



March 5, 2012

Mr. Travis Wilbert
Director for District Licensing
Office of the Comptroller of the Currency
440 South LaSalle Street, Suite 2700
Chicago, Illinois 60605
CE.Licensing@occ.treas.gov

RE: TCF National Bank Application to Assume
Certain Deposit Liabilities of Prudential Bank & Trust, FSB

Dear Mr. Wilbert:

Enclosed please find the Interagency Bank Merger Application¹ by TCF National Bank to assume certain deposit liabilities of Prudential Bank & Trust, FSB together with Confidential Exhibits thereto. One original and four copies will follow the electronic submission of this application.

Notice of this filing will be published in the *ArgusLeader* and *Hartford Courant* on or about March 6, 2012, March 13, 2012 and March 31, 2012. A copy of the notice is enclosed as Exhibit E.

We desire OCC action of this application no later than May 15, 2012.

If you have any questions regarding this submission, please do not hesitate to contact me at 952-745-2712 or Joseph T. Green at 952-475-6498.

Sincerely,

A handwritten signature in black ink that reads "Douglass E. Hiatt". The signature is written in a cursive style with a large initial "D".

Douglass E. Hiatt

Enclosures

Cc:

¹ This filing contains proprietary information concerning the current business operations and proposed business and operating strategies of TCF and its affiliates that has not otherwise been released to the public. We hereby request that the financial information and the deposit assumption agreement be given confidential treatment pursuant to various provisions of Federal law, including without limitation 18 U.S.C. Section 1905, the Privacy Act, the Freedom of Information Act, and Executive Order No. 12600, June 23, 1987. We request prior notice of, and an opportunity to be heard prior to, any release of the financial information or deposit assumption agreement to any third party.

APPLICATION BY
TCF NATIONAL BANK
TO THE
OFFICE OF THE COMPTROLLER OF THE CURRENCY
FOR PERMISSION TO ASSUME CERTAIN DEPOSIT LIABILITIES OF
PRUDENTIAL BANK & TRUST, FSB

INTRODUCTION

TCF National Bank, a national bank with its main office located in Sioux Falls, South Dakota ("TCF" or "Applicant"), hereby applies to the Office of the Comptroller of the Currency (the "OCC") for permission to acquire a portfolio of deposit accounts from Prudential Bank & Trust, FSB, a federally chartered savings association with its principal office located in Hartford, Connecticut ("PB&T").

TCF and PB&T entered into a Deposit Assumption Agreement on February 27, 2012 ("Agreement") subject to the satisfaction on or before the closing date of a number of conditions, including, but not limited to, any required regulatory approvals. On the closing date, TCF and PB&T would sign an Assignment and Assumption Agreement ("Assignment") for the transfer and assumption of certain deposit liabilities of PB&T. The Agreement and Assignment is attached as Confidential Tab 2. The transaction will be consummated immediately upon the OCC's approval of this application and after any required post-approval waiting period. TCF expects that the Assignment will be executed no later than June 1, 2012, and will be substantially similar in form and substance to such draft.

Under the terms of the Agreement, TCF will acquire a portfolio of deposit liabilities that are open as of the closing date specified in the Agreement. The deposit liabilities to be assumed totaled approximately \$805,000,000 as of December 31, 2011. For assuming this liability, PB&T will pay TCF the amount set forth in the Agreement.

**BUSINESS COMBINATION APPLICATION
CHECKLIST AND COMMUNITY REINVESTMENT COMMITMENTS**

Checklist of Attached Information

- Format of Submission
 - Interagency Bank Merger Act Application or
 - Business Combination Application—Streamlined
 - Complete paper submission or combination paper and 3½ inch diskette submission. If the latter, the following should also be included: (1) a 3½ inch diskette; (2) a cover letter identifying the filer, the filing, the filename on the diskette, and the word processing program used; and (3) any original page(s) of the application or attachments requiring signatures.
- Copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board of directors' resolutions related to the transaction, and (c) interim charter's Articles of Association, names of organizers, and related documents, if applicable.
- Request for confidentiality, if applicable
- Other corporate requests
- Filing fee

Specific Information for Streamlined Application (as appropriate)

- A. Authority for Filing Streamlined Submission
- B. Business Combination Application—Streamlined
- List of branches that require branch authorization
- C. CRA Commitments
- D. Merger Screen

Specific Information for Standard Interagency Bank Merger Application (as appropriate)

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

Desired Action Date

I/we desire OCC action on this application no later than May 15, 2012. I hereby certify that the bank's board of directors, by resolution, has authorized the filing of this application, and that to the best of my knowledge, it contains no misrepresentations or omissions of material facts. In addition, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision.

Checklist Questions

Community Reinvestment Commitments

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

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

Yes No

If the answer is yes, describe the commitment.

2. Will the resulting bank assume all the commitments described in the previous question?

Yes No

If the answer is no, explain the reasons and describe the impact on the communities to be affected.

Competitive Factors - Removal from Expedited Processing

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

1. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800?

Yes No

2. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resulting bank have greater than 35 percent of the deposits in a relevant market?

Yes No

A yes answer for either question indicates the application will be removed from expedited processing for additional competitive review.

INTERAGENCY BANK MERGER ACT APPLICATION

Public reporting burden for this collection of information is estimated to average 30 and 18 hours for nonaffiliate and affiliate transactions, respectively, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Licensing Activities Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Office of Supervision Policy, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

General Information and Instructions

Preparation and Use

This application is used to effect a merger transaction under section 18(c) of the Federal Deposit Insurance Act (FDIA), as amended (12 U.S.C. 1828(c)), and for national banks using other sources of merger authority, such as 12 U.S.C. 215, 215a. "Merger transaction" includes a merger, consolidation, assumption of deposit liabilities, and certain asset transfers between or among two or more institutions. An application is required for merger transactions between or among affiliated institutions (affiliate transactions) as well as for merger transactions between or among nonaffiliated institutions.

An affiliate transaction refers to a merger transaction between institutions that are commonly controlled. It includes a business combination between a depository institution and an affiliated interim institution. Applicants proposing affiliate transactions are not required to complete questions 12 through 14 of this form.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," "not available," or "unknown," so state. Answers of "not available" or "unknown" should be explained.

The questions in the application are not intended to limit the Applicant's presentation, nor are the questions intended to duplicate information supplied on another form or in an exhibit. A cross-reference to the information is acceptable. *Any cross-reference must be made to a specific location in the documents, so the information can be found easily.* Supporting information for all relevant factors, setting forth the basis for Applicant's conclusions, should accompany the application. The regulatory agency may request additional information.

The application must be submitted to the appropriate regulatory agency of the depository institution that would survive the proposed transaction (Resultant Institution). All inquiries on preparation of the application should be directed to that agency which, in some circumstances, may modify the information requested.

For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, please refer to the appropriate regulatory agency's procedural guidelines (that is, *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations [12 C.F.R. 303] and Statement of Policy on Bank Merger Transactions, or the OTS' *Application Processing Handbook*), contact the agency directly for specific instruction or visit its Web site at www.fdic.gov, www.occ.treas.gov, www.ots.treas.gov, and www.federalreserve.gov.

Interim Charters and Federal Deposit Insurance

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

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

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

Establishment of Branches and Branch Closings

This Interagency Bank Merger Act Application will be deemed to constitute an application pursuant to section 9 of the Federal Reserve Act (12 U.S.C. 321) in the case of state member banks, section 18(d) of the FDIA (12 U.S.C. 1828(d)) for state nonmember banks, and 12 U.S.C. 36 for national banks to operate the Target Institution's main office and branches as branches of the Applicant.

If a branch is closed as a result of a merger, consolidation, or other combination, refer to the Interagency Policy Statement on Branch Closings and applicable law for branch closure notice requirements (12 U.S.C. 1831r-1).

Notice of Publication

An Applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (12 U.S.C. 1828(c)(3)). A copy of the affidavit(s) of publication should be submitted to the appropriate regulatory agency. Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

Compliance

An Applicant is expected to comply with all representations and commitments made in the application.

Transactions subject to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (15 U.S.C. 18a), which applies to certain very large transactions, require a pre-merger filing with the Federal Trade Commission and the Department of Justice. Refer to the Federal Trade Commission's Web site for specific details (<http://www.ftc.gov/bc/hsr/hsr.htm>).

Electronic Submission

In addition to an original application and the appropriate number of signed copies, the regulatory agencies would like to have an electronic copy of the information in the application, especially of the financial projections. Submission of an electronic copy is voluntary. It will be used only for internal review and processing, and those portions granted confidential treatment will not be released to the public. The electronic copy may be provided on a computer diskette, using common word processing and spreadsheet software. For E-mail submissions, contact the appropriate regulatory agency for instructions and information about secure transmission of confidential material.

Confidentiality

Any Applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The Applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The Applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

The Applicant should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information will be treated as confidential and will advise the Applicant of any decision to make available to the public information labeled as "Confidential."

INTERAGENCY BANK MERGER ACT APPLICATION

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input type="checkbox"/> Affiliate/Corporate Reorganization	<input type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 U.S.C. 1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 U.S.C. 215, 215a-c
<input checked="" type="checkbox"/> Nonaffiliate Combination	<input checked="" type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 U.S.C. 1815(a)
<input type="checkbox"/> Other _____	<input type="checkbox"/> Branch Purchase and Assumption	<input type="checkbox"/> Other _____
	<input type="checkbox"/> Other _____	

Applicant Depository Institution

TCF National Bank 23253
Name Charter/ Docket
Number
Sioux Falls South Dakota 57106
City State Zip
Code

Target Institution

Prudential Bank & Trust, FSB 708672
Name Charter/Docket Number
280 Trumbull Street
Street
Hartford Connecticut 06103
City State Zip Code

Resultant Institution (if different than Applicant)

Name Charter/Docket Number

Street

City State Zip
Code

Contact Person

Joseph T. Green General Counsel/TCF National Bank
Name Title/Employer
Wayzata Minnesota 55391
City State Zip Code
952-475-6498 952-475-7975 jgreen@tcfbank.com
Telephone Number Fax Number E-mail Address

INTERAGENCY BANK MERGER ACT APPLICATION

1. Describe the transaction's purpose, structure, significant terms and conditions, and financing arrangements, including any plan to raise additional equity or incur debt. Also provide the approximate approval date needed to consummate.

TCF National Bank ("TCF" or the "Bank") is a Sioux Falls, South Dakota national banking association with \$19.1 billion in assets as of December 31, 2011. TCF has over 430 branches in Arizona, Colorado, Indiana, Illinois, Michigan, Minnesota, Wisconsin and South Dakota. Other TCF affiliates provide leasing, equipment finance and indirect automobile financing.

TCF proposes to acquire approximately \$805 million of deposits from Prudential Bank & Trust, FSB ("PB&T"). The deposits consist primarily of IRA related accounts with certificates of deposit or savings accounts, brokered certificates of deposit and brokerage sweep accounts. There are approximately \$16 million of traditional certificates of deposit, checking accounts and savings accounts included in the deposits.

TCF does not propose to establish a branch at the Hartford, Connecticut location of PB&T and proposes no branch or activities expansion as part of this application. We request an approval on or before May 15, 2012 in order to consummate the transaction in accordance with the terms of the assumption agreement.

2. Provide a copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board of directors' resolutions related to the transaction, and (c) interim charter, names of organizers, and related documents, if applicable.

See attached Exhibits

Exhibit A, Board of Director Resolution – TCF National Bank

Exhibit B, Board of Director Resolution – Prudential Bank & Trust, FSB

Confidential Tab 2 - Deposit Assumption Agreement

3. Describe any issues regarding the permissibility of the proposal with regard to applicable state or Federal laws or regulations (for example, nonbank activities, branching, qualified thrift lender's test).

Pursuant to 12 USC 24(Seventh) a national bank is permitted to acquire insured deposits from another depository institution subject to approval by its primary regulator under 12 USC 1828(c). As stated in # 1 supra, no new branches are contemplated as part of this application so no branching issues exist with regard to the application. There are no issues regarding the permissibility of the proposal under applicable State or Federal law or regulations.

4. Describe any nonconforming or impermissible assets or activities that Applicant or Resultant Institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.

None.

5. Provide the indicated financial information and describe the assumptions used to prepare the projected statements, including those about the effect of the merger transaction. Material changes between the date of the financial statements and the date of the application should be disclosed. If there are no material changes, a statement to that effect should be made.
- a. Pro Forma Balance Sheet, as of the end of the most recent quarter and for the first year of operation after the transaction. Indicate separately for the Applicant and Target Institution each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet. Goodwill and all other intangible assets should be listed separately on the balance sheet. Indicate the amortization period and method used for any intangible asset and the accretion period of any purchase discount on the balance sheet.
 - b. Projected Combined Statement of Income for the first year of operation following consummation.
 - c. Pro Forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and for the first year of operation, indicating:
 - Each component item for Tier 1 (Core) and Tier 2 (Supplementary) Capital, Subtotal for Tier 1 and Tier 2 Capital (less any investment in unconsolidated or nonincludable subsidiaries), Total Capital (*include Tier 3 if applicable*).
 - Total risk-weighted assets.
 - Capital Ratios: (1) Tier 1 capital to total risk-weighted assets; (2) Total capital to total risk-weighted assets; and (3) Tier 1 capital to average total consolidated assets (leverage ratio).

See confidential tab 1.

6. List the directors and senior executive officers of the Resultant Institution and provide the name, address, position with and shares held in Resultant Institution or holding company, and principal occupation (if a director).

See attached Exhibit C. There are no changes to directors and senior executive officers in connection with the proposed transaction.

7. Describe how the proposal will meet the convenience and needs of the community. For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction. If any services or products will be discontinued, describe and explain the reasons.

Please see response to Item #8. No changes in services or products are anticipated as a result of the consummation of the transaction by TCF. PB&T intends to file a separate notice to change its

charter to a limited trust charter. TCF does not intend to discontinue any of the services or products involved in the deposit assumption proposal.

8. Discuss the programs, products, and activities of the Applicant or the Resultant Institution that will meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) regulation, including the needs of low- and moderate-income geographies and individuals. For an Applicant or Target Institution that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or a multi-state MSA, or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the combination, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.

The main office of the Applicant is located at 2508 South Louise Avenue, Sioux Falls, South Dakota 57106. The Applicant has an "Outstanding" CRA rating as of January 2008, based on performance in seven rated areas (Minnesota, Illinois, Michigan, Colorado, Wisconsin, the Lake County-Kenosha, IL-WI Metropolitan Division, and Indiana). The Applicant's CRA performance will be evaluated based on activities within the delineated assessment areas (AAs) of these same seven rated areas, plus two additional rated areas (Arizona and South Dakota).

The Applicant Depository Institution will continue to offer the same products and services as prior to the assumption of the deposits and does not contemplate any additional branches as part of this application. As a result, no new AAs would be added related to this application, and as such, the existing or anticipated needs of its communities where its offices are currently located will continue to be met by the same programs, products and activities currently offered by the Applicant. These products and services include a full range of deposit products. The Applicant will continue to maintain the convenient, extended hours of operation, seven days a week. The Applicant has 669 24-hour ATMs. The Applicant will maintain the existing ATM locations.

The Applicant will carry forward the active efforts to know the people in local organizations concerned with community development and the needs of low- and moderate-income individuals and geographies.

The Applicant will carry forward its corporate giving philosophy that recognizes employee volunteerism by providing financial support to community organizations with direct TCF involvement. Management encourages employees to participate in community development service organizations and activities that address the identified credit needs of the assessment area in which they work. Applicant is committed to allocating a share of its charitable contributions to activities that further the goals of CRA. The Applicant recognizes that the primary focus of CRA is on lending. Applicant believes, however, that it can improve the availability of credit to, and the general health of, lower-income areas by providing targeted grants for community development purposes. CRA-related contributions and grants are handled through the Applicant's budgetary process and administered through committees and/or the TCF Foundation.

The Applicant's CRA Executive Committee will establish and maintain a CRA Investment Strategy for qualified investments. The primary emphasis will be on investments that are targeted toward meeting the identified community needs, the majority of which will be comprised of CRA-qualified mortgage-

backed securities and grants. The goal of the Applicant will be to invest approximately 4% of Tier 1 Capital in qualified community development investments (overall and by AA, based on Tier 1 Capital allocated to each AA per the pro rata share of deposits).

9. The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to 12 U.S.C. 1831u. If subject to these provisions, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

No new branches are contemplated as part of this application so this section is not applicable.

10. List all offices that (a) will be established or retained as branches, including the main office, of the Target Institution, (b) are approved but unopened branch(es) of the Target Institution, including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed as a result of the proposal to the extent the information is available and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and ZIP code.

None.

11. As a result of this transaction, if the Applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide:
- a. The name of company.
 - b. A description of the insurance activity that the company is engaged in and has plans to conduct.
 - c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

The Applicant will not become affiliated with a company engaged in insurance activities as a result of this transaction.

If a nonaffiliate transaction, the Applicant also must reply to items 12 through 14.

12. Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where Applicant and Target Institution operate. Applicant should contact the appropriate regulatory agency for specific instructions to complete the competitive analysis.

See attached Exhibit D.

13. If the proposed transaction involves a branch sale or any other divestiture of all or any portion of the bank, savings association or nonbank company (in the case of a merger under 12 U.S.C. 1828(c)(1)) to mitigate competitive effects, discuss the timing, purchaser, and other specific information.

Not applicable.

14. Describe any management interlocking relationships (12 U.S.C. 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.

None.

CERTIFICATION

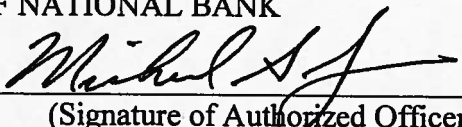
We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially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

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 5th day of March, 2012.

(Applicant)

TCF NATIONAL BANK

By 
(Signature of Authorized Officer)

Michael S. Jones
(Typed Name)
Chief Financial Officer
(Title)

(Target Institution)

PRUDENTIAL BANK & TRUST, FSB

By _____
(Signature of Authorized Officer)

Carlos R. Mello
(Typed Name)
President
(Title)

CERTIFICATION

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

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 5th day of March, 2012.

(Applicant)

TCF NATIONAL BANK

By _____
(Signature of Authorized Officer)

Michael S. Jones _____
(Typed Name)

Chief Financial Officer _____
(Title)

(Target Institution)

PRUDENTIAL BANK & TRUST, FSB

By Carlos R. Mello _____
(Signature of Authorized Officer)

Carlos R. Mello _____
(Typed Name)

President _____
(Title)

COMPTROLLER OF THE CURRENCY
OFFICE OF THRIFT SUPERVISION

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

All OCC and OTS Applicants should provide the following supplemental information with their application:

15. If any of the combining institutions have entered into commitments with community organizations, civic associations, or similar entities concerning providing banking services to the community, describe the commitment.

None/Not applicable

16. If the Resultant Institution will not assume the obligations entered into by the Target Institution, explain the reasons and describe the impact on the communities to be affected.

Not applicable.

If filing with the OCC:

17. If acquiring a non-national bank subsidiary, provide the information and analysis of the subsidiary's activities that would be required if it were established pursuant to 12 C.F.R. 5.34 or 5.39.

Not applicable.

If filing with the OTS:

17. Provide the information to satisfy the requirements of 12 C.F.R. 563.22(d)(1)(vi).

Not applicable.

FEDERAL RESERVE SYSTEM

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

Not applicable.

With respect to question 6, FRB Applicants should consult with FRB staff regarding whether any biographical or financial information should be submitted with respect to any new principal shareholders, directors, and senior executive officers.

The Certification on page 5 need not be provided by the Target Institution. FRB Applicants should modify their Certification accordingly.

In addition, all FRB Applicants should provide the following supplemental information with their application:

15. If the pro forma consolidated assets of Applicant's parent holding company are less than \$150 million and parent company long-term debt will exceed 30 percent of parent company equity capital accounts on a pro forma basis, provide cash flow projections for the parent company which clearly demonstrate the ability to reduce the long-term debt-to-equity ratio to 30 percent or less within 12 years of consummation.

FEDERAL DEPOSIT INSURANCE CORPORATION

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

Not applicable.

All FDIC Applicants should provide the following supplemental information with their application:

15. This section supplements question 12 of the Interagency Bank Merger Act Application for transactions between nonaffiliated parties. Additional guidance relating to the FDIC's consideration of the competitive factors in a proposed merger transaction is contained in the FDIC's Rules and Regulations (12 C.F.R. 303 Subpart D) and Statement of Policy on Bank Merger Transactions (2 FDIC Law, Regulations, and Related Acts 5145), which may be found at <http://www.fdic.gov/regulations/laws/rules/index.html>.

I. Delineation of the relevant geographic market(s).

The relevant geographic market includes the areas in which the offices to be acquired are located and from which those offices derive the predominant portion of their loans, deposits, or other business. The relevant geographic market also includes the areas where existing and potential customers impacted by the proposed merger may practically turn for alternative sources of banking services.

- (a) Prepare schedules for the Applicant Institution and Target Institution showing the total number of accounts and total dollar volume of deposits² for each municipality or census tract, where applicable, according to the recorded address of the depositor (do not submit supporting data). Small amounts may be aggregated and identified as "other." *If the Applicant Institution is a multi-office institution, Applicant Institution deposit information should be provided only for those offices within or proximate to the area(s) described below under paragraph (b).*
- (b) Identify those areas where existing and potential customers of the offices to be acquired may practically turn for alternative sources of banking services. If consideration of the availability of such alternative banking services results in a market area considerably different from that indicated by the sources of deposits, discuss and provide necessary supporting information.
- (c) Using the information collected in paragraphs (a) and (b), provide a narrative description of the delineated relevant geographic market(s).

² In most cases, total deposits will serve as an adequate proxy for the overall share of banking business in the relevant geographic market area; however, other analytical proxies may be appropriate in certain cases (for example, a merger transaction involving trust companies).

- (d) Provide any additional information necessary to support the delineated relevant geographic market(s). Supporting information may include relevant demographic information, locations of major employers, retail trade statistics, and/or information on traffic patterns. *Applicants should consult with the applicable FDIC Regional Office in determining whether additional information is necessary.*

II. Competition in the relevant geographic market(s).

- (a) Prepare a schedule of participating and competing banking institutions' offices, divided into three sections:
- (i) Applicant Institution offices within or proximate to the relevant geographic market(s);
 - (ii) Target Institution offices within or proximate to the relevant geographic market(s); and
 - (iii) Competitor banking offices located or competing within the delineated relevant geographic market(s).

To the extent known, also include banking offices approved but not yet open. The following presentation format is suggested:

Name and Location of Banking Office	Total Deposits	Distance and Direction From Nearest Office	
		Applicant Institution	Target Institution

- (b) For each office listed in paragraph (a), provide the street address; total deposits as reported in the most recent *FDIC Summary of Deposits Data Book* (<http://www2.fdic.gov/sod/index.asp>); and distance and general direction from the nearest office of Applicant and Target Institution. *In cases where the delineated relevant geographic market includes a significant portion of a larger metropolitan area, provide only a listing of financial institutions and the aggregate total deposits of all offices operated by each within the delineated relevant geographic market(s).*
- (c) Discuss the extent and intensity of competition in the delineated relevant geographic market(s) provided by nonbank institutions, such as other depository institutions (for example, credit unions) and non-depository institutions (for example, finance companies, or government agencies). For those institutions

regarded as competing in the delineated relevant geographic market(s), provide name, address, and services supplied.