

MB FINANCIAL INC /MD  
Form 8-K  
May 16, 2002

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## 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) May 15, 2002

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## MB FINANCIAL, INC.

(Exact name of Registrant as specified in its Charter)

<b>Maryland</b> (State or other jurisdiction of incorporation)	<b>0-24566-01</b> (Commission File No.)	<b>36-4460265</b> (IRS Employer Identification No.)
<b>801 West Madison Street, Chicago, Illinois</b> (Address of principal executive offices)	<b>60607</b> (Zip Code)	
<b>Registrant's telephone number, including area code: (773) 645-7866</b>		

N/A

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

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#### Item 9. Regulation FD Disclosure

##### Forward-Looking Statements

When used in this Current Report on Form 8-K and in other filings by MB Financial, Inc. (the "Company") with 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 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 the Company's 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 the merger with MidCity Financial Corporation might not be realized within the expected time frame; (2) the credit risks of lending activities, including changes in the level and direction of loan delinquencies and write-offs;

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(3) changes in management's estimate of the adequacy of the allowance for loan losses; (4) changes in management's valuation of the Company's interest only receivables; (5) competitive pressures among depository institutions; (6) interest rate movements and their impact on customer behavior and the Company's net interest margin; (7) the impact of repricing and competitors' pricing initiatives on loan and deposit products; (8) the Company's ability to adapt successfully to technological changes to meet customers' needs and developments in the market place; (9) the Company's ability to access cost-effective funding; (10) changes in financial markets and general economic conditions; (11) new legislation or regulatory changes; and (12) changes in accounting principles, policies or guidelines.

The Company 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 is material prepared for presentation at the Company's 2002 Annual Meeting of Stockholders.

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### **Annual Meeting of Stockholders**

**May 15, 2002**

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### **Annual Meeting of Stockholders**

#### **Introduction**

**E.M. Bakwin, Chairman**

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### **Annual Meeting of Stockholders**

#### **Introduction**

**Mitchell Feiger, President & CEO**

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### **Meeting Agenda**

Stockholder voting

Election of directors

Approval of amendment to the Company's Omnibus Incentive Plan

Presentation

Open discussion

Announcement of election results

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### **Stockholder Voting**

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#### **Election of Directors**

Burton J. Field

Lawrence E. Gilford

Patrick Henry

Richard J. Holmstrom

Clarence Mann

Kenneth A. Skopec

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#### **Omnibus Incentive Plan Amendment**

Increase from 1,000,000 to 2,500,000 the total number of shares of Company common stock that may be utilized for awards under the Omnibus Incentive Plan

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#### **Presentation**

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#### **Forward Looking Statements**

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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 the recently completed merger of MB Financial and MidCity Financial with the Company might not be realized within the expected time frame; (2) the credit risks of lending activities, including changes in the level and direction of loan delinquencies and write-offs; (3) changes in management's estimate of the adequacy of the allowance for loan losses; (4) changes in management's valuation of the Company's interest only receivables; (5) competitive pressures among depository institutions; (6) interest rate movements and their impact on customer behavior and the Company's net interest margin; (7) the impact of repricing and competitors' pricing initiatives on loan and deposit products; (8) the Company's ability to adapt successfully to technological changes to meet customers' needs and developments in the market place; (9) the Company's ability to access cost-effective funding; (10) changes in financial markets and general economic conditions; (11) new legislation or regulatory changes; and (12) changes in accounting principles, policies or guidelines.

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### Presentation

Where we were

Where we are

The future

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### Where were we one year ago?

	<b>March 2001</b>
Banks	6
Branches	38
Assets (billions)	\$ 3.3
EPS quarter	\$ 0.41
EPS year (TTM)	\$ 1.53
Return on equity	10.54%
Stock price (per share)	\$ 17.25
Market capitalization (million)	\$ 304.7

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### Where were we one year ago?

Mid-City National Bank of Chicago

First National Bank of Morton Grove

Manufacturers Bank

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First National Bank of Elmhurst

First Savings and Loan of South Holland

Abrams Centre National Bank

Union Bank and Trust Company

**Where were we one year ago?**

**Tag Lines**

Big enough to serve you. Small enough to know you.

We'll get it done!

**Where were we one year ago?**

### Deposit Market Share Cook County, IL As of June 30, 2001

Rank	Institution	Type	Branch Count	Deposits (\$000)	Market Share (%)
1	Bank One Corp. (IL)	Bank	149	29,459,185	20.60
2	ABN AMRO North America Inc. (IL)	Bank	129	23,122,409	16.17
3	Bank of Montreal	Bank	88	11,749,691	8.22
4	Northern Trust Corp. (IL)	Bank	10	8,129,114	5.68
5	Citigroup Inc. (NY)	Bank	44	6,616,199	4.63
6	Charter One Financial (OH)	Bank	70	5,062,990	3.54
7	Fifth Third Bancorp (OH)	Bank	33	2,971,746	2.08
8	Bank of America Corp. (NC)	Bank	2	2,585,777	1.81
9	Corus Bankshares Inc. (IL)	Bank	14	2,242,604	1.57
10	MAF Bancorp Inc. (IL)	Thrift	19	2,186,312	1.53
11	FBOP Corp. (IL)	Bank	21	1,821,970	1.27
12	Taylor Capital Group, Inc. (IL)	Bank	13	1,737,297	1.21
13	TCF Financial Corp. (MN)	Bank	114	1,733,149	1.21
14	U.S. Bancorp (MN)	Bank	31	1,384,577	0.97
<b>15</b>	<b>MB Financial Inc. (IL)</b>	<b>Bank</b>	<b>16</b>	<b>1,291,945</b>	<b>0.90</b>
16	First Midwest Bancorp Inc. (IL)	Bank	18	1,178,829	0.82
17	Parkway Bancorp, Inc. (IL)	Bank	15	1,110,173	0.78
<b>18</b>	<b>MidCity Financial Corp. (IL)</b>	<b>Bank</b>	<b>18</b>	<b>1,098,336</b>	<b>0.77</b>
19	Hershenhorn Bancorp., Inc. (IL)	Bank	2	1,095,991	0.77
20	Popular Inc. (PR)	Bank	20	1,066,624	0.75

Source: SNL Datasource 3.0 as of April 4, 2001.

**Where are we today?**

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	March 2001	March 2002
Banks	6	3
Branches	38	41*
Assets (billions)	\$ 3.3	\$ 3.7*
EPS quarter	\$ 0.41	\$ 0.58
EPS year (TTM)	\$ 1.53	\$ 1.77
Return on equity	10.54%	14.03%
Stock price (per share)	\$ 17.25	\$ 29.95
Market capitalization (million)	\$ 304.7	\$ 526.0

\*

Includes First Lincolnwood Corp.

Where are we today?

	March 2002
Loans	+11.6%
Deposits	+8.3%
Fee income (excluding security gains)	+40.9%
Non-interest expense	+1.3%

Where are we today?

experience. the difference

Where are we today?

Deposit Market Share Cook County, IL  
As of June 30, 2001

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7	Fifth Third Bancorp (OH)	Bank	33	2,971,746	2.08
8	Bank of America Corp. (NC)	Bank	2	2,585,777	1.81
<b>9</b>	<b>MB Financial Inc. (IL)</b>	<b>Bank</b>	<b>34</b>	<b>2,574,281</b>	<b>1.80</b>
10	Corus Bankshares Inc. (IL)	Bank	14	2,242,604	1.57
11	MAF Bancorp Inc. (IL)	Thrift	19	2,186,312	1.53

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18	Hershenhorn Bancorp., Inc. (IL)	Bank	2	1,095,991	0.77
19	Popular Inc. (PR)	Bank	20	1,066,624	0.75
20	Metropolitan Bank Group, Inc. (IL)	Bank	40	1,003,340	0.70

Note: MBFI statistics include First National Bank of Lincolnwood.

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**But we are even more...**

Commercial Banking

Retail Banking

Wealth Management

Lease Banking/Leasing

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**Commercial Banking**

Mid-market business financing

Cash management

Real estate investor, construction, developer financing

Long-term health care financing

Korean banking

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**Retail Banking**

Consumer and small business deposit services

Consumer and small business credit services

**Chicago area map**

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**Oklahoma City area map**



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**Dallas area map**

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**Wealth Management**

Trust and fiduciary services

Asset management

Custody services

Investment services

Starker exchange trusts

Land trust

Guardianship

Retirement plan services

Insurance services

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**Lease Banking/Leasing**

Complete banking services for equipment lessors located throughout the country

Portfolio of owned equipment leased to others

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**The future?**

Continue to grow all four business lines

Continue to grow company with focus of growth in the Chicago metropolitan area

Be the premier middle market bank

Build on our past successes

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**MBFI Stock Price**

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**MBFI Stock Price  
Compared to Nasdaq and Nasdaq Bank Index**

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**MBFI Stock Price  
Compared to Nasdaq and Nasdaq Bank Index**

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**Open Discussion**

**Announcement of  
Election Results**

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

**MB FINANCIAL, INC.**

Date: May 15, 2002

By: /s/ JILL E. YORK

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Jill E. York,  
Vice President and Chief Financial Officer

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Lease Banking/Leasing

The future?

MBFI Stock Price

MBFI Stock Price Compared to Nasdaq and Nasdaq Bank Index

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