Edgar Filing: MB FINANCIAL INC /MD - Form 8-K

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 (State or other jurisdiction of incorporation) **0-24566-01** (Commission File No.)

36-4460265 (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

Edgar Filing: MB FINANCIAL INC /MD - Form 8-K

(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))

Edgar Filing: MB FINANCIAL INC /MD - Form 8-K

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 are 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.

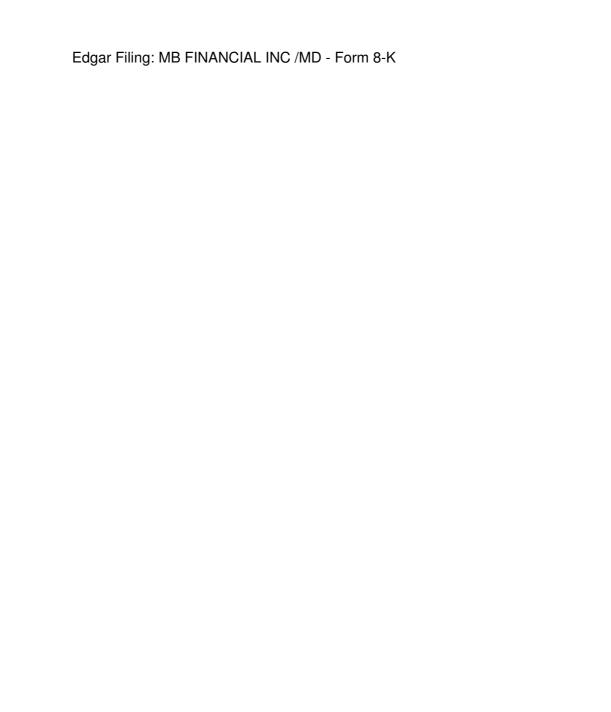
Important factors that could cause actual results to differ materially from the results anticipated or projected include, but are not limited to, the following: (1) expected cost savings and synergies from our merger and acquisition activities might not be realized within the expected time frames, and 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.

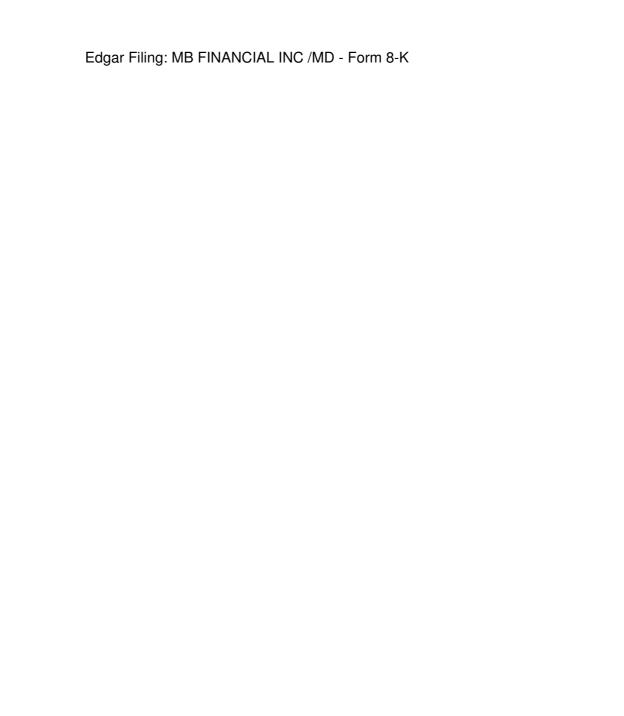
MB Financial does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date on which the forward-looking statement is made.

Set forth below are investor presentation materials.

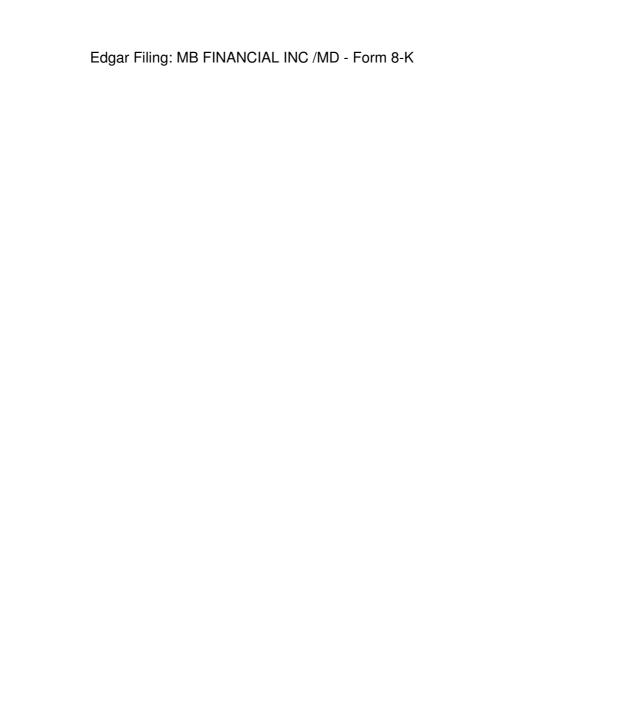
2

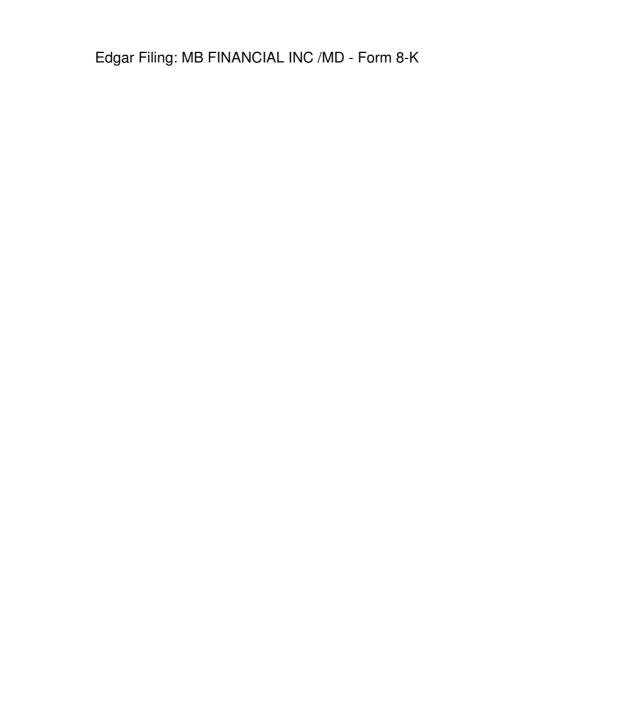






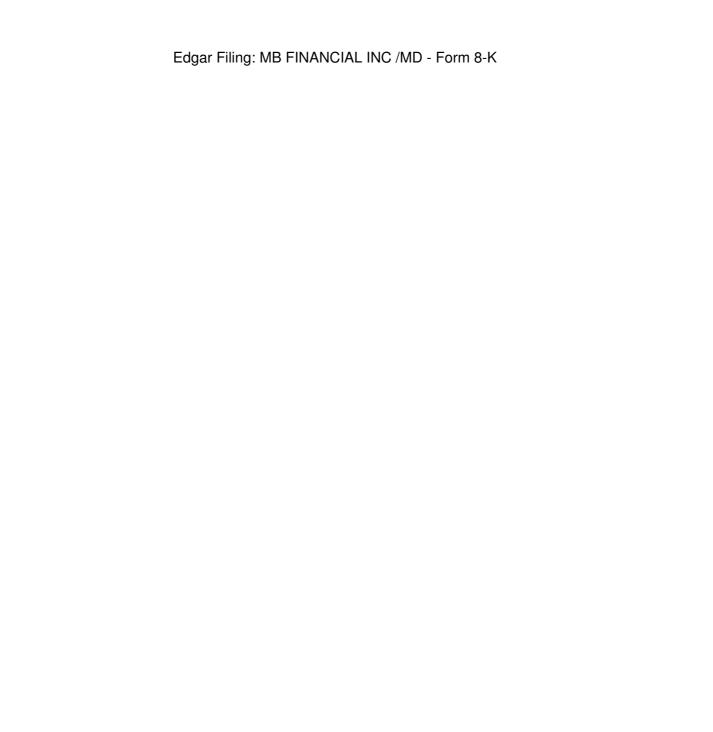


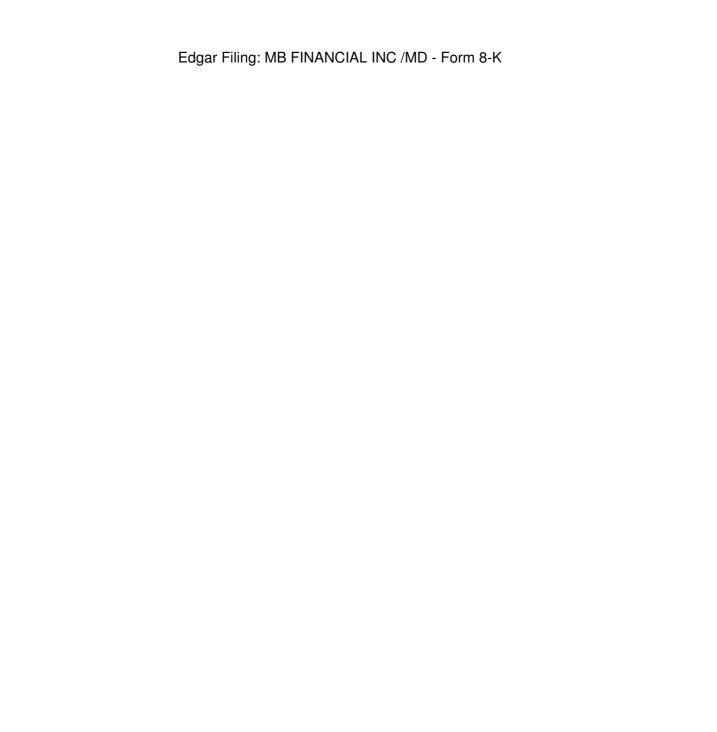




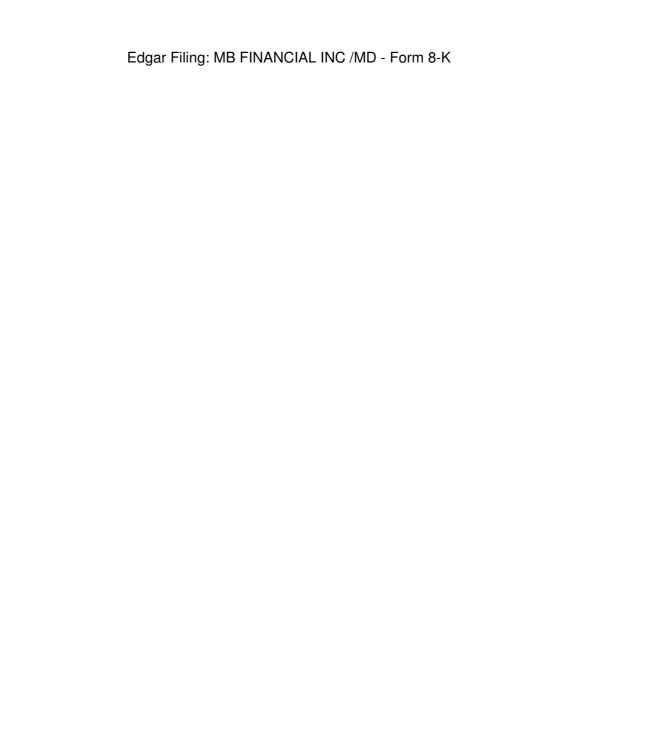


Link to searchable text of slide shown above

















Link to searchable text of slide shown above



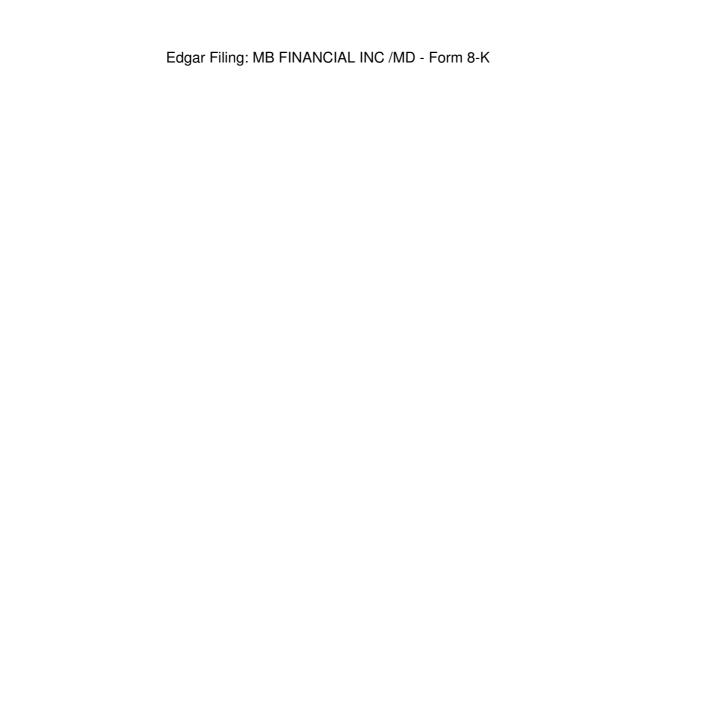


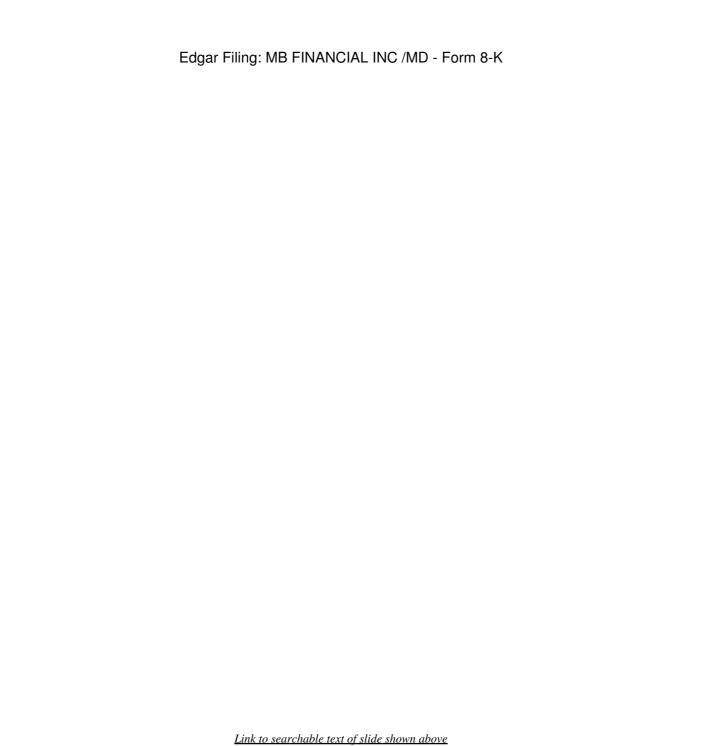




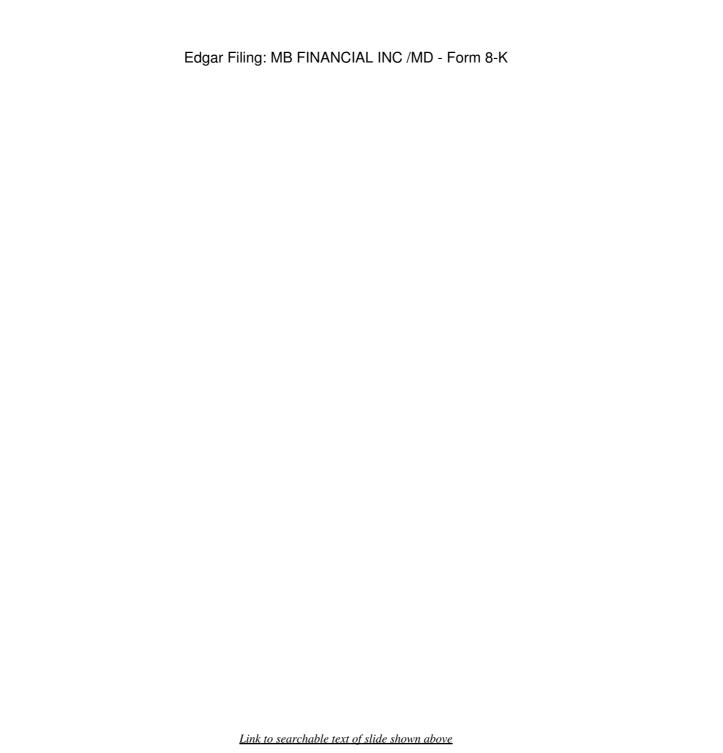


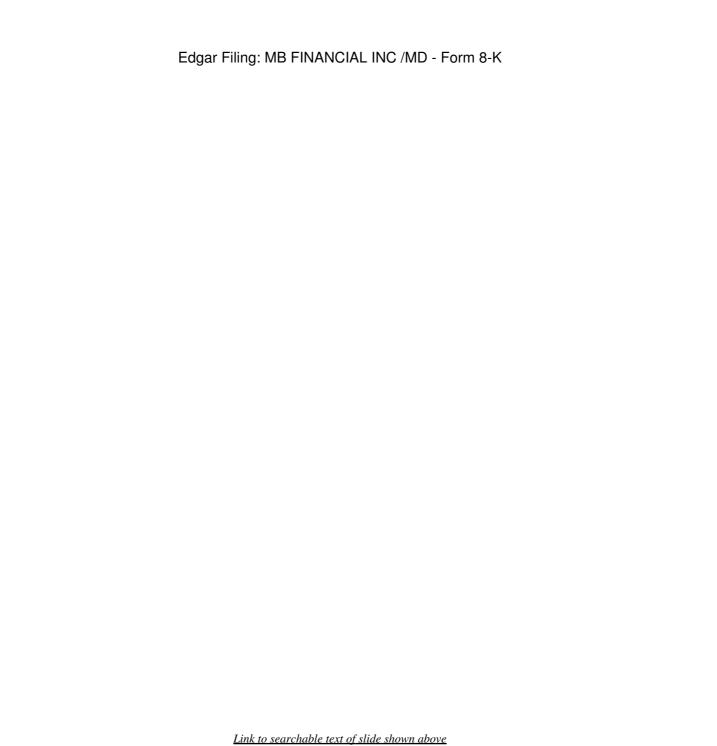


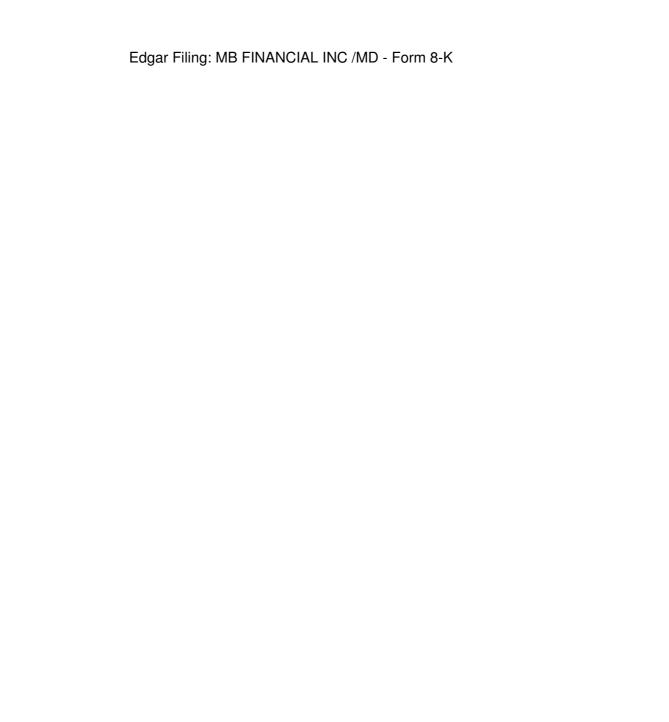


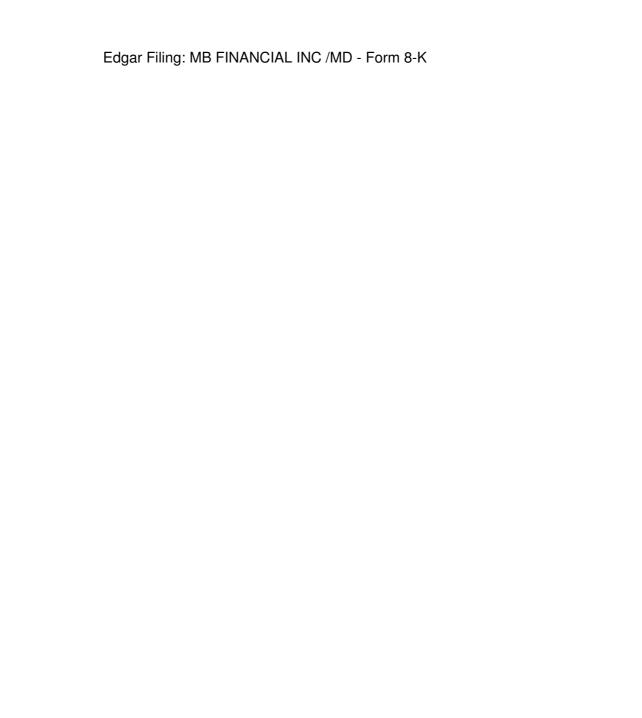




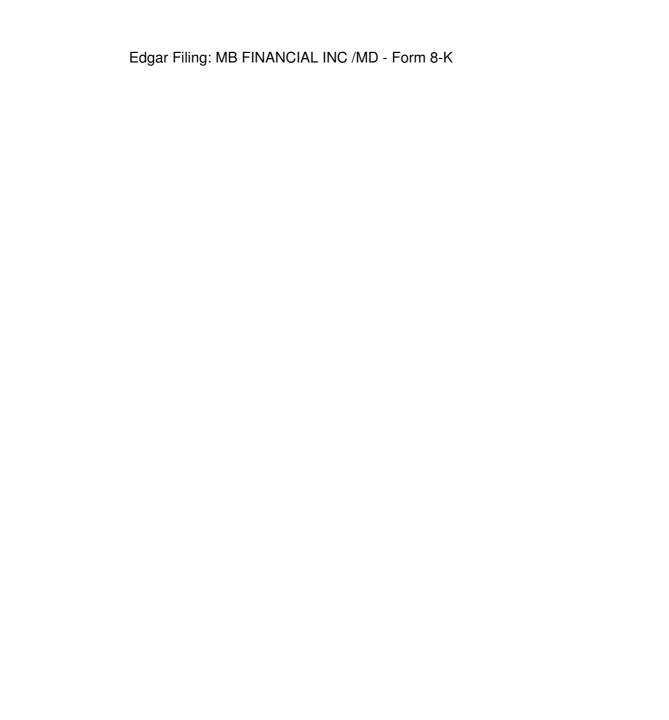












Searchable text section of graphics shown above

[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.

[GRAPHIC]

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
	g g
Track record of historical growth exceeds po	0000
	ceis
Earnings	
Balance Sheet	
Stable margin through interest rate cycles	
Disciplined acquisition track record	
	Aggressive, New Retail Banking Strategy
	Aggressive, new Netan Danking Strategy

Who Are We?

#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]

Leading independent Chicago area bank(1)

 $^{(1) \ \} Chicago \ area \ data \ consists \ of \ Cook \ County. \ Source: SNL \ Data Source.$

⁽²⁾ As of September 30, 2005.

⁽³⁾ Last twelve months.

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.

(3) Annualized

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

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]							
6							

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.		
	7	

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]

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] 11% CAGR [GRAPHIC]

[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]

[GRAPHIC]

Positioned for Superior Performance and Growth

	Unique, Attractive Chicago Presence
Tremendous business opportunity	
\$240bn deposits	
8,500 middle market businesse	es
Fragmented and unconsolidated	
Top 3 control<40%	
Top 10 control<60%	
	High Growth / Strong Financial Performance
Track record of historical growth exceeds pe	eers
Earnings	
Balance Sheet	
Stable margin through interest rate cycles	
Disciplined acquisition track record	
Disciplified dequisition track record	

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

					St.			Kansas		
	Chicago	Detroit	Cleveland	Minneapolis	Louis	Milwaukee	Cincinnati	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.

Chicago Deposit Market Share

As of June 30, 2005

Rank	Institution	Branch Count	Total Deposits in Market	Market Share	% of Total Deposits
Kalik	Histituton	Count	(mm)	Share	Deposits
	1 JPMorgan Chase & Co. (NY)	184	\$ 30,258	18.5%	7.5%
	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
1	0 MB Financial Inc. (IL)	36	3,533	2.2	84.6
1	1 MAF Bancorp Inc. (IL)	34	3,486	2.1	50.4
1	Wintrust Financial Corp. (IL)	22	2,767	1.7	43.9
1	3 Taylor Capital Group Inc. (IL)	12	2,334	1.4	96.3
1	FBOP Corp. (IL)	21	2,246	1.4	21.4
1	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.

[GRAPHIC]

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%	
Н	igh Growth / Strong Financial Performance
Track record of historical growth exceeds peer	s
Earnings	
Balance Sheet	
Stable margin through interest rate cycles	
Disciplined acquisition track record	
	Aggressive, New Retail Banking Strategy

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.

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	Ŋ	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]
17

Credit spreads have been tightening

Impacting net interest margins

One Year Spreads*

[CHART]

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

Strong Balance Sheet Growth

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

		1st Year		
IRR		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	S
Fragmented and unconsolidated	
Top 3 control<40%	
Top 10 control<60%	
	High Growth / Strong Financial Performance
Track record of historical growth exceeds pe	ers
Earnings	
Balance Sheet	
Stable margin through interest rate cycles	
Disciplined acquisition track record	
	Aggressive, New Retail Banking Strategy

[GRAPHIC]

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
[GRAP	PHIC]
	23

[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 re
		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	
<u> </u>															
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%	
												YTD		YTD	
		2000		2001		2002		2003		2004		2004		2005	
Net interest margin		3.66%	,	3.65%	,	3.97%	ó	3.72%	,	3.69%	,	3.66%)	3.65%	
Plus: Tax equivalent effect		0.09%)	0.08%	,	0.06%	o o	0.08%	,	0.10%	,	0.10%	,	0.11%	
Net interest margin, fully tax equivalent -															
Annualized		3.75%	,	3.73%	o	4.03%	6	3.80%	ó	3.79%	ó	3.76%	ó	3.76%	
29															

[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)