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February 23, 2021

VIA E-Apps

R. Ryan Schilling
Banking Supervisor
Applications & Enforcement
Federal Reserve Bank of Cleveland
150 East Fourth Street
Cincinnati, Ohio 45202

Re: Application to the Federal Reserve by Huntington
Bancshares Incorporated to Acquire TCF Financial
Corporation – Second Supplemental Response to the
Additional Information Request dated February 2, 2021

Dear Mr. Schilling:

Please find attached our second supplemental response (the "Supplemental Response") to an additional information request, dated February 2, 2021, concerning the application by Huntington Bancshares Incorporated ("Huntington"), requesting approval of the Board of Governors of the Federal Reserve System (the "Federal Reserve") to acquire by merger TCF Financial Corporation ("TCF"), with Huntington as the surviving entity, pursuant to sections

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3(a)(3) and 3(a)(5) of the Bank Holding Company Act. The Supplemental Response has a Second Supplement Response-Public Version and a Confidential Exhibits Volume.

Request for Confidential Treatment

Confidential treatment is respectfully requested under the federal Freedom of Information Act, 5 U.S.C. § 552, and the Federal Reserve's implementing regulations, for the information contained in the Confidential Exhibits Volume (the "Confidential Information"). The Confidential Information includes confidential financial information of TCF and TCF National Bank ("TCF Bank"), and information regarding other matters of a similar nature. This information is not the type of information that would otherwise be made available to the public under any circumstances. All such information, if made public, could result in substantial and irreparable harm to Huntington, The Huntington National Bank ("Huntington Bank"), TCF and TCF Bank. In addition, potential investors could be influenced or misled by such information, which is not reported in any documents filed or to be filed in accordance with the disclosure requirements of applicable securities laws, as a result of which Huntington and TCF could be exposed to potential inadvertent violations of law or exposure to legal claims. Accordingly, confidential treatment is respectfully requested with respect to the Confidential Information under 5 U.S.C. §§ 552(b)(4) and the Federal Reserve's implementing regulations. Please contact Richard K. Kim or me if this request for confidentiality cannot be honored for any reason, to allow Huntington, Huntington Bank, TCF and/or TCF Bank to take appropriate steps to protect such information from disclosure.

If you have any questions about this submission or confidential treatment request, please feel free to contact Richard K. Kim at 212/403-1354 or me at 212/403-1330.

Sincerely,



Jeffrey A. Watiker

Enclosures

Cc: Richard K. Kim

**Second Supplemental Response to Federal Reserve Additional
Information Request dated February 2, 2021**

(submitted February 23, 2021)

Financial Stability

Data referenced in this section are requested as of September 30, 2020.

9. For TCF, provide the total amount for each of the following FR Y-15 line items. For both Huntington and TCF, provide the five largest counterparties rolled up to the parent company and their corresponding amounts.
- a. Total exposure (Y832)
 - b. Total intra-financial system assets (M362)
 - c. Total intra-financial system liabilities (M370)
 - d. Total securities outstanding (M376)
 - e. Payments activity (M390)
 - f. Assets held as a custodian on behalf of customers (M405)
 - g. Total underwriting activity (M408)
 - h. OTC derivative contracts settled bilaterally (M410)
 - i. Total notional amount of OTC derivatives (M411)
 - j. Total adjusted trading and AFS securities (N255)
 - k. Assets valued using Level 3 measurement inputs (G506)
 - l. Foreign claims on an ultimate-risk basis (M422)
 - m. Total cross-jurisdictional liabilities (M426)
 - n. Total short-term wholesale funding, by maturity (Y890, Y891, Y892, Y893)
 - o. Total short-term wholesale funding (Y894)
 - p. Average risk-weighted assets (Y895)
 - q. Short-term wholesale funding metric (Y896)

Responsive information *concerning Huntington* was provided in our response dated February 12, 2021; and responsive information for the total amount *for TCF* for each of the above FR Y-15 line items was provided in our supplemental response dated February 19, 2021.

Please see Confidential Exhibit A, for responsive information *for TCF* concerning the five largest counterparties rolled up to the parent company and their corresponding amounts.