MB FINANCIAL INC /MD
Form 8-K
November 16, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 16, 2005**

MB FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Maryland	**0-24566-01**	**36-4460265**
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

800 West Madison Street, Chicago, Illinois 60607
(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code: **(888) 422-6562**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

Forward-Looking Statements

When used in this Current Report on Form 8-K and in other reports filed with or furnished to the Securities and Exchange Commission, in press releases or other public shareholder communications, or in oral statements made with the approval of an authorized executive officer, the words or phrases believe, will likely result, are expected to, will continue, is anticipated, estimate, project, plans, or similar expressions ar identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date made. These statements may relate to our future financial performance, strategic plans or objectives, revenues or earnings projections, or other financial items. By their nature, these statements are subject to numerous uncertainties that could cause actual results to differ materially from those anticipated in the statements.

Important factors that could cause actual results to differ materially from the results anticipated or projected include, but are not limited to, the following: (1) expected cost savings and synergies from our merger and acquisition activities might not be realized within the expected time frames, and costs or difficulties related to integration matters might be greater than expected; (2) expenses associated with the expansion of our retail branch services and business hours as part of our enhanced deposit gathering strategy might be greater than expected, whether due to a possible need to hire more employees than anticipated or other costs incurred in excess of budgeted amounts; (3) the credit risks of lending activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses; (4) competitive pressures among depository institutions; (5) interest rate movements and their impact on customer behavior and net interest margin; (6) the impact of repricing and competitors pricing initiatives on loan and deposit products; (7) the ability to adapt successfully to technological changes to meet customers needs and developments in the market place; (8) our ability to realize the residual values of our direct finance, leveraged, and operating leases; (9) our ability to access cost-effective funding; (10) changes in financial markets; (11) changes in economic conditions in general and in the Chicago metropolitan area in particular; (12) the costs, effects and outcomes of litigation; (13) new legislation or regulatory changes, including but not limited to changes in federal and/or state tax laws or interpretations thereof by taxing authorities; (14) changes in accounting principles, policies or guidelines; and (15) our future acquisitions of other depository institutions or lines of business.

MB Financial does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date on which the forward-looking statement is made.

Set forth below are investor presentation materials.

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Searchable text section of graphics shown above

[LOGO]

Sandler O Neill & Partners, L.P. s
2005 Financial Services Conference

Mitchell Feiger, President and Chief Executive Officer
Jill E. York, Vice President and Chief Financial Officer

November 17, 2005

NASDAQ: MBFI

Forward Looking Statements

When used in this presentation and in filings with the Securities and Exchange Commission, in other press releases or other public shareholder communications, or in oral statements made with the approval of an authorized executive officer, the words or phrases believe, will likely result, are expected to, will continue, is anticipated, estimate, project, similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date made. These statements may relate to future financial performance, strategic plans or objectives, revenues or earnings projections, or other financial items. By their nature, these statements are subject to numerous uncertainties that could cause actual results to differ materially from those anticipated in the statements.

Important factors that could cause actual results to differ materially from the results anticipated or projected include, but are not limited to, the following: (1) expected cost savings and synergies from our merger and acquisition activities might not be realized within the expected time frames, and costs or difficulties relating to integration matters might be greater than expected; (2) expenses associated with the expansion of our retail branch services and business hours as part of our enhanced deposit gathering strategy might be greater than expected, whether due to a possible need to hire more employees than anticipated or other costs incurred in excess of budgeted amounts; (3) the credit risks of lending activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses; (4) competitive pressures among depository institutions; (5) interest rate movements and their impact on customer behavior and net interest margin; (6) the impact of repricing and competitors pricing initiatives on loan and deposit products; (7) the ability to adapt successfully to technological changes to meet customers needs and developments in the market place; (8) MB Financial s ability to realize the residual values of its direct finance, leveraged, and operating leases; (9) the ability to access cost-effective funding; (10) changes in financial markets; (11) changes in economic conditions in general and in the Chicago metropolitan area in particular; (12) the costs, effects and outcomes of litigation; (13) new legislation or regulatory changes, including but not limited to changes in federal and/or state tax laws or interpretations thereof by taxing authorities; (14) changes in accounting principles, policies or guidelines; and (15) future acquisitions by MB Financial of other depository institutions or lines of business.

MB Financial does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date on which the forward-looking statement is made.

Positioned for Superior Performance and Growth

Unique, Attractive Chicago Presence

Tremendous business opportunity

- **$240bn deposits**
- **8,500 middle market businesses**

Fragmented and unconsolidated

- **Top 3 control<40%**
- **Top 10 control<60%**

High Growth / Strong Financial Performance

Track record of historical growth exceeds peers

- **Earnings**
- **Balance Sheet**

Stable margin through interest rate cycles

Disciplined acquisition track record

Aggressive, New Retail Banking Strategy

[GRAPHIC]

3

Who Are We?

Leading independent Chicago area bank(1)

#1 with 36 branches

#2 with $3.5bn of deposits

Financial profile:

$5.7bn in assets(2)

$3.7bn in loans(2)

$4.3bn in deposits(2)

$70mm in net income(3)

Full offering of financial services

Commercial banking

Retail banking

Wealth management

Chicago Area

[CHART]

---

(1) Chicago area data consists of Cook County. Source: SNL DataSource.

(2) As of September 30, 2005.

(3) Last twelve months.

4

MB Financial Snapshot

(Dollars amounts in millions, except per share data)

	2000	2005(1)	Change
Assets	$ 3,287	$ 5,677	+72.7%
Loans	$ 2,019	$ 3,699	+83.2%
Deposits	$ 2,639	$ 4,254	+61.2%
Net income (3)	$ 27.0	$ 69.8	+158.5%
Fully diluted EPS (3)	$ 1.02	$ 2.40	+135.3%
Return on equity (3)	10.24%	14.37%	+4.13%
Cash return on tangible equity (2),(3)	13.00%	19.93%	+6.93%
Net interest margin - FTE (2)	3.75%	3.76%	+0.01%
Efficiency ratio	64.80%	54.43%	-10.37%
Non-performing loan ratio	0.81%	0.52%	-0.29%

(1) At or for the nine months ended September 30, 2005.

(2) See Non-GAAP Disclosure Reconciliations on page 29.

(3) Annualized

Commercial Banking

Largest business unit

Targeting middle-market companies with revenues ranging from $5 to $100mm

Credit needs up to $20mm

Heavy investment in personnel over past 10 years

Robust training program for recent college graduates

Focused on:

Middle-market business financing

Treasury management

Real estate investor, construction, developer financing

Lease banking

[GRAPHIC] **16% CAGR**

[CHART]

Diversified Loan Portfolio

As of June 30, 2005

Loan Portfolio Composition

($3.6 bn)

[CHART]

Commercial Loans by Industry Type

($3.0 bn)

[CHART]

*** Includes Lease Loans.**

Credit Quality

Excellent, stable, predictable

Improving non-performing loan ratios

Loans are granular   typical size is $3 to $6 million; approximately 88% of credits are under $15 million

Extensive due diligence prior to acquisitions

Net Charge-offs to Average Loans

[CHART]

Allowance vs. NPL to Total Loans

[CHART]

8

Retail Banking

($ in millions)

Consumer and small business clients

Deposit and credit services

11% annual deposit growth over past five years

Cost efficient lending platform

15 and 30 year mortgages sold/securitized to manage interest rate risk/capital requirements

Aggressive, new retail banking strategy Betsimpsier!

Improve deposit mix

Improve deposit growth

Reduce funding costs

[GRAPHIC] **5% CAGR**

[CHART]

[GRAPHIC] **11% CAGR**

[CHART]

Wealth Management

Expanding business and capabilities

Private Banking

Staff are deep generalists

Asset Management and Trust

Open architecture

Objective advice

Superior returns

Vision Investment Services

Brokerage services through MB and other banks

Works closely with MB Retail Banking

Opportunities

Growth within MB s customer base

Adding additional staff / investment management depth

Continue transition from custody assets to managed assets

12% CAGR

[CHART]

Positioned for Superior Performance and Growth

Unique, Attractive Chicago Presence

Tremendous business opportunity

- **$240bn deposits**
- **8,500 middle market businesses**

Fragmented and unconsolidated

- **Top 3 control<40%**
- **Top 10 control<60%**

High Growth / Strong Financial Performance

Track record of historical growth exceeds peers

- **Earnings**
- **Balance Sheet**

Stable margin through interest rate cycles

Disciplined acquisition track record

Aggressive, New Retail Banking Strategy

[GRAPHIC]

11

Chicago s Attractive Market Opportunity

[CHART]

The Opportunity

The $106bn in deposits held by banking institutions outside the top 10 is larger than all other Midwestern MSAs in their entirety

	Chicago	Detroit	Cleveland	Minneapolis	St. Louis	Milwaukee	Cincinnati	Kansas City	Columbus	Indianapolis
Total # banks/thrifts	**305**	**57**	**42**	**175**	**139**	**62**	**82**	**151**	**56**	**52**
Avg. deposits per bank/thrift ($mm)	**786**	**1,351**	**1,535**	**322**	**347**	**649**	**452**	**216**	**514**	**479**
# banks/thrifts > 1% share	**16**	**8**	**12**	**7**	**15**	**17**	**15**	**22**	**14**	**16**

Source: SNL DataSource. Deposit data for Midwestern MSAs as of June 30, 2005.

12

Chicago Deposit Market Share

As of June 30, 2005

Rank	Institution	Branch Count	Total Deposits in Market (mm)	Market Share	% of Total Deposits
1	JPMorgan Chase & Co. (NY)	184	$ 30,258	18.5%	7.5%
2	ABN Amro (NV) (LaSalle Bank)	94	28,479	17.4	56.7
3	BMO Financial Group (Harris)	82	15,359	9.4	63.0
4	Northern Trust Corp. (IL)	9	7,291	4.5	48.6
5	Corus Bankshares Inc. (IL)	14	5,500	3.4	100.0
6	Royal Bank of Scotland Group (Charter One)	94	4,880	3.0	4.9
7	Citigroup Inc. (NY)	40	4,490	2.7	2.2
8	Fifth Third Bancorp (OH)	45	4,262	2.6	7.0
9	Bank of America (NC)	5	4,000	2.4	0.7
10	**MB Financial Inc. (IL)**	**36**	**3,533**	**2.2**	**84.6**
11	MAF Bancorp Inc. (IL)	34	3,486	2.1	50.4
12	Wintrust Financial Corp. (IL)	22	2,767	1.7	43.9
13	Taylor Capital Group Inc. (IL)	12	2,334	1.4	96.3
14	FBOP Corp. (IL)	21	2,246	1.4	21.4
15	Metropolitan Bank Group Inc. (IL)	65	2,053	1.3	100.0
	Total Chicago	**1,529**	**163,973**		

Source: SNL DataSource. Chicago data consists of Cook County.

Positioned for Superior Performance and Growth

Unique, Attractive Chicago Presence

Tremendous business opportunity

- **$240bn deposits**
- **8,500 middle market businesses**

Fragmented and unconsolidated

- **Top 3 control<40%**
- **Top 10 control<60%**

High Growth / Strong Financial Performance

Track record of historical growth exceeds peers

- **Earnings**
- **Balance Sheet**

Stable margin through interest rate cycles

Disciplined acquisition track record

Aggressive, New Retail Banking Strategy

[GRAPHIC]

14

Consistent Financial Performance

[CHART]

	2000	2001*	2002	2003	2004	2005**
ROE	10.2%	10.9%	14.6%	14.8%	14.9%	14.4%
Cash ROTE***	13.0	13.5	17.1	18.8	20.7	19.9
Efficiency Ratio	64.8	60.7	52.8	55.7	54.3	54.4
NCOs / Avg. Loans	0.15	0.42	0.33	0.37	0.23	0.25

* Excludes merger charge.

** Year-to-date results through September 30, 2005 annualized.

*** See Non-GAAP Disclosure Reconciliations on page 29.

15

Five years of strong results

Robust core business growth

Capitalized on M&A opportunities

Dollars in millions, except per share amounts.

	2000	2001*	2002	2003	2004	2000 to 2004 Average Growth Rate	Nine Months 2004	Nine Months 2005	% Change
Assets	$ 3,287	$ 3,466	$ 3,760	$ 4,355	$ 5,254	12%	$ 5,069	$ 5,677	11.9%
Loans	$ 2,019	$ 2,312	$ 2,505	$ 2,826	$ 3,346	13%	$ 3,188	$ 3,699	14.2%
Deposits	$ 2,639	$ 2,822	$ 3,020	$ 3,432	$ 3,962	11%	$ 3,842	$ 4,254	11.0%
Net income	$ 27.0	$ 12.4	$ 46.4	$ 53.4	$ 64.4	24%	$ 46.8	$ 52.2	17.0%
Diluted EPS	$ 1.02	$ 0.46	$ 1.75	$ 1.96	$ 2.25	22%	$ 1.65	$ 1.80	12.0%

* **Includes $19.2 million net merger expenses.**

Interest Rate Risk   As of September 30, 2005

Slightly asset sensitive

Naturally hedged

NII Sensitivity (Ramped)

[CHART]

NII Sensitivity (Shocked)

[CHART]

Twist Scenario

[CHART]

Historical Credit Spreads

Credit spreads have been tightening

Impacting net interest margins

One Year Spreads*

[CHART]

*** Bloomberg Industrial Composite one year rates to twelve month Libor.**

Since 2001, MB Financial has achieved market leading balance sheet and P&L growth

Strong Balance Sheet Growth

Gross Loans

[CHART]

Total Deposits

[CHART]

Tangible Book Value

[CHART]

[GRAPHIC]

Leveraged to Produce Superior Income Growth

Total Revenue

[CHART]

Noninterest Income

[CHART]

Diluted EPS*

[CHART]

Note: Analysis compares financial data as of the twelve months ended September 30, 2005 to financial data as of the twelve months ended December 31, 2001.

Top 50 Banks includes SIVBE financial data which compares the twelve months ended March 31, 2005 to the twelve months ended December 31, 2001.

Growth calculated on a per share basis.

MBFI Peers: ASBC, FMBI, MAFB, PRK, SKYF, WTFC, CBCF, CBSH, ONB, TCB, FMER.

Top 50 Banks: Includes 50 largest U.S. banks by market capitalization; excludes specialty banks, Citigroup and JP Morgan.

*** MBFI Diluted EPS in 2001 excludes merger charge.**

without sacrificing credit quality or profitability

NIM

[CHART]

NCOs / Avg. Loans

[CHART]

Fee Income Ratio

[CHART]

Efficiency Ratio

[CHART]

ROAA

[CHART]

ROACE

[CHART]

Note: Analysis compares financial data as of the nine months ended September 30, 2005.

Top 50 Banks includes SIVBE financial data as of the three months ended March 31, 2005.

Efficiency ratio excludes amortization expense. Fee income ratio excludes securities gains and non-recurring items.

MBFI Peers: ASBC, FMBI, MAFB, PRK, SKYF, WTFC, CBCF, CBSH, ONB, TCB, FMER.

Top 50 Banks: Includes 50 largest U.S. banks by market capitalization; excludes specialty banks, Citigroup and JP Morgan.

M&A Highlights

1990-2000	2001	2002	2003	2004
10 Acquisitions ($1.9bn assets)	**April FSL Holdings ($222mm assets) November MOE of MidCity and MB Financial**	**April Lincolnwood ($228mm assets) August LaSalle Leasing ($92mm assets)**	**Feb South Holland ($560mm assets) May Divest Abrams Centre ($98mm assets)**	**May First Security Fed ($567mm assets)**

Disciplined Pricing

	P/E			
	Stated	**Adjusted***	**P/B**	**Prem/Dep**
FSL Holdings	21.7x	9.7x	1.2x	4.3%
Lincolnwood	14.4	9.7	1.6	6.9
LaSalle Leasing	10.0	6.3	1.3	N/A
South Holland	18.1	10.3	1.2	4.4
First Security Fed	16.8	9.8	1.7	18.8

[GRAPHIC]

Attractive Financial Results

IRR	1st Year EPS Accretion
27%	3.5%
27	4.5
22	3.4
22	3.5
21	3.5

*** P/E Adjusted is computed as (price excess equity) / (pre-acquisition core earnings + after-tax cost savings in year one after tax earnings on excess equity).**

Positioned for Superior Performance and Growth

Unique, Attractive Chicago Presence

Tremendous business opportunity

- **$240bn deposits**
- **8,500 middle market businesses**

Fragmented and unconsolidated

- **Top 3 control<40%**
- **Top 10 control<60%**

High Growth / Strong Financial Performance

Track record of historical growth exceeds peers

- **Earnings**
- **Balance Sheet**

Stable margin through interest rate cycles

Disciplined acquisition track record

Aggressive, New Retail Banking Strategy

[GRAPHIC]

22

Betsimpsier Deposit Strategy

Better. Simpler. Easier.

Goals

Improve deposit mix

Improve deposit growth

Reduce funding costs

Implementation activities

Extended hours

Simplified transaction processes

Consistent customer experience

More ATMs

Increased marketing and advertising

[GRAPHIC]

[GRAPHIC]

Additional expenses to support strategy

Personnel 65 FTEs added

Marketing majority of our second half marketing effort is focused on Betsimpsier

Progress to date

Initial rollout was completed in the third quarter

Current customers have responded favorably

Too early to determine impact on account addition/retention rates

Key Investment Considerations

Strategy		Implementation
Build Chicago market share	[GRAPHIC]	Continue to build Commercial market share
		Execute Betsimpsier strategy
		Opportunistic acquisitions
		De novo expansion
Diversify revenue streams	[GRAPHIC]	Continue to build wealth management
		Opportunistic acquisitions
Enhance financial performance	[GRAPHIC]	Grow core deposits and loans
		Maintain credit quality and cost efficiency
		Maintain net interest margin

[GRAPHIC]

Results since 2000

21% EPS growth

3.82% average NIM

18% average cash ROATCE

32bps average charge-off ratio

MBFI Share Price Performance Since MOE (11/7/01)

[CHART]

*** MBFI Peers: ASBC, FMBI, MAFB, PRK, SKYF, WTFC, CBCF, CBSH, ONB, TCB, FMER.**

****Top 50 Banks: Includes 50 largest U.S. banks by market capitalization; excludes specialty banks, Citigroup and JP Morgan.**

MB Financial Valuation History   Since MOE (11/7/01)

Price / NTM EPS

[CHART]

PEG Ratio

[CHART]

*** MBFI Peers: ASBC, FMBI, MAFB, PRK, SKYF, WTFC, CBCF, CBSH, ONB, TCB, FMER.**

****Top 50 Banks: Includes 50 largest U.S. banks by market capitalization; excludes specialty banks, Citigroup and JP Morgan.**

Non-GAAP Disclosure Reconciliations

These materials contain certain financial measures determined by methods other than in accordance with accounting principles generally accepted in the United States of America (GAAP). Such measures include cash return on tangible equity and net interest margin on a fully tax equivalent basis.

Cash return on tangible equity is determined by dividing cash earnings by average tangible stockholders equity. The most directly comparable GAAP measure, return on equity, is determined by dividing net income by average stockholders equity. Cash earnings excludes from net income the effect of amortization expense for intangible assets other than goodwill (which is not amortized but tested for impairment annually), and average tangible stockholders equity excludes from average stockholders equity acquisition-related goodwill and other intangible assets, net of tax benefit. We believe that the presentation of cash return on tangible equity is helpful in understanding our financial results, as it provides a method to assess our success in utilizing our tangible capital.

Net interest margin on a fully tax equivalent basis is determined by dividing net interest income on a fully tax equivalent basis by average interest-earning assets. The most directly comparable GAAP measure, net interest margin, is determined by dividing net interest income by average interest-earning assets. The tax equivalent adjustment to net interest income recognizes the income tax savings when comparing taxable and tax-exempt assets and assumes a 35% tax rate. We believe that it is a standard practice in the banking industry to present net interest margin on a fully tax equivalent basis, and accordingly believe that providing this measure may be useful for peer comparison purposes.

The following tables reconcile cash earnings to net income, average tangible stockholders equity to average stockholders equity and net interest margin on a fully tax equivalent basis to net interest margin for the periods presented: (dollars in thousands)

	2000	2001	2002	2003	2004	YTD 2004	YTD 2005
Net income, as reported	$ 26,961	$ 31,538	$ 46,370	$ 53,392	$ 64,429	$ 46,783	$ 52,203
Plus: Intangible amortization, net of tax benefit	3,022	3,212	631	754	660	512	492
Cash earnings	$ 29,983	$ 34,750	$ 47,001	$ 54,146	$ 65,089	$ 47,295	$ 52,695
Average stockholders equity	$ 263,311	$ 289,291	$ 317,693	$ 360,210	$ 432,992	$ 417,966	$ 485,802
Less: Goodwill	27,634	30,439	40,773	67,391	110,302	93,761	123,778
Less: Other intangible assets, net of tax benefit	5,049	2,082	1,914	4,692	8,038	6,966	8,575
Average tangible stockholders equity	$ 230,628	$ 256,770	$ 275,006	$ 288,127	$ 314,652	$ 317,239	$ 353,449
Cash Return on Tangible Equity - Annualized	**13.00%**	**13.53%**	**17.09%**	**18.79%**	**20.69%**	**19.91%**	**19.93%**

	2000	2001	2002	2003	2004	YTD 2004	YTD 2005
Net interest margin	3.66%	3.65%	3.97%	3.72%	3.69%	3.66%	3.65%
Plus: Tax equivalent effect	0.09%	0.08%	0.06%	0.08%	0.10%	0.10%	0.11%
Net interest margin, fully tax equivalent - Annualized	**3.75%**	**3.73%**	**4.03%**	**3.80%**	**3.79%**	**3.76%**	**3.76%**

[LOGO]

Sandler O Neill & Partners, L.P. s
2005 Financial Services Conference

Mitchell Feiger, President and Chief Executive Officer
Jill E. York, Vice President and Chief Financial Officer

November 17, 2005

NASDAQ: MBFI

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, MB Financial, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 16th day of November, 2005.

MB FINANCIAL, INC.

By: /s/ Jill E. York
Jill E. York
Vice President and Chief Financial Officer
(Principal Financial and Principal Accounting Officer)