets to the GAAP measure of total equity to total assets.

(Dollars in thousands)	At June 30, 2011	At December 31, 2010
Computation of total equity to total assets:		
Total equity	$ 1,769,645	$ 1,480,163
Total assets	18,834,443	18,465,025
Total equity to total assets	9.40 %	8.02 %
Computation of tangible realized common equity to tangible assets:		
Total equity	$ 1,769,645	$ 1,480,163
Less: Non-controlling interest in subsidiaries	13,380	8,500
Total TCF Financial Corporation stockholders' equity	1,756,265	1,471,663
Less:		
Goodwill	152,599	152,599
Other intangibles	1,146	1,232
Add:		
Accumulated other comprehensive loss	23,823	31,514
Tangible realized common equity	$ 1,626,343	$ 1,349,346
Total assets	$ 18,834,443	$ 18,465,025
Less:		
Goodwill	152,599	152,599
Other intangibles	1,146	1,232
Tangible assets	$ 18,680,698	$ 18,311,194
Tangible realized common equity to tangible assets	8.71 %	7.37 %

At June 30, 2011, TCF Financial and TCF Bank exceeded their regulatory capital requirements and are considered "well-capitalized" under guidelines established by the Federal Reserve and the OCC. See Note 7 of Notes to Consolidated Financial Statements for additional information.

Tier 1 risk-based capital at June 30, 2011 was $1.8 billion, or 12.72% of risk-weighted assets, compared with $1.5 billion, or 10.59% of risk-weighted assets at December 31, 2010. Tier 1 common capital at June 30, 2011 was $1.6 billion, or 11.79% of risk-weighted assets, compared with $1.4 billion, or 9.71% of risk-weighted assets at December 31, 2010. Increases in tier 1 and total risk-based capital are primarily the result of TCF's public offering of common stock in March 2011, which raised net proceeds of $219.7 million and increased retained earnings.

In contrast to GAAP-basis measures, the total tier 1 common risk-based capital ratio excludes the effect of qualifying trust preferred securities, qualifying non-controlling interest in subsidiaries and cumulative perpetual preferred stock. Management reviews the total tier 1 common risk-based capital ratio as an ongoing measure and has included this information because of current interest by investors, rating agencies and banking regulators. The methodology for calculating total tier 1 common capital may vary between companies.

The following table is a reconciliation of GAAP to non-GAAP measures.

(Dollars in thousands)	At June 30, 2011	At December 31, 2010
Total tier 1 risk-based capital ratio:		
Total tier 1 capital	$ 1,757,410	$ 1,475,525
Total risk-weighted assets	13,819,938	13,929,097
Total tier 1 risk-based capital ratio	12.72 %	10.59 %
Computation of tier 1 common capital ratio:		
Total tier 1 capital	$ 1,757,410	$ 1,475,525
Less:		
Qualifying trust preferred securities	115,000	115,000
Qualifying non-controlling interest in subsidiaries	13,380	8,500
Total tier 1 common capital	$ 1,629,030	$ 1,352,025
Total risk-weighted assets	$ 13,819,938	$ 13,929,097
Total tier 1 common capital ratio	11.79 %	9.71 %

On July 18, 2011, TCF declared a regular quarterly dividend of five cents per common share, payable on August 31, 2011 to stockholders of record at the close of business on July 29, 2011.

RECENT ACCOUNTING DEVELOPMENTS

On April 5, 2011, the FASB issued Accounting Standards Update ("ASU") 2011-02, *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring (Topic 310),* which modifies guidance for identifying restructurings of receivables that constitute a TDR. ASU 2011-02 requires retrospective application to all restructurings occurring during 2011, along with disclosure of certain additional information. As a result of the ASU, the increase to accruing TDRs and the related provision for loan losses required for these loans is not expected to be significant.

On April 29, 2011, the FASB issued ASU No. 2011-03, *Reconsideration of Effective Control for Repurchase Agreements (Topic 860),* which removes the collateral maintenance provision that is currently required when determining whether a transfer of a financial instrument is accounted for as a sale or a secured borrowing. The adoption of the ASU will be required for TCF's first quarter 2012 Form 10-Q and is not expected to have a material impact on TCF.

On May 12, 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS (Topic 820),* which is a joint effort between the FASB and IASB to converge fair value measurement and disclosure guidance. The ASU permits measuring financial assets and liabilities on a net credit risk basis, if certain criteria are met. The ASU also increases disclosure surrounding company determined market prices (Level 3) financial instruments and also requires the fair value hierarchy disclosure of financial assets and liabilities that are not recognized at fair value in the statement of financial position, but are included in disclosures at fair value. The adoption of the ASU will be required for TCF's first quarter 2012 Form 10-Q, and is not expected to have a material impact on TCF.

On June 16, 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income* (Topic 220), which requires companies to report total net income, each component of comprehensive income, and total comprehensive income on the face of the income statement, or as two consecutive statements. The components of comprehensive income will not be changed, nor does the ASU affect how earnings per share is calculated or reported. These amendments will be reported retrospectively upon adoption. The adoption of the ASU will be required for TCF's first quarter 2012 Form 10-Q, and is not expected to have a material impact on TCF.

LEGISLATIVE AND REGULATORY DEVELOPMENTS

Federal and state legislation imposes 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 and its bank and other subsidiaries.

On June 29, 2011, the Federal Reserve issued its final debit card interchange rule, establishing a debit card interchange fee cap. The rule is effective October 1, 2011 and apply to issuers that, together with their affiliates, have assets of $10 billion or more. See "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations — Overview."

Bank Secrecy Act Consent Order

TCF National Bank (the "Bank") remains subject to a Consent Order with the Office of Comptroller of the Currency ("OCC") dated July 2010 relating to the need to make improvements to the Bank's Bank Secrecy Act ("BSA") Compliance Program. The Consent Order addresses deficiencies in the Bank's BSA program, including review and revision of the Bank's BSA risk assessment, BSA Compliance Program, Suspicious Activity Report filing procedures and processes, and due diligence performed at account opening. The Consent Order also calls for the completion of an account transaction review (the "lookback review") for the period November 2008 to July 2010 for various types of identified activity, and requires that the Bank file Suspicious Activity Reports, where appropriate, following completion of the lookback review. In addition to a number of actions it has taken to improve its BSA Compliance Program in response to the Consent Order, the Bank has completed the lookback review and submitted the results of that review to the OCC in May 2011 as required by the Consent Order.

In the event the OCC determines that the Bank has failed to comply with the Consent Order, the OCC may take additional enforcement action against the Bank, which could include the imposition of civil money penalties. If the OCC is not satisfied with the results of the Bank's lookback review, or its compliance with BSA requirements, the OCC could take a number of actions, including requiring an expanded lookback review or the imposition of civil money penalties. The foregoing description of the Consent Order is qualified in its entirety by reference to the Consent Order, a copy of which was field as Exhibit 99.1 to TCF's Report on Form 10-Q for the quarter ended June 30, 2010, and the Stipulation and Consent to the Issuance of a Consent Order attached as Exhibit 99.2 to such report.

FORWARD-LOOKING INFORMATION

This quarterly report on Form 10-Q and other reports issued by the Company, including reports filed with the SEC, may contain "forward-looking" statements that deal with future results, plans or performance. In addition, TCF's management may make such statements orally to the media, or to securities analysts, investors or others. Forward-looking statements deal with matters that do not relate strictly to historical facts. TCF's future results may differ materially from historical performance and forward-looking statements about TCF's expected financial results or other plans and are subject to a number of risks and uncertainties. These include, but are not limited to the following:

Adverse Economic or Business Conditions, Credit and Other Risks. Deterioration in general economic and banking industry conditions, including defaults, anticipated defaults or rating agency downgrades of sovereign debt (including debt of the United States), or continued high rates of or increases in unemployment in TCF's primary banking markets; adverse economic, business and competitive developments such as shrinking interest margins, deposit outflows, deposit account attrition, or an inability to increase the number of deposit accounts; adverse changes in credit and other risks posed by TCF's loan, lease, investment, and securities available for sale portfolios, including declines in commercial or residential real estate values or changes in the allowance for loan and lease losses dictated by new market conditions or regulatory requirements; 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; and foreign currency exchange risks.

Earnings/Capital Constraints, Liquidity Risks. Limitations on TCF's ability to pay dividends or to increase dividends in the future 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 economic impact on banks of the Dodd-Frank Act and other regulatory reform legislation; the impact of financial regulatory reform, including the phase out of trust preferred securities in tier 1 capital called for by the Dodd-Frank Act, or 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 and unfavorable conditions in the credit markets that restrict or limit various funding sources; possible regulatory and other changes to the Federal Home Loan Bank System that may affect TCF's borrowing capacity; costs associated with new regulatory requirements or interpretive guidance relating to liquidity.

Legislative and Regulatory Requirements. New consumer protection and supervisory requirements, including the Dodd-Frank Act's creation of a new Bureau of Consumer Financial Protection and limits on Federal preemption for state laws that could be applied to national banks; the imposition of requirements with an adverse impact relating to TCF's lending, loan collection and other business activities as a result of the Dodd-Frank Act, or other legislative or regulatory developments such as mortgage foreclosure moratorium laws or imposition of underwriting or other limitations that impact the ability to use certain variable-rate products; reduction of interchange revenue from debit card transactions resulting from the so-called Durbin Amendment to the Dodd-Frank Act, which limits debit card interchange fees; impact of legislative, regulatory or other changes affecting customer account charges and fee income; changes to bankruptcy laws which would result in the loss of all or part of TCF's security interest due to collateral value declines (so-called "cramdown" provisions); 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 legislation; adverse regulatory examinations and resulting enforcement actions or other adverse consequences such as increased capital requirements or higher deposit insurance assessments; heightened regulatory practices, requirements or expectations, including, but not limited to, requirements related to the Bank Secrecy Act and anti-money laundering compliance activity.

Other Risks Relating to Fee Income. Future effects on fee income following TCF's implementation of regulatory requirements that prohibit financial institutions from charging overdraft fees on point-of-sale and ATM transactions unless customers opt-in, including customer opt-in preferences which may have an adverse impact on TCF's fee revenue; and uncertainties relating to future retail deposit account changes such as charging a daily negative balance fee in lieu of per item overdraft fees or other significant changes, including limitations on TCF's ability to predict customer behavior and the impact on TCF's fee revenues.

Litigation Risks. Results of litigation, including class action litigation concerning TCF's lending or deposit activities including account servicing processes or fees or charges, or employment practices, and possible increases in indemnification obligations for certain litigation against Visa U.S.A. ("covered litigation") and potential reductions in card revenues resulting from covered litigation or other litigation against Visa.

Competitive Conditions; Supermarket Branching Risk. Reduced demand for financial services and loan and lease products; adverse developments affecting TCF's supermarket banking relationships or any of the supermarket chains in which TCF maintains supermarket branches.

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; adverse state or Federal tax assessments or findings in tax audits; lack of or inadequate insurance coverage for claims against TCF.

Technological and Operational Matters. Technological, computer-related or operational difficulties or loss or theft of information and the possibility that deposit account losses (fraudulent checks, etc.) may increase.

TCF assumes no obligation to update forward-looking information as a result of new information or future events or developments.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

TCF's results of operations are dependent to a large degree on its net interest income and its ability to manage interest-rate risk. Although TCF manages other risks, such as credit risk, liquidity risk, operational and other risks, in the normal course of its business, the Company considers interest-rate risk to be one of its most significant market risks. Since TCF does not hold a trading portfolio, the Company is not exposed to market risk from trading activities. 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-term and long-term interest rates, as well as variable interest rate indices (e.g., the prime rate).

TCF's Asset/Liability Management Committee ("ALCO") manages TCF's interest-rate risk based on interest rate expectations and other factors. The principal objective of TCF's asset/liability management activities is to provide maximum levels of net interest income while maintaining acceptable levels of interest-rate risk and liquidity risk and facilitating the funding needs of the Company.

TCF utilizes net interest income simulation models to estimate the near-term effects (next 1-2 years) 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 spreads between market interest rates. At June 30, 2011, net interest income is estimated to increase slightly by 2.2% compared with the base case scenario, over the next 12 months if short- and long-term interest rates were to sustain an immediate increase of 100 basis points.

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 customer behavior on loan and deposit activity, counterparty decisions on callable borrowings and the effect that competition has on both loan and deposit pricing. These assumptions are inherently uncertain and, as a result, net interest income simulation results will differ from actual results due the timing, magnitude and frequency of interest rate changes, changes in market conditions, customer behavior and management strategies, among other factors.

In addition to the net interest income simulation model, management utilizes an interest rate gap measure (difference between interest-earning assets and interest-bearing liabilities re-pricing within a given period). While the interest rate gap measurement has some limitations, including no assumptions regarding future asset or liability production and a static interest rate assumption (large quarterly changes may occur related to these items), the interest rate gap represents the net asset or liability sensitivity at a point in time. An interest rate gap measure could be significantly affected by external factors such as loan prepayments, early withdrawals of deposits, changes in the correlation of various interest-bearing instruments, competition, or a rise or decline in interest rates.

TCF's one-year interest rate gap was a positive $1.2 billion, or 6.1% of total assets, at June 30, 2011, compared with a positive $515.5 million, or 2.8% of total assets, at December 31, 2010. The change in the gap from year-end is primarily due to decreased levels of fixed-rate loans, an increase in non-contractual deposits and increased equity. A positive interest rate gap position exists when the amount of interest-earning assets maturing or re-pricing exceeds the amount of interest-bearing liabilities maturing or re-pricing, including assumed prepayments, within a particular time period. A negative interest rate gap position exists when the amount of interest-bearing liabilities maturing or re-pricing exceeds the amount of interest-earning assets maturing or re-pricing, including assumed prepayments, within a particular time period.

TCF estimates that an immediate 50 basis point increase in current mortgage loan interest rates would decrease prepayments on the $7 billion of fixed-rate mortgage-backed securities and consumer real estate loans at June 30, 2011, by approximately $65 million, or 11.9%, in the first year. A slowing in prepayments would increase the estimated life of the portfolios and may favorably impact net interest income or net interest margin in the future. Although prepayments on fixed-rate portfolios are currently at a relatively low level, TCF estimates that an immediate 100 basis point increase in current mortgage loan interest rates would

reduce prepayments on the fixed-rate mortgage-backed securities, residential real estate loans and consumer loans at June 30, 2011, by approximately $121 million, or 22.2% in the first year. The level of prepayments that would actually occur in any scenario will be impacted by factors other than interest rates. Such factors include lenders' willingness to lend funds, which can be impacted by the value of assets underlying loans and leases.

Item 4. 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), the Company's Chief Financial Officer (Principal Financial Officer) and its Controller and Assistant Treasurer (Principal Accounting Officer), of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15 and 15d-15 under 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 are effective as of June 30, 2011.

Disclosure controls and procedures are designed to ensure 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 SEC's rules and forms. TCF's 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), the Chief Financial Officer (Principal Financial Officer) and the Controller and Assistant Treasurer (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.

Any control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of a control system inherently has limitations, and the benefits of controls must be weighed against their costs. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Therefore, no assessment of a cost-effective system of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, will be detected.

Changes in Internal Control Over Financial Reporting

There were no changes to TCF's internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the quarter ended June 30, 2011 that materially affected, or are reasonably likely to materially affect, TCF's internal control over financial reporting.

The selected quarterly financial data presented below should be read in conjunction with the Consolidated Financial Statements and related notes.

SELECTED QUARTERLY FINANCIAL DATA (Unaudited)

(Dollars in thousands, except per-share data)	At June 30, 2011	At March 31, 2011	At December 31, 2010	At September 30, 2010	At June 30, 2010
SELECTED FINANCIAL CONDITION DATA:					
Total loans and leases	$14,631,945	$14,796,541	$14,788,304	$14,896,601	$14,639,893
Securities available for sale	2,463,367	2,172,017	1,931,174	1,947,462	1,940,331
Goodwill	152,599	152,599	152,599	152,599	152,599
Total assets	18,834,443	18,712,149	18,465,025	18,313,608	18,030,045
Deposits	11,939,476	12,043,684	11,585,115	11,461,519	11,523,043
Short-term borrowings	9,514	12,898	126,790	344,681	14,805
Long-term borrowings	4,415,362	4,533,176	4,858,821	4,581,511	4,600,820
Total equity	1,769,645	1,724,484	1,480,163	1,505,962	1,474,536

	Three Months Ended				
	June 30, 2011	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010
SELECTED OPERATIONS DATA:					
Net interest income	$ 176,150	$ 174,040	$ 174,286	$ 173,755	$ 176,499
Provision for credit losses	44,005	45,274	77,646	59,287	49,013
Net interest income after provision for credit losses	132,145	128,766	96,640	114,468	127,486
Non-interest income:					
Fees and other revenue	114,369	114,246	120,309	129,437	136,043
Gains (losses) on securities, net	(227)	-	21,185	8,505	(137)
Total non-interest income	114,142	114,246	141,494	137,942	135,906
Non-interest expense	196,006	193,895	190,500	191,753	189,069
Income before income tax expense	50,281	49,117	47,634	60,657	74,323
Income tax expense	18,758	18,442	16,011	22,852	28,112
Income after income tax expense	31,523	30,675	31,623	37,805	46,211
Income attributable to non-controlling interest	1,686	989	898	912	1,186
Net income available to common stockholders	29,837	29,686	30,725	36,893	45,025
Per common share:					
Basic earnings	$ .19	$ .20	$ .22	$ .26	$ .32
Diluted earnings	$ .19	$ .20	$ .22	$ .26	$ .32
Dividends declared	$ .05	$ .05	$ .05	$ .05	$ .05
FINANCIAL RATIOS:					
Return on average assets (1)	.67 %	.66 %	.68 %	.84 %	1.02 %
Return on average common equity (1)	6.86	7.84	8.25	9.95	12.71
Net interest margin (1)	4.02	4.06	4.05	4.14	4.19
Net charge-offs as a percentage of average loans and leases (1)	1.19	1.51	1.75	1.58	1.30
Average total equity to average assets	9.32	8.24	8.05	8.28	7.88

(1) Annualized.

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. TCF is, and expects to become, engaged in a number of foreclosure proceedings and other collection actions as part of its lending and leasing collections activities. TCF may also be subject to enforcement action by federal regulators, including the Securities and Exchange Commission, the Federal Reserve and the OCC. From time to time, borrowers and other customers, or employees or former employees, have also brought actions against TCF, in some cases claiming substantial damages. Financial services companies are subject to the risk of class action litigation, and TCF is subject to such actions brought against it from time to time. Litigation is often unpredictable and the actual results of litigation cannot be determined with certainty, and therefore the ultimate resolution of a matter and the possible range of loss associated with certain potential outcomes cannot be established with confidence. Based on our current understanding of these 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.

Item 1A. Risk Factors

You should carefully consider the risks and the risk factors included under Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2010 and our quarterly report on Form 10-Q for the quarter ended March 31, 2011. Our 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 June 30, 2011.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as a part of publicly announced plan	Maximum number of shares that may yet be purchased under the plan
April 1 to April 30, 2011				
Share repurchase program (1)	-	$ -	-	5,384,130
Employee transactions (2)	134,331	$ 15.81	N.A.	N.A.
May 1 to May 31, 2011				
Share repurchase program (1)	-	$ -	-	5,384,130
Employee transactions (2)	-	$ -	N.A.	N.A.
June 1 to June 30, 2011				
Share repurchase program (1)	-	$ -	-	5,384,130
Employee transactions (2)	-	$ -	N.A.	N.A.
Total				
Share repurchase program (1)	-	$ -	-	5,384,130
Employee transactions (2)	134,331	$ 15.81	N.A.	N.A.

(1) The current share repurchase authorization was approved by the Board of Directors on April 14, 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 of shares 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) Restricted shares withheld pursuant to the terms of awards under the TCF Financial Incentive Stock Program to offset tax withholding obligations that occur upon vesting and release of restricted shares. 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 6. Exhibits

See Index to Exhibits on page 68 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/ William A. Cooper

William A. Cooper, Chairman
and Chief Executive Officer
(Principal Executive Officer)

/s/ Thomas F. Jasper

Thomas F. Jasper, Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ David M. Stautz

David M. Stautz, Senior Vice President,
Controller and Assistant Treasurer
(Principal Accounting Officer)

Dated: July 28, 2011

TCF FINANCIAL CORPORATION

INDEX TO EXHIBITS
FOR FORM 10-Q

Exhibit Number	Description
3(a)#	Amended and Restated Certificate of Incorporation of TCF Financial Corporation, as amended through April 27, 2011

4(a)	Copies of instruments with respect to long-term debt will be furnished to the Securities and Exchange Commission upon request
10(b)*	Amended and Restated TCF Financial Incentive Stock Program, as amended and restated January 1, 2011 [incorporated by reference to Exhibit 10(b) to TCF Financial Corporation's Current Report on Form 8-K filed May 2, 2011]
10(j)-1*	TCF Employees Stock Purchase Plan – Supplemental Plan, as amended and restated effective January 1, 2011 [incorporated by reference to Exhibit 10(j)-1 to TCF Financial Corporation's Current Report on Form 8-K filed May 2, 2011]
10(p)*	TCF Performance-Based Compensation Policy for Covered Executives, as approved effective January 1, 2011 [incorporated by reference to Exhibit 10(p) to TCF Financial Corporation's Current Report on Form 8-K filed May 2, 2011]
12#	Computation of Ratios of Earnings to Fixed Charges for periods ended June 30, 2011, December 31, 2010, 2009, 2008, 2007 and 2006
31#	Rule 13a-14(a)/15d-14(a) Certifications (Section 302 Certifications)
32#	Statement Furnished Pursuant to Title 18 United States Code Section 1350 (Section 906 Certifications)
101#	Financial statements from the Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2011, formatted in XBRL: (i) the Consolidated Statements of Income, (ii) the Consolidated Statements of Financial Condition, (iii) the Consolidated Statements of Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements.

* Management contract or compensatory plan or arrangement

\# Filed herein

(Back To Top)

Section 2: EX-3.(A) (EX-3.(A))

Exhibit 3(a)

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF

TCF FINANCIAL CORPORATION
(INCORPORATED APRIL 28, 1987)

Pursuant to Sections 242 and 245 of the
General Corporation Law of Delaware

(As amended through April 27, 2011)

The date of filing of its original Certificate of Incorporation with the Secretary of State was April 28, 1987 with Restated Certificates of Incorporation filed on June 29, 1987, August 11, 1987, May 7, 1998 and April 23, 2008. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of TCF Financial Corporation and approved by the stockholders pursuant to Sections 242 and 245 of the General Corporation Law of Delaware (the “Delaware Corporation Law”). This Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Corporation’s certificate of incorporation as heretofore amended or supplemented.

TCF Financial Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

ARTICLE 1. CORPORATE TITLE

The name of the Corporation is TCF Financial Corporation.

ARTICLE 2. ADDRESS

The address of the Corporation’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware Corporation Law.

ARTICLE 4. CAPITAL STOCK

A. AUTHORIZED SHARES

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is three hundred ten million (310,000,000) shares, $.01 par value, divided into two classes of which two hundred eighty million (280,000,000) shares shall be Common Stock (hereinafter the “Common Stock”) and thirty million (30,000,000) shares shall be Preferred Stock (hereinafter the “Preferred Stock”). The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote without a separate vote of the holders of Preferred Stock as a class.

B. COMMON STOCK

Subject to the rights of the holders of shares of any series of the Preferred Stock, and except as may be expressly provided with respect to the Preferred Stock or any series thereof herein or in a resolution of the Board of Directors establishing such series or by law:

(1) the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of the Corporation’s capital stock.

(2) Each share of Common stock shall be entitled to one vote for the election of directors and

on all other matters requiring stockholder action.

C. PREFERRED STOCK

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock shall be as follows:

(1) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, without limitation, more than one vote, less than one vote or one vote per share and the ability to vote separately as a class or together with all or some of the other classes or series of capital stock on all or certain of the matters to be voted on by the stockholders of the Corporation), or no voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, including, but not limited to, the following:

(a) the designation and number of shares constituting such series;

(b) the dividend rate or rates of such series, if any, or the manner of determining such rate or rates, if any, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock and whether such dividends shall be cumulative or non-cumulative, and, if cumulative, from which date or dates;

(c) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(d) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(e) whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the Corporation, and, if provision be made for conversion or exchange, the time, prices, rates, adjustments and other terms and conditions of such conversion or exchange;

(f) the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise, and if so entitled, the number of votes to which such holder is entitled, with respect to the election of directors or otherwise;

(g) the restrictions, if any, on the issue or reissue of any additional series of Preferred Stock; and

(h) the rights, if any, of the holders of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up.

(2) Subject to any limitations or restrictions stated in the resolution or resolutions of the Board of Directors originally fixing the number of shares constituting a series, the Board of Directors may by resolution or resolutions likewise adopted increase or decrease (but not below the number of shares of the series then outstanding) the number of shares of the series subsequent to the issue of that series, and in case the number of shares of any series shall be so decreased the shares constituting the decrease shall resume that status which they had prior to the adoption of the resolution originally fixing the number of shares.

ARTICLE 5. [Omitted]

ARTICLE 6. [Omitted]

ARTICLE 7. BOARD OF DIRECTORS

A. NUMBER OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a board of directors (the “Board of Directors”). The authorized number of directors shall consist of not fewer than seven nor more than twenty-five directors. Within such limits, the exact number of directors shall be fixed from time to time pursuant to a resolution adopted by a majority of the Continuing Directors.

“Continuing Director” shall mean (a) if an “interested stockholder” (as defined in Section 203 of the Delaware Corporation Law, as the same shall be in effect from time to time) exists, any member of the Board of Directors of the Corporation who is not an interested stockholder or an “affiliate” or an “associate” (as such terms are defined in Rule 12b-2 under the Securities Exchange Act of 1934, as the same shall be in effect from time to time) of an interested stockholder and who was a member of the Board of Directors immediately prior to the time that an interested stockholder became an interested stockholder, and any successor to a Continuing Director who is not an interested stockholder or an affiliate or associate of an interested stockholder and is recommended to succeed a Continuing Director by a majority of the Continuing Directors who are then members of the Board of Directors; and (b) if an interested stockholder does not exist, any member of the Board of Directors.

B. ELECTION OF DIRECTORS

Except as otherwise designated pursuant to the provisions of Article 4 relating to the rights of the holders of any class or series of Preferred Stock, the directors of the Corporation shall be elected at the annual meeting of the stockholders. Notwithstanding the foregoing, directors currently serving the Corporation as members of its classified board of directors shall continue to the completion of their respective terms, at which time election of successors will take place on an annual basis. Current Class III directors shall continue to serve until the annual meeting of the stockholders in 2008, current Class I Directors shall continue to serve until the 2009 meeting, and current Class II directors shall continue to serve until the 2010 meeting. Commencing with the annual meeting of stockholders in 2010, all directors shall be elected annually and the Corporation will not have a classified board. Each director shall hold office until the director’s successor is elected and qualified, or until the director’s earlier resignation, disqualification, or removal from office.

C. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Except as otherwise designated pursuant to the provisions of Article 4 relating to the rights of the holders of any class or series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by the affirmative vote of a majority of the Continuing Directors (as defined in Article 7.A), or if there be no Continuing Directors, by the affirmative vote of a majority of directors then in office, although less than a quorum, or by the sole remaining director, or, in the event of the failure of the Continuing Directors, the directors, or the sole remaining director so to act, by the stockholders at the next election of directors; PROVIDED THAT, if the holders of any class or classes of stock or series thereof of the Corporation, voting separately, are entitled to elect one or more directors, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected. Directors so chosen shall hold office until the director's successor is elected and qualified or until the director's earlier resignation, disqualification or removal from office. A director elected to fill a vacancy by reason of an increase in the number of directorships shall be elected by a majority vote of the directors then in office, although less than a quorum of the Board of Directors, to serve until the director's successor is elected and qualified or until the director's earlier resignation, disqualification or removal from office. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

D. REMOVAL

A director may be removed only for cause, as determined by the affirmative vote of the holders of at least a majority of the shares then entitled to vote in an election of directors, which vote may only be taken at a meeting of stockholders (and not by written consent), the notice of which meeting expressly states such purpose. Cause for removal shall be deemed to exist only if the director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction or has been adjudged by a court of competent jurisdiction to be liable for gross negligence or misconduct in the performance of such director's duty to the Corporation and such adjudication is no longer subject to direct appeal.

ARTICLE 8. [Omitted]

ARTICLE 9. ACTION BY WRITTEN CONSENT

Except for the removal of a director pursuant to Article 7 hereof, any action required to be taken or which may be taken at any annual or special meeting of the stockholders of the Corporation may be taken by written consent without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders of the Corporation entitled to vote thereon.

ARTICLE 10. SPECIAL MEETINGS

Special meetings of the stockholders may only be called by a majority of the Continuing Directors (as defined in Article 7.A).

ARTICLE 11. BYLAWS

Bylaws may be adopted, amended or repealed by (i) the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote at a stockholders' meeting duly called and held or (ii) a resolution adopted by the Board of Directors, including a majority of the Continuing Directors (as defined in Article 7.A).

ARTICLE 12. LIMITATION OF DIRECTORS' LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware Corporation Law, or (iv) for any transaction from which the director derives any improper personal benefit. If the Delaware Corporation Law is amended after the formation of this Corporation to permit the further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware Corporation Law, as so amended. Any repeal or modification of this Article 12 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 13. INDEMNIFICATION

A. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or a subsidiary thereof or is or was serving at the request of the Corporation, as a director, officer, partner, member or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, partner, member or trustee or in any other capacity while so serving, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware Corporation Law, as the same exists or may hereinafter be amended (but, in the case of any such amendment to the Delaware Corporation Law, the right to indemnification shall be retroactive only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law prior to such amendment permitted the Corporation to provide), against all expense, liability, and loss (including, without limitation, attorneys’ fees and related

---

disbursements, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement thereof) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, member or trustee and shall inure to the benefit of his or her heirs, executors and administrators; PROVIDED, HOWEVER, that, except as provided in Paragraph B hereof with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Paragraph A shall be a contract right and shall include the right to be paid the expenses incurred in defending any such proceeding in advance of its final disposition; PROVIDED, HOWEVER, that, if the Delaware Corporation Law so requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Paragraph A or otherwise. Such right to indemnification and the payment of expenses incurred in defending a proceeding in advance of the final disposition may be conferred upon any person who is or was an employee or agent of the Corporation or a subsidiary thereof or is or was serving at the request of the Corporation as an employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, if, and to the extent, authorized by the Bylaws or the Board of Directors, and shall inure to the benefit or his or her heirs, executors and administrators.

B. If a claim under Paragraph A of this Article 13 is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereinafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including, without limitation, its Board of Directors, independent legal counsel, or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware Corporation Law, nor an actual determination by the Corporation (including without limitation, its Board of Directors, independent legal counsel, or stockholders) that the claimant has not met such applicable standard of conduct, shall be

---

a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

C. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article 13 shall not be exclusive of any other right to which any person may have or hereinafter acquire under any statute, provision of this Certificate of Incorporation or by the Bylaws of the Corporation, agreement, vote of stockholders or disinterested directors, or otherwise.

D. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware Corporation Law.

E. Any repeal or modification of the foregoing provisions of this Article 13 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

F. If this Article 13 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director or officer of the Corporation as to any expense (including attorneys' fees), judgment, fine and amount paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article 13 that shall not have been invalidated and to the full extent permitted by applicable law.

ARTICLE 14. AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by law.

THE UNDERSIGNED, being the Chief Executive Officer of the Corporation, does hereby certify that this Amended and Restated Certificate of Incorporation restates and integrates and further amends the Corporation's previous Restated Certificate of Incorporation, as amended, and that this Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 242 and 245 of the Delaware Corporation Law, and does hereby make and file this Amended and Restated Certificate of Incorporation.

Dated: April 27, 2011.

/s/ William A. Cooper
William A. Cooper

Chairman of the Board of Directors
and Chief Executive Officer

Attest: /s/ Joseph T. Green
Joseph T. Green
Secretary

(Back To Top)

Section 3: EX-12 (EX-12)

Exhibit 12

CONSOLIDATED RATIOS OF EARNINGS TO FIXED CHARGES

(Dollars in thousands)	Six Months Ended June 30, 2011	Year Ended December 31, 2010	2009	2008	2007	2006
Earnings (1):						
Income before income tax expense	$ 99,398	$ 237,626	$ 132,541	$ 205,660	$ 372,518	$ 357,108
Fixed charges	127,796	282,456	337,376	383,273	430,134	360,708
Other adjustments (2)	(2,625)	(3,381)	125	(576)	(862)	(1,054)
Total earnings (a)	$ 224,569	$ 516,701	$ 470,042	$ 588,357	$ 801,790	$ 716,762
Fixed charges (1):						
Interest on deposits	$ 23,434	$ 61,229	$ 122,112	$ 156,774	$ 230,625	$ 195,324
Interest on borrowings	98,577	209,446	203,063	213,948	187,221	153,284
Interest portion of rental expense (3)	5,767	11,560	11,781	11,850	11,323	10,959
Other adjustments (4)	18	221	420	701	965	1,141
Total fixed charges (b)	$ 127,796	$ 282,456	$ 337,376	$ 383,273	$ 430,134	$ 360,708
Ratio of earnings to fixed charges (a/b)	1.76x	1.83x	1.39x	1.54x	1.86x	1.99x
Earnings, excluding interest on deposits:						
Total earnings	$ 224,569	$ 516,701	$ 470,042	$ 588,357	$ 801,790	$ 716,762
Less interest on deposits	23,434	61,229	122,112	156,774	230,625	195,324
Total earnings excluding interest on deposits (c)	$ 201,135	$ 455,472	$ 347,930	$ 431,583	$ 571,165	$ 521,438
Fixed charges, excluding interest on deposits:						
Total fixed charges	$ 127,796	$ 282,456	$ 337,376	$ 383,273	$ 430,134	$ 360,708
Less interest on deposits	23,434	61,229	122,112	156,774	230,625	195,324
Total fixed charges, excluding interest on deposits (d)	$ 104,362	$ 221,227	$ 215,264	$ 226,499	$ 199,509	$ 165,384
Ratio of earnings to fixed charges, excluding interest on deposits (c/d) (5)	1.93x	2.06x	1.62x	1.91x	2.86x	3.15x

(1) As defined in Item 503 (d) of Regulation S-K
(2) For purposes of the "earnings" computation, other adjustments include adding the amortization of capitalized interest and subtracting interest capitalized.
(3) The appropriate portion of rental expense (generally one-third) deemed representative of the interest factor.
(4) For purposes of the "fixed charges" computation, other adjustments include capitalized interest costs.
(5) The ratio of earning to fixed charges, excluding interest on deposits, is being provided as an additional measure to provide comparability to the ratios disclosed by all other issuers of debt securities.

(Back To Top)

Section 4: EX-31.1 (EX-31.1)

Exhibit 31.1

CERTIFICATIONS

I, William A. Cooper, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TCF Financial Corporation;

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(s) 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(s) 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: July 28, 2011

/s/ William A. Cooper
William A. Cooper
Chairman and Chief Executive Officer
(Principal Executive Officer)

(Back To Top)

Section 5: EX-31.2 (EX-31.2)

Exhibit 31.2

CERTIFICATIONS

I, Thomas F. Jasper, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TCF Financial Corporation;

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(s) 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(s) 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: July 28, 2011

/s/ Thomas F. Jasper

Thomas F. Jasper
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

(Back To Top)

Section 6: EX-32.1 (EX-32.1)

Exhibit 32.1

TCF Financial Corporation

STATEMENT PURSUANT TO 18 U.S.C. §1350

I, William A. Cooper, Chief Executive Officer and Director 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 June 30, 2011 (the "Periodic Report");

2. The Periodic Report fully complies with the requirements of section 13(a) and 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: July 28, 2011

/s/ William A. Cooper
William A. Cooper
Chairman 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.

(Back To Top)

Section 7: EX-32.2 (EX-32.2)

Exhibit 32.2

TCF Financial Corporation

STATEMENT PURSUANT TO 18 U.S.C. §1350

I, Thomas F. Jasper, 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 June 30, 2011 (the "Periodic Report");

2. The Periodic Report fully complies with the requirements of section 13(a) and 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: July 28, 2011

/s/ Thomas F. Jasper
Thomas F. Jasper
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.

(Back To Top)