

Taylor Capital Group, Inc. (NASDAQ: TAYC; Rosemont, IL) has agreed to merge with MB Financial, Inc. (NASDAQ: MBFI; Chicago, IL)

Deal Value: \$680 million

Sandler O'Neill acted as exclusive financial advisor and provided a fairness opinion to Taylor Capital Group, Inc. in this transaction. This is the largest Midwest-based bank & thrift transaction announced in 2013. This is Sandler O'Neill's 87th bank and thrift merger transaction since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.¹

MB Financial, Inc. and Taylor Capital Group, Inc. announced the signing of a definitive merger agreement whereby MB Financial will acquire Taylor Capital. Taylor Capital is the holding company of Cole Taylor Bank, a commercial bank headquartered in Chicago with \$5.9 billion in assets, \$3.3 billion in loans and \$3.7 billion in deposits as of June 30, 2013. MB Financial is the \$9.4 billion Chicago-based holding company of MB Financial Bank, N.A.

The strategically attractive combination is expected to nearly double MB Financial's middle market commercial banking market share in the Chicago area. Taylor Capital's nine branches complement MB Financial's existing network of 85 Chicago-area branches. The combined bank is expected to have a top-10 deposit market share ranking in the Chicago MSA and top-5 deposit market share ranking in Cook County. "The merger of Taylor Capital and MB Financial is a terrific strategic transaction. Each side brings a strong middle market commercial banking business as well as significant national niche businesses," stated Mitchell Feiger, President and Chief Executive Officer of MB Financial.

The per share merger consideration is currently valued at approximately \$22.00 per Taylor Capital share, resulting in an overall transaction value of approximately \$680 million, inclusive of stock option, warrant and restricted stock cash-outs. Upon completion of the merger, each share of Taylor Capital common stock and nonvoting preferred stock will be converted into the right to receive (1) 0.64318 shares of MB Financial common stock and (2) \$4.08 in cash, representing an aggregate consideration mix of approximately 81% MB Financial stock and 19% cash. The stock portion of the merger consideration is expected to be generally tax-free. Shares of Taylor Capital's Perpetual Non-Cumulative Preferred Stock, Series A, will be exchanged for shares of MB Financial preferred stock with substantially identical terms. The merger agreement provides that any shares of Taylor Capital's Fixed Rate Cumulative Perpetual Preferred Stock, Series B, that are not redeemed by Taylor Capital prior to the merger will be redeemed by MB Financial at the time of or immediately following the merger.

The definitive agreement was unanimously approved by the boards of directors of MB Financial and Taylor Capital. The merger is subject to regulatory approvals, approval by MB Financial stockholders, and approval by Taylor Capital stockholders and certain other customary closing conditions and is expected to close in the first half of 2014. The merger is expected to be immediately accretive to MB Financial's annual GAAP and cash EPS.

Taylor Capital President and Chief Executive Officer Mark Hoppe will become President and Chief Executive Officer of MB Financial's subsidiary bank, MB Financial Bank. Upon completion of the merger, Jennifer W. Steans and C. Bryan Daniels from Taylor Capital's board of directors will join the MB Financial board.

Financial Highlights

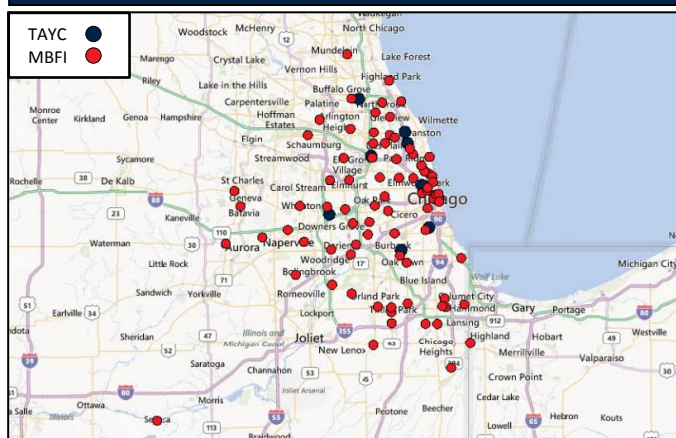
(Dollars in millions)

	Taylor Capital Group, Inc.	MB Financial, Inc.
Total Assets	\$5,901	\$9,370
Net Loans	\$3,219	\$5,545
Total Deposits	\$3,692	\$7,445
Total Equity	\$560	\$1,296
Branches	9	87

Financial data as of June 30, 2013

¹ Includes bank or thrift transactions since 2011; excludes terminated transactions, self-advisory roles and does not combine the results of advisors which have merged until the date such merger was completed
Source: SNL Financial, Press Release

Pro Forma Map



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