



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

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COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

MB Financial Bank, National Association
Charter Number: 13684

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Office of the Comptroller of the Currency

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NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, and should not be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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Overall CRA Rating

Institution's CRA Rating: This institution is rated Outstanding.

The following table indicates the performance level of **MB Financial Bank, National Association** with respect to the Lending, Investment, and Service Tests:

Performance Levels	MB Financial Bank N.A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding	X	X	X
High Satisfactory			
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

* The lending Test is weighted more heavily than the investment and service tests when arriving at an overall rating.

The major factors that support this rating include:

- Lending levels reflect excellent responsiveness by MB to the credit needs of its Assessment Area's (AA).
- The geographic distribution of loans reflects excellent penetration throughout the AA.
- The bank's level of community development lending is excellent.
- The loan distribution to borrowers reflects good penetration among retail customers of different income levels and businesses of different sizes.
- The bank has an excellent level of qualified community development (CD) investments and grants, often in a leadership position, and exhibits excellent responsiveness to credit and community economic development needs.
- The bank's delivery systems are readily accessible to all portions of the AA.
- The bank is a leader in CD services.

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation, including the CRA tables. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

Affiliate: Any company that controls, is controlled by, or is under common control with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Aggregate Lending: The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Census Tract (CT): A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community Development: Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies.

Effective September 1, 2005, the Board of Governors of the Federal Reserve System, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have adopted the following additional language as part of the revitalize or stabilize definition of community development. Activities that revitalize or stabilize-

- (i) Low- or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
 - a. Rates of poverty, unemployment, and population loss; or
 - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

Community Reinvestment Act (CRA): the statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and

sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

Consumer Loan(s): A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male householder and no wife present) or 'female householder' (a family with a female householder and no husband present).

Full Review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include data on loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

Home Mortgage Loans: Such loans include home purchase, home improvement and refinancing, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

Household: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

Limited Review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

Low-Income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of a geography.

Market Share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Median Family Income (MFI): The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

Metropolitan Area (MA): Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget, and any other area designated as such by the appropriate federal financial supervisory agency.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Metropolitan Statistical Area that contains a population of at least 2.5 million. A Metropolitan Division consists of one or more counties that represent an employment center or centers, plus adjacent counties associated with the main county or counties through commuting ties.

Metropolitan Statistical Area: An area, defined by the Office of Management and Budget, as having at least one urbanized area that has a population of at least 50,000. The Metropolitan Statistical Area comprises the central county or counties, plus adjacent outlying counties having a high degree of social and economic integration with the central county as measured through commuting.

Middle-Income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of a geography

Moderate-Income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of a geography.

Multifamily: Refers to a residential structure that contains five or more units.

Other Products: Includes any unreported optional category of loans for which the institution collects and maintains data for consideration during a CRA examination. Examples of such activity include consumer loans and other loan data an institution may provide concerning its lending performance.

Owner-Occupied Units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified Investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Rated Area: A rated area is a state or multi-state metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If

an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multi-state metropolitan area, the institution will receive a rating for the multi-state metropolitan area.

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

Small Loan(s) to Farm(s): A loan included in 'loans to small farms' as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$500,000 or less and are either secured by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

Tier One Capital: The total of common shareholders' equity, perpetual preferred shareholders' equity with non-cumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

Upper-Income: Individual income that is at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

Description of Institution

MB Financial Bank, N.A. (MB), with assets as of December 31, 2009 of approximately \$10.8 billion, is a full service commercial bank headquartered in Chicago, Illinois. MB Financial Bank is a wholly owned subsidiary of MB Financial Inc. (MBFI), a \$10.9 billion one bank holding company. MBFI is also located in Chicago, Illinois. In November 2007, MB Financial, Inc. sold its subsidiary, Union Bank N.A., based in Oklahoma City, to privately held Olney Bancshares of Texas, Inc. The completion of this transaction allowed MB Financial Inc. to concentrate its resources on growth and expansion in the Chicago land market.

MB Financial Bank is an interstate bank with a total of 87 banking centers. There are 85 banking centers in the Chicago Metropolitan Area consisting of 84 full service locations and one limited service facility. In addition, there is one in-store branch in Indiana, located approximately 2 miles from the Illinois boarder and one full service banking center in Pennsylvania that is located on the northeast side of the City of Philadelphia. MB maintains a wholly owned subsidiary, MB Financial Community Development Corporation (CDC). The bank utilizes the CDC, which possesses common management and directors, to facilitate some of its community development lending, investment and service initiatives within the AA. All of the CDC's activities were solely attributable to MB and were considered in the bank's CRA performance evaluation.

MB's banking center locations are supplemented by 24 hour access to deposit accounts through its secure Phone Access Line (PAL), Internet Banking and automated teller machine network. The Bank has 174 ATM locations in the Chicago, Illinois AA, 1 in the Indiana AA, 1 in the Philadelphia AA with additional locations available through the STAR Network membership and Maestro/Master Card/Cirrus networks. MB customers may use any MB ATM free of charge.

As of December 31, 2009, MB reported \$10.8 billion in total assets, \$6.5 billion in total loans, \$8.8 billion in total deposits and \$823 million of Tier One Capital. Total loans represented 63 percent of total assets. The composition of the bank's loan portfolio was allocated as follows: \$1.5 billion or 22 percent real estate loans, \$1.9 billion or 30 percent commercial and industrial loans, \$2.7 billion or 42 percent loans held in real estate investment trust, and \$416 million or 6 percent in consumer and other loans.

MB provides customer driven financial solutions to privately held middle market businesses as well as small businesses and individuals who work and live in the communities where the bank has locations. MB offers a wide array of commercial and personal banking services, and trust, private client services and investments through the wealth management division. MB is among a small number of banks working closely with leasing companies to provide debt, equity and bridge financing.

There were no financial or legal impediments that affect the bank's ability to provide lending, investment and services within its AA.

MB's previous CRA rating as of November 27, 2006 was Outstanding using Large Bank CRA evaluation procedures.

Merger Activity during the Evaluation Period

In 2009, MB entered into four separate agreements with the FDIC to purchase and assume the deposits and some of the loans, from Heritage Community Bank, InBank, Corus Bank and Benchmark Bank which resulted in acquiring 17 banking centers. Fifteen of these banking centers are located in Cook County, Illinois and one in each DuPage County and LaSalle County.

In 2008, MB entered into an agreement to assume six banking centers in “Walt’s Food Stores” that were previously occupied by Great Lakes Bank of Blue Island, Illinois. Five of these are located in the south suburbs of Chicago and its introduction into the northwest Indiana with a location in Dyer, Indiana.

In 2007, MB opened 5 banking centers; four full service facilities and one limited service mobile facility. Two are located in Cook County, Illinois and one each in DuPage, Lake, and Kane Counties.

In 2006, MB added 22 full-service banking centers as a result of the acquisition of Oak Brook Bank; 7 in Cook County, 12 in DuPage County, 1 in Kane County, and 2 in Will County. Also during 2006, MB opened 2 full service facilities both located in Cook County.

In 2009, MB closed 4 full service banking centers; 3 located in upper-income geographies and 1 in a middle-income geography.

No banking centers were closed during 2006, 2007 or 2008.

Scope of the Evaluation Period/Products Evaluated

The evaluation period of home mortgage loans and loans to small businesses was January 1, 2006 to December 31, 2009. CD loans were evaluated from the date of the last evaluation, November 27, 2006 to the start of this evaluation, May 3, 2010. Loans to Small Farms and Multi-family loans were not evaluated because these loans are a small percentage of the banks loans.

Our review of investments included an analysis of the investment portfolio; and the grants and donations made between November 26, 2006 and May 3, 2010. We considered investments and donations or grants to organizations that have community development as their primary purpose.

Our evaluation of bank services included analyzing the bank’s branch and ATM network for the availability and effectiveness of delivering retail banking services. We analyzed the effect of changes in branch locations since November 26, 2006. We also considered the extent and innovativeness of the bank’s community development services in meeting the credit needs of its AA’s. This analysis covered the period between November 26, 2006 and May 3, 2010.

Data Integrity

As part of this CRA evaluation, we tested a representative sample of MB’s publicly filed data on home mortgage loans and small loans to businesses for accuracy. We reviewed the

sample of HMDA-reportable transactions to ensure the purpose, action taken, location, race, gender, applicant income and loan size were accurately included on MB's Loan Application Registers for the years 2006, 2007, 2008, and 2009. This data was determined to be reliable. We also reviewed a sample of small loans to businesses to ensure loan type, original loan amount, location, and gross annual revenues were accurately reported for 2006, 2007, 2008 and 2009. This data was also deemed reliable to assess the bank's performance under the Community Reinvestment Act.

We reviewed the identified CD investment, loans and services to verify that the activities met the regulatory definition of community development. We determined that some items did not meet the definition of community development. We used corrected lists for our evaluation analysis.

Selection of Areas for Full-Scope Review

In each state where the bank has an office, assessment areas (AAs) within that state were selected for full-scope reviews. Refer to the "Scope" section under each State and Multistate Metropolitan Area Rating section (as applicable) for details regarding how the areas were selected.

Ratings

The bank's overall rating is a blend of three state ratings. The state ratings are based on the three AA's that received full scope reviews. Because of the miniscule percentage of deposits and loans generated from the Philadelphia AA and the Indiana AA, the State of Illinois rating was the determining factor in assigning the overall CRA rating.

The Lending Test was weighted more heavily than the Investment Test and the Service Test. In determining the performance for the Lending Test in each AA, the mix of home mortgage loans and small loans to businesses was considered. In the Chicago AA, the volume of small loans to businesses significantly exceeded the volume of home mortgage loans and was given more weight in the conclusions.

In the Philadelphia AA, the bank made very few loans to small businesses and the rating is based on home mortgage loans. Within home mortgage lending, the mix of home purchase, home improvement, and home refinance loans was considered. In the Philadelphia AA the bank made only a small number of home improvement loans and no multi-family loans. Therefore the rating for Philadelphia is based on home purchase and refinancing activity.

In the Indiana AA, the volume of small loans to businesses exceeds the volume of home mortgage loans and was given more weight in the conclusions.

The state ratings are based on those areas that received full-scope reviews. Refer to the "Scope" section under each State Rating section for details regarding how the areas were weighted in arriving at the respective ratings.

Fair Lending or Other Illegal Credit Practices Review

“We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.”

State Rating

State of Illinois

CRA Rating for Illinois¹: Outstanding

The lending test is rated: Outstanding

The investment test is rated: Outstanding

The service test is rated: Outstanding

The major factors that support this rating include

- Lending levels reflected excellent responsiveness by MB to the credit needs of its AA in the State of Illinois.
- The overall geographic distribution of MB's home mortgage loans and small loans to businesses reflect an excellent distribution among low- and moderate-income geographies in the Chicago AA.
- A substantial majority of small loans to businesses and home mortgage loans originated and purchased are within MB's AA.
- The loan distribution to borrowers reflects good penetration among retail customers of different income levels and businesses of different sizes.
- CD lending is excellent and had a positive effect on the Lending Test conclusions.
- MB Financial Bank make good use of various innovative and flexible loan programs to serve AA credit needs.

¹ For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Description of Institution's Operations in Illinois

MB has three assessment areas (AA) in the State of Illinois. One AA includes all of Cook, DuPage, Will Counties and six townships along the eastern border of Kane County (we will refer to this AA as the Chicago AA). The second AA includes five townships along the southern border of Lake County (we will refer to this AA as Lake County AA). MB has one geography, located in LaSalle County Illinois in a Non-Metropolitan Statistical Area. The Chicago AA represents 1,631 geographies. The AA includes geographies where the Bank has the majority of its branches and where a substantial portion of the bank's loans have been originated or purchased. The Lake County AA has 46 geographies with a small percentage of loans originated or purchased. The LaSalle County AA has only one geography and the activity is not significant.

The bank operates 85 branches in the AA's. Three branches are located in low-income geographies and 7 branches are located in moderate-income geographies. The bank operates 60 deposit taking ATM's in the AA's.

Illinois offices comprise 98 percent of the bank's total deposits and 97 percent of the bank's loans made in its AA. Ninety-four percent of MB's home mortgage loans and 96 percent of small loans to businesses that were originated or purchased in the bank's AA are in Illinois.

According to FDIC's June 30, 2009 deposit market share report, MB holds 2.39 percent of total deposits and ranks 10th in deposit market share out of 239 FDIC insured financial institutions with branches in the same AA. The top five banks hold a total of 46.76 percent of the deposits and the other 233 institutions hold the remaining 50.45 percent. The bank has national and local community banks as competitors. Major competitors in the AA's include JP Morgan Chase, Bank of America, Harris Bank N.A., The Northern Trust Company and National City Bank (now PNC).

Refer to the market profiles for the state of Illinois in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Illinois

The bank has two assessment areas (AA) in Illinois that will be evaluated. One AA is in the Chicago Naperville Joliet II MD 16974 and it receives a full scope review because the majority of the banks loans and deposits are in this AA (Chicago AA). The second AA is in the Lake County Kenosha County IL-WI MD 29404 (Lake County AA). The Lake County MD 29404 AA will receive a limited scope review as a very small percentage of the banks loans and deposits are in this AA. In the LaSalle County AA, there is one- geography in a non-metropolitan area where the bank has a branch. The bank acquired this branch in December 2009 and there is insufficient data available for a meaningful analysis. The bank's Overall rating is a blend of three state ratings and based on full scope reviews. Due to 98 percent of the banks total deposits and the 97 percent of total loans generated in Illinois, the State of Illinois rating will be the determining factor in assigning the overall CRA rating.

We considered Community Contact information within the State of Illinois. Our contact for the Chicago AA is a Vice President for Development with a community based not-for-profit small business micro lender. This organization responds to the need for business credit by low- to

moderate- income “micro” entrepreneurs, or owners of very small businesses. Our contact stated that there are numerous opportunities for financial institutions to participate within the Chicago area. Our contact also stated that many financial institutions, including MB Financial Bank, have provided funding or participate on various committees of this CD organization.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank’s performance under the lending test in the State of Illinois is rated Outstanding. Based on a full-scope review, the bank’s performance in the Chicago AA is excellent.

Lending Activity

Refer to Tables 1 Lending Volume and 1 Other Products in the State of Illinois section of appendix D for the facts and data used to evaluate the bank’s lending activity. To provide perspective regarding the relative levels of lending volume in the AA, we also compared the bank’s deposit market rank and market share to its market share and market rank for each loan product. Because of the large number of lenders in each AA (refer to Market Profiles in Appendix C), we based our analysis on the bank’s percentile rankings in the loan and deposit markets rather than the actual values of market share and market rank.

Lending levels reflected excellent responsiveness by MB to the credit needs of its AA in the State of Illinois.

Approximately 98 percent of the bank’s total home mortgage loans and 96 percent of the bank’s small loans to businesses that were originated or purchased over the evaluation period were within the bank’s AA. Approximately 26 percent of these loans were home mortgage loans and 74 percent were small loans to businesses. Among the home mortgage loans, approximately 32 percent were for home purchase loans, 9 percent were for home improvement loans and 54 percent were for home refinance loans. In view of these statistics we gave greater weight in our analysis to small loans to businesses.

MB was one of the top 10 financial institutions in terms of deposits in the bank’s AA. Based on June 30, 2009 FDIC statistics, MB had a deposit market share of 2.39 percent and ranked 10th out of 239 banks with branches in the bank’s AA, which places it in the 96th percentile.

Distribution of Loans by Income Level of the Geography

The geographic distribution of loans reflected excellent penetration throughout the AA. This analysis was based on the bank’s lending performance in the Chicago AA, which contains 233 low-income and 426 moderate-income geographies. The volume of small loans to farms is insignificant and therefore an analysis of their distribution would not be meaningful.

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 5 in the State of Illinois section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of MB's home mortgage loans reflects an excellent distribution among low- and moderate-income geographies in the Chicago AA.

The geographic distribution of home purchase loans in the Chicago AA is excellent. The geographic distribution of home purchase loans to both low- and moderate-income geographies greatly exceeds the percentage of owner-occupied housing units located in those geographies. The bank's market share in both low- and moderate-income geographies is somewhat below the bank's overall market share.

The geographic distribution of home improvement loans is excellent. The geographic distribution of home improvement loans to both low- and moderate-income geographies greatly exceeds the percentage of owner-occupied housing units located in low- and moderate-income geographies. The bank's market share in low- and moderate-income income geographies is below the bank's overall market share.

The geographic distribution of home refinance loans is excellent. The geographic distribution of refinance loans to low-income geographies exceeds the percentage of owner-occupied units located there. The geographic distribution of refinance loans in moderate-income geographies is somewhat below the percentage of owner-occupied housing units located in moderate-income geographies. The bank's market share in both the low- and moderate-income geographies exceeds the bank's overall market share.

Small Loans to Businesses

Refer to Table 6 in the state of State of Illinois section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The geographic distribution of small loans to businesses in the Chicago AA is excellent. The geographic distribution of small loans to businesses in both low- and moderate-income geographies exceeds the percentage of businesses located in those geographies. The bank's market share in both low- and moderate-income geographies exceeds its overall market share.

Lending Gap Analysis

The bank's lending activity during the evaluation period was reviewed to identify gaps in the geographic distribution of home mortgage loans and small loans to businesses. No unexplained conspicuous gaps were identified in the bank's AA.

Inside/Outside Ratio

A substantial majority of home mortgage loans and small loans to businesses originated or purchased in Illinois over the evaluation period were within MB's AA. Ninety-four percent of the bank's home mortgage loans and 96 percent of the bank's small loans to businesses are within the Chicago AA. We performed the inside/outside ratio analysis at the state level and included all loan originations and purchases in Illinois. This performance was positively factored into the overall analysis of the bank's geographic distribution of lending by income level of geography.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the state of Illinois section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The borrower distribution by income level of borrower of home mortgage loans and small loans to businesses in the Chicago AA is good.

The borrower distribution of MB's home mortgage loans reflects an excellent distribution among all borrowers in the Chicago AA.

Our review focuses on the bank's lending performance to low- and moderate-income borrowers relative to the level of low- and moderate-income families within the AA. Twenty-two percent of the families in the AA are considered low-income and 18 percent are considered moderate-income families. Additionally 9.0 percent of families in the AA are living below poverty level and unemployment is high (10.9 percent) in the AA making home ownership difficult for low-income buyers. Based on this information, home mortgage loan opportunities for families in the AA are somewhat limited. These factors are incorporated into the home mortgage analysis.

The borrower distribution of home purchase loans in the Chicago AA is good. The distribution of home purchase loans to low-income borrowers is below the percentage of low-income families living in the Chicago AA. Performance context information above mitigates this data. The distribution of home purchase loans to moderate-income borrowers exceeds the percentage of moderate-income families living in the Chicago AA. The bank's market share to low- and moderate-income borrowers greatly exceeds the bank's overall market share.

The borrower distribution of home improvement loans in the Chicago AA is excellent. The distribution of home improvement loans to low-income borrowers is below the percentage of low-income families living in the Chicago AA. Performance context information above mitigates this data. The distribution of home improvement loans to moderate-income borrowers significantly exceeds the percentage of moderate-income families living in the Chicago AA. The bank's market share to low- and moderate-income borrowers exceeds the bank's overall market share.

The borrower distribution of home refinance loans in the Chicago AA is excellent. The distribution of home refinance loans to low-income borrowers is below the percentage of low-income families living in the Chicago AA. Performance context information above mitigates this data. The distribution of home refinance loans to moderate-income borrowers exceeds the percentage of moderate-income families living in the Chicago AA. The bank's market share to low-income borrowers exceeds the bank's overall market share and to moderate-income borrowers it meets the bank's overall market share.

Small Loans to Businesses

Refer to Table 11 in the state of Illinois section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The borrower distribution of small loans to businesses in the Chicago AA is adequate. The distribution of small loans to businesses with less than \$1 million in gross annual revenues is below the percentage of small businesses in the AA. The bank's market share to businesses with less than \$1 million in gross annual revenues exceeds its overall market share to all businesses regardless of revenue size.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Illinois section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans. In addition, Table 5 includes geographic lending data on all multi-family loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans, however.

CD lending had a positive effect on the Lending Test conclusions. The bank's volume of CD lending was responsive to the ample opportunities in the AA.

The bank's level of CD lending is excellent. During the evaluation period, MB originated 32 new CD loans in the Chicago AA totaling approximately \$82 million. The bank also renewed 97 CD loans in the Chicago AA totaling \$231 million during the evaluation period. Some examples of the bank's CD lending are as follows:

- MB Financial originated four loans totaling \$32 million for the largest not-for-profit community based health care provider in the Chicago AA. This organization provides basic primary medical services and preventative health services to medically deprived and impoverished areas in Chicago, primarily the West Side. This organization services approximately 200,000 low- or moderate-income patients annually.
- The bank originated 3 loans totaling \$1.5 million to a not for profit organization that is dedicated to providing credit and other business services to small business owners who do not have access to traditional sources of funding.
- MB originated 3 loans totaling \$4.4 million to a community organization that provides food, clothing, medical, legal, rent, daycare and monetary assistance to the poor and the indigent.

- MB originated 3 loans totaling \$43.9 million towards the conversion of a six story warehouse into a 175 loft-style condos which included 35 affordable units. The building is located in a TIF district and is in a moderate-income geography in the Chicago AA. This project also received a TIF agreement from the City of Chicago for \$8 million. The developer of this project is participating in the City of Chicago Partnership for Affordable Neighborhoods (CPAN).
- The bank originated 3 loans totaling \$9 million to a not for profit community development organization that combines affordable housing production with economic development activity, property management, construction and job training. Loan proceeds were used to support a Latino Franchise Project which is a business development program to fund equity investments in various affordable housing projects within the bank's AA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance in the Lake County AA under the lending test is not inconsistent with the bank's overall "Outstanding" performance under the lending test in Illinois.

Product Innovation and Flexibility

MB utilizes various programs to augment its lending initiatives to provide financing to customers, both individuals and small businesses. Examples of these programs are listed below:

DuPage Homeownership Center; DuPage Homestead Program-This special program loans are targeted and available to low- and moderate-income individuals in DuPage County who are purchasing their first home. The Homestead Program utilizes a reduced-interest mortgage financing package, in conjunction with education and counseling, to significantly boost the purchasing power of individuals and families buying a home in DuPage County. This program involves subsidized layers of financing; include 19 percent of the purchase price financed at 0 percent interest and 23 percent of the purchase price at 4 percent. During this evaluation period, MB originated 4 loans under this program.

MB began to offer Federal Housing Administration (FHA) mortgage loans during 2009. The credit criteria for FHA mortgage loans for a first time home buyer are not as strict as conventional loans sold to Freddie MAC or Fannie Mae, as the loan is guaranteed by the Federal Government. In addition, the FHA mortgage requires a low 3.5 percent down payment and that money can come from a variety of sources including a HUD down payment assistance grant. FHA refinance loans are also available to help people out of toxic debt situations caused by sub-prime mortgages with interest rates that have spiraled out of control. During this evaluation period, the bank has originated 5 FHA loans.

The Illinois Finance Authority (IFA) is a self financed, state authority principally engaged in issuing taxable and tax-exempt bonds, making loans, and investing capital for businesses, not for profit corporations, and local government units statewide. MB has utilized several lending

programs available from IFA. During this evaluation period, the bank participated in the issuance of two Industrial Revenue Bonds for a charter school network in the City of Chicago which benefitted a majority of students from low- and moderate-income families.

MB Home Affordable Program offers a foreclosure avoidance solution to MB owned mortgage borrowers offering affordable modifications to those who are delinquent and to borrowers who are current but in imminent danger of default. During this evaluation period, the bank has approved and originated 20 of these loan modification loans.

MB is a lead lender in a \$600 thousand line of credit that provides a not for profit organization that offers small business loans of \$500 up to \$25 thousand and financial literacy education to small business owners. Businesses that benefit from this line of credit usually have small loan requests; have limited business revenue and credit history which often makes them ineligible for conventional financing and unable to obtain the credit they need to grow their businesses. During this evaluation period, the bank has referred 33 small business owners, to this not for profit organization, who were not able to obtain financing from the bank.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in the State of Illinois is rated Outstanding. Based on a full-scope review, the bank's performance in the Chicago AA is excellent.

Refer to Table 14 in the State of Illinois section of appendix D for the facts and data used to evaluate the bank's level of qualified investments. To provide perspective regarding the relevant level of qualified investments, the bank allocated a portion of the bank's Tier One capital to each AA.

The bank has an excellent level of qualified CD investments, often in a leadership position. For our review, we focused on the volume and types of investments, grants, donations and in-kind contributions made by the bank relative to the community development opportunities in the AA. Information gathered from bank management, performance evaluations of similarly situated local financial institutions, and community contact, indicated that there are significant investment opportunities in the area.

During the evaluation period of November 27, 2006 through May 3, 2010, the bank's qualified investments, donations, and in-kind contributions in the Chicago AA totaled \$56.6 million which represents a significant amount of bank resources. Funded investments during the evaluation period totaled \$15.5 million and funded investments made prior to November 27, 2006 that are still on the bank's books totaled \$7.7 million. The unfunded binding commitments in the AA total \$32 million.

Several of the bank's investments are complex. Many involve multiple layers of financing from a variety of entities and/or more sophisticated investment vehicles, such as low-income housing tax credits.

Some of the more significant qualifying investments and donations that were made during this evaluation period are as follows:

- MB has an equity investment in the limited partnership of Aldine Capital Fund L.P. (Aldine Capital). Aldine Small Business Investment Corporation Fund, L.P (SBIC Fund) is a subsidiary of Aldine Capital and is the recipient of a substantial portion of the capital raised through the Offering. The SBA approved the SBIC fund license application to operate as a SBIC in September 2006. This SBIC Fund is a for profit investment fund formed to provide equity and/or debt capital specifically to U.S. small businesses. MB funded an investment for \$3.1 million. MB also has a binding unfunded commitment to this fund for \$16.9 million.
- MB has funded investments in Neighborhood Housing Services (NHS) through a 4.5 percent participation in a \$100 million line of credit (LOC) investment. The proceeds of this investment were used to purchase new and existing residential loans secured by first and second mortgages originated by Neighborhood Lending Services through their various lending programs.
- MB has funded a \$3.5 million investment of a \$15 million commitment representing a 13.6 percent participation in a \$110 million warehouse LOC to Neighborhood Housing Services. The proceeds of this investment were used to purchase new and existing residential loans secured by first and second mortgages up to 30 years to low- and moderate-income families.
- MB has funded \$1.7 million of a \$3.4 million commitment to a Community Investment Corporation (CIC) which is a 30 year old Chicago Developmental Financial Institution (CDFI) that specializes in multi-family rehabilitation in lower income neighborhoods. The Bank's investment is expressed in the purchase of notes issued by the company, backed by individual notes and mortgages on qualifying residential properties. CIC provides financing for acquisition and rehabilitation or new construction of multi-family housing in lower-income neighborhoods in the six county metropolitan Chicago areas.
- MB's investment of \$2.3 million represents a pro-rata share of an investment in a mutual fund. The Funds principal investment strategy is to invest in debt securities that were deemed qualified as CRA investments. The Fund specifically designates a specific security in the Bank's CRA assessment area, to each investing institution. The Fund periodically re-allocates securities designated to a specific bank. During the evaluation period the following investments were allocated to the bank: The Fund allocated \$895 thousand to a Ginnie Mae Pool that financed an affordable senior property located in Wilmette, Illinois. Forty-three of the 44 units within this property receive Section 8 assistance.

MB made a total of \$64 thousand of in-kind contributions to a community development organization. The bank also supported over 214 different community organizations with 486 cash contributions and donations totaling \$1.2 million. Some of the notable qualifying grants and donations are as follows:

- MB provided \$59 thousand to a Chicago high school that provides high quality education, college preparatory, to at risk, low-income students. The funded work-study

program helps make private, college preparatory education affordable by combining two commonly used business concepts, employee leasing and job sharing. This initiative gives students the means of financing their education by allowing participants to earn 65 percent of the cost of their education by working 5 full days each month in entry-level positions at various corporations-including MB Financial Bank.

- The bank donated \$10 thousand to a Chicago hospital that provides free health care to indigent patients of the South Chicago-land area.
- MB's grants totaling \$10 thousand to an all volunteer not for profit organization, whose sole purpose is to raise and donate money to local area charities. This grant specifically benefitted LaRabida Childrens Hospital, Maine Center, and Rebuilding Together, which all serve low- and moderate-income families and individuals.
- During this evaluation period, the bank donated \$11 thousand to the Greater Chicago Food Depository. This is a not for profit food distribution center committed to providing nutritionally balanced food for the homeless and low-income individuals and families in the greater Chicago area.
- \$23 thousand in grants to an organization that promotes well-being of children from low-income neighborhoods, in Chicago by supporting and strengthening their families in and with their communities. Community services include family support programs to promote healthy child and adolescent development, develop parenting skills and help community residents advocate on their own behalf.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Lake County AA is weaker than the overall "Outstanding" performance under the Investment Test in Illinois. Opportunities for CD Investments in this AA are limited.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in the State of Illinois is rated Outstanding. Based on full-scope reviews, the bank's performance in the Chicago AA is excellent.

Retail Banking Services

Refer to Table 15 in the State of Illinois section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

MB's delivery systems are readily accessible to all portions of the Chicago AA. MB operates 85 branches in the Chicago AA. Of these three are located in low-income geographies which are below the percentage of the population that reside in low-income geographies. Seven

branches are located in moderate-income geographies which are below the percentage of the population that resides in moderate-income geographies. These branches are however, accessible to a larger low- and moderate-income population. In both instances, the geography where the branches are located is surrounded by low- and moderate-income geographies.

The bank's record of opening and closing branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and/or to low- and moderate-income individuals. MB opened 6 full service office locations in middle-income geographies, and 3 locations in upper-income geographies during this evaluation period. MB acquired 2 locations in moderate-income geographies, 8 in middle-income geographies and 7 in upper-income geographies during this evaluation period. The bank closed 4 locations during this evaluation period; 1 in a middle-income geography and 3 in upper-income geographies.

MB's banking services are tailored to the convenience and needs of the AA, including low- and moderate-income individuals. Hours do not vary in a way that inconveniences portions of the AA, particularly low- and moderate-income individuals; extended banking hours are available at all locations. Branches are open into the evening on weekdays and into the afternoon on Saturdays and Sundays. MB offers a comprehensive line of retail banking services and specifically targets low- and moderate-income individuals with services such as free checking, holiday cash accounts, credit products and passbook savings accounts. Multilingual services are available.

The distribution of automated teller machines is good. MB operates 174 ATMs in the Chicago AA; 60 are full service deposit taking ATMs and 114 are cash dispense only. Thirty-two percent of deposit- taking ATMs are in low-income geographies; 8.17 percent of the population lives in low-income geographies. Eight percent of the deposit- taking ATMs are located in moderate-income geographies while 24.34 percent of the population lives in moderate-income geographies. The ATMs are part of the STAR network, a nationwide network that allows customers to transact business and make account inquiries at any member network ATM.

Other Alternative Delivery Systems

- Bank On Aurora is local program modeled after a nationwide program, joined by the Bank during the first quarter of 2010. This program helps transition qualified unbanked individuals to the traditional financial community. The program combines financial literacy training with financial institution partners that will provide accessible bank accounts. Member financial institutions actively work with the participants to make better use of financial services to protect their assets and convert their wages into wealth, and rely less on non-bank check cashers and costly alternatives to manage their income.
- Directo a Mexico is a program started at MB in 2007, which allows customers to send funds via ACH to friends and family in Mexico bank to bank. The program uses the Federal Reserve and Banco de Mexico, the Mexican Central Bank. The program is affordable, safe and convenient. The bank currently has a promotion to send 8 transfers for free with a new checking account. If the customer refers a friend, they

receive another 8 free transfers. Future remittances are sent at a flat rate of \$5 per transaction to send funds.

MB's alternate delivery systems also include telephone banking, an automated telephone system, Internet banking and online bill pay. MB does not monitor the usage of these alternative delivery services by low- or moderate-income individuals; therefore we did not place significant weight on these alternative services when drawing the Service Test conclusions.

Community Development Services

MB is a leader in providing community development services which are highly responsive to the community needs. The bank continues to be involved with an excellent number of community development activities within the Chicago AA. In many instances representatives of the bank have acted in a leadership capacity. Involvement has been in organizations that have as their primary purpose affordable housing, community services targeted to low- and moderate-income persons and economic development by financing small business and revitalization of low- or moderate-income neighborhoods. Several examples of these services are listed below:

- As a Board Member and a Finance Committee Member since 2004, this First Vice President provides financial expertise (minimum of 60 hours a year) to an organization that provides and is an advocate for quality affordable housing for low- and moderate-income persons. This organizations mission was expanded to serve a larger area including Kane, DuPage, Kendall, Will and Cook Counties with affordable rental and land trust property and advocacy.
- This Executive Vice President has provided his financial expertise when serving on the Central Board of Directors, the Finance Committee, the Membership committee, the Planning Committee and the Capital Planning Committee giving over 300 hours annually to an organization that serves housing and home ownership needs in low- and moderate-income neighborhoods within the City of Chicago.
- The same Executive Vice President as above provided 200 hours annually of his financial expertise to a not for profit organization created by Congress to provide financial support , technical assistance and training for community-based revitalization efforts. His financial expertise consisted of consulting on secondary market issues, compliance for not for profit lenders, capital development programs for low- and moderate-income home loans, and foreclosure intervention strategies.
- A Senior Vice President of Commercial Banking provides financial expertise as a Board Member and Treasurer and Chairman of the Audit and Finance Committee to an organization that through over 70 programs and services, this organization serves approximately 8 thousand low-income neighbors annually each year in three key areas: assistance for the immediate short term crisis; knowledge opportunities; and support to break out of poverty over the long term; and access to a network of additional programs and services.

- A Personal Banker provided her expertise by serving as a Board Member, Treasurer and Member of The Elder Abuse Committee with approximately 72 hours of service annually. This organization assists 60 years of age and older case management, legal services, housekeeping, meal programs, utilities advocacy, nursing and elder abuse intervention. She also helps with funding ideas to supplement shortage of funding due to the State of Illinois' longer delts on payments.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Lake County AA is not inconsistent with the bank's overall "Outstanding" performance under the service test in Illinois.

State Rating

State of Indiana

CRA Rating for Indiana²: Satisfactory

The lending test is rated: Low Satisfactory

The investment test is rated: Outstanding

The service test is rated: Low Satisfactory

The major factors that support this rating include:

- MB's Lending Test reflects adequate performance. MB demonstrated good lending activity, adequate geographic distributions and adequate borrower income distributions. Community development lending had a neutral impact on the overall Lending Test performance.
- MB's Investment Test performance in Indiana is based on its excellent level of investments.
- MB's Service Test performance in Indiana is adequate. MB has one branch and ATM location located in an upper-income geography. MB qualified Community Development Services are considered adequate. Retail services are considered adequate.

Description of Institution's Operations in Indiana

MB has one assessment area (AA) in Indiana consisting of the northwest corner of Lake County, Indiana, which is a small portion of the Gary, Indiana MD (Lake County AA). MB

² For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

derives less than 1 percent of its deposits from this AA. MB has only one branch with an ATM located in this AA, which is close to the Illinois state line. MB acquired this location through a 2008 agreement to assume six banking centers in Walt's Food Center grocery stores. One of those six locations was in Indiana while the remaining locations were in Illinois. Deposit market share reports from the Federal Deposit Insurance Corporation from June 30, 2009 show MB ranked 24 out of 27 financial institutions with branches within Lake County, Indiana. There is a lot of financial competition in this area with several very large financial institutions holding the majority of the market share. MB's loan originations and purchases considered in this evaluation, less than 1 percent were derived from this AA.

Refer to the Market Profile for Indiana for detailed demographics and other performance context information.

Scope of Evaluation in Indiana

The Lake County AA received a full-scope review as it is the only AA in the State of Indiana.

Because MB originated only a minimal number of multi family and home improvement loans and no small farm loans during the evaluation period in this AA, analysis of these products were not meaningful and were not completed. The loan information for these products is outlined in Table 1 in Appendix D for the State of Indiana.

Small business loans represented the largest portion of lending activity during the evaluation period representing 58 percent of the lending in the AA by number of loans. For home mortgage lending, refinance represented the largest portion with 20 percent of the lending volume followed by home purchase loans with 18 percent. These products were weighted accordingly in our analysis.

We considered information from community organizations and various members of the communities for this evaluation. Information obtained from these contacts is included in the Market Profile section in Appendix C.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the State of Indiana is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Lake County AA is adequate.

Lending Activity

Refer to Tables 1 Lending Volume in the State of Indiana section of appendix D for the facts and data used to evaluate the bank's lending activity.

In this market, and for the bank's limited presence in the AA, MB's lending activity compares well to that of other lenders. MB ranks 30th out of 78 lenders in the AA

reporting small loans to businesses. For home mortgage data, MB ranked 95th of 351 lenders in the AA reporting this data.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 5 in the State of Indiana section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The geographic distribution of MB's home mortgage loans is poor.

Home Purchase Loans

The geographic distribution of MB's home purchase loans is adequate. The percentage of MB's loans in low-income geographies is significantly lower than the percentage of owner-occupied housing units in those geographies and considered very poor. In moderate-income geographies, MB exceeded the demographics of percentage of owner-occupied housing units which is considered excellent. MB's market share in both low- and moderate-income geographies is significantly lower than its overall market share.

Home Refinance Loans

The geographic distribution of MB's home refinance loans is very poor. The percentage of MB's loans in low- and moderate-income geographies is significantly lower than the percentage of owner-occupied housing units in those geographies and considered very poor. MB's market share in both low- and moderate-income geographies is significantly lower than its overall market share.

Small Loans to Businesses

Refer to Table 6 in the State of Indiana section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The geographic distribution of MB's small loans to businesses is good. The percentage of MB's small loans to businesses in low-income geographies is near to the percentage of businesses located in those geographies. For moderate-income geographies, the bank's lending is somewhat lower than the demographics. MB's market share in both low- and moderate-income geographies exceeds their overall market share.

Lending Gap Analysis

Our geographic distribution analysis included a review for lending gaps, particularly in low- and moderate-income areas. We did not identify any unexplained conspicuous gaps in the AA.

Inside/Outside Ratio

In the State of Indiana, MB made a majority of its loans within the Lake County AA. MB made 62% of its home mortgage loans and 51% of its small loans to businesses within its AA. MB's concentration of local lending shows adequate responsiveness to area credit needs.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the State of Indiana section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

Borrower distribution in the Lake County AA reflects adequate penetration among home mortgage loan customers of different income levels.

Home Purchase Loans

MB's distribution of home purchase loans to borrowers of different income levels is good. The percentage of MB's loans to low-income borrowers was near to the percentage of low-income families and considered good. The percentage of MB's loans to moderate-income borrowers was somewhat lower than the percentage of moderate-income families and considered adequate. MB's market share of loans to low- and moderate-income borrowers is significantly lower than its overall market share.

Home Refinance Loans

MB's distribution of home refinance loans to borrowers of different income levels is poor. The percentage of MB's loans to low- and moderate-income borrowers is lower than the percentage of low- and moderate-income borrowers. MB's market share of loans to low- and moderate-income borrowers is significantly lower than its overall market share.

Small Loans to Businesses

Refer to Table 11 in the State of Indiana section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The distribution of borrowers in the Lake County AA is adequate among business customers of different sizes. MB's loans to small businesses (those with revenues of \$1 million or less) are somewhat lower than the percentage of businesses with those smaller revenues. MB's overall lending market share within this market exceeds its overall market share.

Community Development Lending

Refer to Table 1 Lending Volume in the State of Indiana section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans. In addition,

Table 5 includes geographic lending data on all multi-family loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans, however.

Community development lending had a neutral impact on lending performance in the Lake County AA. During the evaluation period, MB did not originate any community development loans.

Product Innovation and Flexibility

MB's offering of flexible loan products had a neutral impact on Lending Test performance. Although MB offers various loans under a range of flexible conventional and government loan programs, these programs are widely available to financial institutions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in the State of Indiana is rated Outstanding. Based on a full-scope review, the bank's performance is excellent.

Refer to Table 14 in the State of Indiana section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The volume of qualified investments originated by MB in the Lake County AA is excellent. MB made one investment of \$528,120 with a mutual fund company with underlying CRA-qualified investments. They also made one grant totaling \$2,000 to an organization designed to increase homeownership opportunities for low- and moderate-income persons.

While the volume of investments in relation to the bank's presence in the State of Indiana is excellent, the investments themselves were not considered complex or innovative, nor did we identify any situations in which the bank had taken a leadership role in identifying community needs resulting in investments by the bank.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in the State of Indiana is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Lake County AA is considered adequate.

Retail Banking Services

Refer to Table 15 in the State of Indiana section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Services and geographies are not easily accessible to individuals of different income levels through MB's retail branch location in the Lake County AA. This branch is located in an upper-

income geography. The AA upper-income geographies contain only 18% of the low- and moderate-income persons from the AA. The branch is located in a retail grocery store with reasonable hours for a branch of this type and also contains an ATM. The nearest low-income geography is three miles from this location. The bank's products are typical for a bank of this size including such things as free checking, Health Savings Accounts, online bill-pay and ACH services. None of the products were deemed to be unique to MB.

Community Development Services

MB employees provide an adequate level of community development services within the Lake County AA. One employee served in an advisory capacity for a Hammond, Indiana organization that focuses on affordable housing. He used his financial expertise to assist the organization with resource development and fundraising and also assisted them in obtaining a capital grant to fund their home improvement loan product. In addition, he served as an advisor for their homebuyer education classes and provided technical assistance on foreclosure prevention issues.

State Rating

State of Pennsylvania

CRA Rating for Pennsylvania³: Satisfactory
The lending test is rated: High Satisfactory
The investment test is rated: Outstanding
The service test is rated: Low Satisfactory

The major factors that support this rating include:

- MB's lending levels are good.
- Geographic distribution is excellent and borrower distribution is adequate. Community development lending had a neutral impact on the overall Lending Test performance.
- MB's Investment Test performance in Pennsylvania is based on its excellent level of investments.
- MB's Service Test performance in Pennsylvania is adequate.

Description of Institution's Operations in Pennsylvania

³ For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

MB Financial (MB Bank) has one assessment area (AA) in the State of Pennsylvania. The AA is comprised of a portion Philadelphia Metropolitan District (MD) number 37964 and has a total of 381 geographies. Of the total, 39 percent are low-income, 21 percent moderate-income, 19 percent are middle-income, and 21 percent are upper-income geographies. Four percent of the geographies lacked sufficient populations to be assigned an income level. The Philadelphia office is a full service branch with one deposit taking automated teller machine (ATM). The business niche of the branch continues to serve the surrounding Ukrainian population.

An FDIC deposit market share report showed that as of June 30, 2009 the bank had a deposit market share of 0.20 percent and ranked 26th out of 50 FDIC insured financial institutions with offices in the same AA. The top four banks were large regional banks with a combined deposit share of 71 percent.

The Philadelphia office generates a small percentage of the bank's loans and deposits. The Philadelphia office comprise approximately 4 percent of the bank's total home mortgage loans and less than 1 percent of the bank's small loans to businesses. The Philadelphia location produces only two percent of the bank's deposits.

As a business strategy, and low loan demand, the bank expanded their line of business for home mortgage loans during the evaluation period with the purchase of home mortgage loan pools. The bank originated or purchased a total of 226 home mortgage loans during the evaluation period, of which 181 are within the bank's AA, representing 80 percent of the number and 51 percent of the dollar amount of the loans within the bank's AA. MB purchased 159 residential mortgage loans, totaling \$17.4 million, of which \$12.1 million or 70 percent are loans to low- or moderate income individuals in the bank's AA.

Based on the 2008 aggregate HMDA market share data, MB Bank ranked 173 out of 552 lenders originating or purchasing home mortgage loans in the AA, placing the bank in the 69 percentile with a 0.03 percent market share. The bank's current ranking reflects a 54 percent increase from the prior evaluation period. The top five lenders were large regional mortgage lenders and together comprise 27 percent of the market share.

Refer to the Market Profile for the bank's AA in the State of Pennsylvania in Appendix C for detailed demographics and other performance context information.

Scope of Evaluation in Pennsylvania

The Philadelphia County PA AA received a full-scope review as it is the only AA in the State of Pennsylvania.

The bank did not originate or purchase any multi family or small farm loans during the evaluation period in this AA. Small business loan and home improvement volume is very low and would not yield any useful analysis. These products were not evaluated because the analysis would not be meaningful.

Home mortgage loans represent the largest portion of lending activity during the evaluation period and comprise 99 percent of the lending in the AA by number of loans. For home mortgage lending, refinance represented the largest portion with 64 percent of the lending

volume followed by home purchase loans with 27 percent. These products were weighted accordingly in our analysis.

We considered information from community organizations and various members of the communities for this evaluation. Information obtained from these contacts is included in the Market Profile section in Appendix C.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Pennsylvania is rated Satisfactory. Based on a full-scope review, the bank's performance in the Philadelphia AA is good

Lending Activity

Refer to Tables 1 Lending Volume in the State of Pennsylvania section of appendix D for the facts and data used to evaluate the bank's lending activity. All lending data covers the period from January 1, 2006 to December 31, 2009.

To provide perspective regarding the relative levels of lending volume in the AA, we also compared the bank's deposit market rank and market share to its market share and market rank for each loan product. Because of the large number of lenders in each AA (refer to Market Profiles in Appendix C), we based our analysis on the bank's percentile rankings in the loan and deposit markets rather than the actual values of market share and market rank.

Lending levels reflected good responsiveness by MB to the credit needs of its AA in the State of Pennsylvania.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 5 in the State of Pennsylvania section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of MB Bank's home mortgage loans reflected an excellent distribution among low- and moderate-income geographies in the Philadelphia AA. Opportunity to lend in low-income geographies is limited with the Philadelphia branch being located in a middle-income geography with only two moderate-income geographies located adjacent to the branch location. Low-income geographies are accessible but not in close proximity to the branch location.

The geographic distribution of home purchase loans in the Philadelphia AA is excellent. The geographic distribution of home purchase loans to both low-income and moderate-income geographies significantly exceeded the percentage of owner-occupied housing units located in

low-income and moderate-income geographies. The bank's market share for low-income geographies is too small to measure. The bank's market share for moderate-income geographies equaled the overall market share.

Home improvement loans were not evaluated because the volume of home improvement loans is not significant and the analysis would not be meaningful.

The geographic distribution of refinance loans is good. The geographic distribution of refinance loans to low-income geographies was slightly below the percentage of owner-occupied units located in low-income geographies. The geographic distribution of refinance loans to moderate-income geographies exceeded the percentage of owner-occupied housing units located in moderate-income geographies. The bank's market share in low-income geographies exceeded the bank's overall market share. The bank's market share for moderate-income geographies is too small to measure.

The bank did not originate or purchase any multi family loans in the Philadelphia AA during the evaluation period.

Small Loans to Businesses

Refer to Table 6 in the State of Pennsylvania section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The volume of small loans to business originated or purchased by the bank is insignificant, therefore an analysis would not be meaningful. The bank has less than one percent market share in low- or moderate-income geographies. Of the 91 lenders reporting small loans to business in the bank's AA, the top ten are large regional and credit card banks.

Lending Gap Analysis

The bank's lending activity during the evaluation period was reviewed to identify gaps in the geographic distribution of home mortgage loans and small loans to businesses. No unexplained conspicuous gaps were identified in the bank's AA.

Inside/Outside Ratio

Ninety-one percent of the bank's home mortgage loans, originated or purchased, in Pennsylvania were within MB's assessment area. We performed the inside/outside ratio analysis at the state level and included all loan originations and purchases in Pennsylvania. This performance was positively factored into the overall analysis of the bank's geographic distribution of lending by income level of geography.

Distribution of Loans by Income Level of the Borrower

The distribution of borrowers reflects, given the product lines offered by the institution, adequate penetration among retail customers of different income levels and business customers of different sizes. This analysis is based on the bank's lending performance to low- and moderate-income borrowers and to businesses with revenues less than one million dollars

in the Philadelphia AA. The bank did not make any multi-family loans or small loans to farms during the evaluation period. Home improvement home mortgage loan volume is not significant and analysis would not be meaningful.

Our review focused on the bank's lending performance to low- and moderate-income borrowers relative to the level of low- and moderate-income families within the AA. Thirty-nine percent of the families in the AA are listed as low-income and twenty-one percent are listed as moderate-income families. Additionally, 22 percent of the households in the AA are below the poverty level and unemployment level is high (9.2 percent) in the AA. The poverty level and the unemployment rate are barriers that may have a negative affect on home ownership. Based on this information, home mortgage loan opportunities for families in the AA are limited. These factors are incorporated into the home mortgage analysis.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the State of Pennsylvania section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The borrower distribution of MB Bank's home mortgage loans reflects a good distribution among low-, moderate-, middle- and upper-income borrowers in the Philadelphia AA.

The borrower distribution of home purchase loans in the Philadelphia AA is good. The borrower distribution of home purchase loans to low-income borrowers is below the percentage of low-income families living in the AA. Performance context information above mitigates this data. The distribution of home purchase loans to moderate-income borrowers greatly exceeds the percentage of moderate-income families in the AA. The bank's market share to low- and moderate-income borrowers is too small to measure.

Home improvement loans were not evaluated because the volume of home improvement loans is not significant and the analysis would not be meaningful.

The borrower distribution of refinance loans is good. The distribution of refinance loans to low-income borrowers is below the percentage of low-income families. Performance context issues above mitigate this data. The distribution of refinance loans to moderate-income borrowers greatly exceeds the percentage of moderate-income families living in the Philadelphia AA. The bank's market share to low- income borrowers is too small to measure. The bank's market share to moderate-income borrowers exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 11 in the State of Pennsylvania section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The volume of small loans to business originated or purchased by the bank is insignificant, therefore an analysis would not be meaningful. The bank has less than one percent market share in low- or moderate-income. Of the 91 lenders reporting small loans to business in the bank's AA, the top ten are large regional, credit card banks.

Community Development Lending

Refer to Table 1 in appendix C for the facts and data used to evaluate the bank's level of community development (CD) lending.

CD lending had a neutral effect on the Lending Test conclusions. The bank did not make any community development loans in the Philadelphia AA during the evaluation period.

Product Innovation and Flexibility

The bank's lists of flexible or innovative lending products are available national programs. The national programs (i.e. Freddie Mac) are available in Pennsylvania as well as Chicago. There are no specific programs used by the bank in Pennsylvania. This had a neutral effect on the Lending Test conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in the State of Pennsylvania is rated Outstanding. Based on a full-scope review, the bank's performance is excellent.

Refer to Table 14 in the State of Pennsylvania section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

For our review, we focused on the volume and types of investments made by the bank relative to the community development opportunities of the AA. The volume of qualified investments originated by MB in the Philadelphia County AA is excellent.

During the evaluation period of November 28, 2006 through May 3, 2010 the bank funded one qualified investment in its AA of \$500 thousand or 14.19 percent of allocated Tier One capital, which represents a significant allocation of bank resources. Prior period investment (\$500 thousand) is the current amount remaining on the bank's records from investments made prior to this evaluation period.

The investment is in a CRA Qualified Investment Fund. The underlying qualified investment is a Ginnie Mae Pool which finances an affordable multifamily property in the Philadelphia AA, of which 100 percent of the units receive Section 8 housing assistance. This investment was not considered to be innovative or complex. We did not identify any situations in which the bank had taken a leadership role in identifying community needs resulting in investments by the bank.

Additionally, the bank contributed to different community development organizations totaling

approximately \$12 thousand during the evaluation period.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in the State of Pennsylvania is rated Satisfactory. Based on full-scope reviews, the bank's performance in the Philadelphia County AA is considered adequate.

Refer to Table 15 in appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Retail Banking Services

MB operates one branch in the AA. It is located in a middle-income geography but is accessible to the surrounding low- and moderate-income geographies. The AA middle-income geographies contain only 18 percent of the low- and moderate-income persons from the AA.

The bank has not opened, closed or acquired any branches during the evaluation period.

MB's banking services and extended hours are tailored to the convenience and needs of the AA. The branch is open into the evening on weekdays and into the afternoon on Saturday.

The distribution of automated teller machines (ATMs) is adequate. MB operates 1 deposit taking ATM in the AA. The ATM is part of STAR; a nationwide network that allows its customers to transact business and make account inquiries at any member network ATM

MB's alternate delivery systems include telephone banking, an automated telephone system, Internet banking and online bill pay. However, MB does not monitor the usage of this alternative delivery service by low- and moderate-income individuals. Therefore, we did not place significant weight on this alternative service when drawing the Service Test conclusions. The bank's products are typical for a bank of this size including free checking, Health Savings Accounts, online bill-pay and ACH services. None of the products offerings were deemed to be unique to MB.

Community Development Services

MB operates one Pennsylvania branch which almost exclusively serves the Ukrainian community. Community development services targeting low- and moderate-income individuals are limited by the small number of MB employees at the branch and the minimal community development opportunities existing within the AA. Community Development Services include:

- A CDC corporation acting as a nonprofit revitalizes low- and moderate-income neighborhoods on the northeast side of Philadelphia. The branch manager serves in the capacity of providing input for financial seminars, financial literacy training, and as a language translator for participants.

- A not-for-profit community development organization that works with business and community leaders to provide economic development, education, and workforce development for low- and moderate-geographies in the metropolitan Philadelphia area and surrounding counties. The branch manager is a board member and provides informational financial advice regarding the availability of grant money or other donations that may be available to the community. The branch manager actively is involved with the coalition foreclosure prevention programs.

During the evaluation period, prior to his retirement in January 2010, the president of MB's Community Development Corporation (CDC), as well as MB directors and bank staff have participated with several national community development organizations to benefit low- and moderate-income persons. Examples of these activities are listed below:

- This community organization provides loans for community real estate development projects for affordable housing, commercial revitalization projects in deteriorated, blighted, or economically depressed areas of the Philadelphia and Chicago-land Metro Market. The CDC President served as a board member and Chairman of the Loan Committee 2007 through 2009.
- A national nonprofit organization created by Congress to provide financial support, technical assistance, and training for community-based revitalization efforts where the CDC President served as consultant on secondary market issues, capital development programs for LMI home loans and foreclosure intervention strategies from 2002 through 2009.
- The CDC President severed as a faculty instructor since 1992 providing training to staff and board of directors committed to affordable neighborhood housing, neighborhood economies, and quality of community life.
- A national non-profit organization provides oversight of local programs for micro lending to small businesses in LMI communities throughout the United States. The CDC President served as a board member from 2001 through 2009.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and non-metropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

Time Period Reviewed	Lending Test (excludes CD loans): 01/01/06 to 12/31/09 Investment and Service Tests; CD loans: 11/26/2006 through 5/3/2010	
Financial Institution	Products Reviewed	
MB Financial N.A.	Home Mortgage, Small Business, and Community Development Loan Data; Qualified Investments; Retail and Community Development Services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
NA	NA	NA
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
ILLINOIS Chicago AA (Chicago-Naperville-Joliet IL-WI MD 16974) Lake County AA (Lake County-Kenosha County IL-WI MD 29404) LaSalle non-Metropolitan area	Full Scope Limited Scope	Not included in this evaluation
INDIANA Lake County, Ind. (Gary Indiana MD 23844)	Full Scope	
PENNSYLVANIA Philadelphia MD 37964	Full Scope	

Appendix B: Summary of State Ratings

RATINGS: MB Financial N.A.				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
MB Financial, N.A.	Outstanding	Outstanding	Outstanding	Outstanding
Multistate Metropolitan Area or State:				
State of Illinois	Outstanding	Outstanding	Outstanding	Outstanding
State of Indiana	Low Satisfactory	Outstanding	Low Satisfactory	Satisfactory
State of Pennsylvania	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory

(*) The lending test is weighted more heavily than the investment and service tests in the overall rating.

Appendix C: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

STATE OF ILLINOIS
CHICAGO NAPERVILLE JOLIET IL-WI MD
16974.....C-2

STATE OF INDIANA
GARY INDIANA MD, LAKE COUNTY.....C-3

STATE OF PENNSYLVANIA
PHILDELPHIA MD 37964C-5

Chicago Naperville Joliet IL-WI AA MD 16974

Demographic Information for Full Scope Area: Chicago AA MD 16974						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	1,631	14.29	26.12	34.09	24.46	1.04
Population by Geography	7,137,775	8.39	24.87	38.27	28.46	0.01
Owner-Occupied Housing by Geography	1,617,597	2.79	16.22	44.29	36.69	0.00
Business by Geography	509,842	4.12	15.36	36.54	43.67	0.32
Farms by Geography	6,140	1.86	11.29	42.95	43.91	0.00
Family Distribution by Income Level	1,734,510	21.57	17.76	21.79	38.88	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	682,188	15.01	34.98	36.61	13.39	0.00
Median Family Income HUD Adjusted Median Family Income for 2009 Households Below Poverty Level		60,166 74,600 10%	Median Housing Value Unemployment Rate (US Department of Labor April 2010)		175,118 10.7%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2009 HUD updated MFI

Chicago AA Profile

The 2010 Cook, DuPage, Will, Kane, (Chicago AA) consists of 1,631 geographies within the Chicago-Naperville-Joliet MD (#16974).

The AA meets the requirements of the regulation and does not arbitrarily exclude low- or moderate-income geographies.

Two hundred thirty-three of the geographies in the Chicago AA are low-income, 426 are moderate-income, 556 are middle-income, 398 are upper-income, and 18 geographies have no designated income. The bank's main office and 84 branches are located in this AA.

The population of this AA was 7.2 million based on 2000 census data. Eight percent of the population live in low-income geographies, 24 percent live in moderate-income geographies, 38 percent live in middle-income geographies, and 30 percent live in upper-income geographies.

The updated Housing and Urban Development (HUD) 2009 median family income for the Illinois AA is \$74,600. A breakdown of family income levels in the AA shows 21 percent as low-income (378,786 families), 18 percent as moderate-income (313,625 families), 22 percent as middle-income (387,155 families) and 39 percent as upper-income (708,459 families). A low-income family has an income of \$35,729 or less. In addition, ten percent of the total households in the AA are below the poverty level.

Of the 2.8 million housing units in the AA, 1.6 million (60 percent) are owner-occupied, 975 thousand are renter occupied, and 147 thousand are vacant . Three percent of the owner-

occupied units are located in low-income geographies, 16 percent are located in moderate-income geographies, 43 percent are located in middle-income geographies, and 38 percent are located in upper-income geographies. The median housing value within the AA based on 2000 census data was \$175.2 thousand. Although the current median home value within the AA is not available, according to the National Association of Realtors, the median sales price for homes in the Chicago MSA as of 1Q10 is \$176.4 thousand. This is a drop from a median sales price for the MSA in 2007 of \$276.6 thousand.

A majority of the businesses (75 percent) in the Illinois AA have 1-4 employees. Seventy-four percent of the businesses in the AA report gross revenues of \$ 1 million or less. The primary industry in the AA is service oriented (46 percent) followed by retail trade (14 percent), and finance, insurance, and real estate businesses (9 percent). Per Crain's Chicago, the largest private employers in the AA include Wal-Mart, Advocate Health Care, Walgreen Co., JP Morgan Chase, and Abbott Laboratories.

The average four year unemployment rate for the Chicago MSA for years 2006-2009 was 6.40 percent, which was lower than the state four year average unemployment rate of 6.55 percent and higher than the national four year average unemployment rate of 6.08 percent.

Since the last examination due to acquisitions and mergers the bank has expanded its assessment area by 106 geographies. Competition for both deposits and loans is strong. Based on the June 30, 2009 FDIC deposit statistics there are 239 deposit-taking financial institutions, both local and regional, in the Chicago AA. There are 926 HMDA lenders and 220 small business lenders, including depository and non-depository institutions that offer a wide variety of loan products.

State of Indiana

Lake County Indiana Assessment Area

Demographic Information for Full Scope Area: IN AA Northwestern corner of Lake County IN						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	49	10.20	30.61	34.69	24.49	0.00
Population by Geography	228,049	4.48	28.62	35.05	31.85	0.00
Owner-Occupied Housing by Geography	59,819	1.34	22.68	38.71	37.27	0.00
Business by Geography	16,220	4.49	19.75	34.49	41.27	0.00
Farms by Geography	216	0.93	11.57	43.98	43.52	0.00
Family Distribution by Income Level	60,314	20.51	17.95	22.88	38.66	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	23,197	8.41	39.76	33.76	18.07	0.00
Median Family Income HUD Adjusted Median Family Income for 2009 Households Below Poverty Level		52,518 64,500 11%	Median Housing Value Unemployment Rate (Updated 2/10 US Dept of Labor)		108,117 11%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2009 HUD updated MFI

The Northwestern Corner of Lake County IN AA (Indiana AA) consists of the 49 geographies that make up the North, St. John, and Hanover townships in the northwest corner of Lake County, IN, which is a portion of the Gary IN MD (#23844). The AA meets the requirements of the regulation and does not arbitrarily exclude low- or moderate-income geographies.

Five of the geographies in this AA are low-income, 15 are moderate-income, 17 are middle-income, and 12 are upper-income geographies. The bank has one branch in this AA located in Dyer, Indiana.

The population of this AA is 228,049 based on 2000 census data. Four percent of the population live in low-income geographies, 29 percent live in moderate-income geographies, thirty-five percent live in middle-income geographies, and thirty-two percent live in upper-income geographies.

The updated Housing and Urban Development (HUD) 2009 median family income for the Indiana AA is \$64,500. A breakdown of family income levels in the AA shows 21 percent as low-income (12,370 families), 18 percent as moderate-income (10,826 families), 23 percent as middle-income (13,800 families), and 38 percent as upper-income (23,318 families). A low-income family has a maximum income of \$32,250 or less. In addition, 11 percent of the total households in the AA are below the poverty level.

Of the 91 thousand housing units in the AA, 60 thousand (66 percent) are owner-occupied, 26 thousand (29 percent) are renter-occupied, and the remaining 5 thousand (5 percent) are vacant. One percent of the owner-occupied units are located in low-income geographies, 23 percent are located in moderate-income geographies, 39 percent are located in middle-income geographies, and 37 percent are located in upper-income geographies. The median housing value within the AA based on 2000 census data was \$108,117.

A majority of the businesses (66 percent) in the Indiana AA have 1-4 employees. Seventy-four percent of the businesses in the AA report gross revenues of \$ 1 million or less. The primary industry in the AA is service oriented (45 percent) followed by retail trade (15 percent). The largest employers in the AA include health care providers and casinos.

The average four year unemployment rate in Lake County Indiana for years 2006-2009 was 6.88 percent which is higher than both the state and national average unemployment rates. The average unemployment rate for the state of Indiana was 6.38 percent and the national average was 6.08 percent.

The bank entered the Lake County Indiana market in 2008 through an agreement with the FDIC to assume six banking centers in Walt's Food Centers (grocery stores) that were previously occupied by Great Lakes Bank. One of the locations was in Dyer, Indiana. Competition for both deposits and loans is moderate. Based on the June 30,

2009 FDIC deposit statistics there are 23 deposit-taking financial institutions, both regional and local in Lake County, Indiana. There are 281 HMDA and 80 small business lenders in the Indiana AA, including depository and non-depository institutions that offer a wide variety of loan products.

State of Pennsylvania

Philadelphia County PA AA

Demographic Information for Full Scope Area: PA Philadelphia County						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	381	28.61	36.75	23.10	7.61	3.94
Population by Geography	1,517,550	28.91	41.93	24.90	4.08	0.18
Owner-Occupied Housing by Geography	349,651	23.30	43.70	28.82	4.18	0.00
Business by Geography	100,526	24.78	37.41	23.80	11.90	2.11
Farms by Geography	430	16.28	36.28	32.09	15.35	0.00
Family Distribution by Income Level	355,253	38.71	21.29	18.78	21.23	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	213,129	37.15	44.06	17.59	1.21	0.00
Median Family Income HUD Adjusted Median Family Income for 2009 Households Below Poverty Level		56,993 75,500 22%	Median Housing Value Unemployment Rate (Updated 2/10 Dept of Labor)		70,236 9.2%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2009 HUD updated MFI

The Philadelphia AA consists of all of Philadelphia County, which is a portion of the Philadelphia, Pennsylvania MD #37964. The AA meets the requirements of the regulation and does not arbitrarily exclude low- or moderate-income geographies.

The Philadelphia AA is comprised of 381 geographies. One hundred nine of the geographies in this AA are low-income, 140 are moderate-income, 88 are middle-income, 29 are upper-income geographies and 15 do not have an income designation. The bank has one branch in this AA.

The population of this AA was 1.5 million based on 2000 census data. Twenty-nine percent of the population live in low-income geographies, 42 percent live in moderate-income geographies, 25 percent live in middle-income geographies, and 4 percent live in upper-income geographies.

The updated Housing and Urban Development (HUD) 2009 median family income for the Philadelphia AA is \$75,500. A breakdown of family income levels in the AA shows 39 percent as low-income (137,510 families), 21 percent moderate-income (75,625 families), 19 percent middle-income (66,708 families) and 21 percent upper-income (75,410 families). A low-income family has a maximum income of only \$37,750. In addition, twenty-two percent of the total households in the AA are below the poverty level.

Of the 662 thousand housing units in the AA, 350 thousand (53 percent) are owner-occupied, 240 thousand (36 percent) are rental-occupied and the remaining 72 thousand (11 percent) are vacant. Twenty-three percent of the owner-occupied units are located in low-income geographies, 44 percent are located in moderate-income geographies, 29 percent are located in middle-income geographies, and 4 percent are located in upper-income geographies. The median housing value within the AA based on 2000 census data was \$70,236. City-Data.com shows the 2008 median housing value in Philadelphia County, PA to be \$139,100.

A majority of the businesses in the Philadelphia AA have 1-4 employees. Seventy-four percent of the businesses in the AA report gross revenues of \$ 1 million or less. The primary industry in the AA is service oriented (50 percent), followed by retail trade (17 percent). The largest employers in the AA include health care and educational services.

The four year average unemployment rate for years 2006-2009 in the Philadelphia AA was 5.5% which is a little higher than the state and national unemployment rates.

Competition in the Philadelphia AA for both deposits and loans is strong. Based on June 30, 2009 FDIC deposit statistics, there are 50 deposit-taking financial institutions, both local and regional, in the Philadelphia AA. There are 480 HMDA lenders and 91 small business lenders including depository and non-depository institutions that offer a wide variety of loan products.

Appendix D: Tables of Performance Data

Content of Standardized Tables

One set of tables contains information for all states within the bank's assessment area. All multistate metropolitan areas are also presented in the tables. References to the "bank" include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Deposit data are compiled by the FDIC and are available as of June 30th of each year. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

The following is a listing and brief description of the tables included in each set:

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank's assessment area may receive positive CRA consideration. Refer to Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. When such loans exist, insert a line item in the MA/Assessment Area column and record the corresponding numbers and amounts in the "Community Development Loans" column with the appropriate caption, such as: "Statewide/Regional," "Statewide/Regional with potential benefit to one or more AAs" or "Out of Assessment Area." "Out of Assessment Area" is used ONLY if the bank has otherwise adequately met the CD lending needs of its assessment area.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.

- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.

Table 12. Borrower Distribution of Small Loans to Farms - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL) - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

Table 14. Qualified Investments - Presents the number and dollar amount of qualified investments made by the bank in each MA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. When such investments exist, insert a line item in the MA/Assessment Area column and record the corresponding numbers and amounts in the "Qualified Investments" column with the appropriate caption, such as: "Statewide/Regional," "Statewide/Regional with potential benefit to one or more AAs" or "Out of Assessment Area." "Out of the Assessment Area" is used ONLY if the bank has otherwise adequately met the qualified investment needs of its assessment area.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings - Compares the percentage distribution of the number of the bank's branches in low-, moderate-, middle-, and upper-income geographies to the percentage of the population within each geography in each MA/AA. The table also presents data on branch openings and closings in each MA/AA.

Institution ID: MB Financial

Table 1. Lending Volume

LENDING VOLUME		Geography: ILLINOIS						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009				
Assessment Area (2009):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Chicago Naperville Jol	96.64	2,228	475,744	6,206	1,812,202	4	681	128	312,550	8,566	2,601,177	98.37
Limited Review:												
Lake County Kenosha C	3.36	50	16,022	248	74,938	0	0	1	660	299	91,660	1.63

* Loan Data as of December 31, 2009. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2009 to December 31, 2009.

*** Deposit Data as of September 08, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Financial
Table 1. Other Products**

LENDING VOLUME		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009								
Assessment Area (2009):	% of Rated Area Loans (#) in MA/AA*	Total Optional Loans**		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:														
Chicago Naperville Jo	96.25	231	73,725	231	73,725	0	0	0	0	0	0	0	0	98.37
Limited Review:														
Lake County Kenosha C	3.75	9	4,367	9	4,367	0	0	0	0	0	0	0	0	1.63

* Loan Data as of December 31, 2009. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Optional Product Line(s) is from January 01, 2006 to December 31, 2009.

*** Deposit Data as of September 08, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
Chicago Naperville Joliet II-WI	712	99.16	2.79	9.13	16.17	22.75	44.29	31.60	36.75	36.52	0.10	0.07	0.09	0.13	0.09	
Limited Review:																
Lake County Kenosha County II-WI	6	0.84	0.00	0.00	3.26	0.00	8.18	16.67	88.56	83.33	0.08	0.00	0.00	0.00	0.10	

* Based on 2008 Peer Mortgage Data (Western)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Chicago Naperville Joliet Il-WI	200	99.50	2.79	5.50	16.17	23.50	44.29	44.50	36.75	26.50	0.51	0.00	0.43	0.71	0.39
Limited Review:															
Lake County Kenosha County Il-WI	1	0.50	0.00	0.00	3.26	0.00	8.18	0.00	88.56	100.00	0.55	0.00	0.00	0.00	0.67

* Based on 2008 Peer Mortgage Data (Western)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Chicago Naperville Joliet II-WI	1,200	96.54	2.79	3.58	16.17	13.67	44.29	36.75	36.75	46.00	0.14	0.19	0.17	0.14	0.13
Limited Review:															
Lake County Kenosha County II-WI	43	3.46	0.00	0.00	3.26	9.30	8.18	4.65	88.56	86.05	0.09	0.00	0.77	0.13	0.06

* Based on 2008 Peer Mortgage Data (Western)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overa ll	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
Chicago Naperville Joliet II-WI	115	100.00	11.78	19.13	24.53	37.39	35.28	28.70	28.41	14.78	0.94	0.66	0.83	1.08	1.19	
Limited Review:																
Lake County Kenosha County II-WI	0	0.00	0.00	0.00	13.46	0.00	30.41	0.00	56.13	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2008 Peer Mortgage Data (Western)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 2009		Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% of Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Chicago Naperville Joliet II-WI	6,198	96.15	4.10	5.28	15.31	16.46	36.54	40.17	43.73	38.09	0.52	1.03	0.70	0.63	0.39
Limited Review:															
Lake County Kenosha County II-WI	248	3.85	0.00	0.00	2.97	0.40	9.42	4.84	87.61	94.76	0.29	0.00	0.20	0.07	0.45

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2009).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS			Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms** *	% BANK Loans	% of Farms** *	% BANK Loans	% of Farms** *	% BANK Loans	Overall I	Low	Mod	Mid	Upp
Full Review:															
Chicago Naperville Joliet Il-WI	4	100.00	1.81	0.00	11.01	75.00	42.69	25.00	44.49	0.00	0.38	0.00	3.06	0.26	0.00
Limited Review:															
Lake County Kenosha County Il-WI	0	0.00	0.00	0.00	5.33	0.00	9.17	0.00	85.50	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2009).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total*	% Families***	% BANK Loans**	% Families4	% BANK Loans**	% Families***	% BANK Loans****	% Families**	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
Chicago Naperville Joliet II-WI	713	99.17	21.53	11.83	17.75	23.03	21.80	19.29	38.91	45.85	0.11	0.21	0.13	0.04	0.13	
Limited Review:																
Lake County Kenosha County II-WI	6	0.83	8.70	0.00	10.01	40.00	17.05	20.00	64.24	40.00	0.09	0.00	0.47	0.00	0.07	

* Based on 2008 Peer Mortgage Data (Western)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 32.3% of loans originated and purchased by bank.

4 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total*	% Families***	% BANK Loans***	% Families ⁵	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****						
Full Review:																
Chicago Naperville Joliet Il-WI	200	99.50	21.53	16.58	17.75	25.67	21.80	28.88	38.91	28.88	0.55	0.77	0.79	0.49	0.39	
Limited Review:																
Lake County Kenosha County Il-WI	1	0.50	8.70	0.00	10.01	0.00	17.05	0.00	64.24	100.00	0.61	0.00	0.00	0.00	0.89	

* Based on 2008 Peer Mortgage Data (Western)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 6.5% of loans originated and purchased by bank.

⁵ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: ILLINOIS						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total*	% Families***	% BANK Loans****	% Families ⁶	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans***	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Chicago Naperville Joliet II-WI	1,200	96.54	21.53	10.49	17.75	18.20	21.80	23.68	38.91	47.63	0.15	0.19	0.15	0.14	0.15
Limited Review:															
Lake County Kenosha County II-WI	43	3.46	8.70	13.16	10.01	18.42	17.05	18.42	64.24	50.00	0.09	0.28	0.00	0.00	0.11

* Based on 2008 Peer Mortgage Data (Western)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 10.3% of loans originated and purchased by bank.

⁶ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2009		Geography: ILLINOIS			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Chicago Naperville Joliet II-WI	6,206	96.16	74.46	40.67	33.10	25.99	40.91	0.52	0.72
Limited Review:									
Lake County Kenosha County II-WI	248	3.84	77.39	28.23	20.97	35.48	43.55	0.29	0.32

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2009).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 21.99% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: ILLINOIS			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Chicago Naperville Joliet II-WI	4	100.00	94.85	100.00	0.00	100.00	0.00	0.38	0.75
Limited Review:									
Lake County Kenosha County II-WI	0	0.00	92.01	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2009).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**		
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)	
Full Review:										
Chicago Naperville Joliet II-WI	16	7,700	3	15,469	19	23,169	100.00	0	32,189	
Limited Review:										
Lake County Kenosha County II-WI	0	0	3	5	3	5	100.00	0	0	

* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

** 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					
MA/Assessment Area:	Deposit s	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposit s in AA	# of BANK Branch es	% of Rated Area Branch es in AA	Location of Branches by Income of Geographies (%)				# of Branch Openin gs	# of Branch Closing s	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Chicago Naperville Joliet II-WI	98.37	83	99.00	4.04	8.08	45.45	42.42	26	4	0	2	13	7	8.37	24.82	38.28	28.52
Limited Review:																	
Lake County Kenosha County II-WI	1.63	1	1.00	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	4.59	9.79	85.62

(Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009						
Assessment Area (2009):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Lake County Ind	100.00	37	5,620	51	14,739	0	0	0	0	88	20,359	0.00

* Loan Data as of December 31, 2009. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2009 to December 31, 2009.

*** Deposit Data as of June 04, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

(Included)

Table 1. Other Products

LENDING VOLUME		Geography: INDIANA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009						
Assessment Area (2009):	% of Rated Area Loans (#) in MA/AA*	Total Optional Loans**		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:														
Lake County Ind	100.00	2	493	2	493	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2009. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Optional Product Line(s) is from January 01, 2006 to December 31, 2009.

*** Deposit Data as of June 04, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

(Included)

Table 1. Other Products

LENDING VOLUME		Geography: INDIANA		Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009	
Assessment Area (2009):	Other Unsecured Consumer Loans*		Other Optional Loans*		
	#	\$ (000's)	#	\$ (000's)	
Full Review:					
Lake County Ind	0	0	0	0	0

* The evaluation period for Optional Product Line(s) is from January 01, 2006 to December 31, 2009.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
Full Review:															
Lake County Indiana AA	16	100.00	1.34	0.00	22.68	31.25	38.71	12.50	37.27	56.25	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Mortgage Data (Western)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
Lake County Indiana AA	2	100.00	1.34	0.00	22.68	50.00	38.71	50.00	37.27	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2008 Peer Mortgage Data (Western)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 2009			Geography: INDIANA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Lake County Indiana AA	18	100.00	1.34	0.00	22.68	11.11	38.71	22.22	37.27	66.67	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Mortgage Data (Western)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overa ll	Low	Mod	Mid	Upp
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans					
Full Review:															
Lake County Indiana AA	1	100.00	15.51	0.00	28.93	100.00	35.51	0.00	20.05	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Mortgage Data (Western)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 2009		Geography: INDIANA								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% of Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Lake County Indiana AA	51	100.00	4.49	3.92	19.75	13.73	34.49	35.29	41.27	47.06	0.11	0.34	0.13	0.14	0.07

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2009).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS			Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms*	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans						
Full Review:																
Lake County Indiana AA	0	0.00	0.93	0.00	11.57	0.00	43.98	0.00	43.52	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2009).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: INDIANA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009							
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total*	% Families***	% BANK Loans**	% Families7	% BANK Loans**	% Families***	% BANK Loans****	% Families**	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Lake County Indiana AA	16	100.00	20.51	13.33	17.95	13.33	22.88	33.33	38.66	40.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Mortgage Data (Western)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 6.3% of loans originated and purchased by bank.

7 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: INDIANA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009							
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total*	% Families***	% BANK Loans****	% Families ⁸	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Lake County Indiana AA	2	100.00	20.51	0.00	17.95	50.00	22.88	50.00	38.66	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Mortgage Data (Western)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

⁸ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 2009		Geography: INDIANA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total*	% Families***	% BANK Loans****	% Families ⁹	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans***	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Lake County Indiana AA	18	100.00	20.51	5.56	17.95	11.11	22.88	16.67	38.66	66.67	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Mortgage Data (Western)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

⁹ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2009		Geography: INDIANA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Lake County Indiana AA	51	100.00	74.11	58.82	39.22	37.25	23.53	0.11	0.37

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2009).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.00% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: INDIANA		Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Lake County Indiana AA	0	0.00	97.22	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2009).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Lake County Indiana AA	0	0	1	528	1	528	100.00	0	0

* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

** 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Lake County Indiana AA	0.00	0	0.00	0.00	0.00	0.00	0.00	1	0	0	0	0	1	4.48	28.62	35.05	31.85

Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009									
MA/Assessment Area:	Deposits	Branches				ATMs				Population							
	% of Total Bank Deposits	# of Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies				% of Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
Full Review:																	
Lake County Indiana AA	0.00	0	0.00	0	0	0	0	1	100.00	0	0	0	1	4.48	28.62	35.05	31.85

Institution ID: MB Financial (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009				
Assessment Area (2009):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
MB PA Philadelphia	100.00	181	20,056	2	129	0	0	0	0	183	20,185	0.00

* Loan Data as of December 31, 2009. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2006 to December 31, 2009.

*** Deposit Data as of September 13, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

(Included)

Table 1. Other Products

LENDING VOLUME		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009						
Assessment Area (2009):	% of Rated Area Loans (#) in MA/AA*	Total Optional Loans**		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:														
MB PA Philadelphia	100.00	1	103	1	103	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2009. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Optional Product Line(s) is from January 01, 2006 to December 31, 2009.

*** Deposit Data as of September 13, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

(Included)

Table 1. Other Products

LENDING VOLUME		Geography: PENNSYLVANIA		Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009	
Assessment Area (2009):	Other Unsecured Consumer Loans*		Other Optional Loans*		
	#	\$ (000's)	#	\$ (000's)	
Full Review:					
MB PA Philadelphia	0	0	0	0	

* The evaluation period for Optional Product Line(s) is from January 01, 2006 to December 31, 2009.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 2009		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	48	100.00	23.30	31.25	43.70	54.17	28.82	12.50	4.18	2.08	0.02	0.00	0.02	0.02	0.00

* Based on 2008 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2009		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	17	100.00	23.30	29.41	43.70	58.82	28.82	11.76	4.18	0.00	0.34	0.48	0.50	0.07	0.00

* Based on 2008 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2009		Geography: PENNSYLVANIA								Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	115	100.00	23.30	19.13	43.70	51.30	28.82	26.96	4.18	2.61	0.01	0.03	0.00	0.01	0.00

* Based on 2008 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overa ll	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
MB PA Philadelphia County	0	0.00	16.24	0.00	32.56	0.00	34.03	0.00	17.17	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2008 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2009		Geography: PENNSYLVANIA								Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% of Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	2	100.00	24.78	0.00	37.41	50.00	23.80	50.00	11.90	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2009).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 31, 2009			Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER						
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms** *	% BANK Loans	% of Farms** *	% BANK Loans	% of Farms** *	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	0	0.00	16.28	0.00	36.28	0.00	32.09	0.00	15.35	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2009).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2009		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total*	% Families***	% BANK Loans**	% Families10	% BANK Loans**	% Families***	% BANK Loans****	% Families**	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	48	100.00	38.71	4.55	21.29	34.09	18.78	25.00	21.23	36.36	0.01	0.00	0.00	0.03	0.00

* Based on 2008 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 8.3% of loans originated and purchased by bank.

10 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 2009		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total*	% Families***	% BANK Loans***	% Families 11	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	17	100.00	38.71	0.00	21.29	0.00	18.78	50.00	21.23	50.00	0.02	0.00	0.00	0.00	0.11

* Based on 2008 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 88.2% of loans originated and purchased by bank.

11 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 31, 2009		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER							
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total*	% Families***	% BANK Loans****	% Families 12	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans***	Overa ll	Low	Mod	Mid	Upp
Full Review:															
MB PA Philadelphia County	116	100.00	38.71	29.20	21.29	35.40	18.78	19.47	21.23	15.93	0.01	0.00	0.02	0.00	0.00

* Based on 2008 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.6% of loans originated and purchased by bank.

12 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 31, 2009		Geography: PENNSYLVANIA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
MB PA Philadelphia County	2	100.00	74.08	100.00	100.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2009).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.00% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2009		Geography: PENNSYLVANIA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
MB PA Philadelphia County	0	0.00	95.81	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2008 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2009).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2009		Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
MB PA Philadelphia County	1	1,000	1	161	2	1,161	100.00	0	0

* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

** 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS 2006 TO DECEMBER 31, 2009								Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1,					
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
MB PA Philadelphia County	0.00	1	100.00	0.00	0.00	100.00	0.00	0	0	0	0	0	0	28.91	41.93	24.90	4.08

Institution ID: MB Financial (Included)

Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System 2009				Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2009									
MA/Assessment Area:	Deposits	Branches				ATMs				Population							
	% of Total Bank Deposits	# of Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies				% of Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
Full Review:																	
MB PA Philadelphia County	0.00	1	100.00	0	0	100	0	1	100.00	0	0	1	0	28.91	41.93	24.90	4.08

