

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  MB FINANCIAL, INC.		2 Issuer's employer identification number (EIN)  36-4460265	
3 Name of contact for additional information  BERRY ALLEN	4 Telephone No. of contact  (888) 422-6562	5 Email address of contact  beallen@mbfinancial.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  800 WEST MADISON STREET		7 City, town, or post office, state, and Zip code of contact  CHICAGO, ILLINOIS 60607	
8 Date of action  AUGUST 18, 2014		9 Classification and description  COMMON STOCK; PERPETUAL NON-CUMULATIVE PREFERRED STOCK, SERIES A	
10 CUSIP number  55264U108; 55264U207	11 Serial number(s)	12 Ticker symbol  MBFI; MBFIP	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **ON AUGUST 18, 2014, TAYLOR CAPITAL GROUP, INC. ("TAYLOR CAPITAL"), WAS MERGED WITH AND INTO MB FINANCIAL, INC. ("MB FINANCIAL"), WITH MB FINANCIAL AS THE SURVIVING CORPORATION, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 14, 2013, AND AMENDED AS OF JUNE 30, 2014.**

**EACH SHARE OF TAYLOR CAPITAL COMMON STOCK AND EACH SHARE OF TAYLOR CAPITAL NONVOTING CONVERTIBLE PREFERRED STOCK WAS EXCHANGED FOR (i) 0.64318 SHARES OF MB FINANCIAL COMMON STOCK AND (ii) \$4.08 IN CASH. ADDITIONALLY, CASH CASH WAS PAID IN LIEU OF ANY RESULTING FRACTIONAL SHARES.**

**EACH SHARE OF TAYLOR CAPITAL PERPETUAL NON-CUMULATIVE PREFERRED STOCK, SERIES A, WAS EXCHANGED FOR ONE SHARE OF MB FINANCIAL PERPETUAL NON-CUMULATIVE PREFERRED STOCK, SERIES A.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **SEE THE ATTACHED STATEMENT.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **SEE THE ATTACHED STATEMENT. THE FAIR MARKET VALUE OF MB FINANCIAL COMMON STOCK AT THE EFFECTIVE TIME OF THE MERGER ON AUGUST 18, 2014 WAS \$26.49 PER SHARE.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **THE MERGER OF TAYLOR CAPITAL WITH AND INTO MB FINANCIAL (THE "MERGER") QUALIFIES AS A REORGANIZATION UNDER SECTION 368(a) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"). TAX CONSEQUENCES TO SHAREHOLDERS ARE DETERMINED UNDER CODE SECTIONS 354, 356, 358, AND 1001.**

18 Can any resulting loss be recognized? ► **TAYLOR CAPITAL SHAREHOLDERS GENERALLY CANNOT RECOGNIZE LOSSES AS A RESULT OF THE MERGER EXCEPT WITH RESPECT TO ANY LOSSES RELATED TO CASH RECEIVED IN LIEU OF FRACTIONAL SHARES.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **ANY ADJUSTMENT TO THE TAX BASIS OF SECURITIES RESULTING FROM THE MERGER IS REPORTABLE IN THE TAX YEAR WHICH INCLUDES AUGUST 18, 2014. FOR CALENDAR YEAR TAXPAYERS, THE REPORTABLE TAX YEAR IS 2014.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
 Signature ► *Jill E. York* Date ► *8/22/14*  
 Print your name ► **JILL YORK** Title ► **V.P. & CHIEF FINANCIAL OFFICER**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no.

**MB FINANCIAL, INC.**  
**FEIN: 36-4460265**  
**STATEMENT ATTACHED TO FORM 8937,**  
**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

**FORM 8937, PART II, BOXES 15 AND 16:**

THE MERGER OF TAYLOR CAPITAL WITH AND INTO MB FINANCIAL (THE "MERGER") QUALIFIES AS REORGANIZATION UNDER SECTION 368(a) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED. THE TAX BASIS OF MB FINANCIAL SECURITIES RECEIVED BY TAYLOR CAPITAL SHAREHOLDERS PURSUANT TO THE MERGER IS DETERMINED AS FOLLOWS:

- A SHAREHOLDER'S TAX BASIS IN MB FINANCIAL COMMON STOCK RECEIVED WILL BE THE SHAREHOLDER'S TAX BASIS IN THE TAYLOR CAPITAL COMMON STOCK OR TAYLOR CAPITAL NONVOTING CONVERTIBLE PREFERRED STOCK SURRENDERED IN THE EXCHANGE (EXCLUDING ANY TAX BASIS RELATED TO FRACTIONAL SHARES); DECREASED BY THE AMOUNT OF CASH RECEIVED (EXCLUDING ANY CASH RECEIVED IN LIEU OF FRACTIONAL SHARES); AND, INCREASED BY THE AMOUNT OF ANY TAXABLE GAIN RECOGNIZED (EXCLUDING ANY TAXABLE GAIN RELATED TO FRACTIONAL SHARES).
- A SHAREHOLDER'S TAX BASIS IN MB FINANCIAL PERPETUAL NON-CUMULATIVE PREFERRED STOCK, SERIES A, RECEIVED WILL BE THE SHAREHOLDER'S TAX BASIS IN THE TAYLOR CAPITAL PERPETUAL NON-CUMULATIVE PREFERRED STOCK, SERIES A, SURRENDERED IN THE EXCHANGE.
- THE HOLDING PERIOD FOR MB FINANCIAL SECURITIES RECEIVED IN THE EXCHANGE GENERALLY WILL INCLUDE THE HOLDING PERIOD OF THE RESPECTIVE TAYLOR CAPITAL SECURITIES SURRENDERED.

THE ABOVE TAX BASIS DETERMINATION SHOULD BE PERFORMED SEPERATELY FOR EACH IDENTIFIABLE BLOCK OF TAYLOR CAPITAL SECURITIES HAVING A COMMON TAX BASIS WHICH WAS SURRENDERED IN THE EXCHANGE.

EACH TAYLOR CAPITAL SHAREHOLDER GENERALLY WILL RECOGNIZE TAXABLE GAIN (BUT NOT LOSS), FOR EACH IDENTIFIABLE BLOCK OF TAYLOR CAPITAL SECURITIES SURRENDERED IN THE EXCHANGE, EQUAL TO THE LESSER OF:

- THE AMOUNT OF ANY CASH RECEIVED IN THE EXCHANGE (EXCLUDING CASH RECEIVED IN LIEU OF FRACTIONAL SHARES), OR
- THE AMOUNT BY WHICH THE SUM OF ANY CASH RECEIVED IN THE EXCHANGE (EXCLUDING CASH RECEIVED IN LIEU OF FRACTIONAL SHARES) PLUS THE FAIR MARKET VALUE OF MB FINANCIAL SECURITIES RECEIVED EXCEEDS THE SHAREHOLDER'S TAX BASIS IN THE TAYLOR CAPITAL SECURITIES SURRENDERED.

TAXABLE GAIN OR LOSS SHOULD BE DETERMINED SEPERATELY FOR EACH IDENTIFIABLE BLOCK OF TAYLOR CAPITAL SECURITIES HAVING A COMMON TAX BASIS WHICH WAS SURRENDERED IN THE EXCHANGE. A LOSS REALIZED ON ONE BLOCK OF TAYLOR CAPITAL SECURITIES MY NOT BE USED TO OFFSET A GAIN REALIZED ON ANOTHER BLOCK OF TAYLOR CAPITAL SECURITIES.

TAYLOR CAPITAL SHAREHOLDERS RECEIVING CASH IN LIEU OF A FRACTIONAL SHARE OF MB FINANCIAL COMMON STOCK WILL BE TREATED AS HAVING RECEIVED THE FRACTIONAL SHARE PURSUANT TO THE MERGER AND THEN AS HAVING EXCHANGED THE FRACTIONAL SHARE FOR CASH. ANY SUCH SHAREHOLDER GENERALLY WILL RECOGNIZE TAXABLE GAIN OR LOSS EQUAL TO THE DIFFERENCE BETWEEN THE TAX BASIS IN THE SECURITIES DEEMED TO HAVE BEEN EXCHANGED FOR THE FRACTIONAL SHARE AND THE AMOUNT OF CASH RECEIVED.

**THE ABOVE INFORMATION AND THE INFORMATION INCLUDED ON FORM 8937 DO NOT CONSTITUTE TAX ADVICE. INDIVIDUAL TAX CONSEQUENCES MAY VARY. SHAREHOLDERS ARE URGED TO CONSULT WITH THEIR TAX ADVISORS.**