



PUBLIC DISCLOSURE

January 17, 2017

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

MB Financial Bank, National Association
Charter Number 13684

800 West Madison Street
Madison & Halsted Streets
Chicago, IL 60607

Office of the Comptroller of the Currency

OCC-Chicago Midsize Office
1 South Wacker Drive
Suite 2000
Chicago, IL 60606

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 (MB or Bank) with respect to the Lending, Investment, and Service Tests:

Performance Levels	MB Financial Bank, National Association Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding	X	X	
High Satisfactory			X
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:

- When arriving at our overall bank ratings, the Chicago-Naperville-Elgin IL-IN-WI MMSA carried the greatest weight because it represented the bank’s most significant market in terms of deposit concentrations, branch distribution, and reportable loans. While performance in the smaller markets was considered in the CRA evaluation, the impact of those markets was not as heavily weighted.
- MB’s overall lending reflects excellent responsiveness to credit needs. Community development loans (CD) offered are effective in helping the bank address community credit needs.
- The bank has an overall excellent level of qualified CD investments that are responsive to community needs.
- Overall, bank branches are reasonably accessible to people and geographies of different income levels. CD services were effective and responsive in helping the bank address community needs.

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 (CD): 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 Small Business Administration Development Company or Small Business Investment Company programs size eligibility standards or have gross annual revenues of \$1 million or less; activities that revitalize or stabilize low- or moderate-income geographies, distressed or underserved nonmetropolitan middle-income geographies, or designated disaster areas; or loans, investments, and services that support, enable or facilitate projects or activities under HUD Neighborhood Stabilization Program criteria that benefit low-, moderate-, and middle-income individuals and geographies in the bank's assessment area(s) or outside the assessment area(s) provided the bank has adequately addressed the community development needs of its assessment area(s).

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 conduct 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 applicants, the amount of loan requested, the disposition of the application (e.g., approved, denied, and withdrawn), 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 refinancings, 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 (MD): 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 (MSA): 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 Bank

MB Financial Bank, National Association with total assets of \$19.2 billion as of September 30, 2016, was chartered in 1911 in Chicago, Illinois. The bank is a wholly owned subsidiary of MB Financial, Inc., (MBFI) a \$19.3 billion single bank holding company, also headquartered in Chicago, Illinois. MB has one majority owned investment management firm (Cedar Hill Associates, LLC) and five wholly owned subsidiaries including two leasing companies (Celtic Leasing Corporation and LaSalle Systems Leasing, Inc.), an equipment finance company (MB Equipment Finance LLC), and an investment advisory service (MSA Holdings, LLC). Activities from these subsidiaries were not considered in this evaluation. The bank also has the subsidiary MB Financial Community Development Corporation (CDC). The CDC leads MB's community development lending, investments and services. All of the CDC's activities are solely attributable to MB and were considered in the bank's CRA performance evaluation.

MB Financial Charitable Foundation (Foundation), is a private 501(c)3 foundation established in 2005 with an initial endowment from MB and maintained with continuing funding from the bank. The Foundation is managed within the CDC and assists nonprofit organizations with an emphasis on low- and moderate-income communities and households.

MB is an interstate bank and as of December 31, 2016, operated 101 branches and 125 full-service ATMs in Illinois, Indiana and the northeastern side of Philadelphia, Pennsylvania. Within these areas, MB has defined six assessment areas, the Chicago-Naperville-Arlington Heights Metropolitan Division (MD) (Chicago MD), Gary MD, Lake County-Kenosha County MD (Lake Co-Kenosha Co MD), Elgin MD, Philadelphia, Pennsylvania Assessment Area (AA) (Philadelphia MD), and the Illinois Non-MSA. The Chicago MMSA includes the Chicago MD, Gary MD, Lake Co-Kenosha Co MD and Elgin MD, which was added in 2014.

On August 18, 2014, MB completed a merger with Cole Taylor Group, the parent bank holding company of Cole Taylor Bank (CTB), which added approximately \$6 billion in assets and nine branches. Through the Cole Taylor merger, MB also acquired subsidiary Cole Taylor Equipment Company, now known as MB Equipment Finance, LLC, and a nationwide mortgage line of business, MB Mortgage, with a large wholesale broker network and approximately 40 home loan centers or loan production offices located outside of MB's AAs. On December 31, 2015, MB acquired subsidiary MSA Holdings, parent company of MainStreet Investment Advisors, LLC, and Cambium Asset Management, LLC. On August 24, 2016, MB completed a merger with American Chartered Bank (ACB), headquartered in Schaumburg, Illinois, which added approximately \$2.8 billion in assets and 15 branches. Our evaluation of MB's performance incorporated CD Loans, Investments, and Services originated by ACB because our evaluation of them ended December 31, 2016; however, HMDA and CRA loans acquired from ACB were not considered because evaluation of retail lending ended on December 31, 2015, prior to the acquisition. Since the prior CRA evaluation period, MB closed 11 branches and sold one branch of which 10 closings were located in the Chicago MD and one was located in the Elgin MD. Six of the closings in Chicago were consolidation of legacy CTB branches into existing MB branches. Management identified challenges in serving smaller, agricultural markets and strategically decided to sell its one branch, located in Seneca, Illinois on December 9, 2016.

MB is a full-service bank offering a variety of commercial, retail, private banking and trust and investment services. While MB's strategy is not limited to one business endeavor, the primary focus is on commercial banking. Retail banking services include consumer lending products, safe deposit boxes, overdraft facilities, remote deposit capture, international banking services, night deposit and drive in services. MB's

product offerings include national product lines such as business capital, card services and mortgages. MB's leasing subsidiaries, expand available product offerings to commercial customers to include equipment leasing facilities. In addition to branches and ATMs, MB's delivery systems include 24-hour access to deposit accounts through the secure Phone Access Line (PAL), online banking, and the Telephone Banking Center (TBC) which offers customers the option to speak to a live person about general account services, seven days a week. TBC is available Monday through Saturday 7:00 a.m. to 11:00 p.m. and Sunday from 9:00 a.m. to 5:00 p.m.

Competition is intense in MB's AAs with numerous local, regional and national banks as well as credit unions, mortgage companies and non-bank lenders. Specifically, in the Chicago MD, the FDIC's June 30, 2015 Deposit Market Share Report noted 145 financial institutions operating 2,013 offices.

There are no financial or legal impediments that affect the Bank's ability to provide lending, investments, and services within its AA. MB received an "Outstanding" rating on the prior period CRA Performance Evaluation dated August 12, 2013.

Financial information as of September 30, 2016, is illustrated in the following table:

Financial Information as of September 30, 2016		
Loan Mix	Balance Sheet \$ Amount (000)	% of Total Loans
1-4 Family Residential Loans	2,433,475	18.70
Multifamily Residential Loans	521,437	4.01
Nonfarm Residential Loans	2,990,500	22.98
Commercial & Industrial Loans	5,469,563	42.03
Farmland and Agricultural Loans	2,608	0.02
Construction and Developments Commercial	443,521	3.41
Construction and Developments Residential	19,168	0.15
Consumer Loans	595,935	4.58
All Other Loans	538,270	4.14
Liabilities & Capital (000s)		
Total Assets	\$19,260,138	
Total Deposits	\$14,296,448	
Tier One Capital	\$1,637,519	

Scope of the Evaluation

Evaluation Period/Products Evaluated

We analyzed home purchase, home improvement, home refinance, and multifamily loans the bank reported under the HMDA and small loans to businesses reported under the CRA, for the period of January 1, 2013 through December 31, 2015. The evaluation of geographic distribution and borrower income criteria under the Lending Test for the Chicago MD provided separate analysis of 2013 data and 2014 through 2015 data. Whereas, for the Elgin MD analysis was performed on 2014 through 2015 data only. The difference in analysis periods was due to changes instituted by the 2014 Office of Management and Budget (OMB) MA geographic boundary revisions. Performance Tables 1 through 15 in appendix D include only data covered by the analysis period receiving the greatest weight, namely 2014 through 2015, for those AAs impacted by the OMB changes, and 2013 through 2015 for all other AAs. Data from 2013 (for the Chicago MD) is discussed in the applicable narrative sections of the evaluation. In order to perform a meaningful analysis a minimum of 20 loans in each loan product and AA was needed. This minimum number applied to the analysis period(s) for each AA. The bank did not originate or purchase a sufficient number of small loans to farms in any AA to perform a meaningful analysis. Additionally, the bank originated or purchased a sufficient number of multifamily loans only in the Chicago MD to perform a meaningful analysis. However, multifamily loans meeting a primary purpose of CD were also considered in the CD loan analysis. The evaluation period for CD loans, the Investment Test, and the Service Test was August 13, 2013 through December 31, 2016.

Data Integrity

As part of our ongoing supervision of the bank, we tested the accuracy of the bank's HMDA and CRA lending data. We also reviewed the appropriateness of CD activities provided for consideration in our evaluation. This included testing of CD loans, investments, and services for accuracy and to determine if they qualify as CD as defined in the CRA regulation. Our testing indicated no substantive inaccuracies in the data. Therefore, we concluded that the home mortgage loans, small loans to businesses and farms, and CD activity data could be relied upon for this evaluation.

Selection of Areas for Full-Scope Review

In each state and multistate metropolitan area where the bank has an office, a sample of AAs within that state/multistate metropolitan area was 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 the multistate metropolitan area rating(s) and state ratings. The state ratings are based primarily 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. The Chicago MMSA carried the greatest weight in our conclusions because it represented the bank's most significant market in terms of deposit concentrations, branch distribution, and reportable loans. While the smaller markets were considered in the CRA evaluation, the impact of those markets was not as heavily weighted. At June 30, 2015, the Chicago MMSA represented 99.52 percent of total deposits, 97.59 percent of the branch network and 98.35 percent of reportable HMDA and small

business and small farm loans originated and purchased during the evaluation period. The Illinois non-MSA and the Philadelphia MD account for a significantly smaller portion of the bank's market. As of June 30, 2015, the Illinois non-MSA accounts for 0.10 percent of total deposits, 1.20 percent of the branch network and 0.04 percent of reportable HMDA and small business and small farm loans originated and purchased during the evaluation period. The Philadelphia MD is 0.38 percent of total deposits, 1.20 percent of the branch network and 1.62 percent of reportable HMDA and small business and small farm loans originated and purchased during the evaluation period.

In our analysis of the bank's performance in the Chicago MD only, under the Lending Test geographic distribution and borrower income distribution criteria, we placed more weight on the bank's performance in 2014 through 2015, rather than 2013 to reach our conclusions. This rating area was impacted by the 2014 OMB changes and the 2014 through 2015 time period contained a majority of the bank's performance and is more reflective of its current performance and structure.

Additionally, when evaluating the bank's performance under the Lending Test, we placed greater weight on the bank's distribution of small business loans than the distribution of home mortgage loans or small farm loans. We placed greater emphasis on small business loans due to it being the bank's primary loan product in terms of volume and business focus, and based on the small business credit needs in all AAs. Somewhat lesser emphasis was placed on home mortgage loan performance and small farm loans received very minimal weight. Within home mortgage loans, home refinance loans received the greatest weight, home purchase loans secondary weight, and home improvement loans minimal weight. These weights were based on the volume in number in each home mortgage loan category over the evaluation period. Within the Chicago MD only, minimal emphasis was placed on the multifamily loan category.

Inside/Outside Ratio

This ratio is a bank-wide calculation and not calculated by individual rating area or AA. The analysis is limited to bank origination and purchases and does not include any affiliate data. For the combined three-year evaluation period, MB originated a substantial majority of all loan products outside the bank's AAs. For all reportable loan products, only 17.82 percent in number were made inside MB's AAs. The percentage in number of loans made inside the AAs by loan type are as follows: home refinance loans (11.96 percent), home purchase loans (6.66 percent), home improvement loans (14.34 percent), and small loans to businesses (59.14 percent). While the majority of small loans to businesses were in the AAs, 59.14 percent by number and 53.07 percent by dollar, the vast majority of HMDA related loans were made outside the AAs. This is attributable to the acquisition of CTB in 2014, which included a nationwide mortgage lending operation with an extensive wholesale broker network and approximately 40 home loan centers or loan production offices, located outside of MB's AAs.

Other Performance Data – Lending Test

Product Innovation and Flexibility

Included in the bank's traditional mortgage products, MB offers additional mortgage products insured by the Federal Housing Administration (FHA) and Veterans Administration (VA). MB originated or purchased 186 loans, totaling \$37.3 million, between January 1, 2014 and December 31, 2015. MB originated 40 FHA loans, totaling \$8.1 million and one VA loan, totaling \$195,000, in 2014. MB originated 141 FHA loans totaling \$28.3 million and four VA loans, totaling \$759,000, in 2015.

Other Performance Data – Investment Test

In addition to qualified investments made within the bank's AAs, MB made investments in the broader regional area and nationwide that included, or benefited the bank's AAs. These investments fell into one of two categories: 1) originated to organizations or used for activities with a purpose/mandate/function (P/M/F) to serve one or more of the bank's AAs; or 2) originated to organizations or used for activities without a P/M/F to serve one or more of the bank's AAs. During the evaluation period, MB originated 16 investments totaling \$9.15 million to organizations or activities with a P/M/F to serve one or more of the bank's AAs. These investments were considered in the analysis of the overall bank's Investment Test performance.

Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. 25.28(c) and 195.28(c), in determining a national bank's (bank) or federal savings association's (FSA) CRA rating, respectively, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank or FSA, or in any assessment area by an affiliate whose loans have been considered as part of the bank's or FSA's lending performance. As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development (HUD), and the Consumer Financial Protection Bureau (CFPB).

The OCC found evidence of violations of the Servicemembers Civil Relief Act. The Bank failed to accurately apply the interest rate reductions on debts incurred before military service by eligible servicemembers. The Bank refunded interest and fees totaling \$1,700 to 21 affected borrowers covering the period from May 1, 2008, to April 30, 2014. The Bank also implemented satisfactory policies, procedures, and controls prospectively.

As a result of these findings, the CRA performance rating was not lowered. We considered the nature, extent, and strength of the evidence of the practices; the extent to which the Bank had policies and procedures in place to prevent the practices; and the extent to which the Bank has taken or has committed to take corrective action, including voluntary corrective action resulting from self-assessment; and other relevant information.

The OCC will consider any information that this institution engaged in discriminatory or other illegal credit practices, identified by or provided to the OCC before the end of the institution's next performance evaluation in that subsequent evaluation, even if the information concerns activities that occurred during the evaluation period addressed in this performance evaluation.

Multistate Metropolitan Area Rating

Chicago-Naperville-Elgin IL-IN-WI MMSA

CRA rating for the Chicago-Naperville-Elgin IL-IN-WI MMSA¹: Outstanding

The Lending Test is rated:	Outstanding
The Investment Test is rated:	Outstanding
The Service Test is rated:	High Satisfactory

The major factors that support this rating include:

- The geographic distribution of loans reflects excellent penetration in the AA.
- The distribution of borrowers reflects adequate penetration, given the product lines offered by MB.
- CD Loans representing 40.12 percent of allocated Tier One Capital were originated within the AA, during the evaluation period. MB's CD loan performance has a significantly positive impact on the Lending Test rating.
- MB had excellent CD investment performance that addressed the needs for affordable housing and community services to low- or moderate-income individuals, and stabilization/revitalization of low- or moderate-income areas. Investment responsiveness was excellent in light of the highly competitive nature in the AA.
- MB's branch distribution in the Chicago-Naperville-Elgin IL-IN-WI Multistate Metropolitan Statistical Area (Chicago MMSA) is adequate. Excellent CD service performance helped to elevate the Service Test rating in the MMSA.

Description of Institution's Operations in Chicago-Naperville-Elgin IL-IN-WI MMSA

The Chicago MMSA includes the Chicago MD, Gary MD, Lake MD and Elgin MD, with the latter being added in 2014. Refer to Appendix A for details on the counties included in these AAs. Within the Chicago MMSA, the bank currently operates 100 branches, representing 99 percent of the MB's total branch network.

As of June 30, 2015, bank deposits in the Chicago MMSA totaled \$10.8 billion, ranking the bank tenth among other banks operating within this area, with a 2.70 percent market share. Bank competitors with the largest deposit market shares include JP Morgan Chase, with a 21.71 percent market share, and BMO Harris, with an 11.87 percent market share. These banks, in addition to the next three banks with the largest market share, hold 50.32 percent of the market share.

As of June 30, 2015 MB's deposits in the Chicago MMSA comprise 97.59 percent of the bank's total deposits.

¹ This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Refer to the market profile for the Chicago-Naperville-Elgin IL-IN-WI MMSA in appendix C for detailed demographics and other performance context information for the Chicago AA, which received a full-scope review.

Scope of Evaluation in Chicago-Naperville-Elgin IL-IN MMSA

Within the Chicago MMSA, the Chicago MD was subject to a full-scope review, because it was the AA where the vast majority of the bank's deposit and lending activities occurred. As of December 31, 2016, 92 of the 101 branches in the MMSA were located in the Chicago MD. As of June 30, 2015, 97.01 percent of the MMSA deposits and 87.87 percent of reportable HMDA and small business and small farm loans originated and purchased during the evaluation period were in the Chicago MD.

For the Chicago MD, the analysis was performed primarily based on loan activity in 2014 through 2015, as that is the time period which is more reflective of the bank's current performance and structure. A comment regarding 2013 lending, which preceded the 2014 OMB changes, is included in the narrative as well. Performance in the Lake Co-Kenosha Co MD, the Gary MD and the Elgin MD received limited scope reviews.

For the Chicago MD, analysis was performed on home purchase loans, home improvement loans (2014 through 2015 only), home refinance loans, multifamily loans and small loans to businesses. For the Chicago MD the bank did not originate or purchase a sufficient volume of home improvement loans during the 2013 period to perform a meaningful analysis; however, sufficient volumes existed for 2014 through 2015. For the Elgin MD, analysis was performed for home purchase loans, home refinance loans and small loans to businesses. The bank did not originate or purchase sufficient volumes of home improvement loans or multifamily loans in the Elgin MD to perform a meaningful analysis. Analysis in the Gary MD was performed on home purchase loans as that was the only product with sufficient volumes for a meaningful analysis. The bank did not originate or purchase sufficient volumes of home improvement loans, home refinance loans, multifamily loans or small loans to business for meaningful analysis of these products to be performed. For the Lake Co-Kenosha Co MD, analysis was performed on home purchase loans, home refinance loans and small loans to businesses, as these products had sufficient volumes of originated or purchased loans for a meaningful analysis. MB did not originate or purchase sufficient volumes of home improvement loans or multifamily loans in the Lake Co-Kenosha Co MD for a meaningful analysis to be performed. The bank did not originate or purchase a sufficient number of small loans to farms in any AA to perform a meaningful analysis. Multifamily loans meeting a primary purpose of CD were considered in the CD loan analysis for each AA.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Chicago MMSA is rated "Outstanding." Based on full-scope reviews, the bank's performance in the Chicago MD is excellent.

Lending Activity

Refer to Tables 1 Lending Volume and 1 Other in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data used to evaluate the bank's lending activity.

Overall, the lending activity in the Chicago AA is excellent, considering the strong competition for small loans to businesses and overall home mortgage lending.

MB achieved a 2.70 percent market share of deposits, ranking tenth among 384 FDIC insured banks in the Chicago MMSA, based on the FDIC Deposit Market Share data at June 30, 2015.

According to 2015 peer mortgage data, MB achieved a 0.77 percent market share of home purchase lending, ranking 30 among 692 lenders in home purchase lending, which is equivalent to being in the top 4.34 percent of lenders in the AA. MB achieved a 0.69 percent market share of home improvement lending, ranking 25 among 287 lenders in home improvement lending, which is equivalent to being in the top 8.71 percent of lenders in the AA. MB achieved a 0.76 percent market share of home refinance lending, ranking 24 among 656 lenders in home refinance lending, which is equivalent to being in the top 3.66 percent of lenders in the AA. MB achieved a 1.01 percent market share of multifamily lending, ranking 21 among 167 lenders in multifamily lending, which is equivalent to being in the top 12.57 percent of lenders in the AA.

According to December 2015 peer small business data, MB achieved a 0.80 percent market share of small business loans, ranking 16 among 199 lenders, which is equivalent to being in the top 8.04 percent of lenders in the AA. The top five small business lenders are primarily credit card lenders and accounted for 66.93 percent of the AA market share. This performance is evaluated as excellent, considering the lender competition and MB's primary business strategy as a business lender.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of lending is excellent. Excellent performance was noted in small loans to businesses and good performance in overall home mortgage.

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 5 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

Overall, the geographic distribution of home mortgage loans is good.

Home Purchase Loans

The geographic distribution of home purchase loans is good, when considering the market share performance. MB's geographic distribution of home purchase loans from 2014 through 2015 reflects good penetration. The percentages of lending in low- and moderate-income geographies in 2014 through 2015 were below the percentages of owner-occupied units. Market share performance was excellent. MB's market share in low-income CTs significantly exceeded its overall market share for home purchase loans. MB's market share for moderate-income CT was near to its overall market share for home purchase loans.

The performance in 2013 was not inconsistent with the performance from 2014 through 2015.

Home Improvement Loans

The geographic distribution of home improvement loans is good, when considering performance in 2014 and 2015. MB's geographic distribution of home improvement loans in 2014 and 2015 reflects good penetration. The percentage of loans in low-income census tracts significantly exceeded the percentage of owner-occupied units, while the percentage in moderate-income census tracts was below the percentage of owner-occupied units. Market share performance was good. MB's market share in low-income CTs significantly exceeded its overall market share, while the percentage of market share in moderate-income CTs was below its overall market share for home improvement loans.

The institution had insufficient volume for 2013 to provide for a meaningful analysis.

Home Refinance Loans

The geographic distribution of home refinance loans is good, when considering the market share performance. MB's geographic distribution of home refinance loans from 2014 and 2015 reflects good penetration. The percentage of loans in low-income CTs was well below the percentage of owner-occupied units, while the percentage in moderate-income was below the percentage of owner-occupied units. Market share performance was excellent. MB's market share in low- and moderate-income CTs exceeded its overall market share for home refinance loans.

The performance in 2013 was not inconsistent with the performance from 2014 through 2015.

Multifamily Loans

The geographic distribution of multifamily loans is excellent. MB's geographic distribution of multifamily loans from 2014 and 2015 reflects excellent penetration. The percentages of loans in low- and moderate-income CTs significantly exceeded the percentages of owner-occupied housing units. Market share performance was excellent. MB's market share in low- and moderate-income CTs exceeded its overall market share for multifamily loans.

The performance in 2013 was not inconsistent with the performance from 2014 through 2015.

Small Loans to Businesses

Refer to Table 6 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" 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 is excellent. MB's geographic distribution of small loans to businesses from 2014 and 2015 reflects excellent penetration. The percentage of loans made in low-income CTs significantly exceeded the percentage of businesses located in low-income CTs, while loans made in moderate-income CTs substantially met the percentage of business located in moderate-income CTs. MB's market share in low-income CTs significantly exceeded its overall market share for small loans to businesses. MB's market share in moderate-income CTs exceeded its overall market share for small loans to businesses.

The performance in 2013 was not inconsistent with the performance from 2014 and 2015.

Lending Gap Analysis

We reviewed summary reports and maps and analyzed home mortgage and small business lending activities over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps.

Distribution of Loans by Income Level of the Borrower

Overall, the borrower distribution of loans by income level of the borrower is adequate. Poor performance was evidenced in small loans to businesses and good performance in overall home mortgage loans.

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in the “Chicago-Naperville-Elgin IL-IN-WI MMSA” 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 City of Chicago is a relatively high-cost housing area, limiting access to affordable home ownership among low-income borrowers. The median housing value in the City of Chicago is \$222,900, according to the 2015 U.S. Census Bureau American Community Survey. One simplistic method used to determine housing affordability assumes a maximum monthly principal and interest payment of no more than 30.00 percent of the applicant’s income. Assuming a 30-year mortgage with a five percent interest rate, and not accounting for down payment, homeowners insurance, real estate taxes, or any additional monthly expenses, a low-income borrower making \$38,850 per year (or less than 50.00 percent of the 2015 FFIEC adjusted median family income in the AA) could afford a \$180,880 mortgage with a payment of \$971 per month. This illustrates that a low-income borrower would be challenged to qualify for a mortgage loan in the AA. We considered this information in our analysis of borrower distribution of income level of the borrower for home mortgage lending.

Overall, the borrower distribution of home mortgage loans is good.

Home Purchase Loans

Overall, the borrower distribution of home purchase loans is good. MB’s borrower distribution of home purchase loans from 2014 through 2015 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families in the AA, while the percentage of loans to moderate-income borrowers significantly exceeded the percentage of moderate-income families in the AA. Market share performance was excellent. MB’s market share to low-income borrowers significantly exceeded its overall market share for home purchase loans. MB’s market share to moderate-income borrowers exceeded its overall market share for home purchase loans.

The performance in 2013 was stronger than the performance from 2014 and 2015 due to stronger lending to low income borrowers.

Home Improvement Loans

Overall, the borrower distribution of home improvement loans is adequate. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families in the AA. The

percentage of loans to moderate-income borrowers significantly exceeded the percentage of moderate-income families in the AA. Market share performance was adequate. MB's market share to low-income families was significantly below its overall market share for home improvement loans. MB's market share to moderate-income families significantly exceeded its overall market share for home improvement loans.

The institution had insufficient volume for 2013 to provide for a meaningful analysis.

Home Refinance Loans

Overall, the borrower distribution of home refinance loans is good. MB's borrower distribution of home refinance loans from 2014 through 2015 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families in the AA, while the percentage of moderate-income borrowers substantially met the percentage of moderate-income families in the AA. Market share performance was excellent. MB's market share to low-income borrowers significantly exceeded its overall market share for home refinance loans. MB's market share to moderate-income borrowers exceeded its overall market share for home refinance loans.

The performance in 2013 was not inconsistent with the performance from 2014 and 2015.

Small Loans to Businesses

Refer to Table 11 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

Overall, the borrower distribution of small loans to businesses is poor. MB's borrower distribution of small loans to business from 2014 through 2015 was poor. Lending to small businesses with less than \$1 million in revenues was well below the percentage of small business within the AA. Market share performance was adequate. MB's market share was below the overall market share for small business lending.

The performance in 2013 was weaker than the performance from 2014 and 2015. This was due to weaker market share and demographic performance.

Community Development Lending

Refer to Table 1 Lending Volume in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data used to evaluate the bank's level of CD 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans, however.

The Chicago AA presents abundant opportunities for MB to serve the credit and community development needs. CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the Chicago MD AA. This performance compensated for overall good retail lending performance.

MB's CD lending activity for affordable housing included 60.73 percent by number and 58.12 percent by dollar; community services included 30.77 percent by number and 17.56 percent by dollar; economic development included 6.48 percent by number and 21.06 percent by dollar; and revitalization included 2.02 percent by number and 3.26 percent by dollar.

MB originated 247 loans, totaling \$634.3 million, in qualified CD loans in the AA, during the evaluation period. This volume represented 40.12 percent of allocated Tier One Capital. MB's CD loans were adequately responsive to the AA needs, with 150 CD loans, totaling \$368.7 million, benefiting affordable housing; 76 CD loans, totaling \$111.4 million, benefiting community services; 16 CD loans, totaling \$133.6 million, benefiting economic development, and five CD loans, totaling \$20.7 million, benefiting revitalization.

Specific examples of the CD loans originated during the evaluation period include:

- MB originated a \$550 thousand RLOC to a group that provides housing and community services for homeless families and individuals in Chicago, Illinois.
- MB originated a \$2.6 million bridge loan and a \$644 thousand construction loan for the rehabilitation of a 36-unit affordable housing apartment building in Chicago, Illinois.
- MB originated a \$7.5 million construction bridge loan for a new 46-unit development of a senior living facility for low-income seniors in Thornton, Illinois, which is on Chicago's south side.
- MB originated a \$6.6 million construction bridge loan for 12 apartment buildings consisting of 35-units for low-income individuals and families in Melrose Park, Illinois, which is just west of the City of Chicago.

Product Innovation and Flexibility

The offering of flexible and innovative loan products had a neutral impact on the Lending Test performance. Refer to the Other Performance Data – Lending Test section in the overall Scope of Evaluation section for additional information.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on the limited-scope review, MB's performance under the Lending Test in the Elgin MD, Gary MD, and Lake Co-Kenosha Co MD AAs is weaker than MB's overall "Outstanding" performance under the Chicago MD AA, which were each considered adequate. This was due to poor, very poor, and very poor performance in the geographic distribution and poor, good, and poor performance in the borrower distribution for Elgin MD, Gary MD, and Lake Co-Kenosha Co MD AAs, respectively. CD lending performance had significantly positive impact on the Lending Test performance for Elgin MD, Gary MD, and Lake Co-Kenosha Co MD AAs. This performance compensated for overall poor retail lending performance in each limited-scope area. The performance in limited-scope areas did not have an impact on the overall Lending Test rating for Chicago MD AA.

Refer to the Tables 1 through 13 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in the Chicago MMSA is rated "Outstanding." Based on full-scope review, the bank's performance in the Chicago MD is excellent.

Refer to Table 14 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

MB had excellent CD investment performance that addressed the needs for affordable housing, community services to low- or moderate-income individuals, and stabilization/revitalization of low- or moderate-income areas. Investment responsiveness to credit and community economic development needs was excellent in light of the highly competitive nature in the Chicago MD AA.

During the evaluation period, MB made 597 investments, grants, and donations totaling \$47.4 million in the Chicago MD. In addition, we considered the ongoing impact that investments made prior to the current evaluation period had within the AA. The remaining balance on 54 prior period investments as of the date of our evaluation was \$87.7 million. When considering both current and prior period investments, the total of \$135 million represents 8.54 percent of allocated Tier One Capital for the AA. This level is considered excellent, when considering the nearly three and a half-year evaluation period.

MB's responsiveness to CD needs in the AA is Excellent. In terms of dollar volume, 57.51 percent of the bank's CD investments was allocated to support LMI affordable housing, and 36.49 percent was allocated to local small businesses, which is an identified need in the AA. MB has taken a leadership role in new market tax credit (NMTC) loan pools developed by Community Development Financial Institutions (CDFIs) that are geared to business expansion and revitalization in low-income areas. The remaining CD investments were allocated to revitalization of moderate-income census tracts in the AA area. MB also provided \$2.9 million in CD grants and donations in the AA, which were directed to community services and LMI individuals.

Examples of investments made during the evaluation period include:

- A \$10.0 million investment to a NMTC. This fund was formed to provide lower-cost financing to businesses in LMI areas in the AA to help to revitalize the community through job expansion and job creation in the AA. MB also provided technical assistance, including training on program qualifications and requirements, to program borrowers.
- MB has an equity investment in several small business investment company (SBIC) funds. The SBIC funds were formed to provide equity and/or debt capital specifically to U.S. small businesses in the Chicago MD AA. During the current evaluation period, MB funded investments of \$14.7 million. Prior period investments total \$22.5 million. MB also has a binding unfunded commitment to these funds for an additional \$22.0 million.
- MB funded \$11.0 million for the current period in various commitments to a CDFI that specializes in lending for multi-family real estate rehabilitation projects in low- and moderate-income neighborhoods. The bank's investments are expressed in the purchase of notes issued by CIC, backed

by individual notes and mortgages on qualifying residential properties. These investments provide financing for acquisition and rehabilitation or new construction of multifamily housing in low- and moderate-income neighborhoods in Chicago MD AA. Prior period investments totaled \$64.9 million.

Conclusions for Area Receiving Limited-Scope Reviews

Based on the limited-scope review, the bank's performance under the Investment Test in the Lake Co-Kenosha Co and the Gary MD is not inconsistent with the bank's "Outstanding" performance under the Investment Test in the Chicago MD. The bank's performance in the Elgin MD is weaker than the bank's overall performance in the Chicago MD due to lower levels of investments. This performance wasn't significant enough to impact the overall investment test rating in the MMSA.

Refer to Table 14 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

MB's performance under the Service Test in the Chicago MMSA is "High Satisfactory". Based on a full-scope review, MB's performance in the Chicago MD is good. Adequate retail banking services were significantly positively impacted by excellent CD services.

Retail Banking Services

Refer to Table 15 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" 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 branch distribution in the Chicago MD is adequate. MB branches were reasonably accessible to geographies and individuals of different income levels within the AA, when considering the added access to bank products and services provided by near-to branches. The analysis focused on branches in LMI geographies but also considered branches in middle- and upper-income geographies that are immediately adjacent to LMI geographies or within a one-half mile proximity of LMI branches (near-to branches). The evaluation of the proximity of these branches included consideration of available and affordable public transit systems within the AAs, and the absence of physical barriers, such as water or highways, that might obstruct convenient access to the branch.

MB operates 92 of its 101 branches in the Chicago MD, for a percentage branch distribution of 1.09 percent for low-income geographies, which is significantly below the percent of the population in low-income census tracts, and 9.78 percent for moderate-income geographies, which is well below the percent of the population in moderate-income census tracts. When considering near-to branches, four branches are near-to low-income geographies, while 14 branches are near-to moderate-income geographies. When considering the added access to bank products and services near-to branches provide, branch distribution is considered to be adequate.

The bank's record of opening and closing branches has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-

income individuals. Closings or consolidation made during the evaluation period were attributable to consolidation with other branches, merger activity, changes in business operations and other transactions. The bank completes an in-depth analysis on which branch to close or consolidate, thus leaving the branch that would better serve the needs of the community. During the evaluation period, the bank opened one new branch in a middle-income tract and closed ten branches in the Chicago MD. The ten closings represented four moderate-income, three middle-income and three upper-income tracts.

MB's banking services and business hours do not vary in a way that inconveniences portions of the AA, particularly low- and moderate-income individuals or geographies. Services offered and banking hours are comparable among all locations regardless of the income level of the geography. Extended banking hours are available at all locations. Branches are open into the evening on weekdays and into the afternoon on Saturdays. MB operates 92 branches in the Chicago MD of which ten or 10.87 percent are in LMI areas. In addition to the normal business hours and days for the LMI branches, only three or 30.00 percent of LMI branches, one low- and two moderate-income, offer Sunday hours of 9:00AM to 1:00PM. These locations represent stand-alone branches.

Management complements traditional banking service delivery with certain alternative delivery processes including online banking, mobile banking, telephone banking and ATMs. The distribution of ATMs is adequate. As December 31, 2016, MB operated 116 full-service, deposit-taking ATMs and 14 that dispense cash only in the Chicago MD.

ATM freedom is a program that allows MB debit cardholders to use any ATM, anywhere in the world, and provides reimbursement to the customer of up to five ATM surcharge fees, per calendar month, charged by other institutions for the use of their ATMs. The program also provides for MB ATM and PIN-based point-of-sale transactions, with no charge to the MB customer. MB offers the Directo a Mexico program, a remittance program, which uses the Federal Reserve and the Mexican Central Bank, Banco de Mexico, for money transmission and enables customers to send funds via ACH to friends and family in Mexico.

MB offers their account holders, internet banking and mobile banking access. Through internet banking, which is available 24 hours a day seven days a week, MB customers can view their accounts, pay bills, transfer funds, review account history reports, access electronic documents and set up alerts. Based on MB's internet and mobile banking data, for the Chicago AA, the online banking service was utilized by 5,343 MB customers located in low-income census tracts and 18,908 MB customers located in moderate-income census tracts. Mobile banking utilization reports reflect use by 2,493 MB customers located in low-income census tracts and 8,577 MB customers located in moderate-income census tracts.

Community Development Services

MB provided an excellent level of CD services, which has a significantly positive impact on the Service Test rating. MB is a leader in providing CD services, which are highly responsive to community needs. Bank representatives were involved with a large number of CD activities within the Chicago AA, often in a leadership capacity.

During this review period, 128 of the 656 employees located in the AA, or 19.51 percent provided 13,683 hours in CD services to the communities that MB serves. MB provided qualified CD services to 40 organizations that provide affordable housing, 253 organizations that provide community services to LMI individuals and 23 organizations that provide economic development services. The types of services

provided include serving as board members, acting as organization treasurers, and participating as committee members, advisors, and mentors. The bank continues to seek new opportunities to participate in organizations, with a primary purpose of affordable housing, community services targeted to low- and moderate-income persons, economic development through the financing of small businesses, or the revitalization of low- and moderate-income areas.

Through the MB CDC and the Foundation, MB developed a new initiative, MB on the Block: Education. This program is intended to help Chicago youth address the challenge of securing livable wage employment (defined as \$30,000/yr.) following high school graduation. The Foundation developed the program after concluding there was no existing philanthropic program that offered the resources needed to support low- and moderate- income students to either: (1) graduate from 2 or 4-year college or technical school, or (2) for those high school graduates who are not able to pursue post-secondary education options, receive counseling and access to training programs, to enable them to obtain livable wage employment.

MB provides the necessary support and resources in the pilot neighborhood high school located in Gage Park on the city's southwest side. MB funded nonprofit partners (\$50,000) for a full credit, seminar class on social emotional learning, offered to students grade 9 to 12, and (\$25,000) for a career coach, job readiness training, and job placement services, at the high school. MB also purchased computers and worked with the school to provide a designated career and college laboratory in the school. MB will expand the program to a second high school in the 2016-17 academic year. The academic year investment per school is budgeted at \$250,000 for the full scope of services provided.

MB works with a local college preparatory high school network to fund a high school internship program. Since the program's inception in 2010, MB has provided approximately \$39,300 annually for four to five students to intern at the bank. Students earn money to help offset the cost of tuition and gain exposure to career paths in banking. Additionally, beginning in 2015 MB partnered with Chicago non-profit organization to offer an employee mentorship program for 15 low-income students from a nearby suburban high school. Students are assigned to MB employee mentors who help encourage students through high school graduation and college. The annual cost of this program is \$30,000.

In the state of Illinois, MB has established itself as a facilitator of Affordable Housing Program (AHP) subsidies through the Federal Home Loan Bank (FHLB) of Chicago. As a lead bank, MB provides technical assistance, assists with completion of the application, and provides for project monitoring. During the 2013, 2014 and 2015 round of application submissions, MB's CDC submitted twenty AHP grants applications totaling \$13.7 million with 822 units of affordable housing to the FHLB on behalf of various organizations. The CDC was approved for eight AHP grants totaling of \$4.2 million for 372 units of affordable housing. MB's CDC has been in place since 1995. The mission of the CDC is to act as a contact and catalyst between bank divisions, neighborhood groups, financial institutions, developers, and local government entities concerned with community planning and development and to help strengthen the communities served by the bank as a corporate partner.

MB offers the Money Smart program, a series of educational seminars sponsored by the Federal Reserve Bank of Chicago to help people of all ages improve their money management skills in several Chicago communities. MB locations in Bolingbrook, Back of the Yards, South Chicago, Dolton, Cicero, Glenwood, and Garfield Ridge collaborated with several community organizations to offer 19 programs for adults and children. The events covered several languages such as Spanish, Korean, and Polish. The seminar topics included banking basics, budgeting, fraud prevention, preparing for home ownership, building a good credit history and managing a small business.

Bank employees provided technical assistance on financial and banking related matters to numerous community groups, low- and moderate-income persons and families, and small businesses. Examples of such services:

- A MB Board Member served as an active mentor for a neighborhood organization that caters to various low-income communities to help them reach their full potential with a range of award winning educational programs for all ages within the Chicago area.
- A Vice President/Business Portfolio Manager provided his financial expertise in the position of Treasurer for an organization that provides a comprehensive bilingual/bicultural early childhood development program where 54.00 percent of the children are LMI infants, preschool, and school age children and their families in the Chicago area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in Elgin MD, Gary MD and Lake Co-Kenosha Co MD is weaker than the bank's overall High Satisfactory performance under the Service Test in the Chicago MD AA and is considered poor. This performance is due to branch distribution. Bank performance in the three limited-scope AAs had a neutral impact on the Chicago MD rating.

Refer to table 15 in the "Chicago-Naperville-Elgin IL-IN-WI MMSA" section of appendix D for the facts and data that support these conclusions.

State Rating

State of Illinois

CRA Rating for Illinois²:	Satisfactory
The Lending Test is rated:	Low Satisfactory
The Investment Test is rated:	Low Satisfactory
The Service Test is rated:	Low Satisfactory

The major factors that support this rating include:

- Lending activity is adequate when considering performance context factors.
- No CD loans were originated within the AA, during the evaluation period. However, two CD loans were originated in the broader Illinois statewide area with a P/M/F to serve the AA, which provided a positive impact on the rating.
- MB's performance under the Investment Test is adequate, considering investment levels and responsiveness.
- MB's branch distribution in AA is adequate.

Description of Institution's Operations in Illinois

MB has one AA outside of the IL-IN-WI MMSA in the state of Illinois. This AA consists of one middle-income census tract, which is within LaSalle County, a non-MSA area. MB operates one branch in this AA, in the Village of Seneca, which sold during the evaluation period on December 9, 2016. Because this location was in operation during the majority of the evaluation period, it was included in this evaluation. As of June 30, 2015, this branch accounted 1.20 percent of the branch network and for 0.10 percent of MB's deposits and 0.04 percent of loans and branch operations. The June 30, 2015, FDIC deposit market share report shows that MB ranked second, with 19.19 percent of the deposit market share, out of two institutions in the Illinois Non-MSA.

As discussed in the market profile in appendix C, the bank's one branch in this AA was in the far Northeast corner of the census tract. This census tract is approximately 150 square miles in area, and includes a population of just under 5,700; owner-occupied housing units of under 2,000; and under 400 businesses and farms. This information helps to illustrate the very limited lending opportunities in the AA. Additionally, agricultural farming is a major economic factor in the AA. Small loans to farms is not a loan product MB has included in its product mix. Refer to the market profile for the state of Illinois in appendix C for additional detailed demographics and other performance context information for the assessment area that received a full-scope review.

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.

Scope of Evaluation in Illinois

We performed a full-scope review of the bank's performance in the LaSalle County AA, as it is the bank's only AA in Illinois that is not a part of the IL-IN-WI MMSA.

MB did not originate or purchase a sufficient volume of loans in any category to perform a meaningful analysis for this AA.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the LaSalle County AA is rated "Low Satisfactory." The performance in LaSalle County AA is adequate, based on a full-scope review.

Lending Activity

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

The lending activity within the LaSalle County AA is adequate, when considering performance context factors. MB originated or purchased only one home mortgage loan and two small loans to businesses during the evaluation period. However, according to demographic information discussed in the Description of Institution's Operations in Illinois section and appendix C, there were very limited opportunities for banks to make home mortgage or small loans to businesses. Additionally, according to 2015 peer mortgage and small business data, there was the following number of lenders originating or purchasing each loan product:

- Home purchase – 30 lenders originating or purchasing 57 loans;
- Home improvement – six lenders originating or purchasing 11 loans;
- Home refinance – 22 lenders originating or purchasing 40 loans; and,
- Small business – 52 lenders originating or purchasing 1,139 loans. Of these loans, over three quarter are business credit cards.

This information further illustrates the limited opportunities for home mortgage or small loans to businesses lending and supports the adequate conclusion.

Distribution of Loans by Income Level of the Geography

An analysis of the geographic distribution of loans is not meaningful and has a neutral impact on the rating, due to there being no low- or moderate-income geographies in the AA.

Distribution of Loans by Income Level of the Borrower

An analysis of the distribution of loans by borrower income level is not meaningful, due to the insufficient volume of home mortgage loans and small loans to businesses originated or purchased during the evaluation period.

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 level of CD lending.

CD lending has a positive impact on the performance in the AA, when considering performance in the broader statewide area with a P/M/F to serve the AA. While MB did not originate any CD loans in the AA, two CD loans totaling \$8.0 million were originated in the broader statewide area with a P/M/F to serve the AA.

- MB originated a \$7.3 million bridge loan and a \$700,000 term loan for the construction of a 28-unit affordable housing apartment building in Sandwich, Illinois. This project provides housing with rents affordable for LMI individuals and families. It is located just outside of the AA, approximately 26 miles from the bank's Seneca Banking Center. This apartment complex provides an affordable housing option for LMI individuals and families who work in the bank's AA.

Product Innovation and Flexibility

The offering of flexible and innovative loan products had a neutral impact on the Lending Test performance. MB did not originate any innovative or flexible loan products during the evaluation period in the AA.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in the State of Illinois is rated "Low Satisfactory". Based on a full-scope review, the bank's performance under the Investment Test in the LaSalle County AA is adequate.

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.

During the evaluation period, MB made three investments, grants, and donations totaling \$202 thousand. When considering both current and prior period investments, the total of \$202 thousand represents 11.79 percent of allocated Tier One Capital for the AA. This level is considered adequate, when considering the number of investments and a nearly three and a half-year evaluation period.

MB's responsiveness to CD needs in the AA is adequate. In terms of dollar volume, 99.01 percent of the bank's CD investments, grants, and donations was allocated to supporting LMI affordable housing, an identified need in the AA. MB also made CD donations in the AA directed toward affordable housing and community services, the donations totaled \$2,250.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in the state of Illinois is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the LaSalle County AA is adequate.

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 branch distribution in LaSalle County was adequate. The bank's one branch was located in the Village of Seneca, which is in a middle-income geography in rural LaSalle County. As noted earlier, the bank's AA consists only of this one middle-income census tract. The hours and services offered in this AA do not vary from those offered at other MB locations. This branch was sold during this evaluation period on December 9, 2016.

MB offers internet banking and mobile banking access to their account holders. Internet banking is available 24 hours a day seven days a week. MB customers can view their accounts, pay bills, transfer funds, review account history reports, access electronic documents and set up alerts.

Community Development Services

The bank exhibited adequate CD service performance during the evaluation period when considering performance context.

During this review period, one employee provided 20 hours in qualified CD services to an organization providing community services to LMI individuals. This performance is adequate when considering the following:

- The limited opportunities for bank employees to provide CD services as described in the market profile in appendix C; and,
- The very limited number of bank employees in the one branch in the AA. Only four employees worked at the branch before it was sold in December 2016.

State of Pennsylvania

CRA Rating for Pennsylvania:	Satisfactory
The Lending Test is rated:	Low Satisfactory
The Investment Test is rated:	Low Satisfactory
The Service Test is rated:	Low Satisfactory

The major factors that support this rating include:

- The geographic distribution of loans reflects adequate penetration in the AA.
- The distribution of borrowers reflects adequate penetration, given the product lines offered by MB.
- MB's performance under the Investment Test in the AA is adequate, considering investment levels and responsiveness.
- MB's branch distribution in the Philadelphia AA is adequate, despite the very limited presence in the AA.
- MB's provision of CD services is adequate as the bank provides a limited level of CD services in the Philadelphia AA.

Description of Institution's Operations in Pennsylvania

MB has one AA in the state of Pennsylvania, in the city of Philadelphia (Philadelphia AA). The bank has designated as its AA all of Philadelphia County, which is part of the Philadelphia MD. MB operates one full-service branch, on the northeastern side of the city of Philadelphia. According to the 2010 U.S. Census, the Philadelphia MD consists of 364 geographies. Of the total geographies, 15.89 percent were low-income, 28.91 percent moderate-income, 26.56 percent middle-income, and 25.52 percent upper-income, and 3.13 percent with no income classification.

As of June 30, 2015, this branch accounted for 1.20 percent of the branch network and for .38 percent of MB's deposits and 1.62 percent loans and branch operations. According to the FDIC deposit market share report, as of June 30, 2015, MB ranked 28 of 38 banks taking deposits in the Philadelphia MD. MB had a deposit market share of .08 percent.

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

Scope of Evaluation in Pennsylvania

The Philadelphia MD received a full-scope review as it is the bank's only AA in the State of Pennsylvania.

For the Philadelphia MD, analysis was performed on home purchase loans, home refinance loans, and loans to small businesses. MB did not purchase or originate a sufficient volume of home improvement loans, multifamily loans or small farm loans in the Philadelphia MD to perform a meaningful analysis.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the state of Pennsylvania is rated "Low Satisfactory." The performance in Philadelphia AA is adequate, based on a full-scope review.

Lending Activity

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

MB's lending activity within the Philadelphia AA is adequate, between January 1, 2013 and December 31, 2015. MB's originated or purchased 98 home mortgage loans and 34 small loans to businesses, during the evaluation period.

MB achieved a 0.35 percent market share of deposits, ranking 28 among 38 FDIC insured banks in the AA, based on the FDIC Deposit Market Share data at June 30, 2015.

According to 2015 peer mortgage data, MB achieved a 0.20 percent market share of home purchase lending, ranking 93 among 361 lenders in home purchase lending, which is equivalent to being in the top 25.76 percent of lenders in the AA. MB achieved a 0.24 percent market share of home refinance lending, ranking 73 out of 384 lenders in home refinance lending, which is equivalent to being in the top 19 percent of lenders in the AA. Home improvement and multifamily lending had insufficient volumes for a meaningful analysis.

According to 2015 peer small business data, MB achieved a 0.03 percent market share of small business loans, ranking 56 among 107 lenders in the AA, which is equivalent to being in the top 52.34 percent of lenders in the AA. The top five small business lenders are primarily credit card lenders and accounted for 63.32 percent of the AA market share.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of lending is adequate. Adequate performance was evidenced in small loans to businesses and overall home mortgage loans.

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.

Overall, the geographic distribution of home mortgage loans is adequate.

Home Purchase Loans

The geographic distribution of home purchase loans is poor. The percentages of home purchase loans originated or purchased in low- and moderate-income geographies were well below the percentages of owner-occupied units, during the evaluation period. The market share performance was poor. MB's

market shares in low- and moderate-income CTs were well below its overall market share for home purchase loans.

Home Refinance Loans

The geographic distribution of home refinance loans is adequate. The percentage of home refinance loans originated or purchased in low-income CTs was near to the percentage of owner-occupied units. The percentage of loans in moderate-income CTs was well below the percentage of owner-occupied units. The market share performance is good. MB's market share in low-income CTs significantly exceeded its market share for home refinance loans, while the market share in moderate-income CTs was below its overall market share for home refinance.

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 geographic distribution of small loans to businesses is adequate. Lending to small businesses located in low-income CTs significantly exceeded the percentage of small businesses located in low-income CTs, while lending to small businesses in moderate-income CTs was significantly below the percentage of small businesses moderate-income CTs. The market share performance was adequate. MB's market share in low-income CTs significantly exceeded its overall market share in small business lending. MB's market share in moderate-income census tracts was significantly below its overall market share in small business lending.

Lending Gap Analysis

We reviewed summary reports and maps and analyzed home mortgage and small business lending activities over the evaluation period to identify any gaps in the geographic distribution of loans. We considered competition, market conditions, and demographic information. We did not identify any unexplained conspicuous gaps.

Distribution of Loans by Income Level of the Borrower

Overall, borrower distribution of lending by income level of borrower is adequate. Adequate performance was evidenced in small loans to businesses and in overall home mortgage.

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.

In evaluating the borrower distribution of home mortgage loans in the AA, it is important to note that the Philadelphia AA is a relatively high-cost housing area, limiting access to affordable home ownership among low-income borrowers. The median housing value in the AA is \$145,300, according to the 2015 US Census American Community Survey. One simplistic method used to determine housing affordability assumes a maximum monthly principal and interest payment of no more than 30 percent of the applicant's income. Assuming a 30-year mortgage with a five percent interest rate, and not accounting for down

payment, homeowners insurance, real estate taxes, or any additional monthly expenses, a low-income borrower making \$38,850 per year (or less than 50 percent of the 2015 FFIEC adjusted median family income in the AA) could afford a \$130,960 mortgage with a payment of \$703 per month. This illustrates that a low-income borrower would be challenged to qualify for a mortgage loan in the AA. We considered this information in our analysis of borrower distribution of income level of the borrower for home mortgage lending.

Overall, the borrower distribution for home mortgage loans is adequate, when considering home refinance lending performance received greater emphasis than home purchase lending.

Home Purchase Loans

The borrower income distribution of home purchase loans is poor, when considering that the historic lack of housing affordability limits the population of low-income borrowers who could obtain home purchases. The percentage of home purchase loans made to low-income borrowers was significantly below the percentage of low-income families in the AA, while the percentage of loans to moderate-income borrowers was well below the percentage of moderate-income families in the AA. Market share performance was poor. MB's market shares to low- and moderate-income families were well below its overall market share.

Home Refinance Loans

The borrower income distribution of home refinance loans is adequate, when considering that the historic lack of housing affordability limits the population of low-income borrowers who could obtain refinances. The percentage of home refinance loans made to low-income borrowers was well below the percentage of low-income families in the AA, while the percentage of home refinance loans made to moderate-income borrowers was below the percentage of moderate-income families in the AA. Market share performance was poor. MB's market shares to low- and moderate-income families were well below its 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 borrower distribution of small loans to businesses is adequate, when considering market share performance. Lending to small businesses with less than \$1 million in revenues was well below the percentage of small businesses within the AA. Market share performance was excellent. MB's market share meets the overall market share for small business lending.

Community Development Lending

Refer to Table 1 Lending Volume in the State of Pennsylvania 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans, however.

CD lending has a neutral impact on the performance in the AA. While there were no CD loans made during the evaluation period in this AA, the bank's very limited presence hindered its ability to successfully compete and originate CD loans. As discussed in the market profile in appendix C, with one branch there was a very low number of bank employees in the AA. As such, the expertise to execute significant CD loans was not readily available. Additionally, there were many other banks with a much larger presence and capacity in the AA that MB had to compete against for CD loans.

Product Innovation and Flexibility

The offering of flexible and innovative loan products had a neutral impact on the Lending Test performance. MB originated or purchased 13 loans, totaling \$2.4 million, between January 1, 2014 and December 31, 2015. MB originated three FHA loans, totaling \$515,000 and one VA loan, totaling \$295,000, in 2014. MB originated nine FHA loans, totaling \$1.5 million in 2015.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in the state of Pennsylvania is rated "Low Satisfactory". Based on a full-scope review, the bank's performance under the Investment Test in the AA is adequate.

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.

During the evaluation period, MB made six investments, grants, and donations totaling \$1.0 million. When considering all investments, grants, and donations in the AA during the evaluation period, the total of \$1.0 million represents 16.55 percent of allocated Tier One Capital for the AA. This level is considered adequate, when considering the number of investments and allowing for the nearly three and a half-year evaluation period. Investment responsiveness is considered adequate. We considered the strong competition for CD investments in the AA from large national and regional institutions in the AA. These institutions have a greater capacity and expertise to secure qualifying investments yet ample opportunities are available.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in the state of Pennsylvania; is rated "Low Satisfactory". Based on a full-scope review, the bank's performance in the Philadelphia MD is adequate.

Retail Banking Services

Refer to Table 15 in the state of Pennsylvania 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 branch distribution in the Philadelphia AA is adequate, despite the very limited presence in the AA. The branch had one location during the evaluation period, located in a middle-income census tract.

The bank did not open, close, or acquire any branches in this AA during the review period. Hours and services offered at the Philadelphia branch do not differ from those offered at other MB branch locations. Services offered and hours of operation are comparable among locations regardless of the income level of the geography.

MB offers internet banking and mobile banking access to their account holders. Internet banking is available 24 hours a day seven days a week. MB customers can view their accounts, pay bills, transfer funds, review account history reports, access electronic documents and set up alerts. Based on MB's internet and mobile banking data, for the Philadelphia AA, online banking service was utilized by five MB customers located in low-income census tracts and 44 MB customers located in moderate-income census tracts. Mobile banking utilization reports reflect no use by MB customers located in low-income census tracts, while 12 MB customers located in moderate-income census tracts used the mobile service.

Community Development Services

MB's provision of CD services is adequate in the Philadelphia AA. Community service opportunities are abundant, based on information from community contacts and review of a variety of housing, economic development, and employment reports. A MB Board Member served as a board member of a local college where 62 percent of the students come from LMI families and receive Title IV needs based financial aid. This college is located in the Philadelphia area.

During this review period, three employees provided 158 hours in CD services to communities that MB serves. MB provided qualified CD services to no organizations that provide affordable housing, three organizations that provide community services to LMI individuals and no organizations that provide economic development services.

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 nonmetropolitan 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): (01/01/2013 to 12/31/2015) Investment and Service Tests and CD Loans: (08/13/2013 to 12/31/2016)	
Bank	Products Reviewed	
MB Financial Bank, National Association	Residential home purchase, home improvement, home refinance, multifamily loans, and small loans to businesses, Community Development Loans, Investments, and Services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
MB Financial CDC	Subsidiary	CD loans, investments, and services
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Chicago-Naperville-Elgin MMSA Chicago MD	Full-Scope	All of Cook, DuPage, and Will Counties.
Gary MD	Limited-Scope	Northwestern portion of Lake County, IN. (North, St. John and Hanover)
Lake MD (Lake Co-Kenosha Co)	Limited-Scope	All of census tracts within Lake County, IL.
Elgin MD	Limited-Scope	Eastern portion of Kane County, IL. (Dundee, Elgin, St. Charles, Geneva, Batavia and Aurora)
State of Illinois LaSalle County AA (Illinois Non-MSA)	Full-Scope	One census tract in eastern portion of LaSalle County
State of Pennsylvania Philadelphia AA (Philadelphia MD)	Full-Scope	All of Philadelphia County

Appendix B: Summary of Multistate Metropolitan Area and 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	High Satisfactory	Outstanding
Multistate Metropolitan Area or State:				
Chicago-Naperville-Elgin IL-IN-WI MMSA	Outstanding	Outstanding	High Satisfactory	Outstanding
Illinois	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
Pennsylvania	Low Satisfactory	Low Satisfactory	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

Chicago-Naperville-Elgin IL-IN-WI MMSA

Chicago MD 2013

Demographic Information for Full Scope Area: Chicago MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,759	13.93	24.73	30.93	30.13	0.28
Population by Geography	7,213,025	9.80	25.40	33.04	31.76	0.00
Owner-Occupied Housing by Geography	1,716,721	4.35	19.57	36.99	39.09	0.00
Business by Geography	512,965	5.28	16.91	32.12	45.56	0.12
Farms by Geography	6,541	3.20	15.75	35.56	45.45	0.05
Family Distribution by Income Level	1,715,222	23.51	17.05	19.21	40.23	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	695,764	16.92	35.82	31.72	15.54	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2013 Households Below Poverty Level		72,747 73,400 12%	Median Housing Value Unemployment Rate (2010 US Census)		290,640 4.82%	

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

Source: 2010 US Census and 2013 FFIEC updated MFI

Chicago MD 2015

Demographic Information for Full Scope Area: Chicago MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	1,686	14.29	23.67	31.02	30.72	0.30
Population by Geography	6,789,159	10.24	23.89	33.28	32.58	0.00
Owner-Occupied Housing by Geography	1,612,470	4.54	18.11	37.14	40.21	0.00
Business by Geography	395,662	5.08	15.95	31.31	47.52	0.15
Farms by Geography	5,325	3.53	14.07	35.06	47.32	0.02
Family Distribution by Income Level	1,611,867	23.49	16.82	19.07	40.62	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	649,667	17.81	33.95	32.20	16.04	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2015 Households Below Poverty Level		72,196 77,700 12%	Median Housing Value Unemployment Rate (2010 US Census)		293,402 4.86%	

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

Source: 2010 US Census and 2015 FFIEC updated MFI

Chicago-Naperville-Arlington Heights MD

The MB Chicago MD consists of Cook, DuPage and Will Counties in Illinois, which is a large portion of the Chicago metropolitan area. This AA was impacted by the 2014 OMB changes, which moved Kane County from this AA to the Elgin MD. The Chicago area is the third largest metropolitan area in the U.S. and a major economic and cultural center for the Midwest and for the nation. The U.S. Census Bureau reports that the three counties in this AA have a population of 6.9 million and that their population was growing at less than 1.00 percent per year from 2013 to 2015. Moody's Analytics projects a comparably small growth rate well into the future.

Local Banking Industry

According to the FDIC's June 30, 2015 Deposit Market Share Report, 145 banks operate 2,013 offices in the Chicago MD. JP Morgan Chase Bank is the market leader with a 23.79 percent deposit market share, 283 offices and \$78.8 billion in deposits. BMO Harris Bank ranks second with a 13.20 percent share, 133 offices and \$43.7 billion in deposits. Bank of America ranks third with a 12.10 percent share, 139 offices and \$40.1 billion in deposits. MB ranks 8th in the market with a 3.18 percent share, 77 offices and \$10.5 billion in deposits.

U.S. Census and FDIC data from 2014 show that the banking market in the Chicago MMSA has one deposit-gathering bank for approximately every 40 thousand residents and one insured bank depository office for every 3,100 residents. Compared with other large metropolitan areas in the U.S., the number of banks per capita in Chicago is very close to the median, while the number of bank branches per capita is significantly lower than the median, suggesting that banking services may not be as widely available in the Chicago as compared to other large urban areas. In addition, a 2015 FDIC survey found that 22.4 percent of residents in the Chicago metropolitan area are unbanked or underbanked, an increase from the FDIC's 2013 survey and higher than the 21.4 percent for Illinois. It is lower, however, than the 26.9 percent combined rate for the U.S.

Economy

Chicago is an important financial center in the U.S. and in the world, a large transportation, logistics and warehousing center, a major tourist destination, and has a growing high tech sector. Chicago also is an important center of higher education, with many leading universities. Moody's Analytics reports that the segments of the Chicago economy providing the most employment are Professional and Business Services, Education and Health Services, and Government. Large employers include Advocate Health Care System, the University of Chicago, JP Morgan Chase Bank, Northwestern Memorial Healthcare, and Walgreens Company. Academic and news reports describe the geographic distribution of jobs in the region as uneven, with greater concentrations in the central business district and in the north and west suburbs and fewer in LMI communities, particularly in areas of the City of Chicago south and west of downtown, and in some southern suburbs. A number of initiatives in the region, to which banks have provided loans, investments, and services address the disparate concentration of employment by increasing the number of businesses and jobs in LMI communities, by improving the skills of LMI residents, by encouraging investments in affordable housing near public transportation facilities, and by providing affordable and employer-assisted housing proximate to job centers.

The U.S. Bureau of Labor Statistics reports that the unemployment rate in the Chicago area declined each year of the evaluation period, decreasing from 8.3 percent in December 2013 to 5.4 percent in December 2016. The rate in the Chicago area was slightly lower than for Illinois but higher than the national rate in each year. The median family income for the Chicago MMSA, as estimated by the FFIEC for 2013 to

2016, has been up and down, and overall was approximately 1.8 percent higher at the end of the evaluation period than at the beginning. At the same time, Moody's Analytics reported in 2016 that personal income in the Chicago area grew in 2013, 2014 and 2015. These mixed indicators suggest that, based on employment and income trends, lending opportunities are likely to have increased modestly during the evaluation period.

Housing

HUD reports that the number of single-family and multifamily building permits issued in Cook, DuPage and Will Counties, combined, increased each year from 2013 to 2016 and that 86 percent more permits were issued in 2016 than in 2013. HUD data also shows, however, that more than 50 percent of new building permits in every year was for multifamily buildings in Cook County. In addition, news reports and public meetings in which public policy-makers and researchers discussed housing trends in the region have described significant increases in multifamily construction in upper-income areas immediately adjacent to downtown Chicago and along transit lines in a number of neighborhoods that formerly were predominantly LMI but recently have seen large increases in middle- and upper-income residents. These same sources also report that housing values in LMI neighborhoods have increased little if at all since the bottom of the 2008 to 2009 recession.

The overall expansion of the housing market suggests that lending opportunities in general were increasing over the evaluation period, but more detailed and nuanced sources of information indicate key unmet needs for residential real estate lending for affordable housing and in LMI communities in the city of Chicago and in the suburbs.

The city of Chicago is a relatively high-cost housing area, limiting access to affordable home ownership among low-income borrowers. The median housing value in the city of Chicago is \$222,900, according to the 2015 U.S. Census American Community Survey. One simplistic method used to determine housing affordability assumes a maximum monthly principal and interest payment of no more than 30 percent of the applicant's income. Assuming a 30-year mortgage with a five percent interest rate, and not accounting for down payment, homeowners insurance, real estate taxes, or any additional monthly expenses, a low-income borrower making \$38,850 per year (or less than 50 percent of the 2015 FFIEC adjusted median family income in the AA) could afford a \$180,880 mortgage with a payment of \$971 per month. This illustrates that a low-income borrower would be challenged to qualify for a mortgage loan in the AA.

Community Contacts and Assessment Area Needs

Through our community contact program, we identified the following community and credit needs in the Chicago MMSA that can be addressed by banks. Competition for community development opportunities is very strong and includes several large, nationwide and regional institutions. The Chicago area presents abundant opportunities for banks to serve all of the credit and community development needs identified below. Many sophisticated, accomplished and well-capitalized community development organizations and social service operate in the region, and these organizations are supported by an extensive network of foundations, research centers and universities that provide them with funding, information and expertise. In addition, local government agencies have designated many areas for redevelopment and devote a variety of resources (e.g., Tax Increment Financing districts, Empowerment Zones, Community Development Block Grants (CDBG) and Home Investment Partnership Program (HOME) Funds) to increase investment in those areas.

The inventory of organizations that primarily serve LMI needs in the Chicago AA is unusually large. An indicative list includes the following highlights:

- Twenty-seven CDFIs certified by the CDFI Fund of the U.S. Treasury Department, including six credit unions;
- An affiliate of NeighborWorks America that through eight local offices serves targeted communities throughout the region;
- An affiliate of the Local Initiatives Support Corporation that targets seventeen neighborhoods in the City of Chicago;
- Two dozen nonprofit, and at least six for-profit, housing developers;
- Forty HUD-Approved housing counseling agencies;
- Twenty Small Business Administration (SBA)-affiliated technical assistance centers for businesses;
- Four community land trusts providing affordable housing;
- Thirteen organizations in the City of Chicago focused on economic development and the retention of local industries;
- More than fifty neighborhood-based chambers of commerce focused on neighborhoods in the City of Chicago;
- A coalition of more than fifty organizations that are devoted to asset building for LMI families;
- More than fifty organizations providing employment and training services to LMI persons; and
- Numerous nonprofit social service agencies that target primarily LMI families for a wide variety of needs and purposes.

Community contacts considered for the evaluation noted that there is a paucity of bank branches in LMI areas, especially in the City of Chicago. Further, the community contact interviews describe the geographic distribution of jobs in the region as uneven, with greater concentrations in the central business district and in the north and west suburbs and fewer in LMI communities, particularly in areas of the City of Chicago south and west of downtown, and in some southern suburbs. A number of initiatives in the region, to which banks have provided loans, investments, and services address the disparate concentration of employment. These initiatives are increasing the number of businesses and jobs in LMI communities, by improving the skills of LMI residents, by encouraging investments in affordable housing near public transportation facilities, and by providing affordable and employer-assisted housing proximate to job centers.

Community contacts also describe the simultaneous displacement of LMI residents in certain neighborhoods, and reported on their efforts to retain affordable housing in gentrifying neighborhoods. Some community contact interviews also report a scarcity of bank financing for all types of residential purposes, including purchase money mortgages for single-family and multifamily real estate, acquisition and renovation loans, and home improvement loans – in LMI communities. Two CDFIs, for instance, report that they are responsible for disproportionately large shares of the single-family and multifamily mortgages originated in LMI communities, as compared to their shares historically.

Community contacts considered for this evaluation identified the following needs:

- Cash and in-kind support for housing counseling for first time home buyers, reverse mortgages, foreclosure prevention, and for personal financial education;
- Home mortgages for LMI buyers in LMI areas, especially in amounts less than \$150,000;
- Home purchase loans for individuals without social security numbers;
- Investments in loan pools that invest in commercial real estate in LMI areas and that make home purchase and rehab mortgages to LMI borrowers in LMI areas;
- Home improvement loans in LMI areas;
- Combined home acquisition and improvement loans in LMI areas;

- Loans to for-profit owners to purchase and rehab one to four unit properties in LMI areas for affordable housing;
- Loans for the purchase and acquisition of small multifamily buildings in LMI areas;
- Loans for new construction and for the acquisition and rehabilitation of office and commercial properties in LMI neighborhoods;
- Small dollar loans for consumers;
- Credit builder loans, low fee/low balance and second-chance checking accounts;
- Cash and in-kind support, including bank accounts, for tax preparation programs that target their services to LMI families eligible for the Earned Income Tax Credit;
- Business loans of less than \$200,000;
- Referrals of declined business applicants to CDFIs;
- Investments in loan pools of CDFIs that lend to small business and nonprofits;
- Cash and in-kind donations to CDFIs that finance small businesses; and
- Bankers willing to use SBA loan programs to help make credit more readily available to small businesses.

State of Illinois

IL non-MSA

Demographic Information for Full Scope Area: IL non-MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	1	0.00	0.00	100.00	0.00	0.00
Population by Geography	5,694	0.00	0.00	100.00	0.00	0.00
Owner-Occupied Housing by Geography	1,810	0.00	0.00	100.00	0.00	0.00
Business by Geography	310	0.00	0.00	100.00	0.00	0.00
Farms by Geography	61	0.00	0.00	100.00	0.00	0.00
Family Distribution by Income Level	1,560	10.58	16.22	28.65	44.55	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	418	0.00	0.00	100.00	0.00	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2015 Households Below Poverty Level		54,499 60,100 8%	Median Housing Value Unemployment Rate (2010 US Census)		142,200 6.29%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2010 US Census and 2015 FFIEC updated MFI

Illinois Non-MSA

The MB Illinois Non-MSA AA consists of a single census tract in LaSalle County, Illinois in the north central region of the state. LaSalle County is about 80 miles southwest of downtown Chicago. The bank operated one branch in the far Northeast corner of the census tract until its closure in December 2016. According to USBoundary.com, this census tract is approximately 150 square miles in area. As referenced in the table above, it has a population of just under 5,700; owner-occupied housing units of under 2,000; and under 400 businesses and farms. This information helps to illustrate the very limited lending opportunities in the AA.

Local Banking Industry

According to the FDIC's June 30, 2015 Deposit Market Share Report for the Illinois non-MSA area, two banks operate two offices in LaSalle County. Marseilles Bank is the market leader with an 80.81 percent deposit market share, one office and \$48.1 million in deposits. MB ranks second with a 19.19 percent share, one office and \$11.4 million in deposits.

Economy

The National Association of Counties (NACO) reports that the top five industries providing employment in LaSalle County are Transportation and Utilities; Government; Manufacturing; Other Services; and Logging and Mining. Specifically for the one census tract included in the bank's AA, agricultural farming is the primary economic driver. The FFIEC in 2014 designated 20 of the 28 census tracts in LaSalle County as "Distressed due to Unemployment." In addition, LaSalle County's unemployment rate has been slightly above the rate for Illinois in each year of the evaluation period.

Nevertheless, other economic indicators suggest that conditions in LaSalle County during the evaluation period remained steady with a slight improvement in 2016. The unemployment rate for LaSalle in November 2016 was 5.8 percent, which was 1 percentage point lower than in November of 2015 when it was 6.9 percent and 2014 when it was 6.8 percent. In addition, NACO publishes an Economic Distress

Index for 3,128 counties in the U.S. based on U.S. Census data for factors such as the percentage of residents in poverty, percentage of adults not working, and housing vacancy rates. LaSalle County ranked 1,733rd – in the middle range of the counties NACO evaluated.

Housing

The housing market in LaSalle County remained steady but experienced several notable changes over the evaluation period. Using U.S. Census data, HUD reports that total housing units remained at slightly fewer than 50,000 in the county in 2013, 2014 and 2015. At the same time, the Zillow Home Value Index reports that home values in LaSalle County hovered around \$95,000 from 2013 to 2015, but increased by 5 percent to \$99,900 in December 2016. HUD also reports two important changes. Owner occupancy rates decreased from 73.9 percent in 2013 to 70.8 percent in 2015, and vacant units not available for sale or rent increased from 7.3 percent of total units in 2013 to 8.8 percent in 2015.

Community Contacts and Assessment Area Needs

Through our community contact program, we identified the following community and credit needs in the Illinois Non-MSA that can be addressed by banks. A community contact interview revealed affordable housing as a key need, particularly in some of the larger communities in LaSalle County. Affordable housing also is an important component of economic development in the area because companies seeking to relocate often take into account the supply of affordable housing when making location decisions.

Specifically for the bank's one census tract AA, limited opportunities are available to help banks meet the credit and community development needs of LMI persons and areas in this AA compared to other AAs. According to taxexemptworld.com, there is a very small number of nonprofit organizations providing qualifying CD services/programs operating in the bank's AA.

State of Pennsylvania

Philadelphia MD

Demographic Information for Full Scope Area: Philadelphia MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	384	15.89	28.91	26.56	25.52	3.13
Population by Geography	1,526,006	15.79	31.70	28.80	23.08	0.63
Owner-Occupied Housing by Geography	317,755	11.01	29.11	33.47	26.40	0.01
Business by Geography	96,515	10.94	22.20	25.65	39.20	2.00
Farms by Geography	523	6.88	18.93	27.72	44.17	2.29
Family Distribution by Income Level	311,376	30.22	17.57	17.62	34.59	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	148,805	23.38	41.44	25.13	10.01	0.04
Median Family Income		54,139	Median Housing Value		159,504	
FFIEC Adjusted Median Family Income for 2015		56,200	Unemployment Rate (2010 US Census)		5.87%	
Households Below Poverty Level		23%				

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

Source: 2010 US Census and 2015 FFIEC updated MFI

Philadelphia AA

The MB Philadelphia AA (Philadelphia MD), consists of Philadelphia County, Pennsylvania only, which is coterminous with the City of Philadelphia. The AA meets regulatory requirements and does not arbitrarily exclude low- or moderate-income census tracts. The U.S. Census Bureau reports that Philadelphia had a population of 1.6 million people in 2015 and the population grew by less than 1 percent per year from 2013 – 2015. The Philadelphia area is the seventh most populous metropolitan area in the U.S. The bank operated one branch in this AA North of the city of Philadelphia.

Local Banking Industry

According to the FDIC's June 30, 2015 Deposit Market Share Report 38 banks operate 287 branches in the Philadelphia MD. Wells Fargo is the market leader with a 25.38 percent deposit market share, 39 offices and \$12.9 billion in deposits. PNC Bank ranks second with a 16.81 percent share, 38 offices and \$8.5 billion in deposits. Bank of America ranks third with a 14.71 percent share, 18 offices and \$7.5 billion in deposits. MB ranks 18th in the region with a .08 percent share, 1 office and \$40.2 million in deposits.

Using 2014 FDIC and U.S. Census data, the Philadelphia MSA had one deposit-gathering bank for approximately every 44,000 residents and one insured bank depository office for every 3,400 residents. Compared with other large metropolitan areas in the U.S., the number of banks per capita in Philadelphia is 6.00 percent higher than the median, while the number of bank branches per capita is 12.00 percent lower than the median. The lower per capita branch figure suggests that banking services may not be as widely available in Philadelphia as compared to other large urban areas.

Economy

Philadelphia is an important economic, cultural, and educational center for the Mid-Atlantic region and is an important center of higher education, with many leading universities. Moody's Analytics reports that the segments of the Philadelphia economy providing the most employment are Education and Health

Services, Government, and Professional and Business Services. Large employers include the University of Pennsylvania Health System, Thomas Jefferson University and TJUH System, Comcast Corp., Drexel University, and Einstein Healthcare Network. According to Moody's Analytics the economy of the Philadelphia metropolitan area added many jobs in 2016, especially in the education and healthcare industries. Moody's also reports that labor force participation and average hourly wages both increased in 2016.

The U.S. Bureau of Labor Statistics reports that the unemployment rate in the Philadelphia area declined in all but one year of the evaluation period. Overall, it decreased from 6.3 percent in December 2013 to 4.6 percent in December 2016. The rate in the Philadelphia area was slightly lower than the rate in Pennsylvania and in the nation in each year. Median family income for Philadelphia County as reported by the U.S. Census Bureau decreased by 3.3 percent from 2013 to 2015. At the same time, Moody's Analytics reported in 2016 that personal income in the Philadelphia area grew in 2013, 2014 and 2015. These mixed indicators, strong job growth, decreasing unemployment, increasing labor force participation, declining median family income and increasing personal income, suggest that lending opportunities are likely to have increased only modestly during the evaluation period.

Housing

Using data from the U.S. Census Bureau, HUD reports that the number of new single-family building permits issued in Philadelphia County increased in 2013, 2014 and 2015. While new permits also were issued in 2016, there were fewer issued than in 2015. New multifamily permits were issued in each year too, but at decreasing rates in 2015 and 2016. HUD also reports that the homeownership rate in Philadelphia, while lower than in the metropolitan area, increased from 51 percent in 2013 to 52.6 percent in 2015. Meanwhile, the Zillow Home Value Index reports that housing values in Philadelphia County in December each year increased, and at an accelerating pace each year. Overall, home values increased by 19 percent over the evaluation period. This expansion of the housing market in homeowners, units, and prices suggests that lending opportunities in general were likely to have been increasing over the evaluation period.

The Philadelphia AA is a relatively high-cost housing area, limiting access to affordable home ownership among low-income borrowers. The median housing value in the AA is \$145,300, according to the 2015 US Census American Community Survey. One simplistic method used to determine housing affordability assumes a maximum monthly principal and interest payment of no more than 30 percent of the applicant's income. Assuming a 30-year mortgage with a five percent interest rate, and not accounting for down payment, homeowners insurance, real estate taxes, or any additional monthly expenses, a low-income borrower making \$38,850 per year (or less than 50 percent of the 2015 FFIEC adjusted median family income in the AA) could afford a \$130,960 mortgage with a payment of \$703 per month. This illustrates that a low-income borrower would be challenged to qualify for a mortgage loan in the AA.

U.S. Census data reported by HUD shows that in Philadelphia County, in every year of the evaluation period, 9 percent of housing units were vacant and unavailable for sale or for rent. Those units, which number about 60,000, constitute more than 40 percent of such vacant units in the metropolitan area as a whole. For comparison, the population of Philadelphia County is just 25 percent of the population of the metropolitan area.

Community Contact and Assessment Area Needs

Through our community contact program, we identified the following community and credit needs in the Philadelphia MD that can be addressed by banks. Information from community contact interviews

indicate that the number of vacant housing units in LMI areas of Philadelphia County is a key matter of concern.

In addition, community contact interviews indicate there is a need for more bank branches, especially in LMI neighborhoods in Philadelphia. The results of a 2015 FDIC survey, however, show that 23 percent of Philadelphia area residents are unbanked or underbanked, which is significantly less than the national rate of 27 percent, suggesting that banking services may be more available in Philadelphia than elsewhere.

Information from community contact interviews identified the following needs:

- Home repair loans;
- Loans for the renovation of rental real estate, especially for the many foreclosed homes in Philadelphia;
- Bank participation in home repair loan and down payment assistance programs;
- Refinance loans for purchase money mortgages;
- Cash and in-kind support for new construction of homes for LMI families;
- Innovative mortgage products such as shared equity mortgages;
- Banks willing to collaborate with other lenders on second-look programs for home mortgages;
- Financial counseling for small business owners;
- Small business loans of \$200,000 - \$500,000;
- Bankers willing and able to interact with the growing immigrant communities in Philadelphia;
- Lines of credit for nonprofit organizations;
- Referrals to CDFIs of applicants that banks have declined for all types of loans;
- Cash and in-kind support CDFIs for their operations;
- Cash and in-kind support for personal financial counseling, foreclosure counseling, and homebuyer counseling programs;
- Cash and in-kind support, including bank accounts, for tax preparation programs that target their services to LMI families eligible for the Earned Income Tax Credit;
- Cash and in-kind support for, and introductions to other potential supporters of programs targeted to the homeless, such as food pantries, legal assistance, medical care, housing, and clothing; and
- Bank support of anti-payday lending legislation.

The Philadelphia area presents abundant opportunities for banks to serve all of the credit and community development needs identified above. Many sophisticated, accomplished and well-capitalized community development organizations and social service operate in the region, and these organizations are supported by an extensive network of foundations, research centers and universities that provide them with funding, information and expertise. In addition, local government agencies administer a wide range of programs to increase investments in targeted areas.

The inventory of organizations that primarily serve LMI needs in Philadelphia is very large. An indicative list includes the following:

- Thirty-one HUD-Approved Housing Counseling Agencies in Philadelphia;
- Fourteen CDFIs serving a wide range of community development financing needs;
- Forty-eight nonprofit members of a coalition of organizations that target economic development, affordable housing and other needs of LMI families and communities;
- An affiliate of the Local Initiatives Support Corporation that targets four communities in the City of Philadelphia;
- An affiliate of NeighborWorks America that serves several LMI communities in Philadelphia County;

- Virtually innumerable nonprofit social service agencies that target primarily LMI families for a wide variety of needs and purposes;
- More than two dozen nonprofit organizations providing employment and training services to LMI persons; and
- Approximately twelve SBA-affiliated technical assistance centers and financing organizations for businesses.

While the information above illustrates the abundant opportunities for banks to serve credit and community needs in the AA, MB's very limited presence in the AA hinders its ability to fully address these opportunities. As discussed earlier in this section, there are many banks with a much larger presence in the AA that have the capacity to serve needs in the AA. In addition for MB, with only one branch and a very limited number of employees, the expertise to execute significant CD loan or investments was not readily available.

Appendix D: Tables of Performance Data

Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of 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.

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. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans.

- 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.

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.

Tables of Performance Data

Chicago-Naperville-Elgin IL-IN-WI MMSA

Table 1. Lending Volume

LENDING VOLUME												
Geography: CHICAGO MMSA												
Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015												
Assessment Area:	% 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 MD^	83.90	2,260	592,668	2,620	589,778	0	0	247	634,312	5,127	1,816,758	97.01
Limited Review:												
Elgin MD^	2.88	68	12,914	101	29,668	0	0	7	15,734	176	58,316	1.71
Gary MD	0.82	34	4,808	14	3,726	0	0	2	2,500	50	11,034	0.04
Lake Co-Kenosha Co MD	12.40	279	80,035	475	107,916	0	0	4	13,316	758	201,267	1.24

* Loan Data as of December 31, 2015. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from August 13, 2013 to December 31, 2016 for all AAs except for the Elgin MD, which is from January 1, 2014 to December 31, 2016.

*** Deposit Data as of June 30, 2015. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: CHICAGO MMSA				Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015									
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:															
Chicago MD^	1,108	86.03	4.54	3.25	18.11	14.26	37.14	41.79	40.21	40.70	0.77	0.89	0.74	0.88	0.68
Limited Review:															
Elgin MD^	32	2.48	0.46	0.00	36.11	15.63	33.47	43.75	29.97	40.63	0.33	0.00	0.10	0.50	0.36
Gary MD	20	1.55	1.57	0.00	21.59	5.00	24.76	35.00	52.08	60.00	0.33	0.00	0.23	0.74	0.21
Lake Co-Kenosha Co MD	128	9.94	2.39	0.00	16.16	7.03	37.75	38.28	43.70	54.69	0.79	0.00	0.33	0.81	0.94

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

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

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: CHICAGO MMSA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015									
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	Overall	Low	Mod	Mid	Upp	
Full Review:																
Chicago MD^	50	92.59	4.54	10.00	18.11	14.00	37.14	44.00	40.21	32.00	0.69	0.82	0.56	0.96	0.51	
Limited Review:																
Elgin MD^	1	1.85	0.46	0.00	36.11	0.00	33.47	0.00	29.97	100.00	0.39	0.00	0.00	0.00	0.96	
Gary MD	0	0.00	1.57	0.00	21.59	0.00	24.76	0.00	52.08	0.00	0.00	0.00	0.00	0.00	0.00	
Lake Co-Kenosha Co MD	3	5.56	2.39	0.00	16.16	0.00	37.75	0.00	43.70	100.00	0.36	0.00	0.00	0.00	0.67	

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

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

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															
Geography: CHICAGO MMSA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015										
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Chicago MD^	1,068	84.43	4.54	2.90	18.11	13.76	37.14	33.05	40.21	50.28	0.76	0.79	0.80	0.79	0.74
Limited Review:															
Elgin MD^	35	2.77	0.46	0.00	36.11	25.71	33.47	37.14	29.97	37.14	0.44	0.00	0.57	0.40	0.41
Gary MD	14	1.10	1.57	0.00	21.59	0.00	24.76	28.57	52.08	71.43	0.22	0.00	0.00	0.37	0.21
Lake Co-Kenosha Co MD	148	11.70	2.39	0.00	16.16	5.41	37.75	25.68	43.70	68.92	0.81	0.00	0.62	0.67	0.93

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

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

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: CHICAGO MMSA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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 MD^	34	100.00	12.47	17.65	22.08	35.29	32.00	17.65	33.45	29.41	1.01	1.44	1.31	0.48	1.07	
Limited Review:																
Elgin MD^	0	0.00	3.06	0.00	49.84	0.00	35.91	0.00	11.19	0.00	0.00	0.00	0.00	0.00	0.00	
Gary MD	0	0.00	17.87	0.00	27.60	0.00	24.14	0.00	30.39	0.00	0.00	0.00	0.00	0.00	0.00	
Lake Co-Kenosha Co MD	0	0.00	9.49	0.00	31.06	0.00	40.75	0.00	18.70	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 Multifamily Units is the number of multifamily units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

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

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: CHICAGO MMSA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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 Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Chicago MD^	2,618	81.61	5.08	6.07	15.95	15.13	31.31	32.43	47.52	46.37	0.80	1.25	0.82	0.76	0.79									
Limited Review:																								
Elgin MD^	101	3.15	2.43	0.00	26.21	18.81	40.52	30.69	30.83	50.50	0.54	0.00	0.27	0.36	0.88									
Gary MD	14	0.43	5.01	0.00	16.07	57.14	22.50	7.14	56.43	35.71	0.12	0.00	0.66	0.04	0.05									
Lake Co-Kenosha Co MD	475	14.81	1.56	0.00	12.65	4.63	34.08	10.32	51.70	85.05	0.66	0.00	0.34	0.28	0.99									

* Based on 2015 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 (2015).

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: CHICAGO MMSA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families 3	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Chicago MD^	1,108	86.03	23.49	12.27	16.82	26.31	19.07	21.54	40.62	39.89	0.90	1.14	1.03	0.88	0.80	
Limited Review:																
Elgin MD^	32	2.48	22.18	0.00	19.60	25.00	21.01	25.00	37.21	50.00	0.42	0.00	0.28	0.47	0.66	
Gary MD	20	1.55	20.52	5.56	17.20	16.67	21.11	50.00	41.18	27.78	0.37	0.29	0.26	0.65	0.28	
Lake Co-Kenosha Co MD	128	9.94	18.48	7.14	16.77	19.05	21.12	24.60	43.63	49.21	0.97	0.51	1.06	1.10	0.99	

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.7% of loans originated and purchased by bank.

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

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: CHICAGO MMSA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015					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 ⁴	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Chicago MD^	50	92.59	23.49	2.27	16.82	25.00	19.07	15.91	40.62	56.82	0.65	0.22	1.08	0.41	0.69	
Limited Review:																
Elgin MD^	1	1.85	22.18	0.00	19.60	0.00	21.01	100.00	37.21	0.00	0.43	0.00	0.00	2.50	0.00	
Gary MD	0	0.00	20.52	0.00	17.20	0.00	21.11	0.00	41.18	0.00	0.00	0.00	0.00	0.00	0.00	
Lake Co-Kenosha Co MD	3	5.56	18.48	0.00	16.77	0.00	21.12	0.00	43.63	100.00	0.39	0.00	0.00	0.00	0.66	

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 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.

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

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: CHICAGO MMSA															
Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015															
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 ⁵	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Chicago MD [^]	1,068	84.43	23.49	9.21	16.82	16.38	19.07	22.11	40.62	52.30	0.86	1.08	0.93	0.77	0.86
Limited Review:															
Elgin MD [^]	35	2.77	22.18	9.09	19.60	18.18	21.01	21.21	37.21	51.52	0.53	0.71	0.55	0.40	0.56
Gary MD	14	1.10	20.52	20.00	17.20	30.00	21.11	10.00	41.18	40.00	0.15	0.55	0.28	0.00	0.11
Lake Co-Kenosha Co MD	148	11.70	18.48	1.42	16.77	14.89	21.12	18.44	43.63	65.25	0.95	0.40	1.17	1.00	0.94

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 6.8% 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)

[^] The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: CHICAGO MMSA			Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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 MD^	2,620	81.62	74.82	42.25	51.26	19.35	29.39	0.80	0.60
Limited Review:									
Elgin MD^	101	3.15	74.36	25.74	35.64	25.74	38.61	0.54	0.09
Gary MD	14	0.43	77.28	7.14	42.86	21.43	35.71	0.12	0.04
Lake Co-Kenosha Co MD	475	14.80	78.62	10.32	43.37	24.63	32.00	0.66	0.20

* Based on 2015 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 - 2015).

**** 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 76.07% of small loans to businesses originated and purchased by the bank.

^ The analysis period for the Chicago MD and Elgin MD is January 1, 2014 to December 31, 2015.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: CHICAGO MMSA				Evaluation Period: AUGUST 13, 2013 TO DECEMBER 31, 2016					
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 MD	54	87,693	597	47,360	651	135,053	97.79	31	22,036
Limited Review:									
Elgin MD [^]	4	672	9	261	13	933	0.67	0	0
Gary MD	0	0	8	661	8	661	0.48	0	0
Lake Co-Kenosha Co MD	3	443	9	1,015	12	1,459	1.06	1	796

* '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 bank's financial reporting system.

[^] The evaluation period for the Elgin MD is January 1, 2014 to December 31, 2015.

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: CHICAGO MMSA Evaluation Period: AUGUST 13, 2013 TO DECEMBER 31, 2016																	
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:																	
Chicago MD	97.01	92	92.00	1.09	9.78	38.04	51.09	1	10	0	-4	-2	-3	10.24	23.89	33.28	32.58
Limited Review:																	
Elgin MD	1.71	2	2.00	0.00	0.00	50.00	50.00	0	1	0	-1	0	0	1.18	44.87	29.13	24.83
Gary MD	0.04	1	1.00	0.00	0.00	0.00	100.00	0	0	0	0	0	0	5.28	27.51	23.01	44.19
Lake Co-Kenosha Co MD	1.24	5	5.00	0.00	0.00	40.00	60.00	0	0	0	0	0	0	4.51	20.72	35.48	38.67

State of Illinois

Table 1. Lending Volume

LENDING VOLUME												
Geography: ILLINOIS												
Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015												
Assessment Area:	% 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:												
IL non-MSA	60.00	1	15	2	187	0	0	0	0	3	202	100.00
IL Statewide with P/M/F to serve the AA	40.00	0	0	0	0	0	0	2	8,023	2	8,023	0

* Loan Data as of December 31, 2015. Rated area refers to either state or multi-state MA rating area.
 ** The evaluation period for Community Development Loans is from August 13, 2013 to December 31, 2016.
 *** Deposit Data as of June 30, 2015. Rated Area refers to either the state, multi-state MA, or bank, as appropriate.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance 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:															
IL non-MSA	1	100.00	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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 Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IL non-MSA	2	100.00	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.09	0.00	0.00	0.00	0.28									

* Based on 2015 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 (2015).

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IL non-MSA	1	100.00	10.58	0.00	16.22	0.00	28.65	0.00	44.55	100.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 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.

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		Geography: ILLINOIS			Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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:									
IL non-MSA	2	100.00	77.10	50.00	50.00	50.00	0.00	0.09	0.00

* Based on 2015 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 - 2015).

**** 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 50.00% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: ILLINOIS		Evaluation Period: AUGUST 13, 2013 TO DECEMBER 31, 2016				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
IL non-MSA	0	0	3	202	3	202	100	0	0

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: ILLINOIS Evaluation Period: AUGUST 13, 2013 TO DECEMBER 31, 2016																	
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:																	
IL non-MSA	100.00	0	0.00	0.00	0.00	0.00	0.00	0	1	0	0	-1	0	0.00	0.00	100.00	0.00

State of Pennsylvania

Table 1. Lending Volume

LENDING VOLUME												
Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015						
Assessment Area:	% 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:												
Philadelphia MD	100.00	98	18,494	34	4,664	0	0	0	0	132	23,158	100.00

* Loan Data as of December 31, 2015. Rated area refers to either state or multi-state MA rating area.
 ** The evaluation period for Community Development Loans is from August 13, 2013 to December 31, 2016.
 *** Deposit Data as of June 30, 2015. Rated Area refers to either the state, multi-state MA, or bank, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: PENNSYLVANIA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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:																								
Philadelphia MD	49	100.00	11.01	6.12	29.11	14.29	33.48	42.86	26.40	36.73	0.20	0.10	0.10	0.24	0.26									

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 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: PENNSYLVANIA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Philadelphia MD	49	100.00	11.01	10.20	29.11	18.37	33.48	26.53	26.40	44.90	0.24	0.87	0.17	0.17	0.26									

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: PENNSYLVANIA					Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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 Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Philadelphia MD	34	100.00	10.94	67.65	22.20	2.94	25.65	20.59	39.20	8.82	0.03	0.10	0.00	0.07	0.01									

* Based on 2015 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 (2015).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															
Geography: PENNSYLVANIA															
Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015															
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****	% Families 7	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Philadelphia MD	49	100.00	30.22	4.08	17.57	10.20	17.62	32.65	34.59	53.06	0.25	0.17	0.16	0.32	0.27

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 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. 7 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: PENNSYLVANIA															
Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015															
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 ⁸	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Philadelphia MD	49	100.00	30.22	6.25	17.57	12.50	17.62	25.00	34.59	56.25	0.33	0.17	0.18	0.32	0.38

* Based on 2015 Peer Mortgage Data -- US and PR

** 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 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.0% 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 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: PENNSYLVANIA			Evaluation Period: JANUARY 1, 2013 TO DECEMBER 31, 2015				
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:									
Philadelphia MD	34	100.00	76.52	23.53	70.59	8.82	20.59	0.03	0.03

* Based on 2015 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 - 2015).

**** 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 73.53% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: PENNSYLVANIA		Evaluation Period: AUGUST 13, 2013 TO DECEMBER 31, 2016					
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Philadelphia MD	0	0	6	1,020	6	1,020	100	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 bank'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: PENNSYLVANIA Evaluation Period: AUGUST 13, 2013 TO DECEMBER 31, 2016																	
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:																	
Philadelphia MD	100.00	1	100.00	0.00	0.00	100.00	0.00	0	0	0	0	0	0	15.79	31.70	28.80	23.08

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: BROADER REGIONAL AREA				Evaluation Period: AUGUST 13, 2013 TO DECEMBER 31, 2016					
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Broader Regional Area with P/M/F to serve an AA(s)	3	1,221,701	2	3,875,534	5	5,097,235	100	1	622,904
Nationwide	0	0	11	4,057,556	11	4,057,556	100	11	10,166,305

* '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 bank's financial reporting system.

