

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**PRE-EFFECTIVE AMENDMENT NO. 3
TO THE
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BANKFINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

6035
(Primary Standard Industrial
Classification Code Number)

Being applied for
(I.R.S. Employer
Identification Number)

**15W060 North Frontage Road
Burr Ridge, Illinois 60527
(800) 894-6900**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**F. Morgan Gasior
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Burr Ridge, Illinois 60527
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional shares for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	26,450,000 shares	\$ 10.00	\$ 264,500,000(1)	\$ 33,512(2)
Participation Interests	985,982 interests	—	—	(3)

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) A fee of \$30,999 has been previously submitted.
- (3) The securities of BankFinancial Corporation to be purchased by the BankFinancial and Subsidiaries Associate Investment Plan are included in the amount shown for common stock. However, pursuant to Rule 457(h) of the Securities Act of 1933, as amended, no separate fee is required for the participation interests. Pursuant to such rule, the amount being registered has been calculated on the basis of the number of shares of common stock that may be purchased with the current assets of such plan.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

PROSPECTUS

BANKFINANCIAL CORPORATION

(Proposed Holding Company for BankFinancial, F.S.B.)

Up to 26,450,000 Shares of Common Stock

BankFinancial Corporation, a Maryland corporation, is offering shares of common stock for sale in connection with the conversion of BankFinancial MHC, Inc. from the mutual to the stock form of organization. All shares of common stock are being offered for sale at a price of \$10.00 per share. We expect our shares of common stock will trade on the Nasdaq National Market under the symbol "BFIN."

We are offering up to 23,000,000 shares of common stock for sale on a best efforts basis. We may sell up to 26,450,000 shares of common stock because of demand for the shares or changes in market conditions, without resoliciting subscribers. We must sell a minimum of 17,000,000 shares in order to complete the offering.

We are offering the shares of common stock in a "subscription offering" in the following descending order of priority:

- First, to depositors of BankFinancial, F.S.B. with aggregate account balances of at least \$50 on March 31, 2003.
- Second, to BankFinancial, F.S.B.'s tax-qualified employee benefit plans.
- Third, to depositors of BankFinancial, F.S.B. with aggregate account balances of at least \$50 on December 31, 2004.
- Fourth, to depositors of BankFinancial, F.S.B. as of [record date] and to borrowers of BankFinancial, F.S.B. as of January 1, 1999 whose borrowings remained outstanding as of [record date].

Shares of common stock not purchased in the subscription offering may be offered for sale to the general public in a "community offering." We also may offer for sale shares of common stock not purchased in the subscription offering or community offering through a "syndicated community offering" managed by Sandler O'Neill & Partners, L.P.

The minimum number of shares you may order is 25 shares. The offering is expected to expire at 12:00 noon, Central time, on [expiration date]. We may extend this expiration date without notice to you until [extension date], unless the Office of Thrift Supervision approves a later date, which may not be beyond [final date]. Once submitted, orders are irrevocable unless the offering is terminated or is extended beyond [extension date], or the number of shares of common stock to be sold is increased to more than 26,450,000 shares or decreased to less than 17,000,000 shares. If the offering is extended beyond [extension date], or if the number of shares of common stock to be sold is increased to more than 26,450,000 shares or decreased to less than 17,000,000 shares, we will promptly return, with interest, all funds previously delivered to us to purchase shares of common stock in the offering, and subscribers may be resolicited with the approval of the Office of Thrift Supervision. Funds received during the offering will be held in a segregated account at BankFinancial, F.S.B. or another insured depository institution and will earn interest at our passbook savings rate.

Sandler O'Neill & Partners, L.P. will assist us in selling our shares of common stock on a best efforts basis. Sandler O'Neill & Partners, L.P. is not required to purchase any shares of the common stock that are being offered for sale. Purchasers will not pay a commission to purchase shares of common stock in the offering.

This investment involves a degree of risk, including the possible loss of your investment.

Please read "[Risk Factors](#)" beginning on page 18.

TERMS OF THE OFFERING

Price: \$10.00 per Share

	<u>Minimum</u>	<u>Maximum</u>	<u>Adjusted Maximum</u>
Number of shares	17,000,000	23,000,000	26,450,000
Gross offering proceeds	\$ 170,000,000	\$ 230,000,000	\$ 264,500,000
Estimated offering expenses	\$ 2,652,000	\$ 3,148,000	\$ 3,434,000
Estimated net proceeds	\$ 167,348,000	\$ 226,852,000	\$ 261,066,000
Estimated net proceeds per share	\$ 9.84	\$ 9.86	\$ 9.87

These securities are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Neither the Securities and Exchange Commission, the Office of Thrift Supervision, nor any state securities regulator has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Sandler O'Neill & Partners, L.P.

The date of this prospectus is _____.

[MAP SHOWING BANKFINANCIAL, F.S.B.'S MARKET AREA APPEARS HERE]

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ABOUT THIS PROSPECTUS

The words “we,” “our” and other similar references are intended to refer to BankFinancial MHC, Inc. and its subsidiaries (including BankFinancial Corporation, a federal corporation, and BankFinancial, F.S.B.) when relating to matters and time periods prior to the completion of the conversion and the offering, and to refer to BankFinancial Corporation, a Maryland corporation, and its subsidiaries (including BankFinancial, F.S.B.) when referring to matters and time periods after completion of the conversion and the offering. In addition, unless otherwise indicated, references to BankFinancial Corporation mean BankFinancial Corporation, the Maryland corporation.

SUMMARY

The following summary highlights selected information in this prospectus. It may not contain all the information that is important to you. For additional information, you should read this entire prospectus carefully, including the consolidated financial statements and the notes to the consolidated financial statements.

BankFinancial, F.S.B.

BankFinancial, F.S.B. is a full-service, community-oriented savings bank with total assets of \$1.493 billion, total net loans of \$1.092 billion and total deposits of \$1.116 billion at December 31, 2004. We provide financial services to individuals, families and businesses through our 16 full-service banking offices, located in Cook, DuPage, Lake and Will Counties, Illinois. Originally organized in 1924, BankFinancial, F.S.B. reorganized into the mutual holding company structure in January 1999. BankFinancial, F.S.B. is currently the wholly owned subsidiary of BankFinancial Corporation, a federal corporation, which is the wholly owned subsidiary of BankFinancial MHC, Inc., a federal mutual holding company.

BankFinancial, F.S.B.'s business consists primarily of accepting deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, in multi-family mortgage loans, nonresidential real estate loans, commercial and construction loans and commercial leases, as well as one- to four-family residential mortgage loans and agency securities and mortgage-backed securities. In addition, we sell variable annuities and securities through our Wealth Management Group, and we sell title insurance, property and casualty insurance, fixed annuities and other insurance products through Financial Assurance Services, one of our two wholly-owned subsidiaries. We design our service delivery channels to suit the needs of our customers, with an emphasis on delivering services electronically and on-demand at our customers' convenience.

BankFinancial, F.S.B.'s executive offices are located at 15W060 North Frontage Road, Burr Ridge, Illinois 60527. Our telephone number at this address is (800) 894-6900. Our website address is www.bankfinancial.com.

BankFinancial Corporation

BankFinancial Corporation is a newly-formed Maryland corporation that will own all of the outstanding common stock of BankFinancial, F.S.B. upon completion of the mutual-to-stock conversion and the offering. BankFinancial Corporation has not engaged in any business to date.

Our executive offices are located at 15W060 North Frontage Road, Burr Ridge, Illinois 60527. Our telephone number at this address is (630) 242-7700.

Our Organizational Structure

In January 1999, BankFinancial, F.S.B.'s mutual predecessor reorganized into the mutual holding company form of organization by forming BankFinancial MHC, Inc. BankFinancial MHC owns 100% of the outstanding shares of common stock of BankFinancial Corporation, a federal corporation. BankFinancial MHC is a mutual holding company that has no stockholders. BankFinancial Corporation, a federal corporation, owns 100% of the outstanding shares of common stock of BankFinancial, F.S.B. BankFinancial Corporation, a federal corporation, has not issued shares of stock to the public.

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Pursuant to the terms of BankFinancial MHC's plan of conversion and reorganization, BankFinancial MHC will convert from a mutual holding company to the public form of corporate structure. As part of the conversion, we are offering for sale in a subscription offering, and, if necessary, a community offering and a syndicated community offering, shares of common stock of BankFinancial Corporation, a Maryland corporation. Upon the completion of the conversion and offering, BankFinancial MHC and BankFinancial Corporation, the federal corporation, will cease to exist.

Business Strategy

Our primary business strategy for the past five years has been to transform BankFinancial, F.S.B. from a traditional savings bank to a multi-faceted financial institution with a diversified balance sheet and enhanced capabilities in commercial banking products and services, while expanding our geographic presence in the Chicago metropolitan area and developing managerial and technological resources and infrastructure capable of supporting future growth. In pursuing these objectives, we improved the composition of our deposits, expanded our multi-family and commercial real estate lending, and implemented additional commercial lending and leasing capabilities and product lines. We also added expertise in information technology and expanded our mergers and acquisitions capabilities. In November 2001, we acquired Success Bancshares and its wholly owned subsidiary, Success National Bank. The following represent the major results of our business strategy as of December 31, 2004.

- We increased multi-family mortgage loans, nonresidential real estate loans, construction and land loans and commercial loans and leases to \$728.2 million, or 66.2% of our total loan portfolio at December 31, 2004, compared to \$125.0 million, or 13.1% of our total loan portfolio at December 31, 2000. As a result, our allowance for loan losses increased to 1.00% of total loans, compared to 0.78% at December 31, 2000. Our ratio of nonperforming loans to total loans was 0.59% at December 31, 2004, and 0.72% at December 31, 2000.
- We increased our commercial demand deposits to \$61.9 million, or 5.5% of total deposits at December 31, 2004, compared to \$18.8 million, or 2.2% of total deposits at December 31, 2000, through targeted marketing programs and the acquisition of Success Bancshares.
- We increased our core deposits (savings, money market, noninterest bearing demand and NOW accounts) to \$675.4 million, or 60.5% of total deposits at December 31, 2004, compared to \$306.1 million, or 36.6% of total deposits at December 31, 2000 through new product development, marketing and the acquisition of Success Bancshares.
- We added nine branch offices in Chicago and its northern and western suburbs, as well as new capabilities in merchant processing and business cash management, through our acquisition of Success Bancshares, *de novo* branching and internal development.
- We reduced our total Federal Home Loan Bank funding by \$19.2 million since December 31, 2000, even though we assumed \$53.7 million of Federal Home Loan Bank advances in 2001 through our acquisition of Success Bancshares.
- We reduced our future funding costs in 2003 by restructuring \$170.0 million of Federal Home Loan Bank borrowings and retiring \$15.0 million of subordinated debt underlying the 8.95% trust preferred securities that we assumed through our acquisition of Success Bancshares.

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- We added title insurance capabilities to our existing property and casualty, life and disability insurance operations at our subsidiary, Financial Assurance Services.

We believe that these actions will facilitate our investment of the net proceeds of the offering. We intend to continue to pursue our business strategy after the conversion and the offering, subject to changes necessitated by future market conditions and other factors. We also intend to focus on the following:

- **Expanding our banking franchise through acquisitions and branching.** We will attempt to use the net proceeds from the offering, as well as our new stock holding company structure, to expand our market footprint through acquisitions of banks, savings institutions and other financial service providers in the Chicago metropolitan area and through limited *de novo* branching. We plan to explore acquisition opportunities involving other banks and thrifts, and possibly financial service companies, when and as they arise as a means of supplementing internal growth, filling gaps in our current geographic footprint and expanding our customer base, product lines and internal capabilities. We may also consider the establishment of *de novo* branches or the acquisition of financial institutions in other Midwestern states. We will attempt to identify institutions that we believe will fit well with our current franchise objectives and corporate culture.

We have no current arrangements or agreements to acquire other banks, thrifts and financial service companies or branch offices. However, we have had, and intend to continue to have, discussions with local financial institutions to determine whether they would be interested in exploring the possibility of our acquiring them after the offering is completed and we have sufficient capital resources to fund an acquisition. In addition, we have participated in, and intend to continue to participate in, sales processes initiated on behalf of local financial institutions that have made a decision to explore the possibility of a sale. We have also explored, and intend to continue to explore, the possibility of acquiring financial service companies, including leasing companies and insurance agencies, and engaging in limited *de novo* branching. We are presently investigating the feasibility of establishing a small number of *de novo* branches in the Chicago metropolitan area, but have no current plans to engage in extensive *de novo* branching, and have no current arrangements or agreements, and have filed no regulatory applications, to establish *de novo* branches. There can be no assurance that we will be able to consummate any acquisitions or establish any new branches. See “Risk Factors—Our Ability to Successfully Conduct Acquisitions Will Affect Our Ability to Grow Our Franchise and Compete Effectively in Our Marketplace.”

- **Growing our loan portfolio and emphasis on business banking.** We intend to continue to emphasize the origination of higher interest margin multi-family mortgage loans, nonresidential real estate loans, construction and land loans and commercial loans and leases as market conditions, federal regulations and other factors permit. We also intend to continue to expand our commercial banking capabilities by adding experienced commercial bankers to our team, with a particular emphasis on individuals with commercial and industrial lending experience, and to enhance our direct marketing efforts to local businesses.
- **Maintaining the quality of our loan portfolio.** Maintaining the quality of our loan and lease portfolio is a key factor in managing our growth. We will continue to use

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customary risk management techniques, such as independent internal and external loan reviews, risk-focused portfolio credit analysis and field inspections of collateral in overseeing the performance of our loan portfolio.

- ***Achieving efficient growth by leveraging our existing operational and management resources.*** We have invested significant resources in developing a management team and a technological infrastructure that are capable of managing a larger asset and deposit base than we currently have. As a result, we have residential, commercial and consumer loan departments staffed with experienced professionals who are capable of promoting the continued growth and oversight of our loan portfolio, and we intend to approach future growth opportunities with a view toward achieving improved economies of scale.
- ***Increasing our noninterest income by diversifying products and services.*** We have sought to supplement our interest income by increasing our fee income from new products and services. We will attempt to improve our noninterest income by continuing to offer wealth management services (variable annuities and securities), fixed annuities, property, casualty, life and disability insurance products and title insurance products and services.

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations —Overview of Financial Condition and Results of Operations—Significant Strategic Initiatives and Impact on Results of Operations” for a further discussion of our business strategy.

Impact on Our Results of Operations

Certain actions that we have taken have adversely impacted our results of operations for the years ended December 31, 2004 and 2003. Specifically we restructured \$170 million of Federal Home Loan Bank borrowings in July 2003 to reduce our future funding costs, maintain better protection against changes in market interest rates and increase our flexibility in pricing deposits. The restructuring resulted in a prepayment penalty, which caused us to incur significant expense for the early extinguishment of debt during the year ended December 31, 2003 and to record yield adjustment amortization expense during years ended December 31, 2004 and 2003, as described below. We also incurred non-cash impairment losses during the years ended December 31, 2004 and 2003 due to our determination that certain declines in the fair value of floating rate preferred stocks issued by two government sponsored entities, Fannie Mae and Freddie Mac, that are part of our investment portfolio constituted other than temporary impairments under the applicable Securities and Exchange Commission Staff Accounting Bulletin.

We had net income of \$1.5 million for the year ended December 31, 2004 compared to a net loss of \$9.6 million for the year ended December 31, 2003. The 2004 results were negatively impacted by a \$2.5 million yield adjustment amortization expense, pre-tax, relating to the prepayment penalty that we incurred in our restructuring \$170 million of Federal Home Loan Bank borrowings in July 2003. In addition, we recorded \$8.8 million in impairment losses, pre-tax, on our Fannie Mae and Freddie Mac floating rate preferred stocks due to our application of Securities and Exchange Commission Staff Accounting Bulletin No. 59 (“SAB No. 59”) to these securities. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.” Combined, the yield adjustment amortization expense relating to the prepayment penalty and the impairment losses relating to the Fannie Mae and Freddie Mac floating rate preferred stocks reduced net income for the year ended December 31, 2004 by \$6.8 million, after-tax (based on a combined effective federal and state tax rate of 39.75%).

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We incurred a net loss of \$9.6 million for the year ended December 31, 2003, compared to net income of \$5.0 million for the year ended December 31, 2002. The net loss for the year ended December 31, 2003 was due in part to \$8.3 million of expense, pre-tax, for the early extinguishment of debt and \$4.1 million in yield adjustment amortization expense, pre-tax, relating to the prepayment penalty that we incurred in restructuring the Federal Home Loan Bank borrowings in July 2003, and \$12.5 million in impairment losses, pre-tax, that we recorded during 2003 on our Fannie Mae and Freddie Mac floating rate preferred stocks due to the application of SAB No. 59 to these securities. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.” Combined, the expense for the early extinguishment of debt and the and yield adjustment amortization expense relating to the prepayment penalty, and the impairment losses relating to the Fannie Mae and Freddie Mac floating rate preferred stocks, reduced net income for the year ended December 31, 2003 by \$15.3 million, after-tax (based on a combined effective federal and state tax rate of 38.74%).

For a more complete discussion of our financial condition and results of operations, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” including the subsection entitled “Overview of Financial Condition and Results of Operations.”

Reasons for the Conversion

Our primary reasons for converting and raising additional capital through the offering are:

- to provide additional financial resources to pursue future acquisition opportunities and limited *de novo* branching opportunities as discussed above in “—Business Strategy—Expanding our banking franchise through acquisitions and branching.” We have no current arrangements or agreements to acquire other banks, thrifts and financial service companies or branch offices, and have no current arrangements or agreements, and have filed no regulatory applications, to establish *de novo* branches;
- to support our internal growth through lending in communities we serve or may serve in the future;
- to enhance our existing products and services and to support the development of new products and services;
- to improve our overall competitive position;
- to repay term debt we incurred in acquiring Success Bancshares and in funding the redemption of the trust preferred securities that we assumed from Success Bancshares;
- to provide better capital management tools, including the ability to pay dividends and to repurchase shares of our common stock; and
- to retain and attract qualified personnel by establishing stock benefit plans for management and employees, including a stock option plan, a recognition and retention plan and an employee stock ownership plan.

Terms of the Conversion and the Offering

Under BankFinancial MHC's plan of conversion and reorganization, our organization will convert to a fully public form of holding company structure. In connection with the conversion, we are offering between 17,000,000 and 23,000,000 shares of common stock to eligible depositors of BankFinancial, F.S.B., to our employee benefit plans and, to the extent shares remain available, to the general public. The number of shares of common stock to be sold may be increased up to 26,450,000 as a result of demand for the shares or changes in the market for financial institution stocks. Unless the number of shares of common stock to be offered is increased to more than 26,450,000 or decreased to less than 17,000,000, or the offering is extended beyond [extension date], subscribers will not have the opportunity to change or cancel their stock orders.

The purchase price of each share of common stock to be issued in the offering is \$10.00. All investors will pay the same purchase price per share. Investors will not be charged a commission to purchase shares of common stock. Sandler O'Neill & Partners, L.P., our marketing advisor in the offering, will use its best efforts to assist us in selling shares of our common stock. Sandler O'Neill is not obligated to purchase any shares of common stock in the offering.

Persons Who May Order Shares of Common Stock in the Offering

We are offering the shares of common stock in a "subscription offering" in the following descending order of priority:

- (1) First, to depositors of BankFinancial, F.S.B. with aggregate account balances of at least \$50 on March 31, 2003.
- (2) Second, to BankFinancial, F.S.B.'s tax-qualified employee benefit plans.
- (3) Third, to depositors of BankFinancial, F.S.B. with aggregate account balances of at least \$50 on December 31, 2004.
- (4) Fourth, to depositors of BankFinancial, F.S.B. as of [record date] and to borrowers of BankFinancial, F.S.B. as of January 1, 1999 whose borrowings remained outstanding as of [record date].

Shares of common stock not purchased in the subscription offering may be offered for sale to the general public in a "community offering," with a preference given to natural persons residing in the Illinois Counties of Cook, DuPage, Lake and Will. The community offering may begin concurrently with, during or promptly after the subscription offering as we may determine at any time. We also may offer for sale shares of common stock not purchased in the subscription offering or community offering through a "syndicated community offering" managed by Sandler O'Neill & Partners, L.P.

We have the right to accept or reject, in our sole discretion, orders received in the community offering or syndicated community offering. We have not established any set criteria for determining whether to accept or reject a purchase order in the community offering or the syndicated community offering, and, accordingly, any determination to accept or reject purchase orders in the community offering and the syndicated community offering will be based on the facts and circumstances known to us at the time.

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If we receive orders for more shares than we are offering, we may not be able to fully or partially fill your order. Shares will be allocated first to categories in the subscription offering. A detailed description of share allocation procedures can be found in the section entitled “The Conversion; Plan of Distribution.”

How We Determined the Offering Range and the \$10.00 Per Share Offering Price

The amount of common stock that we are offering is based on an independent appraisal of the estimated market value of BankFinancial Corporation, assuming the conversion and the offering are completed. RP Financial, L.C., our independent appraiser, has estimated that, as of February 18, 2005, this market value ranged from \$170.0 million to \$230.0 million, with a midpoint of \$200.0 million. Based on this valuation and a \$10.00 per share price, the number of shares of common stock being offered for sale by us will range from 17,000,000 shares to 23,000,000 shares. The \$10.00 per share price was selected primarily because it is the price most commonly used in mutual-to-stock conversions of financial institutions. RP Financial’s appraisal is based in part on our financial condition and results of operations, the effect of the additional capital raised by the sale of shares of common stock in the offering and an analysis of a peer group of nine publicly traded savings bank and thrift holding companies that RP Financial considered comparable to us.

The following table presents a summary of selected pricing ratios for BankFinancial Corporation and our peer group companies identified by RP Financial. Our pro forma price-to-core earnings multiple is annualized based on earnings for the year ended December 31, 2004, while information for the peer group companies is based on earnings for the year ended December 31, 2004 or the latest available trailing twelve-month period. Compared to the average pricing of the peer group, our pro forma pricing ratios at the maximum of the offering range indicated a premium of 74.5% on a price-to-core earnings basis, a discount of 43.3% on a price-to-book value basis and a discount of 46.5% on a price-to-tangible book value basis. The pricing ratios result from our generally having higher levels of equity but lower earnings than the companies in the peer group on a pro forma basis. Our board of directors, in reviewing and approving the valuation, considered the range of price-to-core earnings multiples and the range of price-to-book value ratios and price-to-tangible book value ratios at the different amounts of shares to be sold in the offering. The appraisal did not consider one valuation approach to be more important than the other. Instead, the appraisal concluded that these ranges represented the appropriate balance of the two approaches to valuing BankFinancial Corporation, and the number of shares to be sold, in comparison to the identified peer group institutions. Specifically, in approving the valuation, the board believed that BankFinancial Corporation would not be able to sell its shares at a price-to-book value that was in line with the peer group without unreasonably exceeding the peer group on a price-to-core earnings basis. The estimated appraised value and the resulting premium/discount took into consideration the potential financial impact of the conversion and offering.

	<u>Pro forma price-to-core earnings multiple</u>	<u>Pro forma price-to-book value ratio</u>	<u>Pro forma price-to-tangible book value ratio</u>
BankFinancial Corporation			
Maximum	34.44x	78.19	84.13%
Minimum	25.96	70.30	76.89
Valuation of peer group companies as of February 18, 2005			
Averages	19.74x	137.96%	157.20%
Medians	19.25	136.46	153.68

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RP Financial considered our price-to-earnings multiple to be less meaningful, as we reported a low level of net income for the period reviewed by RP Financial (the year ended December 31, 2004). RP Financial calculated an estimate of our core earnings by excluding the effects on our earnings of impairment losses we recognized during 2004 on floating rate preferred stock issued by Fannie Mae and Freddie Mac, and gains on the sale of securities and loans. RP Financial then calculated our price-to-core earnings multiples presented in the above table based upon its calculation of our estimated core earnings.

RP Financial estimated our core earnings for the year ended December 31, 2004 as follows:

	Amount
	(In thousands)
Net income	\$ 1,457
Add back: Loss on impairment of securities held for sale (1)	5,298
Subtract: Gain on sale of assets (1)	(554)
Estimated core earnings	\$ 6,201

(1) Calculated after tax at an effective combined federal and state tax rate of 39.75%.

The independent appraisal does not indicate per share market value. Do not assume or expect that the valuation of BankFinancial Corporation as indicated above means that, after the conversion and the offering, the shares of common stock will trade at or above the \$10.00 offering price. Furthermore, the pricing ratios presented above were utilized by RP Financial to estimate our market value and not to compare the relative value of our shares of common stock with the value of the capital stock of the peer group. The value of the capital stock of a particular company may be affected by a number of factors such as financial performance, asset size and market location.

The independent appraisal will be updated prior to the completion of the conversion. If the appraised value decreases below \$170.0 million or increases above \$264.5 million, we will promptly return, with interest, all funds previously delivered to us to purchase shares of common stock in the offering, and subscribers may be resolicited with the approval of the Office of Thrift Supervision. For a more complete discussion of the amount of common stock we are offering for sale and the independent appraisal, see “The Conversion; Plan of Distribution—Determination of Share Price and Number of Shares to be Issued.”

After-Market Stock Price Performance Provided by Independent Appraiser

In recent years, the prices of shares of common stock of financial institutions or their standard holding companies have generally appreciated in the period immediately following the completion of standard mutual-to-stock conversions like ours. The appraisal report prepared by RP Financial included examples of this after-market stock price performance for the three-month period ended February 18, 2005. The following table presents stock price appreciation information for all standard mutual-to-stock conversions completed between January 1, 2004 and February 18, 2005.

Mutual-to-Stock Conversion Offerings with Completed Closing Dates between January 1, 2004 and February 18, 2005

Transaction	Conversion Date	Appreciation from Initial Trading Date			
		1 day	1 week	1 month	Through February 18, 2005
Royal Financial, Inc. – IL	01/21/05	16.0%	26.0%	N/A	25.4%
Third Century Bancorp, Inc. – IN	06/30/04	13.2	10.5	12.5%	35.0
SE Financial Corp. – PA	05/06/04	(0.5)	(1.5)	(6.0)	11.5
New Alliance Bancshares, Inc. – CT	04/02/04	51.7	45.3	36.5	45.0
Average		20.1%	20.1%	14.3%	29.2%

The following table presents stock price performance information for all standard mutual-to-stock conversions completed between January 1, 2002 and February 18, 2005. The information shown in the following table was not included in the appraisal report.

Mutual-to-Stock Conversion Offerings with Completed Closing Dates between January 1, 2002 and February 18, 2005

Transaction	Conversion Date	Appreciation from Initial Trading Date			
		1 day	1 week	1 month	Through February 18, 2005
Royal Financial, Inc. – IL	01/21/05	16.0%	26.0%	N/A	25.4%
Third Century Bancorp, Inc. – IN	06/30/04	13.2	10.5	12.5	35.0
SE Financial Corp. – PA	05/06/04	(0.5)	(1.5)	(6.0)	11.5
New Alliance Bancshares, Inc. – CT	04/02/04	51.7	45.3	36.5	45.0
KNBT Bancorp, Inc. – PA	11/03/03	68.8	67.5	70.5	59.0
Rainier Pacific Fin Group – WA	10/21/03	69.9	66.0	61.9	77.5
Community First Bancorp, Inc. – KY	06/27/03	20.0	20.0	20.5	33.5
Rantoul First Bank, s.b. – IL	04/02/03	15.1	20.0	23.5	54.9
Provident Fin. Services, Inc – NJ	01/16/03	55.0	56.5	51.5	81.8
CCSB Financial Corp. – MO	01/09/03	20.0	23.1	25.0	54.0
Atlantic Liberty Financial Corp. – NY	10/23/02	30.2	31.0	33.3	131.2
TierOne Corporation – NE	10/02/02	40.0	35.0	37.0	139.1
Monarch Comm. Bancorp, Inc. – MI	08/30/02	16.8	13.8	2.8	31.1
First PacTrust Bancorp, Inc. – CA	08/23/02	18.6	22.9	17.3	122.9
Reserve Bancorp, Inc. – PA	04/08/02	25.0	28.0	28.5	92.5
Heritage Bancshares, Inc. – TX (1)	02/26/02	20.5	17.0	17.5	N/A
Average		30.1%	30.0%	28.8%	66.3%

(1) The company was deregistered under the Securities Exchange Act of 1934, as amended, as of February 18, 2005.

Stock prices of some mutual-to-stock conversions have decreased, and not increased. For example, while the above table illustrates an average appreciation of 28.8% after one month of trading, the stock of one company was trading below its initial offering price. Both of the tables above present only short-term historical information on stock price performance, which may not be indicative of the longer-term performance of such stock prices. They are also not intended to predict how our shares of common stock may perform following the conversion and the offering. The historical information in the tables may not be meaningful to you because the data were calculated using a small sample and the

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transactions from which the data were derived occurred primarily during a low market interest rate environment, during which time the trading prices for financial institution stocks typically increase.

The market price in any particular company's stock is subject to various factors, including the amount of proceeds a company raises and management's ability to deploy proceeds (such as through investments, the acquisition of other financial institutions or other businesses, the payment of dividends and common stock repurchases). In addition, stock prices may be affected by general market conditions, the interest rate environment, the market for financial institutions, merger or takeover transactions, the presence of professional and other investors who purchase stock on speculation, as well as other unforeseeable events not necessarily in the control of management or the board of directors.

RP Financial advised the board of directors that the appraisal was prepared in conformance with the regulatory appraisal methodology. That methodology requires a valuation based on an analysis of the trading prices of comparable public companies whose stocks have traded for at least one year prior to the valuation date. RP Financial also advised the board of directors that the aftermarket trading experience of recent transactions was considered in the appraisal as a general indicator of current market conditions, but was not relied upon as a primary valuation methodology.

Our board of directors carefully reviewed the information provided to it by RP Financial through the appraisal process, but did not make any determination regarding whether prior standard mutual-to-stock conversions have been undervalued, nor did the board draw any conclusions regarding how the historical data reflected above may affect BankFinancial Corporation's appraisal. Instead, the board of directors engaged RP Financial to help it understand the regulatory process as it applies to the appraisal and to advise the board of directors as to how much capital BankFinancial Corporation would be required to raise under the regulatory appraisal guidelines.

Under certain market and other conditions, many investors consider an investment in mutual-to-stock conversions to be an attractive one. We expect our directors and executive officers, together with their associates, to subscribe for 404,500 shares of common stock in the offering, or 2.0% of the shares to be sold at the midpoint of the offering range.

There can be no assurance that our stock price will not trade below \$10.00 per share, as has been the case for some mutual-to-stock conversions. Before you make an investment decision, we urge you to carefully read this prospectus, including, but not limited to, the section entitled "Risk Factors" beginning on page 18.

Limits on How Much Common Stock You May Purchase

The minimum number of shares of common stock that may be purchased is 25. Generally, no individual, or individual exercising subscription rights through a qualifying account held jointly, may purchase more than 50,000 shares of common stock. If any of the following persons purchases shares of common stock, their purchases, in all categories of the offering, when combined with your purchases, cannot exceed 75,000 shares:

- your spouse or relatives of you or your spouse living in your house;
- most companies, trusts or other entities in which you are a trustee, have a substantial beneficial interest or hold a senior management position; or
- other persons who may be your associates or persons acting in concert with you.

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See the detailed description of “acting in concert” and “associate” in “The Conversion; Plan of Distribution—Limitations on Common Stock Purchases.”

How You May Purchase Shares of Common Stock

In the subscription offering and community offering, you may pay for your shares only by:

- (1) personal check, bank check or money order, payable to BankFinancial Corporation; or
- (2) authorizing us to withdraw funds from the types of BankFinancial, F.S.B. deposit accounts designated on the stock order form.

BankFinancial, F.S.B. is not permitted to knowingly lend funds to anyone for the purpose of purchasing shares of common stock in the offering. Additionally, you may not use a check drawn on a BankFinancial, F.S.B. line of credit or a check written by someone other than you to pay for shares of common stock.

You can subscribe for shares of common stock in the offering by delivering a signed and completed original stock order form, together with full payment or authorization to withdraw from one or more of your BankFinancial, F.S.B. deposit accounts, as long as we receive the stock order form before 12:00 Noon, Central time, [expiration date], which is the end of the offering period. Checks will be deposited with BankFinancial, F.S.B. or another insured depository institution upon receipt. We will pay interest at BankFinancial, F.S.B.’s passbook savings rate from the date funds are received until completion or termination of the conversion and the offering. Withdrawals from certificates of deposit to purchase shares of common stock in the offering may be made without incurring an early withdrawal penalty. All funds authorized for withdrawal from deposit accounts with BankFinancial, F.S.B. must be in the accounts at the time the stock order is received. However, funds will not be withdrawn from the accounts until the completion of the offering and will earn interest at the applicable deposit account rate until that time. A hold will be placed on those funds when your stock order is received, making the designated funds unavailable to you. Please provide a check instead of designating a direct withdrawal from BankFinancial, F.S.B. accounts with check-writing privileges, because we cannot place holds on checking accounts. If you request that we do so, we reserve the right to interpret that as your authorization to treat those funds as if we had received a check for the designated amount, and we will immediately withdraw the amount from your checking account(s). After we receive your order, your order cannot be changed or cancelled unless the number of shares of common stock to be offered is increased to more than 26,450,000 or decreased to less than 17,000,000, or the offering is extended beyond [extension date].

By signing the stock order form, you are acknowledging receipt of a prospectus and that the shares of common stock are not deposits or savings accounts that are federally insured or otherwise guaranteed by BankFinancial, F.S.B., the Federal Deposit Insurance Corporation or any other government agency.

You may be able to subscribe for shares of common stock using funds in your individual retirement account, or IRA. However, shares of common stock must be purchased through and held in a self-directed retirement account, such as those offered by a brokerage firm. By regulation, BankFinancial, F.S.B.’s individual retirement accounts are not self-directed, so they cannot be used to purchase or hold our common stock. If you wish to use some or all of the funds in your BankFinancial, F.S.B. individual retirement account to purchase our common stock, the applicable funds must be transferred to a self-directed account maintained by an independent trustee, such as a brokerage firm, and the purchase must

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be made through that account. If you do not have such an account, you will need to establish one before placing your stock order. It may take several weeks to transfer your BankFinancial, F.S.B. individual retirement account to an independent trustee, so please allow yourself sufficient time to take this action. An annual administrative fee may be payable to the independent trustee. Because individual circumstances differ and processing of retirement fund orders takes additional time, we recommend that you contact our Conversion Center promptly, preferably at least two weeks before the end of the offering period, for assistance with purchases using your individual retirement account or any other retirement account that you may have. Whether you may use such funds for the purchase of shares in the stock offering may depend on time constraints and, possibly, limitations imposed by the brokerage firm or institution where the funds are held.

Delivery of Stock Certificates

Certificates representing shares of common stock sold in the offering will be mailed to the persons entitled thereto at the certificate registration address noted on the order form, as soon as practicable following consummation of the offering and receipt of all necessary regulatory approvals. **It is possible that, until certificates for the common stock are delivered to purchasers, purchasers might not be able to sell the shares of common stock which they ordered, even though the common stock will have begun trading.**

How We Intend to Use the Proceeds From the Offering

We estimate net proceeds from the offering will be between \$167.3 million and \$226.9 million, or \$261.1 million if the offering range is increased by 15%. Approximately \$83.7 million to \$113.5 million of the net proceeds, or \$130.6 million if the offering range is increased by 15%, will be invested in BankFinancial, F.S.B. BankFinancial Corporation intends to retain between \$83.7 million and \$113.5 million of the net proceeds, or \$130.6 million if the offering range is increased by 15%, and we intend to utilize these funds as follows. First, a portion of the net proceeds retained by BankFinancial Corporation will be used to repay \$30.0 million of term debt incurred in our acquisition of Success Bancshares and our redemption of the trust preferred securities assumed in that acquisition. Second, a portion of the net proceeds retained by BankFinancial Corporation will be used for a loan to the employee stock ownership plan to fund its purchase of shares of common stock (between \$13.6 million and \$18.4 million, or \$21.2 million if the offering is increased by 15%). And third, BankFinancial Corporation intends to retain the remaining funds of between \$40.1 million and \$65.0 million of the net proceeds, or \$79.4 million if the offering range is increased by 15%. BankFinancial Corporation may use the remaining funds for investments, to pay cash dividends, to repurchase shares of common stock and other corporate purposes discussed below.

Funds invested in BankFinancial, F.S.B. will be used to support increased lending and new products and services. The net proceeds retained by BankFinancial Corporation and BankFinancial, F.S.B. also may be used for future business expansion through acquisitions of banking or financial services companies or by establishing off-site ATMs and a limited number of *de novo* branches as discussed above in “—Business Strategy—Expanding our banking franchise through acquisitions and branching.” We have no current arrangements or agreements to acquire other banks, thrifts and financial service companies or branch offices, and have no current arrangements or agreements, and have filed no regulatory applications, to establish *de novo* branches. Initially, a substantial portion of the net proceeds will be invested in short-term investments, investment-grade debt obligations and mortgage-backed securities.

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Please see the section of this Prospectus entitled “How We Intend to Use the Proceeds From the Offering” for more information on the proposed use of the proceeds from the offering.

You May Not Sell or Transfer Your Subscription Rights

Office of Thrift Supervision regulations prohibit you from transferring your subscription rights. If you order shares of common stock in the subscription offering, you will be required to state that you are purchasing the common stock for yourself and that you have no agreement or understanding to sell or transfer your subscription rights. We intend to take legal action, including reporting persons to federal or state regulatory agencies, against anyone who we believe has sold or given away his or her subscription rights. We will not accept your order if we have reason to believe that you have sold or transferred your subscription rights. You may not add the names of others for joint stock registration unless they were eligible to purchase shares of common stock in the subscription offering at your date of eligibility. In addition, the stock order form requires that you list all deposit accounts, giving all names on each account and the account number at the applicable eligibility date. Your failure to provide this information, or providing incomplete or incorrect information, may result in a loss of part or all of your share allocation, if there is an oversubscription.

Deadline for Orders of Common Stock

If you wish to purchase shares of common stock in the offering, we must receive a properly completed original stock order form, together with full payment for the shares of common stock, by the Conversion Center no later than 12:00 noon, Central time, on [expiration date], unless we extend this deadline. A postmark prior to [expiration date] will not entitle you to purchase shares of common stock unless we receive the envelope by [expiration date]. You may submit your order form by mail using the return envelope provided, by overnight courier to the indicated address on the order form, or by delivery to our Conversion Center. Once we receive it, your order is irrevocable unless the offering is terminated or extended beyond [extension date] or the number of shares of common stock to be sold is decreased to less than 17,000,000 shares or increased to more than 26,450,000 shares. If the offering is extended beyond [extension date], or if the number of shares of common stock to be sold is decreased to less than 17,000,000 shares or is increased to more than 26,450,000 shares, we will promptly return, with interest, all funds previously delivered to us to purchase shares of common stock in the offering, and subscribers may be resolicited with the approval of the Office of Thrift Supervision.

Although we will make reasonable attempts to provide a prospectus and offering materials to holders of subscription rights, the subscription offering and all subscription rights will expire at 12:00 noon, Central time, on [expiration date], whether or not we have been able to locate each person entitled to subscription rights.

Steps We May Take if We do Not Receive Orders for the Minimum Number of Shares

If we do not receive orders for at least 17,000,000 shares of common stock, we may take several steps in order to issue the minimum number of shares of common stock in the offering range. Specifically, we may:

- increase the purchase and ownership limitations; and
- seek the approval of the Office of Thrift Supervision to extend the offering beyond the [extension date] expiration date, so long as we resolicit subscriptions that we have previously received in the offering.

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In addition, we may terminate the offering at any time prior to the special meeting of members of BankFinancial MHC that is being called to vote upon the conversion, and at any time after member approval with the approval of the Office of Thrift Supervision.

Purchases by Officers and Directors

We expect our directors and executive officers, together with their associates, to subscribe for 404,500 shares of common stock in the offering, or 2.0% of the shares to be sold at the midpoint of the offering range. The purchase price paid by them for their subscribed shares will be the same \$10.00 per share price paid by all other persons who purchase shares of common stock in the offering. Purchases by directors, executive officers and their associates will be included in determining whether the required minimum number of shares has been subscribed for in the offering.

Benefits to Management and Potential Dilution to Stockholders Following the Conversion

We expect our tax-qualified employee stock ownership plan to purchase up to 8% of the shares of common stock that we sell in the offering, or 1,840,000 shares of common stock, assuming we sell the maximum of the shares proposed to be sold. If we receive orders for more shares of common stock than the maximum of the offering range, the employee stock ownership plan will have first priority to purchase shares over this maximum, up to a total of 8% of the shares of common stock sold in the offering. We reserve the right to purchase shares of common stock in the open market following the offering in order to fund the employee stock ownership plan. This plan is a tax-qualified retirement plan for the benefit of all our employees. Purchases by the employee stock ownership plan will be included in determining whether the required minimum number of shares has been sold in the offering. Assuming the employee stock ownership plan purchases 1,840,000 shares in the offering, we will recognize additional compensation expense of \$18.4 million over a 20-year period, assuming the shares of common stock have a fair market value of \$10.00 per share for the full 20-year period. If, in the future, the shares of common stock have a fair market value greater or less than \$10.00, the compensation expense will increase or decrease accordingly.

We also intend to implement a stock-based recognition and retention plan and a stock option plan no earlier than six months after completion of the conversion. Stockholder approval of these plans will be required. If adopted within 12 months following the completion of the conversion, the stock recognition and retention plan will reserve a number of shares not more than 4% of the shares sold in the offering, or up to 920,000 shares of common stock at the maximum of the offering range, for awards to key employees and directors, at no cost to the recipients. If adopted within 12 months following the completion of the conversion, the stock option plan will reserve a number of shares not more than 10% of the shares of common stock sold in the offering, or up to 2,300,000 shares of common stock at the maximum of the offering range, for key employees and directors upon their exercise. If the recognition and retention plan and the stock option plan are adopted after one year from the date of the completion of the conversion, such plans would be permitted to and may grant or award shares of common stock and options greater than 4% and/or 10%, respectively, of the shares of common stock sold in the offering, although such plans, including the amounts awarded under such plans, may remain subject to supervisory restrictions. We have not yet determined whether we will present these plans for stockholder approval within 12 months following the completion of the conversion or whether we will present these plans for stockholder approval more than 12 months following the completion of the conversion.

If the shares of common stock awarded under the stock recognition and retention plan come from authorized but unissued shares of common stock, stockholders would experience dilution of up to approximately 3.8% in their ownership interest in BankFinancial Corporation. If the shares of common

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stock issued upon the exercise of options granted under the stock option plan come from authorized but unissued shares of common stock, stockholders would experience dilution of approximately 9.1% in their ownership interest in BankFinancial Corporation. Awards made under these plans would be subject to vesting over a period of years.

The following table summarizes the number of shares of common stock and aggregate dollar value of grants (valuing each share granted at the offering price of \$10.00) that are expected under the new stock recognition and retention plan and the new stock option plan if such plans are adopted within one year following the completion of the conversion and the offering. The table also shows the dilution to stockholders if all these shares are issued from authorized but unissued shares, instead of shares purchased in the open market. A portion of the stock grants shown in the table below may be made to non-management employees.

	Number of Shares to be Granted or Purchased			Dilution Resulting From Issuance of Shares for Stock Benefit Plans (3)	Value of Grants (1)	
	At Minimum of Offering Range	At Maximum of Offering Range	As a Percentage of Common Stock to be Issued in the Offering (2)		At Minimum of Offering Range	At Maximum of Offering Range
					(Dollars in thousands)	
Employee stock ownership plan	1,360,000	1,840,000	8.0%	7.4	\$ 13,600	\$ 18,400
Recognition and retention plan	680,000	920,000	4.0	3.8	6,800	9,200
Stock option plan	1,700,000	2,300,000	10.0	9.1	6,290	8,510
Total	3,800,000	5,060,000	22.0%	18.0%	\$ 26,690	\$ 36,110

- (1) The actual value of restricted stock grants will be determined based on their fair value as of the date grants are made. For purposes of this table, fair value is assumed to be the same as the offering price of \$10.00 per share. The fair value of stock options has been estimated at \$3.70 per option using the Black-Scholes option pricing model with the following assumptions: a grant-date share price and option exercise price of \$10.00; dividend yield of 0%; an expected option life of 10 years; a risk free interest rate of 4.24%; and a volatility rate of 12.72% based on an index of publicly traded thrift institutions. The actual expense of the stock option plan will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted which may or may not be Black-Scholes.
- (2) The stock option plan and recognition and retention plan may award a greater number of options and shares, respectively, if the plans are adopted more than one year after the completion of the conversion, although such plans may remain subject to supervisory restrictions.
- (3) Calculated at the maximum of the offering range.

The actual value of restricted stock grants will be determined based on their fair value (the market price of shares of common stock of BankFinancial Corporation) as of the date grants are made. The recognition and retention plan, which is subject to stockholder approval, cannot be implemented until at least six months after the completion of the conversion. The following table presents the total value of all shares to be available for award and issuance under the recognition and retention plan, assuming the shares for the plan are purchased or issued in a range of market prices from \$8.00 per share to \$18.00 per share.

Share Price	680,000 Shares Awarded at Minimum of Offering Range	800,000 Shares Awarded at Midpoint of Offering Range	920,000 Shares Awarded at Maximum of Offering Range	1,058,000 Shares Awarded at Maximum of Offering Range, As Adjusted
	(In thousands, except share price information)			
\$ 8.00	\$ 5,440	\$ 6,400	\$ 7,360	\$ 8,464
\$10.00	6,800	8,000	9,200	10,580
\$12.00	8,160	9,600	11,040	12,696
\$14.00	9,520	11,200	12,880	14,812
\$16.00	10,880	12,800	14,720	16,928
\$18.00	12,240	14,400	16,560	19,044

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The grant-date fair value of the options granted under the stock option plan will be based in part on the price of shares of common stock of BankFinancial Corporation at the time the options are granted, which, subject to stockholder approval, cannot be implemented until at least six months after the completion of the conversion. The value will also depend on the various assumptions utilized in the option pricing model ultimately adopted. The following table presents the total estimated value of the options to be available for grant under the stock option plan, assuming the market price and exercise price for the stock options are equal and the range of market prices for the shares are \$8.00 per share to \$18.00 per share.

<u>Exercise Price</u>	<u>Grant-Date Fair Value Per Option</u>	<u>1,700,000 Options at Minimum of Range</u>	<u>2,000,000 Options at Midpoint of Range</u>	<u>2,300,000 Options at Maximum of Range</u>	<u>2,645,000 Options at Maximum of Range, As Adjusted</u>
	(In thousands, except share price information)				
\$8.00	\$ 2.96	\$ 5,032	\$ 5,920	\$ 6,808	\$ 7,829
10.00	3.70	6,290	7,400	8,510	9,787
12.00	4.44	7,548	8,880	10,212	11,744
14.00	5.18	8,806	10,360	11,914	13,701
16.00	5.92	10,064	11,840	13,616	15,658
18.00	6.66	11,322	13,320	15,318	17,616

The tables presented above are provided for informational purposes only. There can be no assurance that our stock price will not trade below \$10.00 per share. Before you make an investment decision, we urge you to carefully read this prospectus, including, but not limited to, the section entitled “Risk Factors” beginning on page 18.

Market for Common Stock

We expect to receive approval for our shares of common stock to be listed on the Nasdaq National Market under the symbol “BFIN.” See “Market for the Common Stock.”

Our Dividend Policy

It is our current expectation that we are reasonably likely to declare a dividend within 12 months following the completion of the conversion. However, we may not be able to, or may decide not to, pay dividends at such time or at any other time in the future, and persons who need or desire dividend income should not purchase our shares of common stock with the expectation that we will pay dividends on the shares of common stock.

Tax Consequences

As a general matter, the conversion will not be a taxable transaction for federal or state income tax purposes to BankFinancial MHC, BankFinancial Corporation, BankFinancial, F.S.B. or persons eligible to subscribe in the subscription offering.

Conditions to Completion of the Conversion and the Offering

We cannot complete the conversion and the offering unless:

- The plan of conversion and reorganization is approved by at least *a majority of votes eligible* to be cast by members of BankFinancial MHC (consisting of depositors and certain borrowers of BankFinancial, F.S.B.). A special meeting of members to consider

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and vote upon the plan of conversion and reorganization has been set for [special meeting];

- We have received orders to purchase at least the minimum number of shares of common stock offered; and
- We receive the final approval of the Office of Thrift Supervision to complete the conversion and the offering.

How You Can Obtain Additional Information

Our branch office personnel may not, by law, assist with investment-related questions about the offering. If you have any questions regarding the conversion or the offering, please call or visit our Conversion Center, toll free, at 1-(888) 409-5600, Monday through Friday between 10:00 a.m. and 4:00 p.m., Central time. The Conversion Center is located at our Hazel Crest office, 3700 W. 183rd Street, Hazel Crest, Illinois 60429. The Conversion Center will be closed on weekends and bank holidays.

TO ENSURE THAT EACH PERSON RECEIVES A PROSPECTUS AT LEAST 48 HOURS PRIOR TO THE EXPIRATION DATE OF [EXPIRATION DATE] IN ACCORDANCE WITH FEDERAL LAW, NO PROSPECTUS WILL BE MAILED ANY LATER THAN FIVE DAYS PRIOR TO [EXPIRATION DATE] OR HAND-DELIVERED ANY LATER THAN TWO DAYS PRIOR TO [EXPIRATION DATE].

RISK FACTORS

You should consider carefully the following risk factors in evaluating an investment in the shares of common stock.

Our Nonresidential Real Estate Loans, Multi-family Mortgage Loans, Construction and Land Loans, Commercial Loans and Commercial Leases Expose Us to Increased Credit Risks.

At December 31, 2004, our portfolio of nonresidential real estate loans totaled \$248.8 million, or 22.6% of total loans, our portfolio of multi-family mortgage loans totaled \$240.6 million, or 21.9% of total loans, our portfolio of construction and land loans totaled \$60.0 million, or 5.4% of total loans, our portfolio of commercial loans totaled \$92.5 million, or 8.4% of total loans and our portfolio of commercial leases totaled \$86.4 million, or 7.9% of total loans. We plan to continue to originate these types of loans and retain them in our portfolio, although we may participate portions of some of these loans to other financial institutions. These types of loans generally have greater credit risk than one- to four-family residential mortgage loans because repayment of the loans often depends on the successful business operations of the borrowers. These loans typically have larger loan balances to single borrowers or groups of related borrowers compared to one- to four-family residential mortgage loans. Many of our borrowers also have more than one nonresidential real estate, multi-family mortgage, construction or commercial loan or lease outstanding with us. Consequently, an adverse development involving one or more loans or credit relationship can expose us to significantly greater risk of loss compared to an adverse development involving a one- to four-family residential mortgage loan. For a complete discussion of our loss history with respect to our nonresidential real estate, multi-family mortgage, construction and commercial loans, see “Business of BankFinancial, F.S.B.—Delinquent Loans, Other Real Estate Owned and Classified Assets—Allowance for Loan Losses.”

Our Concentration of Loans in the Healthcare Industry Exposes Us to Increased Credit Risk.

At December 31, 2004, we had \$46.1 million of loans to healthcare providers, including loans to nursing homes and hospice care companies and leases to hospitals for equipment. These loans represented 4.2% of our total loan portfolio as of that date. Of these loans, \$23.9 million, or 53.9%, were collateralized by real estate. The remainder consisted of working capital lines of credit secured by government accounts receivable, of which we are a joint payee, or leased equipment. Loans to healthcare providers have unique credit risks. A healthcare provider’s income stream is subject to many factors beyond the control of the healthcare provider, including the risk that the provider will not be reimbursed for all services provided. The State of Illinois has experienced budget shortfalls in recent years, causing delays in state reimbursement for healthcare costs. Government reimbursement rates are also subject to change, including retroactive adjustments. For example, a significant overpayment to a healthcare provider can result in the provider owing significant governmental repayments to the federal or state government. A healthcare provider’s profitability also depends on its ability to maintain certain levels of occupancy. Unexpected declines in occupancy rates can restrict a provider’s cash flow. Any of these factors can impair the ability of our healthcare provider borrowers to make loan repayments, which could result in significant loss to us.

At December 31, 2004, we had not taken any charge-offs on these types of loans, but we have established specific loan loss reserve allowances in the amount of \$958,000 for loans to four borrowers with an aggregate principal balance of \$6.7 million. In addition, based on deficiencies in debt service coverage requirements, we classified loans to one borrower, which had an aggregate principal balance of \$3.2 million, as substandard, even though we did not establish a specific loan loss reserve for these loans. All of these borrowers were current on their loan payments to us as of December 31, 2004.

The Net Realizable Value of Our Investment Securities Could Be Lower than the Fair Values Assigned to Them Under Accounting Principles Generally Accepted in the United States of America.

We determine the fair value of our investment securities in accordance with the guidance set forth in Statement of Financial Accounting Standards 115, "Accounting for Certain Investments in Debt and Equity Securities," and Statement of Financial Accounting Standards 107, "Disclosures about Fair Value of Financial Instruments." Pursuant to this guidance, we determine fair value based on the most recent quoted market price for the security as of the applicable balance sheet date. We use quoted market prices to determine the amount of any unrealized losses that must be reflected in our other comprehensive income and the net book value of our investment securities. Similarly, if we determine that a security is other than temporarily impaired pursuant to SAB No. 59, we use quoted market prices to determine the amount of the impairment loss and the adjusted cost basis for the security.

If a quoted market price for a specific security is not available as of or at a time close to the applicable balance sheet date (generally no less recent than the date of the previous quarter-end) due to a lack of trading activity, we estimate its fair value based on the quoted market price of another security with similar characteristics, adjusted to reflect objectively measurable differences such as coupon rates and reset dates. In the absence of quoted market prices for the same or a similar security, or if there is no recognized market for the security, we use other valuation techniques to determine fair value, such as obtaining broker-dealer valuations or estimating fair value based on valuation modeling.

The fair value assigned to a security under Statement of Financial Accounting Standards 115 and Statement of Financial Accounting Standards 107 may differ from the price for which the security could be sold in a market transaction. Among other things, when fair value is based on the quoted market price for a security, adjustments to reflect discounts that could arise in the context of an actual sale, including blockage, illiquidity and other discounts resulting from the inability of the market to absorb the number of shares of the security offered for sale, are not considered. Consequently, the price at which the security could be sold in a market transaction could be significantly lower than the quoted market price for the security, particularly if the quoted market price is based on trades involving a small number of shares, the security has an infrequent trading history, the market for the security is illiquid, or a large number of shares must be sold.

The risk that there will be a material difference between the fair value that we assign to a security and its net realizable value is particularly significant for the Fannie Mae and Freddie Mac floating rate preferred stocks that we hold in our investment portfolio. Based on impairment testing that we conducted in accordance with SAB No. 59, we recorded an impairment loss, pre-tax, in the amount of \$12.5 million against our income for the year ended December 31, 2003, and an additional impairment loss, pre-tax, in the amount of \$8.8 million against our income for the year ended December 31, 2004. See "Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities." In arriving at the amount of the impairment loss, we determined the fair value of each Fannie Mae and Freddie Mac floating rate preferred stock at December 31, 2004 based on the quoted market price for the last trade that occurred for the security during the applicable financial statement period. Some of the trades involved a small number of shares and thus did not appear to reflect blockage discounts.

Our portfolio of Fannie Mae and Freddie Mac floating rate preferred stocks constituted 30.7% of the combined fair value of the securities held in our investment portfolio at December 31, 2004 and 5.5% of our total assets at that date. Our securities portfolio constituted 18.0% of our total assets at December 31, 2004. Based on the size of our holdings, it is possible that blockage discounts could substantially reduce the net realizable value of one or more of the Fannie Mae and Freddie Mac floating rate preferred

stocks in the event that we were to sell shares in a market transaction. In addition, some of the Fannie Mae and Freddie Mac floating rate preferred stock issuances that we own have traded infrequently or sporadically, which further increases the risk that the quoted market prices for these securities may be higher than the prices for which we could sell shares in a market transaction.

Future Impairment Losses Could be Required on the Fannie Mae and Freddie Mac Floating Rate Preferred Stocks That We Own

We own shares of Fannie Mae and Freddie Mac floating rate preferred stocks with an adjusted cost basis of \$79.4 million at December 31, 2004. The adjusted cost basis takes into account the impairment losses that we recorded in accordance with SAB No. 59 for these securities in 2004 and 2003. See “—The Net Realizable Value of Our Investment Securities Could Be Lower than the Fair Values Assigned to Them Under Accounting Principles Generally Accepted in the United States of America” and “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.”

At December 31, 2004, the combined fair value of the Fannie Mae and Freddie Mac floating rate preferred stocks was \$77.5 million, or \$1.9 million lower than their combined adjusted cost basis as of that date. None of this difference has been recognized as a charge against net income due to our determination at December 31, 2004 that the unrealized losses representing such difference did not constitute other than temporary impairments as of that date. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.” If we determine in one or more future reporting periods that any difference between the fair value of a Fannie Mae and Freddie Mac floating preferred stock that we own and its adjusted cost basis is an other than temporary impairment, we would be required to record an additional pre-tax impairment loss against our income in an amount equal to such difference.

A number of factors or combination of factors could cause us to conclude in one or more future reporting periods that an unrealized loss existing with respect to one or more of the Fannie Mae and Freddie Mac floating rate preferred stocks constitutes an other than temporary impairment. These factors include, but are not limited to, an increase in the severity of the unrealized loss on a particular security, an increase in the continuous duration of the unrealized loss without an improvement in value, a change in our intent or ability to hold the security for a period of time sufficient to allow for the forecasted recovery, or changes in market conditions and/or industry or issuer specific factors that would render us unable to forecast a full recovery in value, including adverse developments concerning Fannie Mae or Freddie Mac.

Adverse developments have recently occurred concerning Fannie Mae. The Office of Federal Housing Enterprise and the Securities and Exchange Commission recently determined that Fannie Mae did not properly apply certain accounting principles generally accepted in the United States of America to its financial statements from 2001 through mid-2004. The Securities and Exchange Commission has requested Fannie Mae to restate its earnings for those periods. The restatement, which is likely to take significant time to complete, reportedly will result in an estimated \$9 billion cumulative reduction in Fannie Mae’s core capital at September 30, 2004, and the amount of the loss could increase depending on the outcome of ongoing accounting and regulatory reviews. As a result, the Office of Federal Housing Enterprise Oversight determined that, as of September 30, 2004, Fannie Mae’s capital was approximately \$3 billion below its minimum requirements (although Fannie Mae’s critical capital and risk-based capital exceeded the minimum requirements at that date), and directed Fannie Mae to develop and implement a plan to achieve compliance with the minimum capital requirement plus a targeted 30 percent surplus. Fannie Mae has since undergone senior management changes, changed its external auditor and raised \$5 billion in new capital through the sale of additional preferred stock.

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Freddie Mac experienced similar regulatory and accounting issues in 2003, including issuing revised and restated financial statements for the years 2000 through 2002 and undergoing senior management changes. The restatement increased Freddie Mac's cumulative net income and capital by approximately \$5 billion for the restatement period. The Office of Federal Housing Enterprise Oversight recently determined that Freddie Mac met all applicable capital requirements as of September 30, 2004.

Although Moody's Investors Services and Standard and Poors have maintained their original ratings on Fannie Mae's preferred stock, each rating firm has placed Fannie Mae's preferred stock on its negative watch list and Fitch Ratings recently downgraded its rating of Fannie Mae's preferred stock from AA- to A+. All three rating firms continue to maintain their original ratings on Freddie Mac's preferred stock, but Freddie Mac's preferred stock has been on Fitch Ratings' negative watch list since June 2003.

Any future adverse developments that may occur concerning Fannie Mae or Freddie Mac, including, without limitation, financial restatements, changes in preferred stock ratings and adverse legal or regulatory developments, would increase the risk that there would be a need for us to recognize additional impairment losses concerning one or more of the floating rate preferred stocks in one or more future reporting periods.

A decision to sell shares of our Fannie Mae and Freddie Mac floating rate preferred stocks at a time when an unrealized loss exists would also require the recording further impairment losses on the affected shares due to the requirement of SAB No. 59 that an impairment must be considered other than temporary if the investor does not have the intent and ability to retain its investment in the security for a period of time sufficient to allow for any anticipated recovery in market value. A similar result would occur if we were otherwise to cease to have the intent to hold the shares for a period of time sufficient to allow for any anticipated recovery in market value. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies—Other-Than-Temporary Impairment of Securities."

If Our Allowance for Loan Losses is Not Sufficient to Cover Actual Loan Losses, Our Earnings Could Decrease.

In the event that our loan customers do not repay their loans according to the terms of the loans, and the collateral securing the repayment of these loans is insufficient to cover any remaining loan balance, we could experience significant loan losses, which could have a material adverse effect on our operating results. We make various assumptions and judgments about the collectibility of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets, if any, serving as collateral for the repayment of our loans. As of December 31, 2004, our allowance for loan losses was \$11.0 million, representing 1.00% of total loans and 168.9% of nonperforming loans as of that date. In determining the amount of our allowance for loan losses, we rely on our loan quality reviews, our experience and our evaluation of economic conditions, among other factors. If our assumptions are incorrect, our allowance for loan losses may not be sufficient to cover probable losses inherent in our loan portfolio, which may require additions to our allowance. Any material additions to our allowance for loan losses would materially decrease our net income.

Our business strategy calls for continued growth of nonresidential real estate loans, commercial loans and leases, construction and land loans and multi-family mortgage loans. These loans typically expose us to greater risk than one- to four-family residential real estate loans. As we further increase the amount of these loans in our loan portfolio, we may increase our provisions for loan losses, which could adversely affect our consolidated results of operations.

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In addition, bank regulators periodically review our allowance for loan losses and may require us to increase our provisions for loan losses or recognize further loan charge-offs. Any increase in our allowance for loan losses or loan charge-offs as required by regulatory authorities could have a material adverse effect on our consolidated results of operations and financial condition.

Changes in Market Interest Rates Could Adversely Affect Our Financial Condition and Results of Operations.

Our financial condition and results of operations are significantly affected by changes in market interest rates because our assets are primarily loans and our liabilities are primarily deposits. Our results of operations depend substantially on our net interest income, which is the difference between the interest income that we earn on our interest-earning assets and the interest expense that we pay on our interest-bearing liabilities.

Changes in interest rates affect the value of our interest-earning assets, and in particular, our securities portfolio. Generally, the value of our debt securities fluctuates inversely with changes in interest rates. At December 31, 2004, our net securities available-for-sale totaled \$268.1 million. Unrealized losses on securities available-for-sale, net of tax, amounted to \$1.6 million and are reported as a separate component of equity. Further decreases in the fair value of securities available-for-sale, therefore, could have an adverse effect on stockholders' equity.

We also are subject to reinvestment risk associated with changes in interest rates. Changes in interest rates may affect the average life of loans and mortgage-related securities. Decreases in interest rates often result in increased prepayments of loans and mortgage-related securities, as borrowers refinance their loans to reduce borrowing costs. Under these circumstances, we are subject to risk that we are unable to reinvest the cash received from such prepayments in loans or other investments that have interest rates that are comparable to the interest rates on the prepaid loans and securities. Increases in interest rates may decrease loan demand and may make it more difficult for borrowers to repay adjustable rate loans.

We evaluate interest rate sensitivity using a model that estimates the change in BankFinancial, F.S.B.'s net portfolio value over a range of interest rate scenarios. Net portfolio value is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts. At December 31, 2004, in the event of an immediate 100 basis point decrease in interest rates, we would be expected to experience a 1.8% decrease in net portfolio value. In the event of an immediate 200 basis point increase in interest rates, we would be expected to experience a 0.1% increase in net portfolio value.

The Future Price of the Shares of Common Stock May be Less Than the Purchase Price in the Offering.

The \$10.00 per share price for the common stock in the offering was not determined through a market mechanism. Instead, we selected this price primarily because it is the price most commonly used in mutual-to-stock conversions of financial institutions. We cannot assure you that if you purchase shares of common stock in the offering you will be able to sell them later at or above the \$10.00 purchase price in the offering at any future time. In many cases, shares of common stock issued by newly converted savings institutions or mutual holding companies have traded below the price at which such shares were sold in the offering conducted by those companies. The aggregate purchase price of the shares of common stock sold in our offering will be based on an independent appraisal we have received from RP Financial. The appraisal is not intended, and should not be construed, as a recommendation of any kind as to the advisability of purchasing shares of common stock. The valuation is an appraisal of the value of our

equity as a whole and not a determination of the value of an individual share of our common stock. The valuation is based on estimates and projections of a number of matters, all of which are subject to change from time to time. After our shares begin trading, the trading price of our common stock will be determined by the marketplace, and may be influenced by many factors, including prevailing interest rates, the overall performance of the economy, external factors such as geopolitical events, investor perceptions of BankFinancial Corporation, our performance and the outlook for the financial institutions industry in general.

Our Return on Stockholders' Equity Will Continue to Be Low Following the Offering.

Net income divided by average stockholders' equity, known as return on equity, is a ratio many investors use to compare the performance of a financial institution to its peers. Until we can increase our net interest income and noninterest income, we expect our return on equity to continue to be below the industry average, which may negatively affect the value of our common stock.

Our return on equity (ratio of net income to average equity) for the year ended December 31, 2004 was 1.54%. The average return on equity for the most recent twelve-month period for a peer group determined by RP Financial was 5.02%. On a pro forma basis, assuming we sold 17,000,000 shares of common stock in the offering and we invested the net proceeds we generated in the offering for additional earnings during the period, our return on pro forma equity for the twelve months ended December 31, 2004 would have been 0.75%.

Our Ability to Successfully Conduct Acquisitions Will Affect Our Ability to Grow Our Franchise and Compete Effectively in Our Marketplace.

We completed our acquisition of Success Bancshares and its wholly owned subsidiary, Success National Bank, in November 2001. We will consider the possible acquisition of other banks, thrifts and other financial services companies to supplement internal growth. Our efforts to acquire other financial institutions and financial service companies may not be successful. Numerous potential acquirors exist for most acquisition candidates, creating intense competition, which particularly affects the purchase price for which the institution can be acquired. In many cases, our competitors have significantly greater resources than we have, and greater flexibility to structure the consideration for the transaction. We may not participate in specific acquisition opportunities if we consider the proposed transaction unacceptable. We also may not be the successful bidder in acquisition opportunities that we pursue due to the willingness or ability of other potential acquirors to propose a higher purchase price or more attractive terms and conditions than we are willing or able to propose. If we are unable to or do not conduct acquisitions, our ability to deploy effectively the capital we raise in the offering, expand our geographic presence and improve our results of operations could be adversely affected.

The Risks Presented By the Acquisition of Other Institutions Could Adversely Affect Our Financial Condition and Results of Operations

If we are successful in conducting acquisitions, we will be presented with many risks that could have a materially negative impact on our financial condition and results of operations. An institution that we acquire may have unknown asset quality issues or unknown or contingent liabilities that we did not discover or fully recognize in the due diligence process, thereby resulting in unanticipated losses. The acquisition of other institutions typically requires the integration of different corporate cultures, loan and deposit products, pricing strategies, data processing systems and other technologies, accounting, internal audit and financial reporting systems, operational processes, policies, procedures and internal controls, marketing programs and personnel of the acquired institution in order to make the transaction

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economically advantageous. The integration process is complicated and time consuming, and could divert our attention from other business concerns and be disruptive to our customers and the customers of the acquired institution. Our failure to successfully integrate an acquired institution could result in the loss of key customers and employees, and prevent us from achieving expected synergies and cost savings. Acquisitions also result in professional fees, purchase price adjustments, the amortization of core deposit intangibles and other expenses that could adversely affect our earnings, and in goodwill that could become impaired, requiring us to recognize further charges. We may finance acquisitions with borrowed funds, thereby increasing our leverage and reducing our liquidity, or with potentially dilutive issuances of equity securities.

Since Our Business is Concentrated in the Chicago Metropolitan Area, a Downturn in the Economy of This Area May Adversely Affect Our Business.

Our lending and deposit gathering activities are concentrated primarily in the Chicago metropolitan area. Our success depends on the general economic conditions of this area and surrounding areas. In addition, many of the loans in our loan portfolio are secured by real estate located in the Chicago metropolitan area. Negative conditions in the real estate markets where collateral for a mortgage loan is located could adversely affect the borrower's ability to repay the loan and the value of the collateral securing the loan. Real estate values are affected by various other factors, including supply and demand, changes in general or regional economic conditions, interest rates, governmental rules or policies and natural disasters.

Adverse changes in the regional and general economy could also reduce our growth rate, impair our ability to collect loans and generally have a negative effect on our financial condition and results of operations.

Our Ability to Originate Commercial and Other Nonresidential Loans is Restricted by Federal Regulation.

As a federal savings bank, BankFinancial, F.S.B. is subject to a qualified thrift lender, or "QTL," test, which generally requires a savings bank to maintain a minimum percentage of its portfolio assets (65% for at least nine months of the most recent 12-month period) in loans made for residential and housing purposes, investments related to such purposes, including certain mortgage-backed and related securities, and loans for personal, family, household and certain other purposes. A savings bank that fails the QTL test must either convert to a bank charter or operate under specified restrictions. If BankFinancial, F.S.B. were required to convert to a bank charter, it would incur expenses to complete such a conversion and to revise its operations, policies and procedures to comply with the regulations of its new regulator. Additionally, we would not be as familiar with the new regulator as we are with the Office of Thrift Supervision, our current primary banking regulator. The QTL test limits a savings bank's ability to invest in higher-yielding loans, such as commercial loans and leases, and also limits a savings bank's ability to diversify its loan portfolio, which leaves a savings bank exposed to greater risk of loss in the event of a downturn in the residential real estate market, or in residential real estate lending in general. At December 31, 2004, BankFinancial, F.S.B. maintained approximately 78.3% of its portfolio assets in qualified thrift investments, and, as of that date, satisfied the QTL test. See "Supervision and Regulation—Federal Banking Regulation—Qualified Thrift Lender Test."

Our Future Success Is Dependent On Our Ability To Compete Effectively In The Highly Competitive Banking Industry.

We face substantial competition in all phases of our operations from a variety of different competitors. Our future growth and success will depend on our ability to compete effectively in this highly competitive environment. To date, we have grown our business successfully by focusing on our geographic markets and emphasizing the high level of service and responsiveness desired by our customers. We compete for loans, deposits and other financial services with other commercial banks, thrifts, credit unions, brokerage houses, mutual funds, insurance companies and specialized finance companies. Many of our competitors offer products and services that we do not offer, and many have substantially greater resources and lending limits, name recognition and market presence that benefit them in attracting business. In addition, larger competitors may be able to price loans and deposits more aggressively than we do, and smaller newer competitors may also be more aggressive in pricing loans and deposits in order to increase their market share. Some of the financial institutions and financial services organizations with which we compete are not subject to the extensive regulations imposed on savings banks and their holding companies. As a result, these nonbank competitors have certain advantages over us in accessing funding and in providing various financial services.

Our Stock-Based Benefit Plans Will Increase Our Costs, Which Will Reduce Our Profitability and Stockholders' Equity.

We intend to implement a recognition and retention plan after the offering, subject to receipt of stockholder approval. Under this plan, our officers and directors may be awarded, at no cost to them, shares of common stock in an aggregate amount equal to 4% of the shares of common stock sold in the offering if the plan is adopted within 12 months after completion of the conversion, and the awards may exceed 4% of the shares sold in the offering if the plan is adopted more than 12 months after the completion of the conversion, although the recognition and retention plan, including the amounts awarded under such plan, may remain subject to supervisory restrictions if adopted more than 12 months after the completion of the conversion. We have not yet determined whether we will present these plans for stockholder approval within 12 months following the completion of the conversion or whether we will present these plans for stockholder approval more than 12 months following the completion of the conversion. We will incur an expense for the shares of common stock awarded under the recognition plan over their vesting period equal to the fair market value of the shares on the date they are awarded. The recognition and retention plan cannot be implemented until at least six months after the completion of the offering. If the plan is adopted within 12 months after the completion of the conversion, it is subject to Office of Thrift Supervision regulations. Such plans, including the amounts awarded under such plans, may remain subject to supervisory restrictions if adopted more than 12 months following the completion of the conversion.

If the fair market value of shares of common stock to be granted is the same as the purchase price in the offering, the aggregate expense resulting from the grant would be between \$6.8 million, pre-tax at the minimum of the offering range and \$10.6 million, pre-tax at the adjusted maximum of the offering range (assuming the recognition and retention plan is adopted within one year following the completion of the conversion and the offering). To the extent the fair market value of the shares of common stock at the time of grant exceeds the offering price of \$10.00 per share, the expense would exceed the range described above. Conversely, to the extent the fair market value of such shares is below the offering price of \$10.00 per share, the expense would be less than the range described above.

We also intend to implement a stock option plan after the offering, subject to receipt of stockholder approval. New accounting rules (Financial Accounting Standards Board Statement No.

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123R) will require us to recognize as an expense the grant-date fair value of stock options and other equity-based compensation effective for interim or annual periods beginning after June 15, 2005. These expenses could significantly increase compensation and benefits expense, and thus reduce our net income in future periods.

The Implementation of Stock-Based Benefit Plans Following the Offering May Dilute Your Ownership Interest.

Our stock-based benefit plans will be funded either through shares purchased in open market transactions, if permitted, or from the issuance of authorized but unissued shares of common stock of BankFinancial Corporation. While our intention is to fund these plans through open market purchases, stockholders will experience a reduction or dilution in ownership interest of approximately 12.3% in the event newly issued shares are used to fund stock options and stock awards equal to 10% and 4%, respectively, of the shares sold in the offering.

Our Failure to Effectively Utilize the Net Proceeds of the Offering Could Reduce Our Profitability.

We intend to contribute between \$83.7 million and \$130.5 million of the net proceeds of the offering to BankFinancial, F.S.B. We may use the remaining net proceeds to repay debt and for other general corporate purposes, including to repay the debt that we incurred in our acquisition of Success Bancshares and its wholly owned subsidiary, Success National Bank, and possibly to finance the acquisition of other financial institutions or financial services companies or to fund the payment of dividends, repurchases of shares of our common stock or the purchase of securities. We also expect to use a portion of the net proceeds to fund the purchase of shares of common stock in the offering by the employee stock ownership plan. BankFinancial, F.S.B. may use the proceeds it receives to establish or acquire new branches, acquire financial institutions or financial services companies, fund new loans, purchase investment securities or for general corporate purposes. We have not allocated specific amounts of proceeds for any of these purposes, and we will have significant flexibility in determining how much of the net proceeds we apply to different uses and the timing of such applications. Our failure to utilize these funds effectively could have an adverse effect on our results of operations.

Various Factors May Make Takeover Attempts That You Want to Succeed More Difficult to Achieve, Which May Effect the Value of Our Shares of Common Stock.

Provisions of our articles of incorporation and bylaws, federal regulations, Maryland law and various other factors may make it more difficult for companies or persons to acquire control of BankFinancial Corporation without the consent of our board of directors. You may want a takeover attempt to succeed because, for example, a potential acquiror could offer a premium over the then prevailing price of our common stock. The factors that may discourage takeover attempts or make them more difficult include:

- **Office of Thrift Supervision Regulations.** Office of Thrift Supervision regulations prohibit, for three years following the completion of a mutual-to-stock conversion, the direct or indirect acquisition of more than 10% of any class of equity security of a converted savings institution without the prior approval of the Office of Thrift Supervision.
- **Articles of Incorporation, Bylaws and Statutory Provisions.** Provisions of the articles of incorporation and bylaws of BankFinancial Corporation and Maryland law may make it difficult and expensive to pursue a takeover attempt that our board of directors opposes,

even if the takeover is favored by a majority of our stockholders. Provisions of our articles of incorporation and bylaws also may make it difficult to remove our current board of directors or management if our board of directors opposes the removal. We have elected to be subject to the Maryland Business Combination Act, which places restrictions on mergers and other business combinations with large shareholders. In addition, our articles of incorporation provide that certain mergers and other similar transactions, as well as amendments to our articles of incorporation, must be approved by stockholders owning at least two-thirds of our shares of common stock entitled to vote on the matter unless first approved by at least two-thirds of the number of our authorized directors, assuming no vacancies. If approved by at least two-thirds of the number of our authorized directors, assuming no vacancies, the action must still be approved by a majority of our shares entitled to vote on the matter. In addition, a director can be removed for office, but only for cause, if such removal is approved by stockholders owning at least two-thirds of our shares of common stock entitled to vote on the matter, unless first approved by at least two-thirds of the number of our authorized directors (excluding the director whose removal is sought), assuming no vacancies. If approved by at least two-thirds of the number of our authorized directors, assuming no vacancies, the removal may be with or without cause, but must still be approved by a majority of our voting shares entitled to vote on the matter. Additional provisions include limitations on the voting rights of any beneficial owners of more than 10% of our common stock. Our bylaws, which can only be amended by the board of directors, also contain provisions regarding the timing, content and procedural requirements for stockholder proposals and nominations.

- **Required change-in-control payments and issuance of stock options.** We intend to enter into employment agreements with certain executive officers, which will require payments to be made to them in the event their employment is terminated following a change in control of BankFinancial Corporation or BankFinancial, F.S.B. We also intend to issue stock options to key employees and directors that will require payments to them in connection with a change in control of BankFinancial Corporation. These payments may have the effect of increasing the costs of acquiring BankFinancial Corporation, thereby discouraging future takeover attempts.

We Continually Encounter Technological Change, and May Have Fewer Resources Than Many of Our Competitors to Continue to Invest In Technological Improvements.

The financial services industry is undergoing rapid technological changes, with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success will depend, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers.

Our Business May Be Adversely Affected By The Highly Regulated Environment In Which We Operate.

We are subject to extensive federal and state legislation, regulation, examination and supervision. Recently enacted, proposed and future legislation and regulations have had, and will continue to have a material adverse effect on our business and operations. Our success depends on our continued ability to comply with these laws and regulations. Some of these regulations may increase our costs. While we cannot predict what effect any future changes in these laws or regulations or their interpretations would have on us, these changes or interpretations may adversely affect our future operations.

SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The following tables set forth selected consolidated historical financial and other data of BankFinancial MHC, Inc. for the years and at the dates indicated. The information at December 31, 2004 and 2003 and for the years ended December 31, 2004, 2003 and 2002 is derived in part from, and should be read together with, the audited consolidated financial statements and notes thereto of BankFinancial MHC, Inc. beginning at page F-2 of this prospectus. The information at December 31, 2002, 2001 and 2000 and for the years ended December 31, 2001 and 2000 is derived in part from audited consolidated financial statements that are not included in this prospectus.

	At December 31,				
	2004	2003	2002	2001	2000
	(In thousands)				
Selected Financial Condition Data:					
Total assets	\$ 1,492,782	\$ 1,457,911	\$ 1,490,726	\$ 1,635,645	\$ 1,203,653
Loans, net	1,091,952	1,067,248	1,077,932	1,187,080	949,316
Loans held for sale	5,531	5,280	11,166	16,087	1,312
Securities available-for-sale at fair value	268,093	257,520	233,572	306,009	183,578
Goodwill	10,865	10,865	10,865	10,817	—
Core deposit intangible	9,882	11,583	13,352	15,187	—
Deposits	1,115,696	1,073,897	1,054,762	1,172,311	837,923
Borrowings	264,742	268,225	307,180	331,974	250,000
Equity	94,888	96,687	103,498	102,472	98,833

	Years Ended December 31,				
	2004	2003	2002	2001	2000
	(In thousands)				
Selected Operating Data:					
Interest and dividend income	\$66,298	\$ 68,042	\$82,196	\$78,451	\$81,974
Interest expense	23,470	30,552	38,765	48,746	53,294
Net interest income	42,828	37,490	43,431	29,705	28,680
Provision (credit) for loan losses	(22)	(579)	(422)	2,000	2,868
Net interest income after provision for loan losses	42,850	38,069	43,853	27,705	25,812
Noninterest income	9,058	8,999	6,861	5,041	2,357
Noninterest expense (1)	50,715	64,061	44,920	29,011	24,999
Income (loss) before income tax expense	1,193	(16,993)	5,794	3,735	3,170
Income tax expense (benefit)	(264)	(7,415)	748	599	799
Income (loss) from continuing operations	1,457	(9,578)	5,046	3,136	2,371
Loss from discontinued operations, net of tax	—	—	—	—	(959)
Cumulative effect of change in accounting principle, net of tax	—	—	—	—	74
Net income (loss)	\$ 1,457	\$ (9,578)	\$ 5,046	\$ 3,136	\$ 1,486

(footnotes on following page)

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At or For the Years Ended December 31,

	2004	2003	2002	2001	2000
Selected Financial Ratios and Other Data:					
Performance Ratios:					
Return on assets (ratio of net income (loss) to average total assets)	0.10%	(0.66%)	0.33%	0.25%	0.12%
Return on equity (ratio of net income (loss) to average equity)	1.54	(9.98)	4.98	3.10	1.54
Net interest rate spread (2)	2.92	2.46	2.68	2.07	1.98
Net interest margin (3)	3.10	2.72	2.96	2.46	2.44
Efficiency ratio (4)	97.74	137.80	89.32	83.49	80.55
Noninterest expense to average total assets	3.46	4.39	2.89	2.30	2.06
Average interest-earning assets to average interest-bearing liabilities	110.49	111.72	110.76	109.59	110.22
Asset Quality Ratios:					
Nonperforming assets to total assets	0.44%	0.60%	0.99%	0.73%	0.62%
Nonperforming loans to total loans	0.59	0.66	1.27	0.92	0.72
Allowance for loan losses to nonperforming loans	168.90	169.02	90.51	122.61	108.61
Allowance for loan losses to total loans	1.00	1.12	1.15	1.12	0.78
Capital Ratios:					
Equity to total assets at end of period	6.36%	6.63%	6.94%	6.26%	8.21%
Average equity to average assets	6.45	6.58	6.53	8.04	7.96
Tier 1 leverage ratio (bank only)	7.12	7.18	7.59	6.50	7.93
Other Data:					
Number of full service offices	16	16	16	16	8

(1) Noninterest expense for the year ended December 31, 2004 includes \$8.8 million of impairment loss on securities available-for-sale. Noninterest expense for the year ended December 31, 2003 includes \$8.3 million of prepayment penalties related to the restructuring of Federal Home Loan Bank advances and \$12.5 million of impairment loss on securities available-for-sale.

(2) The net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities for the period.

(3) The net interest margin represents net interest income divided by average total interest-earning assets for the period.

(4) The efficiency ratio represents noninterest expense divided by the sum of net interest income and noninterest income.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements, which can be identified by the use of such words such as “estimate,” “project,” “believe,” “intend,” “anticipate,” “plan,” “seek,” “expect,” “will,” “may” and words of similar meaning. These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this prospectus.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- our ability to successfully integrate acquired entities;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans;

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- adverse developments concerning Fannie Mae or Freddie Mac and changes in market interest rates affecting the value of the Fannie Mae and Freddie Mac floating rate preferred stocks in our investment securities portfolio;
- changes in our financial condition or results of operations that reduce capital available to pay dividends;
- regulatory changes or actions; and
- changes in the financial condition or future prospects of issuers of securities that we own.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. Please see “Risk Factors” beginning on page 18.

HOW WE INTEND TO USE THE PROCEEDS FROM THE OFFERING

Although we cannot determine what the actual net proceeds from the sale of the shares of common stock in the offering will be until the offering is completed, we anticipate that the net proceeds will be between \$167.3 million and \$226.9 million, or \$261.1 million if the offering range is increased by 15%. We estimate that we will contribute to BankFinancial, F.S.B. between \$83.7 million and \$113.5 million, or \$130.6 million if the offering range is increased by 15%. We intend to retain between \$83.7 million and \$113.5 million of the net proceeds, or \$130.6 million if the offering range is increased by 15%, and we intend to utilize these funds as follows. First, we will retire \$30.0 million of term debt incurred as part of our 2001 acquisition of Success Bancshares and its wholly owned subsidiary, Success National Bank, and our 2003 redemption of trust preferred securities acquired in that acquisition. The term debt matures on March 31, 2005, and carries an adjustable interest rate of 90-day LIBOR plus 200 basis points (4.02% at December 31, 2004). Second, between \$13.6 million and \$18.4 million (or \$21.2 million if the offering range is increased) will be used for the loan to the employee stock ownership plan to fund its purchase of shares of common stock. Third, we will retain the remainder of the net proceeds of between \$40.1 million and \$65.0 million, or \$79.4 million if the offering range is increased by 15%, and may use its for a variety of purposes, including those discussed below.

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A summary of the anticipated net proceeds at the minimum, midpoint, maximum and adjusted maximum of the offering range and the use of the net proceeds is as follows:

	Based Upon the Sale at \$10.00 Per Share of							
	17,000,000 Shares		20,000,000 Shares		23,000,000 Shares		26,450,000 Shares (1)	
	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds
	(Dollars in thousands)							
Offering proceeds	\$ 170,000		\$ 200,000		\$ 230,000		\$ 264,500	
Less offering expenses	2,652		2,900		3,148		3,434	
Net offering proceeds	\$ 167,348	100.0%	\$ 197,100	100.0%	\$ 226,852	100.0%	\$ 261,066	100.0%
Use of net proceeds:								
To BankFinancial, F.S.B.	\$ 83,674	50.0%	\$ 98,550	50.0%	\$ 113,426	50.0%	\$ 130,533	50.0%
To retire term debt	\$ 30,000	17.9%	\$ 30,000	15.2%	\$ 30,000	13.2%	\$ 30,000	11.5%
To fund loan to employee stock ownership plan	\$ 13,600	8.1%	\$ 16,000	8.1%	\$ 18,400	8.1%	\$ 21,160	8.1%
Retained by BankFinancial Corporation	\$ 40,074	23.9%	\$ 52,550	26.7%	\$ 65,026	28.7%	\$ 79,373	30.4%

- (1) As adjusted to give effect to an increase in the number of shares which could occur due to a 15% increase in the offering range to reflect demand for the shares, changes in market or general financial conditions following the commencement of the offering, or regulatory considerations.

Payments for shares of common stock made through withdrawals from existing deposit accounts will not result in the receipt of new funds for investment but will result in a reduction of BankFinancial, F.S.B.'s deposits. The net proceeds may vary because total expenses relating to the offering may be more or less than our estimates. For example, our expenses would increase if a syndicated community offering were used to sell shares of common stock not purchased in the subscription and community offerings.

BankFinancial Corporation May Use the Proceeds it Retains From the Offering:

- to finance the acquisition of financial institutions or other financial service companies;
- to fund a loan to the employee stock ownership plan to purchase shares of common stock in the offering (between \$13.6 million and \$18.4 million, or \$21.2 million if the offering is increased by 15%);
- to repay \$30.0 million in term debt, discussed above, that we incurred as part of our acquisition of Success Bancshares and our redemption of trust preferred securities assumed in that acquisition;
- to pay cash dividends to stockholders;
- to repurchase shares of our common stock;
- to invest in debt securities issued by the United States government and United States government-sponsored agencies or entities; and
- for other general corporate purposes.

Initially, we intend to invest a substantial portion of the net proceeds in short-term investments, investment-grade debt obligations and mortgage-backed securities.

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Under current Office of Thrift Supervision regulations, we may not repurchase shares of our common stock during the first year following the conversion, except when extraordinary circumstances exist and with prior regulatory approval.

BankFinancial, F.S.B. May Use the Net Proceeds it Receives From the Offering:

- to expand its retail and commercial banking franchise by acquiring other financial institutions or other financial services companies, or by acquiring or establishing new branches;
- to fund new loans, including multi-family mortgage and nonresidential real estate and land loans, construction loans, commercial loans and leases and single-family residential mortgage loans;
- to enhance existing products and services and to support new products and services;
- to establish off-site ATMs;
- to invest in debt securities issued by the United States government and United States government-sponsored agencies or entities; and
- for other general corporate purposes.

Our short-term and long-term growth plans anticipate that, upon completion of the offering, we will experience measured growth through increased lending and investment activities, limited *de novo* branching and, possibly, acquisitions, with a particular emphasis on attempting to stimulate internal loan growth through the hiring of additional individuals experienced in the origination of commercial, commercial real estate and multifamily loans using targeted marketing efforts. We plan to explore acquisition opportunities involving other banks and thrifts, and possibly financial service companies, when and as they arise as a means of supplementing internal growth, filling gaps in our current geographic footprint and expanding our customer base, product lines and internal capabilities. We may also consider the establishment of *de novo* branches or the acquisition of financial institutions in other Midwestern states. We will attempt to identify institutions that we believe will fit well with our current franchise objectives and corporate culture.

We have no current arrangements or agreements to acquire other banks, thrifts and financial service companies or branch offices. However, we have had, and intend to continue to have, discussions with local financial institutions to determine whether they would be interested in exploring the possibility of our acquiring them after the offering is completed and we have sufficient capital resources to fund an acquisition. In addition, we have participated in, and intend to continue to participate in, sales processes initiated on behalf of local financial institutions that have made a decision to explore the possibility of a sale. We have also explored, and intend to continue to explore, the possibility of acquiring financial service companies, including leasing companies and insurance agencies, and engaging in limited *de novo* branching. We are presently investigating the feasibility of establishing a small number of *de novo* branches in the Chicago metropolitan area, but have no current plans to engage in extensive *de novo* branching. In addition, we have no current arrangements or agreements, and have filed no regulatory applications, to establish *de novo* branches. There can be no assurance that we will be able to consummate any acquisition or establish any new branches. See “Risk Factors—Our Ability to

Successfully Conduct Acquisitions Will Affect Our Ability to Grow Our Franchise and Compete Effectively in Our Marketplace.”

Initially, the net proceeds will be invested in short-term investments, investment-grade debt obligations and mortgage-backed securities.

OUR DIVIDEND POLICY

It is our current expectation that we are reasonably likely to declare a dividend within 12 months following the completion of the conversion. However, we may not be able to, or may decide not to, pay dividends at such time or at any other time in the future, and persons who need or desire dividend income should not purchase our shares of common stock with the expectation that we will pay dividends on the shares of common stock. Although we will have a significant dividend paying capacity with the additional capital that is being raised in the offering, the exact extent of this capacity will not be known until the conclusion of the offering. Furthermore, our ability to pay dividends could be diminished by a variety of factors, including the funding requirements of any acquisitions that we are able to pursue. Following the completion of the conversion, our Board of Directors will periodically review and evaluate the advisability of paying cash dividends, taking into account our current and anticipated cash requirements, the financial condition, results of operations and capital needs of BankFinancial Corporation and BankFinancial, F.S.B., regulatory restrictions that affect the payment of dividends by BankFinancial, F.S.B. to BankFinancial Corporation, and any other factors deemed relevant at the time.

The ability of BankFinancial Corporation to pay dividends in the future could depend on the ability of our subsidiary, BankFinancial, F.S.B., to pay dividends to us. Federal law and Office of Thrift Supervision regulations limit the ability of BankFinancial, F.S.B. to make such dividend payments. Under Office of Thrift Supervision regulations, BankFinancial, F.S.B. will not be permitted to pay any dividend that would reduce its stockholder’s equity below the amount of the liquidation account to be established in connection with the conversion. In addition, BankFinancial, F.S.B. will not be permitted to make a capital distribution if, after making such distribution, it would be undercapitalized under federal law and regulations. BankFinancial, F.S.B. would need the prior approval of the Office of Thrift Supervision to pay a cash dividend or make another type of capital distribution if BankFinancial, F.S.B.’s total capital distributions for the applicable calendar year exceeded the sum of its net income for that year to date plus retained net income for the preceding two years. Because BankFinancial, F.S.B. has experienced net losses in recent periods, it would be required to file an application with the Office of Thrift Supervision if it wanted to pay a capital distribution to us in the near future. For information concerning additional federal and state law and regulations regarding the ability of BankFinancial, F.S.B. to make capital distributions, including the payment of dividends to BankFinancial Corporation, see “The Conversion; Plan of Distribution—Liquidation Rights,” “Taxation—Federal Taxation” and “Supervision and Regulation—Federal Banking Regulation.”

BankFinancial Corporation is subject to state law limitations on the payment of dividends. Maryland law generally limits dividends to an amount equal to the excess of our capital surplus over payments that would be owed upon dissolution to stockholders whose preferential rights upon dissolution are superior to those receiving the dividend, and to an amount that would not make us insolvent.

We have committed to the Office of Thrift Supervision that during the one-year period following the completion of the conversion, we will not, without prior approval of the Office of Thrift Supervision, take any action to declare an extraordinary dividend to our stockholders that would be treated as a tax-free return of capital for federal income tax purposes. In addition, as the holding company for a federal

savings bank, we must act as a “source of strength” for BankFinancial, F.S.B., and this could limit our ability to pay dividends at times when BankFinancial, F.S.B. has capital needs.

MARKET FOR THE COMMON STOCK

BankFinancial Corporation has never issued capital stock and there is no established market for it. We anticipate that our common stock will be traded on the Nasdaq National Market under the symbol “BFIN” subject to completion of the offering, and in compliance with certain conditions including the presence of at least three registered and active market makers. Sandler O’Neill & Partners, L. P. has advised us that it intends to make a market in our common stock following the offering, but it is under no obligation to do so or to continue to do so once it begins. While we will attempt before completion of the offering to obtain commitments from at least two other broker-dealers to make a market in our common stock, there can be no assurance that we will be successful in obtaining such commitments.

The development and maintenance of a public market having the desirable characteristics of depth, liquidity and orderliness depends on the existence of willing buyers and sellers, the presence of which is not within our control or that of any market maker. The number of active buyers and sellers of our shares of common stock at any particular time may be limited, which may have an adverse effect on the price at which our common stock can be sold. There can be no assurance that persons purchasing the shares of common stock will be able to sell their shares at or above the \$10.00 offering purchase price per share. You should have a long-term investment intent if you purchase shares of our common stock and you should recognize that there may be a limited trading market in the common stock.

HISTORICAL AND PRO FORMA REGULATORY CAPITAL COMPLIANCE

At December 31, 2004, BankFinancial, F.S.B. exceeded all of the applicable regulatory capital requirements. The table below sets forth the historical equity capital and regulatory capital of BankFinancial, F.S.B. at December 31, 2004, and the pro forma regulatory capital of BankFinancial, F.S.B., after giving effect to the sale of shares of common stock at a \$10.00 per share purchase price. The table assumes the receipt by BankFinancial, F.S.B. of between \$83.7 million and \$130.6 million of the net offering proceeds.

	BankFinancial, F.S.B. Historical at December 31, 2004		Pro Forma at December 31, 2004, Based Upon the Sale in the Offering of							
			17,000,000 Shares		20,000,000 Shares		23,000,000 Shares		26,450,000 Shares (1)	
	Amount	Percent of Assets (2)	Amount	Percent of Assets (2)	Amount	Percent of Assets (2)	Amount	Percent of Assets (2)	Amount	Percent of Assets (2)
(Dollars in thousands)										
Equity capital	\$ 119,983	8.04%	\$ 183,257	11.80%	\$ 194,533	12.43%	\$ 205,809	13.06%	\$ 218,776	13.77%
Tangible capital	\$ 104,730	7.12%	\$ 168,004	10.94%	\$ 179,280	11.59%	\$ 190,556	12.23%	\$ 203,523	12.96%
Tangible requirement	22,077	1.50	23,027	1.50	23,196	1.50	23,365	1.50	23,559	1.50
Excess	\$ 82,653	5.62%	\$ 144,977	9.44%	\$ 156,084	10.09%	\$ 167,191	10.73%	\$ 179,964	11.46%
Core (leverage) capital	\$ 104,730	7.12%	\$ 168,004	10.94%	\$ 179,280	11.59%	\$ 190,556	12.23%	\$ 203,523	12.96%
Core (leverage) requirement (3)	58,873	4.00	61,404	4.00	61,855	4.00	62,556	4.00	62,825	4.00
Excess	\$ 45,857	3.12%	\$ 106,600	6.94%	\$ 117,425	7.59%	\$ 128,250	8.23%	\$ 140,698	8.96%
Total risk-based capital (4)	\$ 113,693	10.35%	\$ 176,967	15.66%	\$ 188,243	16.57%	\$ 199,519	17.48%	\$ 212,486	18.51%
Risk-based requirement	87,892	8.00	90,423	8.00	90,874	8.00	91,325	8.00	91,844	8.00
Excess	\$ 25,801	2.35%	\$ 86,544	7.66%	\$ 97,369	8.57%	\$ 108,194	9.48%	\$ 120,642	10.51%
Reconciliation of capital infused into BankFinancial, F.S.B.:										
Net proceeds			\$ 83,674		\$ 98,550		\$ 113,426		\$ 130,533	
Less:										
Common stock acquired by employee stock ownership plan			(13,600)		(16,000)		(18,400)		(21,160)	
Common stock acquired by recognition and retention plan			(6,800)		(8,000)		(9,200)		(10,580)	
Pro forma increase in GAAP and regulatory capital			\$ 63,274		\$ 74,550		\$ 85,826		\$ 98,793	

- (1) As adjusted to give effect to an increase in the number of shares which could occur due to a 15% increase in the offering range to reflect demand for the shares, changes in market or general financial conditions following the commencement of the offering or regulatory considerations.
- (2) Tangible and core capital levels are shown as a percentage of total adjusted assets. Risk-based capital levels are shown as a percentage of risk-weighted assets.
- (3) The current Office of Thrift Supervision core capital requirement for financial institutions is 3% of total adjusted assets for financial institutions that receive the highest supervisory rating for safety and soundness and a 4% to 5% core capital ratio requirement for all other financial institutions.
- (4) Pro forma amounts and percentages assume net proceeds are invested in assets that carry a 50% risk weighting.

CAPITALIZATION

The following table presents the historical consolidated capitalization of BankFinancial MHC, at December 31, 2004 and the pro forma consolidated capitalization of BankFinancial Corporation, a Maryland corporation, after giving effect to the conversion and the offering, based upon the assumptions set forth in the “Pro Forma Data” section.

	BankFinancial MHC Historical at December 31, 2004	Pro Forma, Based Upon the Sale in the Offering of			
		17,000,000 Shares	20,000,000 Shares	23,000,000 Shares	26,450,000 Shares (1)
		(Dollars in thousands)			
Deposits (2)	\$ 1,115,696	\$1,115,696	\$1,115,696	\$1,115,696	\$1,115,696
Borrowings	264,742	264,742	264,742	264,742	264,742
Total deposits and borrowed funds	\$ 1,380,438	\$1,380,438	\$1,380,438	\$1,380,438	\$1,380,438
Stockholders' equity:					
Preferred stock, \$0.01 par value, 25,000,000 shares authorized; none to be issued	—	—	—	—	—
Common stock \$0.01 par value, 100,000,000 shares authorized; shares to be issued as reflected (3)	—	170	200	230	265
Additional paid-in capital	—	167,178	196,900	226,622	260,801
Retained earnings (4)	96,455	96,455	96,455	96,455	96,455
Accumulated other comprehensive loss	(1,567)	(1,567)	(1,567)	(1,567)	(1,567)
Less:					
Common stock to be acquired by the employee stock ownership plan (5)	—	(13,600)	(16,000)	(18,400)	(21,160)
Common stock to be acquired by the recognition and retention plan (6)	—	(6,800)	(8,000)	(9,200)	(10,580)
Total stockholders' equity	\$ 94,888	\$ 241,836	\$ 267,988	\$ 294,140	\$ 324,214
Total stockholders' equity as a percentage of total assets	6.36%	14.75%	16.09%	17.38%	18.83%

- (1) As adjusted to give effect to an increase in the number of shares of common stock which could occur due to a 15% increase in the offering range to reflect demand for shares, changes in market or general financial conditions following the commencement of the subscription and community offerings or regulatory considerations.
- (2) Does not reflect withdrawals from deposit accounts for the purchase of shares of common stock in the conversion and offering. These withdrawals would reduce pro forma deposits by the amount of the withdrawals.
- (3) No effect has been given to the issuance of additional shares of BankFinancial Corporation common stock pursuant to an additional stock option plan. If this plan is implemented, an amount up to 10% of the shares of BankFinancial Corporation common stock sold in the offering will be reserved for issuance upon the exercise of options under the stock option plan. No effect has been given to the exercise of options currently outstanding. See “Management of BankFinancial Corporation.”
- (4) The retained earnings of BankFinancial, F.S.B. will be substantially restricted after the conversion. See “The Conversion; Plan of Distribution—Liquidation Rights” and “Supervision and Regulation—Federal Banking Regulation.”
- (5) Assumes that 8.0% of the shares sold in the offering will be acquired by the employee stock ownership plan financed by a loan from BankFinancial Corporation. The loan will be repaid principally from BankFinancial, F.S.B.’s contributions to the employee stock ownership plan. Since BankFinancial Corporation will finance the employee stock ownership plan debt, this debt will be eliminated through consolidation and no liability will be reflected on BankFinancial Corporation’s consolidated financial statements. Accordingly, the amount of shares of common stock acquired by the employee stock ownership plan is shown in this table as a reduction of total stockholders’ equity.
- (6) Assumes a number of shares of common stock equal to 4% of the shares of common stock to be sold in the offering will be purchased by the stock recognition and retention plan in open market purchases. The dollar amount of common stock to be purchased is based on the \$10.00 per share subscription price in the offering and represents unearned compensation. This amount does not reflect possible increases or decreases in the value of common stock relative to the subscription price in the offering. As BankFinancial Corporation accrues compensation expense to reflect the vesting of shares pursuant to the stock recognition and retention plan, the credit to equity will be offset by a charge to noninterest expense. Implementation of the stock recognition and retention plan will require stockholder approval. The funds to be used by the stock recognition and retention plan to purchase the shares will be provided by BankFinancial Corporation. If the shares to fund the plan are assumed to come from authorized but unissued shares of BankFinancial Corporation, the number of outstanding shares at the minimum, midpoint, maximum and the maximum, as adjusted, of the offering range would be 17,680,000, 20,800,000, 23,920,000 and 27,508,000, respectively, total stockholders’ equity would be \$248.6 million, \$276.0 million, \$303.3 million and \$334.8 million, respectively, and total stockholders’ ownership in BankFinancial Corporation would be diluted by approximately 3.85%.

PRO FORMA DATA

The following tables summarize historical data of BankFinancial MHC and pro forma data at and for the year ended December 31, 2004. This information is based on assumptions set forth below and in the table, and should not be used as a basis for projections of market value of the shares of common stock following the conversion and offering. Pro forma stockholders' equity per share does not give effect to the liquidation account to be established in the conversion or, in the event of a liquidation of BankFinancial, F.S.B., to the recoverability of intangibles or the tax effect of the recapture of any bad debt reserve. See "The Conversion; Plan of Distribution—Liquidation Rights."

The net proceeds in the tables are based upon the following assumptions:

- all shares of common stock will be sold in the subscription and community offerings;
- 404,500 shares of common stock will be purchased by our executive officers and directors, and their associates;
- our employee stock ownership plan will purchase 8% of the shares of common stock sold in the offering with a loan from BankFinancial Corporation. The loan will be repaid in substantially equal payments of principal and interest over a period of 20 years;
- Sandler O'Neill & Partners, L.P. will receive a fee equal to 0.90% of the dollar amount of shares of common stock sold in the offering. Shares purchased by our employee benefit plans or by our officers, directors and employees, and their immediate families will not be included in calculating the shares of common stock sold, for this purpose; and
- total expenses of the offering, including the marketing fees to be paid to Sandler O'Neill & Partners, L.P., will be between \$2.7 million at the minimum of the offering range and \$3.4 million at the maximum of the offering range, as adjusted.

We calculated pro forma consolidated net income for the year ended December 31, 2004 as if the estimated net proceeds we received had been invested at an assumed interest rate of 3.06% (1.62% on an after-tax basis). This represents a blended rate assuming repayment of \$30.0 million term debt bearing interest at 4.02% and investing the remaining funds to yield the rate on the one-year U.S. Treasury Bill as of December 31, 2004, equal to 2.75% (which we consider to more accurately reflect the pro forma reinvestment rate than an arithmetic average method in light of current market interests rates).

The following pro forma information may not be representative of the financial effects of the foregoing transactions at the dates on which such transactions actually occur, and should not be taken as indicative of future results of operations. Pro forma consolidated stockholders' equity represents the difference between the stated amounts of our assets and liabilities. The pro forma stockholders' equity is not intended to represent the fair market value of the shares of common stock. The effect of withdrawals from deposit accounts for the purchase of shares of common stock has not been reflected. Historical and pro forma per share amounts have been calculated by dividing historical and pro forma amounts by the indicated number of shares of common stock. No effect has been given in the pro forma stockholders' equity calculations for the assumed earnings on the net proceeds. It is assumed that BankFinancial Corporation will retain, after repaying term debt and lending funds to the employee stock ownership plan, between \$40.1 million and \$65.0 million of the estimated net proceeds in the offering, or \$79.4 million if the offering range is increased by 15%. The actual net proceeds from the sale of shares of common stock will not be determined until the offering is completed. However, we currently estimate the net proceeds to be between \$167.3 million and \$226.9 million, or \$261.1 million if the offering range is increased by 15%. It is assumed that all shares of common stock will be sold in the subscription and community offerings.

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At or For the Year Ended December 31, 2004
Based Upon the Sale at \$10.00 Per Share of

	17,000,000 Shares	20,000,000 Shares	23,000,000 Shares	26,450,000 Shares (1)
	(Dollars in thousands, except per share amounts)			
Gross proceeds	\$ 170,000	\$ 200,000	\$ 230,000	\$ 264,500
Expenses	2,652	2,900	3,148	3,434
Estimated net proceeds	167,348	197,100	226,852	261,066
Common stock acquired by employee stock ownership plan (2)	(13,600)	(16,000)	(18,400)	(21,160)
Common stock acquired by recognition and retention plan (3)	(6,800)	(8,000)	(9,200)	(10,580)
Estimated net proceeds, as adjusted	\$ 146,948	\$ 173,100	\$ 199,252	\$ 229,326
For the Year Ended December 31, 2004				
Consolidated net income:				
Historical	\$ 1,457	\$ 1,457	\$ 1,457	\$ 1,457
Pro forma adjustments:				
Income on adjusted net proceeds	2,709	3,191	3,674	4,228
Employee stock ownership plan (2)	(410)	(482)	(554)	(637)
Stock option plan (4)	(1,133)	(1,333)	(1,533)	(1,763)
Recognition and retention plan (3)	(819)	(964)	(1,109)	(1,275)
Pro forma net income	\$ 1,804	\$ 1,869	\$ 1,935	\$ 2,010
Income per share (5):				
Historical	\$ 0.09	\$ 0.08	\$ 0.07	\$ 0.06
Pro forma adjustments:				
Income on adjusted net proceeds	0.17	0.17	0.17	0.17
Employee stock ownership plan (2)	(0.03)	(0.03)	(0.03)	(0.03)
Stock option plan (4)	(0.07)	(0.07)	(0.07)	(0.07)
Recognition and retention plan (3)	(0.05)	(0.05)	(0.05)	(0.05)
Pro forma income per share (5)	\$ 0.11	\$ 0.10	\$ 0.09	\$ 0.08
Offering price to net income per share	90.91	100.00	111.11	125.00
Number of shares used in loss per share calculations	15,708,000	18,480,000	21,252,000	24,439,800
At December 31, 2004				
Stockholders' equity:				
Historical	\$ 94,888	\$ 94,888	\$ 94,888	\$ 94,888
Estimated net proceeds	167,348	197,100	226,852	261,066
Common stock acquired by employee stock ownership plan (2)	(13,600)	(16,000)	(18,400)	(21,160)
Common stock acquired by recognition and retention plan (3)	(6,800)	(8,000)	(9,200)	(10,580)
Pro forma stockholders' equity (6)	241,836	267,988	294,140	324,214
Intangible assets	20,747	20,747	20,747	20,747
Pro forma tangible stockholders' equity (6)	\$ 221,089	\$ 247,241	\$ 273,393	\$ 303,467
Stockholders' equity per share:				
Historical	\$ 5.58	\$ 4.74	\$ 4.13	\$ 3.59
Estimated net proceeds	9.84	9.86	9.86	9.87
Common stock acquired by employee stock ownership plan (2)	(0.80)	(0.80)	(0.80)	(0.80)
Common stock acquired by recognition and retention plan (3)	(0.40)	(0.40)	(0.40)	(0.40)
Pro forma stockholders' equity per share (6)	\$ 14.22	\$ 13.40	\$ 12.79	\$ 12.26
Pro forma tangible stockholders' equity per share (6)	\$ 13.01	\$ 12.36	\$ 11.89	\$ 11.47
Offering price as percentage of pro forma consolidated stockholders' equity per share	70.32%	74.63%	78.19%	81.57%
Offering price as percentage of pro forma tangible consolidated stockholders' equity per share	76.87%	80.91%	84.10%	87.18%
Number of shares used in book value per share calculations	17,000,000	20,000,000	23,000,000	26,450,000

(footnotes begin on following page)

- (1) As adjusted to give effect to an increase in the number of shares which could occur due to a 15% increase in the offering range to reflect demand for the shares, changes in market and financial conditions following the commencement of the offering or regulatory considerations.

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- (2) Assumes that 8% of shares of common stock sold in the offering will be purchased by the employee stock ownership plan. For purposes of this table, the funds used to acquire these shares are assumed to have been borrowed by the employee stock ownership plan from BankFinancial Corporation. BankFinancial, F.S.B. intends to make annual contributions to the employee stock ownership plan in an amount at least equal to the required principal and interest payments on the debt. BankFinancial, F.S.B.'s total annual payments on the employee stock ownership plan debt are based upon 20 equal annual installments of principal and interest. SOP 93-6 requires that an employer record compensation expense in an amount equal to the fair value of the shares committed to be released to employees. The pro forma adjustments assume that the employee stock ownership plan shares are allocated in equal annual installments based on the number of loan repayment installments assumed to be paid by BankFinancial, F.S.B., the fair value of the common stock remains equal to the subscription price and the employee stock ownership plan expense reflects an effective combined federal and state tax rate of 39.75%. The unallocated employee stock ownership plan shares are reflected as a reduction of stockholders' equity. No reinvestment is assumed on proceeds contributed to fund the employee stock ownership plan. The pro forma net income further assumes that 68,000, 80,000, 92,000 and 105,800 shares were committed to be released during the period at the minimum, midpoint, maximum, and adjusted maximum of the offering range, respectively, and in accordance with SOP 93-6, only the employee stock ownership plan shares committed to be released during the period were considered outstanding for purposes of income per share calculations.
- (3) If approved by BankFinancial Corporation's stockholders, the stock recognition and retention plan may purchase an aggregate number of shares of common stock equal to 4% of the shares to be sold in the offering (or possibly a greater number of shares if the plan is implemented more than one year after completion of the conversion, although such plan, including the amount awarded under such plan, may remain subject to supervisory restrictions). Stockholder approval of the stock recognition and retention plan, and purchases by the plan may not occur earlier than six months after the completion of the conversion. The shares may be acquired directly from BankFinancial Corporation or through open market purchases. The funds to be used by the stock recognition and retention plan to purchase the shares will be provided by BankFinancial Corporation. The table assumes that (i) the stock recognition and retention plan acquires the shares through open market purchases at \$10.00 per share, (ii) 20% of the amount contributed to the stock recognition and retention plan is amortized as an expense during the year ended December 31, 2004, and (iii) the stock recognition and retention plan expense reflects an effective combined federal and state tax rate of 39.75%. Assuming stockholder approval of the stock recognition and retention plan and that shares of common stock (equal to 4% of the shares sold in the offering) are awarded through the use of authorized but unissued shares of common stock, stockholders would have their ownership and voting interests diluted by approximately 3.8%.
- (4) If approved by BankFinancial Corporation's stockholders, the stock option plan may grant options to acquire an aggregate number of shares of common stock equal to 10% of the shares to be sold in the offering (or possibly a greater number of shares if the plan is implemented more than one year after completion of the conversion, although such plan, including the amount awarded under the plan, may remain subject to supervisory restrictions). Stockholder approval of the stock option plan may not occur earlier than six months after the completion of the conversion. In calculating the pro forma effect of the stock option plan, it is assumed that the exercise price of the stock options and the trading price of the common stock at the date of grant were \$10.00 per share, the estimated grant-date fair value determined using the Black-Scholes option pricing model was \$3.70 for each option, the aggregate grant-date fair value of the stock options was amortized to expense on a straight-line basis over a five-year vesting period of the options, and that 25.0% of the amortization expense (or the assumed portion relating to options granted to directors) resulted in a tax benefit using an assumed tax rate of 39.75%. The actual expense of the stock option plan will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted. Under the above assumptions, the adoption of the stock option plan will result in no additional shares under the treasury stock method for purposes of calculating earnings per share. There can be no assurance that the actual exercise price of the stock options will be equal to the \$10.00 price per share. If a portion of the shares to satisfy the exercise of options under the stock option plan are obtained from the issuance of authorized but unissued shares, our net income per share and stockholders' equity per share will decrease. The issuance of authorized but previously unissued shares of common stock pursuant to the exercise of options under such plan would dilute existing stockholders' ownership and voting interests by approximately 9.1% at the maximum of the offering range.
- (5) Income per share computations are determined by taking the number of shares assumed to be sold in the offering and, in accordance with SOP 93-6, subtracting the employee stock ownership plan shares that have not been committed for release during the respective periods. See note 2. The number of shares of common stock actually sold may be more or less than the assumed amounts.
- (6) The retained earnings of BankFinancial, F.S.B. will be substantially restricted after the conversion. See "Our Dividend Policy," "The Conversion; Plan of Distribution—Liquidation Rights" and "Supervision and Regulation—Federal Banking Regulation—Capital Distributions."

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

The discussion and analysis that follows focuses on the factors affecting our consolidated financial condition at December 31, 2004 and December 31, 2003, and our consolidated results of operations for the years ended December 31, 2004, 2003 and 2002. The consolidated financial statements and related notes appearing elsewhere in this prospectus should be read in conjunction with this discussion and analysis.

The accompanying consolidated financial statements for the year ended December 31, 2003 have been restated to change the method of recognizing other than temporary impairment on securities available-for-sale, specifically certain floating rate preferred stocks issued by Fannie Mae and Freddie Mac. During 2004, we completed a comprehensive review of our methodology to determine whether other than temporary impairment was present in our securities portfolio for all periods presented in the consolidated financial statements. This comprehensive review was conducted in connection with our initial public offering and in accordance with the guidance contained in SAB No. 59.

Our comprehensive review determined that certain of the preferred securities issued by Fannie Mae and Freddie Mac were other than temporarily impaired in 2003. This determination was based primarily on the duration and severity of the unrealized losses, our inability to forecast a full recovery in the value of the securities except in a small number of projected interest rate scenarios, and the uncertainties that are inherent in forecasting when interest rates, interest rate volatilities and spreads to risk-free benchmarks will return to historic norms. As a result, we recorded a prior period adjustment to recognize a \$12.5 million other than temporary impairment loss on securities available-for-sale for the year ended December 31, 2003. This adjustment increased net loss by \$7.6 million, resulting in net loss of \$9.6 million for the year ended December 31, 2003. There was no effect on net income in 2002.

Overview of Financial Condition and Results of Operations

Our primary business strategy for the past five years has been to transform BankFinancial, F.S.B. from a traditional retail savings bank to a multi-faceted financial institution with enhanced capabilities in commercial banking and selected other financial services, an expanded geographic presence in the Chicago metropolitan area, and managerial and technological resources and infrastructure capable of supporting future growth.

Certain actions that we have taken have adversely impacted our results of operations for the years ended December 31, 2004 and 2003. Specifically we restructured \$170 million of Federal Home Loan Bank borrowings in July 2003 to reduce our future funding costs, maintain better protection against changes in market interest rates and increase our flexibility in pricing deposits. The restructuring of the Federal Home Loan Bank borrowings resulted in a prepayment penalty that resulted in the recording of yield adjustment amortization expenses during the years ended December 31, 2004 and 2003 and significant expense for the early extinguishment of debt during the year ended December 31, 2003, as described below. We also incurred impairment losses during the years ended December 31, 2004 and 2003 due to our determination that certain declines in the fair value of floating rate preferred stocks issued by two government sponsored entities, Fannie Mae and Freddie Mac, that are part of our investment portfolio constituted other than temporary impairments under the applicable Securities and Exchange Commission Staff Accounting Bulletin.

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Significant Strategic Initiatives and Impact on Results of Operations

Loan Portfolio Diversification. At December 31, 2000, our loan portfolio was heavily concentrated in one- to four-family residential real estate loans, which then represented 86.6% of our total loans. Since that time, we have redeployed a significant portion of the cash flows from the repayments and sales of our one- to four-family residential loans into a more diversified mix of commercial, multi-family, nonresidential real estate and construction and land loans and leases. These loans and leases typically offer higher yields than traditional one- to four-family residential loans and generally are of shorter duration. Therefore, they improve our interest income and assist us in managing interest rate risk.

The following table illustrates the major changes that have occurred in the composition of our loan portfolio between December 31, 2000 and December 31, 2004:

	At December 31, 2004		At December 31, 2000		Increase/(Decrease)
			(Dollars in thousands)		
One - to four-family residential	\$ 363,097	33.0%	\$ 826,816	86.6%	\$ (463,719)
Multi-family mortgage	240,607	21.9	67,185	7.0	173,422
Nonresidential real estate	248,781	22.6	13,465	1.4	235,316
Construction and land	59,950	5.5	994	0.1	58,956
Commercial loans	92,455	8.4	39,713	4.2	52,742
Commercial leases	86,362	7.8	3,587	0.4	82,775
Consumer	2,755	0.2	2,634	0.3	121
Other	6,044	0.6	—	—	6,044
Total loans	\$1,100,051	100.0%	\$ 954,394	100.0%	\$ 145,657

In the aggregate, multi-family mortgage loans, nonresidential real estate loans, construction and land loans and commercial loans and leases comprised 66.2% of our loan portfolio at December 31, 2004, compared to 13.1% at December 31, 2000. We intend to continue to emphasize the origination of these higher interest margin loans following the offering, subject to the limitations imposed by our federal savings bank charter, general economic conditions, the demand for multi-family mortgage loans, nonresidential real estate loans, construction and land loans and commercial loans and leases in our market, competitive factors and risk management considerations. See “Business of BankFinancial, F.S.B.—Lending Activities” and “Risk Factors— Our Nonresidential Real Estate Loans, Multi-family Mortgage Loans, Construction and Land Loans, Commercial Loans and Commercial Leases Expose Us to Increased Credit Risks.”

Allowance for Loan Losses. We have increased our allowance for loan losses from \$7.5 million (0.78% of total loans) at December 31, 2000 to \$11.0 million (1.00% of total loans) at December 31, 2004. This increase was based primarily on the change in the composition of our loan portfolio that occurred between 2000 and 2004. Our ratio of non-performing loans to total loans was 0.59% at December 31, 2004, compared to 0.72% at December 31, 2000. Maintaining the quality of our loan and lease portfolio is a key factor in managing our growth. We will continue to use risk management techniques, such as independent internal and external loan reviews, risk-focused portfolio credit analysis and field inspections of collateral, in overseeing the performance of our loan portfolio.

Composition and Cost of Funding. We have changed the composition and the cost of our funding sources in a number of ways:

Core Deposits. We increased our emphasis on local deposits as a primary funding source for commercial real estate and commercial loans. This emphasis and our acquisition of Success Bancshares have increased our level of core deposits (savings, money market, noninterest bearing demand and NOW accounts). At December 31, 2004, our core deposits were 60.5% of our total deposits, compared to 36.6% of total deposits at December 31, 2000. This increase included an increase in business demand deposits to \$61.9 million (5.6% of total deposits) at December 31, 2004 from \$18.8 million (2.2% of total deposits) at December 31, 2000.

Federal Home Loan Bank Funding. We view Federal Home Loan Bank advances as a primary source for funding securities purchases, a secondary source for funding residential real estate loans, and an important means of managing our interest rate risk and liquidity. Because of our emphasis on local deposits as a primary funding source for commercial real estate and commercial loans, we have been able to reduce our utilization of Federal Home Loan Bank advances. At December 31, 2004, our borrowings from the Federal Home Loan Bank of Chicago totaled \$230.8 million, compared to \$250.0 million at December 31, 2000, even though we assumed \$53.7 million of Federal Home Loan Bank borrowings in 2001 through our acquisition of Success Bancshares.

In recent years, our fixed-rate Federal Home Loan Bank borrowings prevented our average cost of funds from declining in proportion to the general decline in market interest rates. This limited our flexibility in pricing our deposits, placed pressure on our net interest margin, and made it increasingly difficult to maintain the interest rate risk position that we believed was desirable. To address this issue, we restructured \$170.0 million of Federal Home Loan Bank advances during 2003. The restructuring consisted of retiring \$25.0 million of Federal Home Loan Bank advances, using excess cash and cash equivalents, and replacing the remaining \$145.0 million of advances with new Federal Home Loan Bank advances with a weighted average interest rate of 1.38% and a weighted average maturity of approximately one year. The restructuring of the advances reduced the average contractual rate on our Federal Home Loan Bank borrowings from 5.85% at December 31, 2002, to 2.27% as of December 31, 2003, and to 2.85% as of December 31, 2004. The restructuring also reduced the average duration of our liabilities and permitted us to better match the duration of our liabilities with the duration of our assets, which has shortened due to the change in the composition of our loan portfolio.

The restructuring resulted in a \$15.4 million prepayment penalty. Pursuant to Emerging Issues Task Force 96-19, "Debtor's Accounting for a Modification or Exchange of Debt Instruments" ("EITF 96-19"), \$8.3 million of the \$15.4 million prepayment penalty was recognized in 2003 as an immediate expense for the early extinguishment of debt. In accordance with EITF 96-19, the remaining \$7.1 million is considered prepayment penalty yield adjustment amortization expense, which is being amortized as interest expense over approximately a two-year period. Of the \$7.1 million in prepayment penalty yield adjustment amortization expense, \$4.1 million was amortized in 2003, \$2.5 million was amortized in 2004, and \$388,000 will be amortized in 2005. The \$12.4 million pre-tax expense (\$7.6 million net of tax) that we recorded in 2003 relating to the restructuring of Federal Home Loan Bank advances contributed to our net operating loss of \$9.6 million in 2003.

Geographic Expansion. We added nine branch offices in Chicago and its northern and western suburbs since the beginning of 2000 through our acquisition of Success Bancshares (seven offices) and *de novo* branching (two offices). We will attempt to further expand our geographic presence through acquisitions that complement our business plan and limited *de novo* branching. Our future efforts to expand will focus primarily on eliminating gaps in our market "footprint" with a preference for areas with demographics that may give us a competitive advantage in terms of product offerings and service capabilities. We may also consider the establishment of *de novo* branches or the acquisition of financial

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institutions in other Midwestern states. We have invested significant resources in building a management team and a technological infrastructure capable of supporting future growth.

We have no current arrangements or agreements to acquire other banks, thrifts and financial service companies or branch offices. However, we have had, and intend to continue to have, discussions with local financial institutions to determine whether they would be interested in exploring the possibility of our acquiring them after the offering is completed and we have sufficient capital resources to fund an acquisition. In addition, we have participated in, and intend to continue to participate in, sales processes initiated on behalf of local financial institutions that have made a decision to explore the possibility of a sale. We have also explored, and intend to continue to explore, the possibility of acquiring financial service companies, including insurance agencies and leasing companies, and engaging in limited *de novo* branching. We are presently investigating the feasibility of establishing a small number of *de novo* branches in the Chicago metropolitan area, but have no current plans to engage in extensive *de novo* branching. In addition, we have no current arrangements or agreements, and have filed no regulatory applications, to establish *de novo* branches. There can be no assurance that we will be able to consummate any acquisition or establish any new branches. See “Risk Factors—Our Ability to Successfully Conduct Acquisitions Will Affect Our Ability to Grow Our Franchise and Compete Effectively in Our Marketplace.”

Success Bancshares Acquisition. Our acquisition of Success Bancshares and its wholly owned subsidiary, Success National Bank, in 2001 produced a number of benefits, including a more diverse loan portfolio and deposit base, and the expansion of our geographic presence in the Chicago metropolitan area. The acquisition also produced certain expenses that have had, and will continue to have, an adverse impact on our results of operations, including the following:

Core Deposit Intangible Amortization. The acquisition of Success Bancshares created a \$15.3 million core deposit intangible that we are amortizing over a ten-year period. Of this amount, \$153,000 was amortized in 2001, \$1.8 million was amortized in 2002, \$1.8 million was amortized in 2003 and \$1.7 million was amortized in 2004. As of that date, the unamortized core deposit intangible totaled \$9.9 million, of which \$1.6 million will be amortized in 2005, \$1.6 million will be amortized in 2006, \$1.5 million will be amortized in 2007, and a total of \$5.2 million will be amortized from 2008 to 2011. We must evaluate the core deposit intangible for impairment, at least annually. If impairment is determined to have occurred, we will record an impairment expense equal to the impairment amount in the consolidated statement of income for that period. As of December 31, 2004, we determined that no such impairment had occurred.

Interest and Other Expense on Acquisition Funding. We incurred \$15.0 million in term debt in November of 2001 to facilitate our acquisition of Success Bancshares and also acquired, as part of the acquisition, \$15.0 million in 8.95% fixed-rate subordinated debt underlying trust preferred securities that an affiliate of Success Bancshares had issued in 1998. In December of 2003, we refinanced the subordinated debt with lower cost, variable rate term debt and caused the trust-preferred securities to be redeemed, thereby reducing our interest expense. We intend to use a portion of the net proceeds of the offering to repay the acquisition-related term debt in full. The repayment of the term debt with a portion of the net proceeds of the offering will, in the absence of other factors, reduce our cost of funding by reducing our interest-bearing liabilities.

Goodwill. The acquisition of Success Bancshares created goodwill in the amount of \$10.9 million. Although this goodwill is not currently subject to amortization, it is subject to periodic analysis for impairment. If we determine in the future that the goodwill is impaired, we will take a charge to earnings equal to the impairment. As of December 31, 2004 no such impairment had occurred.

Summary of Results of Operations

Our results of operations depend primarily on our net interest income, which is the difference between the interest income on our interest-earning assets, such as loans and securities, and the interest expense paid on our deposits and borrowings. Results of operations are also affected by noninterest income and noninterest expense, the provision for loan losses and income tax expense. Noninterest income consists primarily of banking fees and service charges, loan servicing fees, gains (losses) on sales of loans and securities available-for-sale, and the amortization and impairment of mortgage servicing rights. Our noninterest income also includes income from wealth management services (with variable annuities and securities sold by BankFinancial, F.S.B.), and from the sale of fixed annuities, property, casualty, life and disability insurance products and title insurance products and services through our wholly owned subsidiary, Financial Assurance Services. Our noninterest expense consists primarily of salaries and employee benefits, occupancy and office expenses, advertising and promotion expense, data processing expenses, impairment losses, and the amortization of certain intangible assets. Our results of operations are significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government policies and actions of regulatory authorities, and by economic conditions in the Chicago metropolitan area.

We had net income of \$1.5 million for the year ended December 31, 2004 compared to a net loss of \$9.6 million for the year ended December 31, 2003. The 2004 results were negatively impacted by our recording an \$8.8 million impairment loss, pre-tax, on our Fannie Mae and Freddie Mac floating rate preferred stocks due to our application of SAB No. 59 to these securities. The after-tax impact of the impairment loss on net income was a reduction of \$5.3 million. In addition, we recorded a \$2.5 million yield adjustment amortization expense, pre-tax, relating to our restructuring of \$170 million of Federal Home Loan Bank borrowings in July 2003. The after-tax impact on net income was \$1.5 million. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.”

Net interest income increased \$5.3 million to \$42.8 million for the year ended December 31, 2004 from \$37.5 million for the year ended December 31, 2003. Interest income decreased by \$1.7 million, or 2.6%, to \$66.3 million for the year ended December 31, 2004 from \$68.0 million for the year ended December 31, 2003, which was more than offset by a \$7.1 million, or 23.2%, decrease in interest expense. An 18 basis point decrease in average yield on loans to 5.19% for the year ended December 31, 2004 was partially offset by a \$31.3 million, or 2.9%, increase in average loans. Interest expense totaled \$23.5 million for the year ended December 31, 2004, compared to \$30.6 million for 2003. Interest expense for the year ended December 31, 2004 included \$2.5 million in yield adjustment amortization expense relating to our restructuring of \$170 million of Federal Home Loan Bank borrowings in July 2003, while the previous year included \$4.1 million of such amortization expense. The improvement in interest expense was a direct result of the restructuring of the Federal Home Loan Bank borrowings. Noninterest income increased slightly to \$9.1 million for the year ended December 31, 2004, compared to \$9.0 million for 2003. Gains on sale of loans in 2004 declined \$2.1 million, partially offset by a \$703,000 reduction in the amortization and impairment of mortgage servicing rights due to the combination of lower volumes of loan originations and sales and rising market interest rates. For the year ended December 31, 2003, we recorded a \$2.4 million gain on sale of loans, offset by a \$1.5 million amortization and impairment of servicing rights. Gains on sale of securities in 2004 were \$599,000; no such gains or losses were recorded in 2003. Noninterest expense for the year ended December 31, 2004 was \$50.7 million compared to \$64.1 million for 2003. The results for the year ended December 31, 2004 included an \$8.8 million impairment loss, pre-tax, on our Fannie Mae and Freddie Mac floating rate preferred stocks, while the results for the year ended December 31, 2003 reflected a \$12.5 million

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impairment loss, pre-tax, on those securities, as well as \$8.3 million in noninterest expense, pre-tax, for early extinguishment of debt relating to the restructuring of the Federal Home Loan Bank borrowings.

For the year ended December 31, 2003, we incurred a net loss of \$9.6 million compared to net income of \$5.0 million for the year ended December 31, 2002. The net loss for the year ended December 31, 2003 was due to \$8.3 million in expense, pre-tax, for the early extinguishment of debt and \$4.1 million, pre-tax, in yield adjustment amortization expense relating to the prepayment penalty that we incurred in restructuring Federal Home Loan Bank borrowings in July 2003, and a \$12.5 million impairment loss on our Fannie Mae and Freddie Mac floating rate preferred stocks due to the application of SAB No. 59 to these securities. The expense for early extinguishment of debt and yield adjustment amortization expense relating to the restructuring of the Federal Home Loan Bank borrowings reduced our net income by \$7.6 million, after-tax, and the impairment loss reduced our net income by an additional \$7.6 million, after-tax. Net interest income decreased by \$5.9 million to \$37.5 million for the year ended December 31, 2003, compared to \$43.4 million for the year ended December 31, 2002. Net interest margin and net interest spread declined by 24 basis points and 22 basis points, respectively, compared to the year ended December 31, 2002. In addition, noninterest expense increased in 2003 by \$19.1 million, or 42.6%, due to \$8.3 million in expense, pre-tax, for the early extinguishment of debt relating to the restructuring of the Federal Home Loan Bank borrowings and the \$12.5 million impairment loss, pre-tax, on our Fannie Mae and Freddie Mac floating rate preferred stocks. The lower net interest income and higher noninterest expense was partially offset by the \$2.1 million, or 31.2%, increase in noninterest income. Our gain on sales of loans increased \$1.1 million, or 78.9%, to \$2.4 million for the year ended December 31, 2003 from \$1.4 million for the year ended December 31, 2002, due to a higher volume of originations of fixed-rate residential mortgage loans, all of which were sold in the secondary mortgage market. The amortization and impairment of servicing assets declined \$669,000 in 2003 as a result of changes in market interest rates. Fees and services charges increased primarily from fees from non-residential real estate loan refinancings, as historically low market interest rates caused a surge in non-residential real estate loan refinancings.

The credit quality of our loan portfolio improved in 2003 as we benefited from the strengthening Chicago metropolitan area economy during the latter part of the year and we resolved a number of problem loans that we assumed in our acquisition of Success Bancshares. At December 31, 2003, nonperforming loans were 0.66% of total loans, compared to 1.27% of total loans at December 31, 2002.

Expected Increase in Noninterest Expense as a Result of the Conversion

Following the completion of the conversion, our noninterest expense is expected to increase because of the increased compensation expenses associated with the purchases of shares of common stock by our employee stock ownership plan and our adoption of a recognition and retention plan, if approved by our stockholders.

Assuming that 26,450,000 shares (15% above the maximum of the offering range) are sold in the offering:

- (i) the employee stock ownership plan will acquire 2,116,000 shares of common stock with a \$21.2 million loan that is expected to be repaid over 20 years, resulting in an annual expense (pre-tax) of approximately \$1.1 million (assuming that the shares of common stock maintain a value of \$10.00 per share);
- (ii) the stock option plan would grant options to purchase shares equal to 10% of the shares sold in the offering, or 2,645,000 shares, to eligible participants, and would result in

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compensation expense over the vesting period of the options. Assuming the market price of the shares of common stock is \$10.00 per share; the options are granted with an exercise price of \$10.00 per share and have a term of 10 years; the dividend yield on the stock is 0%; the expected option life is 10 years; the risk free interest rate is 4.27%; and the volatility rate on the common stock is 12.72%, the estimated grant-date fair value of the options utilizing a Black-Scholes option pricing analysis is \$3.70 per option granted. Assuming this value is amortized over a five-year vesting period, the corresponding annual expense, pre-tax, associated with the stock option plan would be approximately \$2.0 million; and

- (iii) the recognition and retention plan would authorize awards of a number of shares equal to 4% of the shares sold in the offering, or 1,058,000 shares, to eligible participants, and would be expensed as the awards vest. Assuming all shares are awarded under the recognition and retention plan at a price of \$10.00 per share, and that the awards vest over five years, the corresponding annual expense (pre-tax) associated with shares awarded under the recognition and retention plan would be approximately \$2.1 million.

The actual expense that will be recorded for the employee stock ownership plan will be determined by the market value of the shares of common stock as they are released to employees over the term of the loan, and whether the loan is repaid faster than its contractual term. Accordingly, increases in the stock price above \$10.00 per share will increase the total employee stock ownership plan expense, and accelerated repayment of the loan will increase the employee stock ownership plan expense for those periods in which accelerated or larger loan repayments are made. Further, the actual expense of the recognition and retention plan will be determined by the fair market value of the stock on the grant date, which might be greater than \$10.00 per share. The actual expense of the stock option plan will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted.

Our noninterest expense is also expected to increase as a result of our complying with statutes, rules and regulations applicable to public companies. Among the expenses, we anticipate incurring additional accounting and legal fees paid in connection with required current, quarterly and annual reports, additional third-party fees paid for mandated corporate governance activities, as well as printing and mailing costs associated with holding meetings of stockholders.

Critical Accounting Policies

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that the most critical accounting policies upon which our financial condition and results of operation depend, and which involve the most complex subjective decisions or assessments, are as follows:

Allowance for Loan Losses. Arriving at an appropriate level of allowance for loan losses involves a high degree of judgment. Our allowance for loan losses provides for probable losses based upon evaluations of known and inherent risks in the loan portfolio. We review the level of the allowance on a quarterly basis and establish the provision for loan losses based upon historical loan loss experience, the nature and volume of the loan portfolio, information about specific borrower situations, estimated collateral values, economic conditions and other factors to assess the adequacy of the allowance for loan losses. Among the material estimates that we must make to establish the allowance are: loss exposure at default; the amount and timing of future cash flows on impacted loans; value of collateral; and

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determination of loss factors to be applied to the various elements of the portfolio. All of these estimates are susceptible to significant change. Although we believe that we use the best information available to establish the allowance for loan losses, future adjustments to the allowance may be necessary if borrower financial, collateral valuation or economic conditions differ substantially from the information and assumptions used in making the evaluation. In addition, as an integral part of their examination process, our regulatory agencies periodically review the allowance for loan losses. These agencies may require us to recognize additions to the allowance based on their judgments of information available to them at the time of their examination. A large loss could deplete the allowance and require increased provisions to replenish the allowance, which would negatively affect earnings.

For a full discussion of the allowance for loan losses, see “Business Of BankFinancial, F.S.B.—Delinquent Loans, Other Real Estate Owned and Classified Assets—Allowance for Loan Losses.”

Other-Than-Temporary Impairment of Securities. We have historically reviewed investment securities with significant declines in fair value for potential other-than-temporary impairment pursuant to the guidance set forth in Statement of Financial Accounting Standards 115, “Accounting for Certain Investments in Debt and Equity Securities” (“SFAS 115”). In anticipation of the conversion, we conducted further impairment testing pursuant to SAB No. 59.

SAB No. 59 provides that if a marketable security is in an unrealized loss position, whether due to general market conditions or industry or issuer specific factors, the holder must assess whether the impairment is other than temporary. The assessment must consider all available evidence relating to the realizable value of the investment, including the length of time and the extent to which the market value of the investment has been less than cost; the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer; and the intent and ability of the holder to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in market value.

SAB No. 59 states that the holder of the securities should conduct the foregoing assessment acting on the premise that a write-down may be required. Unless evidence exists to support a realizable value equal to or greater than the carrying value of the investment, a write-down to fair value must be recorded as a realized loss and recognized as a charge against net income in the period in which it occurs. The written down value of the investment then becomes the new carrying value for the investment.

In March 2004, the Financial Accounting Standards Board adopted new guidance for testing securities for impairment on a prospective basis. The new guidance is set forth in Emerging Issues Task Force Issue 03-1, “The Meaning of Other-than-Temporary Impairment and Its Application to Certain Instruments” (“EITF 03-1”). EITF 03-1 provides that, for equity securities and debt securities that can contractually be prepaid for less than their initial cost, an impairment is considered to be other-than-temporary unless the investor has the ability and intent to hold the investment for a reasonable period of time sufficient for a forecasted market price recovery, and evidence indicating that the full initial cost of the investment is recoverable within a reasonable period of time outweighs evidence to the contrary. For other debt securities, an impairment is considered other than temporary if the holder does not have the ability and intent to hold the debt security until its maturity date or the date the forecasted recovery occurs, or if it is probable that the investor will be unable to collect all amounts due according to the contractual terms of the debt security. Appropriate and unbiased weighting must be given to all reasonably available information, including the severity and duration of the loss in relation to the forecasted recovery period and other relevant evidence. The Financial Accounting Standards Board recently delayed the effective date of the impairment testing requirements of EITF 03-1. We believe that the delay does not impact the financial statements presented in this prospectus because we view the

requirements of SAB No. 59 to be no less stringent than those set forth in the currently proposed version of EITF 03-1.

We have developed a methodology for conducting periodic impairment testing on marketable equity securities with dividends that adjust periodically based on market interest rate indices such as the Fannie Mae and Freddie Mac floating rate preferred stocks that we own. The methodology consists of the following process:

- We determine the severity of the impairment and the continuous duration of the impairment (generally, as well as the continuous duration of any impairment exceeding 5%), using current quoted market prices to ascertain the fair value of the security if available, and if not available, current quoted market prices for a security with similar characteristics, adjusted as necessary to reflect quantifiable differences between the securities.
- We use a valuation model to project the future recoverability of the adjusted cost basis for each security. The model forecasts the values of the securities at future dates under a combination of twelve varying scenarios using no-arbitrage pricing principles. Parameter estimates are based on observable historical data for the forward yield curve and the volatility curve, and take into account security-specific features such as the security's dividend rate, tax-equivalent yield, dividend reset interval, dividend reset date, dividend cap and the spread to the relevant risk-free benchmark. Using the model, we project the value of each security over three- and five-year periods using current data and ten-year mean and median historical data as inputs for the forward yield curve and the volatility curve parameters, and for each security, its original, current and mid-point spread over the applicable risk-free benchmark since the time of issuance.
- We use the projections arrived at through modeling to assess the likelihood of a recovery of the carrying value of the security, using evaluation criteria that require greater evidence of a full recovery as the duration and, particularly, the severity of an impairment increase.
- We then identify any other evidence that is relevant to the issue of recovery, including industry- or issuer-specific factors that may have caused or contributed to the decline in value.
- Acting on the premise that a write-down may be required, we consider the model results together with other relevant evidence and make a judgment as to whether the evidence favors a full recovery and whether we have the intent and ability to hold the preferred stock for the duration of the forecasted recovery period. In the absence of other relevant evidence, the model results will generally be controlling. If other relevant evidence exists, the model results will not necessarily be controlling and are weighed with the other relevant evidence.

Intangible Assets. Acquisitions accounted for under purchase accounting must follow SFAS No. 141 "Business Combinations" and SFAS No. 142 "Goodwill and Other Intangible Assets." SFAS No. 141 requires us to record as assets on our financial statements both goodwill, an intangible asset which is equal to the excess of the purchase price which we pay for another company over the estimated fair value of the net assets acquired, and identifiable intangible assets such as core deposit intangibles and

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non-compete agreements. Under SFAS No. 142, we regularly evaluate goodwill for impairment, and we will reduce its carrying value through a charge to earnings if impairment exists. Core deposit and other identifiable intangible assets are amortized to expense over their estimated useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The valuation techniques used by us to determine the carrying value of tangible and intangible assets acquired in acquisitions and the estimated lives of identifiable intangible assets involve estimates for discount rates, projected future cash flows and time period calculations, all of which are susceptible to change based on changes in economic conditions and other factors. Future events or changes in the estimates that we used to determine the carrying value of our goodwill and identifiable intangible assets or which otherwise adversely affect their value or estimated lives could have a material adverse impact on our results of operations. As of December 31, 2004, our intangible assets consisted of goodwill of \$10.9 million and core deposit intangible of \$9.9 million.

Mortgage Servicing Rights. Mortgage servicing rights represent the present value of the future servicing fees from the right to service loans in our loan servicing portfolio. Mortgage servicing rights are recognized as assets for both purchased rights and for the allocation value of retained servicing rights on loans sold. The most critical accounting policy associated with mortgage servicing is the methodology used to determine the fair value of capitalized mortgage servicing rights, which requires a number of estimates, the most critical of which is the mortgage loan prepayment speed assumption. The mortgage loan prepayment speed assumption is significantly affected by interest rates. In general, during periods of falling interest rates, mortgage loans prepay faster and the value of our mortgage servicing assets declines. Conversely, during periods of rising rates, the value of mortgage servicing rights generally increases due to slower rates of prepayments. The amount and timing of mortgage servicing rights amortization is adjusted monthly based on actual results. In addition, on a quarterly basis, we perform a valuation review of mortgage servicing rights for potential declines in value. This quarterly valuation review entails applying current assumptions to the portfolio classified by interest rates and, secondarily, by geographic and prepayment characteristics. Based on the significance of any changes in assumptions since the preceding appraisal, this valuation may include an independent appraisal of the fair value of our servicing portfolio.

Key economic assumptions that we used in measuring the fair value of our mortgage servicing rights as of December 31, 2004 and the effect on the fair value of our mortgage servicing rights from adverse changes in those assumptions, are as follows:

	<u>At December 31, 2004</u>
	<u>(Dollars in thousands)</u>
Fair value of mortgage servicing rights	\$ 2,738
Weighted-average annual prepayment speed	23.55%
Decrease in value from 10% adverse change	\$ 158
Decrease in value from 20% adverse change	\$ 297
Weighted-average annual discount rate	12.00%
Decrease in value from 10% adverse change	\$ 78
Decrease in value from 20% adverse change	\$ 153

The sensitivities reflected in the table above are hypothetical and may not fully predict actual decreases in value. Changes in fair value based on variations in individual assumptions generally cannot be used to predict changes in fair value based upon further variations of the same assumptions. Also, in the above table, the effect of a variation in a particular assumption on the fair value of the retained interest

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is calculated independently without changing any other assumption. In reality, changes in one factor may result in changes in another factor, which could magnify or counteract the sensitivities.

Income Taxes. We consider accounting for income taxes a critical accounting policy due to the subjective nature of certain estimates that are involved in the calculation. We use the asset/liability method of accounting for income taxes in which deferred tax assets and liabilities are established for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities. We must assess the realization of the deferred tax asset and, to the extent that we believe that recovery is not likely, a valuation allowance is established. Adjustments to increase or decrease the valuation allowance are charged or credited, respectively, to income tax expense. No valuation allowances were required at December 31, 2004. We may be required to establish a valuation allowance in the event of a reduction or cessation of stock dividends paid by the Federal Home Loan Bank of Chicago. We may also be required to establish a valuation allowance in the future if we sell Fannie Mae or Freddie Mac preferred stocks at less than their adjusted cost basis. See “Risk Factors—The Net Realizable Value of Our Investment Securities Could Be Lower than the Fair Values Assigned to Them Under Accounting Principles Generally Accepted in the United States of America.” Although we have determined a valuation allowance is not required for any deferred tax assets, there is no guarantee that these assets will be recognizable in the future.

Management of Interest Rate Risk

Qualitative Analysis. We believe that our most significant form of market risk is interest rate risk. Interest rate risk results from timing differences in the maturity or repricing of our assets, liabilities and off balance sheet contracts (*i.e.*, forward loan commitments), the effect of loan prepayments and deposit withdrawals, the difference in the behavior of lending and funding rates arising from the use of different indices and “yield curve risk” arising from changing rate relationships across the spectrum of maturities for constant or variable credit risk investments. In addition to directly affecting net interest income, changes in market interest rates can also affect the amount of new loan originations, the ability of borrowers to repay variable rate loans, the volume of loan prepayments and refinancings, the carrying value of investment securities classified as available-for-sale and the flow and mix of deposits.

The general objective of our interest rate risk management is to determine the appropriate level of risk given our business strategy and then manage that risk in a manner that is consistent with our policy to reduce, to the extent possible, the exposure of our net interest income to changes in market interest rates. Our Asset/Liability Management Committee (“ALCO”), which consists of senior management, evaluates the interest rate risk inherent in certain assets and liabilities, our operating environment and capital and liquidity requirements, and modifies our lending, investing and deposit gathering strategies accordingly. The Board of Directors’ Asset/Liability Management Committee then reviews the ALCO’s activities and strategies, the effect of those strategies on our net interest margin, and the effect that changes in market interest rates would have on the economic value of our loan and securities portfolios as well as the intrinsic value of our deposits and borrowings, and reports to the full Board of Directors.

We actively evaluate interest rate risk in connection with our lending, investing and deposit activities. In an effort to better manage interest-rate risk, we have increased our focus on the origination and securitization for our portfolio of adjustable-rate residential mortgage loans, as well as the origination of nonresidential mortgage loans, adjustable rate construction loans and commercial loans. In addition, depending on market interest rates and our capital and liquidity position, we generally sell all or a portion of our longer-term, fixed-rate residential loans, usually on a servicing-retained basis. Further, we primarily invest in shorter-duration securities, which generally have lower yields compared to longer-term investments. Shortening the average maturity of our interest-earning assets by increasing our investments

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in shorter-term loans and securities, as well as loans with variable rates of interest, helps to better match the maturities and interest rates of our assets and liabilities, thereby reducing the exposure of our net interest income to changes in market interest rates. Finally, we have classified all of our investment portfolio as available-for-sale so as to provide flexibility in liquidity management.

We utilize a combination of analyses to monitor BankFinancial, F.S.B.'s exposure to changes in interest rates. The economic value of equity analysis is a model that estimates the change in net portfolio value ("NPV") over a range of interest rate scenarios. NPV is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts. In calculating changes in NPV, we assume estimated loan prepayment rates, reinvestment rates and deposit decay rates that seem most likely based on historical experience during prior interest rate changes.

Our net interest income analysis utilizes the data derived from the dynamic GAP analysis, described below, and applies several additional elements, including actual interest rate indices and margins, contractual limitations such as interest rate floors and caps and the US Treasury yield curve as of the balance sheet date. In addition, we apply consistent parallel yield curve shifts (in both directions) to determine possible changes in net interest income if the theoretical yield curve shifts occurred instantaneously. Net interest income analysis also adjusts the dynamic GAP repricing analysis based on changes in prepayment rates resulting from the parallel yield curve shifts.

Our dynamic GAP analysis determines the relative balance between the repricing of assets and liabilities over multiple periods of time (ranging from overnight to five years). Dynamic GAP analysis includes expected cash flows from loans and mortgage-backed securities, applying prepayment rates based on the differential between the current interest rate and the market interest rate for each loan and security type. This analysis identifies mismatches in the timing of asset and liability repricing but does not necessarily provide an accurate indicator of interest rate risk because it omits the factors incorporated into the net interest income analysis.

Quantitative Analysis. The table below sets forth, as of December 31, 2004, the estimated changes in our NPV and net interest income that would result from the designated instantaneous changes in the U.S. Treasury yield curve. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results. Given the historically low level of market interest rates, we did not estimate changes in NPV or net interest income for an interest rate decrease of greater than 100 basis points.

Change in Interest Rates (basis points)	NPV			Net Interest Income		
	Estimated NPV	Estimated Increase (Decrease) in NPV		Estimated Net Interest Income	Increase (Decrease) in Estimated Net Interest Income	
		Amount	Percent		Amount	Percent
	(Dollars in thousands)					
+300	\$ 146,338	\$ (1,734)	(1.2)%	\$ 46,814	\$ 719	1.6%
+200	148,229	157	0.1	46,703	608	1.3
+100	148,449	377	0.3	46,517	422	0.9
0	148,072	—	—	46,095	—	—
-100	145,429	(2,643)	(1.8)	45,043	(1,052)	(2.3)

The table set forth above indicates that at December 31, 2004, in the event of an immediate 100 basis point decrease in interest rates, we would be expected to experience a 1.78% decrease in NPV and a \$1.1 million decrease in net interest income. In the event of an immediate 200 basis point increase in

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interest rates, we would be expected to experience a 0.11% increase in NPV and a \$608,000 increase in net interest income. This data does not reflect any actions that we may undertake in response to changes in interest rates, such as changes in rates paid on certain deposit accounts based on local competitive factors, which could reduce the actual impact on NPV and net interest income, if any.

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in NPV and net interest income requires that we make certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. The NPV and net interest income table presented above assumes that the composition of our interest-rate sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and, accordingly, the data does not reflect any actions that we may undertake in response to changes in interest rates, such as changes in rates paid on certain deposit accounts based on local competitive factors. The table also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or the repricing characteristics of specific assets and liabilities. Accordingly, although the NPV and net interest income table provides an indication of our sensitivity to interest rate changes at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results.

Analysis of Net Interest Income

Net interest income is the difference between our interest income on interest-earning assets and our interest expense on interest-bearing liabilities. Our net interest income depends on the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rates earned or paid on them, respectively.

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The following tables set forth average balance sheets, average yields and costs, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effect of these adjustments would not be material. Average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees and expenses, discounts and premiums, purchase accounting adjustments and Federal Home Loan Bank advance prepayment penalties that are amortized or accreted to interest income or expense.

	Years Ended December 31,									
	At December 31, 2004 Yield/Rate	2004			2003			2002		
		Average Outstanding Balance	Interest	Yield/Rate (1)	Average Outstanding Balance	Interest	Yield/Rate (1)	Average Outstanding Balance	Interest	Yield/Rate (1)
(Dollars in thousands)										
Interest-earning assets:										
Loans	5.73%	\$1,091,293	\$56,630	5.19%	\$1,060,068	\$56,912	5.37%	\$1,118,435	\$68,230	6.10%
Securities available-for-sale	3.49	255,999	8,144	3.18	251,437	9,288	3.69	276,087	12,016	4.35
Stock in FHLB	6.03	23,521	1,420	6.04	22,026	1,359	6.17	20,711	1,117	5.39
Other	2.39	9,022	104	1.15	44,386	483	1.09	53,046	833	1.57
Total interest-earning assets	5.30	1,379,835	66,298	4.80	1,377,917	68,042	4.94	1,468,279	82,196	5.60
Noninterest-earning assets		86,107			81,387			83,847		
Total assets		\$1,465,942			\$1,459,304			\$1,552,126		
Interest-bearing liabilities:										
Savings deposits	0.80	\$ 134,491	825	0.61	\$ 127,212	690	0.54	\$ 117,922	901	0.76
Money market deposits	1.93	181,596	2,667	1.47	154,604	1,735	1.12	157,268	2,572	1.64
NOW deposits	0.77	232,193	1,249	0.54	237,480	1,208	0.51	254,116	2,203	0.87
Certificates of deposit	2.44	449,218	9,457	2.11	431,556	9,684	2.24	465,683	13,832	2.97
Total deposits	1.74	997,498	14,198	1.42	950,852	13,317	1.40	994,989	19,508	1.96
Borrowings	3.31	251,331	9,272	3.69	282,485	17,235	6.10	330,601	19,257	5.82
Total interest-bearing liabilities	2.03	1,248,829	23,470	1.88	1,233,337	30,552	2.48	1,325,590	38,765	2.92
Noninterest-bearing liabilities		122,616			129,953			125,162		
Total liabilities		1,371,445			1,363,290			1,450,752		
Equity		94,497			96,014			101,374		
Total liabilities and equity		\$1,465,942			\$1,459,304			\$1,552,126		
Net interest income			\$42,828			\$37,490			\$43,431	
Net interest rate spread (1)	3.24%			2.92%			2.46%			2.68%
Net interest-earning assets (2)		\$ 131,006			\$ 144,580			\$ 142,689		
Net interest margin (3)				3.10%			2.72%			2.96%
Ratio of interest-earning assets to interest-bearing liabilities		110.49%			111.72%			110.76%		

(1) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.

(2) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.

(3) Net interest margin represents net interest income divided by average total interest-earning assets.

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The following table presents the dollar amount of changes in interest income and interest expense for the major categories of our interest-earning assets and interest-bearing liabilities. Information is provided for each category of interest-earning assets and interest-bearing liabilities with respect to (i) changes attributable to changes in volume (i.e., changes in average balances multiplied by the prior-period average rate) and (ii) changes attributable to rate (i.e., changes in average rate multiplied by prior-period average balances). For purposes of this table, changes attributable to both rate and volume which cannot be segregated, have been allocated proportionately to the change due to volume and the change due to rate.

	Years Ended December 31,					
	2004 vs. 2003			2003 vs. 2002		
	Increase (Decrease) Due to		Total Increase (Decrease)	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate		Volume	Rate	
(In thousands)						
Interest-earning assets:						
Loans	\$ 1,650	\$ (1,932)	\$ (282)	\$ (3,431)	\$ (7,887)	\$ (11,318)
Securities available-for-sale	166	(1,310)	(1,144)	(1,015)	(1,715)	(2,728)
FHLB stock	91	(30)	61	74	168	242
Other	(406)	27	(379)	(121)	(229)	(350)
Total interest-earning assets	1,501	(3,245)	(1,744)	(4,491)	(9,663)	(14,154)
Interest-bearing liabilities:						
Savings deposits	41	94	135	67	(278)	(211)
Money market deposits	337	595	932	(43)	(794)	(837)
NOW deposits	(27)	68	41	(136)	(859)	(995)
Certificates of deposit	387	(614)	(227)	(957)	(3,191)	(4,148)
Borrowings	(1,737)	(6,226)	(7,963)	(2,903)	881	(2,022)
Total interest-bearing liabilities	(999)	(6,083)	(7,082)	(3,972)	(4,241)	(8,213)
Change in net interest income	\$ 2,500	\$ 2,838	\$ 5,338	\$ (519)	\$ (5,422)	\$ (5,941)

Comparison of Financial Condition at December 31, 2004 and December 31, 2003

Total assets increased \$34.9 million, or 2.4%, to \$1.493 billion at December 31, 2004, from \$1.458 billion at December 31, 2003. The increase was the result of increases in loans receivable and securities available-for-sale.

Net loans receivable increased by \$24.7 million, or 2.3%, to \$1.092 billion at December 31, 2004 from \$1.067 billion at December 31, 2003. Loans originated for investment and loans purchased totaled \$427.5 million and \$115.2 million, respectively, and were partially offset by net loan pay-downs of \$439.1 million, the securitization of \$78.6 million of adjustable rate, one- to four-family residential mortgage loans into mortgage-backed securities classified as available-for-sale and our selling \$47.4 million of fixed-rate one- to four-family residential loans during the year. Commercial loans increased \$12.7 million, or 16.0%, and commercial leases increased \$13.4 million, or 18.4%. The increased commercial loan and commercial lease balances reflected our continued emphasis on originating these types of loans and increasing line of credit usage by commercial borrowers. One- to four-family residential loans, which includes home equity and other second mortgage loans, increased \$11.0 million, or 3.1%, despite our securitization and sales of these loans during the year.

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Net securities available-for-sale increased \$10.6 million, or 4.1%, to \$268.1 million at December 31, 2004 from \$257.5 million at December 31, 2003. The increase was the result of our securitization of \$78.6 million of adjustable-rate, one- to four-family residential real estate loans, as discussed above. The increase was partially offset by \$44.2 million of principal repayments, \$10.2 million in sales of investment securities available-for-sale, and a \$12.3 million, or 13.7%, decline in the fair value of our portfolio of Fannie Mae and Freddie Mac floating rate preferred stock to \$77.5 million at December 31, 2004, from \$89.8 million at December 31, 2003. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities;” and “Risk Factors—The Net Realizable Value of Our Investment Securities Could Be Lower than the Fair Values Assigned to Them Under Accounting Principles Generally Accepted in the United States of America.”

Cash and cash equivalents remained relatively stable at \$29.3 million at December 31, 2004 compared to \$28.6 million at December 31, 2003. Other assets decreased by \$1.2 million, or 7.6%, to \$14.6 million at December 31, 2004 from \$15.8 million at December 31, 2003, due to a \$1.6 million decrease in real estate owned resulting from our sale of foreclosed properties during 2004.

Deposits increased \$41.8 million, or 3.9%, to \$1.116 billion at December 31, 2004 from \$1.074 billion at December 31, 2003. The increase was primarily due to a \$46.3 million, or 29.0%, increase in money market accounts to \$205.9 million at December 31, 2004 from \$159.6 million at December 31, 2003. The increase was partially offset by an \$8.1 million, or 2.2%, decrease in the combined balances of NOW accounts and savings accounts to \$365.0 million at December 31, 2004 from \$373.1 million at December 31, 2003. Core deposits (savings, money market, noninterest bearing demand and NOW accounts) increased \$44.6 million, or 7.1%, totaling 60.5% of total deposits at December 31, 2004 compared to 58.7% of total deposits at December 31, 2003. Non-brokered certificates of deposit decreased \$7.9 million, or 1.9%, to \$416.4 million at December 31, 2004 from \$424.3 million at December 31, 2003, while brokered certificates of deposit increased \$5.4 million, or 29.1%, to \$23.9 million at December 31, 2004 from \$18.6 million at December 31, 2003. While brokered certificates of deposit can provide a financial institution with a large, short-term source of liquidity, the fees to acquire such deposits can be higher than the expenses associated with other sources of funds, and brokered certificates of deposit tend not to provide a stable, long-term source of liquidity.

Borrowings decreased \$3.5 million, or 1.3%, to \$264.7 million at December 31, 2004 from \$268.2 million at December 31, 2003. The decrease was the result of our utilizing deposit inflows instead of replacing maturing Federal Home Loan Bank borrowings to fund our operations.

Total equity decreased \$1.8 million, or 1.9%, to \$94.9 million at December 31, 2004 from \$96.7 million at December 31, 2003, primarily due a \$3.3 million increase in unrealized loss on securities available-for-sale. The increase in unrealized losses was partially offset by net income of \$1.5 million for the year ended December 31, 2004. Total equity at December 31, 2004 reflected a \$1.6 million unrealized loss on securities available-for-sale, net of tax.

Comparison of Operating Results for the Years Ended December 31, 2004 and December 31, 2003

Net Income/Loss. We recorded net income of \$1.5 million for the year ended December 31, 2004, compared to a net loss of \$9.6 million for the year ended December 31, 2003. Our 2004 net income was negatively impacted, in part, by our recording an \$8.8 million impairment loss, pre-tax, on our Fannie Mae and Freddie Mac floating rate preferred stocks due to our application of SAB No. 59 to those securities. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.” The impairment loss reduced our 2004 net income by \$5.3 million, after-tax. Our 2004 net income was also negatively impacted by a \$2.5 million yield adjustment amortization expense, pre-tax, relating to our

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restructuring of \$170 million of Federal Home Loan Bank borrowings in July 2003. The yield adjustment amortization expense reduced our 2004 net income by \$1.5 million, after tax. The net loss in 2003 was due, in part, to an \$8.3 million expense, pre-tax, for the early extinguishment of debt and a \$4.1 million yield adjustment amortization expense, pre-tax, relating to the restructuring of the Federal Home Loan Bank borrowings. These items reduced our 2003 net income by \$7.6 million, after-tax. In addition, we recorded a \$12.5 million impairment loss, pre-tax, during 2003 on our Fannie Mae and Freddie Mac floating rate preferred stocks due to our application of SAB No. 59 to those securities. The impairment loss reduced our 2003 net income by \$7.6 million, after-tax.

We undertook the restructuring of the Federal Home Loan Bank borrowings in July 2003 because the historically low interest rate environment that then existed resulted in unprecedented prepayments of loans and securities, which shortened the duration of our assets and placed pressure on our net interest margin and interest rate spread. The restructuring required a \$15.4 million prepayment penalty, \$8.3 million of which was recognized in 2003 as an immediate expense for the early extinguishment of debt. In accordance with EITF 96-19, "Debtor's Accounting for a Modification or Exchange of Debt Instruments," the remainder of the prepayment penalty was amortized as a yield adjustment expense over the life of the refinanced borrowings, which included the recording of a yield adjustment amortization expense of \$2.5 million, pre-tax, in 2004.

Interest Income. Interest income decreased by \$1.7 million, or 2.6%, to \$66.3 million for the year ended December 31, 2004 from \$68.0 million for the year ended December 31, 2003. The decrease in interest income resulted primarily from a 14 basis points decline in the average yield on interest earning assets to 4.80% for the year ended December 31, 2004 from 4.94% for the year ended December 31, 2003 due in part to our replacing assets that prepaid in 2004 with lower yielding assets. The decrease in average yield was partially offset by an increase in total average interest-earning assets to \$1.380 billion the year ended December 31, 2004 from \$1.378 billion for the prior year.

Interest income on loans decreased by \$282,000, or 0.5%, to \$56.6 million for the year ended December 31, 2004 from \$56.9 million for the year ended December 31, 2003. The decrease in interest income on loans was attributable to an 18 basis points decrease in the average yield on loans to 5.19% for the year ended December 31, 2004 from 5.37% for the year ended December 31, 2003, reflecting lower market interest rates. This decrease in average yield was partially offset by an increase of \$31.2 million, or 3.0%, in the average balance of loans

Interest income on securities available-for-sale decreased \$1.1 million, or 12.3%, to \$8.1 million for the year ended December 31, 2004 from \$9.3 million for the year ended December 31, 2003. The decrease resulted from a 51 basis point decrease in the yield on such assets to 3.18% for the year ended December 31, 2004 from 3.69% for the year ended December 31, 2003, reflecting the repricing of securities at lower interest rates. The decrease in yields was partially offset by a \$4.6 million, or 1.8%, increase in the average balance of available-for-sale securities to \$256.0 million for the year ended December 31, 2004 from \$251.4 million for the year ended December 31, 2003. Interest income on Federal Home Loan Bank stock remained stable at \$1.4 million for the years ended December 31, 2004 and 2003. The average yield on Federal Home Loan Bank stock decreased to 6.04% for the year ended December 31, 2004 from 6.17% for the year ended December 31, 2003. The average balance of Federal Home Loan Bank stock increased \$1.5 million to \$23.5 million for the year ended December 31, 2004 from \$22.0 million for the year ended December 31, 2003.

Interest Expense. Interest expense decreased by \$7.1 million, or 23.2%, to \$23.5 million for the year ended December 31, 2004 from \$30.6 million for the year ended December 31, 2003. The decrease

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was primarily due to decreased interest expense on borrowings, which was partially offset by increased interest expense on deposits.

Interest expense on borrowings decreased by \$8.0 million, or 46.2%, to \$9.3 million for the year ended December 31, 2004 from \$17.2 million for the year ended December 31, 2003. This decrease was due in part to a \$31.2 million, or 11.0%, decrease in the average balance of borrowings, and a 241 basis point decrease in the average cost of such borrowings to 3.69% for the year ended December 31, 2004 from 6.10% for the year ended December 31, 2003. The decrease in the average cost of borrowings resulted from our restructuring of \$170 million of Federal Home Loan Bank borrowings in July 2003, and our redemption of the Success Bancshares trust preferred securities in December 2003 and replacement of the subordinated debt underlying the trust preferred securities with lower-cost, adjustable rate term debt. Interest expense for the year ended December 31, 2004 also included \$2.5 million in yield adjustment amortization expense relating to the prepayment penalty that we incurred in restructuring the Federal Home Loan Bank borrowings, compared to the \$4.1 million in yield adjustment amortization expense that we recorded as interest expense in 2003 in connection with the restructuring.

Interest expense on deposits increased by \$881,000, or 6.6%, to \$14.2 million for the year ended December 31, 2004 from \$13.3 million for the year ended December 31, 2003. The increase in interest expense on deposits was primarily due to a \$46.6 million, or 4.9%, increase in the average balance of deposits and a two basis point increase in average rates paid on deposits. The average cost of deposits was 1.42% for the year ended December 31, 2004, compared to 1.40% for the year ended December 31, 2003. The average balances of savings accounts, money market accounts and certificates of deposit increased \$7.3 million, \$27.0 million, and \$17.7 million, respectively, for the year ended December 31, 2004. The average cost of certificates of deposits decreased 13 basis points to 2.11% for the year ended December 31, 2004 from 2.24% for the year ended December 31, 2003. The average cost of all other deposit accounts increased for the year ended December 31, 2004, with the most significant increase occurring with respect to money market accounts. The average cost of money market accounts increased 35 basis points to 1.47% for the year ended December 31, 2004 from 1.12% for the year ended December 31, 2003.

Net Interest Income. Net interest income increased by \$5.3 million, or 14.2%, to \$42.8 million for the year ended December 31, 2004 from \$37.5 million for the year ended December 31, 2003. The increase in net interest income was primarily due to the decrease in interest expense on borrowings that resulted from the restructuring of our Federal Home Loan Bank borrowings and our redemption of the Success Bancshares trust preferred securities and replacement of the underlying subordinated debt with lower cost, adjustable rate term debt. Our net interest margin increased 38 basis points to 3.10% for the year ended December 31, 2004 from 2.72% for the year ended December 31, 2003, and our net interest rate spread increased 46 basis points to 2.92% for the year ended December 31, 2004 from 2.46% for the year ended December 31, 2003.

Provision for Loan Losses. We establish provisions for loan losses, which are charged to operations in order to maintain the allowance for loan losses at a level we consider necessary to absorb probable credit losses incurred in the loan portfolio. In determining the level of the allowance for loan losses, we consider past and current loss experience, evaluations of real estate collateral, current economic conditions, volume and type of lending, adverse situations that may affect a borrower's ability to repay a loan and the levels of nonperforming and other classified loans. The amount of the allowance is based on estimates and the ultimate losses may vary from such estimates as more information becomes available or later events change. We assess the allowance for loan losses on a quarterly basis and make provisions for loan losses in order to maintain the allowance.

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Based on our evaluation of the above factors, we recorded a credit for loan losses of \$22,000 for the year ended December 31, 2004, compared to a credit for loan losses of \$579,000 for the year ended December 31, 2003. The credits recorded for the years ended December 31, 2004 and 2003 reflected recoveries of \$400,000 and \$585,000, respectively, which were offset by charge-offs of \$1.4 million and \$433,000 for the respective periods. The recoveries in 2004 included a \$300,000 recovery on a single commercial loan that Success Bancshares had charged-off prior to our acquisition of Success Bancshares. The 2003 recoveries included a recovery of \$278,000 for several commercial loans and \$275,000 for two non-residential loans that Success Bancshares had charged-off prior to the acquisition. While the gross loan portfolio increased \$23.5 million, \$11.1 million of the increase was attributable to one-to four family residential mortgage loans, which generally involve a lower degree of credit risk than other loans in our portfolio. Nonperforming loans decreased by \$596,000 to \$6.5 million at December 31, 2004 from \$7.1 million at December 31, 2003. We used the same general methodology in assessing the allowance for both years. The allowance for loan losses was \$11.0 million, or 1.00% of total loans at December 31, 2004, compared to \$12.0 million, or 1.12% of total loans at December 31, 2003. The allowance for loan losses allocated to impairment loans decreased \$810,000 to \$2.1 million at December 31, 2004 from \$2.9 million at December 31, 2003. The allowance for loan losses represented 168.90% of nonperforming loans at December 31, 2004, and 169.02% of nonperforming loans at December 31, 2003. To the best of our knowledge, we have recorded all losses that are both probable and reasonable to estimate for each reporting period.

Noninterest Income. Our noninterest income remained stable at approximately \$9.0 million for the years ended December 31, 2004 and 2003. Gain on sales of loans decreased \$2.1 million to \$321,000 for the year ended December 31, 2004 from \$2.4 million for the year ended December 31, 2003. This decrease reflected the higher volume of originations of fixed-rate residential mortgage loans in 2003, all of which were sold in the secondary mortgage market. We recognized a \$599,000 gain on the sale of securities for the year ended December 31, 2004; there was no such gain for the year ended December 31, 2003. Amortization and impairment of mortgage servicing rights decreased to \$772,000 for the year ended December 31, 2004 from \$1.5 million for the year ended December 31, 2003. The somewhat higher long-term mortgage rates in 2004 compared to 2003 led to lower expected prepayment rates, which resulted in reduced impairment of our mortgage servicing rights.

Noninterest Expense. Noninterest expense decreased by \$13.3 million, or 20.8%, to \$50.7 million for the year ended December 31, 2004 from \$64.1 million for the year ended December 31, 2003. Noninterest expense for 2004 included an \$8.8 million impairment loss, pre-tax, that we recorded in 2004 due to our application of SAB No. 59 to our Fannie Mae and Freddie Mac floating rate preferred stocks. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.” Noninterest expense for the year ended December 31, 2003 included a \$12.5 million impairment loss, pre-tax, relating to our application of SAB No. 59 to the same securities, as well as \$8.3 million in expense, pre-tax, for the early extinguishment of debt relating to the restructuring of \$170 million of Federal Home Loan Bank borrowings in July 2003. Compensation, advertising and other general and administrative declined \$1.6 million, or 4.9%, to \$30.4 million for the year ended December 31, 2004 from \$31.9 million for the year ended December 31, 2003.

Income Tax Benefit. We recorded income tax benefits of \$264,000 and \$7.4 million for the years ended December 31, 2004 and 2003, respectively. The benefit recorded in 2004 was primarily due to the dividends received deduction that we receive in connection with the dividends on our Fannie Mae and Freddie Mac preferred stocks. The income tax benefit in 2003 was due in part to a \$17.0 million loss before income taxes for the year ended December 31, 2003.

Comparison of Operating Results for the Years Ended December 31, 2003 and December 31, 2002

Net Income/Loss. We recorded a net loss of \$9.6 million for the year ended December 31, 2003 compared to net income of \$5.0 million for the year ended December 31, 2002. The net loss was due, in part, to \$8.3 million in expense, pre-tax, for the early extinguishment of debt and \$4.1 million in yield adjustment amortization expense, pre-tax, both relating to our restructuring of \$170 million of Federal Home Loan Bank borrowings in July 2003. These items reduced our net income by \$7.6 million, after-tax. In addition, we recorded a \$12.5 million impairment loss, pre-tax, on our Fannie Mae and Freddie Mac floating rate preferred stocks due to our application of SAB No. 59 to those securities. The impairment loss reduced our 2003 net income by \$7.6 million, after-tax.

Interest Income. Interest income decreased by \$14.2 million, or 17.2%, to \$68.0 million for the year ended December 31, 2003 from \$82.2 million for the year ended December 31, 2002. The decrease in interest income resulted primarily from a 66 basis points decline in the average yield on interest earning assets to 4.94% for the year ended December 31, 2003 from 5.60% for the year ended December 31, 2002, reflecting declining market interest rates from 2002 to 2003. The decrease in interest income also was due to a \$90.4 million, or 6.2%, decrease in total interest-earning assets to \$1.378 billion for the year ended December 31, 2003 from \$1.468 billion for the prior year.

Interest income on loans decreased by \$11.3 million, or 16.6%, to \$56.9 million for the year ended December 31, 2003 from \$68.2 million for the year ended December 31, 2002. The decrease in interest income on loans was attributable to a 73 basis points decrease in the average yield on loans to 5.37% from 6.10%, reflecting lower market interest rates, and a \$58.4 million, or 5.2%, decrease in the average balance of loans. During 2003, \$137.7 million of adjustable rate residential mortgage loans were securitized; and there were no securitizations in 2002.

Interest income on securities available-for-sale decreased \$2.7 million, or 22.7%, to \$9.3 million for the year ended December 31, 2003 from \$12.0 million for the year ended December 31, 2002. The decrease resulted from a 66 basis point decrease in the yield on such assets to 3.69% for the year ended December 31, 2003 from 4.35% for the year ended December 31, 2002, reflecting prepayments and repricing of the securities in a declining interest rate environment. The decrease was also due to a \$24.7 million, or 8.9%, decrease in the average balance of available-for-sale securities to \$251.4 million for the year ended December 31, 2003 from \$276.1 million for the year ended December 31, 2002. Interest income on Federal Home Loan Bank stock increased \$242,000 to \$1.4 million for the year ended December 31, 2003 from \$1.1 million for the year ended December 31, 2002. The increase reflected a 78 basis point increase in average yield on Federal Home Loan Bank stock to 6.17% for the year ended December 31, 2003 from 5.39% for the year ended December 31, 2002, as well as a \$1.3 million increase in the average balance of Federal Home Loan Bank stock.

Interest Expense. Interest expense decreased by \$8.2 million, or 21.1%, to \$30.6 million for the year ended December 31, 2003 from \$38.8 million for the year ended December 31, 2002. The decrease was due to lower interest expense on both deposits and borrowings. Interest expense on deposits decreased by \$6.2 million, or 31.7%, to \$13.3 million for the year ended December 31, 2003 from \$19.5 million for the year ended December 31, 2002. The decrease was due to a 56 basis point decline in average rates paid on such deposits to 1.40% for the year ended December 31, 2003, and a \$44.1 million, or 4.4%, decrease in the average balance of such deposits. A principal component of the decrease in interest expense on deposits was a \$4.1 million, or 30.0%, decrease in interest expense on certificates of deposit. This decrease resulted from a 73 basis point decrease in the cost of such deposits to 2.24% for the year ended December 31, 2003, and reflected a decrease in market interest rates generally.

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Interest expense on borrowings decreased by \$2.0 million, or 10.5%, to \$17.2 million for the year ended December 31, 2003 from \$19.3 million for the same period in 2002. The decrease in interest expense on borrowings reflected a \$48.1 million, or 14.6%, decrease in the average balance of borrowings, which more than offset a 28 basis point increase in the average cost of borrowings to 6.10% from 5.82%. Interest expense for the year ended December 31, 2003 included \$4.1 million in yield adjustment amortization expense relating to the prepayment penalty that we incurred in restructuring \$170 million of Federal Home Loan Bank borrowings in July 2003. The decrease in average borrowings was largely due to that restructuring.

Net Interest Income. Net interest income decreased by \$5.9 million, or 13.7%, to \$37.5 million for the year ended December 31, 2003 from \$43.4 million for the year ended December 31, 2002. The decrease was primarily due to a contraction of our net interest margin to 2.72% for the year ended December 31, 2003 from 2.96% for the same period in 2002 and a contraction of our net interest rate spread for the year ended December 31, 2003 to 2.46% for the year ended December 31, 2003 from 2.68% for the earlier year. The contraction in net interest margin and net interest rate spread were only partially offset by an improvement in our ratio of interest-earning assets to interest-bearing liabilities to 111.72% from 110.76%. The decrease in our net interest margin and interest rate spread was due in part to the \$4.1 million yield adjustment amortization expense that we recorded in connection with the restructuring of the Federal Home Loan Bank borrowings and \$825,000 of amortization expense attributable to the redemption of the trust preferred securities and prepayments in the loan portfolio that we acquired from Success Bancshares.

Provision for Loan Losses. We recorded a credit for loan losses of \$579,000 for the year ended December 31, 2003 compared to a credit for loan losses of \$422,000 for the year ended December 31, 2002. The credit in 2003 reflected recoveries of \$585,000 for the year ended December 31, 2003, which more than offset charge-offs of \$433,000 for the period, as well as a \$4.2 million reduction in the balance of our gross loan portfolio. The 2003 recoveries included a recovery of \$278,000 for several commercial loans and a recovery of \$275,000 for two non-residential loans that had been charged-off by Success Bancshares prior to the acquisition. Nonperforming loans decreased by \$6.6 million to \$7.1 million at December 31, 2003 from \$13.8 million at December 31, 2002. We used the same general methodology in assessing the allowance for both periods. The allowance for loan losses was \$12.0 million, or 1.12% of total loans at December 31, 2003, compared to \$12.5 million, or 1.15% of total loans at December 31, 2002. The allowance for loan losses allocated to impaired loans increased \$909,000 to \$2.9 million at December 31, 2003 from \$2.0 million at December 31, 2002. The allowance for loan losses was 169.02% of our nonperforming loans at December 31, 2003 and 90.51% of our nonperforming loans at December 31, 2002. To the best of our knowledge, we have recorded all losses that are both probable and reasonable to estimate for each reporting period.

Noninterest Income. Our noninterest income increased by \$2.1 million, or 31.2%, to \$9.0 million for the year ended December 31, 2003 from \$6.9 million for the year ended December 31, 2002. The increase reflected a \$1.1 million, or 78.9%, increase in gain on sales of loans. This increase reflected the high volume of originations of fixed-rate residential mortgage loans, all of which were sold in the secondary mortgage market. Fees and service charges increased \$678,000, or 13.3%, and loan servicing fees increased \$58,000, or 9.6%, reflecting increased origination and sales activity. Amortization and impairment of mortgage servicing rights decreased to \$1.5 million for the year ended December 31, 2003 from \$2.1 million for the year ended December 31, 2002. The somewhat higher long-term mortgage rates in late 2003 compared to 2002 led to lower expected prepayment rates, which resulted in reduced impairment of our mortgage servicing rights.

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Noninterest Expense. Noninterest expense increased by \$19.1 million, or 42.6%, to \$64.1 million for the year ended December 31, 2003 from \$44.9 million for the year ended December 31, 2002. The increase in noninterest expense resulted from \$8.3 million in expense, pre-tax, for the early extinguishment of debt relating to our restructuring of \$170 million of Federal Home Loan Bank borrowings in July 2003, described above, combined with a \$12.5 million impairment loss, pre-tax, on our Fannie Mae and Freddie Mac floating rate preferred stocks due to our application of SAB No. 59 to those securities. See “Business of BankFinancial, F.S.B.—Securities Activities—Equity Securities.” Partly offsetting the expense for the early extinguishment of debt and the impairment loss were a decrease in office occupancy expense of \$1.3 million, or 21.4% (reflecting the occupancy of our new office facility in July 2003 and the reduction in rent expense related to the closing in 2002 of Success Bancshares’ former headquarters), and a decrease in data processing expense of \$879,000, or 25.9%, as Success Bancshares’ data processing platform was integrated during the year. Our other general and administrative expenses increased \$782,000, or 22.1%.

Income Tax Benefit/Expense. We recorded an income tax benefit of \$7.4 million for the year ended December 31, 2003 compared to an income tax expense of \$748,000 for the year ended December 31, 2002. The income tax benefit in 2003 was due in part to a \$17.0 million loss before income taxes for the year ended December 31, 2003 compared to our \$5.8 million in income before income tax for the prior year. Our effective tax rate was 12.91% in 2002. The effective tax rate differed from the statutory tax rate of 34%, primarily due to the dividend-received deduction that we receive in connection with the dividends on our Fannie Mae and Freddie Mac preferred stocks.

Impact of Inflation and Changing Prices

The financial statements and related notes of BankFinancial Corporation have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). GAAP generally requires the measurement of financial position and operating results in terms of historical dollars without consideration for changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial companies, our assets and liabilities are primarily monetary in nature. As a result, changes in market interest rates have a greater impact on performance than the effects of inflation.

Liquidity and Capital Resources

The overall objective of our liquidity management is to ensure the availability of sufficient cash funds to meet all financial commitments and to take advantage of investment opportunities. We manage liquidity in order to meet deposit withdrawals on demand or at contractual maturity, to repay borrowings as they mature, and to fund new loans and investments as opportunities arise.

Our primary sources of funds are deposits, principal and interest payments on loans and securities, and, to a lesser extent, wholesale borrowings, the proceeds from maturing securities and short-term investments, and the proceeds from the sales of loans and securities. The scheduled amortization of loans and securities, as well as proceeds from borrowings, are predictable sources of funds. Other funding sources, however, such as deposit inflows, mortgage prepayments and mortgage loan sales are greatly influenced by market interest rates, economic conditions and competition.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in the Consolidated Statements of Cash Flows in our Consolidated Financial Statements beginning on page F-6 of this prospectus. Our primary investing activities are the origination for investment or sale of one- to four-family residential mortgage loans, the origination for investment of

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multi-family mortgage, nonresidential real estate and other loans, and the purchase of investment securities and mortgage-backed securities. During the years ended December 31, 2004, 2003 and 2002, our loans originated for sale totaled \$47.6 million, \$152.1 million and \$117.2 million, respectively. During the years ended December 31, 2004, 2003 and 2002, our loans originated for investment totaled \$427.5 million, \$534.3 million and \$605.9 million, respectively. Purchases of loans totaled \$115.2 million, \$115.7 million and \$13.8 million for the years ended December 31, 2004, 2003 and 2002, respectively. Purchases of securities available-for-sale totaled \$1.5 million, \$25.7 million and \$70.4 million for the years ended December 31, 2004, 2003 and 2002, respectively.

These activities were funded primarily by principal repayments on loans and securities, and the sale of loans. During the years ended December 31, 2004, 2003 and 2002, principal repayments on loans totaled \$439.1 million, \$515.9 million and \$723.1 million, respectively. During the years ended December 31, 2004, 2003 and 2002, principal repayments on securities available-for-sale totaled \$44.2 million, \$127.0 million and \$66.5 million, respectively. During the years ended December 31, 2004, 2003 and 2002, the proceeds from the sale of loans totaled \$47.7 million, \$160.5 million and \$123.5 million, respectively. In addition, during the years ended December 31, 2004 and 2003, we securitized \$78.6 million and \$137.7 million in conforming adjustable rate residential mortgage loans, respectively.

Loan origination commitments totaled \$27.5 million at December 31, 2004, and consisted of \$4.7 million of fixed-rate loans and \$22.8 million of adjustable-rate loans. Unused lines of credit and standby letters of credit granted to customers were \$226.3 million and \$2.1 million, respectively, at December 31, 2004. At December 31, 2004, commitments to sell mortgages totaled \$1.9 million.

Deposit flows are generally affected by the level of market interest rates, the interest rates and other conditions on deposit products offered by our banking competitors, and other factors. Our deposit flows were also affected by our acquisition of Success Bancshares in 2001 and depositor attrition partially due to our repricing of some of the higher cost deposits that we acquired in the acquisition. The net change in total deposits was \$42.1 million, \$19.7 million and (\$116.0) million for the years ended December 31, 2004, 2003 and 2002, respectively. At times during recent periods, we have not actively competed for higher cost money-market accounts and certificates of deposit, choosing instead to fund loan growth from the repayment of one- to four-family residential mortgage loans. Certificates of deposit that are scheduled to mature in one year or less from December 31, 2004 totaled \$339.4 million. Based upon prior experience and our current pricing strategy, we believe that a significant portion of these deposits will remain with us.

We anticipate that we will have sufficient funds available to meet current loan commitments and lines of credit and maturing certificates of deposit that are not reinvested with us. We generally remain fully invested and utilize additional sources of funds through Federal Home Loan Bank advances, of which \$230.8 million were outstanding at December 31, 2004. At December 31, 2004 we had the ability to borrow an additional \$15.0 million under our credit facilities with the Federal Home Loan Bank of Chicago. Furthermore, we have unpledged securities that could be used to support borrowings in excess of \$181.9 million. We also maintain a \$5.0 million revolving line of credit with another financial institution at the 90-day LIBOR plus 200 basis points. The interest rate of this line of credit resets quarterly. At December 31, 2004, we had not drawn on this line of credit. Finally, at December 31, 2004 we had available pre-approved overnight federal funds borrowing lines of \$65.0 million and a line of credit available with the Federal Reserve Bank of Chicago of \$16.6 million. At December 31, 2004, there was no outstanding balance on these credit lines.

We minimize the funds required to originate one- to four-family residential mortgage loans in two ways. We sell in the secondary market virtually all of our eligible fixed-rate one- to four-family

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residential mortgage loans. We also securitize the conforming adjustable-rate one- to four-family residential mortgage loans that we originate and hold the securities we receive in exchange. During 2004, we securitized \$78.6 million of such loans. The resulting mortgage-backed securities that we retain on our balance sheet can be sold more readily to meet our liquidity or interest rate management needs. Because the securities carry a lower risk-weight than the underlying loans, the securitizations also lower our regulatory capital requirements.

Under the rules of the Office of Thrift Supervision, BankFinancial, F.S.B. will not be permitted to pay dividends on its capital stock to BankFinancial Corporation, its sole stockholder, if BankFinancial, F.S.B.'s stockholder's equity would be reduced below the amount of the liquidation account to be established in connection with the conversion. See "The Conversion; Plan of Distribution—Liquidation Rights."

As of December 31, 2004, we were not aware of any known trends, events or uncertainties that have or are reasonably likely to have a material impact on our liquidity. As of December 31, 2004, we had no material commitments for capital expenditures.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

Commitments. As a financial services provider, we routinely are a party to various financial instruments with off-balance-sheet risks, such as commitments to extend credit, standby letters of credit, unused lines of credit and commitments to sell loans. While these contractual obligations represent our future cash requirements, a significant portion of commitments to extend credit may expire without being drawn upon. Such commitments are subject to the same credit policies and approval process accorded to loans made by us. Although we consider commitments to extend credit in determining our allowance for loan losses, at December 31, 2004, we had made no provision for losses on commitments to extend credit, and had no specific or general allowance for losses on such commitments, as we have had no historical loss experience with commitments to extend credit and we believed that no probable and reasonably estimable losses were inherent in our portfolio as a result of our commitments to extend credit. For additional information, see Note 14, "Loan Commitments and Other Related Activities," to our Consolidated Financial Statements beginning on page F-2 of this prospectus.

Contractual Obligations. In the ordinary course of our operations, we enter into certain contractual obligations. Such obligations include operating leases for premises and equipment.

The following table summarizes our significant fixed and determinable contractual obligations and other funding needs by payment date at December 31, 2004. The payment amounts represent those amounts due to the recipient and do not include any unamortized premiums or discounts or other similar carrying amount adjustments.

Contractual Obligations	Payments Due by Period				Total
	Less than One Year	One to Three Years	Three to Five Years	More than Five Years	
			(In thousands)		
Long-term debt (1)	\$ —	\$ 109,236	\$ 25,000	\$ —	\$ 134,236
Standby letters of credit	3,209	760	60	—	4,029
Operating leases	390	800	140	—	1,330
Total	\$ 3,599	\$ 110,796	\$ 25,200	\$ —	\$ 139,595
Commitments to extend credit	\$ 252,742	\$ —	\$ —	\$ —	\$ 252,742

(1) Reflects all debt with a maturity of longer than one year.

Recent Accounting Standards

In March 2004, Staff Accounting Bulletin No. 105 was issued, which provides guidance regarding loan commitments that are accounted for as derivative instruments under Statement of Financial Accounting Standards No. 133 (as amended), "Accounting for Derivative Instruments and Hedging Activities." In this Bulletin, the Securities and Exchange Commission ruled that the amount of expected servicing rights should not be included when determining the fair value of derivative interest rate lock commitments. This guidance must be applied to rate locks initiated after March 31, 2004. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In January 2003, the Emerging Issues Task Force ("EITF") began a project (EITF 03-1) to provide additional guidance on when a market value decline on debt and marketable equity securities should be considered other-than-temporary. Currently, declines in fair value that are considered to be other-than-temporary require that a loss be recognized through the income statement. The EITF issued additional guidance in March 2004 establishing criteria for recognition and measurement under this pronouncement to be effective for reporting periods beginning after June 15, 2004. The Financial Accounting Standards Board recently delayed the effective date of the impairment requirements of EITF 03-1. If EITF 03-1 becomes effective in the future, we believe it should not have a material impact on our financial results as we already apply SAB No. 59, which we believe is no less stringent than EITF 03-1 as currently proposed.

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123R, "Share-Based Payment," that would be effective for all employee awards granted, modified or settled after July 1, 2005 for calendar year-end companies. As of the effective date, compensation expense related to the non-vested portion of awards outstanding as of that date would be based on the grant-date fair value as calculated under the original provisions of Statement of Financial Accounting Standards 123, "Accounting for Stock-Based Compensation." Adoption of this standard could materially impact the amount of compensation expense incurred for future financial statements reporting if we have a stock award program in place after the proposed statement becomes effective.

BUSINESS OF BANKFINANCIAL CORPORATION

BankFinancial Corporation is incorporated in the State of Maryland. We have not engaged in any business to date. Upon completion of the conversion, we will own all of the issued and outstanding stock of BankFinancial, F.S.B. We will retain up to 50% of the net proceeds from the offering and invest 50% of the remaining net proceeds in BankFinancial, F.S.B. as additional capital in exchange for 100% of the outstanding common stock of BankFinancial, F.S.B. BankFinancial Corporation will use a portion of its net proceeds to make a loan to the employee stock ownership plan. At a later date, we may use the net proceeds to pay dividends to stockholders and may repurchase shares of common stock, subject to regulatory limitations. We will invest our initial capital as discussed in "How We Intend to Use the Proceeds from the Offering."

In the future, BankFinancial Corporation, as the holding company of BankFinancial, F.S.B., will be authorized to pursue other business activities permitted by applicable laws and regulations for bank holding companies, which may include the acquisition of banking and financial services companies. See "Supervision and Regulation—Holding Company Regulation—Permitted Activities" for a discussion of the activities that are permitted for bank holding companies. We currently have no specific arrangements or understandings regarding any specific acquisition transaction. We may also borrow funds for reinvestment in BankFinancial, F.S.B.

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Following the offering, our cash flow will depend on earnings from the investment of the net proceeds from the offering that we retain, and any dividends received from BankFinancial, F.S.B. Initially, BankFinancial Corporation will neither own nor lease any property, but will instead pay a fee to BankFinancial, F.S.B. for the use of its premises, equipment and furniture of BankFinancial, F.S.B. At the present time, we intend to employ only persons who are officers of BankFinancial, F.S.B. to serve as officers of BankFinancial Corporation. We will, however, use the support staff of BankFinancial, F.S.B. from time to time. We will pay a fee to BankFinancial, F.S.B. for the time devoted to BankFinancial Corporation by employees of BankFinancial, F.S.B. However, these persons will not be separately compensated by BankFinancial Corporation. BankFinancial Corporation may hire additional employees, as appropriate, to the extent it expands its business in the future.

BUSINESS OF BANKFINANCIAL, F.S.B.

General

BankFinancial, F.S.B. is a full-service, community-oriented savings bank with total assets of \$1.493 billion, total net loans of \$1.092 billion and total deposits of \$1.116 billion at December 31, 2004. We provide financial services to individuals, families and businesses through our 16 full-service banking offices, located in Cook, DuPage, Lake and Will Counties, Illinois. Originally organized in 1924, BankFinancial, F.S.B. reorganized into the mutual holding company structure in January 1999.

BankFinancial, F.S.B.'s business consists primarily of accepting deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, in multi-family mortgage loans, nonresidential real estate loans, commercial and construction loans and commercial leases, as well as, one- to four-family residential mortgage loans and in agency securities and mortgage-backed securities. In addition, we sell annuities and securities through our Wealth Management Group, and we sell title insurance, property and casualty insurance and other insurance products through Financial Assurance Services Corporation, one of our two wholly-owned subsidiaries. We design our service delivery channels to suit the needs of our customers, with an emphasis on delivering services electronically and on-demand at our customers' convenience.

We seek to distinguish ourselves through proactive customer service. We identify and meet customer needs in a professional manner through market research, continuing education of our employees, systems-based internal coordination and performance-tracking; consequently, we earn new business opportunities and customers through referrals from satisfied customers. We also promote relationships within local communities and seek to capitalize on our decentralized regional management to build brand awareness and new relationships.

Market Area

At December 31, 2004, our 16 full-service banking offices consisted of 10 offices in Cook County, Illinois, one office in DuPage County, Illinois, four offices in Lake County, Illinois and one office in Will County, Illinois. We acquired three of the Cook County offices and all of our Lake County offices as part of our acquisition of Success Bancshares, which was completed in November 2001. Our primary market for deposits is currently concentrated around the areas where our full-service banking offices are located. Our primary lending area consists of the counties where our branch offices are located, as well as contiguous counties in the states of Illinois and Indiana.

The Chicago metropolitan area is one of the largest in the United States. In addition, the Chicago metropolitan statistical area has a diversified economy, employment base and population base. However,

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as of November 2004, unemployment rates in Cook County (6.3%), and Will County (6.1%) exceeded the national average (5.2%). The unemployment rates for DuPage and Lake Counties were 4.2% and 5.0%, respectively, as of November 2004. The population of the Chicago metropolitan statistical area increased at an annual growth rate of approximately 0.8% between 2000 and 2004, compared to an annual growth rate of 1.0% for the United States as a whole during the same period.

Lending Activities

General. We originate multi-family mortgage loans, nonresidential real estate loans, commercial loans and commercial leases, and construction and land loans. In addition, we originate one- to four-family residential mortgage loans and consumer loans.

As of December 31, 2004, \$240.6 million, or 21.9%, of our total loan portfolio consisted of multi-family mortgage loans, \$248.8 million, or 22.6%, of our total loan portfolio consisted of nonresidential real estate loans, \$92.5 million, or 8.4%, of our total loan portfolio, consisted of commercial loans, \$86.4 million, or 7.9%, of our total loan portfolio, consisted of commercial leases, \$60.0 million, or 5.4%, of our total loan portfolio, consisted of construction and land loans and \$363.1 million, or 33.0%, of our total loan portfolio, consisted of one- to four-family residential mortgage loans, including home equity and other second mortgage loans.

Multi-Family Mortgage Lending. Loans secured by multi-family mortgages totaled approximately \$240.6 million, or 21.9% of our total loan portfolio, at December 31, 2004. Multi-family mortgage loans generally are secured by multi-family rental properties, such as apartment buildings, including subsidized apartment units. At December 31, 2004, we had 589 multi-family mortgage loans with an average loan balance of approximately \$408,500. The majority of our multi-family mortgage loans have adjustable interest rates.

In underwriting multi-family mortgage loans, we consider a number of factors, which include the projected net cash flow to the loan's debt service requirement (generally requiring a minimum ratio of 115% for loans below \$400,000 and 120% for loans above \$400,000), the age and condition of the collateral, the financial resources and income level of the borrower and the borrower's experience in owning or managing similar properties. Multi-family mortgage loans are originated in amounts up to 80% of the appraised value of the property securing the loan. Personal guarantees are usually obtained from multi-family mortgage borrowers.

Loans secured by multi-family mortgages generally involve a greater degree of credit risk than one- to four-family residential mortgage loans and carry larger loan balances. This increased credit risk is a result of several factors, including the concentration of principal in a limited number of loans and borrowers, the effects of general economic conditions on income producing properties, and the increased difficulty of evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by multi-family mortgages typically depends upon the successful operation of the related real estate property. If the cash flow from the project is reduced, the borrower's ability to repay the loan may be impaired.

Nonresidential Real Estate Lending. We also originate real estate loans secured by first liens on nonresidential real estate. The nonresidential real estate properties are predominantly office buildings, light industrial buildings, shopping centers and mixed-use developments and, to a lesser extent, more specialized properties such as nursing homes and other healthcare facilities. We may, from time to time, purchase commercial real estate loan participations. We emphasize nonresidential real estate loans with initial principal balances between \$1.0 million and \$5.0 million. Loans secured by nonresidential real

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estate totaled \$248.8 million, or 22.6%, of our total loan portfolio at December 31, 2004, and consisted of 374 loans outstanding with an average loan balance of approximately \$665,200, although there are a large number of loans with balances substantially greater than this average. Substantially all of our nonresidential real estate loans are secured by properties located in our primary market area.

Our nonresidential real estate loans are written as three- or five-year adjustable-rate mortgages or mortgages with balloon maturities of three or five years. Amortization on these loans is typically based on 20- to 25-year payout schedules. We also originate some 15-year fixed-rate, fully amortizing loans. Margins generally range from 200 basis points to 300 basis points above the applicable Federal Home Loan Bank advance rate.

In the underwriting of nonresidential real estate loans, we generally lend up to 80% of the property's appraised value. We base our decisions to lend on the economic viability of the property and the creditworthiness of the borrower. In evaluating a proposed commercial real estate loan, we emphasize the ratio of the property's projected net cash flow to the loan's debt service requirement (generally requiring a minimum ratio of 120%), computed after deduction for a vacancy factor and property expenses we deem appropriate. Personal guarantees are usually obtained from nonresidential real estate borrowers. We require title insurance insuring the priority of our lien, fire and extended coverage casualty insurance, and, if appropriate, flood insurance, in order to protect our security interest in the underlying property.

Nonresidential real estate loans generally carry higher interest rates and have shorter terms than those on one- to four-family residential mortgage loans. Nonresidential real estate loans, however, entail significant additional credit risks compared to one- to four-family residential mortgage loans, as they typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment of loans secured by income-producing properties typically depends on the successful operation of the related real estate project and thus may be subject to a greater extent to adverse conditions in the real estate market and in the general economy.

Commercial Loans. We make various types of secured and unsecured commercial loans to customers in our market area for the purpose of financing equipment acquisition, expansion, working capital and other general business purposes. The terms of these loans generally range from less than one year to five years. The loans are either negotiated on a fixed-rate basis or carry adjustable interest rates indexed to (i) a lending rate that is determined internally, or (ii) a short-term market rate index. At December 31, 2004, we had 392 commercial loans outstanding with an aggregate balance of \$92.5 million, or 8.4% of the total loan portfolio. These totals include 85 unsecured commercial loans with an aggregate outstanding balance of \$10.4 million. As of December 31, 2004, the average commercial loan balance was approximately \$235,900, although there are a large number of loans with balances substantially greater than this average.

Commercial credit decisions are based upon our credit assessment of the loan applicant. We determine the applicant's ability to repay in accordance with the proposed terms of the loans and we assess the risks involved. An evaluation is made of the applicant to determine character and capacity to manage. Personal guarantees of the principals are usually obtained. In addition to evaluating the loan applicant's financial statements, we consider the adequacy of the primary and secondary sources of repayment for the loan. Credit agency reports of the applicant's credit history supplement our analysis of the applicant's creditworthiness. We may also check with other banks and conduct trade investigations. Collateral supporting a secured transaction also is analyzed to determine its marketability. Commercial business loans generally have higher interest rates than residential loans of like duration because they have a higher risk of default since their repayment generally depends on the successful operation of the

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borrower's business and the sufficiency of any collateral. Our pricing of commercial loans is based primarily on the credit risk of the borrower, with due consideration given to borrowers with appropriate deposit relationships.

Commercial Leases. We lend money to small and mid-size leasing companies for equipment financing leases. As of December 31, 2004, commercial leases totaled \$86.4 million, or 7.9% of our total loan portfolio. As of that date, we had 617 commercial leases outstanding. Generally, commercial leases are secured by an assignment by the leasing company of the lease payments and by a secured interest in the equipment being leased. The lessee acknowledges our security interest in the leased equipment and agrees to send lease payments directly to us. Consequently, we underwrite lease loans by examining the creditworthiness of the lessee rather than the lessor. Lease loans generally are non-recourse to the leasing company.

Our commercial leases are secured primarily by technology equipment and other capital equipment. Lessees tend to be publicly-traded companies with investment-grade rated debt or companies that have not issued public debt and therefore do not have a public debt rating. We require that a minimum of 50% of our commercial lessees have an investment grade public debt rating by Moody's or Standard & Poors, or the equivalent. Commercial leases to these entities have a maximum maturity of seven years and a maximum outstanding credit exposure of \$7.0 million to any single entity. At December 31, 2004, the weighted average remaining life of our commercial leases was 31 months. Lessees without public debt ratings generally have net worth in excess of \$25.0 million. If the lessee does not have a public debt rating, they are subject to the same internal credit analysis as any other customer. Commercial leases to these lessees have a maximum maturity of five years and a maximum outstanding credit exposure of \$5.0 million. In addition, we will originate commercial leases to lessees with below-investment grade public debt ratings, but these leases are limited to 10% of our commercial lease portfolio and have a maximum outstanding credit exposure of \$1.0 million. Lease loans are almost always fully amortizing, with fixed interest rates.

Construction and Land Loans. We originate land acquisition, development and construction loans to builders in our market area. These loans totaled \$60.0 million, or 5.4% of our total loan portfolio at December 31, 2004.

Acquisition loans help finance the purchase of land intended for further development, including single-family houses, multi-family housing and commercial income property. In some cases, we may make an acquisition loan before the borrower has received approval to develop the land as planned. In general, the maximum loan-to-value ratio for a land acquisition loan is 65% of the appraised value of the property, and the maximum term of these loans is two years. We also make development loans to builders in our market area to finance improvements to real estate, consisting mostly of single-family subdivisions, typically to finance the cost of utilities, roads, sewers and other development costs. Builders generally rely on the sale of single-family homes to repay development loans, although in some cases the improved building lots may be sold to another builder. The maximum amount loaned is generally limited to the cost of the improvements. Advances are made in accordance with a schedule reflecting the cost of the improvements.

We also grant construction loans to area builders, often in conjunction with development loans. In the case of residential subdivisions, these loans finance the cost of completing homes on the improved property. Advances on construction loans are made in accordance with a schedule reflecting the cost of construction, but are generally limited to 90% of actual construction costs and, as required by applicable regulations, a 75% loan to completed appraised value ratio. Repayment of construction loans on residential subdivisions is normally expected from the sale of units to individual purchasers. In the case

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of income-producing property, repayment is usually expected from permanent financing upon completion of construction. We commit to provide the permanent mortgage financing on most of our construction loans on income-producing property.

Land acquisition, development and construction lending exposes us to greater credit risk than permanent mortgage financing. The repayment of land acquisition, development and construction loans depends upon the sale of the property to third parties or the availability of permanent financing upon completion of all improvements. In the event we make an acquisition loan on property that is not yet approved for the planned development, there is the risk that approvals will not be granted or will be delayed. These events may adversely affect the borrower and the collateral value of the property. Development and construction loans also expose us to the risk that improvements will not be completed on time in accordance with specifications and projected costs. In addition, the ultimate sale or rental of the property may not occur as anticipated.

One- to Four-Family Residential Mortgage Lending. We offer conforming and non-conforming, fixed-rate and adjustable-rate residential mortgage loans with maturities of up to 30 years and maximum loan amounts generally of up to \$1.0 million. This portfolio totaled \$363.1 million, or 33.0% of our total loan portfolio at December 31, 2004. At December 31, 2004, we had 4,754 one- to four-family residential mortgage loans with an average balance of \$76,400.

We currently offer fixed-rate conventional mortgage loans with terms of 10 to 30 years that are fully amortizing with monthly or bi-weekly loan payments, and adjustable-rate conventional mortgage loans with initial terms of one, three or five years that amortize up to 30 years. We also offer government guaranteed Federal Housing Administration mortgage loans. One- to four-family residential mortgage loans are generally underwritten according to Fannie Mae guidelines, and loans that conform to such guidelines are referred to as “conforming loans.” We generally originate both fixed- and adjustable-rate loans in amounts up to the maximum conforming loan limits as established by Fannie Mae, which is currently \$359,650 for single-family homes. Private mortgage insurance is required for first mortgage loans with loan-to-value ratios in excess of 80%.

We also originate loans above conforming limits, referred to as “jumbo loans,” that have been underwritten to the credit standards of Fannie Mae. These loans are generally eligible for sale to various firms that specialize in the purchase of such non-conforming loans. In our market, the Chicago metropolitan area, larger residential loans are not uncommon. We also originate loans at higher rates that do not fully meet the credit standards of Fannie Mae but are deemed to be acceptable risks. The amount of such loans originated for the year ended December 31, 2004 was \$73.1 million, all of which were retained in our loan portfolio.

We actively monitor our interest rate risk position to determine the desirable level of investment in fixed-rate mortgages. Depending on market interest rates and our capital and liquidity position, we may retain all of our newly originated longer term fixed-rate, fixed-term residential mortgage loans or we may sell all or a portion of such loans in the secondary mortgage market to government sponsored entities such as Fannie Mae or other purchasers. During periods of low market interest rates, we generally sell in the secondary market all of our newly originated fixed-rate residential real estate loans. Our bi-weekly one- to four-family residential mortgage loans that are retained in our portfolio result in shorter repayment schedules than conventional monthly mortgage loans, and are repaid through an automatic deduction from the borrower’s savings or checking account. As of December 31, 2004, bi-weekly mortgage loans totaled \$29.7 million, or 8.2% of our residential loan portfolio. We retain the servicing rights on loans sold to generate fee income and reinforce our commitment to customer service, although we may also sell non-

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conforming loans to mortgage banking companies, on a servicing-released basis. As of December 31, 2004, loans serviced for others totaled \$393.9 million.

We currently offer several adjustable-rate loan products secured by residential properties with rates that are fixed for an initial period ranging from one year to five years. After the initial fixed period, the interest rate on these loans is generally reset every year based upon a contractual spread or margin above the average yield on U.S. Treasury securities, adjusted to a constant maturity of one year, as published weekly by the Federal Reserve Board, subject to certain periodic and lifetime limitations on interest rate changes. Many of the borrowers who select these loans have shorter-term credit needs than those who select long-term, fixed-rate loans. Adjustable-rate mortgage loans generally pose different credit risks than fixed-rate loans primarily because the underlying debt service payments of the borrowers rise as interest rates rise, thereby increasing the potential for default. At December 31, 2004, our adjustable-rate mortgage portfolio included \$6.7 million in loans that re-price once a year and \$156.8 million in loans that reprice periodically after an initial fixed-rate period of three years or more. We currently securitize our conforming adjustable-rate residential mortgage loans. We retain servicing rights on these loans and receive servicing fees of approximately 0.25% of the outstanding balance of these loans.

We require title insurance on all of our one- to four-family residential mortgage loans, and we also require that borrowers maintain fire and extended coverage casualty insurance (and, if appropriate, flood insurance) in an amount at least equal to the lesser of the loan balance or the replacement cost of the improvements. Nearly all residential loans must have a mortgage escrow account from which disbursements are made for real estate taxes and for hazard and flood insurance. We do not conduct environmental testing on residential mortgage loans unless specific concerns for hazards are determined by the appraiser utilized in connection with the loan.

In addition to traditional one- to four-family residential mortgage loans, we offer home equity loans and home equity lines of credit that are secured by the borrower's primary residence. The borrower is permitted to draw on a home equity line of credit during the first five to 10 years after it is originated and may repay the outstanding balance over a term not to exceed 10 years from the date the home equity line of credit is originated. Our home equity loans are originated with fixed rates of interest. Home equity loans and lines of credit are generally underwritten with the same criteria that we use to underwrite fixed-rate, one- to four-family residential mortgage loans. Home equity loans and lines of credit may be underwritten with a loan-to-value ratio of 90% when combined with the principal balance of the existing mortgage loan. We appraise the property securing the loan at the time of the loan application in order to determine the value of the property securing the home equity loan or line of credit. At the time we close a home equity loan or line of credit, we file a mortgage to perfect our security interest in the underlying collateral. At December 31, 2004, the outstanding balances of home equity loans totaled \$7.1 million, or 0.6% of our total loan portfolio, and the outstanding balance of home equity lines of credit totaled \$98.0 million, or 8.9% of our total loan portfolio.

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Loan Portfolio Composition. The following table sets forth the composition of our loan portfolio, excluding loans held for sale, by type of loan at the dates indicated.

	At December 31,									
	2004		2003		2002		2001		2000	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)									
One - to four-family residential	\$ 363,097	33.01%	\$ 352,079	32.70%	\$ 453,884	42.00%	\$ 650,486	54.33%	\$ 826,816	86.63%
Multi-family mortgage	240,607	21.87	239,758	22.27	212,441	19.65	137,472	11.48	67,185	7.04
Nonresidential real estate (1)	248,781	22.62	256,871	23.86	251,459	23.27	239,857	20.03	13,465	1.41
Construction and land	59,950	5.45	65,052	6.04	36,879	3.41	50,245	4.20	994	0.10
Commercial loans (2)	92,455	8.40	79,729	7.41	79,459	7.35	87,829	7.34	39,713	4.16
Commercial leases (3)	86,362	7.85	72,962	6.78	37,166	3.44	16,671	1.39	3,587	0.38
Consumer	2,755	0.25	3,502	0.32	3,909	0.36	8,117	0.68	2,634	0.28
Other (4)	6,044	0.55	6,621	0.62	5,572	0.52	6,667	0.55	—	—
Total loans	1,100,051	100.00%	1,076,574	100.00%	1,080,769	100.00%	1,197,344	100.00%	954,394	100.00%
Loans in process	824		993		8,466		2,205		337	
Net deferred loan origination costs	2,096		1,715		1,158		996		2,049	
Allowance for loan losses	(11,019)		(12,034)		(12,461)		(13,465)		(7,464)	
Total loans, net	\$1,091,952		\$1,067,248		\$1,077,932		\$1,187,080		\$949,316	

- (1) Includes loans to healthcare providers of \$24.9 million, \$33.6 million, \$21.1 million and \$11.3 million at December 31, 2004, 2003, 2002 and 2001, respectively.
- (2) Includes loans to healthcare providers of \$16.9 million, \$14.0 million, \$6.4 million and \$15.1 million at December 31, 2004, 2003, 2002 and 2001, respectively.
- (3) Includes loans to healthcare providers of \$4.3 million, \$4.0 million and \$6.4 million at December 31, 2004, 2003 and 2002, respectively.
- (4) Includes municipal loans.

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Loan Portfolio Maturities and Yields. The following table summarizes the scheduled repayments of our loan portfolio at December 31, 2004. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due in one year or less.

One- to Four-Family		Multi-Family		Nonresidential		Construction and land loans		Commercial loans, leases and other loans		Consumer		Total	
Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate

(Dollars in thousands)

Due During the Years Ending December 31,	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate
2005 (1)	\$ 16,545	6.42%	\$ 4,490	6.90%	\$ 33,642	6.15%	\$47,059	5.66%	\$ 63,449	5.71%	\$1,276	4.33%	\$ 166,461	5.88%
2006 to 2009	50,587	5.59	50,475	5.72	190,337	6.29	12,891	5.64	105,095	5.16	968	4.53	410,353	5.82
2010 and beyond	295,965	5.24	185,642	6.06	24,802	6.00	—	—	16,317	5.67	511	10.47	523,237	5.58
Total	\$363,097	5.34%	\$240,607	6.00%	\$248,781	6.25%	\$59,950	5.66%	\$184,861	5.40%	\$2,755	5.67%	\$1,100,051	5.72%

(1) Includes demand loans, loans having no stated repayment schedule or maturity, and overdraft loans.

The following table sets forth the scheduled repayments of fixed- and adjustable-rate loans at December 31, 2004 that are contractually due after December 31, 2005.

	Due After December 31, 2005		
	Fixed	Adjustable	Total
	(In thousands)		
One- to four-family residential	\$ 73,502	\$ 273,050	\$ 346,552
Multi-family mortgage	57,384	178,733	236,117
Nonresidential real estate	137,958	77,181	215,139
Construction and land	747	12,144	12,891
Commercial loans, leases and other	103,939	17,473	121,412
Consumer	1,479	—	1,479
Total loans	\$ 375,009	\$ 558,581	\$ 933,590

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Loan Originations, Purchases, Sales and Servicing. While we originate both fixed-rate and adjustable-rate loans, our ability to generate each type of loan depends upon borrower demand, market interest rates, borrower preference for fixed- versus adjustable-rate loans, and the interest rates offered on each type of loan by other lenders competing in our market area. Loan originations are derived from a number of sources, including branch office personnel, existing customers, borrowers, builders, attorneys, accountants and other professionals, real estate broker referrals and walk-in customers.

Our loan origination and sales activity may be adversely affected by a rising interest rate environment that typically results in decreased loan demand, while declining interest rates may stimulate increased loan demand. Accordingly, the volume of loan originations, the mix of fixed and adjustable-rate loans, and the profitability of this activity can vary from period to period. One- to four-family residential mortgage loans are generally underwritten to current Fannie Mae seller/servicer guidelines, and closed on standard Fannie Mae documents. If such loans are sold, the sales are conducted using standard Fannie Mae purchase contracts and master commitments as applicable. One- to four-family mortgage loans may be sold to Fannie Mae on a non-recourse basis whereby foreclosure losses are generally the responsibility of the purchaser and not BankFinancial. Our recent practice has been to sell all qualifying fixed-rate, one- to four-family residential mortgage loans that we originate. In addition, we securitize all adjustable-rate, one- to four-family residential mortgage loans, and we retain the servicing rights on these loans.

We are a qualified loan servicer for both Fannie Mae and Freddie Mac. Our policy has been to retain the servicing rights for substantially all conforming loans sold, and to continue to collect payments on the loans, maintain tax escrows and applicable fire and flood insurance coverage, and supervise foreclosure proceedings if necessary. We retain a portion of the interest paid by the borrower on the loans as consideration for our servicing activities.

Loan Approval Authority and Underwriting. Our Board of Directors grants lending authority to the Asset Quality Committee (the members of which are Directors), our Management Credit Committee, and individual executive officers and loan officers. Our lending activities are subject to written policies established by the Board. These policies are reviewed periodically.

The Asset Quality Committee may approve loans in accordance with applicable loan policies, including our policy governing loans to one borrower. This policy places limits on the aggregate dollar amount of credit that may be extended to any one borrower and related entities. The Management Credit Committee may approve loans up to an aggregate of \$3.0 million to a new borrower and related borrowers for a secured loan, and up to an aggregate of \$5.0 million for an existing customer and related borrowers for a secured loan. The Asset Quality Committee also may approve unsecured loans in amounts up to \$2.0 million and the Management Loan Committee may approve unsecured loans in amounts up to \$1.0 million. Our practices generally provide for a maximum loan-to-one-borrower limit of \$10.0 million.

In connection with our residential and commercial real estate loans, we generally require property appraisals to be performed by independent appraisers who are approved by the Board. Appraisals are then reviewed by the appropriate loan underwriting areas. Under certain conditions, we may not require appraisals for loans under \$250,000, but we obtain appraisals in many of these cases. We also require title insurance, hazard insurance and, if indicated, flood insurance on property securing mortgage loans.

Loan Origination Fees and Costs. In addition to interest earned on loans, we also receive loan origination fees. Such fees vary with the volume and type of loans and commitments made, and competitive conditions in the mortgage markets, which in turn respond to the demand and availability of money. We defer loan origination fees and costs and amortize such amounts as an adjustment to yield

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over the term of the loan by use of the level-yield method. Deferred loan origination costs (net of deferred fees) were \$2.1 million at December 31, 2004.

To the extent that originated loans are sold with servicing retained, we capitalize a mortgage servicing asset at the time of the sale in accordance with applicable accounting standards (Statement of Financial Accounting Standards (“SFAS”) No. 140, “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities”). The capitalized amount is amortized thereafter (over the period of estimated net servicing income) as a reduction of noninterest income. The unamortized amount is fully charged to income when loans are prepaid. Originated mortgage servicing rights with an amortized cost of \$2.6 million are included in other assets at December 31, 2004. See also Notes 1 and 4 of the Notes to Consolidated Financial Statements beginning on page F-2 of this prospectus.

Loans to One Borrower. At December 31, 2004, our five largest aggregate amounts loaned to any one borrower and certain related interests (including any unused lines of credit) consisted of secured and unsecured financing of \$11.5 million, \$10.3 million, \$10.1 million, \$9.8 million and \$9.7 million. Under federal banking regulations, at December 31, 2004 our maximum loan-to-one-borrower limit was \$17.1 million, although our practices generally provide for a maximum loan-to-one-borrower limit of \$10.0 million. See “Supervision and Regulation—Federal Banking Regulation—Loans to One Borrower” for a discussion of applicable regulatory limitations.

Delinquent Loans, Other Real Estate Owned and Classified Assets

Collection Procedures. We send a computer-generated late notice by the 16th day after the payment due date on a loan requesting the payment due plus any late charge that is assessed. Accounts are distributed to a collector or account officer to contact borrowers, determine the reason for delinquency and arrange for payment, and accounts are monitored electronically for receipt of payments. If payments are not received within 30 days of the original due date, a letter demanding payment of all arrearages is sent and contact efforts are continued. If payment is not received within 60 days of the due date, we generally accelerate loans and demand payment in full. In addition, failure to pay within 60 days of the original due date generally results in legal action, notwithstanding ongoing collection efforts. Unsecured consumer loans are charged-off after 120 days. For commercial loans, procedures may vary depending upon individual circumstances.

Loans Past Due and Nonperforming Assets. Loans are reviewed on a regular basis, and are placed on nonaccrual status when either principal or interest is 90 days or more past due. In addition, we place loans on nonaccrual status when we believe that there is sufficient reason to question the borrower’s ability to continue to meet contractual principal or interest payment obligations. Interest accrued and unpaid at the time a loan is placed on nonaccrual status is reversed from interest income. Interest payments received on nonaccrual loans are not recognized as income unless warranted based on the borrower’s financial condition and payment record. At December 31, 2004, we had nonaccrual loans of \$6.5 million.

Real estate acquired as a result of foreclosure or by deed in lieu of foreclosure is classified as real estate owned (“REO”) until such time as it is sold. When real estate is acquired through foreclosure or by deed in lieu of foreclosure, it is recorded at its fair value, less estimated costs of disposal. If the fair value of the property is less than the loan balance, the difference is charged against the allowance for loan losses.

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The following table sets forth certain information with respect to our loan portfolio delinquencies at the dates indicated. Loans delinquent for 90 days or more are also classified as nonaccrual loans

	Loans Delinquent For					
	60-89 Days		90 Days or More		Total	
	Number	Amount	Number	Amount	Number	Amount
(Dollars in thousands)						
At December 31, 2004						
One- to four-family residential	8	\$ 430	22	\$ 1,725	30	\$ 2,155
Multi-family mortgage	2	335	6	1,226	8	1,561
Nonresidential real estate	1	193	2	2,093	3	2,286
Construction and land	—	—	—	—	—	—
Commercial loans	—	—	5	1,480	5	1,480
Commercial leases	—	—	—	—	—	—
Consumer	—	—	—	—	—	—
Total	11	\$ 958	35	\$ 6,524	46	\$ 7,482
At December 31, 2003						
One- to four-family residential	6	\$ 679	29	\$ 2,793	35	\$ 3,472
Multi-family mortgage	—	—	—	—	—	—
Nonresidential real estate	—	—	5	3,616	5	3,616
Construction and land	—	—	2	345	2	345
Commercial loans	1	102	5	366	6	468
Commercial leases	—	—	—	—	—	—
Consumer	—	—	—	—	—	—
Total	7	\$ 781	41	\$ 7,120	48	\$ 7,901
At December 31, 2002						
One- to four-family residential	12	\$1,076	47	\$ 4,233	59	\$ 5,309
Multi-family mortgage	5	962	3	751	8	1,713
Nonresidential real estate	2	703	7	7,298	9	8,001
Construction and land	—	—	—	—	—	—
Commercial loans	—	—	17	1,486	17	1,486
Commercial leases	—	—	—	—	—	—
Consumer	1	1	—	—	1	1
Total	20	\$2,742	74	\$13,768	94	\$16,510

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Nonperforming Assets. The table below sets forth the amounts and categories of our nonperforming assets at the dates indicated. At each date presented, we had no troubled debt restructurings (loans for which a portion of interest or principal has been forgiven and loans modified at interest rates materially less than current market rates).

	At December 31,				
	2004	2003	2002	2001	2000
	(Dollars in thousands)				
Nonaccrual loans:					
One- to four-family residential	\$ 1,725	\$ 2,793	\$ 4,233	\$ 5,203	\$ 6,268
Multi-family mortgage	1,226	—	751	826	116
Nonresidential real estate	2,093	3,616	7,298	2,741	—
Construction and land	—	345	—	169	—
Commercial loans	1,480	366	1,486	2,043	486
Commercial leases	—	—	—	—	—
Consumer	—	—	—	—	2
Total nonperforming loans	6,524	7,120	13,768	10,982	6,872
Real estate owned:					
One- to four-family residential	—	749	723	980	603
Nonresidential real estate	—	—	230	—	—
Land	—	885	—	—	—
Total real estate owned	—	1,634	953	980	603
Total nonperforming assets	\$ 6,524	\$ 8,754	\$ 14,721	\$ 11,962	\$ 7,475
Ratios:					
Nonperforming loans to total loans	0.59%	0.66%	1.27%	0.92%	0.72%
Nonperforming assets to total assets	0.44	0.60	0.99	0.73	0.62

For the year ended December 31, 2004, gross interest income that would have been recorded had the nonaccrual loans at the end of the year remained on accrual status throughout the period amounted to \$567,900. No interest income was recognized on these loans.

The amount of the allowance for loan losses allocated to the \$6.5 million of non-performing loans at December 31, 2004, noted above, was \$983,000. We have calculated this amount by applying our allowance for loan losses methodology to each of the respective loan categories. This amount includes both specific and general allowances.

Classification of Assets. Our policies, consistent with regulatory guidelines, provide for the classification of loans and other assets that are considered to be of lesser quality as substandard, doubtful, or loss assets. An asset is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that we will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets is not warranted. Assets that do not expose us to risk sufficient to warrant classification in one of the aforementioned categories, but which possess potential weaknesses that deserve our close attention, are required to be designated as special mention. As of December 31, 2004, we had \$4.5 million of assets designated as special mention.

When we classify assets as either substandard or doubtful, we allocate a portion of the related general loss allowances to such assets as we deem prudent. The allowance for loan losses represents

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amounts that have been established to recognize losses inherent in the loan portfolio that are both probable and reasonably estimable at the date of the financial statements. When we classify problem assets as loss, we charge-off such amount. Our determination as to the classification of our assets and the amount of our loss allowances are subject to review by our regulatory agencies, which can require that we establish additional loss allowances. We regularly review our asset portfolio to determine whether any assets require classification in accordance with applicable regulations. On the basis of our review of our assets at December 31, 2004, classified assets consisted of substandard assets of \$16.3 million, doubtful assets of \$485,000 and no loans classified as loss assets. The classified assets total includes \$6.5 million of nonperforming loans. Included in the substandard and doubtful totals are \$10.9 million and \$51,600, respectively, of loans to healthcare providers. As discussed in “Risk Factors—Our Concentrations of Loans in the Healthcare Industry Exposes Us to Increased Credit Risks,” the primary source of income is subject to many factors beyond the control of the healthcare provider. As of December 31, 2004, we had not taken any charge-offs on these types of loans, but we have established specific loan loss reserve allowances in the amount of \$958,000 for loans to four borrowers with an aggregate principal balance of \$6.7 million. In addition, based on deficiencies in debt service coverage requirements, we classified loans to one borrower, which had a principal balance of \$3.2 million, as substandard, even though we did not establish a specific loan loss reserve for these loans. All of these borrowers were current on their loan payments to us at December 31, 2004.

Allowance for Loan Losses. We provide for loan losses based on the allowance method. Accordingly, all loan losses are charged to the related allowance and all recoveries are credited to it. Additions to the allowance for loan losses are provided by charges to income based on various factors which, in our judgment, deserve current recognition in estimating probable losses. We regularly review the loan portfolio and make provisions for loan losses in order to maintain the allowance for loan losses in accordance with accounting principles generally accepted in the United States of America. The allowance for loan losses consists of three components:

- (1) specific reserves established for any impaired multi-family mortgage, nonresidential real estate, construction and land, commercial, and commercial lease loans for which the recorded investment in the loan exceeds the measured value of the loan;
- (2) allowances for loan losses for each loan type based on historical loan loss experience; and
- (3) adjustments to historical loss experience (general reserves), maintained to cover uncertainties that affect our estimate of probable losses for each loan type.

The adjustments to historical loss experience are based on our evaluation of several factors, including:

- levels of, and trends in, past due and classified loans;
- levels of, and trends in, charge-offs and recoveries;
- trends in volume and terms of loans, including any credit concentrations in the loan portfolio;
- experience, ability, and depth of lending management and other relevant staff; and
- national and local economic trends and conditions.

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We evaluate the allowance for loan losses based upon the combined total of the specific, historical loss and general components. Generally when the loan portfolio increases, absent other factors, the allowance for loan loss methodology results in a higher dollar amount of estimated probable losses than would be the case without the increase. Generally when the loan portfolio decreases, absent other factors, the allowance for loan loss methodology results in a lower dollar amount of estimated probable losses than would be the case without the decrease.

We consider commercial business loans, nonresidential real estate loans construction and land loans and commercial leases to be riskier than one-to four-family residential mortgage loans. Commercial loans and commercial leases involve a higher risk of default than residential loans of like duration since their repayment generally depends on the successful operation of the borrower's business and the sufficiency of collateral, if any. Nonresidential real estate loans also have greater credit risks compared to one- to four-family residential mortgage loans, as they typically involve large loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment experience on loans secured by income-producing properties typically depends on the successful operation of the related real estate project and thus may be subject to a greater extent to adverse conditions in the real estate market and in the general economy. Construction and land loans have greater credit risk than permanent mortgage financing. The repayment of these loans depends upon the sale of the property to third parties or the availability of permanent financing upon completion of all improvements. In the event we make an acquisition loan on property that is not yet approved for the planned development, there is the risk that approvals will not be granted or will be delayed. These events may adversely affect the borrower and the collateral value of the property. Construction and land loans also expose us to the risk that improvements will not be completed on time in accordance with specifications and projected costs. In addition, the ultimate sale or rental of the property may not occur as anticipated.

We periodically evaluate the carrying value of loans and the allowance is adjusted accordingly. While we use the best information available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. In addition, as an integral part of their examination process, our regulatory agencies periodically review the allowance for loan losses. Such agencies may require us to recognize additions to the allowance based on their judgments of information available to them at the time of their examination.

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The following table sets forth activity in our allowance for loan losses for the periods indicated.

	At or For the Years Ended December 31,				
	2004	2003	2002	2001	2000
	(Dollars in thousands)				
Balance at beginning of year	\$12,034	\$12,461	\$13,465	\$ 7,464	\$ 5,861
Charge-offs:					
One- to four-family residential	—	(29)	(100)	(112)	(190)
Multi-family mortgage	—	—	(31)	—	—
Nonresidential real estate	(1,127)	—	(70)	—	—
Construction and land	—	—	—	—	—
Commercial loans	(218)	(368)	(1,046)	—	(1,081)
Commercial leases	—	—	—	—	—
Consumer	(48)	(36)	(45)	(30)	(45)
Total charge-offs	(1,393)	(433)	(1,292)	(142)	(1,316)
Recoveries:					
One- to four-family residential	68	26	286	—	51
Multi-family mortgage	—	—	—	—	—
Nonresidential real estate	—	275(1)	275(1)	—	—
Construction and land	—	—	—	—	—
Commercial loans	311	278	—	—	—
Commercial leases	—	—	149	—	—
Consumer	21	6	—	2	—
Total recoveries	400	585	710	2	51
Net (charge-offs) recoveries	(993)	152	(582)	(140)	(1,265)
Acquisition of Success Bancshares	—	—	—	4,141	—
Provision (credit) for loan losses	(22)	(579)	(422)	2,000	2,868
Balance at end of period	\$11,019	\$12,034	\$12,461	\$13,465	\$ 7,464
Ratios:					
Net (charge-offs) recoveries to average loans outstanding (annualized)	(0.09)%	0.01%	(0.05)%	(0.02)%	(0.13)%
Allowance for loan losses to nonperforming loans	168.90	169.02	90.51	122.61	108.61
Allowance for loan losses to total loans	1.00	1.12	1.15	1.12	0.78

(1) Recoveries relate to loans previously charged off by Success Bancshares.

Allocation of Allowance for Loan Losses. The following tables set forth the allowance for loan losses allocated by loan category, the total loan balances by category (excluding loans held for sale) and the percent of loans in each category to total loans at the dates indicated. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

During 2001, we expanded our methodology in calculating our allowance for loan losses to fully allocate the general reserve component of our allowance for loan losses to specific types of loans, thereby better linking our assessment of the underlying risks attributed to each loan category. This action was taken, in part, as a result of the FFIEC's issuance in 2001 of "Policy Statement on Allowance for Loan and Lease Losses Methodologies and Documentation for Banks and Savings Institutions." This Policy Statement is consistent with the Securities and Exchange Commission's Staff Accounting Bulletin 102, "Selected Loan Loss Methodology and Documentation Issues."

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At December 31,									
2004			2003			2002			
Allowance for Loan Losses	Loan Balances by Category	Percent of Loans in Each Category to Total Loans	Allowance for Loan Losses	Loan Balances by Category	Percent of Loans in Each Category to Total Loans	Allowance for Loan Losses	Loan Balances by Category	Percent of Loans in Each Category to Total Loans	
(Dollars in thousands)									
One - to four-family	\$ 1,289	\$ 363,097	33.01%	\$ 1,322	\$ 352,079	32.70%	\$ 1,643	\$ 453,884	42.00%
Multi-family	1,950	240,607	21.87	1,797	239,758	22.27	1,592	212,441	19.65
Nonresidential real estate	3,304	248,781	22.62	4,313	256,871	23.86	5,410	251,459	23.27
Construction and land	899	59,950	5.45	976	65,052	6.04	553	36,879	3.41
Commercial loans	2,736	92,455	8.40	2,908	79,729	7.41	2,727	79,459	7.35
Commercial leases	543	86,362	7.85	365	72,962	6.78	186	37,166	3.44
Consumer	18	2,755	0.25	26	3,502	0.32	51	3,909	0.36
Other (1)	121	6,044	0.55	166	6,621	0.62	139	5,572	0.52
Unallocated	159	—	—	161	—	—	160	—	—
Total	\$ 11,019	\$ 1,100,051	100.00%	\$ 12,034	\$ 1,076,574	100.00%	\$ 12,461	\$ 1,080,769	100.00%

At December 31,						
2001			2000			
Allowance for Loan Losses	Loan Balances by Category	Percent of Loans in Each Category to Total Loans	Allowance for Loan Losses	Loan Balances by Category	Percent of Loans in Each Category to Total Loans	
(Dollars in thousands)						
One - to four-family	\$ 2,351	\$ 650,486	54.33%	\$ 5,397	\$ 826,816	86.63%
Multi-family	1,043	137,472	11.48	504	67,185	7.04
Nonresidential real estate	3,156	239,857	20.03	135	13,465	1.41
Construction and land	1,225	50,245	4.20	15	994	0.10
Commercial loans	5,212	87,829	7.34	993	39,713	4.16
Commercial leases	83	16,671	1.39	18	3,587	0.38
Consumer	222	8,117	0.68	26	2,634	0.28
Other (1)	167	6,667	0.55	—	—	—
Unallocated	6	—	—	376	—	—
Total	\$ 13,465	\$ 1,197,344	100.00%	\$ 7,464	\$ 954,394	100.00%

(1) Includes municipal loans.

Securities Activities

Our securities investment policy is established by our Board of Directors. This policy dictates that investment decisions be made based on the safety of the investment, liquidity requirements, potential returns, cash flow targets, and consistency with our interest rate risk management strategy. Our asset/liability management committee (“ALCO”), which consists of our chief financial officer and other members of management, oversees our investing strategies. The asset/liability management committee of the Board of Directors then reviews ALCO’s activities and strategies, and reports to the full Board of Directors, which evaluates on an ongoing basis our investment policy and objectives. Our chief financial officer is responsible for making securities portfolio decisions in accordance with established policies. Our Chief Financial Officer has the authority to purchase and sell securities within specific guidelines established by the investment policy. In addition, all transactions are reviewed by ALCO at least monthly.

Our current investment policy generally permits securities investments in debt securities issued by the U.S. government and U.S. agencies, municipal bonds, and corporate debt obligations, as well as investments in preferred and common stock of government agencies and government sponsored enterprises such as Fannie Mae, Freddie Mac and the Federal Home Loan Bank of Chicago (federal agency securities) and, to a much lesser extent, other equity securities. Securities in these categories are classified as “investment securities” for financial reporting purposes. The policy also permits investments in mortgage-backed securities, including pass-through securities issued and guaranteed by Fannie Mae, Freddie Mac and Ginnie Mae as well as collateralized mortgage obligations (“CMOs”) issued or backed by securities issued by these government agencies. Also permitted are investments in securities issued or backed by the Small Business Administration, privately issued mortgage-backed securities and asset-backed securities collateralized by auto loans, credit card receivables, and home equity and home improvement loans. As of December 31, 2004, we held no asset-backed securities, and other equity securities consisted almost exclusively of securities issued by Fannie Mae, Freddie Mac and the Federal Home Loan Bank of Chicago. Our current investment strategy uses a risk management approach of diversified investing in fixed-rate securities with short- to intermediate-term maturities, as well as adjustable-rate securities, which may have a longer term to maturity. The emphasis of this approach is to increase overall investment securities yields while managing interest rate risk.

SFAS No. 115 requires that, at the time of purchase, we designate a security as held to maturity, available-for-sale, or trading, depending on our ability and intent. Securities available-for-sale are reported at fair value, while securities held to maturity are reported at amortized cost. We do not have a trading portfolio and do not have any securities held to maturity.

Mortgage-Backed Securities. We purchase mortgage-backed securities in order to generate positive interest rate spreads with minimal administrative expense, lower credit risk as a result of the guarantees provided by Freddie Mac, Fannie Mae and Ginnie Mae, and increased liquidity. We invest primarily in mortgage-backed securities issued or sponsored by Fannie Mae, Freddie Mac, and Ginnie Mae. To a lesser extent, we also invest in securities backed by U.S. government agencies. At December 31, 2004, our mortgage-backed securities portfolio had a fair value of \$180.4 million, consisting of \$178.7 million of pass-through securities and \$1.7 million of collateralized mortgage obligations (“CMOs”) and Real Estate Mortgage Investment Conduits (“REMICs”).

Mortgage-backed securities are created by pooling mortgages and issuing a security collateralized by the pool of mortgages with an interest rate that is less than the interest rate on the underlying mortgages. Mortgage-backed securities typically represent a participation interest in a pool of single-family or multi-family mortgages, although most of our mortgage-backed securities are collateralized by single-family mortgages. The issuers of such securities (generally U.S. government agencies and

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government sponsored enterprises, including Fannie Mae, Freddie Mac and Ginnie Mae) pool and resell the participation interests in the form of securities to investors, such as BankFinancial, F.S.B., and guarantee the payment of principal and interest to these investors. Investments in mortgage-backed securities involve a risk that actual prepayments will be greater or less than the prepayment rate estimated at the time of purchase, which may require adjustments to the amortization of any premium or accretion of any discount relating to such instruments, thereby affecting the net yield on such securities. We review prepayment estimates for our mortgage-backed securities at the time of purchase to ensure that prepayment assumptions are reasonable considering the underlying collateral for the securities at issue and current interest rates, and to determine the yield and estimated maturity of the mortgage-backed securities portfolio. Periodic reviews of current prepayment speeds are performed in order to ascertain whether prepayment estimates require modification that would cause amortization or accretion adjustments.

A portion of our mortgage-backed securities portfolio is invested in CMOs and REMICs backed by Fannie Mae and Freddie Mac. CMOs and REMICs are types of debt securities issued by a special-purpose entity that aggregates pools of mortgages and mortgage-backed securities and creates different classes of securities with varying maturities and amortization schedules, as well as a residual interest, with each class possessing different risk characteristics. The cash flows from the underlying collateral are generally divided into “tranches” or classes that have descending priorities with respect to the distribution of principal and interest cash flows, while cash flows on pass-through mortgage-backed securities are distributed pro rata to all security holders. Our practice is to limit fixed-rate CMO investments primarily to the early-to-intermediate tranches, which have the greatest cash flow stability. Floating rate CMOs are purchased with emphasis on the relative trade-offs between lifetime interest rate caps, prepayment risk and interest rates.

Equity Securities. At December 31, 2004, our equity securities consisted almost entirely of shares of five floating rate preferred stocks issued by two government-sponsored entities, Freddie Mac and Fannie Mae, one Freddie Mac fixed rate preferred stock, and common stock issued by the Federal Home Loan Bank of Chicago. The Fannie Mae and Freddie Mac preferred stocks are classified as available-for-sale.

We hold the Federal Home Loan Bank of Chicago common stock to qualify for membership in the Federal Home Loan Bank System and to be eligible to borrow funds under the Federal Home Loan Bank of Chicago’s advance program. There is no market for the common stock, but it is the current practice of the Federal Home Loan Bank of Chicago to redeem shares at par value upon the request of the holder.

The aggregate fair value of our Federal Home Loan Bank of Chicago common stock as of December 31, 2004 was \$24.2 million based on its par value. No unrealized gains or losses have been recorded because we have determined that the par value of the common stock represents its fair value. Due to our receipt of stock dividends and reduction of our outstanding Federal Home Loan Bank of Chicago advances, we owned shares of Federal Home Loan Bank of Chicago common stock at December 31, 2004 with a par value that was \$12.7 million more than we were required to own to maintain our membership in the Federal Home Loan Bank System and to be eligible to obtain advances.

We acquired the Freddie Mac and Fannie Mae preferred stocks between August 2000 and June 2001 to offset the impact of the rapid prepayments that were then occurring in our mortgage loan portfolio, and to improve our ability to manage interest rate risk due to the short repricing intervals on the securities and the tax advantages afforded by the dividends received deduction. The Fannie Mae and

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Freddie Mac floating rate preferred stocks pay quarterly dividends based on market interest rate indices, and are listed on the New York Stock Exchange.

We review equity securities with significant declines in fair value on a periodic basis to determine whether they should be considered temporarily or other than temporarily impaired. If a decline in the fair value of a security is determined to be other than temporary, we are required to reduce the carrying value of the security to its fair value and record a non-cash impairment charge in the amount of the decline, net of tax effect, against our current income.

We have historically conducted impairment reviews in accordance with the limited guidance set forth in SFAS 115, "Accounting for Certain Investments in Debt and Equity Securities." In anticipation of the offering, we conducted further impairment testing pursuant to SAB No. 59 on a quarterly basis for the years ended December 31, 2004 and 2003. Under SAB No. 59, an unrealized loss on an equity security is considered an other than temporary impairment (and thus a charge against current income) unless we are able to conclude, after considering all available evidence, that evidence exists to support a recovery in the value of the security to a value equal to or greater than its carrying value, and we have the intent and ability to hold the security for a period of time sufficient to allow for the forecasted recovery. A determination that an impairment is only temporary becomes increasingly more difficult to make as the severity and duration of the decline in value become greater, or if the decline in value resulted from issuer-specific events.

In March 2004, the Financial Accounting Standards Board adopted new guidance for testing securities for impairment on a prospective basis. The new guidance is set forth in EITF 03-1, "The Meaning of Other-than-Temporary Impairment and Its Application to Certain Investments." The Financial Accounting Standards Board recently delayed the effective date for EITF 03-1's impairment testing requirements. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies." We believe that the delay did not impact the financial statements presented in this prospectus because we view the requirements of SAB No. 59 to be no less stringent than those set forth in the currently proposed version of EITF 03-1.

In conducting the impairment analysis required by SAB No. 59, we determined through valuation modeling that there was a causal relationship between the unrealized losses on the Fannie Mae and Freddie Mac floating rate preferred stocks and the abnormally low interest rates and abnormally high interest rate volatility that have prevailed since shortly after we acquired them. We also determined through valuation modeling that, absent adverse issuer or market developments, each of the floating rate preferred stocks should increase in value as interest rates increase, interest rate volatilities decrease and interest rate spreads to the relevant risk-free benchmarks return to historical norms. Any changes in value, however, should lag changes in market interest rates, volatilities and the relevant forward yield curve because the dividend rates reset at periodic intervals and thus do not immediately adjust to market interest rate changes.

We also considered whether any factors specific to Fannie Mae and Freddie Mac, including the accounting and regulatory issues that each has experienced, have contributed to the unrealized losses or have made a recovery in value less certain. Specifically, the Office of Federal Housing Enterprise and the Securities and Exchange Commission recently determined that Fannie Mae did not properly apply certain accounting principles generally accepted in the United States of America to its financial statements from 2001 through mid-2004. The Securities and Exchange Commission has requested Fannie Mae to restate its earnings for those periods. The restatement, which is expected to take significant time to complete, reportedly will result in an estimated \$9 billion cumulative reduction in Fannie Mae's core capital at September 30, 2004, and the amount of the loss could increase depending on the outcome of ongoing

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accounting and regulatory reviews. As a result, the Office of Federal Housing Enterprise determined that, as of September 30, 2004, Fannie Mae's capital was approximately \$3 billion below its minimum requirements (although Fannie Mae's critical capital and risk-based capital exceeded the minimum requirements at that date), and directed Fannie Mae to develop and implement a plan to achieve compliance with the minimum capital requirement plus a targeted 30 percent surplus. Fannie Mae has since undergone senior management changes, changed its external auditor and raised \$5 billion in new capital through the sale of additional preferred stock.

Freddie Mac experienced similar regulatory and accounting issues in 2003, including issuing revised and restated financial statements for the years 2000 through 2002 and undergoing senior management changes. The restatement increased Freddie Mac's cumulative net income and capital by approximately \$5 billion for the restatement period. The Office of Federal Housing Enterprise Oversight recently determined that Freddie Mac met all applicable capital requirements as of September 30, 2004.

Although Moody's Investors Services and Standard and Poors have maintained their original ratings on Fannie Mae's preferred stock, each rating firm has placed Fannie Mae's preferred stock on its negative watch list and Fitch Ratings recently downgraded its rating of Fannie Mae's preferred stock from AA- to A+. All three rating firms continue to maintain their original ratings on Freddie Mac's preferred stock, but Freddie Mac's preferred stocks have been on Fitch Ratings' negative watch list since June 2003.

We evaluated the above evidence and other relevant evidence, and concluded that \$12.5 million of the aggregate unrealized losses that existed at various times during the year ended December 31, 2003 on two of the Fannie Mae floating rate preferred stocks and two of the Freddie Mac floating rate preferred stocks constituted other than temporary impairments. This conclusion was based primarily on the duration and severity of the unrealized losses, our inability to forecast a full recovery in the value of these securities except in a small number of projected interest rate scenarios, the more stringent standards that must be met under SAB No. 59 when the severity and duration of losses are significant, and the uncertainties that are inherent in forecasting when interest rates, interest rate volatilities and spreads to risk-free benchmarks will return to historical norms. Based on these determinations, we reduced the combined carrying value of the shares of two Fannie Mae and two Freddie Mac floating rate preferred stock issuances by a total of \$12.5 million during the year ended December 31, 2003, and recorded an impairment loss, after taxes, in the amount of \$7.6 million against our income for the year ended December 31, 2003.

For similar reasons, and also due to the adverse developments that occurred concerning Fannie Mae during 2004, we concluded that \$8.8 million of the aggregate unrealized losses that existed on two of the Fannie Mae floating rate preferred stocks and one of the Freddie Mac floating rate preferred stocks at various times during the year ended December 31, 2004, constituted other than temporary impairments. Based on these determinations, we reduced the combined carrying value of these securities by a total of \$8.8 million for the year ended December 31, 2004 and recorded an impairment loss, after taxes, in the amount of \$5.3 million against our income for the year ended December 31, 2004.

The combined fair value of our two Fannie Mae preferred stock issuances was \$18.4 million at December 31, 2004, which equaled their combined adjusted cost basis at that date. The combined fair value of our three Freddie Mac floating rate preferred stock issuances was \$59.1 million at December 31, 2004, which was \$1.9 million less than their combined adjusted cost basis at that date. Although the unrealized losses on the three Freddie Mac preferred stock issuances ranged from 2.4% to 4.3% of the adjusted cost basis of each security, we determined that the unrealized losses that existed on the Freddie Mac preferred stocks at December 31, 2004 were not other than temporary impairments due to the

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relatively short periods of continuous impairment and continuous material impairment, our projections of a full recovery in value in multiple forecasted interest rate scenarios, and our intent and ability to hold the securities through the forecasted recovery periods.

It may become necessary to record further impairment charges in accordance with SAB No. 59 in one or more future reporting periods for one or more of the Fannie Mae and Freddie Mac floating rate preferred stocks if, among other things, the severity of any unrealized loss on a security increases, the continuous duration of the unrealized loss increases without an improvement in value, we become unable to forecast a full recovery in value, we cease to have the intent or ability to hold the security for a period of time sufficient to allow for the forecasted recovery, or changes in market conditions occur and/or industry or issuer specific factors arise that render us unable to forecast a full recovery in value up to or beyond the adjusted cost basis for the security, including adverse developments concerning Fannie Mae or Freddie Mac. Similarly, if we were to sell one or more of these securities for a price less than their adjusted cost basis, a loss would be recognized in an amount equal to the difference between the adjusted cost basis for the security and the proceeds of the sale. See “Risk Factors—Future Impairment Losses Could be Required on the Fannie Mae and Freddie Mac Floating Rate Preferred Stocks That We Own.”

Although our application of SAB No. 59 resulted in the recognition of other than temporary impairment losses for the years ended December 31, 2004 and 2003, it did not impact our members’ equity because the losses were previously reflected as unrealized losses in accumulated other comprehensive loss and subtracted from members’ equity. RP Financial has advised us that its appraisal of the common stock considered both the impairment loss charged to expense and that the members’ equity was not impacted by the recognition of previously unrecognized losses.

The following table sets forth the composition of our securities portfolio at the dates indicated. Other than Federal Home Loan Bank of Chicago common stock, we did not have any securities classified as held-to-maturity as of December 31, 2004, 2003 or 2002.

	At December 31,					
	2004		2003		2002	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)					
Investment Securities:						
State and municipal securities	\$ 3,470	\$ 3,464	\$ 2,385	\$ 2,385	\$ 6,482	\$ 6,510
SBA guaranteed loan participation certificates	1,958	1,941	2,613	2,601	4,300	4,290
Equity securities	83,960	82,320	93,233	95,335	105,689	101,590
Other debt securities	—	—	100	100	200	200
Total investment securities available-for-sale	89,388	87,725	98,331	100,421	116,671	112,590
Mortgage-Backed Securities:						
Pass-through securities:						
Fannie Mae	161,768	161,002	127,239	128,116	51,293	52,953
Freddie Mac	16,360	16,166	24,642	24,424	6,541	6,667
Ginnie Mac	1,504	1,500	1,748	1,727	1,144	1,165
Other	—	—	—	—	11,504	11,570
CMOs and REMICs	1,673	1,700	2,802	2,832	48,334	48,627
Total mortgage-backed securities available-for-sale	181,305	180,368	156,431	157,099	118,816	120,982
Total securities available-for-sale	\$ 270,693	\$ 268,093	\$ 254,762	\$ 257,520	\$ 235,487	\$ 233,572

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Portfolio Maturities and Yields. The composition and maturities of the investment debt securities portfolio and the mortgage-backed securities portfolio at December 31, 2004 are summarized in the following table. Maturities are based on the final contractual payment dates, and do not reflect the impact of prepayments or early redemptions that may occur. State and municipal securities yields have not been adjusted to a tax-equivalent basis.

	One Year or Less		More than One Year through Five Years		More than Five Years through Ten Years		More than Ten Years		Total Securities		
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Fair Value
(Dollars in thousands)											
Mortgage-Backed Securities:											
Pass-through securities:											
Fannie Mae	\$ 3	10.00%	\$ 2	10.00%	\$ 1,358	4.50%	\$ 160,405	4.01%	\$ 161,768	4.02%	\$ 161,002
Freddie Mac	—	—	159	6.46	—	—	16,201	3.56	16,360	3.59	16,166
Ginnie Mae	—	—	—	—	—	—	1,504	4.52	1,504	4.52	1,500
CMOs and REMICs	—	—	7	2.94	—	—	1,596	3.57	1,673	3.54	1,700
Total	3	10.00	238	5.35	1,358	4.50	179,706	3.97	181,305	3.98	180,368
Investment Securities:											
State and municipal securities	385	3.75	1,860	4.14	1,225	4.42	—	—	3,470	4.19	3,464
SBA guaranteed loan participation certificates	—	—	—	—	—	—	1,958	2.71	1,958	2.71	1,941
Total	385	3.75	1,860	4.14	1,225	4.42	1,958	2.71	5,428	3.66	5,405
Total debt securities available-for-sale	\$ 388	3.79%	\$ 2,098	4.27%	\$ 2,583	4.46%	\$ 181,664	3.96%	\$ 186,733	3.97%	\$ 185,733

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Sources of Funds

General. Deposits, borrowings, repayments and prepayments of loans and securities, proceeds from sales of loans and securities, proceeds from maturing securities and cash flows from operations are the primary sources of our funds for use in lending, investing and for other general purposes.

Deposits. We offer a variety of deposit accounts with a range of interest rates and terms. Our deposit accounts consist of savings accounts, NOW accounts, checking accounts, money market accounts, club accounts, certificates of deposit and IRAs and other qualified plan accounts. We provide commercial checking accounts for businesses. In addition, we provide low-cost checking account services for low-income customers.

At December 31, 2004, our deposits totaled \$1.116 billion. Interest-bearing deposits totaled \$1.011 billion and noninterest-bearing demand deposits totaled \$104.4 million. NOW, savings and money market deposits totaled \$570.9 million at December 31, 2004. Demand deposits at December 31, 2004 included \$9.1 million in internal checking accounts, such as bank cashier checks, money orders and Financial Title escrow funds. At December 31, 2004, we had a total of \$440.3 million in certificates of deposit, of which \$339.4 million had maturities of one year or less. Although we have a significant portion of our deposits in shorter-term certificates of deposit, we monitor activity on these accounts and, based on historical experience and our current pricing strategy, we believe we will retain a large portion of these accounts upon maturity.

Our deposits are obtained predominantly from the areas in which our branch offices are located. We rely on our favorable locations, customer service and competitive pricing to attract and retain these deposits. While we accept certificates of deposit in excess of \$100,000 for which we may provide preferential rates, we generally do not solicit such deposits as they are more difficult to retain than core deposits. At December 31, 2004, we had a total of \$23.9 million of brokered certificates of deposits.

The following tables set forth the distribution of total deposit accounts, by account type, for the periods indicated.

	Years Ended December 31,								
	2004			2003			2002		
	Average Balance	Percent	Weighted Average Rate	Average Balance	Percent	Weighted Average Rate	Average Balance	Percent	Weighted Average Rate
Demand deposits:									
Retail	\$ 23,643	2.15%	— %	\$ 24,058	2.27%	— %	\$ 19,612	1.80%	— %
Commercial	79,455	7.22	—	83,881	7.92	—	75,649	6.94	—
Total demand deposits	103,098	9.37	—	107,939	10.19	—	95,261	8.74	—
NOW deposits	232,193	21.10	0.54	237,480	22.44	0.51	254,116	23.31	0.87
Savings deposits	134,491	12.22	0.61	127,212	12.01	0.54	117,922	10.82	0.76
Money market deposits	181,596	16.50	1.47	154,604	14.60	1.12	157,268	14.42	1.64
	548,280	49.82	0.66	519,296	49.05	0.70	529,306	48.55	1.07
Certificates of deposit	449,218	40.81	2.11	431,556	40.76	2.24	465,683	42.71	2.97
Total deposits	\$1,100,596	100.00%		\$1,058,791	100.00%		\$1,090,250	100.00%	

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The following tables sets forth, by interest rate ranges, information concerning certificates of deposit.

	At December 31, 2004					
	Period to Maturity					
	Less Than or Equal to One Year	More Than One to Two Years	More Than Two to Three Years	More Than Three Years	Total	Percent of Total
	(Dollars in thousands)					
Interest Rate Range:						
2.00% and below	\$ 180,636	\$ 3,338	\$ —	\$ 5	\$ 183,979	41.78%
2.01% to 3.00%	118,721	54,131	8,617	612	182,081	41.35
3.01% to 4.00%	27,349	8,893	11,667	11,432	59,341	13.48
4.01% to 5.00%	3,656	222	—	974	4,852	1.10
5.01% to 6.00%	—	60	—	37	97	0.02
6.01% and above	9,032	928	—	28	9,988	2.27
Total	\$ 339,393	\$ 67,573	\$ 20,284	\$ 13,088	\$ 440,338	100.00%

The following table sets forth time deposits classified by interest rate at the dates indicated.

	At December 31,		
	2004	2003	2002
	(In thousands)		
Interest Rate			
2.00% and below	\$ 183,979	\$ 279,036	\$ 174,838
2.01% to 3.00%	182,081	93,556	133,886
3.01% to 4.00%	59,341	40,132	47,254
4.01% to 5.00%	4,852	11,456	14,999
5.01% to 6.00%	97	6,726	15,601
6.01% and above	9,988	12,192	39,778
Total	\$ 440,338	\$ 443,098	\$ 426,356

The following table sets forth certificates of deposit by time remaining until maturity at December 31, 2004.

	Maturity				
	3 Months or Less	Over 3 to 6 Months	Over 6 to 12 Months	Over 12 Months	Total
	(In thousands)				
Certificates of deposit less than \$100,000	\$ 70,261	\$ 66,047	\$ 87,123	\$ 74,445	\$ 297,876
Certificates of deposit of \$100,000 or more (1)	51,540	30,309	34,113	26,500	142,462
Total of certificates of deposit	\$ 121,801	\$ 96,356	\$ 121,236	\$ 100,945	\$ 440,338

(1) The weighted average interest rates for these accounts, by maturity period, are: 1.87% for 3 months or less; 2.37% for 3 to 6 months; 2.49% for 6 to 12 months; and 2.90% for over 12 months. The overall weighted average interest rate for accounts of \$100,000 or more was 2.63%.

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Borrowings. Our borrowings consist of Federal Home Loan Bank advances and repurchase agreements, as well as a \$30.0 million loan from another financial institution. The following table sets forth information concerning balances and interest rates on our borrowings at the dates and for the periods indicated.

	At or For the Years Ended December 31,		
	2004	2003	2002
	(Dollars in thousands)		
Balance at end of period	\$264,742	\$268,225	\$307,180
Average balance during period	251,331	282,485	330,601
Maximum outstanding at any month end	268,832	307,883	333,573
Weighted average interest rate at end of period	2.97%	2.36%	5.42%
Average interest rate during period	3.69%	6.10%	5.82%

At December 31, 2004, we had the ability to borrow an additional \$15.0 million under our credit facilities with the Federal Home Loan Bank of Chicago. Furthermore, we have unpledged securities that could be used to support borrowings in excess of \$181.9 million. We also maintain a \$5.0 million revolving line of credit with another financial institution at the 90-day LIBOR plus 200 basis points. The interest rate of this line of credit resets quarterly. At December 31, 2004, we had not drawn on this line of credit.

At December 31, 2004, we had available pre-approved overnight federal funds borrowing of \$65.0 million. At December 31, 2004, we also had a line of credit available with the Federal Reserve Bank of Chicago for \$16.6 million. At December 31, 2004, there was no outstanding balance on these lines.

Competition

We face significant competition in both originating loans and attracting deposits. The Chicago metropolitan area and the counties in which we operate have a high concentration of financial institutions, many of which are significantly larger institutions and have greater financial resources than we, and many of which are our competitors to varying degrees. Our competition for loans comes principally from commercial banks, savings banks, mortgage banking companies, credit unions, leasing companies, insurance companies and other financial service companies. Our most direct competition for deposits has historically come from commercial banks, savings banks and credit unions. We face additional competition for deposits from nondepository competitors such as the mutual fund industry, securities and brokerage firms and insurance companies.

We seek to meet this competition by emphasizing personalized banking and the advantage of local decision-making in our banking business. Specifically, we promote and maintain relationships and build customer loyalty within local communities by emphasizing decentralized regional management and by focusing our marketing and community involvement on the specific needs of individual neighborhoods. In addition, we seek to meet competition for loans by offering our current and prospective borrowers preferred rates and terms on deposit products for new lending business. This strategy appears to have been well received in our market area. We do not rely on any individual, group, or entity for a material portion of our deposits.

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Employees

As of December 31, 2004, we had 417 full-time employees and 31 part-time employees. The employees are not represented by a collective bargaining unit and we consider our relationship with our employees to be good.

Properties

As of December 31, 2004, the net book value of our properties was \$28.8 million. The following is a list of our offices:

Burr Ridge (Headquarters)
15W060 North Frontage Road
Burr Ridge, IL 60527

Olympia Fields
21110 S. Western Avenue
Olympia Fields, IL 60461

North Libertyville
1409 W. Peterson Road
Libertyville, IL 60048

South Libertyville (1)
1123 S. Milwaukee Avenue
Libertyville, IL 60048

Lincolnshire
One Marriott Drive
Lincolnshire, IL 60069

Deerfield
630 N. Waukegan Road
Deerfield, IL 60015

Northbrook
1368 Shermer Road
Northbrook, IL 60062

Lincolnwood
3443 W. Touhy
Lincolnwood, IL 60712

Schaumburg
1005 Wise Road
Schaumburg, IL 60193

Chicago-Lincoln Park
2424 N. Clark Street
Chicago-Lincoln Park, IL 60614

Naperville
1200 East Ogden Avenue
Naperville, IL 60563

Chicago Ridge
6415 W. 95th Street
Chicago Ridge, IL 60415

Calumet Park
1333 W. 127th Street
Calumet Park, IL 60827

Calumet City
1901 Sibley Boulevard
Calumet City, IL 60409

Orland Park
48 Orland Square Drive
Orland Park, IL 60462

Hazel Crest
3700 W. 183rd Street
Hazel Crest, IL 60429

Joliet
1401 N. Larkin
Joliet, IL 60435

(1) BankFinancial, F.S.B. is intends to replace this office with a new building on the existing site, but has not committed to a definite plan to do so. If we proceed with the replacement, we would be required

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to accelerate the depreciation of the existing building's undepreciated book value, which was approximately \$469,000 as of December 31, 2004.

Except for our Chicago-Lincoln Park and Northbrook offices (which are leased), all of our offices are owned. The lease expiration dates are April 30, 2008 for our Chicago-Lincoln Park office and November 30, 2007 for our Northbrook office.

Subsidiary Activities

BankFinancial, F.S.B. has two wholly-owned subsidiaries, Financial Assurance Services and BF Asset Recovery Corporation. Financial Assurance Services sells life insurance, fixed annuities, property and casualty insurance and other insurance products. Financial Assurance Services also offers title insurance services through its Financial Title Services division. During the year ended December 31, 2004, Financial Assurance Services reported net income of \$113,800. As of December 31, 2004, Financial Assurance Services had 12 employees. BF Asset Recovery Corporation holds title to foreclosed real estate. For the year ended December 31, 2004, BankFinancial Asset Recovery Corporation reported net income of \$169,000.

Legal Proceedings

We are not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business, which, in the aggregate, involve amounts which we believe are immaterial to our consolidated financial condition and results of operations.

SUPERVISION AND REGULATION

General

As a federally chartered savings bank, BankFinancial, F.S.B. is regulated and supervised by the Office of Thrift Supervision and the Federal Deposit Insurance Corporation. This regulation and supervision establishes a comprehensive framework of activities in which a financial institution may engage and is intended primarily for the protection of the Federal Deposit Insurance Corporation's deposit insurance funds and depositors. Under this system of federal regulation, financial institutions are periodically examined to ensure that they satisfy applicable standards with respect to their capital adequacy, assets, management, earnings, liquidity and sensitivity to market interest rates. After completing an examination, the federal agency critiques the financial institution's operations and assigns its rating (known as an institution's CAMELS rating). Under federal law, an institution may not disclose its CAMELS rating to the public. BankFinancial, F.S.B. also is a member of, and owns stock in, the Federal Home Loan Bank of Chicago, which is one of the 12 regional banks in the Federal Home Loan Bank System. BankFinancial, F.S.B. also is regulated to a lesser extent by the Board of Governors of the Federal Reserve System, with regard to reserves to be maintained against deposits and other matters. The Office of Thrift Supervision examines BankFinancial, F.S.B. and prepares reports for the consideration of its Board of Directors on any operating deficiencies. BankFinancial, F.S.B.'s relationship with its depositors and borrowers also is regulated to a great extent by both federal and state laws, especially in matters concerning the ownership of deposit accounts and the form and content of BankFinancial, F.S.B.'s loan documents.

There can be no assurance that changes to existing laws, rules and regulations or any other new laws, rules or regulations will not be adopted in the future, which could make compliance more difficult or expensive or otherwise adversely affect our business, financial condition, results of operations or

prospects. Any change in these laws or regulations, or in regulatory policy, whether by the Federal Deposit Insurance Corporation, the Office of Thrift Supervision, the Board of Governors of the Federal Reserve System, or Congress, could have a material adverse impact on BankFinancial Corporation, BankFinancial, F.S.B. and their respective operations.

Federal Banking Regulation

Business Activities. A federal savings bank derives its lending and investment powers from the Home Owners' Loan Act, as amended, and the regulations of the Office of Thrift Supervision. Under these laws and regulations, BankFinancial, F.S.B. may invest in mortgage loans secured by residential and nonresidential real estate, commercial business and consumer loans, certain types of debt securities and certain other loans and assets. BankFinancial, F.S.B. also may establish subsidiaries that may engage in activities not otherwise permissible for BankFinancial, F.S.B. directly, including real estate investment, securities brokerage and insurance agency.

Capital Requirements. Office of Thrift Supervision regulations require savings banks to meet three minimum capital standards: a ratio of tangible capital to adjusted total assets of 1.5%, a ratio of Tier 1 (core) capital to adjusted total assets of 4.0% (3% for institutions receiving the highest rating on the CAMELS rating system) and a ratio of total capital to total risk-adjusted assets of 8.0%. The prompt corrective action standards discussed below, in effect, establish a minimum 2% tangible capital standard.

The risk-based capital standard for savings banks requires the maintenance of Tier 1, or core, and total capital (which is defined as core capital and supplementary capital) to risk-weighted assets of at least 4% and 8%, respectively. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100%, assigned by the Office of Thrift Supervision capital regulation based on the risks inherent in the type of asset. Core capital is defined as common stockholders' equity (including retained earnings), certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries, less intangibles other than certain mortgage servicing rights and credit card relationships. The components of supplementary capital currently include cumulative perpetual preferred stock, long-term preferred stock, mandatory convertible securities, subordinated debt and intermediate-term preferred stock, allowance for loan and lease losses up to a maximum of 1.25% of risk-weighted assets and up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Overall, the amount of supplementary capital included as part of total capital cannot exceed 100% of core capital.

At December 31, 2004, BankFinancial, F.S.B.'s capital exceeded all applicable requirements.

Loans to One Borrower. A federal savings bank generally may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of unimpaired capital and surplus on an unsecured basis. An additional amount may be loaned, equal to 10% of unimpaired capital and surplus, if the loan is secured by readily marketable collateral, which generally does not include real estate. As of December 31, 2004, BankFinancial, F.S.B. was in compliance with the loans-to-one-borrower limitations.

Qualified Thrift Lender Test. As a federal savings bank, BankFinancial, F.S.B. is subject to a qualified thrift lender, or "QTL," test. Under the QTL test, BankFinancial, F.S.B. must maintain at least 65% of its "portfolio assets" in "qualified thrift investments" in at least nine months of the most recent 12-month period. "Portfolio assets" generally means total assets of a savings institution, less the sum of specified liquid assets up to 20% of total assets, goodwill and other intangible assets, and the value of property used in the conduct of the savings bank's business.

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“Qualified thrift investments” include various types of loans made for residential and housing purposes, investments related to those purposes, including certain mortgage-backed and related securities, and loans for personal, family, household and certain other purposes up to a limit of 20% of portfolio assets. “Qualified thrift investments” also include 100% of an institution’s credit card loans, education loans and small business loans. BankFinancial, F.S.B. also may satisfy the QTL test by qualifying as a “domestic building and loan association” as defined in the Internal Revenue Code of 1986.

A savings bank that fails the QTL test must either convert to a bank charter or operate under specified restrictions. At December 31, 2004, BankFinancial, F.S.B. maintained approximately 78.3% of its portfolio assets in qualified thrift investments, and, as of that date, satisfied the QTL test.

Capital Distributions. Office of Thrift Supervision regulations govern capital distributions by a federal savings bank, which include cash dividends, stock repurchases and other transactions charged to the institution’s capital account. A savings bank must file an application for approval of a capital distribution if:

- the total capital distributions for the applicable calendar year exceed the sum of the savings bank’s net income for that year to date plus the savings bank’s retained net income for the preceding two years;
- the savings bank would not be at least adequately capitalized following the distribution;
- the distribution would violate any applicable statute, regulation, agreement or Office of Thrift Supervision-imposed condition; or
- the savings bank is not eligible for expedited treatment of its filings.

Even if an application is not otherwise required, every savings bank that is a subsidiary of a holding company must still file a notice with the Office of Thrift Supervision at least 30 days before the board of directors declares a dividend or approves a capital distribution.

The Office of Thrift Supervision may disapprove a notice or application if:

- the savings bank would be undercapitalized following the distribution;
- the proposed capital distribution raises safety and soundness concerns; or
- the capital distribution would violate a prohibition contained in any statute, regulation or agreement.

Liquidity. A federal savings bank is required to maintain a sufficient amount of liquid assets to ensure its safe and sound operation.

Community Reinvestment Act and Fair Lending Laws. All savings banks have a responsibility under the Community Reinvestment Act and related regulations of the Office of Thrift Supervision to help meet the credit needs of their communities, including low- and moderate-income neighborhoods. In connection with its examination of a federal savings bank, the Office of Thrift Supervision is required to assess the savings bank’s record of compliance with the Community Reinvestment Act. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in those statutes. A savings bank’s failure to

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comply with the provisions of the Community Reinvestment Act could, at a minimum, result in regulatory restrictions on its activities. The failure to comply with the Equal Credit Opportunity Act and the Fair Housing Act could result in enforcement actions by the Office of Thrift Supervision, as well as other federal regulatory agencies and the Department of Justice. BankFinancial, F.S.B. received an “outstanding” Community Reinvestment Act rating in its most recent federal examination.

Privacy Standards. Effective July 2001, financial institutions, including BankFinancial, F.S.B., became subject to regulations implementing the privacy protection provisions of the Gramm-Leach-Bliley Act. These regulations require BankFinancial, F.S.B. to disclose its privacy policy, including identifying with whom it shares “nonpublic personnel information,” to customers at the time of establishing the customer relationship and annually thereafter. In addition, BankFinancial, F.S.B. is required to provide its customers with the ability to “opt-out” of having BankFinancial, F.S.B. share their nonpublic personal information with unaffiliated third parties before it can disclose such information, subject to certain exceptions. The implementation of these regulations did not have a material adverse effect on BankFinancial, F.S.B. The Gramm-Leach-Bliley Act also allows each state to enact legislation that is more protective of consumers’ personal information.

Also effective July 1, 2001, the Office of Thrift Supervision and other federal banking agencies adopted guidelines establishing standards for safeguarding customer information to implement certain provisions of the Gramm-Leach-Bliley Act. The guidelines describe the agencies’ expectations for the creation, implementation and maintenance of an information security program, which would include administrative, technical and physical safeguards appropriate to the size and complexity of a financial institution and the nature and scope of its activities. The standards set forth in the guidelines are intended to insure the security and confidentiality of customer records and information, to protect against any anticipated threats or hazards to the security or integrity of such records and to protect against unauthorized access to or use of such records, or information that could result in substantial harm or inconvenience to any customer. BankFinancial, F.S.B. has implemented these guidelines, and such implementation did not have a material adverse effect on our operations.

Transactions with Related Parties. A federal savings bank’s authority to engage in transactions with its “affiliates” is limited by Office of Thrift Supervision regulations and by Sections 23A and 23B of the Federal Reserve Act. The term “affiliates” for these purposes generally means any company that controls or is under common control with an institution. BankFinancial Corporation and its non-savings institution subsidiaries will be affiliates of BankFinancial, F.S.B. In general, transactions with affiliates must be on terms that are as favorable to the savings bank as comparable transactions with non-affiliates. In addition, certain types of these transactions are restricted to an aggregate percentage of the savings bank’s capital. Collateral in specified amounts must usually be provided by affiliates in order to receive loans from the savings bank. In addition, Office of Thrift Supervision regulations prohibit a savings bank from lending to any of its affiliates that are engaged in activities that are not permissible for bank holding companies and from purchasing the securities of any affiliate, other than a subsidiary.

BankFinancial, F.S.B.’s authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons, is currently governed by the requirements of Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O of the Federal Reserve Board. Among other things, these provisions require that extensions of credit to insiders (i) be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features, and (ii) not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which

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limits are based, in part, on the amount of BankFinancial, F.S.B.'s capital. In addition, extensions of credit in excess of certain limits must be approved by BankFinancial, F.S.B.'s Board of Directors.

Enforcement. The Office of Thrift Supervision has primary enforcement responsibility over federal savings institutions and has the authority to bring enforcement action against all "institution-affiliated parties," including stockholders, attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order to removal of officers and/or directors of the institution, receivership, conservatorship or the termination of deposit insurance. Civil penalties cover a wide range of violations and actions, and range up to \$25,000 per day, unless a finding of reckless disregard is made, in which case penalties may be as high as \$1 million per day. The Federal Deposit Insurance Corporation also has the authority to recommend to the Director of the Office of Thrift Supervision that enforcement action be taken with respect to a particular savings institution. If action is not taken by the Director, the Federal Deposit Insurance Corporation has authority to take action under specified circumstances.

Standards for Safety and Soundness. Federal law requires each federal banking agency to prescribe certain standards for all insured depository institutions. These standards relate to, among other things, internal controls, information systems and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, compensation and other operational and managerial standards as the agency deems appropriate. The federal banking agencies adopted Interagency Guidelines Prescribing Standards for Safety and Soundness to implement the safety and soundness standards required under federal law. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. The guidelines address internal controls and information systems, internal audit systems, credit underwriting, loan documentation, interest rate risk exposure, asset growth, compensation, fees and benefits. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. If an institution fails to meet these standards, the appropriate federal banking agency may require the institution to submit a compliance plan.

Prompt Corrective Action Regulations. Under the prompt corrective action regulations, the Office of Thrift Supervision is required and authorized to take supervisory actions against undercapitalized savings banks. For this purpose, a savings bank is placed in one of the following five categories based on the savings bank's capital:

- well-capitalized (at least 5% leverage capital, 6% tier 1 risk-based capital and 10% total risk-based capital);
- adequately capitalized (at least 4% leverage capital, 4% tier 1 risk-based capital and 8% total risk-based capital);
- undercapitalized (less than 3% leverage capital, 4% tier 1 risk-based capital or 8% total risk-based capital);
- significantly undercapitalized (less than 3% leverage capital, 3% tier 1 risk-based capital or 6% total risk-based capital); and
- critically undercapitalized (less than 2% tangible capital).

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Generally, the banking regulator is required to appoint a receiver or conservator for a savings bank that is “critically undercapitalized.” The regulation also provides that a capital restoration plan must be filed with the Office of Thrift Supervision within 45 days of the date a bank receives notice that it is “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized.” In addition, numerous mandatory supervisory actions become immediately applicable to the savings bank, including, but not limited to, restrictions on growth, investment activities, capital distributions and affiliate transactions. The Office of Thrift Supervision may also take any one of a number of discretionary supervisory actions against undercapitalized savings banks, including the issuance of a capital directive and the replacement of senior executive officers and directors.

At December 31, 2004, BankFinancial, F.S.B. met the criteria for being considered “well-capitalized.”

Insurance of Deposit Accounts. Deposit accounts in BankFinancial, F.S.B. are insured by the Savings Association Insurance Fund and, to a limited extent, the Bank Insurance Fund of the Federal Deposit Insurance Corporation, generally up to a maximum of \$100,000 per separately insured depositor. BankFinancial, F.S.B.’s deposits, therefore, are subject to Federal Deposit Insurance Corporation deposit insurance assessments. The Federal Deposit Insurance Corporation has adopted a risk-based system for determining deposit insurance assessments. The Federal Deposit Insurance Corporation is authorized to raise the assessment rates as necessary to maintain the required ratio of reserves to insured deposits of 1.25%. In addition, all Federal Deposit Insurance Corporation-insured institutions must pay assessments to the Federal Deposit Insurance Corporation at an annual rate of approximately 0.0144% of insured deposits to fund interest payments on bonds maturing in 2017 that were issued by a federal agency to recapitalize the predecessor to the Savings Association Insurance Fund.

Prohibitions Against Tying Arrangements. Federal savings banks are prohibited, subject to some exceptions, from extending credit to or offering any other service, or fixing or varying the consideration for such extension of credit or service, on the condition that the customer obtain some additional service from the institution or its affiliates or not obtain services of a competitor of the institution.

Federal Home Loan Bank System. BankFinancial, F.S.B. is a member of the Federal Home Loan Bank System, which consists of 12 regional Federal Home Loan Banks. The Federal Home Loan Bank System provides a central credit facility primarily for member institutions. As a member of The Federal Home Loan Bank of Chicago, BankFinancial, F.S.B. is required to acquire and hold shares of capital stock in the Federal Home Loan Bank in an amount at least equal to 1% of the aggregate principal amount of its unpaid residential mortgage loans and similar obligations at the beginning of each year, or 1/20 of its borrowings from the Federal Home Loan Bank, whichever is greater. As of December 31, 2004, BankFinancial, F.S.B. was in compliance with this requirement.

Federal Reserve System

Federal Reserve Board regulations require savings banks to maintain noninterest-earning reserves against their transaction accounts, such as negotiable order of withdrawal and regular checking accounts. At December 31, 2004, BankFinancial, F.S.B. was in compliance with these reserve requirements. The balances maintained to meet the reserve requirements imposed by the Federal Reserve Board may be used to satisfy liquidity requirements imposed by the Office of Thrift Supervision.

The USA PATRIOT Act

The USA PATRIOT Act gives the federal government powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing and broadened anti-money laundering requirements. Certain provisions of the act impose affirmative obligations on a broad range of financial institutions, including federal savings banks like BankFinancial, F.S.B. These obligations include enhanced anti-money laundering programs, customer identification programs and regulations relating to private banking accounts or correspondent accounts in the United States for non-United States persons or their representatives (including foreign individuals visiting the United States).

The federal banking agencies have begun to propose and implement regulations pursuant to the USA PATRIOT Act. These regulations would require financial institutions to adopt the policies and procedures contemplated by the USA PATRIOT Act.

Holding Company Regulation

Upon completion of the conversion, BankFinancial Corporation will be a unitary savings and loan holding company, subject to regulation and supervision by the Office of Thrift Supervision. The Office of Thrift Supervision will have enforcement authority over BankFinancial Corporation and its non-savings institution subsidiaries. Among other things, this authority permits the Office of Thrift Supervision to restrict or prohibit activities that are determined to be a risk to BankFinancial, F.S.B.

Under prior law, a unitary savings and loan holding company generally had no regulatory restrictions on the types of business activities in which it could engage, provided that its subsidiary savings bank was a qualified thrift lender. The Gramm-Leach-Bliley Act of 1999, however, restricts unitary savings and loan holding companies not existing on, or applied for before, May 4, 1999 to those activities permissible for financial holding companies or for multiple savings and loan holding companies. BankFinancial Corporation will not be a grandfathered unitary savings and loan holding company and, therefore, will be limited to the activities permissible for financial holding companies or for multiple savings and loan holding companies. A financial holding company may engage in activities that are financial in nature, including underwriting equity securities and insurance, incidental to financial activities or complementary to a financial activity. A multiple savings and loan holding company is generally limited to activities permissible for bank holding companies under Section 4(c)(8) of the Bank Holding Company Act, subject to the prior approval of the Office of Thrift Supervision, and certain additional activities authorized by Office of Thrift Supervision regulations.

Federal law prohibits a savings and loan holding company, directly or indirectly, or through one or more subsidiaries, from acquiring control of another savings institution or holding company thereof, without prior written approval of the Office of Thrift Supervision. It also prohibits the acquisition or retention of, with specified exceptions, more than 5% of the equity securities of a company engaged in activities that are not closely related to banking or financial in nature or acquiring or retaining control of an institution that is not federally insured. In evaluating applications by holding companies to acquire savings institutions, the Office of Thrift Supervision must consider the financial and managerial resources and future prospects of the savings institution involved, the effect of the acquisition on the risk to the insurance fund, the convenience and needs of the community and competitive factors.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) provides for corporate governance, disclosure and accounting reforms intended to address corporate and accounting fraud. Sarbanes-Oxley established an accounting oversight board that enforces auditing, quality control and independence standards, and is funded by fees from all publicly-traded companies. Sarbanes-Oxley also places certain restrictions on the scope of services that may be provided by accounting firms to their public company audit clients. Any non-audit services being provided to a public company audit client will require preapproval by the company’s audit committee. In addition, Sarbanes-Oxley makes certain changes to the requirements for audit partner rotation after a period of time. Sarbanes-Oxley also requires chief executive officers and chief financial officers, or their equivalent, to certify to the accuracy of periodic reports filed with the Securities and Exchange Commission, subject to civil and criminal penalties if they knowingly or willingly violate this certification requirement. In addition, under Sarbanes-Oxley, counsel will be required to report to the chief executive officer or chief legal officer of the company, evidence of a material violation of the securities laws or a breach of fiduciary duty by a company and, if such officer does not appropriately respond, to report such evidence to the audit committee or other similar committee of the board of directors or the board itself.

Under Sarbanes-Oxley, longer prison terms will apply to corporate executives who violate federal securities laws; the period during which certain types of suits can be brought against a company or its officers is extended; and bonuses issued to top executives prior to restating a company’s financial statements are now subject to disgorgement if such restatement was due to corporate misconduct. Executives are also prohibited from insider trading during retirement plan “blackout” periods, and loans to company executives (other than loans by financial institutions permitted by federal rules and regulations) are restricted. The Federal Accounts for Investor Restitution provision also requires the Securities and Exchange Commission to develop methods of improving collection rates. The legislation accelerates the time frame for disclosures by public companies, as they must immediately disclose any material changes in their financial condition or operations. Directors and executive officers must also provide information for most changes in beneficial ownership in a company’s securities within two business days of the change.

Sarbanes-Oxley also increases the oversight of, and codifies certain requirements relating to, audit committees of public companies and how they interact with the company’s “registered public accounting firm.” Audit committee members must be independent and are absolutely barred from accepting consulting, advisory or other compensatory fees from the public company. In addition, companies must disclose whether at least one member of the committee is an “audit committee financial expert” (as defined by Securities and Exchange Commission regulations) and if not, why the company does not have one. Under Sarbanes-Oxley, a company’s registered public accounting firm will be prohibited from performing statutorily mandated audit services for a company if such company’s chief executive officer, chief financial officer, comptroller, chief accounting officer or any person serving in equivalent positions had been employed by such firm and participated in the audit of such company during the one-year period preceding the audit initiation date. Sarbanes-Oxley prohibits any officer or director of a company or any other person acting under their direction from taking any action to fraudulently influence, coerce, manipulate or mislead any independent accountant engaged in the audit of the company’s financial statements for the purpose of rendering the financial statements materially misleading. Sarbanes-Oxley also requires the Securities and Exchange Commission to prescribe rules requiring inclusion of any internal control report and assessment by management in the annual report to shareholders. Sarbanes-Oxley requires the company’s registered public accounting firm that issues the audit report to attest to and report on management’s assessment of the company’s internal controls.

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Although we will incur additional expense in complying with the provisions of Sarbanes-Oxley and the resulting regulations, we do not expect that such compliance will have a material impact on our consolidated results of operations or consolidated financial condition.

Federal Securities Laws

BankFinancial Corporation has filed with the Securities and Exchange Commission a registration statement under the Securities Act of 1933, as amended, for the registration of the shares of common stock to be issued pursuant to the conversion and the offering. Upon completion of the conversion and the offering, shares of BankFinancial Corporation common stock will be registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. BankFinancial Corporation will be subject to the information, proxy solicitation, insider trading restrictions and other requirements of the Securities Exchange Act of 1934.

The registration under the Securities Act of 1933 of shares of common stock to be issued in the offering does not cover the resale of those shares. Shares of common stock purchased by persons who are not affiliates of BankFinancial Corporation may be resold without registration. Shares purchased by an affiliate of BankFinancial Corporation will be subject to the resale restrictions of Rule 144 under the Securities Act of 1933. If BankFinancial Corporation meets the current public information reporting requirements of Rule 144 under the Securities Act of 1933, each affiliate of BankFinancial Corporation that complies with the other conditions of Rule 144, including those that require the affiliate's sale to be aggregated with those of other persons, would be able to sell in the public market, without registration, a number of shares not to exceed, in any three-month period, the greater of 1% of the outstanding shares of BankFinancial Corporation or the average weekly volume of trading in the shares during the preceding four calendar weeks. In the future, BankFinancial Corporation may permit affiliates to have their shares registered for sale under the Securities Act of 1933.

TAXATION

Federal Taxation

General. BankFinancial Corporation and BankFinancial, F.S.B. are subject to federal income taxation in the same general manner as other corporations, with some exceptions discussed below. The following discussion of federal taxation is intended only to summarize material federal income tax matters and is not a comprehensive description of the tax rules applicable to BankFinancial Corporation and BankFinancial, F.S.B.

Method of Accounting. For federal income tax purposes, BankFinancial MHC currently reports its income and expenses on the accrual method of accounting and uses a tax year ending December 31 for filing its consolidated federal income tax returns. The Small Business Protection Act of 1996 eliminated the use of the reserve method of accounting for bad debt reserves by savings institutions, effective for taxable years beginning after 1995.

Bad Debt Reserves. Prior to the Small Business Protection Act of 1996, BankFinancial, F.S.B. was permitted to establish a reserve for bad debts for tax purposes and to make annual additions to the reserve. These additions could, within specified formula limits, be deducted in arriving at BankFinancial, F.S.B.'s taxable income. As a result of the Small Business Protection Act of 1996, BankFinancial, F.S.B. must use the specific charge off method in computing its bad debt deduction for tax purposes.

Taxable Distributions and Recapture. Prior to the Small Business Protection Act of 1996, bad debt reserves created prior to 1988 were subject to recapture into taxable income if BankFinancial, F.S.B.

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failed to meet certain thrift asset and definition tests. The Small Business Protection Act of 1996 eliminated these thrift-related recapture rules. However, under current law, pre-1988 reserves remain subject to tax recapture should BankFinancial, F.S.B. make certain distributions from its tax bad debt reserve or cease to maintain a financial institution charter. At December 31, 2004, BankFinancial, F.S.B.'s total federal pre-1988 reserve was approximately \$14.9 million. This reserve reflects the cumulative effects of federal tax deductions by BankFinancial, F.S.B. for which no federal income tax provision has been made.

Minimum Tax. The Internal Revenue Code of 1986, as amended, imposes an alternative minimum tax ("AMT") at a rate of 20% on a base of regular taxable income plus certain tax preferences ("alternative minimum taxable income" or "AMTI"). The AMT is payable to the extent AMTI is in excess of an exemption amount. Net operating losses can, in general, offset no more than 90% of AMTI. Certain payments of alternative minimum tax may be used as credits against regular tax liabilities in future years. At December 31, 2004, BankFinancial MHC had an AMT credit carryforward of approximately \$1.6 million.

Net Operating Loss Carryovers. A financial institution may carry back net operating losses to the preceding two taxable years (five years for losses incurred in 2001 and 2002) and forward to the succeeding 20 taxable years. At December 31, 2004, BankFinancial MHC had a net operating loss carryforward for federal income tax purposes of \$3.4 million.

Corporate Dividends. We may exclude from our income 100% of dividends received from BankFinancial, F.S.B. as a member of the same affiliated group of corporations.

Audit of Tax Returns. BankFinancial MHC's federal income tax return for the 2002 tax year was recently audited by the Internal Revenue Service. The audit was completed in the fourth quarter of 2004 with no material impact to BankFinancial MHC.

State and Local Taxation

Maryland State Taxation. As a Maryland business corporation, BankFinancial Corporation will be required to file annual returns and pay annual fees to the State of Maryland.

Illinois State Taxation. At December 31, 2004, BankFinancial MHC had a net operating loss carryforward for Illinois income tax purposes of approximately \$7.2 million.

MANAGEMENT OF BANKFINANCIAL CORPORATION

Shared Management Structure

The Board of Directors of BankFinancial Corporation, a Maryland corporation, consists of the same seven individuals who are directors of BankFinancial MHC and BankFinancial Corporation, a federal corporation. These individuals, together with Mr. Glen R. Wherfel, will continue to constitute the Board of Directors of BankFinancial, F.S.B. In addition, each of the executive officers of BankFinancial Corporation, a Maryland corporation, will continue to serve as an executive officer of BankFinancial, F.S.B.

BankFinancial MHC and BankFinancial Corporation, a federal corporation, do not separately compensate their executive officers, nor do they pay director's fees to individuals who serve on the Board of Directors of BankFinancial, F.S.B. BankFinancial MHC and BankFinancial Corporation, a federal

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corporation, reimburse BankFinancial, F.S.B. on a quarterly basis for the percentage of time that executive officers spend on holding company matters. BankFinancial Corporation, a Maryland corporation, intends to continue these practices.

Our Directors

The directors of BankFinancial Corporation, a Maryland corporation, serve staggered terms so that only a portion of the directors will be elected at each annual meeting of stockholders. The Board of Directors is divided into three classes. The initial term of the first class of directors will expire at the 2005 annual meeting of stockholders, which will be held prior to the closing of the offering. The initial term of each of the remaining classes will expire at the respective annual meeting of stockholders in the years identified in the table below. The directors of BankFinancial, F.S.B. will be elected annually by BankFinancial Corporation, a Maryland corporation, as its sole stockholder.

The table below sets forth certain information, as of December 31, 2004, regarding the current members of the Boards of Directors, including the initial term of office for each board member.

<u>Name</u>	<u>Position(s) Held With BankFinancial Corporation</u>	<u>Age</u>	<u>Director Since (1)</u>	<u>Current Term Expires</u>
Patrick I. Hartnett	Director	52	1989	2006
Sherwin R. Koopmans	Director	62	2003	2006
Terry R. Wells	Director	46	1994	2006
Dr. Kenneth Cmiel (2)	Director	50	1989	2007
John M. Hausmann, C.P.A.	Director	49	1990	2007
F. Morgan Gasior (2)	Chairman of the Board, Chief Executive Officer and President	41	1983	2008
Joseph A. Schudt	Director	66	1992	2008
Glen R. Wherfel, C.P.A. (3)	Director	55	2001	N/A

(1) Includes service with BankFinancial, F.S.B. in mutual form, BankFinancial MHC and BankFinancial Corporation, a federal corporation.

(2) Mr. Gasior and Dr. Cmiel are cousins.

(3) Mr. Wherfel is a director only of BankFinancial, F.S.B.

The Business Background of Our Directors

The business experience for the past five years for each of our directors is as follows:

F. Morgan Gasior has served as Chairman of the Board, Chief Executive Officer and President of BankFinancial, F.S.B. since 1989. Mr. Gasior has held the same offices at BankFinancial MHC and BankFinancial Corporation, a federal corporation, since their formation in 1999. Mr. Gasior has been employed by BankFinancial, F.S.B. in a variety of positions since 1984, and became a full-time employee in 1988 when he was appointed as Executive Vice President and Chief Operating Officer. Mr. Gasior serves as the Chairman of the Executive Committee and is a member of the Asset Quality Committee. He was also a director and officer of Financial Assurance Services, a subsidiary of BankFinancial, F.S.B., from 1989 through 2003. Mr. Gasior is licensed as an attorney in the States of Illinois and Michigan, but he does not actively practice law.

Dr. Kenneth Cmiel is a Professor of American History in the Department of History at the University of Iowa, a position he has held since 1995. Dr. Cmiel joined the faculty of the University of Iowa in 1987 as an Assistant Professor, and became an Associate Professor in 1990. He has published numerous books and articles on a variety of topics relevant to his field. Dr. Cmiel has been a director of BankFinancial, F.S.B. since 1989, and of BankFinancial MHC and BankFinancial Corporation, a federal

corporation, since their formation in 1999. He is a member of the Asset Liability Management Committee.

Patrick I. Hartnett has been an attorney in private practice since 1977. Mr. Hartnett is currently a partner in the law firm of Hartnett & Hartnett. Mr. Hartnett concentrates his law practice on commercial real estate and creditors' rights litigation, employment law and the representation of the Illinois Staffing Association. He has been a director of BankFinancial, F.S.B. since 1989, and of BankFinancial MHC and BankFinancial Corporation, a federal corporation, since their formation in 1999. Mr. Hartnett is a member of the Executive Committee. Mr. Hartnett is also a visiting lecturer at DePaul University's MBA programs.

John M. Hausmann, C.P.A. has been a self-employed certified public accountant since 1980. Prior to that time, he was an accountant with Arthur Andersen. Mr. Hausmann is a member of the American Institute of Certified Public Accountants and the Illinois Certified Public Accountant Society. He has been a director of BankFinancial, F.S.B. since 1990, and of BankFinancial MHC and BankFinancial Corporation, a federal corporation, since their formation in 1999. Mr. Hausmann is the Chairman of the Audit Committee, and is a member of the Executive Committee and the Human Resources Committee.

Sherwin R. Koopmans has been actively involved in the banking industry since 1964, including service in senior management positions with the Federal Deposit Insurance Corporation and the Resolution Trust Corporation. Since retiring from government service in December 1995, Mr. Koopmans has performed short-term consulting engagements on banking and deposit insurance issues for private clients, including several European, Asian and South American countries. Mr. Koopmans was a director of Success Bancshares and its wholly owned subsidiary, Success National Bank, from 1997 until 2001, and was the Chairman of Success Bancshares' Executive Committee and Asset/Liability Management Committee and a member of its Audit Committee and Human Resources Committee. Mr. Koopmans became a director of BankFinancial MHC and BankFinancial Corporation, a federal corporation, in 2002, and a director of BankFinancial, F.S.B. in 2004. He served as a director of Financial Assurance Services from 2001 to 2003. Mr. Koopmans is the Chairman of the Asset Liability Management Committee and is a member of the Human Resources Committee and the Audit Committee of BankFinancial Corporation, a Maryland corporation.

Joseph A. Schudt served as the Principal Partner and President of Joseph A. Schudt & Associates, a professional engineering firm based in Frankfort, Illinois, specializing in engineering design, environmental analyses and land surveying from 1972 to 2004. Mr. Schudt currently serves as a Vice President of Joseph A. Schudt & Associates. Mr. Schudt is licensed as a professional engineer in seven states, including Illinois. He has been a director of BankFinancial, F.S.B. since 1992, and of BankFinancial MHC and BankFinancial, a federal corporation, since their formation in 1999. Mr. Schudt is the Chairman of the Asset Quality Committee and the Human Resources Committee, and is a member of the Executive Committee.

Terry R. Wells has served as the Mayor of the Village of Phoenix, Illinois since 1993. Mr. Wells has also taught history and social studies since 1981 at the elementary and high school levels, and presently teaches U.S. History at Thornton Township High School in Harvey, Illinois. Mr. Wells has been a director of BankFinancial, F.S.B. since 1994, and of BankFinancial MHC and BankFinancial Corporation, a federal corporation, since their formation in 1999. Mr. Wells is a member of the Audit Committee and the Human Resources Committee.

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Glen R. Wherfel, C.P.A. has been a principal in the accounting firm of Wherfel & Associates since 1984. Mr. Wherfel was a director of Success National Bank from 1993 to 2001, and of Success Bancshares from 1998 to 2001. He was the Chairman of Success National Bank's Loan Committee and a member of its Asset Liability Management Committee. Mr. Wherfel became a director of BankFinancial, F.S.B. in 2001, and is a member of the Asset Quality Committee.

Meetings and Committees of the Board of Directors

Regular meetings of the Boards of Directors of BankFinancial Corporation, a Maryland corporation, BankFinancial, F.S.B., BankFinancial MHC and BankFinancial Corporation, a federal corporation, are held monthly. Special meetings of these Boards are held as needed. BankFinancial Corporation, a Maryland corporation, was incorporated in September 2004, and its board of directors held four regular meetings and one special meeting during 2004. There were 12 regular meetings and three special meetings of the Boards of Directors of BankFinancial, F.S.B., BankFinancial MHC and BankFinancial Corporation, a federal corporation, during 2004.

The Board of Directors of BankFinancial, F.S.B. has established various committees, including Executive, Audit, Asset Quality, Asset Liability Management, Human Resources and Nominating Committees. The Boards of Directors of BankFinancial MHC and BankFinancial Corporation, a federal corporation have established Executive, Audit, Human Resources and Nominating Committees, and the Board of Directors of BankFinancial MHC has also established a Proxy Committee. Except for the Nominating Committee of the Board of Directors of BankFinancial MHC, the functions of these holding company committees overlap with the functions of their corresponding bank-level committees, and consequently these committees took no separate actions. BankFinancial Corporation was incorporated in September 2004, and its Board of Directors established Executive, Audit, Corporate Governance and Nominating, Human Resources and Proxy Committees.

The Executive Committee of the Board of Directors of BankFinancial Corporation is authorized to act with the same authority as its Board of Directors between meetings of the Board, subject to limitations contained in its Bylaws. Messrs. Gasior (Chairman), Hausmann, Hartnett and Schudt serve as members of the Executive Committee of BankFinancial Corporation. The Executive Committees of BankFinancial, F.S.B., BankFinancial Corporation, a federal corporation and BankFinancial MHC have the same members and authorities. The Executive Committee of BankFinancial, F.S.B. met 15 times during 2004.

The Audit Committee of the Board of Directors of BankFinancial Corporation reviews the records and affairs of BankFinancial Corporation to determine its financial condition, reviews with management and the independent auditors the systems of internal control and monitors adherence in accounting and financial reporting to accounting principles generally accepted in the United States of America. Messrs. Hausmann (Chairman), Wells and Koopmans serve as members of the Audit Committee of BankFinancial Corporation. Each member of the Audit Committee is "independent" of BankFinancial Corporation, as that term is defined by Nasdaq listing standards. The Board of Directors of BankFinancial Corporation has determined that Messrs. Hausmann and Koopmans each qualifies as an "audit committee financial expert" and will serve as such for the Audit Committee. Except for Director Koopmans, who is not a member of the Audit Committee of BankFinancial, F.S.B., the Audit Committees of BankFinancial, F.S.B., BankFinancial Corporation, a federal corporation and BankFinancial MHC have the same members and authorities. The Audit Committee of BankFinancial, F.S.B. met four times during 2004.

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The Human Resources Committee of the Board of Directors of BankFinancial Corporation reviews and approves executive compensation, benefit plans, incentive compensation plans and employment agreements, and makes recommendations with respect to those matters to the Board of Directors. Messrs. Schudt (Chairman), Hausmann, Koopmans and Wells serve as members of the Human Resources Committee. The Human Resources Committee was known as the Compensation Committee prior to December 2004. The Human Resources Committees of BankFinancial, F.S.B., BankFinancial Corporation, a federal corporation, and BankFinancial MHC have the same members and authorities. The Compensation Committee of BankFinancial, F.S.B. met once during 2004.

The Asset Quality Committee of the Board of Directors of BankFinancial, F.S.B. is responsible for the oversight of risks regarding loan originations, loan portfolio management and nonperforming assets, and compliance with all policies relating to credit risk, the Community Reinvestment Act and the fair lending laws. The Asset Quality Committee meets periodically to approve loans within the limits of its authority and to review reports, activity and proposed significant actions relating to loans and asset quality. The Asset Quality Committee also coordinates with the Audit Committee certain oversight responsibilities relating to internal controls for credit operations. Mr. Schudt chairs the Asset Quality Committee and Messrs. Wherfel and Gasior serve as members. The Asset Quality Committee met 11 times during 2004.

The Asset Liability Management Committee of the Board of Directors of BankFinancial, F.S.B. is responsible for the oversight of BankFinancial, F.S.B.'s liquidity, interest rate movements, secondary market operations (including originated mortgage servicing rights valuations), investment portfolio management and compliance with policies relating to asset and liability management. The Asset Liability Management Committee meets periodically to approve transactions within the limits of its authority and to review reports, activity and proposed significant actions relating to asset and liability management. The Asset Liability Management Committee also coordinates with the Audit Committee certain oversight responsibilities relating to internal controls for asset and liability management operations. Mr. Koopmans chairs the Asset-Liability Management Committee and Mr. Cmiel serves as a member. The Asset Liability Management Committee met 11 times during 2004.

The Corporate Governance and Nominating Committee nominates individuals for election as directors. The independent directors who are not standing for election will serve as the members of this committee for BankFinancial Corporation, a Maryland corporation.

Corporate Governance Policies and Procedures

In addition to establishing committees of the board of directors, BankFinancial Corporation will adopt a corporate governance policy and a code of business conduct and ethics. The corporate governance policy is expected to cover such matters as the following:

- the duties and responsibilities of each director;
- the composition, responsibilities and operation of the board of directors;
- the establishment and operation of board committees, including audit, nominating and compensation committees;
- succession planning;
- convening executive sessions of independent directors;

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- the board of directors' interaction with management and third parties; and
- the evaluation of the performance of the board of directors and the chief executive officer.

The code of business conduct and ethics, which is expected to apply to all employees and directors, will address conflicts of interest, the treatment of confidential information, general employee conduct and compliance with applicable laws, rules and regulations. In addition, the code of business conduct and ethics will be designed to deter wrongdoing and to promote honest and ethical conduct, the avoidance of conflicts of interest, full and accurate disclosure and compliance with all applicable laws, rules and regulations.

Directors' Compensation

Directors' Fees. Except for Mr. Gasior, who receives no fees for serving as a director, committee chairman or committee member, directors receive an annual fee of \$24,000 for preparing for and attending meetings of the Board of Directors. Members of the Executive Committee receive an additional fee of \$800 per month for performing Executive Committee functions. The Chairmen of the Audit Committee, the Asset Quality Committee and the Asset Liability Management Committee receive an additional fee of \$1,000 per quarter, and the other members of each of these committees receive an additional fee of \$800 per quarter, for performing committee functions. In addition, Directors Koopmans and Cmiel are partially reimbursed for their travel expenses for attending Board meetings. All directors' fees and reimbursements are paid by BankFinancial, F.S.B.

Deferred Compensation Plan. BankFinancial, F.S.B. maintains a deferred compensation plan for the benefit of directors and certain senior executives designated to participate in the plan. Participation under the plan is voluntary. Under the plan, a participant may defer (i) any whole percentage up to 100% of his salary, bonus and/or incentive compensation, (ii) a stated dollar amount of his bonus and/or incentive compensation, or (iii) all of his bonus and/or incentive compensation in excess of a stated dollar amount. A director may elect to defer (i) any whole percentage up to 100% of his director fees, (ii) a stated dollar amount of his director fees, or (iii) all of his director fees in excess of a stated dollar amount. Deferrals under the plan will be credited to a deferral account for the participant. Deferral elections must be made during the 90-day period preceding the first day of the plan year in which the salary, bonus, incentive compensation and/or director fees would otherwise be paid in cash. Individuals who become participants during a plan year may make deferral elections with respect to future salary, director fees, bonus and incentive compensation within 30 days of becoming a participant. Participants may elect to increase, decrease or cease deferral elections with respect to future salary, director fees, bonus and incentive compensation at any time during the plan year. Deferrals will be suspended in the event a participant receives a hardship distribution or a distribution on account of an unforeseeable emergency. For purposes of determining income (or loss) on a participant's account, a participant's account will be deemed invested through a self-directed brokerage account in publicly traded mutual funds or cash as the participant may direct. A participant will be fully vested in his deferral account at all times. At the participant's election, benefits under the plan may be paid in a lump sum or in annual installments. In the event the balance of a participant's account is less than \$10,000, then notwithstanding a participant's election to the contrary, the participant's account will be distributed in a lump sum. In the event the amount of any annual installment payable to a participant or beneficiary is less than \$5,000, each annual installment amount will be \$5,000 until the account is exhausted or the rule governing account balances of less than \$10,000 takes effect.

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Our Executive Officers

The table below sets forth certain information, as of December 31, 2004, regarding executive officers of BankFinancial Corporation and BankFinancial, F.S.B. other than Mr. Gasior.

<u>Name</u>	<u>Title</u>	<u>Age</u>
James J. Brennan	Executive Vice President, Corporate Secretary and General Counsel	54
Paul A. Cloutier, C.P.A.	Executive Vice President and Chief Financial Officer	41
Robert O'Shaughnessy	Executive Vice President and Chief Credit Officer	65
Patricia Smith	Executive Vice President, Human Resources Division	42
Thad F. Stewart	Executive Vice President and Chief Internal Auditor	43

The table below sets forth certain information, as of December 31, 2004, regarding executive officers of BankFinancial, F.S.B. who are not executive officers of BankFinancial Corporation.

<u>Name</u>	<u>Title</u>	<u>Age</u>
Christa N. Calabrese	Regional President, Northern Region	56
Gregg T. Adams	Executive Vice President, Marketing Division	45
Mark W. Collins	Executive Vice President, Information Systems Division	54
Donald F. Stelter	Executive Vice President, General Services Division	52

The Business Background of Our Executive Officers

The business experience for the past five years for each of our executive officers, other than Mr. Gasior, is as follows:

Gregg T. Adams has served as the Executive Vice President of the Marketing and Sales Division of BankFinancial, F.S.B. since 2001, and was the Senior Vice President of the Marketing and Sales Division from 2000 to 2001. Mr. Adams joined BankFinancial, F.S.B. in 1986 and has served in various positions with BankFinancial, F.S.B. and its former real estate subsidiary, Financial Properties, Inc., including as Vice President of Marketing Development.

James J. Brennan has served as the Secretary and General Counsel of BankFinancial, F.S.B., BankFinancial Corporation, a federal corporation, and BankFinancial MHC since 2000. Mr. Brennan also serves as the Executive Vice President of the Corporate Affairs Division. Mr. Brennan was a practicing attorney from 1975 until 2000. Prior to joining BankFinancial, F.S.B. and its parent companies, he was a partner in the law firm of Barack Ferrazzano Kirschbaum Perlman & Nagelberg, Chicago, Illinois, and was the Co-Chairman of the firm's Financial Institutions Group and a member of its Management Committee. Mr. Brennan is also a director of Financial Assurance Services.

Christa N. Calabrese has served as the President of BankFinancial, F.S.B.'s Northern Region since 2001. She served as the Chief Lending Officer of Success National Bank from 1992 to 2001 and during that time held the offices of Executive Vice President and Senior Vice President. Ms. Calabrese was an Asset Specialist with the Resolution Trust Corporation from 1990 to 1992, and held commercial lending positions with several Chicago area community banks from 1969 to 1990.

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Paul A. Cloutier, C.P.A. has served as the Chief Financial Officer and Treasurer of BankFinancial, F.S.B. since 1991, and of BankFinancial MHC and BankFinancial Corporation, a federal corporation, since they were formed in 1999. Mr. Cloutier also serves as the Executive Vice President of the Finance Division. He is a registered certified public accountant in the State of Michigan and is a member of the American Institute of Certified Public Accountants. Prior to joining BankFinancial, F.S.B. and its parent companies, he was a Senior Tax Associate with Coopers & Lybrand.

Mark W. Collins has served as the Executive Vice President of the Information Systems Division of BankFinancial, F.S.B. since 2004. Mr. Collins joined BankFinancial, F.S.B. on a full-time basis in 2002 and became a Vice President in the Information Systems Division in 2003. Prior to joining BankFinancial, F.S.B., Mr. Collins was employed in the Information Systems Division of Standard Federal Bank, Chicago, Illinois, and its successor, TCF Bank, from 1972 to 1998, and served as the Director of Information Systems of Standard Federal Bank from 1994 to 1997.

Robert J. O'Shaughnessy has served as the Chief Credit Officer of BankFinancial, F.S.B., BankFinancial MHC and BankFinancial Corporation, a federal corporation, since 1999. Mr. O'Shaughnessy also serves as the Executive Vice President of the Operations Division. Mr. O'Shaughnessy has been actively involved in the banking industry since 1964, including service as chief lending officer and other senior positions with several Chicago area commercial banks, and as the principal in R.J. O'Shaughnessy & Company, a consulting firm that specialized in loan review, the evaluation of credit standards and processes and general bank consulting.

Patricia Smith has served as the Executive Vice President of the Human Resources Division of BankFinancial, F.S.B. since 2002, and was the Senior Vice President of the Human Resources Division from 2001 to 2002. Before joining BankFinancial, F.S.B., Ms. Smith held various human resources positions with Old Kent Bank and with Heritage Bank and its successor, First Midwest Bank.

Donald F. Stelter has served as the Executive Vice President of the General Services Division of BankFinancial, F.S.B. since 2001, and was the Senior Vice President of the General Services Division from 2000 to 2001. Mr. Stelter held various positions with Financial Properties, Inc., a former subsidiary of BankFinancial, F.S.B., between 1987 and 2000, and served as its Senior Vice President from 1996 to 2001. Mr. Stelter is also the President of BF Asset Recovery Corporation, a special asset holding subsidiary of BankFinancial, F.S.B.

Thad F. Stewart has served as the Executive Vice President of the Internal Audit Division of BankFinancial, F.S.B., BankFinancial MHC and BankFinancial Corporation, a federal corporation, since 2001, and as the Senior Vice President of their Internal Audit Division from 1997 to 2001. Prior to joining BankFinancial, F.S.B., Mr. Stewart was an internal audit officer with several Chicago area financial institutions.

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Executive Compensation

Summary Compensation Table. The following table sets forth certain information as to the total remuneration paid by BankFinancial, F.S.B. to its Chief Executive Officer, as well as to the four most highly compensated executive officers of BankFinancial, F.S.B. (other than the Chief Executive Officer) who received salary and accrued bonus in excess of \$100,000 for the year ending December 31, 2004. Each of the individuals listed in the table below are referred to as Named Executive Officers.

Name and Principal Position	Annual Compensation				Long-Term Compensation			
	Year Ended 12/31 (1)	Salary	Bonus	Other Annual Compensation	Awards		Payouts	
					Restricted Stock Awards	Options/SARS (#)	LTIP Payouts	All Other Compensation (2)
F. Morgan Gasior Chairman of the Board, President and Chief Executive Officer	2004	\$387,681	\$69,325	\$ — (4)	\$ —	—	\$ —	\$ 10,250
James J. Brennan Executive Vice President, Corporate Secretary and General Counsel	2004	\$289,973	\$64,500	\$ — (4)	\$ —	—	\$ —	\$ 10,250
Paul A. Cloutier Executive Vice President and Chief Financial Officer	2004	\$242,279	\$40,980	\$ — (4)	\$ —	—	\$ —	\$ 10,250
Robert O'Shaughnessy Executive Vice President and Chief Credit Officer	2004	\$243,442	\$35,000	\$ 28,760	\$ —	—	\$ —	\$ 10,250
Christa Calabrese Regional President	2004	\$211,288	\$25,000	\$ — (4)	\$ —	—	\$ —	\$ 10,250

- (1) Summary compensation information is excluded for the years ended December 31, 2003 and 2002, as BankFinancial Corporation was not a public company during those periods.
- (2) Represents BankFinancial, F.S.B.'s contributions pursuant to the BankFinancial and Subsidiaries Associate Investment Plan.
- (3) BankFinancial, F.S.B. also provides certain members of senior management with club membership dues, a car or a car allowance and certain other personal benefits. The aggregate value of such personal benefits did not exceed the lesser of \$50,000 or 10% of the total annual salary and bonus reported for each officer.

Employment Agreements. BankFinancial, F.S.B. has previously entered into, and BankFinancial Corporation plans to enter into, employment agreements with each of Messrs. Gasior, Brennan, Cloutier and O'Shaughnessy. In addition, in August 2004, following the expiration of her existing employment agreement, BankFinancial, F.S.B. entered into a new employment agreement with Ms. Calabrese which is substantially similar to the employment agreements for its other named executive officers. The employment agreements each have, or will have, a term of 36 months. On the first anniversary date of the employment agreements and each anniversary date thereafter, each employment agreement may be extended for an additional year at the discretion of the Board of Directors, so that the remaining term will be 36 months. Under the employment agreements, BankFinancial, F.S.B. will pay the executives the base salary reflected in the payroll records, subject to discretionary increases by the Board of Directors. The 2005 base salary for Messrs. Gasior, Brennan, Cloutier and O'Shaughnessy is \$_____, \$_____, \$_____ and \$_____, respectively, and for Ms. Calabrese the 2005 base salary is \$_____. The employment agreements provide that the base salary may be increased but not decreased. The employment agreements also provide that the executive officer is entitled to an automobile or an

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automobile allowance, the payment of designated club dues and to participate with other executive officers in incentive compensation and discretionary bonuses declared by the Board. In addition to base salary and bonus, the employment agreements provide for, among other things, participation in a Section 125 cafeteria plan, group medical, dental, vision, disability and life insurance plans, referred to as the core plans, 401(k) plan and other employee and fringe benefits applicable to executive personnel. During the employment period, we have provided each executive officer with a supplemental disability insurance policy that pays 60% of the executive officer's base salary for the remaining term of the agreement in the event the executive officer is terminated due to disability. If an executive officer becomes disabled, our obligation to pay his or her base salary shall be reduced proportionately by the disability payments made to the executive officer under the disability policy and under the federal social security system. Each executive officer is responsible for paying the premiums and we will provide him or her with an annual allowance sufficient, on an after-tax basis, to equal the premium payments. Also, in addition to the life insurance benefits provided to regular full-time employees, a supplemental life insurance policy has been or will be provided to each insurable executive officer under the agreements which would pay not less than three times an executive officer's base salary in the event of the executive officer's death. The executive officer is the owner of the policy and will receive an annual allowance sufficient to cover the cost of such insurance. In the event of an executive officer's death during the term of the employment agreement, any base salary payments required of BankFinancial, F.S.B. upon the death of the employee will, assuming a supplemental life insurance policy has been obtained, be discharged by the payments to the executive officer's designated beneficiary under the supplemental insurance policies. If a supplemental life insurance policy on the executive's life has not been obtained, such payments will be made by BankFinancial, F.S.B. in accordance with the employment agreement. The agreements provide for termination for cause at any time. In the event of termination for cause, the executive officer will receive the unpaid balance of his or her base salary, referred to as earned salary, through the effective date of termination of employment.

In the event of termination of employment due to disability, the executive officer will be entitled to his or her earned salary, the prorated annual average of any cash incentive compensation and bonus that the executive officer received during the preceding two fiscal years, referred to as prorated incentive compensation, the prorated employer matching 401(k) plan contribution that the executive officer would be entitled to receive for the current year, referred to as accrued plan contribution, the base salary he would have received from the effective date of termination through the date the employment period would have expired if his employment had not sooner terminated due to disability which will be offset by the disability insurance and federal social security disability payments referenced above, and continued coverage under the core plans through the date the employment period would have expired, subject to the executive officer's continued payment of the costs and contributions for which he or she is responsible.

In the event the executive officer's employment is terminated due to death, his surviving spouse and minor children, if any, will be entitled to the same coverage under the core plans that the executive officer would have been provided if his employment had terminated due to disability. In addition, the executive officer's estate or trust, as applicable, will be entitled to the base salary the executive officer would have been paid through the date the employment period would have expired if the executive officer's employment had not been sooner terminated due to death. If a supplemental life insurance policy has been obtained on the life of the executive, BankFinancial, F.S.B.'s and/or BankFinancial Corporation's obligation to make such payments will be fully discharged by the death benefits payments under the supplemental life insurance policy purchased for each executive officer. Except with respect to coverage under the core plans, BankFinancial, F.S.B. will generally have no obligation to pay or provide executive officer's estate, surviving spouse, or minor children with any other compensation or benefits on account of executive officer's death.

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In the event the executive officer's employment is terminated without cause by BankFinancial, F.S.B. or BankFinancial Corporation, BankFinancial, F.S.B. and/or BankFinancial Corporation will pay the executive officer his or her earned salary, prorated incentive compensation, accrued plan contribution, continued coverage under the core plans for 36 months, subject to the executive officer's payment of costs and contributions for which he or she is responsible, and an amount equal to three times his or her average annual compensation. Payment of benefits will be made in installments over 36 months, however, BankFinancial, F.S.B. has the right to elect to make a discounted lump sum payment.

Under the employment agreements, the executive officer may terminate his or her employment for good reason by giving notice within 60 days after the event giving rise to the right to terminate employment. "Good reason" generally includes our (i) decision not to re-elect or failure to re-elect the executive officer to his present position; (ii) failure to extend the executive officer's employment period on the anniversary date for an additional year so that the remaining term of the employment agreement will be 36 months; (iii) relocation of the executive officer's principal place of employment by more than a specified distance; (iv) reduction in the executive officer's base salary or a material reduction in the benefits the executive officer is entitled to; (v) liquidation or dissolution of BankFinancial, F.S.B. or BankFinancial Corporation; (vi) material uncured breach of the employment agreement; and (vii) with respect to the BankFinancial Corporation employment agreement, the occurrence of a change in control of BankFinancial Corporation. With respect to Mr. Gasior's employment agreement, "good reason" also includes the failure to elect or re-elect him as chairman of the board of BankFinancial, F.S.B., a change in the composition of the board of directors of the Bank such that the current directors no longer constitute a majority of the board other than in certain circumstances where the new board is nominated or appointed by the existing board, or a significant reduction in the scope of his duties, powers, privileges, authority or responsibilities. In the event an executive officer's employment is terminated for good reason, he will receive the same amounts and the same coverage under the core plans that he would have received if his employment had been terminated without cause. In the event the executive officer terminates his employment by resignation other than due to good reason, he will be entitled to his earned salary through the date of termination.

The executive officer is required under the employment agreement to execute a general release in consideration for any severance amounts. The executive officer also agrees not to compete with us for six months after termination or during the period that severance amounts are paid, if longer. In addition, the executive officer agrees not to solicit our customers, their business or our employees for 18 months, which may be reduced in certain circumstances. Payment of benefits under the employment agreement may be made in installments or in a lump sum discounted to present value in the case of future cash payments, as determined by BankFinancial, F.S.B. Benefits under the BankFinancial, F.S.B. agreement may be reduced to avoid constituting an "excess parachute payment" under Section 280G of the Internal Revenue Code of 1986, as amended. The employment agreements between Messrs. Gasior, Brennan, Cloutier and O'Shaughnessy and BankFinancial, F.S.B. and between such executives and BankFinancial Corporation are substantially similar, provided, however, the BankFinancial Corporation agreements do not include a cutback provision for Section 280G purposes. Any severance payment or benefit payment made under the BankFinancial, F.S.B. employment agreement will reduce, to the extent of the payment, any similar payment under the BankFinancial Corporation employment agreement.

BankFinancial, F.S.B. has also entered into employment agreements with eight other officers and our subsidiary Financial Assurance Services has entered into an employment agreement with one of its officers. BankFinancial, F.S.B. also intends to enter into employment agreements with two other officers, and Financial Assurance Services intends to enter into an employment agreement with one other officer. Each such agreement has a term of 24 months and on the anniversary date thereof can be extended for an

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additional 12 months so that the remaining term will be 24 months. Each such agreement contains substantially similar terms to the employment agreements described above except for the term of coverage. In addition, the failure to extend the executive officer's employment period on the anniversary date for an additional year will not constitute good reason for an executive to terminate and receive payment under the employment agreement. If executive officer is terminated due to disability, BankFinancial, F.S.B. will pay the executive officer his or her earned salary, accrued plan contribution, base salary through the remainder of the employment period, subject to reduction for payments under the supplemental disability insurance policy acquired pursuant to the employment agreement and for federal social security disability payments, and coverage under the core plans through the remainder of the employment period. Similarly, if the executive officer's termination is due to the executive officer's death, BankFinancial, F.S.B. will make the same payments to his surviving spouse and minor children, if any, including coverage under the core plans, as described above, for the remainder of the two year employment period, however, our obligation to make continuing base salary payments will be wholly offset by the death benefit payments made under any supplemental life insurance policy that was acquired or caused to be acquired by BankFinancial, F.S.B., or its subsidiary Financial Assurance Services, as applicable. If the executive officer is terminated without cause or in the event the executive officer voluntarily terminates for good reason, BankFinancial, F.S.B. will pay the executive officer the same compensation that would be provided in the event of termination due to disability, including continued coverage under the core plans for the remainder of the employment period. Under these employment agreements, in the event of termination for cause, BankFinancial, F.S.B. will pay the executive officer his or her earned salary through the effective date of termination of employment. We may enter into additional employment agreements in the future, depending on our growth, any acquisitions that we may complete and promotions of our employees, among other factors.

The BankFinancial, F.S.B. employment agreements provide the covered executives with indemnification to the maximum extent permitted under federal law, and the BankFinancial Corporation employment agreements provide the four covered executive officers with indemnification to the maximum extent permitted under the Maryland General Corporation Law, provided, that in the case of the latter employment agreements, BankFinancial Corporation will not be obligated to pay or advance any amounts otherwise indemnifiable or payable to the extent the executive officer has actually received payment under any insurance policy or other contract or agreement to which he or she is a party.

Employee Stock Ownership Plan and Trust. We intend to implement an employee stock ownership plan in connection with the offering. The Board of Directors of BankFinancial, F.S.B. has adopted the employee stock ownership plan effective as of January 1, 2004. Employees with at least one year of employment with BankFinancial, F.S.B. are eligible to participate. As part of the offering, the employee stock ownership plan trust intends to borrow funds from BankFinancial Corporation and use those funds to purchase a number of shares equal to 8% of the common stock sold in the offering. Collateral for the loan will be the common stock purchased by the employee stock ownership plan. The loan will be repaid principally from BankFinancial, F.S.B. through discretionary contributions to the employee stock ownership plan over a period of up to twenty years. The loan documents will provide that the loan may be repaid over a shorter period, without penalty for prepayments. It is anticipated that the interest rate for the loan will be equal to the prime rate plus 100 basis points, adjustable every five years. Shares purchased by the employee stock ownership plan will be held in a suspense account for allocation among participants as the loan is repaid.

Contributions to the employee stock ownership plan and shares released from the suspense account in an amount proportional to the repayment of the employee stock ownership plan loan will be allocated among employee stock ownership plan participants on the basis of compensation in the year of

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allocation. Benefits under the plan will become fully vested upon completion of five years of credited service, with credit given to participants for years of credited service with BankFinancial, F.S.B. prior to the adoption of the plan. A participant's interest in his account under the plan will also fully vest in the event of termination of service due to a participant's early or normal retirement, death, disability, or upon a change in control (as defined in the plan). Vested benefits will be payable in the form of common stock and/or cash. BankFinancial, F.S.B.'s contributions to the employee stock ownership plan are discretionary, subject to the loan terms and tax law limits. Therefore, benefits payable under the employee stock ownership plan cannot be estimated. Pursuant to SOP 93-6, we will be required to record compensation expense each year in an amount equal to the fair market value of the shares released from the suspense account. The employee stock ownership plan will terminate in the event of a change in control.

Transactions with Certain Related Persons

BankFinancial, F.S.B. does not currently extend credit to its executive officers and directors or any organization considered a related interest or affiliate under federal law, and no such loans were outstanding as of December 31, 2004.

Patrick J. Hartnett, in addition to his duties as a Director of BankFinancial, F.S.B., BankFinancial Corporation and BankFinancial MHC, is a partner of the law firm of Hartnett & Hartnett, which provides legal services to BankFinancial, F.S.B. During the year ended December 31, 2004, BankFinancial, F.S.B. paid Hartnett & Hartnett legal fees of \$47,400.

Benefits to be Considered Following Completion of the Conversion

Stock Option Plan. We intend to request stockholder approval of a stock option plan no earlier than six months after the completion of the conversion. If approved by the stockholders, the new stock option plan would, if adopted within one year of the conversion, reserve an amount equal to 10% of the shares of common stock sold in the offering for issuance upon exercise of stock options. 10% of the shares of common stock issued in the offering would amount to 1,700,000 shares, 2,000,000 shares, 2,300,000 shares and 2,645,000 shares at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively. If we adopt the stock option plan after one year following the completion of the conversion, we may grant options in an amount greater than 10% of the shares of common stock sold in the offering, although such plan, including the amount reserved under such plan, may remain subject to supervisory restrictions. We have not yet determined whether we will present this plan for stockholder approval within 12 months following the completion of the conversion or whether we will present this plan for stockholder approval more than 12 months following the completion of the conversion. No options would be granted under the new stock option plan until stockholder approval of the plan is received. In the event that shares underlying options come from authorized but unissued shares of common stock, stockholders would experience dilution of approximately 9.1% of their ownership interest in BankFinancial Corporation at the midpoint of the offering range. We will have to recognize compensation expense for accounting purposes ratably over the vesting period, equal to the fair value of the options on the original grant date.

The exercise price of the options granted under the new stock option plan will be equal to the fair market value of BankFinancial Corporation common stock on the date of grant of the stock options. If the stock option plan is adopted within one year following the conversion, options may vest no faster than 20% per year beginning 12 months after the date of grant. Options granted under the stock option plan would be adjusted for capital changes such as stock splits and stock dividends. Awards will be 100% vested upon termination of employment due to death, disability or following a change in control, and if

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the stock option plan is adopted more than one year after the conversion, awards would be 100% vested upon normal retirement. Under Office of Thrift Supervision regulations, if the stock option plan is adopted within one year of the conversion, no individual officer may receive more than 25% of the awards under the plan, no non-employee director may receive more than 5% of the awards under the plan and all non-employee directors as a group may receive in the aggregate no more than 30% of the awards under the plan.

The stock option plan would be administered by a committee of non-employee members of BankFinancial Corporation's Board of Directors. Options granted under the stock option plan to employees may be "incentive" stock options, which are designed to result in a beneficial tax treatment to the employee but no tax deduction to BankFinancial Corporation. Non-qualified stock options may also be granted to employees under the stock option plan, and will be granted to the non-employee directors who receive stock options. In the event an option recipient terminated his or her employment or service as an employee or director, the options would terminate after certain specified periods following termination.

Stock Recognition and Retention Plan. We intend to request stockholder approval of a new stock recognition and retention plan, no earlier than six months after the completion of the conversion. If approved by stockholders, the new stock recognition and retention plan would, if adopted within one year of the conversion, reserve an amount equal to 4% of the shares of common stock sold in the offering, or 680,000 shares, 800,000 shares, 920,000 shares and 1,058,000 shares at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively. If we adopt the recognition and retention plan after one year following the completion of the conversion, we may grant shares in an amount greater than 4% of the shares of common stock sold in the offering, although such plan, including the amount granted under such plan, may remain subject to supervisory restrictions. We have not yet determined whether we will present this plan for stockholder approval within 12 months following the completion of the conversion or whether we will present this plan for stockholder approval more than 12 months following the completion of the conversion. We must recognize an expense for shares of common stock awarded over their vesting period at the fair market value of the shares on the date they are awarded. The recipients will be awarded shares of common stock under the stock recognition and retention plan at no cost to them. No awards would be made under the stock recognition and retention plan until the plan is approved by stockholders. If the shares awarded under the stock recognition and retention plan come from authorized but unissued shares of the common stock totaling 4% of the shares sold in the offering, stockholders would experience dilution of approximately 3.8% in their ownership interest in BankFinancial Corporation at the midpoint of the offering range.

Awards granted under the stock recognition and retention plan would be nontransferable and nonassignable. Under Office of Thrift Supervision regulations, if the stock recognition and retention plan is adopted within one year following the conversion, the shares of common stock which are subject to an award may vest no faster than 20% per year beginning 12 months after the date of grant of the award. Awards would be adjusted for capital changes such as stock dividends and stock splits. Awards would be 100% vested upon termination of employment or service due to death, disability or following a change in control, and if the stock recognition and retention plan is adopted more than one year after the conversion, awards also would be 100% vested upon normal retirement. If employment or service were to terminate for other reasons, the award recipient would forfeit any nonvested award. If employment or service were to terminate for cause, which term would be defined in the plan, unvested shares would be forfeited. Under Office of Thrift Supervision rules, if the stock recognition and retention plan is adopted within one year of the conversion, no individual officer may receive more than 25% of the awards under the plan, no

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non-employee director may receive more than 5% of the awards under the plan, and all non-employee directors as a group may receive no more than 30% of the awards under the plan in the aggregate.

The recipient of an award will recognize income equal to the fair market value of the stock earned, determined as of the date of vesting, unless the recipient makes an election under Section 83(b) of the Internal Revenue Code of 1986, as amended, to be taxed earlier. The amount of income recognized by the recipient would be a deductible expense of BankFinancial Corporation for tax purposes.

SUBSCRIPTIONS BY DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth information regarding intended common stock subscriptions by each of the directors and executive officers of BankFinancial, F.S.B. and their associates, and by all directors and executive officers as a group. In the event the individual maximum purchase limitation is increased, persons subscribing for the maximum amount may increase their purchase order. Directors and executive officers will purchase shares of common stock at the same \$10.00 purchase price per share and on the same terms as other purchasers in the offering. This table excludes shares of common stock to be purchased by the employee stock ownership plan, as well as any recognition and retention plan awards or stock option grants that may be made no earlier than six months after the completion of the offering. The directors and officers have indicated their intention to purchase in the offering an aggregate of \$4.0 million of common stock, equal to 2.4%, 2.0%, 1.8% and 1.5% of the number of shares of common stock to be sold in the offering at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively. Purchases by directors, executive officers and their associates will be included in determining whether the required minimum number of shares has been subscribed for in the offering.

Name	Number of Shares (1)	Aggregate Purchase Price (1)	Percent at Midpoint
F. Morgan Gasior	50,000	\$ 500,000	*%
Dr. Kenneth Cmiel	1,000	10,000	*
Patrick I. Hartnett	5,000	50,000	*
John M. Hausmann, C.P.A.	5,000	50,000	*
Sherwin R. Koopmans	20,000	200,000	*
Joseph A. Schudt	50,000	500,000	*
Terry R. Wells	12,000	120,000	*
Glen R. Wherfel, C.P.A.	10,000	100,000	*
Gregg T. Adams	10,000	100,000	*
James J. Brennan	50,000	500,000	*
Christa N. Calabrese	3,000	30,000	*
Paul A. Cloutier, C.P.A.	50,000	500,000	*
Mark W. Collins	25,000	250,000	*
Robert O'Shaughnessy	50,000	500,000	*
Patricia Smith	5,000	50,000	*
Donald F. Stelter	12,500	125,000	*
Thad F. Stewart	1,000	10,000	*
All directors and executive officers as a group	404,500	\$4,045,000	2.0%

* Less than 1%.

(1) Includes purchases by the individual's spouse and other relatives of the named individual living in the same household. The above named individuals are not aware of any other purchases by a person who, or entity which, would be considered an associate of the named individuals under the Plan of Conversion.

THE CONVERSION; PLAN OF DISTRIBUTION

The Boards of Directors of BankFinancial Corporation and BankFinancial MHC have approved the plan of conversion and reorganization. The plan of conversion and reorganization must also be approved by the members of BankFinancial MHC (depositors and certain borrowers of BankFinancial, F.S.B.). A special meeting of members has been called for this purpose. The Office of Thrift Supervision has conditionally approved the plan of conversion and reorganization; however, such approval does not constitute a recommendation or endorsement of the plan of conversion and reorganization by that agency.

General

The respective Boards of Directors of BankFinancial MHC and BankFinancial Corporation adopted the plan of conversion and reorganization on August 25, 2004. Pursuant to the plan of conversion and reorganization, our organization will convert from the mutual holding company form of organization to the fully stock form and we will sell shares of common stock to the public in our offering. BankFinancial MHC, the mutual holding company parent of BankFinancial Corporation, will be merged into BankFinancial, F.S.B., and BankFinancial MHC will no longer exist. BankFinancial Corporation, which owns 100% of BankFinancial, F.S.B., will be succeeded by a new Maryland corporation with the same name. When the conversion is completed, all of the capital stock of BankFinancial, F.S.B. will be owned by BankFinancial Corporation, our newly formed Maryland holding company, and all of the common stock of BankFinancial Corporation will be owned by public stockholders.

We intend to retain between \$83.7 million and \$113.5 million of the net proceeds of the offering, or \$130.6 million if the offering range is increased by 15%, and to contribute the balance of the net proceeds to BankFinancial, F.S.B. The conversion will be consummated only upon the issuance of at least 17,000,000 shares of our common stock offered pursuant to the plan of conversion and reorganization.

The plan of conversion and reorganization provides that we will offer shares of common stock for sale in the subscription offering to eligible account holders, our tax-qualified employee benefit plans, including the employee stock ownership plan and Associate Investment Plan (401(k) plan), supplemental eligible account holders and other members (depositors and certain borrowers of BankFinancial, F.S.B.). If all shares are not subscribed for in the subscription offering, we may, at our discretion, offer common stock for sale in a community offering to members of the general public, with a preference given to natural persons residing in the Illinois counties of Cook, DuPage, Lake and Will.

We have the right to accept or reject, in whole or in part, any orders to purchase shares of the common stock received in the community offering. The community offering, if any, may begin at the same time as, during, or after the subscription offering, and must be completed within 45 days after the completion of the subscription offering unless otherwise extended by us with the approval of the Office of Thrift Supervision. See “—Community Offering.”

We determined the number of shares of common stock to be offered in the offering based upon an independent valuation appraisal of the estimated consolidated pro forma market value of BankFinancial Corporation. All shares of common stock to be sold in the offering will be sold at \$10.00 per share. Investors will not be charged a commission to purchase shares of common stock. The independent valuation will be updated and the final number of the shares of common stock to be issued in the offering will be determined at the completion of the offering. See “—Determination of Share Price and Number of Shares to be Issued” for more information as to the determination of the estimated pro forma market value of the common stock.

The following is a brief summary of the conversion and is qualified in its entirety by reference to the provisions of the plan of conversion and reorganization. A copy of the plan of conversion and reorganization is available for inspection at each branch office of BankFinancial, F.S.B. and at the Southeast Regional and the Washington, D.C. offices of the Office of Thrift Supervision. The plan of conversion and reorganization is also filed as an exhibit to BankFinancial MHC’s application to convert from mutual to stock form of which this prospectus is a part, copies of which may be obtained from the Office of Thrift Supervision. See “Where You Can Find Additional Information.”

Reasons for the Conversion

The primary reasons for the conversion and related stock offering are:

- to provide additional financial resources to pursue future acquisition opportunities and limited *de novo* branching opportunities;
- to support our internal growth through lending in communities we serve or may serve in the future;
- to enhance our existing products and services and to support the development of new products and services;
- to improve our overall competitive position;
- to repay term debt we incurred in acquiring Success Bancshares and in funding the redemption of the trust preferred securities that we assumed from Success Bancshares in 2003;
- to provide better capital management tools, including the ability to pay dividends and to repurchase shares of our common stock; and
- to retain and attract qualified personnel by establishing stock benefit plans for management and employees, including a stock option plan, a recognition and retention plan and an employee stock ownership plan.

As a fully converted stock holding company, we will have greater flexibility in structuring mergers and acquisitions. Our current mutual holding company structure limits our ability to offer shares of our common stock as consideration for a merger or acquisition since BankFinancial MHC is required to own a majority of our shares of common stock. Potential sellers often want stock for at least part of the acquisition consideration. Our new stock holding company structure will enable us to offer stock or cash consideration, or a combination thereof, and will therefore enhance our ability to compete with other bidders when acquisition opportunities arise.

We have no current arrangements or agreements to acquire other banks, thrifts and financial service companies or branch offices. However, we have had, and intend to continue to have, discussions with local financial institutions to determine whether they would be interested in exploring the possibility of our acquiring them after the offering is completed and we have sufficient capital resources to fund an acquisition. In addition, we have participated in, and intend to continue to participate in, sales processes initiated on behalf of local financial institutions that have made a decision to explore the possibility of a sale. We have also explored, and intend to continue to explore, the possibility of acquiring financial service companies, insurance agencies and engaging in limited *de novo* branching. We are presently investigating the feasibility of establishing a small number of *de novo* branches in the Chicago metropolitan area, but have no current plans to engage in extensive *de novo* branching. On a long-term basis, we may consider the establishment of *de novo* branches or the acquisition of financial institutions in other Midwestern states. There can be no assurance that we will be able to consummate any acquisition or establish any new branches. See “Risk Factors—Our Ability to Successfully Conduct Acquisitions Will Affect Our Ability to Grow Our Franchise and Compete Effectively in Our Marketplace.”

Approvals Required

The affirmative vote of a majority of the total eligible votes of the members of BankFinancial MHC at the special meeting of members is required to approve the plan of conversion and reorganization. By their approval of the plan of conversion and reorganization, the members of BankFinancial MHC will also be approving the merger of BankFinancial MHC into BankFinancial, F.S.B. The plan of conversion and reorganization also must be approved by the Office of Thrift Supervision, which has given its conditional approval.

A special meeting of members to consider and vote upon the plan of conversion and reorganization has been set for [special meeting].

Effects of Conversion on Depositors, Borrowers and Members

Continuity. While the conversion is being accomplished, the normal business of BankFinancial, F.S.B. of accepting deposits and making loans will continue without interruption. BankFinancial, F.S.B. will continue to be a federally chartered savings bank and will continue to be regulated by the Office of Thrift Supervision. After the conversion, BankFinancial, F.S.B. will continue to offer existing services to depositors, borrowers and other customers. The directors serving BankFinancial Corporation, a federal corporation, at the time of the conversion will be the directors of BankFinancial Corporation, a Maryland corporation, after the conversion.

Effect on Deposit Accounts. Pursuant to the plan of conversion and reorganization, each depositor of BankFinancial, F.S.B. at the time of the conversion will automatically continue as a depositor after the conversion, and the deposit balance, interest rate and other terms of such deposit accounts will not change as a result of the conversion. Each such account will be insured by the Federal Deposit Insurance Corporation to the same extent as before the conversion. Depositors will continue to hold their existing certificates, passbooks and other evidences of their accounts.

Effect on Loans. No loan outstanding from BankFinancial, F.S.B. will be affected by the conversion, and the amount, interest rate, maturity and security for each loan will remain as it was contractually fixed prior to the conversion.

Effect on Voting Rights of Members. At present, all depositors and certain borrowers of BankFinancial, F.S.B. are members of, and have voting rights in, BankFinancial MHC as to all matters requiring membership action. Upon completion of the conversion, depositors and borrowers will cease to be members of BankFinancial MHC and will no longer have voting rights. Upon completion of the conversion, all voting rights in BankFinancial, F.S.B. will be vested in BankFinancial Corporation as the sole stockholder of BankFinancial, F.S.B. The stockholders of BankFinancial Corporation will possess exclusive voting rights with respect to BankFinancial Corporation common stock.

Tax Effects. We will receive an opinion of counsel or tax advisor with regard to federal and state income tax consequences of the conversion to the effect that the conversion will not be taxable for federal or state income tax purposes to BankFinancial MHC, BankFinancial Corporation, members of BankFinancial MHC, eligible account holders, supplemental eligible account holders, or BankFinancial, F.S.B. See “—Material Income Tax Consequences.”

Effect on Liquidation Rights. Each depositor in BankFinancial, F.S.B. has both a deposit account in BankFinancial, F.S.B. and a pro rata ownership interest in the net worth of BankFinancial MHC based upon the deposit balance in his or her account. This ownership interest is tied to the

depositor's account and has no tangible market value separate from the deposit account. This interest may only be realized in the event of a complete liquidation of BankFinancial MHC and BankFinancial, F.S.B. Any depositor who opens a deposit account obtains a pro rata ownership interest in BankFinancial MHC without any additional payment beyond the amount of the deposit. A depositor who reduces or closes his or her account receives a portion or all, respectively, of the balance in the deposit account but nothing for his or her ownership interest in the net worth of BankFinancial MHC, which is lost to the extent that the balance in the account is reduced or closed.

Consequently, depositors in a stock subsidiary of a mutual holding company normally have no way of realizing the value of their ownership interest, which has realizable value only in the unlikely event that BankFinancial MHC and BankFinancial, F.S.B. are completely liquidated. If this occurs, the depositors of record at that time, as owners, would share pro rata in any residual surplus and reserves of BankFinancial MHC after other claims, including claims of depositors to the amounts of their deposits, are paid.

In the unlikely event that BankFinancial, F.S.B. were to liquidate after the conversion, all claims of creditors, including those of depositors, also would be paid first, followed by distribution of the "liquidation account" to depositors as of March 31, 2003 and December 31, 2004 who continue to maintain their deposit accounts as of the date of liquidation, with any assets remaining thereafter distributed to BankFinancial Corporation as the holder of BankFinancial, F.S.B.'s capital stock. Pursuant to the rules and regulations of the Office of Thrift Supervision, a post-conversion merger, consolidation, sale of bulk assets or similar combination or transaction with another insured savings institution would not be considered a liquidation and, in such a transaction, the liquidation account would be assumed by the surviving institution. See "—Liquidation Rights."

Determination of Share Price and Number of Shares to be Issued

The plan of conversion and reorganization and federal regulations require that the aggregate purchase price of the common stock sold in the offering be based on the appraised pro forma market value of the common stock, as determined by an independent valuation. BankFinancial, F.S.B. and BankFinancial Corporation have retained RP Financial, LC. to prepare an independent valuation appraisal. For its services in preparing the initial valuation, RP Financial will receive a fee of \$90,000, and will be reimbursed for its expenses. RP Financial will receive an additional fee of \$10,000 for each update to the valuation appraisal. BankFinancial, F.S.B. and BankFinancial Corporation have agreed to indemnify RP Financial and its employees and affiliates against specified losses, including any losses in connection with claims under the federal securities laws, arising out of its services as independent appraiser, except where such liability results from its negligence or bad faith.

The independent valuation appraisal considered the pro forma impact of the offering. Consistent with the Office of Thrift Supervision appraisal guidelines, the appraisal applied three primary methodologies: the pro forma price-to-book value approach applied to both reported book value and tangible book value; the pro forma price-to-earnings approach applied to reported and core earnings; and the pro forma price-to-assets approach. The market value ratios applied in the three methodologies were based upon the current market valuations of the peer group companies identified by RP Financial, subject to valuation adjustments applied by RP Financial to account for differences between BankFinancial Corporation and the peer group. RP Financial placed the greatest emphasis on the price-to-core earnings and price-to-book value approaches in estimating pro forma market value.

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The independent valuation was prepared by RP Financial in reliance upon the information contained in this prospectus, including the consolidated financial statements of BankFinancial Corporation, a federal corporation. RP Financial also considered the following factors, among others:

- the present results and financial condition of BankFinancial MHC, and the projected results and financial condition of BankFinancial Corporation, a Maryland corporation;
- the economic and demographic conditions in BankFinancial, F.S.B.'s existing market area;
- certain historical, financial and other information relating to BankFinancial, F.S.B.;
- a comparative evaluation of the operating and financial characteristics of BankFinancial, F.S.B. with those of other similarly situated publicly traded savings institutions located in the State of Illinois, and other states in the Midwest United States;
- the aggregate size of the offering of the shares of common stock;
- the impact of the conversion and the offering on BankFinancial Corporation's stockholders' equity and earnings potential;
- the proposed dividend policy of BankFinancial Corporation; and
- the trading market for securities of comparable institutions and general conditions in the market for such securities.

Included in RP Financial's independent valuation were certain assumptions as to the pro forma earnings of BankFinancial Corporation after the conversion that were utilized in determining the appraised value. These assumptions included estimated expenses, an assumed after-tax rate of return on the net offering proceeds and purchases in the open market of 4% of the common stock issued in the offering by the recognition and retention plan at the \$10.00 purchase price. See "Pro Forma Data" for additional information concerning these assumptions. The use of different assumptions may yield different results.

The independent valuation states that as of February 18, 2005, the estimated pro forma market value of BankFinancial Corporation ranged from \$170.0 million to \$230.0 million, with a midpoint of \$200.0 million. The Board of Directors of BankFinancial Corporation decided to offer the shares of common stock for a price of \$10.00 per share primarily because it is the price most commonly used in mutual-to-stock conversions of financial institutions. The number of shares offered will be equal to the aggregate offering price of the shares divided by the price per share. Based on the valuation range and the \$10.00 price per share, the minimum of the offering range will be 17,000,000 shares, the midpoint of the offering range will be 20,000,000 shares and the maximum of the offering range will be 23,000,000 shares, or 26,450,000 if the maximum amount is adjusted because of demand for shares or changes in market conditions.

The following table presents a summary of selected pricing ratios for BankFinancial Corporation and our peer group companies identified by RP Financial. Our pro forma price-to-core earnings multiple is annualized based on earnings for the year ended December 31, 2004, while information for the peer group companies is based on earnings for the year ended December 31, 2004 or the latest available

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trailing twelve-month period. All other information presented is as of December 31, 2004. Compared to the average pricing of the peer group, our pro forma pricing ratios at the maximum of the offering range indicated a premium of 74.5% on a price-to-core earnings basis, a discount of 43.3% on a price-to-book basis and a discount of 46.5% on a price-to-tangible book basis. The pricing ratios result from our generally having higher levels of equity but lower earnings than the companies in the peer group on a pro forma basis. Our board of directors, in reviewing and approving the valuation, considered the range of price-to-core earnings multiples and the range of price-to-book value ratios and price-to-tangible book value ratios at the different amounts of shares to be sold in the offering. The appraisal did not consider one valuation approach to be more important than the other. Instead, the appraisal concluded that these ranges represented the appropriate balance of the two approaches to valuing BankFinancial Corporation, and the number of shares to be sold, in comparison to the peer group institutions. Specifically, in approving the valuation, the board believed that BankFinancial Corporation would not be able to sell its shares at a price-to-book value that was in line with the peer group without unreasonably exceeding the identified peer group on a price-to-core earnings basis. The estimated appraised value and the resulting premium/discount took into consideration the potential financial impact of the conversion and offering.

	<u>Pro forma price-to-core earnings multiple</u>	<u>Pro forma price-to-book value ratio</u>	<u>Pro forma price-to-tangible book value ratio</u>
BankFinancial Corporation			
Maximum	34.44x	78.19%	84.13%
Minimum	25.96	70.30	76.89
Valuation of peer group companies as of February 18, 2005			
Averages	19.74x	137.96%	157.20%
Medians	19.25	136.46	153.68

RP Financial considered our price-to-earnings multiple to be less meaningful, as we reported a low level of net income for the period reviewed by RP Financial (the year ended December 31, 2004). RP Financial calculated an estimate of our core earnings by excluding the effects on our earnings of impairment losses we recognized during 2003 and 2004 on our Fannie Mae and Freddie Mac floating rate preferred stock and gains on the sale of securities and loans. RP Financial then calculated our price-to-core earnings multiples presented in the above table based upon its calculation of our estimated core earnings.

RP Financial estimated our core earnings for the year ended December 31, 2004 as follows:

	<u>Amount</u>
	<u>(In thousands)</u>
Net income	\$ 1,457
Add back: Loss on impairment of securities held for sale (1)	5,298
Less: Gain on sale of assets (1)	(554)
	<u>Estimated core earnings</u>
	\$ 6,201

(1) Calculated after tax at an effective combined federal and state tax rate of 39.75%.

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The Board of Directors of BankFinancial Corporation reviewed the independent valuation and, in particular, considered the following:

- BankFinancial MHC's financial condition and results of operations;
- comparison of financial performance ratios of BankFinancial MHC to those of other financial institutions of similar size; and
- market conditions generally and, in particular, for financial institutions.

All of these factors are set forth in the independent valuation. The Board of Directors also reviewed the methodology and the assumptions used by RP Financial, L.C. in preparing the independent valuation and believes that such assumptions were reasonable. The offering range may be amended with the approval of the Office of Thrift Supervision, if required, as a result of subsequent developments in the financial condition of BankFinancial MHC or BankFinancial, F.S.B. or market conditions generally. In the event the independent valuation is updated to amend the pro forma market value of BankFinancial Corporation to less than \$170.0 million or more than \$264.5 million, the appraisal will be filed with the Securities and Exchange Commission by a post-effective amendment to BankFinancial Corporation's registration statement.

The independent valuation is not intended, and must not be construed, as a recommendation of any kind as to the advisability of purchasing our shares of common stock. RP Financial, L.C. did not independently verify our consolidated financial statements and other information that we provided to them, nor did RP Financial, L.C. independently value our assets or liabilities. The independent valuation considers BankFinancial, F.S.B. as a going concern and should not be considered as an indication of the liquidation value of BankFinancial, F.S.B. Moreover, because the valuation is necessarily based upon estimates and projections of a number of matters, all of which may change from time to time, no assurance can be given that persons purchasing our common stock in the offering will thereafter be able to sell their shares at prices at or above the \$10.00 offering price per share.

Following commencement of the subscription offering, the maximum of the valuation range may be increased by up to 15%, or up to \$264.5 million, without resoliciting subscribers, which will result in a corresponding increase of up to 15% in the maximum of the offering range to up to 26,450,000 shares, to reflect changes in the market and financial conditions or demand for the shares. We will not decrease the minimum of the valuation range and the minimum of the offering range without a resolicitation of subscribers. The subscription price of \$10.00 per share will remain fixed. See "—Limitations on Common Stock Purchases" as to the method of distribution and allocation of additional shares that may be issued in the event of an increase in the offering range to fill unfilled orders in the offering.

If the update to the independent valuation at the conclusion of the offering results in an increase in the maximum of the valuation range to more than \$264.5 million and a corresponding increase in the offering range to more than 26,450,000 shares, or a decrease in the minimum of the valuation range to less than \$170.0 million and a corresponding decrease in the offering range to fewer than 17,000,000 shares, then we will promptly return with interest at BankFinancial, F.S.B.'s passbook savings rate of interest all funds previously delivered to us to purchase shares of common stock and cancel deposit account withdrawal authorizations, and, after consulting with the Office of Thrift Supervision, we may terminate the plan of conversion and reorganization. Alternatively, we may hold a new offering, establish a new offering range, extend the offering period and commence a resolicitation of subscribers or take

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other actions as permitted by the Office of Thrift Supervision in order to complete the conversion and the offering. In the event that a resolicitation is commenced, we will promptly cancel deposit account withdrawal authorizations and return all funds received to subscribers as described above. We will notify subscribers of the extension of time and of the rights of subscribers to place a new stock order for a specified period of time. Any resolicitation following the conclusion of the subscription and community offerings would not exceed 45 days unless further extended by the Office of Thrift Supervision for periods of up to 90 days.

An increase in the number of shares to be issued in the offering would decrease both a subscriber's ownership interest and BankFinancial Corporation's pro forma earnings and stockholders' equity on a per share basis while increasing pro forma earnings and stockholders' equity on an aggregate basis. A decrease in the number of shares to be issued in the offering would increase both a subscriber's ownership interest and BankFinancial Corporation's pro forma earnings and stockholders' equity on a per share basis, while decreasing pro forma earnings and stockholders' equity on an aggregate basis. For a presentation of the effects of these changes, see "Pro Forma Data."

Copies of the independent valuation appraisal report of RP Financial, LC. and the detailed memorandum setting forth the method and assumptions used in the appraisal report are available for inspection at the main office of BankFinancial, F.S.B. and as specified under "Where You Can Find Additional Information."

Subscription Offering and Subscription Rights

In accordance with the plan of conversion and reorganization, rights to subscribe for shares of common stock in the subscription offering have been granted in the following descending order of priority. The filling of all subscriptions that we receive will depend on the availability of common stock after satisfaction of all subscriptions of all persons having prior rights in the subscription offering and to the maximum, minimum and overall purchase limitations set forth in the plan of conversion and reorganization and as described below under "—Limitations on Common Stock Purchases."

Priority 1: Eligible Account Holders. Each BankFinancial, F.S.B. depositor with aggregate deposit account balances of \$50.00 or more (a "Qualifying Deposit") on March 31, 2003 (an "Eligible Account Holder") will receive, without payment therefor, nontransferable subscription rights to purchase, subject to the overall purchase limitations, up to 50,000 shares of our common stock or, if greater, 15 times the number of subscription shares offered multiplied by the aggregate Qualifying Deposit account balances of the Eligible Account Holder divided by the aggregate Qualifying Deposit account balances of all Eligible Account Holders. See "—Limitations on Common Stock Purchases." If there are not sufficient shares available to satisfy all subscriptions, shares will first be allocated so as to permit each Eligible Account Holder to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares or the number of shares for which he or she subscribed. Thereafter, unallocated shares will be allocated to each Eligible Account Holder whose subscription remains unfilled in the proportion that the amount of his or her Qualifying Deposit bears to the total amount of Qualifying Deposits of all subscribing Eligible Account Holders whose subscriptions remain unfilled. If an amount so allocated exceeds the amount subscribed for by any one or more Eligible Account Holders, the excess shall be reallocated among those Eligible Account Holders whose subscriptions are not fully satisfied until all available shares have been allocated.

To ensure proper allocation of our shares of common stock, each Eligible Account Holder must list on his or her stock order form all deposit accounts in which he or she has an ownership interest on March 31, 2003. In the event of oversubscription, failure to list an account could result in fewer shares

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being allocated than if all accounts had been disclosed. In the event of an oversubscription, the subscription rights of Eligible Account Holders who are also directors or executive officers of BankFinancial Corporation or their associates will be subordinated to the subscription rights of other Eligible Account Holders to the extent attributable to increased deposits in the twelve months preceding March 31, 2003.

Priority 2: Tax-Qualified Plans. Our tax-qualified employee benefit plans, including our employee stock ownership plan and Associate Investment Plan (401(k) plan), will receive, without payment therefor, nontransferable subscription rights to purchase in the aggregate up to 10% of the shares of common stock sold in the offering

Priority 3: Supplemental Eligible Account Holders. To the extent that there are sufficient shares of common stock remaining after satisfaction of subscriptions by Eligible Account Holders and our tax-qualified employee benefit plans, each BankFinancial, F.S.B. depositor with a Qualifying Deposit on December 31, 2004 who is not an Eligible Account Holder (“Supplemental Eligible Account Holder”) will receive, without payment therefor, nontransferable subscription rights to purchase up to 50,000 shares of common stock or, if greater, 15 times the number of subscription shares offered multiplied by the aggregate Qualifying Deposit account balances of the Supplemental Eligible Account Holder divided by the aggregate Qualifying Deposit account balances of all Supplemental Eligible Account Holders, subject to the overall purchase limitations. See “—Limitations on Common Stock Purchases.” If there are not sufficient shares available to satisfy all subscriptions, shares will be allocated so as to permit each Supplemental Eligible Account Holder to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares of common stock or the number of shares for which he or she subscribed. Thereafter, unallocated shares will be allocated to each Supplemental Eligible Account Holder whose subscription remains unfilled in the proportion that the amount of his or her Qualifying Deposit bears to the total amount of Qualifying Deposits of all Supplemental Eligible Account Holders whose subscriptions remain unfilled. If an amount so allocated exceeds the amount subscribed for by any one or more Supplemental Eligible Account Holders, the excess shall be reallocated among those Supplemental Eligible Account Holders whose subscriptions are not fully satisfied until all available shares have been allocated.

To ensure proper allocation of common stock, each Supplemental Eligible Account Holder must list on the stock order form all deposit accounts in which he or she has an ownership interest as of December 31, 2004. In the event of oversubscription, failure to list an account could result in fewer shares being allocated than if all accounts had been disclosed.

Priority 4: Other Members. To the extent that there are shares of common stock remaining after satisfaction of subscriptions by Eligible Account Holders, our tax-qualified employee benefit plans and Supplemental Eligible Account Holders, each depositor of BankFinancial, F.S.B. on the voting record date of [record date] and each borrower as of January 1, 1999 whose borrowings remain outstanding as of [record date] who is not an Eligible Account Holder or Supplemental Eligible Account Holder (“Other Members”) will receive, without payment therefor, nontransferable subscription rights to purchase up to 50,000 shares of common stock, subject to the overall purchase limitations. See “—Limitations on Common Stock Purchases.” If there are not sufficient shares available to satisfy all subscriptions, available shares will be allocated on a pro rata basis based on the size of the order of each Other Member whose order remains unfilled.

Expiration Date. The Subscription Offering will expire at 12:00 noon, Central time, on [expiration date], unless extended by us for up to 45 days or such additional periods with the approval of the Office of Thrift Supervision, if necessary. Subscription rights will expire whether or not each eligible

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depositor or borrower can be located. We may decide to extend the expiration date of the subscription offering for any reason, whether or not subscriptions have been received for shares at the minimum, midpoint or maximum of the offering range. Subscription rights which have not been exercised prior to the expiration date will become void.

We will not execute orders until we received orders to purchase at least the minimum number of shares of common stock. If we have not received orders to purchase at least 17,000,000 shares within 45 days after the expiration date and the Office of Thrift Supervision has not consented to an extension, all funds delivered to us to purchase shares of common stock in the offering will be returned promptly to the subscribers with interest at BankFinancial, F.S.B.'s passbook savings rate and all deposit account withdrawal authorizations will be canceled. If an extension beyond the 45-day period following the expiration date is granted by the Office of Thrift Supervision, all funds delivered to us to purchase shares of common stock in the offering will be returned promptly to the subscribers with interest at BankFinancial, F.S.B.'s passbook savings rate and all deposit account withdrawal authorizations will be canceled. We will notify subscribers of the extension of time and of the rights of subscribers to place a new stock order for a specified period of time. Extensions may not go beyond [final date], which is two years after the special meeting of members of BankFinancial MHC to vote on the conversion.

Community Offering

To the extent that shares of common stock remain available for purchase after satisfaction of all subscriptions of the Eligible Account Holders, our tax-qualified employee benefit plans, Supplemental Eligible Account Holders and Other Members, we may offer shares pursuant to the plan of conversion and reorganization to members of the general public in a community offering. Shares may be offered with a preference to natural persons residing in the Illinois counties of Cook, DuPage, Lake and Will.

Subscribers in the community offering may purchase up to 50,000 shares of common stock, subject to the overall purchase limitations. See “—Limitations on Common Stock Purchases.” **The opportunity to purchase shares of common stock in the community offering category is subject to our right, in our sole discretion, to accept or reject any such orders in whole or in part either at the time of receipt of an order or as soon as practicable following the expiration date of the offering.**

If we do not have sufficient shares of common stock available to fill the orders of natural persons residing in the Illinois counties of Cook, DuPage, Lake and Will, we will allocate the available shares among those persons in a manner that permits each of them, to the extent possible, to purchase the lesser of 100 shares, or the number of shares subscribed for by such person. Thereafter, unallocated shares will be allocated among natural persons residing in the Illinois counties of Cook, DuPage, Lake and Will whose orders remain unsatisfied on an equal number of shares basis per order.

The term “residing” or “resident” as used in this prospectus means any person who occupies a dwelling within the Illinois counties of Cook, DuPage, Lake and Will, has a present intent to remain within this community for a period of time and manifests the genuineness of that intent by establishing an ongoing physical presence within the community, together with an indication that this presence within the community is something other than merely transitory in nature. We may utilize deposit or loan records or other evidence provided to us to decide whether a person is a resident. In all cases, however, the determination shall be in our sole discretion.

Expiration Date. The community offering may begin during or after the subscription offering, and is currently expected to terminate at the same time as the subscription offering, and must terminate no more than 45 days following the subscription offering. BankFinancial Corporation may decide to extend

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the community offering for any reason and is not required to give purchasers notice of any such extension unless such period extends beyond [extension date]. If we have not received orders to purchase 17,000,000 shares by [extension date], all funds delivered to us will be returned promptly to the subscribers with interest at BankFinancial, F.S.B.'s passbook savings rate and all withdrawal authorizations will be canceled. If an extension is granted by the Office of Thrift Supervision, we will notify purchasers of the extension of time and of the rights of purchasers to place a new stock order for a specified period of time. These extensions may not go beyond [final date], which is two years after the special meeting of members of BankFinancial MHC to vote on the conversion.

Syndicated Community Offering

The plan of conversion provides that, if necessary, all shares of common stock not purchased in the subscription offering and community offering may be offered for sale to the general public in a syndicated community offering to be managed by Sandler O'Neill, acting as our agent. In such capacity, Sandler O'Neill may form a syndicate of other broker-dealers. Neither Sandler O'Neill nor any registered broker-dealer will have any obligation to take or purchase any shares of the common stock in the syndicated community offering; however, Sandler O'Neill has agreed to use its best efforts in the sale of shares in any syndicated community offering. The syndicated community offering would terminate no later than 45 days after the expiration of the subscription offering, unless extended by us, with approval of the Office of Thrift Supervision. See "—Community Offering" above for a discussion of rights of subscribers in the event an extension is granted.

The opportunity to subscribe for shares of common stock in the syndicated community offering is subject to our right to reject orders, in whole or in part, either at the time of receipt of an order or as soon as practicable following the expiration date of the offering. If your order is rejected in part, you will not have the right to cancel the remainder of your order.

Purchasers in the syndicated community offering are eligible to purchase up to 50,000 shares of common stock, subject to the overall purchase limitations. See "—Limitations on Common Stock Purchases." We may begin the syndicated community offering at any time following the commencement of the subscription offering.

If we are unable to find purchasers from the general public for all unsubscribed shares, we will make other purchase arrangements, if feasible. Other purchase arrangements must be approved by the Office of Thrift Supervision and may provide for purchases by directors, officers, their associates and other persons in excess of the limitations provided in the plan of conversion and in excess of the proposed director purchases discussed earlier, although no purchases are currently intended. If other purchase arrangements cannot be made, we may do any of the following: terminate the offering and promptly return all funds; set a new offering range, notify all subscribers and give them the opportunity to confirm, cancel or change their orders; or take such other actions as may be permitted by the Office of Thrift Supervision.

Limitations on Common Stock Purchases

The plan of conversion and reorganization includes the following limitations on the number of shares of common stock that may be purchased in the offering:

- No person may purchase fewer than 25 shares of common stock or generally more than 50,000 shares;
- Our tax-qualified stock benefit plans, including our employee stock ownership plan and Associate Investment Plan (401(k) plan) may purchase in the aggregate up to 10% of the shares of common stock issued in the offering, including shares issued in the event of an increase in the offering range of up to 15%;
- Except for the tax-qualified employee benefit plans, as described above, no person or entity, together with associates or persons acting in concert with such person or entity, may purchase more than 75,000 shares in all categories of the offering combined; and
- The maximum number of shares of common stock that may be purchased in all categories of the offering by our executive officers and directors and their associates, in the aggregate may not exceed 25% of the shares issued in the offering.

Depending upon market or financial conditions, our Board of Directors, with the approval of the Office of Thrift Supervision and without further approval of members of BankFinancial MHC, may decrease or increase the purchase limitations. If a purchase limitation is increased, subscribers in the subscription offering who ordered the maximum amount will be, and, in our sole discretion, some other large subscribers may be, given the opportunity to increase their subscriptions up to the then applicable limit. The effect of this type of resolicitation will be an increase in the number of shares of common stock owned by subscribers who choose to increase their subscriptions.

In the event of an increase in the offering range of up to 15% of the total number of shares of common stock offered in the offering, shares will be allocated in the following order of priority in accordance with the plan of conversion:

- (1) to fill our tax-qualified employee benefit plans' subscriptions for up to 10% of the total number of shares of common stock issued in the offering;
- (2) in the event that there is an oversubscription at the Eligible Account Holder, Supplemental Eligible Account Holder or Other Member levels, to fill unfulfilled subscriptions of these subscribers according to their respective priorities; and
- (3) to fill unfulfilled subscriptions in the community offering, with preference given first to natural persons residing in the Illinois counties of Cook, DuPage, Lake and Will.

The term "associate" of a person means:

- (1) any corporation or organization, other than BankFinancial Corporation, BankFinancial, F.S.B. or a majority-owned subsidiary of BankFinancial, F.S.B., of which the person is a senior officer, partner or 10% beneficial stockholder;

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- (2) any trust or other estate in which the person has a substantial beneficial interest or serves as a trustee or in a fiduciary capacity, excluding any employee stock benefit plan in which the person has a substantial beneficial interest or serves as trustee or in a fiduciary capacity; and
- (3) any blood or marriage relative of the person, who either lives in the same home as the person or who is a director or officer of BankFinancial Corporation or BankFinancial, F.S.B.

The term “acting in concert” means:

- (1) knowing participation in a joint activity or interdependent conscious parallel action towards a common goal whether or not pursuant to an express agreement; or
- (2) a combination or pooling of voting or other interests in the securities of an issuer for a common purpose pursuant to any contract, understanding, relationship, agreement or other arrangement, whether written or otherwise.

A person or company which acts in concert with another person or company (“other party”) shall also be deemed to be acting in concert with any person or company who is also acting in concert with that other party, except that any tax-qualified employee stock benefit plan will not be deemed to be acting in concert with its trustee or a person who serves in a similar capacity solely for the purpose of determining whether common stock held by the trustee and common stock held by the employee stock benefit plan will be aggregated.

Our directors are not treated as associates of each other solely because of their membership on the Board of Directors. We have the right to determine whether prospective purchasers are associates or acting in concert. Common stock purchased in the offering will be freely transferable except for shares purchased by executive officers and directors of BankFinancial Corporation or BankFinancial, F.S.B. and except as described below. Any purchases made by any associate of BankFinancial Corporation or BankFinancial, F.S.B. for the explicit purpose of meeting the minimum number of shares of common stock required to be sold in order to complete the offering shall be made for investment purposes only and not with a view toward redistribution. In addition, under the guidelines of the National Association of Securities Dealers, Inc., members of the National Association of Securities Dealers and their associates are subject to certain restrictions on transfer of securities purchased in accordance with subscription rights and to certain reporting requirements upon purchase of these securities. For a further discussion of limitations on purchases of our shares of common stock at the time of conversion and thereafter, see “—Certain Restrictions on Purchase or Transfer of Our Shares after Conversion” and “Restrictions on Acquisition of BankFinancial Corporation.”

Marketing and Distribution; Compensation

Offering materials have been initially distributed to certain persons by mail, with additional copies made available through our Conversion Center.

We have engaged Sandler O’Neill, a broker-dealer registered with the National Association of Securities Dealers, as a financial and marketing advisor in connection with the offering of our common stock. In its role as financial and marketing advisor, Sandler O’Neill will assist us in the offering as follows:

- consulting as to the securities marketing implications of any aspect of the plan of conversion or any related corporate documents;

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- reviewing with our Board of Directors the securities marketing implications of the independent appraiser's appraisal of the common stock;
- reviewing all offering documents, including this prospectus, stock order forms and related offering materials (we are responsible for the preparation and filing of such documents);
- assisting in the design and implementation of a marketing strategy for the offering;
- assisting us in scheduling and preparing for meetings with potential investors and broker-dealers; and
- providing such other general advice and assistance we may request to promote the successful completion of the offering.

For these services, Sandler O'Neill will receive a fee of 0.90% of the aggregate dollar amount of the common stock sold in the subscription and community offerings if the conversion is consummated, excluding in each case shares purchased by our tax qualified employee benefit plans and shares purchased by our directors, officers and employees and their immediate families. For these services, we have made an advance payment of \$25,000 to Sandler O'Neill and will make another advance payment of \$25,000 when the subscription offering commences.

The plan of conversion provides that, if necessary, all shares of common stock not purchased in the subscription offering and community offering may be offered for sale to the general public in a syndicated community offering to be managed by Sandler O'Neill. In such capacity, Sandler O'Neill may form a syndicate of other broker-dealers. Neither Sandler O'Neill nor any registered broker-dealer will have any obligation to take or purchase any shares of the common stock in the syndicated community offering; however, Sandler O'Neill has agreed to use its best efforts in the sale of shares in any syndicated community offering. If there is a syndicated community offering, Sandler O'Neill will receive a management fee of 1.0% of the aggregate dollar amount of the common stock sold in the syndicated community offering. The total fees payable to Sandler O'Neill and other NASD member firms in the syndicated community offering will not exceed 6.0% of the aggregate dollar amount of the common stock sold in the syndicated community offering.

We also will reimburse Sandler O'Neill for its reasonable out-of-pocket expenses (including legal fees and expenses) associated with its marketing effort, up to a maximum of \$50,000 unless otherwise agreed by us. If the plan of conversion is terminated or if Sandler O'Neill's engagement is terminated in accordance with the provisions of the agreement, Sandler O'Neill will only receive reimbursement of its reasonable out-of-pocket expenses and will return any amounts paid or advanced by us in excess of these expenses. We will indemnify Sandler O'Neill against liabilities and expenses (including legal fees) incurred in connection with certain claims or litigation arising out of or based upon untrue statements or omissions contained in the offering material for the common stock, including liabilities under the Securities Act of 1933.

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In addition, we have engaged Sandler O'Neill to act as conversion agent in connection with the offering. In its role as conversion agent, Sandler O'Neill will assist us in the offering as follows:

- (1) consolidation of accounts and development of a central file;
- (2) preparation of order and/or request forms;
- (3) organization and supervision of our Conversion Center; and
- (4) subscription services.

For these services, Sandler O'Neill will receive a fee of \$35,000 and reimbursement for its reasonable out-of-pocket expenses.

Our directors and executive officers may participate in the solicitation of offers to purchase common stock. These persons will be reimbursed for their reasonable out-of-pocket expenses incurred in connection with the solicitation. Other trained employees of BankFinancial, F.S.B. may assist in the offering in ministerial capacities, providing clerical work in effecting a sales transaction or answering questions of a ministerial nature. No offers or sales may be made by tellers or at the teller counters. All sales activity will be conducted in a segregated or separately identifiable area of BankFinancial, F.S.B.'s Burr Ridge office facility apart from the area accessible to the general public. Other questions of prospective purchasers will be directed to executive officers or registered representatives of Sandler O'Neill. Our other employees have been instructed not to solicit offers to purchase shares of common stock or provide advice regarding the purchase of common stock. We will rely on Rule 3a4-1 under the Securities Exchange Act of 1934, as amended, and sales of common stock will be conducted within the requirements of Rule 3a4-1, so as to permit officers, directors and employees to participate in the sale of common stock. None of our officers, directors or employees will be compensated in connection with their participation in the offering by the payment of commissions or other remuneration based either directly or indirectly on the transactions in the shares of common stock.

The offering will comply with the requirements of Rule 10b-9 under the Securities Exchange Act of 1934.

Procedure for Purchasing Shares

Expiration Date. The offering will expire at 12:00 noon, Central time, on [expiration date], unless we extend it for up to 45 days, with the approval of the Office of Thrift Supervision, if required. This extension may be approved by us, in our sole discretion, without further approval or additional notice to purchasers in the offering. Any extension of the subscription and/or community offering beyond [extension date] would require the Office of Thrift Supervision's approval. All funds delivered to us to purchase shares of common stock in the offering would be returned promptly to the subscribers with interest at BankFinancial, F.S.B.'s passbook savings rate and all deposit account withdrawal authorizations would be canceled. Potential purchasers would be given the right to place new orders for common stock. If we have not received orders to purchase the minimum number of shares offered in the offering by the expiration date or any extension thereof, we may terminate the offering and promptly refund all funds received for shares of common stock. If the number of shares offered is reduced below the minimum of the offering range, or increased above the adjusted maximum of the offering range, we will promptly return all funds previously delivered to us to purchase shares of common stock with interest at BankFinancial, F.S.B.'s passbook savings rate and all deposit account withdrawal authorizations will be canceled. Subscribers may be resolicited with the approval of the Office of Thrift Supervision.

To ensure that each purchaser receives a prospectus at least 48 hours before the expiration date of the offering in accordance with Rule 15c2-8 of the Securities Exchange Act, no prospectus will be mailed

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any later than five days prior to the expiration date or hand delivered any later than two days prior to the expiration date. Execution of an order form will confirm receipt of delivery in accordance with Rule 15c2-8. Order forms will be distributed only with a prospectus. Subscription funds will be maintained in a segregated account at BankFinancial, F.S.B. or at another insured depository institution and will earn interest at our passbook savings rate from the date of receipt.

We reserve the right in our sole discretion to terminate the offering at any time and for any reason, in which case we will cancel any deposit account withdrawal orders and promptly return all funds delivered to us, with interest at BankFinancial, F.S.B.'s passbook savings rate from the date of receipt.

We have the right to reject any order submitted in the offering by a person who we believe is making false representations or who we otherwise believe, either alone or acting in concert with others, is violating, evading, circumventing, or intends to violate, evade or circumvent the terms and conditions of the plan of conversion.

Use of Order Forms. In order to purchase shares of common stock in the subscription offering and community offering, you must complete an order form and remit full payment. We will not be required to accept incomplete order forms, unsigned order forms, orders submitted on photocopied or facsimiled order forms. We must receive all order forms prior to 12:00 noon, Central time, on [expiration date]. We are not required to accept order forms that are not received by that time, are executed defectively or are received without full payment or without appropriate withdrawal instructions. A postmark prior to [expiration date] will not entitle you to purchase shares of common stock unless we receive the envelope by [expiration date]. We are not required to notify subscribers of incomplete or improperly executed order forms, and we have the right to permit the correction of incomplete or improperly executed order forms or waive immaterial irregularities. We do not represent, however, that we will do so and we have no affirmative duty to notify any prospective subscriber of any such defects. You may submit your order form and payment by mail using the return envelope provided, by bringing your order form to our Conversion Center or by overnight delivery to the indicated address on the order form. Once tendered, an order form cannot be modified or revoked without our consent. We reserve the absolute right, in our sole discretion, to reject orders received in the community offering, in whole or in part, at the time of receipt or at any time prior to completion of the offering. If you are ordering shares, you must represent that you are purchasing shares for your own account and that you have no agreement or understanding with any person for the sale or transfer of the shares. Our interpretation of the terms and conditions of the plan of conversion and reorganization and of the acceptability of the order forms will be final, subject to the authority of the Office of Thrift Supervision.

By signing the order form, you will be acknowledging that the common stock is not a deposit or savings account and is not federally insured or otherwise guaranteed by BankFinancial, F.S.B. or the federal government, and that you received a copy of this prospectus. However, signing the order form will not result in you waiving your rights under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Payment for Shares. Payment for all shares of common stock will be required to accompany all completed order forms for the purchase to be valid. Payment for shares may be made by:

- (1) personal check, bank check or money order, payable to BankFinancial Corporation; or
- (2) authorization of withdrawal from BankFinancial, F.S.B. deposit accounts designated on the order form.

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Appropriate means for designating withdrawals from deposit accounts at BankFinancial, F.S.B. are provided in the order forms. The funds designated must be available in the account(s) at the time the order form is received. A hold will be placed on these funds, making them unavailable to the depositor. Funds authorized for withdrawal will continue to earn interest within the account at the contract rate until the offering is completed, at which time the designated withdrawal will be made. Interest penalties for early withdrawal applicable to certificate accounts will not apply to withdrawals authorized for the purchase of shares of common stock; however, if a withdrawal results in a certificate account with a balance less than the applicable minimum balance requirement, the certificate will be canceled at the time of withdrawal without penalty and the remaining balance will earn interest at the current passbook rate subsequent to the withdrawal. In the case of payments made by check or money order, these funds must be available in the account(s) and will be immediately cashed and placed in a segregated account at BankFinancial, F.S.B. and/or another insured depository institution and will earn interest at BankFinancial, F.S.B.'s passbook savings rate from the date payment is received until the offering is completed or terminated.

You may not use a check drawn on a BankFinancial, F.S.B. line of credit, and we will not accept third-party checks (a check written by someone other than you) payable to you and endorsed over to BankFinancial Corporation. If you request that we place a hold on your checking account for the subscription amount, we reserve the right to interpret that as your authorization to treat those funds as if we had received a check for the designated amount, and we will immediately withdraw the amount from your checking account. Once we receive your executed order form, it may not be modified, amended or rescinded without our consent, unless the offering is not completed by the expiration date, in which event purchasers may be given the opportunity to increase, decrease or rescind their orders for a specified period of time.

If you are interested in using your individual retirement account funds to purchase shares of common stock, you must do so through a self-directed individual retirement account such as a brokerage firm individual retirement account. By regulation, BankFinancial, F.S.B.'s individual retirement accounts are not self-directed, so they cannot be invested in our shares of common stock. Therefore, if you wish to use your funds that are currently in a BankFinancial, F.S.B. individual retirement account, you may not designate on the order form that you wish funds to be withdrawn from the account for the purchase of common stock. The funds you wish to use for the purchase of common stock will have to be transferred to a brokerage account. It may take several weeks to transfer your BankFinancial, F.S.B. individual retirement account to an independent trustee, so please allow yourself sufficient time to take this action. There will be no early withdrawal or Internal Revenue Service interest penalties for these transfers. Depositors interested in using funds in an individual retirement account or any other retirement account to purchase shares of common stock should contact our Conversion Center as soon as possible, preferably at least two weeks prior to the end of the offering period, because processing such transactions takes additional time, and whether such funds can be used may depend on limitations imposed by the institutions where such funds are currently held. We cannot guarantee that you will be able to use such funds.

We will have the right, in our sole discretion, to permit institutional investors to submit irrevocable orders together with the legally binding commitment for payment and to thereafter pay for the shares of common stock for which they subscribe in the community offering at any time prior to 48 hours before the completion of the offering. This payment may be made by wire transfer.

Our employee stock ownership plan will not be required to pay for any shares purchased in the offering until consummation of the offering, provided there is a loan commitment from an unrelated

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financial institution or BankFinancial Corporation to lend to the employee stock ownership plan the necessary amount to fund the purchase.

Regulations prohibit BankFinancial, F.S.B. from knowingly lending funds or extending credit to any persons to purchase shares of common stock in the offering.

Delivery of Stock Certificates. Certificates representing shares of common stock issued in the offering and BankFinancial, F.S.B. checks representing any applicable refund and/or interest paid on subscriptions made by check or money order will be mailed to the persons entitled thereto at the certificate registration address noted on the order form, as soon as practicable following consummation of the offering and receipt of all necessary regulatory approvals. Any certificates returned as undeliverable will be held by the transfer agent until claimed by persons legally entitled thereto or otherwise disposed of in accordance with applicable law. **Until certificates for the shares of common stock are available and delivered to purchasers, purchasers may not be able to sell the shares of common stock which they ordered, even though the common stock will have begun trading.**

Other Restrictions. Notwithstanding any other provision of the plan of conversion and reorganization, no person is entitled to purchase any shares of common stock to the extent the purchase would be illegal under any federal or state law or regulation, including state “blue sky” regulations, or would violate regulations or policies of the National Association of Securities Dealers, Inc., particularly those regarding free riding and withholding. We may ask for an acceptable legal opinion from any purchaser as to the legality of his or her purchase and we may refuse to honor any purchase order if an opinion is not timely furnished. In addition, we are not required to offer shares of common stock to any person who resides in a foreign country.

Restrictions on Transfer of Subscription Rights and Shares

Office of Thrift Supervision regulations prohibit any person with subscription rights, including the Eligible Account Holders, Supplemental Eligible Account Holders and Other Members, from transferring or entering into any agreement or understanding to transfer the legal or beneficial ownership of the subscription rights issued under the plan of conversion and reorganization or the shares of common stock to be issued upon their exercise. These rights may be exercised only by the person to whom they are granted and only for his or her account. Each person exercising subscription rights will be required to certify that he or she is purchasing shares solely for his or her own account and that he or she has no agreement or understanding regarding the sale or transfer of such shares. The regulations also prohibit any person from offering or making an announcement of an offer or intent to make an offer to purchase subscription rights or shares of common stock to be issued upon their exercise prior to completion of the offering.

We intend to pursue any and all legal and equitable remedies in the event we become aware of the transfer of subscription rights, and we will not honor orders that we believe involve the transfer of subscription rights.

Conversion Center

If you have any questions regarding the offering, please call or visit our Conversion Center, toll free, at 1-(888) 409-5600, from 10:00 a.m. to 4:00 p.m., Central time, Monday through Friday. The Conversion Center is located at our Hazel Crest office, 3700 W. 183rd Street, Hazel Crest, Illinois 60429. The Conversion Center will be closed weekends and bank holidays.

Liquidation Rights

In the unlikely event of a complete liquidation of BankFinancial Corporation prior to the conversion, all claims of creditors of BankFinancial Corporation, including those of depositors of BankFinancial, F.S.B. (to the extent of their deposit balances), would be paid first. Thereafter, if there were any assets of BankFinancial Corporation remaining, these assets would be distributed to stockholders, including BankFinancial MHC. In the unlikely event that BankFinancial MHC and BankFinancial Corporation liquidated prior to the conversion, all claims of their creditors would be paid first. Then, if there were any assets of BankFinancial MHC remaining, members of BankFinancial MHC would receive those remaining assets, pro rata, based upon the deposit balances in their deposit account in BankFinancial, F.S.B. immediately prior to liquidation. In the unlikely event that BankFinancial, F.S.B. were to liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by distribution of the "liquidation account" to certain depositors, with any assets remaining thereafter distributed to BankFinancial Corporation as the holder of BankFinancial, F.S.B. capital stock. Pursuant to the rules and regulations of the Office of Thrift Supervision, a post-conversion merger, consolidation, sale of bulk assets or similar combination or transaction with another insured savings institution would not be considered a liquidation and, in these types of transactions, the liquidation account would be assumed by the surviving institution.

The plan of conversion and reorganization provides for the establishment, upon the completion of the conversion, of a special "liquidation account" for the benefit of Eligible Account Holders and Supplemental Eligible Account Holders in an amount equal to the total equity of BankFinancial MHC as of the date of its latest balance sheet contained in this prospectus.

The purpose of the liquidation account is to provide Eligible Account Holders and Supplemental Eligible Account Holders who maintain their deposit accounts with BankFinancial, F.S.B. after the conversion with a liquidation interest in the unlikely event of the complete liquidation of BankFinancial, F.S.B. after the conversion. Each Eligible Account Holder and Supplemental Eligible Account Holder that continues to maintain his or her deposit account at BankFinancial, F.S.B., would be entitled, on a complete liquidation of BankFinancial, F.S.B. after the conversion, to an interest in the liquidation account prior to any payment to the stockholders of BankFinancial Corporation. Each Eligible Account Holder and Supplemental Eligible Account Holder would have an initial interest in the liquidation account for each deposit account, including savings accounts, transaction accounts such as negotiable order of withdrawal accounts, money market deposit accounts, and certificates of deposit, with a balance of \$50 or more held in BankFinancial, F.S.B. on March 31, 2003 and December 31, 2004, respectively. Each Eligible Account Holder and Supplemental Eligible Account Holder would have a pro rata interest in the total liquidation account for each such deposit account, based on the proportion that the balance of each such deposit account on March 31, 2003 or December 31, 2004, respectively, bears to the balance of all deposit accounts in BankFinancial, F.S.B. on such dates.

If, however, on any December 31 annual closing date commencing on or after the effective date of the conversion, the amount in any such deposit account is less than the amount in the deposit account on March 31, 2003 or December 31, 2004, as applicable, or any other annual closing date, then the interest in the liquidation account relating to such deposit account would be reduced from time to time by the proportion of any such reduction, and such interest will cease to exist if such deposit account is closed. In addition, no interest in the liquidation account would ever be increased despite any subsequent increase in the related deposit account. Payment pursuant to liquidation rights of Eligible Account Holders and Supplemental Eligible Account Holders would be separate and apart from the payment of any insured deposit accounts to such depositor. Any assets remaining after the above liquidation rights of

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Eligible Account Holders and Supplemental Eligible Account Holders are satisfied would be distributed to BankFinancial Corporation as the sole stockholder of BankFinancial, F.S.B.

Material Income Tax Consequences

Consummation of the conversion is subject to the prior receipt of an opinion of counsel or tax advisor with respect to federal and state income taxation that the conversion will not be a taxable transaction to BankFinancial MHC, BankFinancial Corporation, BankFinancial, F.S.B., Eligible Account Holders, Supplemental Eligible Account Holders, and other members of BankFinancial MHC. Unlike private letter rulings, opinions of counsel or tax advisors are not binding on the Internal Revenue Service or any state taxing authority, and such authorities may disagree with such opinions. In the event of such disagreement, there can be no assurance that BankFinancial Corporation or BankFinancial, F.S.B. would prevail in a judicial proceeding.

BankFinancial MHC and BankFinancial Corporation have received an opinion of counsel, Luse Gorman Pomerenk & Schick, P.C., regarding all of the material federal income tax consequences of the conversion, which includes the following:

1. The conversion of BankFinancial Corporation, a federal corporation, to a federally chartered interim stock savings bank will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, and the merger of BankFinancial Corporation with and into BankFinancial, F.S.B. qualifies as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.
2. Neither BankFinancial Corporation, a federal corporation, BankFinancial, F.S.B., nor BankFinancial MHC will recognize any gain or loss upon the transfer of assets of BankFinancial Corporation to BankFinancial, F.S.B. in exchange for shares of common stock of BankFinancial, F.S.B., which will be constructively received by BankFinancial MHC. (Sections 361 and 1032(a) of the Internal Revenue Code.)
3. The basis of the assets of BankFinancial Corporation and the holding period of such assets to be received by BankFinancial, F.S.B. will be the same as the basis and holding period in such assets in the hands of BankFinancial Corporation immediately before the exchange. (Sections 362(b) and 1223(2) of the Internal Revenue Code).
4. The conversion of BankFinancial MHC to a federally chartered interim stock savings bank will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code and the merger of BankFinancial MHC with and into BankFinancial, F.S.B. qualifies as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.
5. The exchange of Eligible Account Holders' and Supplemental Account Holders' interests in BankFinancial MHC for interests in a liquidation account established in BankFinancial, F.S.B. will satisfy the continuity of interest requirement of Section 1.368-1(b) of the Federal Income Tax Regulations.
6. None of BankFinancial MHC, BankFinancial, F.S.B., nor Eligible Account Holders, Supplemental Eligible Account Holders or Other Members, will recognize any gain or loss on the transfer of the assets of BankFinancial MHC to BankFinancial, F.S.B. in exchange for an interest in a liquidation account established in BankFinancial, F.S.B. for

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the benefit of Eligible Account Holders and Supplemental Eligible Account holders who remain depositors of BankFinancial, F.S.B. and nontransferable subscription rights to purchase shares of BankFinancial Corporation common stock.

7. It is more likely than not that the nontransferable subscription rights have no value, based on the fact that these rights are acquired by the recipients without cost, are nontransferable and of short duration, and afford the recipients the right only to purchase the common stock at a price equal to its estimated fair market value, which will be the same price as the subscription price for the shares of common stock in the offering. Accordingly, no gain or loss will be recognized by Eligible Account Holders, Supplemental Eligible Account Holders or other members upon distribution to them of nontransferable subscription rights to purchase shares of BankFinancial Corporation common stock, provided that the amount to be paid for BankFinancial Corporation common stock is equal to the fair market value of BankFinancial Corporation common stock.
8. The basis of the shares of BankFinancial Corporation common stock purchased in the offering will be the purchase price. The holding period of the BankFinancial Corporation common stock purchased pursuant to the exercise of nontransferable subscription rights will commence on the date on which the right to acquire such stock was exercised.
9. No gain or loss will be recognized by BankFinancial Corporation on the receipt of money in exchange for shares of BankFinancial Corporation common stock sold in the offering.

In the view of RP Financial, LC. (who is acting as independent appraiser of the value of the shares of BankFinancial Corporation common stock in connection with the conversion), which view is not binding on the Internal Revenue Service, the subscription rights do not have any value for the reasons set forth in paragraph 7, above. If the subscription rights granted to Eligible Account Holders and Supplemental Eligible Account Holders are deemed to have an ascertainable value, receipt of these rights could result in taxable gain to those Eligible Account Holders and Supplemental Eligible Account Holders who exercise the subscription rights in an amount equal to their value, and BankFinancial Corporation could recognize gain on a distribution. Eligible Account Holders and Supplemental Eligible Account Holders are encouraged to consult with their own tax advisors as to the tax consequences in the event that subscription rights are deemed to have an ascertainable value.

The Internal Revenue Service has announced that it will not issue private letter rulings with respect to the issue of whether nontransferable rights have value. Unlike private letter rulings, an opinion of counsel or the view of an independent appraiser is not binding on the Internal Revenue Service and the Internal Revenue Service could disagree with the conclusions reached therein. Depending on the conclusion or conclusions with which the Internal Revenue Service disagrees, the Internal Revenue Service may take the position that the transaction is taxable to any one or more of BankFinancial MHC, the members of BankFinancial MHC, BankFinancial Corporation and the Eligible Account Holders and Supplemental Eligible Account Holders who exercise their subscription rights. In the event of a disagreement, there can be no assurance that BankFinancial Corporation or BankFinancial, F.S.B. would prevail in a judicial or administrative proceeding.

The federal tax opinion has been filed with the Securities and Exchange Commission as an exhibit to BankFinancial Corporation's registration statement. Advice regarding the Illinois state income tax consequences consistent with the federal tax opinion has been issued by Crowe Chizek and Company LLC, tax advisors to BankFinancial MHC and BankFinancial Corporation.

Certain Restrictions on Purchase or Transfer of Our Shares after Conversion

All shares of common stock purchased in the offering by a director or an executive officer of BankFinancial, F.S.B. generally may not be sold for a period of one year following the closing of the conversion, except in the event of the death of the director or executive officer. Each certificate for restricted shares will bear a legend giving notice of this restriction on transfer, and instructions will be issued to the effect that any transfer within this time period of any certificate or record ownership of the shares other than as provided above is a violation of the restriction. Any shares of common stock issued at a later date as a stock dividend, stock split or otherwise with respect to the restricted stock will be similarly restricted. The directors and executive officers of BankFinancial Corporation also will be restricted by the insider trading rules promulgated pursuant to the Securities Exchange Act of 1934.

Purchases of shares of our common stock by any of our directors, executive officers and their associates, during the three-year period following the closing of the conversion may be made only through a broker or dealer registered with the Securities and Exchange Commission, except with the prior written approval of the Office of Thrift Supervision. This restriction does not apply, however, to negotiated transactions involving more than 1% of our outstanding common stock or to purchases of our common stock by our stock option plan or any of our tax-qualified employee stock benefit plans or nontax-qualified employee stock benefit plans, including any recognition and retention plans or restricted stock plans.

Office of Thrift Supervision regulations prohibit BankFinancial Corporation from repurchasing its shares of common stock during the first year following conversion unless compelling business reasons exist for such repurchases. After one year, the Office of Thrift Supervision does not impose any repurchase restrictions.

RESTRICTIONS ON ACQUISITION OF BANKFINANCIAL CORPORATION

Although the Board of Directors of BankFinancial Corporation is not aware of any effort that might be made to obtain control of BankFinancial Corporation after the conversion, the Board of Directors believes that it is appropriate to include certain provisions as part of BankFinancial Corporation's articles of incorporation to protect the interests of BankFinancial Corporation and its stockholders from takeovers which the Board of Directors of BankFinancial Corporation might conclude are not in the best interests of BankFinancial, F.S.B., BankFinancial Corporation or BankFinancial Corporation's stockholders.

The following discussion is a general summary of the material provisions of BankFinancial Corporation's articles of incorporation and bylaws, BankFinancial, F.S.B.'s charter and bylaws and certain other statutory and regulatory provisions that may be deemed to have an "anti-takeover" effect. The following description of certain of these provisions is necessarily general and, with respect to provisions contained in BankFinancial Corporation's articles of incorporation and bylaws and BankFinancial, F.S.B.'s charter and bylaws, reference should be made in each case to the document in question, each of which is part of BankFinancial MHC's application for conversion with the Office of Thrift Supervision and BankFinancial Corporation's registration statement filed with the Securities and Exchange Commission. See "Where You Can Find Additional Information."

BankFinancial Corporation's Articles of Incorporation and Bylaws

BankFinancial Corporation's articles of incorporation and bylaws contain a number of provisions relating to corporate governance and rights of stockholders that might discourage future takeover

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attempts. As a result, stockholders who might desire to participate in such transactions may not have an opportunity to do so. In addition, these provisions will also render the removal of the Board of Directors or management of BankFinancial Corporation more difficult.

The following description is a summary of the provisions of the articles of incorporation and bylaws. See “Where You Can Find Additional Information” as to how to review a copy of these documents.

Directors. Initially, the Board of Directors will be divided into three classes. Only one class of directors will be elected annually. Thus, it would take at least two annual elections to replace a majority of BankFinancial Corporation’s board of directors. Further, the bylaws authorize the board of directors to establish additional classes of directors and fill any vacancies so created, and impose notice, informational and other requirements and conditions in connection with the nomination by stockholders of candidates for election to the Board of Directors or the proposal by stockholders of business to be acted upon at an annual meeting of stockholders.

Restrictions on Call of Special Meetings. The bylaws provide that special meetings of stockholders can be called by the Chief Executive Officer, the President or the Board of Directors pursuant to a resolution adopted by a majority of the total number of directors authorized by our articles of incorporation and bylaws or upon the written request of stockholders entitled to cast a majority of the votes entitled to be cast at the Special Meeting, subject to compliance with certain rules and procedures set forth in the bylaws.

Prohibition of Cumulative Voting. The articles of incorporation prohibit cumulative voting for the election of Directors.

Limitation of Voting Rights. The articles of incorporation provide that in no event will any person who beneficially owns, directly or indirectly, more than 10% of the then-outstanding shares of common stock, be entitled or permitted to vote any of the shares of common stock held in excess of the 10% limit.

Restrictions on Removing Directors from Office. The articles of incorporation provide that directors can be removed from office for cause if the removal is approved by the vote of stockholders owning at least two-thirds of the shares entitled to vote in the election of directors (after giving effect to the limitation on voting rights discussed above in “—Limitation of Voting Rights”). However, if removal of a director is recommended by at least two-thirds of the total number of directors authorized by our articles of incorporation and bylaws (excluding the director whose removal is sought), a director may be removed with or without cause and the removal need only be approved by stockholders owning a majority of the shares entitled to vote on the matter (after giving effect to the limitation on voting rights discussed above in “—Limitation of Voting Rights”).

Authorized but Unissued Shares. After the conversion, BankFinancial Corporation will have authorized but unissued shares of common and preferred stock. See “Description of Capital Stock of BankFinancial Corporation Following the Conversion.” The articles of incorporation authorize 100,000,000 shares of common stock and 25,000,000 shares of serial preferred stock. The Board of Directors of BankFinancial Corporation may amend the articles of incorporation, without action by the stockholders, to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that BankFinancial Corporation has authority to issue. In addition, the Board of Directors of BankFinancial Corporation is authorized, without further approval of the stockholders, to issue additional shares of common or preferred stock and to classify or reclassify any unissued shares of

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stock (including common stock and preferred stock) from time to time into one or more classes or series subject to applicable provisions of law, and the Board of Directors is authorized to fix by setting or changing the designations, and the relative preferences, conversion or other rights (including offering rights), voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption for each class or series, voting rights, if any, including without limitation, offering rights of such shares (which could be multiple or as a separate class). In the event of a proposed merger, tender offer or other attempt to gain control of BankFinancial Corporation that the Board of Directors does not approve, it might be possible for the Board of Directors to authorize the issuance of common stock or a series of preferred stock with rights and preferences that would impede the completion of the transaction. An effect of the possible issuance of common or preferred stock therefore may be to deter a future attempt to gain control of BankFinancial Corporation. The Board of Directors has no present plan or understanding to issue any preferred stock.

Amendments to Articles of Incorporation and Bylaws. Maryland law provides that, subject to limited exceptions, the amendment or repeal of any provision of our articles of incorporation requires the approval at least two-thirds shares of common stock entitled to vote on the matter (after giving effect to the limitation on voting rights discussed above in “—Limitation of Voting Rights”). Our articles of incorporation, however, provide that if a proposed amendment or repeal is approved by at least two-thirds of the total number of authorized directors, assuming no vacancies, of BankFinancial Corporation, the proposed amendment or repeal need only be approved by a majority of the shares entitled to vote on the matter (after giving effect to the limitation on voting rights discussed above in “—Limitation of Voting Rights”). Maryland law and our articles of incorporation also provide that, in any event, the proposed amendment or repeal of any provision of our articles of incorporation must be approved and deemed advisable by our board of directors before it can be submitted for consideration at an annual or special meeting.

The bylaws may be amended exclusively by the affirmative vote of at least two-thirds of the total number of authorized directors, assuming no vacancies, of BankFinancial Corporation.

Approval of Consolidations, Mergers, and Other Similar Transactions. Maryland law provides that, subject to limited exceptions, consolidations, mergers and other similar transactions require the approval at stockholders owning at least two-thirds of the shares of common stock entitled to vote on the matter (after giving effect to the limitation on voting rights discussed above in “—Limitation of Voting Rights”). However, our articles of incorporation provide that if the transaction is approved by at least two-thirds of the total number of authorized directors, assuming no vacancies, of BankFinancial Corporation, the transaction need only be approved by stockholders owning a majority of the shares entitled to vote on the matter (after giving effect to the limitation on voting rights discussed above in “—Limitation of Voting Rights”).

In addition, BankFinancial Corporation is subject to the Maryland Business Combination Act, which prohibits a business combination between a corporation and an interested stockholder (one who beneficially owns 10% or more of the voting power of the corporation’s shares or an affiliate or associate of the corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then outstanding voting stock of the corporation) or an affiliate of an interested stockholder for a period of five years after the most recent date on which the interested stockholder becomes an interested stockholder, unless the board of directors approved in advance the transaction by which the interested stockholder otherwise would have become an interested stockholder or the corporation has exempted itself from the statute pursuant to a charter provision or by a resolution of its board of directors. After the five-year period has elapsed, a corporation subject to the statute may not consummate a business combination with an interested stockholder unless

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(1) the transaction has been recommended by the board of directors and (2) the transaction has been approved by the affirmative vote of at least (a) 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation and (b) two-thirds of the votes entitled to be cast by holders of voting stock other than shares owned by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder. These approval requirements do not have to be met if certain fair price and terms criteria have been satisfied.

Conversion Regulations

Office of Thrift Supervision regulations prohibit any person from making an offer, announcing an intent to make an offer or participating in any other arrangement to purchase stock or acquiring stock or subscription rights in a converting institution or its holding company from another person prior to completion of its conversion. Further, without the prior written approval of the Office of Thrift Supervision, no person may make an offer or announcement of an offer to purchase shares or actually acquire shares of a converted institution or its holding company for a period of three years from the date of the completion of the conversion if, upon the completion of such offer, announcement or acquisition, the person would become the beneficial owner of more than 10% of the outstanding stock of the institution or its holding company. The Office of Thrift Supervision has defined “person” to include any individual, group acting in concert, corporation, partnership, association, joint stock company, trust, unincorporated organization or similar company, a syndicate or any other group formed for the purpose of acquiring, holding or disposing of securities of an insured institution. However, offers made exclusively to a bank or its holding company, or an underwriter or member of a selling group acting on the converting institution’s or its holding company’s behalf for resale to the general public are excepted. The regulation also provides civil penalties for willful violation or assistance in any such violation of the regulation by any person connected with the management of the converting institution or its holding company or who controls more than 10% of the outstanding shares or voting rights of a converted institution or its holding company.

Change of Control Regulations

Under the Change in Bank Control Act, no person may acquire control of an insured federal savings bank or its parent holding company unless the Office of Thrift Supervision has been given 60 days’ prior written notice and has not issued a notice disapproving the proposed acquisition. In addition, Office of Thrift Supervision regulations provide that no company may acquire control of a savings bank without the prior approval of the Office of Thrift Supervision. Any company that acquires such control becomes a “savings and loan holding company” subject to registration, examination and regulation by the Office of Thrift Supervision.

Control, as defined under federal law, means ownership, control of or holding irrevocable proxies representing more than 25% of any class of voting stock, control in any manner of the election of a majority of the savings bank’s directors, or a determination by the Office of Thrift Supervision that the acquiror has the power to direct, or directly or indirectly to exercise a controlling influence over, the management or policies of the institution. Acquisition of more than 10% of any class of a savings bank’s voting stock, if the acquiror is also subject to any one of eight “control factors,” constitutes a rebuttable determination of control under the regulations. Such control factors include the acquiror being one of the two largest stockholders. The determination of control may be rebutted by submission to the Office of Thrift Supervision, prior to the acquisition of stock or the occurrence of any other circumstances giving rise to such determination, of a statement setting forth facts and circumstances which would support a finding that no control relationship will exist and containing certain undertakings. The regulations provide

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that persons or companies which acquire beneficial ownership exceeding 10% or more of any class of a savings bank's stock who do not intend to participate in or seek to exercise control over a savings bank's management or policies may qualify for a safe harbor by filing with the Office of Thrift Supervision a certification form that states, among other things, that the holder is not in control of such institution, is not subject to a rebuttable determination of control and will take no action which would result in a determination or rebuttable determination of control without prior notice to or approval of the Office of Thrift Supervision, as applicable. There are also rebuttable presumptions in the regulations concerning whether a group "acting in concert" exists, including presumed action in concert among members of an "immediate family."

The Office of Thrift Supervision may prohibit an acquisition of control if it finds, among other things, that:

- (1) the acquisition would result in a monopoly or substantially lessen competition;
- (2) the financial condition of the acquiring person might jeopardize the financial stability of the institution; or
- (3) the competence, experience or integrity of the acquiring person indicates that it would not be in the interest of the depositors or the public to permit the acquisition of control by such person.

DESCRIPTION OF CAPITAL STOCK

General

At the effective date, BankFinancial Corporation will be authorized to issue 100,000,000 shares of common stock, par value of \$0.01 per share, and 25,000,000 shares of preferred stock, par value \$0.01 per share. BankFinancial Corporation currently expects to issue in the offering up to 23,000,000 shares of common stock, subject to adjustment. BankFinancial Corporation will not issue shares of preferred stock in the conversion. Each share of BankFinancial Corporation common stock will have the same relative rights as, and will be identical in all respects to, each other share of common stock. Upon payment of the subscription price for the common stock, in accordance with the plan of conversion and reorganization, all of the shares of common stock will be duly authorized, fully paid and nonassessable.

The shares of common stock of BankFinancial Corporation will represent nonwithdrawable capital, will not be an account of an insurable type, and will not be insured by the Federal Deposit Insurance Corporation or any other government agency.

Common Stock

Dividends. BankFinancial Corporation may pay dividends out of statutory surplus or from net earnings if, as and when declared by its Board of Directors. The payment of dividends by BankFinancial Corporation is subject to limitations that are imposed by law and applicable regulation. The holders of common stock of BankFinancial Corporation will be entitled to receive and share equally in dividends as may be declared by the Board of Directors of BankFinancial Corporation out of funds legally available therefor. If BankFinancial Corporation issues shares of preferred stock, the holders thereof may have a priority over the holders of the common stock with respect to dividends.

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Voting Rights. Upon consummation of the conversion, the holders of common stock of BankFinancial Corporation will have exclusive voting rights in BankFinancial Corporation. They will elect BankFinancial Corporation's Board of Directors and act on other matters as are required to be presented to them under Maryland law or as are otherwise presented to them by the Board of Directors. Generally, each holder of common stock will be entitled to one vote per share and will not have any right to cumulate votes in the election of directors. Any person who beneficially owns more than 10% of the then-outstanding shares of BankFinancial Corporation's common stock, however, will not be entitled or permitted to vote any shares of common stock held in excess of the 10% limit. If BankFinancial Corporation issues shares of preferred stock, holders of the preferred stock may also possess voting rights. Certain matters, including a consolidation, merger, share exchange or a sale of substantially all of the assets of BankFinancial Corporation require a two-thirds stockholder vote unless the transaction is first approved by at least two-thirds of the Board of Directors.

As a federal stock savings bank, corporate powers and control of BankFinancial, F.S.B. are vested in its Board of Directors, who elect the officers of BankFinancial, F.S.B. and who fill any vacancies on the Board of Directors. Voting rights of BankFinancial, F.S.B. are vested exclusively in the owners of the shares of capital stock of BankFinancial, F.S.B., which will be BankFinancial Corporation, and voted at the direction of BankFinancial Corporation's Board of Directors. Consequently, the holders of the common stock of BankFinancial Corporation will not have direct control of BankFinancial, F.S.B.

Liquidation. In the event of any liquidation, dissolution or winding up of BankFinancial, F.S.B., BankFinancial Corporation, as the holder of 100% of BankFinancial, F.S.B.'s capital stock, would be entitled to receive all assets of BankFinancial, F.S.B. available for distribution, after payment or provision for payment of all debts and liabilities of BankFinancial, F.S.B., including all deposit accounts and accrued interest thereon, and after distribution of the balance in the liquidation account to Eligible Account Holders and Supplemental Eligible Account Holders, all assets of BankFinancial, F.S.B. available for distribution. In the event of liquidation, dissolution or winding up of BankFinancial Corporation, the holders of its common stock would be entitled to receive, after payment or provision for payment of all its debts and liabilities, all of the assets of BankFinancial Corporation available for distribution. If preferred stock is issued, the holders thereof may have a priority over the holders of the common stock in the event of liquidation or dissolution.

Preemptive Rights. Holders of the common stock of BankFinancial Corporation will not be entitled to preemptive rights with respect to any shares that may be issued. The common stock is not subject to redemption.

Preferred Stock

None of the shares of BankFinancial Corporation's authorized preferred stock will be issued as part of the offering. Preferred stock may be issued with preferences and designations as our Board of Directors may from time to time determine. Our Board of Directors may, without stockholder approval, issue shares of preferred stock with voting, dividend, liquidation and conversion rights that could dilute the voting strength of the holders of the common stock and may assist management in impeding an unfriendly takeover or attempted change in control.

TRANSFER AGENT

The transfer agent and registrar for BankFinancial Corporation's common stock is Computershare, Denver, Colorado.

EXPERTS

The consolidated financial statements of BankFinancial MHC, Inc. as of December 31, 2004 and 2003, and for each of the years in the three-year period ended December 31, 2004, appearing elsewhere in this prospectus have been included herein and in the registration statement in reliance upon the report of Crowe Chizek and Company LLC, independent registered public accounting firm, which is included herein and upon the authority of said firm as experts in accounting and auditing.

RP Financial, LC. has consented to the publication herein of the summary of its report to BankFinancial Corporation setting forth its opinion as to the estimated pro forma market value of the shares of common stock upon completion of the conversion and offering and its letter with respect to subscription rights.

LEGAL MATTERS

Luse Gorman Pomerenk & Schick, P.C., Washington, D.C., counsel to BankFinancial Corporation, BankFinancial MHC and BankFinancial, F.S.B., will issue to BankFinancial Corporation its opinion regarding the legality of the common stock and the federal income tax consequences of the conversion. Certain legal matters will be passed upon for Sandler O'Neill & Partners, L.P. by Barack Ferrazzano Kirschbaum Perlman and Nagelberg LLP, Chicago, Illinois.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

BankFinancial Corporation has filed with the Securities and Exchange Commission a registration statement under the Securities Act of 1933 with respect to the shares of common stock offered hereby. As permitted by the rules and regulations of the Securities and Exchange Commission, this prospectus does not contain all the information set forth in the registration statement. Such information, including the appraisal report which is an exhibit to the registration statement, can be examined without charge at the public reference facilities of the Securities and Exchange Commission located at 450 Fifth Street, N.W., Washington, D.C. 20549, and copies of such material can be obtained from the Securities and Exchange Commission at prescribed rates. The Securities and Exchange Commission telephone number is 1-800-SEC-0330. In addition, the Securities and Exchange Commission maintains a web site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Securities and Exchange Commission, including BankFinancial Corporation. The statements contained in this prospectus as to the contents of any contract or other document filed as an exhibit to the registration statement are, of necessity, brief descriptions of the material terms of, and should be read in conjunction with, such contract or document.

BankFinancial MHC has filed with the Office of Thrift Supervision an Application on Form AC with respect to the conversion. This prospectus omits certain information contained in the application. The application may be examined at the principal office of the Office of Thrift Supervision, 1700 G Street, N.W., Washington, D.C. 20552, and at the Southeast Regional Office of the Office of Thrift Supervision, 1475 Peachtree Street, N.E., Atlanta, Georgia 30309.

In connection with the offering, BankFinancial Corporation will register its common stock under Section 12(g) of the Securities Exchange Act of 1934 and, upon such registration, BankFinancial Corporation and the holders of its common stock will become subject to the proxy solicitation rules, reporting requirements and restrictions on common stock purchases and sales by directors, officers and greater than 10% stockholders, the annual and periodic reporting and certain other requirements of the Securities Exchange Act of 1934. Under the plan of conversion and reorganization, BankFinancial Corporation has undertaken that it will not terminate such registration for a period of at least three years following the conversion and the offering.

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BANKFINANCIAL MHC, INC.
Burr Ridge, Illinois

CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
BankFinancial MHC, Inc.
Burr Ridge, Illinois

We have audited the accompanying consolidated statements of financial condition of BankFinancial MHC, Inc. as of December 31, 2004 and 2003, and the related consolidated statements of income (loss), changes in members' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of BankFinancial MHC, Inc. as of December 31, 2004 and 2003, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2004 in conformity with U.S. generally accepted accounting principles.

As discussed in Note 20, the accompanying consolidated financial statements for the year ended December 31, 2003 have been restated to change the method of recognizing other than temporary impairment on securities available for sale, specifically certain perpetual preferred equity securities issued by the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation.

/s/ Crowe Chizek and Company LLC
Crowe Chizek and Company LLC

Oak Brook, Illinois
March 4, 2005

BANKFINANCIAL MHC, INC.
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
December 31, 2004 and 2003
(In thousands)

	2004	2003
		(Restated)
ASSETS		
Cash and due from financial institutions	\$ 27,867	\$ 26,359
Interest-bearing deposits in other financial institutions	1,431	2,271
Cash and cash equivalents	29,298	28,630
Securities available-for-sale, at fair value	268,093	257,520
Loans held-for-sale	5,531	5,280
Loans receivable, net of allowance for loan losses:		
December 31, 2004, \$11,019; and		
December 31, 2003, \$12,034	1,091,952	1,067,248
Stock in Federal Home Loan Bank, at cost	24,226	22,806
Premises and equipment, net	32,954	33,019
Accrued interest receivable	5,420	5,201
Goodwill	10,865	10,865
Core deposit intangible	9,882	11,583
Other assets	14,561	15,759
Total assets	\$1,492,782	\$1,457,911
LIABILITIES AND MEMBERS' EQUITY		
Liabilities		
Deposits	1,115,696	1,073,897
Borrowings	264,742	268,225
Advance payments by borrowers taxes and insurance	7,074	7,523
Accrued interest payable and other liabilities	10,382	11,579
Total liabilities	1,397,894	1,361,224
Commitments and contingent liabilities		
Members' equity		
Retained earnings	96,455	94,998
Accumulated other comprehensive income (loss)	(1,567)	1,689
Total members' equity	94,888	96,687
Total liabilities and members' equity	\$1,492,782	\$1,457,911

See accompanying notes to consolidated financial statements.

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BANKFINANCIAL MHC, INC.
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
Years ended December 31, 2004, 2003, and 2002
(In thousands)

	2004	2003	2002
		(Restated)	
Interest and dividend income			
Loans, including fees	\$56,630	\$ 56,912	\$68,230
Securities	8,144	9,288	12,016
Other	1,524	1,842	1,950
Total interest income	66,298	68,042	82,196
Interest expense			
Deposits	14,198	13,317	19,508
Borrowings	9,272	17,235	19,257
Total interest expense	23,470	30,552	38,765
Net interest income	42,828	37,490	43,431
Provision (credit) for loan losses	(22)	(579)	(422)
Net interest income after provision (credit) for loan losses	42,850	38,069	43,853
Noninterest income			
Fees and service charges	5,503	5,790	5,112
Insurance commissions and annuities income	782	824	1,169
Gain on sale of loans	321	2,419	1,352
Gain (loss) on sale of securities	599	—	(2)
Loan servicing fees	987	664	606
Amortization and impairment of servicing assets	(772)	(1,475)	(2,144)
Operations of real estate owned	509	(215)	(224)
Other	1,129	992	992
Total noninterest income	9,058	8,999	6,861
Noninterest expense			
Compensation and benefits	25,875	26,160	26,491
Office occupancy and equipment	5,112	4,942	6,286
Advertising and public relations	856	1,456	1,162
Data processing	2,765	2,515	3,394
Supplies, telephone, and postage	1,961	2,099	2,217
Amortization of intangibles	1,701	1,768	1,835
Loss on impairment of securities available for sale	8,793	12,457	—
Losses on early extinguishment of debt	—	8,347	—
Other	3,652	4,317	3,535
Total noninterest expense	50,715	64,061	44,920
Income (loss) before income taxes	1,193	(16,993)	5,794
Income tax expense (benefit)	(264)	(7,415)	748
Net income (loss)	\$ 1,457	\$ (9,578)	\$ 5,046

See accompanying notes to consolidated financial statements.

BANKFINANCIAL MHC, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY AND
COMPREHENSIVE INCOME (LOSS)
Years ended December 31, 2004, 2003, and 2002
(In thousands)

	<u>Retained Earnings</u>	<u>Accumulated Other- Comprehensive Income (Loss)</u>	<u>Total Members' Equity</u>	<u>Comprehensive Income (Loss)</u>
Balance at January 1, 2002	\$ 99,530	\$ 2,942	\$ 102,472	
Comprehensive income				
Net income	5,046	—	5,046	\$ 5,046
Change in other comprehensive income (loss), net of tax effects	—	(4,020)	(4,020)	(4,020)
Total comprehensive income				\$ 1,026
Balance at December 31, 2002	104,576	(1,078)	103,498	
Comprehensive income				
Net loss (Restated)	(9,578)	—	(9,578)	\$ (9,578)
Change in other comprehensive income (loss), net of tax effects (Restated)	—	2,767	2,767	2,767
Total comprehensive income (Restated)				\$ (6,811)
Balance at December 31, 2003	94,998	1,689	96,687	
Comprehensive income				
Net income	1,457	—	1,457	\$ 1,457
Change in other comprehensive income (loss), net of tax effects	—	(3,256)	(3,256)	(3,256)
Total comprehensive loss				\$ (1,799)
Balance at December 31, 2004	\$ 96,455	\$ (1,567)	\$ 94,888	

See accompanying notes to consolidated financial statements.

BANKFINANCIAL MHC, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31, 2004, 2003, and 2002
(In thousands)

	2004	2003	2002
		(Restated)	
Cash flows from operating activities			
Net income (loss)	\$ 1,457	\$ (9,578)	\$ 5,046
Adjustments to reconcile to net income (loss) to net cash from operating activities			
Provision (credit) for loan losses	(22)	(579)	(422)
Depreciation and amortization	3,500	3,657	5,191
Amortization of premiums and discounts	161	1,057	1,837
Net (gain) loss on sale of securities	(599)	—	2
Loss on impairment of securities available for sale	8,793	12,457	—
Loss on early extinguishment of debt	—	8,347	—
Amortization of premium on early extinguishment of debt	2,499	4,131	—
Amortization of core deposit and other intangible assets	2,837	4,084	2,376
Net change in net deferred loan origination costs	(381)	(557)	46
Net gain on sale of real estate owned	(542)	(20)	(23)
Net gain on sale of loans	(321)	(2,419)	(1,352)
Loans originated for sale	(47,631)	(152,148)	(117,213)
Proceeds from sale of loans	47,701	160,453	123,486
Federal Home Loan Bank of Chicago stock dividends	(1,420)	(1,678)	(1,062)
Net change in:			
Deferred income tax	(395)	(6,932)	(547)
Accrued interest receivable	(219)	585	1,600
Other assets	151	(613)	958
Interest payable and other liabilities	(1,197)	(5,659)	(1,121)
Net cash from operating activities	14,372	14,588	18,802
Cash flows from investing activities			
Securities available-for-sale			
Proceeds from sales	10,551	—	35,312
Proceeds from maturities	525	4,139	33,552
Proceeds from principal repayments	44,213	127,043	66,512
Purchases	(1,510)	(25,709)	(70,409)
Loans receivable			
Principal payments on loans receivable	439,065	515,904	723,112
Purchases	(115,166)	(115,660)	(13,816)
Originated for investment	(427,457)	(534,273)	(605,934)
Proceeds from sale of real estate owned	2,733	2,640	2,056
Purchase of premises and equipment, net	(2,312)	(8,766)	(3,530)
Net cash from investing activities	(49,358)	(34,682)	166,855

(Continued)

BANKFINANCIAL MHC, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31, 2004, 2003, and 2002
(In thousands)

	2004	2003	2002
		(Restated)	
Cash flows from financing activities			
Net change in deposits	\$42,085	\$ 19,700	\$(116,000)
Net change in advance payments by borrowers for taxes and insurance	(449)	(8)	823
Net change in borrowings	(5,982)	(34,518)	(23,877)
Payment for early extinguishment of debt	—	(17,195)	—
Net cash from financing activities	35,654	(32,021)	(139,054)
Net change in cash and cash equivalents	668	(52,115)	46,603
Beginning cash and cash equivalents	28,630	80,745	34,142
Ending cash and cash equivalents	\$29,298	\$ 28,630	\$ 80,745
Supplemental disclosures:			
Interest paid	\$21,144	\$ 28,592	\$ 41,607
Income taxes paid	—	—	—
Loans transferred to other real estate	557	3,301	2,009
Loans securitized	78,626	137,706	—
Due from broker for sale of securities not settled	205	—	—

See accompanying notes to consolidated financial statements.

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation: The consolidated financial statements include the accounts and transactions of BankFinancial MHC, Inc. and its wholly owned subsidiary, BankFinancial Corporation, and BankFinancial Corporation's wholly owned subsidiary, BankFinancial F.S.B. ("the Bank") and the Bank's wholly owned subsidiaries, BankFinancial Asset Recovery Corporation, SXNB Corporation, and Financial Assurance Inc. (collectively, "the Company"). SXNB Corporation ceased operations and was dissolved in October 2003. All significant intercompany accounts and transactions have been eliminated.

Nature of Business: The Company's revenues, operating income, and assets are primarily from the banking industry. All of the Company's banking operations are considered by management to be aggregated in one reportable operating segment. Loan origination customers are mainly located in the greater Chicago metropolitan area. To supplement loan originations, the Company purchases mortgage loans for which the underlying collateral is predominantly located in Illinois. The loan portfolio is concentrated in loans that are primarily secured by real estate.

Use of Estimates: To prepare financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and future results could differ. The allowance for loan losses, loan servicing rights, impairment of securities and fair value of financial instruments are particularly subject to change.

Securities: Debt securities are classified as held-to-maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Debt securities are classified as available-for-sale when they might be sold before maturity. Equity securities with readily determinable fair values are classified as available-for-sale. Securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income. Other securities, such as Federal Home Loan Bank ("FHLB") stock, are carried at cost.

Interest income is recognized under the interest method and includes amortization of purchase premium and discount. Gains and losses on sales are based on the amortized cost of the security sold. Declines in the fair value of securities below their cost that are other than temporary are reflected as realized losses. In determining if losses are other-than-temporary, management considers: (1) the length of time and extent that fair value has been less than cost or adjusted cost, as applicable (2) the financial condition and near term prospects of the issuer, and (3) the Company's ability and intent to hold the security for a period sufficient to allow for any anticipated recovery in fair value.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loans and Loan Income: Loans that management has the intent and ability to hold until maturity or payoff are reported at the principal balance outstanding, net of the allowance for loan losses, premiums and discounts on loans purchased, and net deferred loan costs. Interest income on loans is recognized in income over the term of the loan based on the amount of principal outstanding.

Loans originated are identified as either held for sale or investment at or soon after origination and accounted for accordingly. Loans that have been classified as held for sale are recorded at the lower of aggregate cost or market value. The Company sells a portion of its mortgage loan production in the secondary market. The Company obtains sales commitments on certain of these loans immediately prior to making the origination commitment. Net unrealized losses are recognized by charges to income.

Premiums and discounts associated with loans purchased are amortized over the expected life of the loan using the level-yield method.

Interest income is reported on the interest method and includes amortization of net deferred loan fees and costs over the contractual loan term, adjusted for prepayments. Interest income is discontinued at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience; the nature and volume of the portfolio; information about specific borrower situations; and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired or loans otherwise classified as substandard or doubtful. The general component covers nonclassified loans and is based on historical loss experience adjusted for current factors.

A loan is impaired when full payment under the loan terms is not expected. Commercial and commercial real estate loans are individually evaluated for impairment. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Large groups of smaller balance homogeneous loans, such as consumer and residential real estate loans, are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures.

Loan commitments are considered in determining the provision for loan losses. The Company has not recorded any provision for losses on loan commitments since no losses were probable and reasonably estimable.

Premises and Equipment: Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is included in noninterest expense and is computed on the straight-line method over the estimated useful lives of the assets. Useful lives are estimated to be 25 to 40 years for buildings and improvements that extend the life of the original building, 10 to 20 years for routine building improvements, five to fifteen years for furniture and equipment, two to five years for computer hardware and software and no greater than four years on automobiles. The cost of maintenance and repairs is charged to expense as incurred and significant repairs are capitalized.

Mortgage Servicing Rights: Mortgage servicing rights are recognized as assets for purchased rights and for the allocation value of retained servicing rights on loans sold. Mortgage servicing rights are expensed in proportion to, and over the period of, estimated net servicing revenues. Impairment is evaluated based on the fair value of the rights, using groupings of the underlying loans as to interest rates and then, secondarily, to geographic and prepayment characteristics. Any impairment of a grouping is reported as a valuation allowance.

Real Estate Owned: Real estate properties acquired in collection of a loan are initially recorded at fair value at acquisition, establishing a new cost basis. If fair value declines, a valuation allowance is recorded through expense. Expenses, gains and losses on disposition, and changes in the valuation allowance are reported in noninterest income.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Long-Term Assets: Premises and equipment and other long-term assets are reviewed for impairment when events indicate that their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Goodwill and Other Intangible Assets: Goodwill results from prior business acquisitions and represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment and any such impairment will be recognized in the period identified. There was no impairment to goodwill for the years ended December 31, 2004 and 2003.

Other intangible assets consist of core deposit intangible assets arising from whole bank acquisitions. They are initially measured at fair value and then are amortized on an accelerated method over their estimated useful lives, which is ten years.

Income Taxes: Income tax expense is the sum of the current year income tax due or refundable and the change in the deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax consequences of temporary differences between the carrying amounts and tax basis of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

Loan Commitments and Related Financial Instruments: Financial instruments include off-balance-sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Derivatives: Interest rate caps, which are derivative instruments, are recorded at their fair values. These derivatives are not designated as hedges; therefore, changes in fair value are reflected in income currently.

Fair Values of Financial Instruments: Fair values of financial instruments are estimated using relevant market value information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss Contingencies: Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe that there now are such matters that will have a material effect on the financial statements.

Cash Flows Reporting: Cash and cash equivalents include cash, amounts due from financial institutions under 90 days, and daily funds sold. Net cash flows are reported for customer deposit transactions, borrowings and advance payments by borrowers for taxes and insurance.

Comprehensive Income: Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available-for-sale, which are also recognized as separate components of members' equity.

New Accounting Standards: In January 2003, the Emerging Issues Task Force ("EITF") began a project "EITF 03-1" to provide additional guidance on when a market value decline on debt and marketable equity securities should be considered other-than-temporary. Currently, declines in market value that are considered to be other-than-temporary require that a loss be recognized through the income statement. The EITF issued additional guidance in March 2004 establishing criteria for recognition and measurement under this pronouncement. The Financial Accounting Standards Board recently delayed the effective date of the impairment requirements of EITF 03-1. If EITF 03-1 becomes effective in the future, management believes that it should not have a material impact on the Company's financial results as the Company already applies SEC Staff Accounting Bulletin 59 which management believes is no less stringent than EITF 03-1 as currently proposed.

On March 9, 2004, the SEC issued Staff Accounting Bulletin No. 105, *Application of Accounting Principles to Loan Commitments*. According to the release, the fair value of the loan commitment is determined without considering the value of future cash flows related to servicing the loans, and thus the fair value represents the value of having to make a loan at what may become a below-market rate. This guidance is applicable for mortgage loan commitments, where the loans are to be sold, entered into as of April 1, 2004 or later. Management determined that implementation did not have a material impact on financial statement reporting.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In December 2004, the Financial Accounting Standards Board issued Statement 123R "Share-Based Payment," that would be effective for all employee awards granted, modified, or settled after July 1, 2005 for calendar year-end companies. As of the effective date, compensation expense related to the non-vested portion of awards outstanding as of that date would be based on the grant-date fair value as calculated under the original provisions of Statement 123. Adoption of this standard could materially impact the amount of compensation expense incurred for future financial statements reporting if the Company has a stock award program in place after the proposed statement becomes effective.

Reclassifications: Certain reclassifications have been made in the prior year's financial statements to conform with the current year's presentation.

NOTE 2 - SECURITIES

The fair value of securities available-for-sale and the related gross unrealized gains and losses recognized in accumulated other comprehensive loss at December 31 is as follows:

	<u>Fair Value</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>
2004			
State and municipal	\$ 3,464	\$ 7	\$ (13)
Mortgage-backed securities	178,668	696	(1,660)
Collateralized mortgage obligations	1,700	27	—
SBA-guaranteed loan participation certificates	1,941	1	(18)
Equity securities	82,320	235	(1,875)
	<u>\$268,093</u>	<u>\$ 966</u>	<u>\$ (3,566)</u>
2003 - Restated			
State and municipal	\$ 2,385	\$ 14	\$ (14)
Mortgage-backed securities	154,267	1,471	(832)
Collateralized mortgage obligations	2,832	30	(1)
SBA-guaranteed loan participation certificates	2,601	2	(14)
Equity securities	95,335	2,500	(398)
Other debt securities	100	—	—
	<u>\$257,520</u>	<u>\$ 4,017</u>	<u>\$ (1,259)</u>

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 2 - SECURITIES (Continued)

Mortgage-backed securities and collateralized mortgage obligations consist of Federal Home Loan Mortgage Corporation ("Freddie Mac"), Federal National Mortgage Association ("Fannie Mae") and Government National Mortgage Association ("Ginnie Mae") issues at December 31, 2004 and 2003. Equity securities consist primarily of Fannie Mae and Freddie Mac preferred stock.

The fair values of debt securities available-for-sale at December 31, 2004 by contractual maturity, are shown below. Securities not due at a single maturity date are shown separately. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	<u>2004</u>
Due in one year or less	\$ 389
Due after one year through five years	1,856
Due after five years through ten years	1,219
	<u>3,464</u>
Mortgage-backed securities	178,668
Collateralized mortgage obligations	1,700
SBA-guaranteed loan participation certificates	1,941
Equity securities	82,320
	<u>268,093</u>
Total	<u>\$268,093</u>

Securities pledged at year end 2004 and 2003 had a carrying amount of \$86.2 million and \$171.4 million, respectively, and were pledged to secure certain depository relationships, advances from the FHLB of Chicago, and a line of credit with the Federal Reserve Bank of Chicago.

Sales of securities available-for-sale were as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Proceeds	\$10,551	\$—	\$35,312
Gross gains	599	—	69
Gross losses	—	—	(71)

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 2 - SECURITIES (Continued)

Securities with unrealized losses at year-end 2004 and 2003 not recognized in income are as follows:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
2004						
State and municipal	\$ —	\$ —	\$ 1,081	\$ 13	\$ 1,081	\$ 13
Mortgage-backed securities	75,122	887	49,201	773	124,323	1,660
Collateralized mortgage obligations	—	—	—	—	—	—
SBA-guaranteed loan participation certificates	—	—	1,472	18	1,472	18
Equity securities	38,375	1,375	20,750	500	59,125	1,875
Total temporarily impaired	\$113,497	\$ 2,262	\$72,504	\$ 1,304	\$186,001	\$ 3,566
2003 – Restated						
State and municipal	\$ —	\$ —	\$ 1,081	\$ 14	\$ 1,081	\$ 14
Mortgage-backed securities	83,268	831	523	1	83,791	832
Collateralized mortgage obligations	1,185	1	—	—	1,185	1
SBA-guaranteed loan participation certificates	—	—	1,842	14	1,842	14
Equity securities	25,725	398	—	—	25,725	398
Total temporarily impaired	\$110,178	\$ 1,230	\$ 3,446	\$ 29	\$113,624	\$ 1,259

The Company evaluates its investment securities with significant declines in fair value on a quarterly basis to determine whether they should be considered temporarily or other than temporarily impaired.

The unrealized losses on investments in state and municipal bonds, mortgage-backed securities, collateralized mortgage obligations, and SBA guaranteed loan participation certificates above were attributable to increases in interest rates, rather than credit quality. Since the Company has the ability and intent to hold these investments until a market price recovery or maturity, these investments are not considered impaired on an other-than-temporary basis.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 2 - SECURITIES (Continued)

The Company has developed a methodology for conducting periodic impairment testing on marketable equity securities with dividends that adjust periodically based on market interest rate indices (Fannie Mae and Freddie Mac preferred stocks included in equity securities). A determination of the severity of the impairment and the continuous duration of the impairment (generally as well as the continuous duration of any impairment exceeding 5%) is made. Using a valuation model, a projection is prepared for the value of each security in future periods using current data and mean and median historical data as inputs for the forward yield curve and the volatility curve parameters, and for each security, its original, current and mid-point spread over the applicable risk-free benchmark since time of issuance. The projection results are used to assess the likelihood of a recovery of the carrying value of the security, using evaluation criteria that require greater evidence of a full recovery as the duration and, particularly, the severity of an impairment increase, and consideration of other evidence that is relevant to the issue of recovery. Acting on the premise that a write-down may be required, the model results are considered together with other relevant evidence and a judgment is made as to whether the evidence favors a full recovery and whether the Company has the intent and ability to hold the preferred stock for the duration of the forecasted recovery period. In the absence of other relevant evidence, the model results will generally be controlling. If other relevant evidence exists, the model results will not necessarily be controlling and are weighed with the other relevant evidence.

The analysis performed and the evidence considered determined that unrealized losses on certain of the Fannie Mae and Freddie Mac preferred stocks constituted other than temporary impairments in 2004 and 2003. This conclusion was based primarily on the duration and severity of the unrealized losses, the Company's inability to forecast a full recovery in the value of these securities except in a small number of projected interest rate scenarios, the more stringent standards that must be met under SAB No. 59 when the severity and duration of losses are significant, and the uncertainties that are inherent in forecasting when interest rates, interest rate volatilities and spreads to risk-free benchmarks will return to historical norms. Based on these determinations, the Company reduced the combined carrying value of certain of the Fannie Mae and Freddie Mac preferred stocks by recording an impairment charge of \$8.8 million and \$12.5 million for the years ended December 31, 2004 and 2003, respectively.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 3 - LOANS RECEIVABLE

Loans receivable are as follows:

	<u>2004</u>	<u>2003</u>
Secured by one-to-four-family residential real estate	\$ 363,097	\$ 352,079
Secured by multi-family mortgage loans	240,607	239,758
Nonresidential real estate	248,781	256,871
Construction and land loans	59,950	65,052
Commercial loans	92,455	79,729
Commercial leases	86,362	72,962
Consumer loans	2,755	3,502
Other loans (including municipal)	6,044	6,621
	<u>1,100,051</u>	<u>1,076,574</u>
Total loans	1,100,051	1,076,574
Loans in process	824	993
Net deferred loan origination costs	2,096	1,715
Allowance for loan losses	(11,019)	(12,034)
	<u>\$1,091,952</u>	<u>\$1,067,248</u>
Loans, net	\$1,091,952	\$1,067,248

As of December 31, 2004 and 2003, there were approximately \$223.3 million and \$160.5 million, respectively, of loans purchased from other financial institutions included in the amount of loans secured by one-to-four-family residential real estate. Loans purchased were secured primarily by properties in Illinois.

Activity in the allowance for loan losses is as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Beginning balance	\$12,034	\$12,461	\$13,465
Provision (credit) for loan losses	(22)	(579)	(422)
Loans charged off	(1,393)	(433)	(1,292)
Recoveries	400	585	710
	<u>\$11,019</u>	<u>\$12,034</u>	<u>\$12,461</u>
Ending balance	\$11,019	\$12,034	\$12,461

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 3 - LOANS RECEIVABLE (Continued)

Impaired loans were as follows:

	<u>2004</u>	<u>2003</u>
Period-end loans with allocated allowance for loan losses	\$ 9,491	\$7,128
Period-end loans with no allocated allowance for loan losses	7,575	2,731
Total	\$17,066	\$9,859
Amount of the allowance for loan losses allocated	\$ 2,056	\$2,866
Average of impaired loans during the period	\$13,510	\$6,057

Interest income received on impaired loans was immaterial for the years ended December 31, 2004, 2003, and 2002.

Nonperforming loans were as follows:

	<u>2004</u>	<u>2003</u>
Loans past due over 90 days still on accrual	\$ —	\$ —
Nonaccrual loans	6,524	7,120

Nonperforming loans includes both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 4 - SECONDARY MORTGAGE MARKET ACTIVITIES

First mortgage loans serviced for others are not included in the accompanying consolidated statements of financial condition. The unpaid principal balances of these loans were approximately \$393.9 million, \$357.7 million and \$248.3 million at December 31, 2004, 2003, and 2002 respectively. Custodial escrow balances maintained in connection with the foregoing loan servicing were approximately \$10.1 million, \$7.4 million and \$12.2 million at December 31, 2004, 2003 and 2002 respectively.

Capitalized mortgage servicing rights are included in other assets in the accompanying consolidated statements of financial condition. Activity for capitalized mortgage servicing rights and the related valuation allowance was as follows.

	<u>2004</u>	<u>2003</u>
Servicing rights		
Beginning of year	\$2,690	\$ 2,745
Additions	990	2,102
Amortized to expense	(857)	(2,157)
Balance, end of year	\$2,823	\$ 2,690
Valuation allowance		
Beginning of year	\$ 318	\$ 1,000
Additions expensed	296	144
Reductions credited to expense	(381)	(826)
Balance, end of year	\$ 233	\$ 318
Carrying value of mortgage servicing rights	\$2,590	\$ 2,372
Fair value of mortgage servicing rights	\$2,738	\$ 3,146

The estimated fair value of mortgage servicing rights is the present value of the expected future cash flows over the projected life of the loan. Assumptions used in the present value calculation are based on actual performance of the underlying servicing along with general market consensus. The expected cash flow is the net amount of all mortgage servicing income and expense items. The expected cash flows are discounted at an interest rate appropriate for the associated risk given the current market conditions. Significant assumptions are as follows:

	<u>2004</u>	<u>2003</u>
Prepayment speed	23.55%	18.24%
Discount rate	12.00%	9.00%
Average servicing cost per loan	\$54.00	\$53.00
Escrow float rate	2.93%	4.00%

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 4 - SECONDARY MORTGAGE MARKET ACTIVITIES (Continued)

Key economic assumptions used in measuring the fair value of the Company's mortgage servicing rights as of December 31, 2004 and the effect on the fair value of our mortgage servicing rights from adverse changes in those assumptions, are as follows:

	(dollars in thousands)
Fair value of mortgage servicing rights	\$2,738
Weighted average annual prepayment speed	23.55%
Decrease in fair value from 10% adverse change	158
Decrease in fair value from 20% adverse change	297
Weighted-average annual discount rate	12.00%
Decrease in fair value from 10% adverse change	78
Decrease in fair value from 20% adverse change	153

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in fair value based on variations in individual assumptions generally cannot be used to predict changes in fair value based upon further variations of the same assumptions. Also, in the above table, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated independently without changing any other assumption. In reality, changes in one factor may result in changes in another factor, which might magnify or counteract the sensitivities.

Estimated amortization expense for each of the next five years:

2005	\$789
2006	594
2007	425
2008	302
2009	216

NOTE 5 - SECURITIZATIONS

The Company securitizes conforming adjustable rate residential mortgage loans with Fannie Mae. In these securitizations, the Company retained servicing responsibilities. The Company receives annual servicing fees approximating 0.25 percent of the outstanding balance. Fannie Mae has no recourse to the Company's other assets for failure of debtors to pay when due. The Company receives securities in exchange for loans in these transactions and records no gain or loss. During 2004 and 2003, \$78.6 million and \$137.7 million of adjustable rate residential mortgage loans were securitized. There were no securitizations in 2002.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 6 - ACCRUED INTEREST RECEIVABLE

Accrued interest receivable is summarized as follows:

	2004	2003
Investment securities	\$ 692	\$ 643
Loans receivable	4,728	4,558
	<u>\$5,420</u>	<u>\$5,201</u>

NOTE 7 - PREMISES AND EQUIPMENT

Premises and equipment are as follows:

	2004	2003
Land and land improvements	\$ 9,019	\$ 9,080
Buildings and improvements	27,908	27,455
Furniture and equipment	7,673	6,978
Computer equipment	10,599	9,452
	<u>55,199</u>	<u>52,965</u>
Accumulated depreciation	(22,245)	(19,946)
	<u>\$ 32,954</u>	<u>\$ 33,019</u>

Depreciation and amortization of premises and equipment was \$3.5 million, \$3.7 million, and \$5.2 million for the years ended December 31, 2004, 2003, and 2002, respectively.

The Company leases branch facilities and corporate office space under noncancelable operating lease agreements expiring in 2008. Rent expense for facilities was \$215,000, \$409,000, and \$1.1 million in 2004, 2003, and 2002, respectively, excluding taxes, insurance, and maintenance. The minimum rental commitments, not including taxes, insurance, and maintenance, at December 31, 2004 leases are summarized below:

2005	\$ 390
2006	398
2007	402
2008	140
	<u>1,330</u>
Total	<u>\$1,330</u>

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 7 - PREMISES AND EQUIPMENT (Continued)

The Company has subleased some of these branch facilities and currently is entitled to receive income of approximately:

2005	\$208
2006	178
2007	175
2008	73
	<hr/>
Total	\$634

NOTE 8 - CORE DEPOSIT INTANGIBLE

Core deposit intangible assets were as follows:

	2004		2003	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets:				
Core deposit intangibles	\$15,340	\$ 5,458	\$15,340	\$ 3,757

Aggregate amortization expense was \$1.7 million, \$1.8 million and \$1.8 million for 2004, 2003, and 2002, respectively.

Estimated amortization expense for each of the next five years:

2005	\$1,634
2006	1,566
2007	1,490
2008	1,423
2009	1,356

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(Table amounts in thousands)

NOTE 9 - DEPOSITS

Year-end deposits are as follows:

	2004	2003
Non-interest-bearing demand	\$ 104,448	\$ 98,087
Interest-bearing NOW	232,968	237,584
Money market	205,933	159,611
Savings	132,009	135,517
Certificates of deposit	440,338	443,098
	<u>\$1,115,696</u>	<u>\$1,073,897</u>

Certificates of deposit of \$100,000 or more were approximately \$142.5 million and \$123.0 million at year-end 2004 and 2003, respectively. Amounts over \$100,000 are not insured by the Federal Deposit Insurance Corporation.

Included in certificates of deposit are \$23.9 million and \$18.6 million of brokered deposits at December 31, 2004 and 2003, respectively. All brokered deposits are over \$100,000.

Scheduled maturities of certificates of deposit are as follows:

2005	\$ 339,394
2006	67,572
2007	20,284
2008	5,398
2009	7,514
2010	52
2011	124
	<u>\$440,338</u>

Interest expense on deposit accounts is summarized as follows for the periods indicated:

	2004	2003	2002
Interest-bearing NOW	\$ 1,249	\$ 1,208	\$ 2,203
Money market accounts	2,667	1,735	2,572
Savings	825	690	901
Certificates of deposit	9,457	9,684	13,832
	<u>\$14,198</u>	<u>\$13,317</u>	<u>\$19,508</u>

(Continued)

BANKFINANCIAL MHC, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 December 31, 2004 and 2003
 (Table amounts in thousands)

NOTE 10 - BORROWINGS

Borrowed funds are summarized as follows:

	Contractual Interest Rate Range		December 31, 2004		December 31, 2003	
			Weighted Average Contractual Rate	Amount	Weighted Average Contractual Rate	Amount
Fixed-rate advance from FHLB due:						
Within 1 year	1.41%	2.32%	1.75%	\$ 94,612	1.30%	\$ 99,412
1 to 2 years	2.13	3.27	2.61	53,236	1.69	58,914
2 to 3 years	2.66	3.52	3.35	56,000	2.52	20,000
3 to 4 years	—	—	—	—	3.52	25,000
5 to 6 years	—	—	—	—	—	—
Greater than 6 years (callable 9/20/05)	6.44	6.44	6.44	25,000	6.44	25,000
Total fixed rate advances	1.41%	6.44%	2.85%	228,848	2.31%	228,326
Open Line advance, due on demand	2.47	2.47	2.47	2,000	1.21	7,000
Total FHLB funds	1.41	6.44	2.85	230,848	2.27	235,326
Securities sold under agreements to repurchase	1.75	1.75	1.75	3,894	0.50	2,899
Other borrowings	4.02	4.02	4.02	30,000	3.16	30,000
Total borrowings	1.41%	6.44%	2.97%	\$264,742	2.36%	\$268,225

In July 2003, BankFinancial elected to pursue certain balance sheet restructuring strategies as a result of the historically low interest rate environment. The restructuring consisted of retiring \$25.0 million of Federal Home Loan Bank Advances and replacing the other \$145.0 million with new Federal Home Loan Bank Advances with a weighted average coupon of 1.38% and a weighted average maturity of approximately one year. The Company incurred a net pre-tax prepayment penalty of \$15.4 million, recognized an immediate loss of \$8.3 million on the early extinguishment of debt, and deferred the remaining prepayment penalty in accordance with EITF 96-19, *Debtor's Accounting for a Modification or Exchange of Debt Instruments*. The remaining portion of the prepayment penalty is being amortized as a yield adjustment over the life of the refinanced borrowings. As of December 31, 2004 and 2003, the unamortized prepayment penalty was \$388,000 and \$2.9 million, respectively.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 10 - BORROWINGS (Continued)

The Company maintains a collateral pledge agreement covering secured advances whereby the Company has agreed to at all times keep on hand, free of all other pledges, liens, and encumbrances, specifically identified whole first mortgages on improved residential property not more than 90-days delinquent to secure advances from the FHLB of Chicago. All stock in the FHLB of Chicago is pledged as additional collateral for these advances. At December 31, 2004, \$169.8 million and \$69.9 million of first mortgage and multi-family mortgage loans, respectively, collateralized the advances. At December 31, 2003, \$250.7 million first mortgage loans and \$80.6 million in securities collateralized the advances.

At December 31, 2004 and 2003, the Company had available pre-approved overnight federal funds borrowing and repurchase agreement lines of \$65 million and \$45 million, respectively. At December 31, 2004 and 2003, the Company also had a line of credit available with the Federal Reserve Bank of Chicago for \$16.6 million and \$14.9 million, respectively. At December 31, 2004 and 2003, there was no outstanding balance on these lines.

The Company became the holder of the Trust Preferred Securities through the acquisition of Success Bancshares, Inc. ("Success") in November of 2001. On May 19, 1998, Success issued \$15 million (\$10 per preferred security) of Trust Preferred Securities ("Securities") through Success Capital Trust I ("Trust"), a statutory business trust and wholly owned subsidiary of Success. The Securities paid cumulative cash distributions quarterly at an annual rate of 8.95%. Proceeds from the sale of the Securities were invested by the Trust in 8.95% Junior Subordinated Deferrable Interest Debentures issued by Success, which represents all of the assets of the Trust. The Securities were subject to mandatory redemption, in whole or in part, upon repayment of the Junior Subordinated Debentures at the stated maturity, May 19, 2028 or their earlier redemption, in each case at a redemption price equal to the aggregate liquidation preference of the Securities plus any accumulated and unpaid distributions thereon to the date of redemption. The Company provided a full, irrevocable, and unconditional guarantee on a subordinated basis of the obligations of the Trust under the preferred securities in the event of the occurrence of an event of default, as defined in such guarantee. The Company, in accordance with the redemption provisions of the Securities, repaid the Securities on December 15, 2003 for a total of \$15.5 million.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 10 - BORROWINGS (Continued)

The Company entered into a promissory note with another financial institution on November 15, 2001. In 2003 the amount of the note was increased to \$30.0 million from \$15.0 million, with interest terms remaining the same, payable at the 90-day LIBOR plus 200 basis points. The interest on the note resets quarterly and interest is payable quarterly. At December 31, 2004 and 2003, the interest rate on the note was 4.02% and 3.16%, respectively. The Company also entered into a \$5 million revolving line of credit agreement at the 90-day LIBOR plus 200 basis points. The interest on the line resets quarterly and interest is payable quarterly. At December 31, 2004 and 2003, the Company had not drawn on the line. These borrowings are secured by 1,000 shares of common stock of the Company, and mature March 31, 2005. The financing agreements contain certain financial covenants. At December 31, 2004 and 2003, the Company was in compliance with these covenants, as amended.

NOTE 11 - REGULATORY MATTERS

The Bank is subject to regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possibly additional discretionary—actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by regulators about components, risk weightings, and other factors.

The prompt corrective action regulations provide five classifications, including well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and plans for capital restoration are required.

(Continued)

BANKFINANCIAL MHC, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 December 31, 2004 and 2003
 (Table amounts in thousands)

NOTE 11 - REGULATORY MATTERS (Continued)

At year end, actual capital levels and minimum required levels for the Bank were:

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required to Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2004						
Total capital (to risk-weighted assets)	\$ 113,693	10.35%	\$ 87,892	8.00%	\$ 109,865	10.00%
Tier 1 (core) capital (to risk-weighted assets)	104,730	9.53	43,946	4.00	65,919	6.00
Tier 1 (core) capital (to adjusted total assets)	104,730	7.12	58,873	4.00	73,591	5.00
December 31, 2003						
Total capital (to risk-weighted assets)	\$ 112,051	10.06%	\$ 89,109	8.00%	\$ 111,387	10.00%
Tier 1 (core) capital (to risk-weighted assets)	102,883	9.24	44,555	4.00	66,832	6.00
Tier 1 (core) capital (to adjusted total assets)	102,883	7.18	57,313	4.00	71,641	5.00

The following is a reconciliation of the Bank's equity under accounting principles generally accepted in the United States of America ("GAAP") to regulatory capital.

	2004	2003
GAAP equity	\$ 119,983	\$ 122,533
Disallowed intangible assets	(16,820)	(17,961)
Unrealized loss (gain) on securities available-for-sale	1,567	(1,689)
Disallowed subsidiaries equity	—	—
Disallowed mortgage servicing assets	—	—
Tier I capital	104,730	102,883
General regulatory loan loss reserves	8,963	9,168
Total regulatory capital	\$ 113,693	\$ 112,051

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 11 - REGULATORY MATTERS (Continued)

As of December 31, 2004 and 2003, the most recent notification from the OTS categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

Federal regulations require the Bank to comply with a Qualified Thrift Lender ("QTL") test, which requires that 65% of assets be maintained in housing-related finance and other specified assets. If the QTL test is not met, limits are placed on growth, branching, new investment, FHLB advances, and dividends or the institution must convert to a commercial bank charter. Management considers the QTL test to have been met.

NOTE 12 - INCOME TAXES

The income tax expense (benefit) is as follows:

	2004	2003	2002
Current	\$ 131	\$ (483)	\$ 1,295
Deferred	(395)	(6,932)	(547)
Total income tax expense (benefit)	\$(264)	\$(7,415)	\$ 748

A reconciliation of the provision for income taxes computed at the statutory federal corporate tax rate of 34% to the income tax expense in the consolidated statements of income follows:

	2004	2003	2002
Provision computed at the statutory federal tax rate	\$ 406	\$(5,778)	\$ 1,970
State taxes and other, net	(216)	(1,019)	(99)
Dividends received deduction	(454)	(618)	(1,123)
	\$ (264)	\$(7,415)	\$ 748
Effective income tax rate	(22.13%)	(43.64%)	12.91%

Retained earnings at December 31, 2004 and 2003 include approximately \$14.9 million for which no deferred federal income tax liability has been recorded. This amount represents an allocation of income to bad debt deductions for tax purposes alone.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 12 - INCOME TAXES (Continued)

The net deferred tax asset is as follows:

	2004	2003
Gross deferred tax assets		
Allowance for loan losses	\$ 4,379	\$ 4,662
Interest rate caps	—	114
Branch closing reserve	169	175
Accumulated depreciation	—	263
Alternative minimum tax, general business credit and net operating loss carryforwards	2,454	4,626
Impairment of securities available for sale	8,446	4,826
Unrealized loss on securities available-for-sale	1,033	—
Other	375	108
	<u>16,856</u>	<u>14,774</u>
Gross deferred tax liabilities		
Net deferred loan origination costs	(1,555)	(1,410)
FHLB stock dividends	(3,038)	(2,411)
Purchase accounting adjustments	(4,642)	(5,621)
Unrealized gain on securities available-for-sale	—	(1,068)
Accumulated depreciation	(360)	—
Mortgage servicing rights	(1,029)	(917)
Other	(389)	—
	<u>(11,013)</u>	<u>(11,427)</u>
Net deferred tax asset	<u>\$ 5,843</u>	<u>\$ 3,347</u>

As of December 31, 2004 and 2003, the Company had a federal net operating loss of approximately \$3.4 million and \$13.0 million, respectively. As of December 31, 2004 and 2003, the Company had a state net operating loss of approximately \$7.2 million and \$16.6 million, respectively. The net operating losses are being carried forward and will be available to reduce future taxable income. These net operating loss carryforwards expire beginning in 2016 through 2023.

Based upon projections of future taxable income, management believes that it is more likely than not that the deferred tax assets will be fully realized.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 13 - EMPLOYEE BENEFIT PLANS

Employee Stock Option Plan (ESOP) The Company established an ESOP for its employees effective January 1, 2004. The ESOP covers all of its eligible employees. Employees are eligible to participate in the ESOP after attainment of age 21 and completion of one year of service. Company contributions to the plan are at the discretion of the Board of Directors. Contributions totaling \$10,000 were made for the year ended 2004.

Profit Sharing Plan/401(k) Plan The Company has a defined contribution plan (“profit sharing plan”) covering all of its eligible employees. Employees are eligible to participate in the profit sharing plan after attainment of age 21 and completion of one year of service. The Company matches employee contributions up to 5% of an employee’s wages. The Company may also contribute an additional amount annually at the discretion of the Board of Directors. Contributions totaling \$717,000, \$740,000, and \$718,000 were made for the years ended 2004, 2003, and 2002, respectively.

NOTE 14 - LOAN COMMITMENTS AND OTHER RELATED ACTIVITIES

The Company is party to various financial instruments with off-balance-sheet risk. The Company uses these financial instruments in the normal course of business to meet the financing needs of customers and to effectively manage exposure to interest rate risk. These financial instruments include commitments to extend credit, standby letters of credit, unused lines of credit commitments to sell loans, and interest rate caps. When viewed in terms of the maximum exposure, those instruments may involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated statements of financial condition. Credit risk is the possibility that a counterparty to a financial instrument will be unable to perform its contractual obligations. Interest rate risk is the possibility that, due to changes in economic conditions, the Company’s net interest income will be adversely affected.

The following is a summary of the contractual or notional amount of each significant class of off-balance-sheet financial instruments outstanding. The Company’s exposure to credit loss in the event of nonperformance by the counterparty for commitments to extend credit, standby letters of credit, and unused lines of credit is represented by the contractual notional amount of these instruments. For interest rate caps, the contractual or notional amounts substantially exceed actual exposure to credit loss.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 14 - LOAN COMMITMENTS AND OTHER RELATED ACTIVITIES (Continued)

The contractual or notional amounts are as follows:

	<u>2004</u>	<u>2003</u>
Financial instruments wherein contractual amounts represent credit risk		
Commitments to extend credit	\$ 27,533	\$ 23,617
Standby letters of credit	4,029	3,103
Unused lines of credit	225,209	205,189
Commitments to sell mortgages	1,917	2,954
Financial instruments wherein notional amounts exceed the amount of credit risk		
Interest rate caps	—	50,000

At year-end 2004, fixed-rate commitments were \$4.7 million, with rates ranging from 5.13% to 6.75% and adjustable-rate commitments of \$22.8 million, with rates ranging from 4.05% to 6.50%. These commitments are due to expire within 2 months of issuance.

Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counterparty. The collateral held varies, but primarily consists of single-family residential real estate.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 15 - FAIR VALUES OF FINANCIAL INSTRUMENTS

The carrying amount and estimated fair value of financial instruments is as follows:

	2004		2003	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets				
Cash and cash equivalents	\$ 29,298	\$ 29,298	\$ 28,630	\$ 28,630
Securities	268,093	268,093	257,520	257,520
Loans held-for-sale	5,531	5,531	5,280	5,280
Loans receivable, net of allowance for loan losses	1,091,952	1,100,296	1,067,248	1,095,391
FHLB stock	24,226	24,226	22,806	22,806
Accrued interest receivable	5,420	5,420	5,201	5,201
Mortgage servicing rights	2,590	2,738	2,372	3,146
Financial liabilities				
Non-interest-bearing demand deposits	\$ (104,448)	\$ (104,448)	\$ (98,087)	\$ (98,087)
NOW and money market deposits	(438,901)	(438,901)	(397,195)	(397,195)
Savings	(132,009)	(132,009)	(135,517)	(135,517)
Certificates of deposit	(440,338)	(440,541)	(443,098)	(444,575)
Borrowings	(264,742)	(267,950)	(268,225)	(267,201)
Accrued interest payable	(874)	(874)	(604)	(604)

For purposes of the above, the following assumptions were used:

Cash and Cash Equivalents: The estimated fair values for cash and cash equivalents are based on their carrying value due to the short-term nature of these assets.

Securities: The estimated fair values of securities are based on quoted market prices when they are currently available. If a quoted market price for a specific security is not currently available, the Company estimates the fair value based on the quoted market price of another security with similar characteristics, adjusted to reflect objectively measurable differences such as coupon rates and reset dates. In the absence of current quoted market prices for the same or a similar security, the Company uses other valuation techniques to determine fair value, such as obtaining broker-dealer valuations or estimating fair value based on valuation modeling. Significant judgment is involved in determining fair value in the absence of current quoted market prices.

Loans: The estimated fair value for loans has been determined by calculating the present value of future cash flows based on the current rate the Company would charge for similar loans with similar maturities, applied for an estimated time period until the loan is assumed to be repriced or repaid. The estimated fair values of loans held-for-sale are based on quoted market prices.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 15 - FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

Mortgage servicing rights: The estimated fair value of mortgage servicing rights is the present value of the expected future cash flows over the projected life of the loan. Assumptions used in the present value calculation are based on actual performance of the underlying servicing along with general market consensus.

Deposit Liabilities: The estimated fair value for certificate deposits has been determined by calculating the present value of future cash flows based on estimates of rates the Company would pay on such deposits, applied for the time period until maturity. The estimated fair values of non-interest-bearing demand, NOW, money market, and savings deposits are assumed to approximate their carrying values as management establishes rates on these deposits at a level that approximates the local market area. Additionally, these deposits can be withdrawn on demand.

Borrowings: The estimated fair values of advances from the FHLB and note payable are based on current market rates for similar financing. The estimated fair value of securities sold under agreements to repurchase is assumed to equal its carrying value due to the short-term nature of the liability.

Accrued Interest: The estimated fair values of accrued interest receivable and payable are assumed to equal their carrying value.

Off-Balance-Sheet Instruments: Off-balance-sheet items consist principally of unfunded loan commitments, standby letters of credit, and unused lines of credit. The estimated fair values of unfunded loan commitments, standby letters of credit, and unused lines of credit are not material.

While the above estimates are based on management's judgment of the most appropriate factors, as of the balance sheet date, there is no assurance that the estimated fair values would have been realized if the assets were disposed of or the liabilities settled at that date, since market values may differ depending on the various circumstances. The estimated fair values would also not apply to subsequent dates.

In addition, other assets and liabilities that are not financial instruments, such as premises and equipment, are not included in the above disclosures.

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BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 16 - OTHER COMPREHENSIVE INCOME (LOSS)

Other comprehensive loss (income) components and related taxes were as follows:

	2004	2003	2002
Unrealized holding gains (losses) on securities available-for- sale	(14,152)	(7,783)	(6,767)
Tax effect	6,418	3,175	2,746
Unrealized holding gains (losses) on securities available-for-sale, net of tax	(7,734)	(4,608)	(4,021)
Less reclassification adjustments for (gains) losses recognized in income	(599)	—	2
Tax effect	272	—	(1)
Less reclassification adjustments for (gains) losses recognized in income, net of tax	(327)	—	1
Loss on impairment of securities available-for-sale	8,793	12,457	—
Tax effect	(3,988)	(5,082)	—
Loss on impairment of securities available-for-sale, net of tax	4,805	7,375	—
Other comprehensive income (loss)	\$ (3,256)	\$ 2,767	\$(4,020)

NOTE 17 - PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION

Condensed financial information of BankFinancial MHC, Inc. follows:

CONDENSED STATEMENTS OF FINANCIAL CONDITION

	2004	2003
ASSETS		
Cash in subsidiary	\$ 202	\$ 227
Investment in subsidiary	94,623	96,400
Other assets	63	1,996
Total assets	\$94,888	\$98,623
LIABILITIES AND MEMBERS' EQUITY		
Accrued expenses and other liabilities	—	1,936
Members' equity	94,888	96,687
Total liabilities and members' equity	\$94,888	\$98,623

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003
(Table amounts in thousands)

NOTE 17 - PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION (Continued)

CONDENSED STATEMENTS OF INCOME

	2004	2003	2002
Other expense	\$ 36	\$ 31	\$ 33
Loss before income tax and subsidiary earnings (loss)	(36)	(31)	(33)
Income tax benefit	14	12	13
Equity in earnings (loss) of subsidiary	1,479	(9,559)	5,066
Net income (loss)	<u>\$ 1,457</u>	<u>\$(9,578)</u>	<u>\$ 5,046</u>

CONDENSED STATEMENTS OF CASH FLOWS

	2004	2003	2002
Cash flows from operating activities			
Net income (loss)	\$ 1,457	\$(9,578)	\$ 5,046
Adjustments Equity in (earnings) loss of subsidiary	(1,479)	9,559	(5,066)
Change in other assets	1,933	(1,687)	2,190
Change in other liabilities	(1,936)	1,724	(2,203)
Net cash from operating Activities	<u>(25)</u>	<u>18</u>	<u>(33)</u>
Net change in cash and cash equivalents	(25)	18	(33)
Beginning cash and cash equivalents	227	209	242
Ending cash and cash equivalents	<u>\$ 202</u>	<u>\$ 227</u>	<u>\$ 209</u>

(Continued)

BANKFINANCIAL MHC, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 December 31, 2004 and 2003
 (Table amounts in thousands)

NOTE 18 - SELECTED QUARTERLY FINANCIAL DATA (Unaudited)

	Year Ended December 31, 2004			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Interest Income	\$16,030	\$15,950	\$16,719	\$17,599
Interest Expense	6,176	5,374	5,693	6,227
Net interest income	9,854	10,576	11,026	11,372
Provision (credit) for loan losses	—	—	(212)	190
Net interest income	9,854	10,576	11,238	11,182
Non interest income	2,147	2,165	2,352	2,394
Non interest expense				
Loss on impairment of securities-available-for-sale	—	—	5,500	3,293
Other non interest expense	10,810	10,563	10,105	10,444
Non interest expense	10,810	10,563	15,605	13,737
Income (loss) before income taxes	1,191	2,178	(2,015)	(161)
Income tax expense (benefit)	291	671	(969)	(257)
Net Income (loss)	\$ 900	\$ 1,507	\$ (1,046)	\$ 96
	<hr/>	<hr/>	<hr/>	<hr/>
	Year Ended December 31, 2003			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Interest Income	\$18,165	\$17,426	\$15,990	\$16,461
Interest Expense	7,573	7,398	7,384	8,197
Net interest income	10,592	10,028	8,606	8,264
Provision (credit) for loan losses	—	(275)	—	(304)
Net interest income	10,592	10,303	8,606	8,568
Non interest income	1,987	2,168	2,860	1,984
Non interest expense				
Loss on impairment of securities-available-for-sale	8,500	3,957	—	—
Losses on early extinguishment of debt	—	—	8,347	—
Other non interest expense	10,831	10,963	11,015	10,448
Non interest expense	19,331	14,920	19,362	10,448
Income (loss) before income taxes	(6,752)	(2,449)	(7,896)	104
Income tax benefit	(2,902)	(1,142)	(3,185)	(186)
Net Income (loss)	\$ (3,850)	\$ (1,307)	\$ (4,711)	\$ 290
	<hr/>	<hr/>	<hr/>	<hr/>

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 19 - ADOPTION OF PLAN OF CONVERSION AND REORGANIZATION

On August 25, 2004, the Board of Directors of the Company adopted a Plan of Conversion and Reorganization to convert from a mutual holding company form of organization to the stock form of organization and will sell shares of common stock to the public. BankFinancial MHC, Inc., the mutual holding company parent of BankFinancial Corporation, will be merged into BankFinancial, F.S.B., and BankFinancial MHC will no longer exist. BankFinancial Corporation, which owns 100% of BankFinancial, F.S.B., will be succeeded by a new corporation with the same name. When the conversion is completed, all of the capital stock of BankFinancial, F.S.B. will be owned by BankFinancial Corporation, the newly formed holding company, and all of the common stock of BankFinancial Corporation will be owned by public stockholders.

A subscription offering of shares of common stock will be offered initially to eligible account holders, the Company's tax-qualified employee benefit plans, supplemental eligible account holders and other members of the Company. Any shares of the Company's common stock not sold in the subscription offering will be offered for sale to the general public, giving preference to the Company's market area.

At the time of conversion, the Company will establish a liquidation account in an amount equal to its net worth as of the latest statement of financial condition appearing in the final prospectus. The liquidation account will be maintained for the benefit of eligible depositors who continue to maintain their accounts at the Company after conversion. The liquidation account will be reduced annually to the extent that eligible depositors have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder's interest in the liquidation account. In the event of complete liquidation, each eligible depositor will be entitled to receive a distribution from the liquidation account in an amount proportionate to the current adjusted qualifying balances for the accounts held. The liquidation account balance is not available for payment of dividends.

Conversion costs have been deferred and will be deducted from the proceeds of the shares sold in the conversion. If the conversion is not completed, all costs will be charged to expense. At December 31, 2004, \$911,600 has been incurred and deferred.

(Continued)

BANKFINANCIAL MHC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 20 - RESTATEMENT

The accompanying consolidated financial statements for the year ended December 31, 2003 have been restated to change the method of recognizing other than temporary impairment on securities available for sale, specifically certain perpetual preferred equity securities issued by Fannie Mae and Freddie Mac. During 2004, the Company completed a comprehensive review of its methodology in determining whether other than temporary impairment was present in its securities portfolio for all periods presented. This comprehensive review was conducted in connection with the preparation of the Company's initial public offering and review of guidance contained in Securities and Exchange Commission (SEC) Staff Accounting Bulletin No. 59 – *Noncurrent Marketable Equity Securities* (SAB 59).

Management's comprehensive review determined that certain of the perpetual preferred securities issued by Fannie Mae and Freddie Mac were other than temporarily impaired in 2003. This determination was based primarily on the duration and severity of the unrealized losses, management's inability to forecast a full recovery in the value of the securities except in a small number of projected interest rate scenarios, and the uncertainties that are inherent in forecasting when interest rates, interest rate volatilities and spreads to risk-free benchmarks will return to historic norms. As a result, management recorded a prior period adjustment to recognize a \$12.5 million other than temporary impairment loss on securities available for sale for the year ended December 31, 2003. Net loss was increased for this adjustment by \$7.6 million to \$9.6 million for the year ended December 31, 2003. There was no effect on net income in 2002.

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No person has been authorized to give any information or to make any representation other than as contained in this prospectus and, if given or made, such other information or representation must not be relied upon as having been authorized by BankFinancial Corporation or BankFinancial, F.S.B. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby to any person in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. Neither the delivery of this prospectus nor any sale hereunder shall under any circumstances create any implication that there has been no change in the affairs of BankFinancial Corporation or BankFinancial, F.S.B. since any of the dates as of which information is furnished herein or since the date hereof.

Up to 26,450,000 Shares

BankFinancial Corporation

(Proposed Holding Company for
BankFinancial, F.S.B.)

COMMON STOCK
par value \$0.01 per share

PROSPECTUS

Sandler O'Neill & Partners, L.P.

_____, 2005

These securities are not deposits or accounts and are not federally insured or guaranteed.

Until _____, 2005 or 25 days after commencement of the syndicated community offering, if any, whichever is later, all dealers effecting transactions in the registered securities, whether or not participating in this distribution, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver the prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

PART II: INFORMATION NOT REQUIRED IN PROSPECTUS**Item 13. Other Expenses of Issuance and Distribution**

	Amount(1)
* Registrant's Legal Fees and Expenses	\$ 710,000
* Marketing Agent Legal Fees and Expenses	75,000
* Registrant's Accounting Fees and Expenses	275,000
* Conversion Agent and Data Processing Fees	20,000
* Marketing Agent Fees and Expenses	1,253,345
* Appraisal and Business Plan Fees and Expenses	135,000
* Printing, Postage and Mailing	250,000
* Filing Fees (OTS, NASD, Nasdaq and SEC)	157,473
* Other	124,182
* Total	\$2,900,000

* Estimated

(1) BankFinancial Corporation has retained Sandler O'Neill & Partners, L.P. to assist in the sale of common stock on a best efforts basis in the offerings. Fees are estimated at the midpoint of the offering range.

Item 14. Indemnification of Directors and Officers

Articles 12 and 13 of the Articles of Incorporation of BankFinancial Corporation, a Maryland corporation (the "Corporation"), set forth circumstances under which directors, officers, employees and agents of the Corporation may be insured or indemnified against liability which they incur in their capacities as such:

Article 12. Indemnification.

Section A. Indemnification. The Corporation: (1) shall indemnify its current and former Directors (including any Director who was or is also an officer of the Corporation), whether serving the Corporation or at its request serving any other entity, including, without limitation, any subsidiary or other affiliate of the Corporation, to the fullest extent required or permitted by the MGCL (but, in the case of any amendment to the MGCL, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), including the advancement of expenses under procedures permitted or required by applicable law and to the fullest extent permitted by applicable law; (2) shall indemnify (including the advancement of expenses under procedures permitted or required by applicable law) its current and former officers to the fullest extent, consistent with applicable law, as may be required in a contract approved by the Board of Directors pursuant to a resolution approved by a majority of Directors then in office, or as may be required the Bylaws of the Corporation; and (3) may, to the extent not required pursuant to paragraph (2) of this Section A of this Article 12, indemnify (including the advancement of expenses under procedures permitted or required by applicable law) current and former officers and other employees and agents of the Corporation as may be authorized by the Board of Directors in the specific case and permitted by applicable law or the Bylaws of the Corporation; provided, however, that, except as provided in Section B of this Article 12 with respect to proceedings to enforce rights to indemnification or in a contract approved by the Board of Directors pursuant to a resolution approved by a majority of Directors then in office, the Corporation shall not indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee unless such proceeding (or part thereof) was authorized by the Board of Directors pursuant to a resolution approved by a majority of the Directors then in office.

Section B. Procedure. If a claim under Section A of this Article 12 is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 30 days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, the indemnitee shall also be entitled to be reimbursed the expense of prosecuting or defending

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such suit against the Corporation. It shall be a defense to any action for advancement of expenses that the Corporation has not received both: (1) an undertaking as required by law to repay such advances in the event it shall ultimately be determined that the standard of conduct for indemnification has not been met; and (2) a written affirmation by the indemnitee of his or her good faith belief that the standard of conduct necessary for indemnification by the Corporation has been met. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the MGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by an indemnitee to whom the Corporation has not agreed to advance expenses, be a defense to such suit. In any suit brought by the indemnitee to enforce any right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article or otherwise, shall be on the Corporation.

Section C. Non-Exclusivity. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, this Charter, the Bylaws of the Corporation, any contract, agreement, vote of stockholders or disinterested Directors, or otherwise.

Section D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself or any Director, officer, employee or agent of the Corporation or another corporation, partnership, limited liability company, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the MGCL.

Section E. Miscellaneous. The Corporation shall not be liable for any payment under this Article 12 in connection with a claim made by any indemnitee to the extent such indemnitee has otherwise actually and unconditionally received payment under any insurance policy, agreement, or otherwise, of the amounts otherwise indemnifiable hereunder. The rights to indemnification and to the advancement of expenses conferred in Sections A and B of this Article 12 shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a Director or officer of the Corporation and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Any repeal or modification of this Article 12 shall not in any way diminish any rights of any person to indemnification or advancement of expenses of or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Article is in force.

Article 13. Limitation of Liability.

An officer or Director of the Corporation, as such, shall not be liable to the Corporation or its stockholders for money damages except: (A) to the extent that it is proved that the person actually received an improper benefit or profit in money, property or services for the amount of the benefit or profit in money, property or services actually received; or (B) to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. If the MGCL is amended to further eliminate or limit the personal liability of officers and directors, then the liability of officers and Directors of the Corporation shall be further eliminated or limited to the fullest extent permitted by MGCL, as so amended. Any repeal or modification of this Article 13 by the stockholders of the Corporation shall not adversely affect any right or protection of a Director or officer of the Corporation existing at the time of such repeal or modification.

Item 15. Recent Sales of Unregistered Securities

Not Applicable.

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Item 16. Exhibits and Financial Statement Schedules:

The exhibits and financial statement schedules filed as part of this registration statement are as follows:

(a) List of Exhibits

- 1.1 Engagement Letter between BankFinancial MHC, Inc., BankFinancial Corporation, BankFinancial, F.S.B. and Sandler O’Neill & Partners, L.P.*
- 1.2 Form of Agency Agreement between BankFinancial MHC, Inc., BankFinancial Corporation, BankFinancial, F.S.B. and Sandler O’Neill & Partners, L.P.*
- 1.3 Form of Selected Dealer’s Agreement*
- 2 Plan of Conversion and Reorganization*
- 3.1 Articles of Incorporation of BankFinancial Corporation*
- 3.2 Bylaws of BankFinancial Corporation*
- 4 Form of Common Stock Certificate of BankFinancial Corporation*
- 5 Opinion of Luse Gorman Pomerenk & Schick regarding legality of securities being registered*
- 8 Federal Tax Opinion of Luse Gorman Pomerenk & Schick*
- 10.1 Employee Stock Ownership Plan*
- 10.2 Deferred Compensation Plan*
- 10.3 Employment Agreement with F. Morgan Gasior*
- 10.4 Employment Agreement with James J. Brennan*
- 10.5 Employment Agreement with Paul A. Cloutier*
- 10.6 Employment Agreement with Robert O’Shaughnessy*
- 10.7 Employment Agreement with Christa Calabrese*
- 10.8 Loan Agreement with Bank One, NA (Successor to American National Bank and Trust Company of Chicago), as amended*
- 10.9 Commitment to Amend Loan Agreement with Bank One, NA (Successor to American National Bank and Trust Company of Chicago), as amended*
- 10.10 Form of Employment Agreement with F. Morgan Gasior*
- 10.11 Form of Employment Agreement with Senior Executive Officers*
- 10.12 Fourth Amendment to Loan Agreement
- 21 Subsidiaries of Registrant*
- 23.1 Consent of Luse Gorman Pomerenk & Schick (contained in Opinions included as Exhibits 5 and 8)
- 23.2 Consent of Crowe Chizek and Company LLC
- 23.3 Consent of RP Financial, LC.
- 24 Power of Attorney (set forth on signature page)
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- 99.4 Marketing Materials*
- 99.5 Order and Acknowledgment Form*
- 99.6 Prospectus Supplement for participants in the BankFinancial and Subsidiaries Associate Investment Plan*
- 99.7 Appraisal Report Update**

* Previously filed.

** Supporting financial schedules filed pursuant to Rule 202 of Regulation S-T.

(b) Financial Statement Schedules

No financial statement schedules are filed because the required information is not applicable or is included in the consolidated financial statements or related notes.

Item 17. Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which it offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes to provide to the underwriter at the closing specified in the underwriting agreements certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on March 11, 2005.

BANKFINANCIAL CORPORATION

By: /s/ F. Morgan Gasior

F. Morgan Gasior
Chairman of the Board, Chief Executive Officer and
President
(Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned directors and officers of BankFinancial Corporation (the "Company") hereby severally constitute and appoint F. Morgan Gasior as our true and lawful attorney and agent, to do any and all things in our names in the capacities indicated below which said F. Morgan Gasior may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration statement on Form S-1 relating to the offering of the Company's common stock, including specifically, but not limited to, power and authority to sign for us in our names in the capacities indicated below the registration statement and any and all amendments (including post-effective amendments) thereto; and we hereby approve, ratify and confirm all that said F. Morgan Gasior shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ F. Morgan Gasior</u> F. Morgan Gasior	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	March 11, 2005
<u>/s/ Paul A. Cloutier</u> Paul A. Cloutier	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 11, 2005
<u>/s/ Kenneth Cmiel</u> Kenneth Cmiel	Director	March 11, 2005
<u>/s/ Patrick I. Hartnett</u> Patrick I. Hartnett	Director	March 11, 2005
<u>/s/ John M. Hausmann</u> John M. Hausmann	Director	March 11, 2005

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/s/ Sherwin R. Koopmans

Director

March 11, 2005

Sherwin R. Koopmans

/s/ Joseph A. Schudt

Director

March 11, 2005

Joseph A. Schudt

/s/ Terry R. Wells

Director

March 11, 2005

Terry R. Wells

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99.7	Appraisal Report Update**

* Previously filed.

** Supporting financial schedules filed pursuant to Rule 202 of Regulation S-T.

*** To be filed supplementally or by amendment.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

EXHIBITS
TO
PRE-EFFECTIVE AMENDMENT NO. 3 TO THE
REGISTRATION STATEMENT
ON
FORM S-1

BankFinancial Corporation
Burr Ridge, Illinois

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**PLAN OF CONVERSION AND REORGANIZATION
OF
BANKFINANCIAL MHC, INC.**

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 - EXHIBIT B AGREEMENT OF MERGER BETWEEN BANKFINANCIAL MHC, INC. AND BANKFINANCIAL F.S.B.
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**PLAN OF CONVERSION AND REORGANIZATION OF
BANKFINANCIAL MHC, INC.**

1. INTRODUCTION

This Plan of Conversion and Reorganization (this “Plan”) provides for the conversion of BankFinancial MHC, Inc., a federal mutual holding company (the “Mutual Holding Company”), into the capital stock form of organization. The Mutual Holding Company currently owns 100% of the common stock of BankFinancial Corporation, a federal stock corporation (the “Mid-Tier Holding Company”), which owns 100% of the common stock of BankFinancial F.S.B. (the “Bank”), a federal stock savings bank that is headquartered in Burr Ridge, Illinois. A new stock holding company (the “Holding Company”) will be established as part of the Conversion and will succeed to all the rights and obligations of the Mutual Holding Company and the Mid-Tier Holding Company and issue Common Stock in the Conversion. The purpose of the Conversion is to convert the Mutual Holding Company to the capital stock form of organization and to raise capital in the Offering. The Holding Company will offer its Common Stock in the Offering upon the terms and conditions set forth herein. The subscription rights granted to Participants in the Subscription Offering are set forth in Sections 8 through 11 hereof. All sales of Common Stock in the Community Offering or the Syndicated Community Offering will be at the sole discretion of the Board of Directors of the Bank and the Holding Company. The Conversion will have no impact on depositors, borrowers or customers of the Bank. After the Conversion, the Bank’s insured deposits will continue to be insured by the FDIC to the extent provided by applicable law.

This Plan has been adopted by the Boards of Directors of the Mutual Holding Company, the Mid-Tier Holding Company and the Bank. This Plan also must be approved by a majority of the total number of outstanding votes entitled to be cast by Voting Members of the Mutual Holding Company at a Special Meeting of Members to be called for that purpose. The OTS must approve this Plan before it is presented to Voting Members for their approval.

2. DEFINITIONS

For the purposes of this Plan, the following terms have the following meanings:

Account Holder – Any Person holding a Deposit Account in the Bank.

Acting in Concert – The term Acting in Concert means (i) knowing participation in a joint activity or interdependent conscious parallel action towards a common goal whether or not pursuant to an express agreement; or (ii) a combination or pooling of voting or other interests in the securities of an issuer for a common purpose pursuant to any contract, understanding, relationship, agreement or other arrangement, whether written or otherwise. A person or company which acts in concert with another person or company (“other party”) shall also be deemed to be acting in concert with any person or company who is also acting in concert with that other party, except that any tax-qualified employee stock benefit plan will not be deemed to be acting in concert with its trustee or a person who serves in a similar capacity solely for the purpose of determining whether stock held by the trustee and stock held by the plan will be aggregated.

Affiliate – Any Person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with another Person.

Appraised Value Range – The range of the estimated consolidated pro forma market value of the Holding Company, which shall also be equal to the estimated pro forma market value of the total number of Subscription Shares to be issued in the Conversion, as determined by the Independent Appraiser prior to the Subscription Offering and as it may be amended from time to time thereafter. The maximum and minimum of the Appraised Value Range may vary as much as 15% above and 15% below, respectively, the midpoint of the Appraised Value Range.

Associate – The term Associate when used to indicate a relationship with any person, means (i) any corporation or organization (other than the Mid-Tier Holding Company, the Bank or a majority-owned subsidiary of the Bank) if the person is a senior officer or partner or beneficially owns, directly or indirectly, 10% or more of any class of equity securities of the corporation or organization, (ii) any trust or other estate, if the person has a substantial beneficial interest in the trust or estate or is a trustee or fiduciary of the trust or estate except that for the purposes of this Plan relating to subscriptions in the Offering and the sale of Subscription Shares following the Conversion, a person who has a substantial beneficial interest in any Non-Tax-Qualified Employee Stock Benefit Plan or any Tax-Qualified Employee Stock Benefit Plan, or who is a trustee or fiduciary of such plan, is not an associate of such plan, and except that, for purposes of aggregating total shares that may be held by Officers and Directors the term “Associate” does not include any Tax-Qualified Employee Stock Benefit Plan, and (iii) any person who is related by blood or marriage to such person and who lives in the same home as such person or who is a Director or Officer of the Mid-Tier Holding Company, the Bank or the Holding Company, or any of its parents or subsidiaries.

Bank – BankFinancial F.S.B., Burr Ridge, Illinois.

Bank Merger – The merger of Interim with the Bank as set forth in this Plan.

Common Stock – The common stock, par value \$0.01 per share, of the Holding Company.

Community – The Illinois counties of Cook, DuPage, Lake and Will.

Community Offering – The offering for sale to certain members of the general public directly by the Holding Company of shares not subscribed for in the Subscription Offering.

Control – (including the terms “controlling,” “controlled by,” and “under common control with”) means the direct or indirect power to direct or exercise a controlling influence over the management or policies of a Person, whether through the ownership of voting securities, by contract or otherwise as described in 12 C.F.R. Part 574.

Conversion – The conversion and reorganization of the Mutual Holding Company to stock form pursuant to this Plan, and all steps incident or necessary thereto, including the Offering.

Deposit Account – Any withdrawable account, including, without limitation, savings, time, demand, NOW accounts, money market, certificate and passbook accounts.

Director – A member of the Board of Directors of the Bank, the Mid-Tier Holding Company, the Holding Company or the Mutual Holding Company, as appropriate in the context.

Eligible Account Holder – Any Person holding a Qualifying Deposit on the Eligibility Record Date for purposes of determining subscription rights and establishing subaccount balances in the Liquidation Account.

Eligibility Record Date – The date for determining Eligible Account Holders of the Bank, which is March 31, 2003.

Employees – All Persons who are employed by the Bank, the Mid-Tier Holding Company or the Mutual Holding Company.

Employee Plans – Any one or more Tax-Qualified Employee Stock Benefit Plans of the Bank or the Holding Company, including any ESOP and 401(k) Plan.

ESOP – The Bank's Employee Stock Ownership Plan and related trust.

FDIC – The Federal Deposit Insurance Corporation.

Holding Company – The Maryland corporation formed for the purpose of acquiring all of the shares of capital stock of the Bank in connection with the Conversion. Shares of Common Stock will be issued in the Conversion to Participants and others in the Offering.

Independent Appraiser – The appraiser retained by the Mutual Holding Company, the Mid-Tier Holding Company and the Bank to prepare an appraisal of the pro forma market value of the Subscription Shares.

Interim – BankFinancial Interim Bank III, the interim federal savings bank subsidiary of the Holding Company established to effect the Conversion.

Liquidation Account – The interest in the Bank received by Eligible Account Holders and Supplemental Eligible Account Holders in exchange for their interest in the Mutual Holding Company in connection with the Conversion.

Member – Any Person or entity who qualifies as a member of the Mutual Holding Company pursuant to its charter and bylaws.

MHC Merger – The conversion of the Mutual Holding Company into an interim stock savings bank and subsequent merger with and into the Bank, which shall occur immediately prior to completion of the Conversion, as set forth in this Plan.

Mid-Tier Holding Company – BankFinancial Corporation, the federal corporation that owns 100% of the Bank's Common Stock and any successor thereto.

Mid-Tier Merger – The conversion of the Mid-Tier Holding Company into an interim stock savings bank and subsequent merger with and into the Bank, which shall occur immediately prior to completion of the Conversion, as set forth in this Plan.

Mutual Holding Company – BankFinancial MHC, Inc., the mutual holding company of the Mid-Tier Holding Company.

Offering – The offering and issuance, pursuant to this Plan, of Common Stock in a Subscription Offering, Community Offering or Syndicated Community Offering, as the case may be.

Offering Range – The range of the number of shares of Common Stock offered for sale in the Offering. The Offering Range shall be equal to the Appraised Value Range divided by the Subscription Price.

Officer – An executive officer of the Bank, the Mid-Tier Holding Company, the Holding Company or the Mutual Holding Company as appropriate in the context, which includes the Chief Executive Officer, President, Senior Vice Presidents, Executive Vice President in charge of principal business functions, Secretary and Controller and any Person performing functions similar to those performed by the foregoing persons.

Order Form – Any form (together with any cover letter and acknowledgments) sent to any Participant or Person containing among other things a description of the alternatives available to such Person under this Plan and by which any such Person may make elections regarding subscriptions for Subscription Shares.

Other Member – Any person holding a Deposit Account on the Voting Record Date who is not an Eligible Account Holder or Supplemental Eligible Account Holder, or any borrower who qualifies as a Voting Member.

OTS – The Office of Thrift Supervision, a division of the United States Department of Treasury.

Participant – Any Eligible Account Holder, Employee Plan, Supplemental Eligible Account Holder, or Other Member.

Person – An individual, a corporation, a partnership, an association, a joint-stock company, a limited liability company, a trust, an unincorporated organization, or a government or political subdivision of a government.

Plan – This Plan of Conversion and Reorganization of the Mutual Holding Company as it exists on the date hereof and as it may hereafter be amended in accordance with its terms.

Prospectus – The one or more documents used in offering the Subscription Shares.

Qualifying Deposit – The aggregate balance of all Deposit Accounts in the Bank of (i) an Eligible Account Holder at the close of business on the Eligibility Record Date, provided such aggregate balance is not less than \$50, and (ii) a Supplemental Eligible Account Holder at the close of business on the Supplemental Eligibility Record Date, provided such aggregate balance is not less than \$50.

Resident – Any Person who occupies a dwelling within the Community, has a present intent to remain within the Community for a period of time, and manifests the genuineness of that intent by establishing an ongoing physical presence within the Community together with an indication that such presence within the Community is something other than merely transitory in nature. To the extent the person is a corporation or other business entity, the principal place of business or headquarters shall be in the Community. To the extent a person is a personal benefit plan, the circumstances of the beneficiary shall apply with respect to this definition. In the case of all other benefit plans, circumstances of the trustee shall be examined for purposes of this definition. The Mutual Holding Company and the Bank may utilize deposit or loan records or such other evidence provided to it to make a determination as to whether a person is a resident. In all cases, however, such a determination shall be in the sole discretion of the Mutual Holding Company and the Bank. A Participant must be a “Resident” for purposes of determining whether such person “resides” in the Community as such term is used in this Plan.

SEC – The Securities and Exchange Commission.

Special Meeting of Members – The special meeting of Voting Members and any adjournments thereof held to consider and vote upon this Plan.

Subscription Offering – The offering of Subscription Shares to Participants.

Subscription Price – The price per Subscription Share to be paid by Participants and others in the Offering. The Subscription Price will be determined by the Board of Directors of the Holding Company and fixed prior to the commencement of the Subscription Offering.

Subscription Shares – Shares of Common Stock offered for sale in the Offering.

Supplemental Eligible Account Holder – Any Person, other than Directors and Officers of the Bank and the Mid-Tier Holding Company and their Associates, holding a Qualifying Deposit on the Supplemental Eligibility Record Date, who is not an Eligible Account Holder.

Supplemental Eligibility Record Date – The date for determining Supplemental Eligible Account Holders, which shall be the last day of the calendar quarter preceding OTS approval of the application for conversion.

Syndicated Community Offering – The offering of Subscription Shares, at the sole discretion of the Holding Company, following the Subscription and Community Offerings through a syndicate of broker-dealers.

Tax-Qualified Employee Stock Benefit Plan – Any defined benefit plan or defined contribution plan, such as an employee stock ownership plan, stock bonus plan, profit-sharing plan or other plan, which, with its related trust, meets the requirements to be “qualified” under Section 401 of the Internal Revenue Code of 1986, as amended. The Bank may make scheduled discretionary contributions to a tax-qualified employee stock benefit plan, *provided* such contributions do not cause the Bank to fail to meet its regulatory capital requirements. A “Non-Tax-Qualified Employee Stock Benefit Plan” is any defined benefit plan or defined contribution plan that is not so qualified.

Voting Member – Any Person who at the close of business on the Voting Record Date is entitled to vote as a Member of the Mutual Holding Company pursuant to its charter and bylaws.

Voting Record Date – The date fixed by the Directors for determining eligibility to vote at the Special Meeting of Members.

3. PROCEDURES FOR CONVERSION

A. After approval of this Plan by the Boards of Directors of the Bank, the Mid-Tier Holding Company and the Mutual Holding Company, this Plan together with all other requisite material shall be submitted to the OTS for approval. Notice of the adoption of this Plan by the Board of Directors of the Bank and the Board of Directors of the Mutual Holding Company and the submission of this Plan to the OTS for approval will be published in a newspaper having general circulation in each community in which an office of the Bank is located, and copies of this Plan will be made available at each office of the Bank for inspection by depositors. The Mutual Holding Company also will publish a notice of the filing with the OTS of an application to convert in accordance with the provisions of this Plan.

B. Promptly following approval by the OTS, this Plan will be submitted to a vote of the Voting Members at the Special Meeting of Members. The Mutual Holding Company will mail to all Voting Members, at their last known address appearing on the records of the Bank, a proxy statement in either long or summary form describing this Plan, which will be submitted to a vote of Voting Members at the Special Meeting of Members. The Holding Company also will mail to all Participants either a Prospectus and Order Form for the purchase of Subscription Shares or a letter informing them of their right to receive a Prospectus and Order Form and a postage prepaid card to request such materials, subject to other provisions of this Plan. In addition, all Participants will receive, or be given the opportunity to request by either returning a postage prepaid card which will be distributed with the proxy statement or by letter addressed to the Bank's Secretary, a copy of this Plan. Upon approval of this Plan by a majority of the total number of votes entitled to be cast by Voting Members, the Holding Company and the Bank will take all other necessary steps pursuant to applicable laws and regulations to consummate the Conversion and Offering. The Conversion must be completed within 24 months of the approval of this Plan by Voting Members, unless a longer time period is permitted by governing laws and regulations.

C. The Conversion will be effected as follows, or in any other manner that is consistent with the purposes of this Plan and applicable laws and regulations, including a merger of the Mutual Holding Company into the Mid-Tier Holding Company followed immediately by the Offering. The choice of which method to use to effect the Conversion will be made by the Board of Directors of the Mutual Holding Company immediately prior to the closing of the Conversion. Each of the steps set forth below shall be deemed to occur in such order as is necessary to consummate the Conversion pursuant to this Plan, the intent of the Board of Directors of the Mutual Holding Company and the Board of Directors of the Bank, and applicable federal and state regulations and policy. Approval of this Plan by Voting Members also shall constitute approval of each of the transactions necessary to implement this Plan.

- (1) The Bank will establish the Holding Company as a first-tier stock holding company subsidiary.
- (2) Holding Company will charter Interim.
- (3) The Mid-Tier Holding Company will convert to an interim stock savings bank and merge with and into the Bank (the “Mid-Tier Merger”) with the Bank as the resulting entity pursuant to the Agreement of Merger attached hereto as Exhibit A between the Mid-Tier Holding Company and the Bank, whereby the Mutual Holding Company will receive shares of Bank common stock in exchange for its Mid-Tier Holding Company common stock.
- (4) Immediately after the Mid-Tier Merger, the Mutual Holding Company will convert to an interim stock savings bank and will merge with and into the Bank (the “MHC Merger”) pursuant to the Agreement of Merger attached hereto as Exhibit B between the Mutual Holding Company and the Bank, whereby the shares of Bank common stock held by the Mutual Holding Company will be canceled and each Eligible Account Holder and Supplemental Eligible Account Holder will receive an interest in a Liquidation Account of the Bank in exchange for such person’s interest in the Mutual Holding Company.
- (5) Immediately after the MHC Merger and the Mid-Tier Merger, Interim will merge with and into the Bank with the Bank as the surviving entity (the “Bank Merger”) pursuant to the Agreement of Merger between the Bank and Interim attached hereto as Exhibit C.
- (6) Immediately after the Bank Merger, the Holding Company will offer for sale the Subscription Shares in the Offering.

D. The Holding Company shall register the issuance of the Subscription Shares with the SEC and any appropriate state securities authorities.

E. All assets, rights, interests, privileges, powers, franchises and property (real, personal and mixed) of the Mid-Tier Holding Company shall be automatically transferred to and vested in the Holding Company by virtue of the Conversion without any deed or other document of transfer. The Holding Company, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as the agent or other fiduciary in the same manner and to the same extent as such rights, franchises, and interests and powers were held or enjoyed by the Mid-Tier Holding Company. The Holding Company shall be responsible for all of the liabilities, restrictions and duties of every kind and description of the Mid-Tier Holding Company immediately prior to the Conversion, including liabilities for all debts, obligations and

contracts of the Mid-Tier Holding Company, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books or accounts or records of the Mid-Tier Holding Company.

F. The home office and branch offices of the Bank shall be unaffected by the Conversion. The executive offices of the Holding Company shall be located at the current offices of the Mutual Holding Company and Mid-Tier Holding Company.

4. HOLDING COMPANY APPLICATIONS AND APPROVALS

The Boards of Directors of the Mutual Holding Company, the Mid-Tier Holding Company, the Holding Company and the Bank will take all necessary steps to convert the Mutual Holding Company to stock form, form the Holding Company and complete the Offering. The Holding Company shall make timely applications to the OTS and filings with the SEC for any requisite regulatory approvals to complete the Conversion.

5. SALE OF SUBSCRIPTION SHARES

The Subscription Shares will be offered simultaneously in the Subscription Offering to the Participants in the respective priorities set forth in this Plan. The Subscription Offering may begin as early as the mailing of the Proxy Statement for the Special Meeting of Members. The Common Stock will not be insured by the FDIC. The Bank will not extend credit to any Person to purchase shares of Common Stock.

Any shares of Common Stock for which subscriptions have not been received in the Subscription Offering may be issued in the Community Offering. The Subscription Offering may begin prior to the Special Meeting of Members and, in that event, the Community Offering also may begin prior to the Special Meeting of Members. The offer and sale of Common Stock prior to the Special Meeting of Members, however, is subject to the approval of this Plan by Voting Members.

If feasible, any shares of Common Stock remaining after the Subscription Offering, and the Community Offering should one be conducted, will be sold in a Syndicated Community Offering or in any manner that will achieve the widest distribution of the Common Stock. The Syndicated Community may be conducted in addition to, or instead of, a Community Offering. The issuance of Common Stock in any Subscription Offering and any Community Offering will be consummated simultaneously on the date the sale of Common Stock in the Syndicated Community Offering is consummated and only if the required minimum number of shares of Common Stock has been issued.

6. PURCHASE PRICE AND NUMBER OF SUBSCRIPTION SHARES

The total number of shares, or a range thereof, of Subscription Shares to be offered for sale in the Offering will be determined jointly by the Boards of Directors of the Mutual Holding Company, the Mid-Tier Holding Company and the Holding Company immediately prior to the commencement of the Subscription and Community Offerings, and will be based on the Appraised Value Range and the Subscription Price. The Offering Range will be equal to the

Appraised Value Range divided by the Subscription Price. The estimated pro forma consolidated market value of the Holding Company will be subject to adjustment within the Appraised Value Range if necessitated by market or financial conditions, with the receipt of any required approvals of the OTS, and the maximum of the Appraised Value Range may be increased by up to 15% subsequent to the commencement of the Subscription Offering to reflect changes in market and financial conditions or demand for the shares. The number of Subscription Shares issued in the Offering will be equal to the estimated pro forma consolidated market value of the Holding Company, as may be amended, divided by the Subscription Price.

In the event that the Subscription Price multiplied by the number of Subscription Shares to be issued in the Offering is below the minimum of the Appraised Value Range, or materially above the maximum of the Appraised Value Range, a resolicitation of purchasers may be required, *provided* that up to a 15% increase above the maximum of the Appraised Value Range will not be deemed material so as to require a resolicitation. Any such resolicitation shall be effected in such manner and within such time as the Bank and the Mutual Holding Company shall establish, if all required regulatory approvals are obtained.

Notwithstanding the foregoing, Subscription Shares will not be issued unless, prior to the consummation of the Offering, the Independent Appraiser confirms to the Bank, the Mutual Holding Company, the Holding Company, and the OTS, that, to the best knowledge of the Independent Appraiser, nothing of a material nature has occurred which, taking into account all relevant factors, would cause the Independent Appraiser to conclude that the number of Subscription Shares issued in the Offering multiplied by the Subscription Price is incompatible with its estimate of the aggregate consolidated pro forma market value of the Holding Company. If such confirmation is not received, the Holding Company may cancel the Offering, extend the Offering and establish a new Subscription Price and/or Appraised Value Range, extend, reopen or hold a new Offering, or take such other action as the OTS may permit.

The Common Stock to be issued in the Offering shall be fully paid and non-assessable.

7. RETENTION OF OFFERING PROCEEDS BY THE HOLDING COMPANY

The Holding Company may retain up to 50% of the proceeds of the Offering. The Holding Company believes that the Offering proceeds will provide economic strength to the Holding Company and the Bank for the future in a highly competitive and regulated financial services environment and would facilitate the continued expansion through acquisitions of financial service organizations, continued diversification into other related businesses and for other business and investment purposes, including the possible payment of dividends and possible future repurchases of the Common Stock as permitted by applicable federal and state regulations and policy.

8. SUBSCRIPTION RIGHTS OF ELIGIBLE ACCOUNT HOLDERS (FIRST PRIORITY)

A. Each Eligible Account Holder shall have nontransferable subscription rights to subscribe for in the Subscription Offering up to the greater of 50,000 shares of Common Stock, 0.10% of the total number of shares of Common Stock issued in the Offering, or fifteen times the

product (rounded down to the next whole number) obtained by multiplying the number of Subscription Shares offered in the Offering by a fraction of which the numerator is the amount of the Eligible Account Holder's Qualifying Deposit and the denominator is the total amount of Qualifying Deposits of all Eligible Account Holders, in each case on the Eligibility Record Date, subject to the provisions of Section 14.

B. In the event that Eligible Account Holders exercise subscription rights for a number of Subscription Shares in excess of the total number of such shares eligible for subscription, the Subscription Shares shall be allocated among the subscribing Eligible Account Holders so as to permit each subscribing Eligible Account Holder to purchase a number of shares sufficient to make his or her total allocation of Subscription Shares equal to the lesser of 100 shares or the number of shares for which such Eligible Account Holder has subscribed. Any remaining shares will be allocated among the subscribing Eligible Account Holders whose subscriptions remain unsatisfied in the proportion that the amount of the Qualifying Deposit of each Eligible Account Holder whose subscription remains unsatisfied bears to the total amount of the Qualifying Deposits of all Eligible Account Holders whose subscriptions remain unsatisfied. If the amount so allocated exceeds the amount subscribed for by any one or more Eligible Account Holders, the excess shall be reallocated (one or more times as necessary) among those Eligible Account Holders whose subscriptions are still not fully satisfied on the same principle until all available shares have been allocated.

C. Subscription rights as Eligible Account Holders received by Directors and Officers and their Associates that are based on deposits made by such persons during the 12 months preceding the Eligibility Record Date shall be subordinated to the subscription rights of all other Eligible Account Holders.

9. SUBSCRIPTION RIGHTS OF EMPLOYEE PLANS (SECOND PRIORITY)

The Employee Plans of the Holding Company and the Bank shall have subscription rights to purchase in the aggregate up to 10% of the Subscription Shares issued in the Offering, including any Subscription Shares to be issued as a result of an increase in the maximum of the Offering Range after commencement of the Subscription Offering and prior to completion of the Offering. Consistent with applicable laws and regulations and practices and policies, the Employee Plans may use funds contributed by the Holding Company or the Bank and/or borrowed from an independent financial institution to exercise such subscription rights, and the Holding Company and the Bank may make scheduled discretionary contributions thereto, provided that such contributions do not cause the Holding Company or the Bank to fail to meet any applicable regulatory capital requirements. The Employee Plans shall not be deemed to be Associates or Affiliates of or Persons Acting in Concert with any Director or Officer of the Holding Company or the Bank. Alternatively, if permitted by the OTS, the Employee Plans may purchase all or a portion of such shares in the open market.

10. SUBSCRIPTION RIGHTS OF SUPPLEMENTAL ELIGIBLE ACCOUNT HOLDERS (THIRD PRIORITY)

A. Each Supplemental Eligible Account Holder shall have nontransferable subscription rights to subscribe for in the Subscription Offering up to the greater of 50,000 shares

of Common Stock, 0.10% of the total number of shares of Common Stock issued in the Offering, or fifteen times the product (rounded down to the next whole number) obtained by multiplying the number of shares Subscription Shares offered in the Offering by a fraction of which the numerator is the amount of the Supplemental Eligible Account Holder's Qualifying Deposit and the denominator is the total amount of Qualifying Deposits of all Supplemental Eligible Account Holders, in each case on the Supplemental Eligibility Record Date, subject to the availability of sufficient shares after filling in full all subscription orders of the Eligible Account Holders and Employee Plans and to the purchase limitations specified in Section 14.

B. In the event that Supplemental Eligible Account Holders exercise subscription rights for a number of Subscription Shares in excess of the total number of such shares eligible for subscription, the Subscription Shares shall be allocated among the subscribing Supplemental Eligible Account Holders so as to permit each such subscribing Supplemental Eligible Account Holder, to the extent possible, to purchase a number of shares sufficient to make his or her total allocation of Subscription Shares equal to the lesser of 100 shares or the number of shares for which each such Supplemental Eligible Account Holder has subscribed. Any remaining shares will be allocated among the subscribing Supplemental Eligible Account Holders whose subscriptions remain unsatisfied in the proportion that the amount of the Qualifying Deposit of each such Supplemental Eligible Account Holder bears to the total amount of the Qualifying Deposits of all Supplemental Eligible Account Holders whose subscriptions remain unsatisfied. If the amount so allocated exceeds the amount subscribed for by any one or more Supplemental Eligible Account Holders, the excess shall be reallocated (one or more times as necessary) among those Supplemental Eligible Account Holders whose subscriptions are still not fully satisfied on the same principle until all available shares have been allocated.

11. SUBSCRIPTION RIGHTS OF OTHER MEMBERS (FOURTH PRIORITY)

A. Each Other Member shall have nontransferable subscription rights to subscribe for in the Subscription Offering up to the greater of 50,000 shares of Common Stock or 0.10% of the total number of shares of Common Stock issued in the Offering, subject to the availability of sufficient shares after filling in full all subscription orders of Eligible Account Holders, Employee Plans and Supplemental Eligible Account Holders and to the purchase limitations specified in Section 14.

B. In the event that such Other Members subscribe for a number of Subscription Shares which, when added to the Subscription Shares subscribed for by the Eligible Account Holders, Employee Plans and Supplemental Eligible Account Holders, is in excess of the total number of Subscription Shares to be issued, the available shares will be allocated to Other Members so as to permit each such subscribing Other Member, to the extent possible, to purchase a number of shares sufficient to make his or her total allocation of Subscription Shares equal to the lesser of 100 shares or the number of shares for which each such Other Member has subscribed. Any remaining shares will be allocated among the subscribing Other Members whose subscriptions remain unsatisfied in the proportion that the amount of the subscription of each such Other Member bears to the total amount of the subscriptions of all Other Members whose subscriptions remain unsatisfied.

12. COMMUNITY OFFERING

If subscriptions are not received for all Subscription Shares offered for sale in the Subscription Offering, shares for which subscriptions have not been received may be issued for sale in the Community Offering through a direct community marketing program which may use a broker, dealer, consultant or investment banking firm experienced and expert in the sale of savings institutions securities. Such entities may be compensated on a fixed fee basis or on a commission basis, or a combination thereof. In the event orders for Common Stock in the Community Offering exceed the number of shares available for sale, shares may be allocated (to the extent shares remain available) first to cover orders of natural persons residing in the Community, and thereafter to cover orders of other members of the general public, so that each Person in such category of the Community Offering may receive the less of 100 shares or the number of shares they ordered. Shares will then be allocated on an equal number of shares basis per order. The Holding Company shall use its best efforts consistent with this Plan to distribute Common Stock sold in the Community Offering in such a manner as to promote the widest distribution practicable of such stock. The Holding Company reserves the right to reject any or all orders in whole or in part, which are received in the Community Offering. Any Person may purchase up to 50,000 shares of Common Stock in the Community Offering, subject to the purchase limitations specified in Section 14.

13. SYNDICATED COMMUNITY OFFERING

If feasible, the Board of Directors may determine to offer Subscription Shares not issued in the Subscription Offering or the Community Offering in a Syndicated Community, subject to such terms, conditions and procedures as may be determined by the Holding Company, in a manner that will achieve the widest distribution of the Common Stock, subject to the right of the Holding Company to accept or reject in whole or in part any subscriptions in the Syndicated Community Offering. In the Syndicated Community Offering, any Person may purchase up to 50,000 shares of Common Stock, subject to the purchase limitations specified in Section 14.

Provided that the Subscription Offering has begun, the Holding Company may begin the Syndicated Community Offering at any time, *provided* that the completion of the offer and sale of the Common Stock will be conditioned upon the approval of this Plan by Voting Members. If the Syndicated Community Offering does not begin pursuant to the provisions of the preceding sentence, such offering will begin as soon as practicable following the date upon which the Subscription and Community Offerings terminate.

If for any reason a Syndicated Community Offering of shares of Common Stock not sold in the Subscription and Community Offerings cannot be effected, or in the event that any insignificant residue of shares of Common Stock is not sold in the Subscription and Community Offerings or in the Syndicated Community, if possible, the Holding Company will make other arrangements for the disposition of unsubscribed shares aggregating at least the minimum of the Offering Range. Such other purchase arrangements will be subject to receipt of any required approval of the OTS.

14. LIMITATION ON PURCHASES

The following limitations shall apply to all purchases and issuances of shares of Subscription Shares:

A. The maximum number of Common Stock that may be subscribed for or purchased in all categories in the Offering by any Person or Participant together with any Associate or group of Persons Acting in Concert shall not exceed 75,000 shares of Common Stock, except that the Employee Plans may subscribe for up to 10% of the Common Stock issued in the Offering (including shares issued in the event of an increase in the maximum of the Offering Range of 15%).

B. The maximum number of shares of Common Stock that may be issued to or purchased in all categories of the Offering by Officers and Directors and their Associates in the aggregate, shall not exceed 25% of the shares of Common Stock issued in the Offering.

C. A minimum of 25 shares of Common Stock must be purchased by each Person purchasing shares in the Offering to the extent those shares are available; *provided, however*, that in the event the minimum number of shares of Common Stock purchased times the price per share exceeds \$500, then such minimum purchase requirement shall be reduced to such number of shares which when multiplied by the price per share shall not exceed \$500, as determined by the Board.

D. The maximum number of shares of Common Stock that may be subscribed for or purchased in the Offering by any Person or Participant together with any Associate or group of Persons Acting in Concert, shall not exceed 5.0% of the shares of Common Stock issued and outstanding at the completion of the Offering, except that this limitation shall not apply to the Employee Plans.

If the number of shares of Common Stock otherwise allocable pursuant to Sections 8 through 13, inclusive, to any Person or that Person's Associates would be in excess of the maximum number of shares permitted as set forth above, the number of shares of Common Stock allocated to each such person shall be reduced to the lowest limitation applicable to that Person, and then the number of shares allocated to each group consisting of a Person and that Person's Associates shall be reduced so that the aggregate allocation to that Person and his or her Associates complies with the above limits.

Depending upon market or financial conditions, the Board of Directors of the Holding Company, with the receipt of any required approvals of the OTS and without further approval of Voting Members, may decrease or increase the purchase limitations in this Plan, *provided* that the maximum purchase limitations may not be increased to a percentage in excess of 5% of the shares issued in the Offering except as provided below. If the Holding Company increases the maximum purchase limitations, the Holding Company is only required to resolicit Persons who subscribed for the maximum purchase amount in the Subscription Offering and may, in the sole discretion of the Holding Company, resolicit certain other large subscribers. In the event that the

maximum purchase limitation is increased to 5% of the shares issued in the Offering, such limitation may be further increased to 9.99%, *provided* that orders for Common Stock exceeding 5% of the shares of Common Stock issued in the Offering shall not exceed in the aggregate 10% of the total shares of Common Stock issued in the Offering. Requests to purchase additional Subscription Shares in the event that the purchase limitation is so increased will be determined by the Board of Directors of the Holding Company in its sole discretion.

In the event of an increase in the total number of shares offered in the Subscription Offering due to an increase in the maximum of the Offering Range of up to 15% (the "Adjusted Maximum"), the additional shares will be used to fill the Employee Plans orders and then will be allocated in accordance with the priorities set forth in this Plan.

For purposes of this Section 14, the Directors of the Bank, the Mid-Tier Holding Company and the Holding Company shall not be deemed to be Associates or a group affiliated with each other or otherwise Acting in Concert solely as a result of their being Directors of the Bank, the Mid-Tier Holding Company or the Holding Company.

Each Person purchasing Common Stock in the Offering shall be deemed to confirm that such purchase does not conflict with the above purchase limitations contained in this Plan.

15. PAYMENT FOR SUBSCRIPTION SHARES

All payments for Common Stock subscribed for in the Subscription Offering and Community Offering must be delivered in full to the Bank or Holding Company, together with a properly completed and executed Order Form, on or prior to the expiration date of the Offering; *provided, however*, that if the Employee Plans subscribe for shares in the Subscription Offering, such plans will not be required to pay for the shares at the time they subscribe but rather may pay for such shares of Common Stock subscribed for by such plans at the Subscription Price upon consummation of the Offering.

Payment for Common Stock subscribed for shall be made by check, money order or bank draft. Alternatively, subscribers in the Subscription and Community Offerings may pay for the shares for which they have subscribed by authorizing the Bank on the Order Form to make a withdrawal from the designated types of Deposit Accounts at the Bank in an amount equal to the aggregate Subscription Price of such shares. Such authorized withdrawal shall be without penalty as to premature withdrawal. If the authorized withdrawal is from a certificate account, and the remaining balance does not meet the applicable minimum balance requirement, the certificate shall be canceled at the time of withdrawal, without penalty, and the remaining balance will earn interest at the passbook rate. Funds for which a withdrawal is authorized will remain in the subscriber's Deposit Account but may not be used by the subscriber during the Subscription and Community Offerings. Thereafter, the withdrawal will be given effect only to the extent necessary to satisfy the subscription (to the extent it can be filled) at the Subscription Price per share. Interest will continue to be earned on any amounts authorized for withdrawal until such withdrawal is given effect. Interest on funds received in cash, check or money order will be paid by the Bank at not less than the passbook rate on payments for Common Stock. Such interest will be paid from the date payment is received by the Bank until consummation or termination of the Offering. If for any reason the Offering is not consummated, all payments

made by subscribers in the Subscription and Community Offerings will be refunded to them with interest. In case of amounts authorized for withdrawal from Deposit Accounts, refunds will be made by canceling the authorization for withdrawal. The Bank is prohibited by regulation from knowingly making any loans or granting any lines of credit for the purchase of stock in the Offering, and therefore, will not do so.

16. MANNER OF EXERCISING SUBSCRIPTION RIGHTS THROUGH ORDER FORMS

As soon as practicable after the Prospectus prepared by the Holding Company and Bank has been declared effective by the SEC, Order Forms will be distributed to the Eligible Account Holders, Employee Plans, Supplemental Eligible Account Holders and Other Members at their last known addresses appearing on the records of the Bank for the purpose of subscribing for shares of Common Stock in the Subscription Offering and will be made available for use by those Persons to whom a Prospectus is delivered.

Each Order Form will be preceded or accompanied by a prospectus describing the Holding Company, the Bank, the Common Stock and the Offering. Each Order Form will contain, among other things, the following:

A. A specified date by which all Order Forms must be received by the Bank or the Holding Company, which date shall be not less than 20 days, nor more than 45 days, following the date on which the Order Forms are mailed by the Holding Company, and which date will constitute the termination of the Subscription Offering unless extended;

B. The Subscription Price per share for shares of Common Stock to be sold in the Offering;

C. A description of the minimum and maximum number of Subscription Shares that may be subscribed for pursuant to the exercise of subscription rights or otherwise purchased in the Subscription and Community Offering;

D. Instructions as to how the recipient of the Order Form is to indicate thereon the number of Subscription Shares for which such person elects to subscribe and the available alternative methods of payment therefor;

E. An acknowledgment that the recipient of the Order Form has received a final copy of the prospectus prior to execution of the Order Form;

F. A statement to the effect that all subscription rights are nontransferable, will be void at the end of the Subscription Offering, and can only be exercised by delivering to the Holding Company within the subscription period such properly completed and executed Order Form, together with payment in the full amount of the aggregate purchase price as specified in the Order Form for the shares of Common Stock for which the recipient elects to subscribe in the Subscription Offering (or by authorizing on the Order Form that the Bank withdraw said amount from the subscriber's Deposit Account at the Bank); and

G. A statement to the effect that the executed Order Form, once received by the Holding Company, may not be modified or amended by the subscriber without the consent of the Holding Company.

Notwithstanding the above, the Holding Company reserves the right in its sole discretion to accept or reject orders received on photocopied or facsimiled order forms.

17. UNDELIVERED, DEFECTIVE OR LATE ORDER FORM; INSUFFICIENT PAYMENT

In the event Order Forms (a) are not delivered by the United States Postal Service, (b) are not received back by the Holding Company or are received by the Holding Company after the expiration date specified thereon, (c) are defectively filled out or executed, (d) are not accompanied by the full required payment, unless waived by the Holding Company, for the shares of Common Stock subscribed for (including cases in which deposit accounts from which withdrawals are authorized are insufficient to cover the amount of the required payment), or (e) are not mailed pursuant to a "no mail" order placed in effect by the account holder, the subscription rights of the Person to whom such rights have been granted will lapse as though such Person failed to return the completed Order Form within the time period specified thereon; *provided, however*, that the Holding Company may, but will not be required to, waive any immaterial irregularity on any Order Form or require the submission of corrected Order Forms or the remittance of full payment for subscribed shares by such date as the Holding Company may specify. The interpretation of the Holding Company of terms and conditions of this Plan and of the Order Forms will be final, subject to the authority of the OTS.

18. RESIDENTS OF FOREIGN COUNTRIES AND CERTAIN STATES

The Holding Company will make reasonable efforts to comply with the securities laws of all States in the United States in which Persons entitled to subscribe for shares of Common Stock pursuant to this Plan reside. However, no such Person will be issued subscription rights or be permitted to purchase shares of Common Stock in the Subscription Offering if such Person resides in a foreign country; or in a State of the United States with respect to which any of the following apply: (A) a small number of Persons otherwise eligible to subscribe for shares under this Plan reside in such state; (B) the issuance of subscription rights or the offer or sale of shares of Common Stock to such Persons would require the Holding Company under the securities laws of such state, to register as a broker, dealer, salesman or agent or to register or otherwise qualify its securities for sale in such state; and (C) such registration or qualification would be impracticable for reasons of cost or otherwise.

19. ESTABLISHMENT OF LIQUIDATION ACCOUNT

The Bank shall establish at the time of the MHC Merger, a Liquidation Account in an amount equal to the Mutual Holding Company's total equity as reflected in the latest statement of financial condition contained in the final Prospectus used in the Offering. Following the Conversion, the Liquidation Account will be maintained by the Bank for the benefit of the Eligible Account Holders and Supplemental Eligible Account Holders who continue to maintain their Deposit Accounts at the Bank. Each Eligible Account Holder and Supplemental Eligible

Account Holder shall, with respect to his Deposit Account, hold a related inchoate interest in a portion of the Liquidation Account balance, in relation to his Deposit Account balance at the Eligibility Record Date or Supplemental Eligibility Record Date, respectively, or to such balance as it may be subsequently reduced, as hereinafter provided.

In the unlikely event of a complete liquidation of the Bank (and only in such event), following all liquidation payments to creditors (including those to Account Holders to the extent of their Deposit Accounts) each Eligible Account Holder and Supplemental Eligible Account Holder shall be entitled to receive a liquidating distribution from the Liquidation Account, in the amount of the then adjusted subaccount balance for his Deposit Account then held, before any liquidation distribution may be made to any holders of the Bank's capital stock. No merger, consolidation, purchase of bulk assets with assumption of Deposit Accounts and other liabilities, or similar transactions with an FDIC-insured institution, in which the Bank is not the surviving institution, shall be deemed to be a complete liquidation for this purpose. In such transactions, the Liquidation Account shall be assumed by the surviving institution.

The initial subaccount balance for a Deposit Account held by an Eligible Account Holder and Supplemental Eligible Account Holder shall be determined by multiplying the opening balance in the Liquidation Account by a fraction, the numerator of which is the amount of the Qualifying Deposits of such Account Holder and the denominator of which is the total amount of all Qualifying Deposits of all Eligible Account Holders and Supplemental Account Holders. For Deposit Accounts in existence at both the Eligibility Record Date and the Supplemental Eligibility Record Date, separate initial subaccount balances shall be determined on the basis of the Qualifying Deposits in such Deposit Account on each such record date. Such initial subaccount balance shall not be increased, but shall be subject to downward adjustment as described below.

If, at the close of business on any December 31 annual closing date, commencing on or after the effective date of the Conversion, the deposit balance in the Deposit Account of an Eligible Account Holder or Supplemental Eligible Account Holder is less than the lesser of (i) the balance in the Deposit Account at the close of business on any other annual closing date subsequent to the Eligibility Record Date or Supplemental Eligibility Record Date, or (ii) the amount of the Qualifying Deposit in such Deposit Account as of the Eligibility Record Date or Supplemental Eligibility Record Date, the subaccount balance for such Deposit Account shall be adjusted by reducing such subaccount balance in an amount proportionate to the reduction in such deposit balance. In the event of such downward adjustment, the subaccount balance shall not be subsequently increased, notwithstanding any subsequent increase in the deposit balance of the related Deposit Account. If any such Deposit Account is closed, the related subaccount shall be reduced to zero.

The creation and maintenance of the Liquidation Account shall not operate to restrict the use or application of any of the equity accounts of the Bank, except that the Bank shall not declare or pay a cash dividend on, or repurchase any of, its capital stock if the effect thereof would cause its equity to be reduced below (i) the amount required for the Liquidation Account; or (ii) the regulatory capital requirements of the Bank.

20. VOTING RIGHTS OF STOCKHOLDERS

Following consummation of the Conversion, the holders of the voting capital stock of the Holding Company shall have the exclusive voting rights with respect to the Holding Company.

21. RESTRICTIONS ON RESALE OR SUBSEQUENT DISPOSITION

A. All shares of Common Stock purchased by Directors or Officers of the Holding Company or the Bank in the Offering shall be subject to the restriction that, except as provided in this Section 21 or as may be approved by the OTS, no interest in such shares may be sold or otherwise disposed of for value for a period of one year following the date of purchase in the Offering.

B. The restriction on disposition of Subscription Shares set forth above in this Section 21 shall not apply to the following:

- (1) Any exchange of such shares in connection with a merger or acquisition involving the Bank or the Holding Company, as the case may be, which has been approved by the appropriate federal regulatory agency; and
- (2) Any disposition of such shares following the death of the person to whom such shares were initially sold under the terms of this Plan.

C. With respect to all Subscription Shares subject to restrictions on resale or subsequent disposition, each of the following provisions shall apply:

- (1) Each certificate representing shares restricted by this section shall bear a legend prominently stamped on its face giving notice of the restriction;
- (2) Instructions shall be issued to the stock transfer agent for the Holding Company not to recognize or effect any transfer of any certificate or record of ownership of any such shares in violation of the restriction on transfer; and
- (3) Any shares of capital stock of the Holding Company issued with respect to a stock dividend, stock split, or otherwise with respect to ownership of outstanding Subscription Shares subject to the restriction on transfer hereunder shall be subject to the same restriction as is applicable to such Subscription Shares.

22. REQUIREMENTS FOR STOCK PURCHASES BY DIRECTORS AND OFFICERS FOLLOWING THE CONVERSION

For a period of three years following the Conversion, no Officer, Director or their Associates shall purchase, without the prior written approval of the OTS, any outstanding shares of Common Stock except from a broker-dealer registered with the SEC. This provision shall not apply to negotiated transactions involving more than 1% of the outstanding shares of Common Stock, the exercise of any options pursuant to a stock option plan or purchases of Common Stock

made by or held by any Tax-Qualified Employee Stock Benefit Plan or Non-Tax-Qualified Employee Stock Benefit Plan of the Bank or the Holding Company (including the Employee Plans) which may be attributable to any Officer or Director. As used herein, the term “negotiated transaction” means a transaction in which the securities are offered and the terms and arrangements relating to any sale are arrived at through direct communications between the seller or any person acting on its behalf and the purchaser or his investment representative. The term “investment representative” shall mean a professional investment advisor acting as agent for the purchaser and independent of the seller and not acting on behalf of the seller in connection with the transaction.

23. TRANSFER OF DEPOSIT ACCOUNTS

Each person holding a Deposit Account at the Bank at the time of Conversion shall retain an identical Deposit Account at the Bank following Conversion in the same amount and subject to the same terms and conditions (except as to voting and liquidation rights).

24. REGISTRATION AND MARKETING

Within the time period required by applicable laws and regulations, the Holding Company will register the securities issued in connection with the Offering pursuant to the Securities Exchange Act of 1934 and will not deregister such securities for a period of at least three years thereafter, except that the requirement that registration be maintained for three years may be fulfilled by any successor to the Holding Company. In addition, the Holding Company will use its best efforts to encourage and assist a market-maker to establish and maintain a market for the Common Stock and to list those securities on a national or regional securities exchange or the Nasdaq Stock Market.

25. TAX RULINGS OR OPINIONS

Consummation of the Conversion is expressly conditioned upon prior receipt by the Mutual Holding Company, the Mid-Tier Holding Company and the Bank of either a ruling or an opinion of counsel with respect to federal tax laws, and either a ruling, an opinion of counsel, or a letter of advice from their tax advisor with respect to applicable state tax laws, to the effect that consummation of the transactions contemplated by the Conversion and this Plan will not result in a taxable reorganization under the provisions of the applicable codes or otherwise result in any adverse tax consequences to the Mutual Holding Company, the Mid-Tier Holding Company, the Holding Company or the Bank, or the account holders receiving subscription rights before or after the Conversion, except in each case to the extent, if any, that subscription rights are deemed to have value on the date such rights are issued.

26. STOCK BENEFIT PLANS AND EMPLOYMENT AGREEMENTS

A. The Holding Company and the Bank are authorized to adopt Tax-Qualified Employee Stock Benefit Plans in connection with the Offering, including without limitation, an ESOP. Existing as well as any newly created Tax-Qualified Employee Stock Benefit Plans may purchase shares of Common Stock in the Offering, to the extent permitted by the terms of such benefit plans and this Plan.

B. The Holding Company and the Bank are authorized to enter into employment agreements with their executive officers.

C. The Holding Company and the Bank are authorized to adopt stock option plans, restricted stock grant plans and other Non-Tax-Qualified Employee Stock Benefit Plans, provided that such plans conform to any applicable requirements of federal regulations.

27. RESTRICTIONS ON ACQUISITION OF BANK AND HOLDING COMPANY

- A. (1) The charter of the Bank may contain a provision stipulating that no person, except the Holding Company, for a period of five years following the closing date of the Offering, may directly or indirectly acquire or offer to acquire the beneficial ownership of more than 10% of any class of an equity security of the Bank, without the prior written approval of the OTS. In addition, such charter may also provide that for a period of five years following the closing date of the Conversion, shares beneficially owned in violation of the above-described charter provision shall not be entitled to vote and shall not be voted by any person or counted as voting stock in connection with any matter submitted to stockholders for a vote. In addition, special meetings of the stockholders relating to changes in control or amendment of the charter may only be called by the Board of Directors, and shareholders shall not be permitted to cumulate their votes for the election of Directors.
- (2) For a period of three years from the date of consummation of the Conversion, no person, other than the Holding Company, may directly or indirectly offer to acquire or acquire the beneficial ownership of more than 10% of any class of an equity security of the Bank without the prior written consent of the OTS.

B. The Articles of Incorporation of the Holding Company may contain a provision stipulating that in no event shall any record owner of any outstanding shares of Common Stock who beneficially owns in excess of 10% of such outstanding shares be entitled or permitted to any vote with respect to any shares held in excess of 10%. In addition, the Articles of Incorporation and Bylaws of the Holding Company may contain provisions which prohibit cumulative voting for the election of directors and provide for staggered terms of the directors, limitations on the calling of special meetings, a fair price provision for certain business combinations and certain notice requirements.

C. For the purposes of this section:

- (1) The term "person" includes an individual, a firm, a corporation or other entity;
- (2) The term "offer" includes every offer to buy or acquire, solicitation of an offer to sell, tender offer for, or request or invitation for tenders of, a security or interest in a security for value;

- (3) The term “acquire” includes every type of acquisition, whether effected by purchase, exchange, operation of law or otherwise; and
- (4) The term “security” includes non-transferable subscription rights issued pursuant to a plan of conversion as well as a “security” as defined in 15 U.S.C. § 77b(a)1.

28. PAYMENT OF DIVIDENDS AND REPURCHASE OF STOCK

A. The Holding Company shall comply with any applicable regulation in the repurchase of any shares of its capital stock following consummation of the Conversion.

B. The Bank shall not declare or pay a cash dividend on, or repurchase any of, its capital stock if the effect thereof would cause its regulatory capital to be reduced below (i) the amount required for the liquidation account, or (ii) the federal or state regulatory capital requirements.

29. CONSUMMATION OF CONVERSION AND EFFECTIVE DATE

The Effective Date of the Conversion shall be the date upon which the Articles of Combination (or similar documents) shall be filed with OTS with respect to the MHC Merger, the Mid-Tier Merger and the Bank Merger. The Articles of Combination shall be filed after all requisite regulatory and depositor approvals have been obtained, all applicable waiting periods have expired, and sufficient subscriptions and orders for Subscription Shares have been received. The Closing of the sale of all shares of Common Stock sold in the Offering shall occur simultaneously on the effective date of the Closing.

30. EXPENSES OF CONVERSION

The Mutual Holding Company, the Mid-Tier Holding Company, the Bank and the Holding Company may retain and pay for the services of legal, financial and other advisors to assist in connection with any or all aspects of the Conversion, including the Offering, and such parties shall use their best efforts to assure that such expenses are reasonable.

31. AMENDMENT OR TERMINATION OF PLAN

If deemed necessary or desirable, this Plan may be substantively amended as a result of comments from the OTS or otherwise at any time prior to solicitation of proxies from Voting Members to vote on this Plan by the Board of Directors of the Mutual Holding Company, and at any time thereafter by the Board of Directors of the Mutual Holding Company with the concurrence of the OTS. Any amendment to this Plan made after approval by Voting Members with the approval of the OTS shall not require further approval by Voting Members unless otherwise required by the OTS. The Board of Directors of the Mutual Holding Company may terminate this Plan at any time prior to the Special Meeting of Members to vote on this Plan, and at any time thereafter with the concurrence of the OTS.

By adopting this Plan, Voting Members of the Mutual Holding Company authorize the Board of Directors of the Mutual Holding Company to amend or terminate this Plan under the circumstances set forth in this Section 32.

32. CONDITIONS TO CONVERSION

Consummation of the Conversion pursuant to this Plan is expressly conditioned upon the following:

A. Prior receipt by the Mutual Holding Company, the Mid-Tier Holding Company, and the Bank of rulings of the United States Internal Revenue Service and the state taxing authorities, or opinions of counsel or tax advisers as described in Section 25 hereof;

B. The issuance of the Subscription Shares offered in the Offering; and

C. The completion of the Conversion within the time period specified in Section 3 of this Plan.

33. INTERPRETATION

All interpretations of this Plan and application of its provisions to particular circumstances by a majority of the Board of Directors of the Mutual Holding Company shall be final, subject to the authority of the OTS.

Dated: August 25, 2004, as amended on September 21, 2004, October 27, 2004 and March 8, 2005.

EXHIBIT A

**AGREEMENT OF MERGER BETWEEN
BANKFINANCIAL CORPORATION, BANKFINANCIAL INTERIM BANK I,
AND BANKFINANCIAL F.S.B.**

**FORM OF
AGREEMENT OF MERGER BETWEEN
BANKFINANCIAL CORPORATION, BANKFINANCIAL INTERIM BANK I, AND
BANKFINANCIAL F.S.B.**

THIS AGREEMENT OF MERGER (the "Mid-Tier Merger Agreement") dated as of _____, 2004, is made by and between BankFinancial Corporation, a federal corporation (the "Mid-Tier Holding Company"), BankFinancial F.S.B., a federal savings bank (the "Bank"), and BankFinancial Interim Bank I, an interim federal savings bank ("Interim I").

R E C I T A L S :

1. The Mid-Tier Holding Company is a federal corporation that owns 100% of the common stock of the Bank.
2. Contemporaneously with the transactions contemplated by this Mid-Tier Merger Agreement, the Mid-Tier Holding Company will exchange its charter for that of Interim I, and Interim I will merge with and into the Bank with the Bank as the surviving entity.
3. At least two-thirds of the members of the boards of directors of the Bank and the Mid-Tier Holding Company have approved this Mid-Tier Merger Agreement whereby Interim I shall be merged with and into the Bank with the Bank as the surviving or resulting institution (the "Mid-Tier Merger"), and have authorized the execution and delivery thereof.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, the parties hereto have agreed as follows:

1. **Merger.** At and on the Effective Date of the Mid-Tier Merger, (i) the Mid-Tier Holding Company will exchange its charter for that of Interim I, and will merge with and into the Bank with the Bank as the resulting entity (the "Resulting Institution"), and (ii) the Mutual Holding Company shall receive shares of Bank common stock in exchange for its Mid-Tier Holding Company common stock.

2. **Effective Date.** The Mid-Tier Merger shall not be effective until and unless (i) the Mid-Tier Merger is approved by the Office of Thrift Supervision (the "OTS") after approval by at least two-thirds of the outstanding common stock of the Mid-Tier Holding Company and of the Bank, (ii) the Plan is approved by a majority of the total outstanding votes held by Voting Members, and (iii) the Articles of Combination shall have been filed with the OTS with respect to the Mid-Tier Merger. Approval of the Plan by the Voting Members shall constitute approval of the Mid-Tier Merger Agreement by the Voting Members. Approval of the Plan by the sole stockholder of the Mid-Tier Holding Company and by the sole stockholder of the Bank shall constitute approval of the Mid-Tier Merger Agreement by such stockholder.

3. **Name.** The name of the Resulting Institution shall be BankFinancial F.S.B.

4. **Offices.** The main banking office of the Resulting Institution shall be 15W060 North Frontage Road, Burr Ridge, Illinois 60527. The branch offices of the Bank that were in lawful operation prior to the Mid-Tier Merger shall be operated as branch offices of the Resulting Institution.

5. **Directors and Officers.** The directors and officers of the Bank immediately prior to the Effective Date shall be the directors and officers of the Resulting Institution after the Effective Date.

6. **Rights and Duties of the Resulting Institution.** At the Effective Date, the Mid-Tier Holding Company shall convert to Interim I, which shall be merged with and into the Bank with the Bank as the Resulting Institution. The business of the Resulting Institution shall be that of a federal savings bank as provided in its Charter. All assets, rights, interests, privileges, powers, franchises and property (real, personal and mixed) of the Mid-Tier Holding Company, the Bank and Interim I shall be transferred automatically to and vested in the Resulting Institution by virtue of the Mid-Tier Merger without any deed or other document of transfer. The Resulting Institution, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as the agent or other fiduciary in the same manner and to the same extent as such rights, franchises, and interests and powers were held or enjoyed by the Bank, the Mid-Tier Holding Company and Interim I. The Resulting Institution shall be responsible for all of the liabilities, restrictions and duties of every kind and description of the Mid-Tier Holding Company, the Bank and Interim I immediately prior to the Mid-Tier Merger, including liabilities for all debts, obligations and contracts of the Mid-Tier Holding Company, the Bank and Interim I, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books of accounts or records of the Mid-Tier Holding Company, the Bank and Interim I. The stockholders of the Bank shall possess all voting rights with respect to the shares of stock of Interim I and the Mid-Tier Holding Company. All rights of creditors and other obligees and all liens on property of the Bank, the Mid-Tier Holding Company and Interim I shall be preserved and shall not be released or impaired.

7. **Other Terms.** All terms used in this Mid-Tier Merger Agreement shall, unless defined herein, have the meanings set forth in the Plan. The Plan is incorporated herein by this reference and made a part hereof to the extent necessary or appropriate to effect and consummate the terms of this Mid-Tier Merger Agreement and the Conversion.

IN WITNESS WHEREOF, the Mid-Tier Holding Company, Interim I and the Bank have caused this Mid-Tier Merger Agreement to be executed as of the date first above written.

BankFinancial Corporation
(a federal corporation)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

BankFinancial F.S.B.
(a federal savings bank)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

BankFinancial Interim Bank I
(an interim federal savings bank)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

EXHIBIT B

**AGREEMENT OF MERGER BETWEEN
BANKFINANCIAL MHC, INC.,
BANKFINANCIAL INTERIM BANK II, AND BANKFINANCIAL F.S.B.**

EXHIBIT B
FORM OF
AGREEMENT OF MERGER BETWEEN
BANKFINANCIAL MHC, INC.,
BANKFINANCIAL INTERIM BANK II, AND BANKFINANCIAL F.S.B.

THIS AGREEMENT OF MERGER (the “MHC Merger Agreement”), dated as of _____, 2004, is made by and between BankFinancial MHC, Inc., a federal corporation (the “Mutual Holding Company”), BankFinancial F.S.B., a federal savings bank (the “Bank”), and BankFinancial Interim Bank II, an interim federal savings bank (“Interim II”).

R E C I T A L S:

1. The Mutual Holding Company is a federal corporation that owns all of the common stock of the Bank as a result of the merger of BankFinancial Corporation, a federal corporation, into the Bank (the “Mid-Tier Merger”) immediately prior to the merger provided for in this MHC Merger Agreement.

2. Contemporaneously with the transactions contemplated by this MHC Merger Agreement, the Mutual Holding Company will exchange its charter for that of Interim II and Interim II will merge with and into the Bank with the Bank as the resulting entity.

3. At least two-thirds of the members of the boards of directors of the Bank and the Mutual Holding Company have approved this MHC Merger Agreement whereby Interim II will be merged with and into the Bank with the Bank as the surviving or resulting institution (the “MHC Merger”), and authorized the execution and delivery thereof.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, the parties hereto have agreed as follows:

1. **Merger.** At and on the Effective Date of the MHC Merger, (i) the Mutual Holding Company shall exchange its charter for that of Interim II, and will merge with and into the Bank with the Bank as the resulting entity (the “Resulting Institution”), whereupon all shares of Bank common stock owned by the Mutual Holding Company shall be canceled. As part of the MHC Merger, each Eligible Account Holder and Supplemental Eligible Account Holder (as defined in the Plan of Conversion and Reorganization (the “Plan”)), shall automatically receive an interest in the Liquidation Account established in the Bank, in exchange for such person’s interest in the Mutual Holding Company as set forth in the Plan.

2. **Effective Date.** The MHC Merger shall not be effective until and unless it is approved by the Office of Thrift Supervision (the “OTS”) after (i) approval by at least two-thirds of the outstanding common stock of the Bank, (ii) approval by a majority of the total eligible votes of Voting Members, and (iii) the Articles of Combination shall have been filed with the OTS with respect to the MHC Merger. Approval of the Plan by the Voting Members shall constitute approval of the MHC Merger Agreement by the Voting Members. Approval of the Plan by the sole stockholder of the Bank shall constitute approval of the MHC Merger Agreement by such stockholder.

3. **Name.** The name of the Resulting Institution shall be BankFinancial F.S.B.

4. **Offices.** The main banking office of the Resulting Institution shall be 15W060 North Frontage Road, Burr Ridge, Illinois 60527. The branch offices of the Bank that were in lawful operation prior to the MHC Merger shall be operated as branch offices of the Resulting Institution.

5. **Directors and Officers.** The directors and officers of the Bank immediately prior to the Effective Date shall be the directors and officers of the Resulting Institution after the Effective Date.

6. **Rights and Duties of the Resulting Institution.** At the Effective Date, the Mutual Holding Company shall convert to Interim II, which shall be merged with and into the Bank with the Bank as the Resulting Institution. The business of the Resulting Institution shall be that of a federal savings bank as provided in its Charter. All assets, rights, interests, privileges, powers, franchises and property (real, personal and mixed) of the Mutual Holding Company, the Bank and Interim II shall be transferred automatically to and vested in the Resulting Institution by virtue of the MHC Merger without any deed or other document of transfer. The Resulting Institution, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as the agent or other fiduciary in the same manner and to the same extent as such rights, franchises, and interests and powers were held or enjoyed by the Bank, the Mutual Holding Company and Interim II. The Resulting Institution shall be responsible for all of the liabilities, restrictions and duties of every kind and description of the Mutual Holding Company, the Bank and Interim II immediately prior to the Merger, including liabilities for all debts, obligations and contracts of the Mutual Holding Company, the Bank and Interim II, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books of accounts or records of the Mutual Holding Company, the Bank and Interim II. The stockholders of the Bank shall possess all voting rights with respect to the shares of stock of the Bank. All rights of creditors and other obligees and all liens on property of the Mutual Holding Company, the Bank and Interim II shall be preserved and shall not be released or impaired.

7. **Other Terms.** All terms used in this MHC Merger Agreement shall, unless defined herein, have the meanings set forth in the Plan. The Plan is incorporated herein by this reference and made a part hereof to the extent necessary or appropriate to effect and consummate the terms of this MHC Merger Agreement and the Conversion.

IN WITNESS WHEREOF, the Mutual Holding Company, Interim II and the Bank have caused this MHC Merger Agreement to be executed as of the date first above written.

BankFinancial Corporation
(a federal corporation)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

BankFinancial F.S.B.
(a federal savings bank)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

BankFinancial Interim Bank II
(an interim federal savings bank)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

EXHIBIT C

**FORM OF AGREEMENT OF MERGER BETWEEN
BANKFINANCIAL F.S.B., BANKFINANCIAL INTERIM BANK III, AND
BANKFINANCIAL CORPORATION**

EXHIBIT C

FORM OF AGREEMENT OF MERGER BETWEEN
BANKFINANCIAL F.S.B., BANKFINANCIAL INTERIM BANK III, AND
BANKFINANCIAL CORPORATION

THIS AGREEMENT OF MERGER (the “Bank Merger Agreement”) dated as of _____, 2004, is made by and between BankFinancial F.S.B., a federal savings bank (the “Bank”), BankFinancial Corporation, a Maryland corporation (the “Holding Company”), and BankFinancial Interim Bank III, an interim federal savings bank (“Interim III”).

R E C I T A L S :

1. The Bank is a federal savings bank that prior to the transactions contemplated by this Bank Merger Agreement and the Plan of Conversion and Reorganization of BankFinancial MHC, Inc. (the “Plan”), was a wholly-owned subsidiary of BankFinancial Corporation, a federal corporation (the “Mid-Tier Holding Company”).

2. The Holding Company was formed as a wholly owned subsidiary of the Bank to facilitate and effect the Conversion.

3. The Holding Company has organized Interim III as a wholly owned subsidiary of the Bank to effect and facilitate the Conversion.

4. Immediately prior to the transactions contemplated by this Bank Merger Agreement, (i) the Mid-Tier Holding Company will convert to BankFinancial Interim Bank I, an interim federal savings bank, and merge with and into the Bank (the “Mid-Tier Merger”) with the Bank as the resulting entity, (ii) the Mutual Holding Company will receive 100% of the common stock of the Bank in exchange for its Mid-Tier Holding Company common stock, and (iii) BankFinancial MHC, Inc. will convert to Interim Savings Bank II, an interim federal savings bank, and merge with and into the Bank with the Bank as the resulting entity (the “MHC Merger”).

5. At least two-thirds of the members of the boards of directors of the Bank and Interim III have approved this Bank Merger Agreement whereby Interim III will merge with and into the Bank with the Bank as the surviving or resulting institution (the “Bank Merger”), and have authorized the execution and delivery thereof.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, the parties hereto have agreed as follows:

1. **Merger.** At and on the Effective Date of the Bank Merger and immediately after the Mid-Tier Merger and the MHC Merger, Interim III will merge with and into the Bank with the Bank as the surviving entity (the “Resulting Institution”). As a result of the Bank Merger, the Holding Company will own 100% of the common stock of the Bank.

2. **Stock Offering.** Contemporaneously with the Bank Merger, the Holding Company will offer all of its shares of common stock for sale in the Offering as described in the Plan.

3. **Effective Date.** The Bank Merger shall not be effective until and unless it is approved by the Office of Thrift Supervision (the "OTS") after (i) the Bank Merger is approved by at least two-thirds of the outstanding common stock of the Bank and Interim III, (ii) the Plan is approved by a majority of the total eligible votes of Voting Members, and (iii) the Articles of Combination shall have been filed with the OTS with respect to the Bank Merger.

4. **Name.** The name of the Resulting Institution shall be BankFinancial F.S.B.

5. **Offices.** The main banking office of the Resulting Institution shall be 15W060 North Frontage Road, Burr Ridge, Illinois 60527. The branch offices of the Bank that were in lawful operation prior to the Merger shall be operated as branch offices of the Resulting Institution.

6. **Directors and Officers.** The directors and officers of the Bank immediately prior to the Effective Date shall be the directors and officers of the Resulting Institution immediately after the Effective Date.

7. **Rights and Duties of the Resulting Institution.** At the Effective Date, Interim III shall be merged with and into the Bank with the Bank as the Resulting Institution. The business of the Resulting Institution shall be that of a federal savings bank as provided in its Charter. All assets, rights, interests, privileges, powers, franchises and property (real, personal and mixed) of Interim III and the Bank shall be transferred automatically to and vested in the Resulting Institution by virtue of such Merger without any deed or other document of transfer. The Resulting Institution, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as the agent or other fiduciary in the same manner and to the same extent as such rights, franchises, and interests and powers were held or enjoyed by the Bank and Interim III. The Resulting Institution shall be responsible for all of the liabilities, restrictions and duties of every kind and description of both Interim III and the Bank immediately prior to the Bank Merger, including liabilities for all debts, obligations and contracts of Interim III and the Bank, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books of accounts or records of Interim III or the Bank. The stockholders of the Resulting Institution shall possess all voting rights with respect to the shares of stock of the Bank and Interim III. All rights of creditors and other obligees and all liens on property of Interim III and the Bank shall be preserved and shall not be released or impaired.

8. **Other Terms.** All terms used in this Bank Merger Agreement shall, unless defined herein, have the meanings set forth in the Plan. The Plan is incorporated herein by this reference and made a part hereof to the extent necessary or appropriate to effect and consummate the terms of the Bank Merger Agreement and the Conversion.

IN WITNESS WHEREOF, the Bank, the Holding Company and Interim III have caused this Bank Merger Agreement to be executed as of the date first above written.

BankFinancial F.S.B.
(a federal savings bank)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

BankFinancial Interim Bank III
(an interim federal savings bank)

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

BankFinancial Corporation

ATTEST:

James J. Brennan, Corporate Secretary

By: _____
F. Morgan Gasior, Chairman of the Board, Chief Executive Officer and
President

BANKFINANCIAL, F.S.B.
EMPLOYEE STOCK OWNERSHIP PLAN
(adopted effective January 1, 2004)

BANKFINANCIAL, F.S.B.
EMPLOYEE STOCK OWNERSHIP PLAN

This Employee Stock Ownership Plan, executed on the ___ day of _____, 200 __, by BankFinancial, F.S.B., a federally chartered stock savings bank (the "Bank"),

WITNESSETH THAT

WHEREAS, the board of directors of the Bank has resolved to adopt an employee stock ownership plan for eligible employees of the Bank and subsidiaries of the Bank, in accordance with the terms and conditions presented set forth herein;

NOW, THEREFORE, the Bank hereby adopts the following Plan setting forth the terms and conditions pertaining to contributions by the Employer and the payment of benefits to Participants and Beneficiaries.

IN WITNESS WHEREOF, the Bank has adopted this Plan and caused this instrument to be executed by its duly authorized officers as of the above date.

ATTEST:

Secretary

By: _____

President

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BANKFINANCIAL, F.S.B.
EMPLOYEE STOCK OWNERSHIP PLAN

Section 1. Plan Identity.

1.1 **Name.** The name of this Plan is “BankFinancial, F.S.B. Employee Stock Ownership Plan.”

1.2 **Purpose.** The purpose of this Plan is to describe the terms and conditions under which contributions made pursuant to the Plan will be credited and paid to the Participants and their Beneficiaries.

1.3 **Effective Date.** The Effective Date of this Plan is January 1, 2004.

1.4 **Fiscal Period.** This Plan shall be operated on the basis of a January 1 to December 31 fiscal year for the purpose of keeping the Plan’s books and records and distributing or filing any reports or returns required by law.

1.5 **Single Plan for All Employers.** This Plan shall be treated as a single plan with respect to all participating Employers for the purpose of crediting contributions and forfeitures and distributing benefits, determining whether there has been any termination of Service, and applying the limitations set forth in Section 5.

1.6 **Interpretation of Provisions.** The Employers intend this Plan and the Trust to be a qualified stock bonus plan under Section 401(a) of the Code and an employee stock ownership plan within the meaning of Section 407(d)(6) of ERISA and Section 4975(e)(7) of the Code. The Plan is intended to have its assets invested primarily in qualifying employer securities of one or more Employers within the meaning of Section 407(d)(3) of ERISA, and to satisfy any requirement under ERISA or the Code applicable to such a plan.

Accordingly, the Plan and Trust Agreement shall be interpreted and applied in a manner consistent with this intent and shall be administered at all times and in all respects in a nondiscriminatory manner.

Section 2. Definitions.

The following capitalized words and phrases shall have the meanings specified when used in this Plan and in the Trust Agreement, unless the context clearly indicates otherwise:

“**Account**” means a Participant’s interest in the assets accumulated under this Plan as expressed in terms of a separate account balance which is periodically adjusted to reflect his Employer’s contributions, the Plan’s investment experience, and distributions and forfeitures.

“**Active Participant**” means a Participant who has satisfied the eligibility requirements under Section 3 and who has at least 1,000 Hours of Service during the current Plan Year. However, a Participant shall not qualify as an Active Participant unless (i) he is in active Service with an Employer as of the last day of the Plan Year, or (ii) he is on a Recognized Absence as of that date, or (iii) his Service terminated during the Plan Year by reason of Disability, death, Early or Normal Retirement.

“**Bank**” means BankFinancial, F.S.B. and any entity which succeeds to the business of BankFinancial, F.S.B. and adopts this Plan as its own pursuant to Section 13.1 of the Plan.

“Beneficiary” means the person or persons who are designated by a Participant to receive benefits payable under the Plan on the Participant’s death. In the absence of any designation or if all the designated Beneficiaries shall die before the Participant dies or shall die before all benefits have been paid, the Participant’s Beneficiary shall be his surviving Spouse, if any, or his estate if he is not survived by a Spouse. The Committee may rely upon the advice of the Participant’s executor or administrator as to the identity of the Participant’s Spouse.

“Break in Service” means any Plan Year, or, for the initial eligibility computation period under Section 3.2, the 12-consecutive month period beginning on the first day of which an Employee has an Hour of Service, in which an Employee has 500 or fewer Hours of Service. Solely for this purpose, an Employee shall be considered employed for his normal hours of paid employment during a Recognized Absence (said Employee shall not be credited with more than 501 Hours of Service to avoid a Break in Service), unless he does not resume his Service at the end of the Recognized Absence. Further, if an Employee is absent for any period (i) by reason of the Employee’s pregnancy, (ii) by reason of the birth of the Employee’s child, (iii) by reason of the placement of a child with the Employee in connection with the Employee’s adoption of the child, or (iv) for purposes of caring for such child for a period beginning immediately after such birth or placement, the Employee shall be credited with the Hours of Service which would normally have been credited but for such absence, up to a maximum of 501 Hours of Service.

“Code” means the Internal Revenue Code of 1986, as amended.

“Committee” means the committee responsible for the administration of this Plan in accordance with Section 12.

“Company” means BankFinancial Corporation, the holding company of the Bank, and any successor entity which succeeds to the business of the Company.

“Disability” means only a disability which renders the Participant totally unable, as a result of bodily or mental disease or injury, to perform any duties for an Employer for which he is reasonably fitted, which disability is expected to be permanent or of long and indefinite duration. However, this term shall not include any disability directly or indirectly resulting from or related to habitual drunkenness or addiction to narcotics, a criminal act or attempt, service in the armed forces of any country, an act of war, declared or undeclared, any injury or disease occurring while compensation to the Participant is suspended, or any injury which is intentionally self-inflicted. Further, this term shall apply only if (i) the Participant is sufficiently disabled to qualify for the payment of disability benefits under the federal Social Security Act or Veterans Disability Act, or (ii) the Participant’s disability is certified by a physician selected by the Committee. Unless the Participant is sufficiently disabled to qualify for disability benefits under the federal Social Security Act or Veterans Disability Act, the Committee may require the Participant to be appropriately examined from time to time by one or more physicians chosen by the Committee, and no Participant who refuses to be examined shall be treated as having a Disability. In any event, the Committee’s good faith decision as to whether a Participant’s Service has been terminated by Disability shall be final and conclusive.

“Early Retirement” means retirement on or after a Participant’s attainment of age 55 and the completion of 25 years of credited Service with an Employer. If the Participant terminates employment before satisfying the age requirement, but has satisfied the employment requirement, the Participant will be entitled to elect early retirement upon satisfaction of the age requirement.

“Effective Date” means January 1, 2004.

“Eligible Employee” means an Employee, other than an Employee identified in Section 3.4, who has both (i) satisfied the age requirement of Section 3.1(b) and (ii) has performed 1,000 Hours of Service in the applicable Eligibility Year, in accordance with Section 3.2.

“Employee” means any individual who is or has been employed or self-employed by an Employer. “Employee” also means an individual employed by a leasing organization who, pursuant to an agreement between an Employer and the leasing organization, has performed services for the Employer and any related persons (within the meaning of Section 414(n)(6) of the Code) on a substantially full-time basis for more than one year, if such services are performed under the primary direction or control of the Employer. However, such a “leased employee” shall not be considered an Employee if (i) he participates in a money purchase pension plan sponsored by the leasing organization which provides for immediate participation, immediate full vesting, and an annual contribution of at least 10 percent of the Employee’s 415 Compensation, and (ii) leased employees do not constitute more than 20 percent of the Employer’s total work force (including leased employees, but excluding Highly Paid Employees and any other Employees who have not performed services for the Employer on a substantially full-time basis for at least one year).

“Employer” means the Bank or any affiliate within the purview of section 414(b), (c) or (m) and 415(h) of the Code, any other corporation, partnership, or proprietorship which adopts this Plan with the Bank’s consent pursuant to Section 13.1, and any entity which succeeds to the business of any Employer and adopts the Plan pursuant to Section 13.2. For these purposes, Employer also means Financial Assurance Services and BF Asset Recovery Corporation.

“Entry Date” means the Effective Date of the Plan and each January 1 and July 1 of each Plan Year after the Effective Date.

“ERISA” means the Employee Retirement Income Security Act of 1974 (P.L. 93-406, as amended).

“415 Compensation”

(a) shall mean wages, as defined in Code Section 3401(a) for purposes of income tax withholding at the source.

(b) Any elective deferral as defined in Code Section 402(g)(3) (any Employer contributions made on behalf of a Participant to the extent not includible in gross income and any Employer contributions to purchase an annuity contract under Code Section 403(b) under a salary reduction agreement) and any amount which is contributed or deferred by the Employer at the election of the Participant and which is not includible in gross income of the Participant by reason of Code Section 125 (Cafeteria Plan), Code Section 457 or 132(f)(4) shall also be included in the definition of 415 Compensation.

(b) 415 Compensation in excess of \$205,000 (as indexed) shall be disregarded for all Participants. For purposes of this sub-section, the \$205,000 limit shall be referred to as the “applicable limit” for the Plan Year in question. The \$205,000 limit shall be adjusted for increases in the cost of living in accordance with Section 401(a)(17)(B) of the Code, effective for the Plan Year which begins within the applicable calendar year. For purposes of the applicable limit, 415 Compensation shall be prorated over short Plan Years.

“Highly Paid Employee” for any Plan Year means an Employee who, during either that or the immediately preceding Plan Year was at any time a five percent owner of the Employer (as defined in Code

Section 416(i)(1)) or, during the immediately preceding Plan Year, had 415 Compensation exceeding \$90,000 and was among the most highly compensated one-fifth of all Employees (the \$90,000 amount is adjusted at the same time and in the same manner as under Code Section 415(d), provided, however, the base period is the calendar quarter ending September 30, 1996). For these purposes, "the most highly compensated one-fifth of all Employees" shall be determined by taking into account all individuals working for all related Employer entities described in the definition of "Service," but excluding any individual who has not completed six months of Service, who normally works fewer than 17-1/2 hours per week or in fewer than six months per year, who has not reached age 21, whose employment is covered by a collective bargaining agreement, or who is a nonresident alien who receives no earned income from United States sources. The applicable year for which a determination is being made is called a "determination year" and the preceding 12-month period is called a look-back year.

"Hours of Service" means hours to be credited to an Employee under the following rules:

(a) Each hour for which an Employee is paid or is entitled to be paid for services to an Employer is an Hour of Service.

(b) Each hour for which an Employee is directly or indirectly paid or is entitled to be paid for a period of vacation, holidays, illness, disability, lay-off, jury duty, temporary military duty, or leave of absence is an Hour of Service. However, except as otherwise specifically provided, no more than 501 Hours of Service shall be credited for any single continuous period which an Employee performs no duties. No more than 501 Hours of Service will be credited under this paragraph for any single continuous period (whether or not such period occurs in a single computation period). Further, no Hours of Service shall be credited on account of payments made solely under a plan maintained to comply with worker's compensation, unemployment compensation, or disability insurance laws, or to reimburse an Employee for medical expenses.

(c) Each hour for which back pay (ignoring any mitigation of damages) is either awarded or agreed to by an Employer is an Hour of Service. However, no more than 501 Hours of Service shall be credited for any single continuous period during which an Employee would not have performed any duties. The same Hours of Service will not be credited both under paragraph (a) or (b) as the case may be, and under this paragraph (c). These hours will be credited to the employee for the computation period or periods to which the award or agreement pertains rather than the computation period in which the award agreement or payment is made.

(d) Hours of Service shall be credited in any one period only under one of the foregoing paragraphs (a), (b) and (c); an Employee may not get double credit for the same period.

(e) If an Employer finds it impractical to count the actual Hours of Service for any class or group of non-hourly Employees, each Employee in that class or group shall be credited with 45 Hours of Service for each weekly pay period in which he has at least one Hour of Service. However, an Employee shall be credited only for his normal working hours during a paid absence.

(f) Hours of Service to be credited on account of a payment to an Employee (including back pay) shall be recorded in the period of Service for which the payment was made. If the period overlaps two or more Plan Years, the Hours of Service credit shall be allocated in proportion to the respective portions of the period included in the several Plan Years. However, in the case of periods of 31 days or less, the Administrator may apply a uniform policy of crediting the Hours of Service to either the first Plan Year or the second.

(g) In all respects an Employee's Hours of Service shall be counted as required by Section 2530.200b-2(b) and (c) of the Department of Labor's regulations under Title I of ERISA.

"Investment Fund" means that portion of the Trust Fund consisting of assets other than Stock. Notwithstanding the above, assets from the Investment Fund may be used to purchase Stock in the open market or otherwise, or used to pay on the Stock Obligation, and shares so purchased will be allocated to a Participant's Stock Fund.

"Normal Retirement" means retirement on or after the Participant's Normal Retirement Date.

"Normal Retirement Date" means the later of (i) the date on which a Participant attains age 65 and (ii) the 5th anniversary of the time a Participant commenced participation in the Plan.

"Participant" means any Eligible Employee who is an Active Participant participating in the Plan, or Eligible Employee or former Employee who was previously an Active Participant and still has a balance credited to his Account.

"Plan Year" means the twelve-month period commencing January 1 and ending December 31, 2004 and each period of 12 consecutive months beginning on January 1 of each succeeding year.

"Recognized Absence" means a period for which —

(a) an Employer grants an Employee a leave of absence for a limited period, but only if an Employer grants such leave on a nondiscriminatory basis; or

(b) an Employee is temporarily laid off by an Employer because of a change in business conditions; or

(c) an Employee is on active military duty, but only to the extent that his employment rights are protected by the Military Selective Service Act of 1967 (38 U.S.C. Sec. 2021).

"Service" means an Employee's period(s) of employment or self-employment with an Employer, excluding for initial eligibility purposes any period in which the individual was a nonresident alien and did not receive from an Employer any earned income which constituted income from sources within the United States. An Employee's Service shall include any Service which constitutes Service with a predecessor Employer within the meaning of Section 414(a) of the Code, provided, however, that Service with an acquired entity shall not be considered Service under the Plan unless required by applicable law or agreed to by the parties to such transaction. An Employee's Service shall also include any Service with an entity which is not an Employer, but only either (i) for a period after 1975 in which the other entity is a member of a controlled group of corporations or is under common control with other trades and businesses within the meaning of Section 414(b) or 414(c) of the Code, and a member of the controlled group or one of the trades and businesses is an Employer, (ii) for a period after 1979 in which the other entity is a member of an affiliated service group within the meaning of Section 414(m) of the Code, and a member of the affiliated service group is an Employer, or (iii) all Employers aggregated with the Employer under Section 414(o) of the Code (but not until the Proposed Regulations under Section 414(o) become effective). Notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit with respect to qualified military service will be provided in accordance with Section 414(u) of the Code.

“Spouse” means the individual, if any, to whom a Participant is lawfully married on the date benefit payments to the Participant are to begin, or on the date of the Participant’s death, if earlier. A former Spouse shall be treated as the Spouse or surviving Spouse to the extent provided under a qualified domestic relations order as described in Section 414(p) of the Code.

“Stock” means shares of the Company’s voting common stock or preferred stock meeting the requirements of Section 409(e)(3) of the Code issued by an Employer which is a member of the same controlled group of corporations within the meaning of Code Section 414(b).

“Stock Fund” means that portion of the Trust Fund consisting of Stock.

“Stock Obligation” means an indebtedness arising from any extension of credit to the Plan or the Trust which satisfies the requirements set forth in Section 6.3 and which was obtained for any or all of the following purposes:

- (i) to acquire qualifying Employer securities as defined in Treasury Regulations §54.4975-12;
- (ii) to repay such Stock Obligation; or
- (iii) to repay a prior exempt loan.

“Trust” or “Trust Fund” means the trust fund created under this Plan.

“Trust Agreement” means the agreement between the Bank and the Trustee concerning the Trust Fund. If any assets of the Trust Fund are held in a co-mingled trust fund with assets of other qualified retirement plans, “Trust Agreement” shall be deemed to include the trust agreement governing that co-mingled trust fund. With respect to the allocation of investment responsibility for the assets of the Trust Fund, the provisions of Article II of the Trust Agreement are incorporated herein by reference.

“Trustee” means one or more corporate persons or individuals selected from time to time by the Bank to serve as trustee or co-trustees of the Trust Fund.

“Unallocated Stock Fund” means that portion of the Stock Fund consisting of the Plan’s holding of Stock which have been acquired in exchange for one or more Stock obligations and which have not yet been allocated to the Participant’s Accounts in accordance with Section 4.2.

“Valuation Date” means, for so long as there is a generally recognized market for the Stock, each business day. If at any time there shall be no generally recognized market for the Stock, then “Valuation Date” shall mean the last day of the each calendar quarter during the Plan Year and each other date as of which the Committee shall determine the investment experience of the Investment Fund and adjust the Participants’ Accounts accordingly.

“Valuation Period” means the period following a Valuation Date and ending with the next Valuation Date.

“Vesting Year” means a unit of Service credited to a Participant pursuant to Section 9.2 for purposes of determining his vested interest in his Account.

Section 3. Eligibility for Participation.

3.1 **Initial Eligibility.** An Eligible Employee shall enter the Plan as of the Entry Date coincident with or next following the later of the following dates:

- (a) the last day of the Eligible Employee's first Eligibility Year, and
- (b) the Eligible Employee's 21st birthday. However, if an Eligible Employee is not in active Service with an Employer on the date he would otherwise first enter the Plan, his entry shall be deferred until the next day he is in Service.

3.2 **Definition of Eligibility Year.** An "Eligibility Year" means an applicable eligibility period (as defined below) in which the Employee has completed 1,000 Hours of Service for the Employer. For this purpose:

- (a) an Eligible Employee's first "eligibility period" is the 12-consecutive month period beginning on the first day on which he has an Hour of Service, and
- (b) his subsequent eligibility periods will be 12-consecutive month periods beginning on each January 1 after that first day of Service.

3.3 **Terminated Employees.** No Employee shall have any interest or rights under this Plan if he is never in active Service with an Employer on or after the Effective Date.

3.4 **Certain Employees Ineligible.**

- (a) No Employee shall participate in the Plan while his Service is covered by a collective bargaining agreement between an Employer and the Employee's collective bargaining representative if (i) retirement benefits have been the subject of good faith bargaining between the Employer and the representative and (ii) the collective bargaining agreement does not provide for the Employee's participation in the Plan.
- (b) Leased Employees are not eligible to participate in the Plan.
- (c) An Eligible Employee may elect not to participate in the Plan, provided, however, such election is made solely to meet the requirements of Code Section 409(n). For an election to be effective for a particular Plan Year, the Eligible Employee or Participant must file the election in writing with the Plan Administrator no later than the last day of the Plan Year for which the election is to be effective. The Employer may not make a contribution under the Plan for the Eligible Employee or for the Participant for the Plan Year for which the election is effective, nor for any succeeding Plan Year, unless the Eligible Employee or Participant re-elects to participate in the Plan. The Eligible Employee or Participant may elect again not to participate, but not earlier than the first Plan Year following the Plan Year in which the re-election was first effective.

3.5 **Participation and Reparticipation.** Subject to the satisfaction of the foregoing requirements, an Employee shall participate in the Plan during each period of his Service from the date on which he first becomes eligible until his termination. For this purpose, an Eligible Employee who returns before five (5) consecutive Breaks in Service who previously satisfied the initial eligibility requirements or who returns after five (5) consecutive one year Breaks in Service with a vested Account balance in the Plan shall re-enter the Plan as of the date of his return to Service with an Employer.

3.6 **Omission of Eligible Employee.** If, in any Plan Year, any Eligible Employee who should be included as a Participant in the Plan is erroneously omitted and discovery of such omission is not made until after a contribution by his Employer for the year has been made, the Employer shall make a subsequent contribution with respect to the omitted Eligible Employee in the amount which the said Employer would have contributed regardless of whether or not it is deductible in whole or in part in any taxable year under applicable provisions of the Code.

Section 4. Contributions and Credits.

4.1 **Discretionary Contributions.** The Employer shall from time to time contribute, with respect to a Plan Year, such amounts as it may determine from time to time. The Employer shall have no obligation to contribute any amount under this Plan except as so determined in its sole discretion. The Employer's contributions and available forfeitures for a Plan Year shall be credited as of the last day of the year to the Accounts of the Active Participants in proportion to their amounts of 415 Compensation earned during that portion of the Plan Year that such persons are Participants in the Plan.

4.2 **Contributions for Stock Obligations.** If the Trustee, upon instructions from the Committee, incurs any Stock Obligation upon the purchase of Stock, the Employer may contribute for each Plan Year an amount sufficient to cover all payments of principal and interest as they come due under the terms of the Stock Obligation. If there is more than one Stock Obligation, the Employer shall designate the one to which any contribution is to be applied. Investment earnings realized on Employer contributions and any dividends paid by the Employer on Stock held in the Unallocated Stock Account, shall be applied to the Stock Obligation related to that Stock, subject to Section 7.2.

In each Plan Year in which Employer contributions, earnings on contributions, or dividends on unallocated Stock are used as payments under a Stock Obligation, a certain number of shares of the Stock acquired with that Stock Obligation which is then held in the Unallocated Stock Fund shall be released for allocation among the Participants. The number of shares released shall bear the same ratio to the total number of those shares then held in the Unallocated Stock Fund (prior to the release) as (i) the principal and interest payments made on the Stock Obligation in the current Plan Year bears to (ii) the sum of (i) above, and the remaining principal and interest payments required (or projected to be required on the basis of the interest rate in effect at the end of the Plan Year) to satisfy the Stock Obligation.

At the direction of the Committee, the current and projected payments of interest under a Stock Obligation may be ignored in calculating the number of shares to be released in each year if (i) the Stock Obligation provides for annual payments of principal and interest at a cumulative rate that is not less rapid at any time than level annual payments of such amounts for 10 years, (ii) the interest included in any payment is ignored only to the extent that it would be determined to be interest under standard loan amortization tables, and (iii) the term of the Stock Obligation, by reason of renewal, extension, or refinancing, has not exceeded 10 years from the original acquisition of the Stock.

4.3 **Conditions as to Contributions.** Employers' contributions shall in all events be subject to the limitations set forth in Section 5. Contributions may be made in the form of cash, or securities and other property to the extent permissible under ERISA, including Stock, and shall be held by the Trustee in accordance with the Trust Agreement. In addition to the provisions of Section 13.3 for the return of an Employer's contributions in connection with a failure of the Plan to qualify initially under the Code, any amount contributed by an Employer due to a good faith mistake of fact, or based upon a good faith but erroneous determination of its deductibility under Section 404 of the Code, shall be returned to the Employer within one year after the date on which the

contribution was originally made, or within one year after its nondeductibility has been finally determined. However, the amount to be returned shall be reduced to take account of any adverse investment experience within the Trust Fund in order that the balance credited to each Participant's Account is not less than it would have been if the contribution had never been made.

4.4 **Rollover Contributions.** This Plan shall not accept a direct rollover or rollover contribution of an "eligible rollover distribution" as such term is defined in Section 10.9-1 of the Plan.

Section 5. Limitations on Contributions and Allocations.

5.1 **Limitation on Annual Additions.** Notwithstanding anything herein to the contrary, allocation of Employer contributions for any Plan Year shall be subject to the following:

5.1-1 If allocation of Employer contributions in accordance with Section 4.1 will result in an allocation of more than one-third the total contributions for a Plan Year to the Accounts of Highly Paid Employees, then allocation of such amount shall be adjusted so that such excess will not occur.

5.1-2 After adjustment, if any, required by the preceding paragraph, the annual additions during any Plan Year to any Participant's Account under this and any other defined contribution plans maintained by the Employer or an affiliate (within the purview of Section 414(b), (c) and (m) and Section 415(h) of the Code, which affiliate shall be deemed the Employer for this purpose) shall not exceed the lesser of \$41,000 (or such other dollar amount which results from cost-of-living adjustments under Section 415(d) of the Code) (the "dollar limitation") or 100 percent of the Participant's 415 Compensation for such limitation year (the "percentage limitation"). The percentage limitation shall not apply to any contribution for medical benefits after separation from service (within the meaning of Section 401(h) or Section 419A(f)(2) of the Code) which is otherwise treated as an annual addition. If, as a result of the allocation of forfeitures, a reasonable error in estimating a Participant's annual compensation, a reasonable error in determining the amount of elective deferrals (within the meaning of Code Section 402(g)(3)) that may be made with respect to any individual under the limits of Code Section 415, or under other limited facts and circumstances that the Commissioner of the Internal Revenue Service finds justify the availability of the rules set forth in this paragraph, the annual additions under the terms of the Plan for a particular Participant would cause the limitations of Code Section 415 applicable to that Participant for the limitation year to be exceeded, the excess amounts shall not be deemed annual additions in that limitation year if they are treated in accordance with any one of the following:

(i) Any excess amount at the end of the Plan Year that cannot be allocated to the Participant's Account shall be reallocated to the remaining Participants who are eligible for an allocation of Employer contributions for the Plan Year. The reallocation shall be made in accordance with Section 4.1 of the Plan as if the Participant whose Account otherwise would receive the excess amount is not eligible for an allocation of Employer contributions.

(ii) If the allocation or reallocation of the excess amounts causes the limitations of Code section 415 to be exceeded with respect to each Participant for the limitation year, then the excess amount will be held unallocated in a suspense account. The suspense account will be applied to reduce future Employer contributions for all remaining Participants in the next limitation year and each succeeding limitation year if necessary.

(iii) If a suspense account is in existence at any time during a limitation year, it will not participate in any allocation of investment gains and losses. All amounts held in suspense accounts must be allocated to Participants' Accounts before any contributions may be made to the Plan for the limitation year.

(iv) If a suspense account exists at the time of Plan termination, amounts held in the suspense account that cannot be allocated shall revert to the Employer.

5.1-3 For purposes of this Section 5.1, the "annual addition" to a Participant's Accounts means the sum of (i) Employer contributions, (ii) Employee contributions, if any, and (iii) forfeitures. Annual additions to a defined contribution plan also include amounts allocated, after March 31, 1984, to an individual medical account, as defined in Section 415(l)(2) of the Internal Revenue Code, which is part of a pension or annuity plan maintained by the Employer, amounts derived from contributions paid or accrued after December 31, 1985, in taxable years ending after such date, which are attributable to post-retirement medical benefits allocated to the separate account of a Key Employee under a welfare benefit fund, as defined in Section 419A(d) of the Internal Revenue Code, maintained by the Employer. For these purposes, annual additions to a defined contribution plan shall not include the allocation of the excess amounts remaining in the Unallocated Stock Fund subsequent to a sale of stock from such fund in accordance with a transaction described in Section 8.1 of the Plan.

5.1-4 Notwithstanding the foregoing, if no more than one-third of the Employer contributions to the Plan for a year which are deductible under Section 404(a)(9) of the Code are allocated to Highly Paid Employees (within the meaning of Section 414(q) of the Internal Revenue Code), the limitations imposed herein shall not apply to:

(i) forfeitures of Employer securities (within the meaning of Section 409 of the Code) under the Plan if such securities were acquired with the proceeds of a loan described in Section 404(a)(9)(A) of the Code), or

(ii) Employer contributions to the Plan which are deductible under Section 404(a)(9)(B) and charged against a Participant's Account.

5.1-5 If the Employer contributes amounts, on behalf of Eligible Employees covered by this Plan, to other "defined contribution plans" as defined in Section 3(34) of ERISA, the limitation on annual additions provided in this Section shall be applied to annual additions in the aggregate to this Plan and to such other plans. Reduction of annual additions, where required, shall be accomplished first by reductions under such other plan pursuant to the directions of the named fiduciary for administration of such other plans or under priorities, if any, established under the terms of such other plans and then by allocating any remaining excess for this Plan in the manner and priority set out above with respect to this Plan.

5.1-6 A limitation year shall mean each 12 consecutive month period beginning each January 1.

5.2 **Effect of Limitations.** The Committee shall take whatever action may be necessary from time to time to assure compliance with the limitations set forth in Section 5.1. Specifically, the Committee shall see that each Employer restrict its contributions for any Plan Year to an amount which, taking into account the amount of available forfeitures, may be completely allocated to the Participants consistent with those limitations. Where the limitations would otherwise be exceeded by any Participant, further allocations to the Participant shall be

curtailed to the extent necessary to satisfy the limitations. Where an excessive amount is contributed on account of a mistake as to one or more Participants' compensation, or there is an amount of forfeitures which may not be credited in the Plan Year in which it becomes available, the amount shall be corrected in accordance with Section 5.1-2 of the Plan. If it is determined at any time that the Committee and/or Trustee has erred in accepting and allocating any contributions or forfeitures under this Plan, or in allocating net gain or loss pursuant to Sections 8.2 and 8.3, then the Committee, in a uniform and nondiscriminatory manner, shall determine the manner in which such error shall be corrected and shall promptly advise the Trustee in writing of such error and of the method for correcting such error. The Accounts of any or all Participants may be revised, if necessary, in order to correct such error.

5.3 Limitations as to Certain Participants. Aside from the limitations set forth in Section 5.1, if the Plan acquires any Stock in a transaction as to which a selling shareholder or the estate of a deceased shareholder is claiming the benefit of Section 1042 of the Code, the Committee shall see that none of such Stock, and no other assets in lieu of such Stock, are allocated to the Accounts of certain Participants in order to comply with Section 409(n) of the Code.

This restriction shall apply at all times to a Participant who owns (taking into account the attribution rules under Section 318(a) of the Code, without regard to the exception for employee plan trusts in Section 318(a)(2)(B)(i) more than 25 percent of any class of stock of a corporation which issued the Stock acquired by the Plan, or another corporation within the same controlled group, as defined in Section 409(l)(4) of the Code (any such class of stock hereafter called a "Related Class"). For this purpose, a Participant who owns more than 25 percent of any Related Class at any time within the one year preceding the Plan's purchase of the Stock shall be subject to the restriction as to all allocations of the Stock, but any other Participant shall be subject to the restriction only as to allocations which occur at a time when he owns more than 25 percent of any Related Class.

Further, this restriction shall apply to the selling shareholder claiming the benefit of Section 1042 and any other Participant who is related to such a shareholder within the meaning of Section 267(b) of the Code, during the period beginning on the date of sale and ending on the later of (1) the date that is ten years after the date of sale, or (2) the date of the Plan allocation attributable to the final payment of acquisition indebtedness incurred in connection with the sale.

This restriction shall not apply to any Participant who is a lineal descendant of a selling shareholder if the aggregate amounts allocated under the Plan for the benefit of all such descendants do not exceed five percent of the Stock acquired from the shareholder.

5.4 Erroneous Allocations. No Participant shall be entitled to any annual additions or other allocations to his Account in excess of those permitted under Section 5. If it is determined at any time that the administrator and/or Trustee have erred in accepting and allocating any contributions or forfeitures under this Plan, or in allocating investment adjustments, or in excluding or including any person as a Participant, then the administrator, in a uniform and nondiscriminatory manner, shall determine the manner in which such error shall be corrected and shall promptly advise the Trustee in writing of such error and of the method for correcting such error. The Accounts of any or all Participants may be revised, if necessary, in order to correct such error.

Section 6. Trust Fund and Its Investment.

6.1 Creation of Trust Fund. All amounts received under the Plan from Employers and investments shall be held as the Trust Fund pursuant to the terms of this Plan and of the Trust Agreement between the Bank and the Trustee. The benefits described in this Plan shall be payable only from the assets of the Trust Fund, and none of the Bank, any other Employer, its board of directors or trustees, its stockholders, its officers, its employees, the Committee, and the Trustee shall be liable for payment of any benefit under this Plan except from the Trust Fund.

6.2 Stock Fund and Investment Fund. The Trust Fund held by the Trustee shall be divided into the Stock Fund, consisting entirely of Stock, and the Investment Fund, consisting of all assets of the Trust other than Stock. The Trustee shall have no investment responsibility for the Stock Fund, but shall accept any Employer contributions made in the form of Stock, and shall acquire, sell, exchange, distribute, and otherwise deal with and dispose of Stock in accordance with the instructions of the Committee. The Trustee shall have full responsibility for the investment of the Investment Fund, except to the extent such responsibility may be delegated from time to time to one or more investment managers pursuant to Section 2.3 of the Trust Agreement, or to the extent the Committee directs the Trustee to purchase Stock with the assets in the Investment Fund.

6.3 Acquisition of Stock. From time to time the Committee may, in its sole discretion, direct the Trustee to acquire Stock from the issuing Employer or from shareholders, including shareholders who are or have been Employees, Participants, or fiduciaries with respect to the Plan. The Trustee shall pay for such Stock no more than its fair market value, which shall be determined conclusively by the Committee pursuant to Section 12.4. The Committee may direct the Trustee to finance the acquisition of Stock by incurring or assuming indebtedness to the seller or another party which indebtedness shall be called a "Stock Obligation." The term "Stock Obligation" shall refer to a loan made to the Plan by a disqualified person within the meaning of Section 4975(e)(2) of the Code, or a loan to the Plan which is guaranteed by a disqualified person. A Stock Obligation includes a direct loan of cash, a purchase-money transaction, and an assumption of an obligation of a tax-qualified employee stock ownership plan under Section 4975(e)(7) of the Code ("ESOP"). For these purposes, the term "guarantee" shall include an unsecured guarantee and the use of assets of a disqualified person as collateral for a loan, even though the use of assets may not be a guarantee under applicable state law. An amendment of a Stock Obligation in order to qualify as an "exempt loan" is not a refinancing of the Stock Obligation or the making of another Stock Obligation. The term "exempt loan" refers to a loan that satisfies the provisions of this paragraph. A "non-exempt loan" fails to satisfy this paragraph. Any Stock Obligation shall be subject to the following conditions and limitations:

6.3-1 A Stock Obligation shall be for a specific term, shall not be payable on demand except in the event of default, and shall bear a reasonable rate of interest.

6.3-2 A Stock Obligation may, but need not, be secured by a collateral pledge of either the Stock acquired in exchange for the Stock Obligation, or the Stock previously pledged in connection with a prior Stock Obligation which is being repaid with the proceeds of the current Stock Obligation. No other assets of the Plan and Trust may be used as collateral for a Stock Obligation, and no creditor under a Stock Obligation shall have any right or recourse to any Plan and Trust assets other than Stock remaining subject to a collateral pledge.

6.3-3 Any pledge of Stock to secure a Stock Obligation must provide for the release of pledged Stock in connection with payments on the Stock obligations in the ratio prescribed in Section 4.2.

6.3-4 Repayments of principal and interest on any Stock Obligation shall be made by the Trustee only from Employer cash contributions designated for such payments, from earnings on such contributions, and from cash dividends received on Stock, in the last case, however, subject to the further requirements of Section 7.2.

6.3-5 In the event of default of a Stock Obligation, the value of Plan assets transferred in satisfaction of the Stock Obligation must not exceed the amount of the default. If the lender is a

disqualified person within the meaning of Section 4975 of the Code, a Stock Obligation must provide for a transfer of Plan assets upon default only upon and to the extent of the failure of the Plan to meet the payment schedule of said Stock Obligation. For purposes of this paragraph, the making of a guarantee does not make a person a lender.

6.4 Participants' Option to Diversify. The Committee shall provide for a procedure under which each Participant may, during the qualified election period, elect to "diversify" a portion of the Employer Stock allocated to his Account, as provided in Section 401(a)(28)(B) of the Code. An election to diversify must be made on the prescribed form and filed with the Committee within the period specified herein. For each of the first five (5) Plan years in the qualified election period, the Participant may elect to diversify an amount which does not exceed 25% of the number of shares allocated to his Account since the inception of the Plan, less all shares with respect to which an election under this Section has already been made. For the last year of the qualified election period, the Participant may elect to have up to 50 percent of the value of his Account committed to other investments, less all shares with respect to which an election under this Section has already been made. The term "qualified election period" shall mean the six (6) Plan Year period beginning with the first Plan Year in which a Participant has both attained age 55 and completed 10 years of participation in the Plan. A Participant's election to diversify his Account may be made within each year of the qualified election period and shall continue for the 90-day period immediately following the last day of each year in the qualified election period. Once a Participant makes such election, the Plan must complete diversification in accordance with such election within 90 days after the end of the period during which the election could be made for the Plan Year. In the discretion of the Committee, the Plan may satisfy the diversification requirement by any of the following methods:

6.4-1 The Plan may distribute all or part of the amount subject to the diversification election.

6.4-2 The Plan may offer the Participant at least three other distinct investment options, if available under the Plan. The other investment options shall satisfy the requirements of Regulations under Section 404(c) of ERISA.

6.4-3 The Plan may transfer the portion of the Participant's Account subject to the diversification election to another qualified defined contribution plan of the Employer that offers at least three investment options satisfying the requirements of the Regulations under Section 404(c) of ERISA.

Section 7. Voting Rights and Dividends on Stock.

7.1 Voting and Tendering of Stock. The Trustee generally shall vote all shares of Stock held under the Plan in accordance with the written instructions of the Committee. However, if any Employer has registration-type class of securities within the meaning of Section 409(e)(4) of the Code, or if a matter submitted to the holders of the Stock involves a merger, consolidation, recapitalization, reclassification, liquidation, dissolution, or sale of substantially all assets of an entity, then (i) the shares of Stock which have been allocated to Participants' Accounts shall be voted by the Trustee in accordance with the Participants' written instructions, and (ii) the Trustee shall vote any unallocated Stock and allocated Stock for which it has received no voting instructions in the same proportions as it votes the allocated Stock for which it has received instructions from Participants; provided, however, that if an exempt loan, as defined in Section 4975(d) of the Code, is outstanding and the Plan is in default on such exempt loan, as default is defined in the loan documents, then to the extent that such loan documents require the lender to exercise voting rights with respect to the unallocated shares, the loan documents will prevail. In the event no shares of Stock have been allocated to Participants' Accounts at the time Stock is to be voted and any exempt loan which may be outstanding is not in default, each Participant shall be deemed to have one share of Stock allocated to his or her Account for the sole purpose of providing the Trustee with voting instructions.

Notwithstanding any provision hereunder to the contrary, all unallocated shares of Stock must be voted by the Trustee in a manner determined by the Trustee to be for the exclusive benefit of the Participants and Beneficiaries. Whenever such voting rights are to be exercised, the Employers shall provide the Trustee, in a timely manner, with the same notices and other materials as are provided to other holders of the Stock, which the Trustee shall distribute to the Participants. The Participants shall be provided with adequate opportunity to deliver their instructions to the Trustee regarding the voting of Stock allocated to their Accounts. The instructions of the Participants' with respect to the voting of allocated shares hereunder shall be confidential.

7.1-1 In the event of a tender offer, Stock shall be tendered by the Trustee in the same manner as set forth above with respect to the voting of Stock. Notwithstanding any provision hereunder to the contrary, Stock must be tendered by the Trustee in a manner determined by the Trustee to be for the exclusive benefit of the Participants and Beneficiaries.

7.2 **Dividends on Stock.** Dividends on Stock which are received by the Trustee in the form of additional Stock shall be retained in the Stock Fund, and shall be allocated among the Participant's Accounts and the Unallocated Stock Fund in accordance with their holdings of the Stock on which the dividends have been paid. Dividends on Stock credited to Participants' Accounts which are received by the Trustee in the form of cash shall, at the direction of the Employer paying the dividends, either (i) be credited to the Accounts in accordance with Section 8.3 and invested as part of the Investment Fund, (ii) be distributed immediately to the Participants in proportion with the Participants' Stock Fund Account balance (iii) be distributed to the Participants within 90 days of the close of the Plan Year in which paid in proportion with the Participants' Stock Fund Account balance, or (iv) be used to make payments on the Stock Obligation. If dividends on Stock allocated to a Participant's Account are used to repay the Stock Obligation, Stock with a fair market value equal to the dividends so used must be allocated to such Participant's Account in lieu of the dividends. In addition, in the sole discretion of the Employer, the Employer may grant Participants the right either: (A) to receive cash dividends paid on shares of Stock credited to such Participants' ESOP Stock Accounts in accordance with alternative "(ii)" or "(iii)" above (the decision whether such distribution would be made in accordance with alternative "(ii)" or "(iii)" would be made by the Employer or could be provided to the Participant, in the Employer's sole discretion), or (B) to leave the cash dividends in the Plan to be credited to the ESOP Stock Account and invested shares of Stock. Dividends on which such election may be made will be fully vested in the Participant. Accordingly, the Employer may elect to offer such fifth election only to Participants who are fully vested in their Account. For so long as there is an outstanding Stock Obligation, dividends on Stock held in the Unallocated Stock Fund which are received by the Trustee in the form of cash shall be allocated to Participants' Investment Fund Accounts (pro rata based on the Participant's Account balance in relation to all Participants' Account balances) and shall be applied as soon as practicable to payments of principal and interest under the Stock Obligation incurred with the purchase of the Stock.

Section 8. Adjustments to Accounts.

8.1 **Adjustments for Transactions.** An Employer contribution pursuant to Section 4.1 shall be credited to the Participants' Accounts as of the last day of the Plan Year for which it is contributed, in accordance with Section 4.1. Stock released from the Unallocated Stock Fund upon the Trust's repayment of a Stock Obligation pursuant to Section 4.2 shall be credited to the Participants' Accounts as of the last day of the Plan Year in which the repayment occurred, pro rata based on the cash applied from such Participant's Account relative to the cash applied from all Participants' Accounts. Any excess amounts remaining in the suspense account following a sale of Stock from the Unallocated Stock Fund to repay a Stock Obligation shall be allocated as of the last day of the Plan Year in which the repayment occurred among the Participants' Accounts in proportion to 415 Compensation. Any benefit which is paid to a Participant or Beneficiary pursuant to Section 10

shall be charged to the Participant's Account as of the first day of the Valuation Period in which it is paid. Any forfeiture or restoral shall be charged or credited to the Participant's Account as of the first day of the Valuation Period in which the forfeiture or restoral occurs pursuant to Section 9.6.

8.2 **Valuation of Investment Fund.** As of each Valuation Date, the Trustee shall prepare a balance sheet of the Investment Fund, recording each asset (including any contribution receivable from an Employer) and liability at its fair market value. Any liability with respect to short positions or options and any item of accrued income or expense and unrealized appreciation or depreciation shall be included; provided, however, that such an item may be estimated or excluded if it is not readily ascertainable unless estimating or excluding it would result in a material distortion. The Committee shall then determine the net gain or loss of the Investment Fund since the preceding Valuation Date, which shall mean the entire income of the Investment Fund, including realized and unrealized capital gains and losses, net of any expenses to be charged to the general Investment Fund and excluding any contributions by the Employer. The determination of gain or loss shall be consistent with the balance sheets of the Investment Fund for the current and preceding Valuation Dates.

8.3 **Adjustments for Investment Experience.** Any net gain or loss of the Investment Fund during a Valuation Period, as determined pursuant to Section 8.2, shall be allocated as of the last day of the Valuation Period among the Participants' Accounts in proportion to the opening balance in each Account, as adjusted for benefit payments and forfeitures during the Valuation Period, without regard to whatever Stock may be credited to an Account. Any cash dividends received on Stock credited to Participant's Accounts shall be allocated as of the last day of the Valuation Period among the Participants' Accounts based on the opening balance in each Participant's Stock Fund Account.

Section 9. Vesting of Participants' Interests.

9.1 **Deferred Vesting in Accounts.** A Participant's vested interest in his Account shall be based on his Vesting Years in accordance with the following table, subject to the balance of this Section 9:

<u>Vesting Years</u>	<u>Percentage of Interest Vested</u>
Fewer than 5	0%
5 or more	100%

9.2 **Computation of Vesting Years.** For purposes of this Plan, a "Vesting Year" means generally a Plan Year in which an Eligible Employee has at least 1,000 Hours of Service, beginning with the first Plan Year in which the Eligible Employee has completed an Hour of Service with the Employer, and including Service with other Employers as provided in the definition of "Service." Notwithstanding the above, an Eligible Employee who was employed with the Bank in its pre-conversion mutual form (the "Mutual Bank") shall receive credit for vesting purposes for each calendar year of continuous employment with the Mutual Bank in which such Eligible Employee completed 1,000 Hours of Service (such years shall also be referred to as "Vesting Years"). However, a Participant's Vesting Years shall be computed subject to the following conditions and qualifications:

9.2-1 A Participant's Vesting Years shall not include any Service prior to the date on which an Eligible Employee attains age 18.

9.2-2 A Participant's vested interest in his Account accumulated before five (5) consecutive Breaks in Service shall be determined without regard to any Service after such five consecutive Breaks in Service. Further, if a Participant has five (5) consecutive Breaks in Service before his interest in his Account has become vested to some extent, pre-Break years of Service shall not be required to be taken into account for purposes of determining his post-Break vested percentage.

9.2-3 In the case of a Participant who has 5 or more consecutive 1-year Breaks in Service, the Participant's pre-Break Service will count in vesting of the Employer-derived post-break accrued benefit only if either:

(i) such Participant has any nonforfeitable interest in the accrued benefit attributable to Employer contributions at the time of separation from Service, or

(ii) upon returning to Service the number of consecutive 1-year Breaks in Service is less than the number of years of Service.

9.2-4 Notwithstanding any provision of the Plan to the contrary, effective January 1, 1998, calculation of service for determining Vesting Years with respect to qualified military service will be provided in accordance with Section 414(u) of the Code.

9.2-5 If any amendment changes the vesting schedule, including an automatic change to or from a top-heavy vesting schedule, any Participant with three (3) or more Vesting Years may, by filing a written request with the Employer, elect to have his vested percentage computed under the vesting schedule in effect prior to the amendment. The election period must begin not later than the later of sixty (60) days after the amendment is adopted, the amendment becomes effective, or the Participant is issued written notice of the amendment by the Employer or the Committee.

9.3 Full Vesting Upon Certain Events.

9.3-1 Notwithstanding Section 9.1, a Participant's interest in his Account shall fully vest on the Participant's Normal Retirement Date. The Participant's interest shall also fully vest in the event that his Service is terminated by Early Retirement, Disability or by death.

9.3-2 The Participant's interest in his Account shall also fully vest upon the occurrence of a "Change in Control" (as defined below) unless the Change of Control constitutes an "Exempt Change in Control" (as defined below). For the purposes of this Section 9:

(i) The term "Change in Control" means any of the following:

(a) any "person," as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934 (a "Person"), is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Securities Exchange Act of 1934), directly or indirectly, of securities of the Company representing twenty percent (20%) or more of the combined voting power of the Company's then outstanding voting securities, provided that, notwithstanding the foregoing and for all purposes of this Section 9.3: (1) the term "Person" shall not include (A) the Company or any of its subsidiaries, (B) an employee benefit plan of the Company or any of its subsidiaries (including the Plan), and any trustee or other fiduciary holding securities under any such plan, and (C) a corporation or other entity owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company; (2) no Person shall be deemed the beneficial owner of any securities acquired by such Person in an Excluded Transaction (as defined below); and (3) no director or officer of the Company or any direct or indirect subsidiary of the Company (or any affiliate of any such director or officer) shall, by reason of any or all of such directors or officers acting in their capacities as such, be deemed to beneficially own any securities beneficially owned by any other such director or officer (or any affiliate thereof); or

- (b) the “Incumbent Directors” (as defined below) cease, for any reason, to constitute a majority of the “Whole Board” (as defined below); or
- (c) a plan of reorganization, merger, consolidation or similar transaction involving the Company and one or more other corporations or entities is consummated, other than a plan of reorganization, merger, consolidation or similar transaction that is an “Excluded Transaction” (as defined below), or the stockholders of the Company approve a plan of complete liquidation of the Company, or a sale, liquidation or other disposition of all or substantially all of the assets of the Company or the Bank is consummated; or
- (d) a tender offer is made for 20% or more of the outstanding voting securities of the Company and the stockholders owning beneficially or of record 20% or more of the outstanding voting securities of the Company have tendered or offered to sell their shares pursuant to such tender offer and such tendered shares have been accepted by the tender offeror; or
- (e) A “Potential Change in Control” (as defined below) occurs, and the Board determines, pursuant to the vote of a majority of the Whole Board, with at least two-thirds (2/3) of the Incumbent Directors then in office voting in favor of such determination, to deem the Potential Change in Control to be a Change in Control for the purposes of this Section 9.3.

(ii) The term “Excluded Transaction” means a plan of reorganization, merger, consolidation or similar transaction that would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving corporation or any parent thereof) at least 50% of the combined voting power of the voting securities of the entity surviving the plan of reorganization, merger, consolidation or similar transaction (or the parent of such surviving entity) immediately after such plan of reorganization, merger, consolidation or similar transaction.

(iii) The term “Incumbent Directors” means:

- (a) the individuals who, on the date hereof, constitute the Board; and
- (b) any new director whose appointment or election by the Board or nomination for election by the Company’s stockholders was approved or recommended: (1) by the vote of at least two-thirds (2/3) of the Whole Board, with at least two-thirds of the Incumbent Directors then in office voting in favor of such approval or recommendation; or (2) by a Nominating Committee of the Board whose members were appointed by the vote of at least two-thirds (2/3) of the Whole Board, with at least two-thirds of the Incumbent Directors then in office voting in favor of such appointments.

(iv) The term “Whole Board” means the total number of directors that the Company would have if there were no vacancies on the Board at the time the relevant action or matter is presented to the Board for approval.

(v) The term “Potential Change in Control” shall mean:

- (a) the public announcement by any Person of an intention to take or to consider taking actions which, if consummated, would constitute a Change in Control; or
- (b) one or more transactions, events or occurrences that result in a change in control of the Bank or the Company within the meaning of the Home Owners Loan Act, as amended, and the applicable rules and regulations promulgated thereunder, as in effect at the time of the change in control; or
- (c) a proxy statement soliciting proxies from stockholders of the Company is filed or distributed seeking stockholder approval of a plan of reorganization, merger, consolidation or similar

transaction involving the Company and one or more other entities, but only if such plan of reorganization, merger, consolidation or similar transaction has not been approved by the vote of at least two-thirds (2/3) of the Whole Board, with at least two-thirds (2/3) of the Incumbent Directors then in office voting in favor of such plan of reorganization, merger, consolidation or similar transaction.

9.4 **Full Vesting Upon Plan Termination**. Notwithstanding Section 9.1, a Participant's interest in his Account shall fully vest upon termination of this Plan or upon the permanent and complete discontinuance of contributions by his Employer. In the event of a partial termination, the interest of each affected Participant shall fully vest with respect to that part of the Plan which is terminated.

9.5 Forfeiture, Repayment, and Restoral. If a Participant's Service terminates before his interest in his Account is fully vested, that portion which has not vested shall be forfeited if he either (i) receives a distribution of his entire vested interest pursuant to Section 10.1, or (ii) incurs a one-year Break in Service. If a Participant's Service terminates prior to having any portion of his Account become vested, such Participant shall be deemed to have received a distribution of his vested interest as of the Valuation Date next following his termination of Service.

If a Participant who has suffered a forfeiture of the nonvested portion of his Account returns to Service before he has five (5) consecutive Breaks in Service, the nonvested portion shall be restored, provided that, if the Participant had received a distribution of his vested Account balance, the amount distributed shall be repaid prior to such restoral. The Participant may repay such amount at any time within five years after he has returned to Service. The amount repaid shall be credited to his Account at the time it is repaid; an additional amount equal to that portion of his Account which was previously forfeited shall be restored to his Account at the same time from other Employees' forfeitures and, if such forfeitures are insufficient, from a special contribution by his Employer for that year. If the Participant did not receive a distribution of his vested Account balance, any forfeiture restored shall include earnings that would have been credited to the Account but for the forfeiture. A Participant who was deemed to have received a distribution of his vested interest in the Plan shall have his Account restored as of the first day on which he performs an Hour of Service after his return.

9.6 Accounting for Forfeitures. If a portion of a Participant's Account is forfeited, Stock allocated to said Participant's Account shall be forfeited only after other assets are forfeited. If interests in more than one class of Stock have been allocated to a Participant's Account, the Participant must be treated as forfeiting the same proportion of each class of Stock. A forfeiture shall be charged to the Participant's Account as of the first day of the first Valuation Period in which the forfeiture becomes certain pursuant to Section 9.5. Except as otherwise provided in that Section, a forfeiture shall be added to the contributions of the terminated Participant's Employer which are to be credited to other Participants pursuant to Section 4.1 as of the last day of the Plan Year in which the forfeiture becomes certain.

9.7 Vesting and Nonforfeatability. A Participant's interest in his Account which has become vested shall be nonforfeitable for any reason.

Section 10. Payment of Benefits.

10.1 Benefits for Participants. For a Participant whose Service ends for any reason, distribution will be made to or for the benefit of the Participant or, in the case of the Participant's death, his Beneficiary, by payment in a lump sum, in accordance with Section 10.2, either, or a combination of the following methods:

10.1-1 By payment in a lump sum, in accordance with Section 10.2; or

10.1-2 By payment in a series of substantially equal annual installments over a period not to exceed five (5) years, provided the maximum period over which the distribution of a Participant's Account may be made shall be extended by 1 year, up to five (5) additional years, for each \$165,000 (or fraction thereof) by which such Participant's Account balance exceeds \$830,000 (the aforementioned figures are subject to cost-of-living adjustments prescribed by the Secretary of the Treasury pursuant to Section 409(o)(2) of the Code).

The Participant shall elect the manner in which his vested Account balance will be distributed to him. If a Participant so desires, he may direct how his benefits are to be paid to his Beneficiary. If a deceased Participant did not file a direction with the Committee, the Participant's benefits shall be

distributed to his Beneficiary in a lump sum. Notwithstanding any provision to the contrary, if the value of a Participant's vested Account balance at the time of any distribution, does not equal or exceed \$1,000, then such Participant's vested Account shall be distributed in a lump sum within 60 days after the end of the Plan Year in which employment terminates. If the value of a Participant's vested Account balance is, or has ever been, in excess of \$1,000, then his benefits shall not be paid prior to the later of the time he has attained Normal Retirement or age 62 unless he elects an early payment date in a written election filed with the Committee. A Participant may modify such an election at any time, provided any new benefit payment date is at least 30 days after a modified election is delivered to the Committee. Failure of a Participant to consent to a distribution prior to the later of Normal Retirement or age 62 shall be deemed to be an election to defer commencement of payment of any benefit under this section.

10.2 **Time for Distribution.**

10.2-1 If the Participant and, if applicable, with the consent of the Participant's spouse, elects the distribution of the Participant's Account balance in the Plan, distribution shall commence as soon as practicable following his termination of Service, but no later than one year after the close of the Plan Year:

- (i) in which the Participant separates from service by reason of attainment of Normal Retirement Age under the Plan, Disability, or death; or
- (ii) which is the fifth Plan Year following the year in which the Participant resigns or is dismissed, unless he is reemployed before such date.

10.2.2 Unless the Participant elects otherwise, the distribution of the balance of a Participant's Account shall commence not later than the 60th day after the latest of the close of the Plan Year in which -

- (i) the Participant attains the age of 65;
- (ii) occurs the tenth anniversary of the year in which the Participant commenced participation in the Plan; or
- (iii) the Participant terminates his Service with the Employer.

10.2-3 Notwithstanding anything to the contrary, (1) with respect to a 5-percent owner (as defined in Code Section 416), distribution of a Participant's Account shall commence (whether or not he remains in the employ of the Employer) not later than the April 1 of the calendar year next following the calendar year in which the Participant attains age 70 ¹/₂, and (2) with respect to all other Participants, payment of a Participant's benefit will commence not later than April 1 of the calendar year following the calendar year in which the Participant attains age 70 ¹/₂, or, if later, the year in which the Participant retires. A Participant's benefit from that portion of his Account committed to the Investment Fund shall be calculated on the basis of the most recent Valuation Date before the date of payment.

10.2-4 Distribution of a Participant's Account balance after his death shall comply with the following requirements:

- (i) If a Participant dies before his distributions have commenced, distribution of his Account to his Beneficiary shall commence not later than one year after the end of the Plan Year in which

the Participant died; however, if the Participant's Beneficiary is his surviving Spouse, distributions may commence on the date on which the Participant would have attained age 70 1/2. In either case, distributions shall be completed within five years after they commence.

(ii) If the Participant dies after distribution has commenced pursuant to Section 10.1.2 but before his entire interest in the Plan has been distributed to him, then the remaining portion of that interest shall, in accordance with Section 401(a)(9) of the Code, be distributed at least as rapidly as under the method of distribution being used under Section 10.1.2 at the date of his death.

(iii) If a married Participant dies before his benefit payments begin, then unless he has specifically elected otherwise the Committee shall cause the balance in his Account to be paid to his Spouse. No election by a married Participant of a different Beneficiary shall be valid unless the election is accompanied by the Spouse's written consent, which (i) must acknowledge the effect of the election, (ii) must explicitly provide either that the designated Beneficiary may not subsequently be changed by the Participant without the Spouse's further consent, or that it may be changed without such consent, and (iii) must be witnessed by the Committee, its representative, or a notary public. (This requirement shall not apply if the Participant establishes to the Committee's satisfaction that the Spouse may not be located.)

10.2-5 All distributions under this section shall be determined and made in accordance with final and temporary regulations Sections 1.401(a)(9)-1 through 1.401(a)(9)-9, as promulgated under Code Section 401(a)(9), including the minimum distribution incidental benefit requirements of Code Section 401(a)(9)(G) and Section 1.401(a)(9)-2 of the proposed regulations. These provisions override any distribution options in the Plan inconsistent with Code Section 401(a)(9).

10.3 **Marital Status.** The Committee, the Plan, the Trustee, and the Employers shall be fully protected and discharged from any liability to the extent of any benefit payments made as a result of the Committee's good faith and reasonable reliance upon information obtained from a Participant and his Employer as to his marital status.

10.4 **Delay in Benefit Determination.** If the Committee is unable to determine the benefits payable to a Participant or Beneficiary on or before the latest date prescribed for payment pursuant to Section 10.1 or 10.2, the benefits shall in any event be paid within 60 days after they can first be determined, with whatever makeup payments may be appropriate in view of the delay.

10.5 **Accounting for Benefit Payments.** Any benefit payment shall be charged to the Participant's Account as of the first day of the Valuation Period in which the payment is made.

10.6 **Options to Receive Stock or Cash.** Unless ownership of virtually all Stock is restricted to active Employees and qualified retirement plans for the benefit of Employees pursuant to the certificates of incorporation or by-laws of the Employers issuing Stock, a terminated Participant or the Beneficiary of a deceased Participant may instruct the Committee to distribute the Participant's entire vested interest in his Account in the form of cash or Stock or a combination thereof. In the event the Participant elects to receive all Stock, the Committee shall apply the Participant's vested interest in the Investment Fund to purchase sufficient Stock from the Stock Fund or from any owner of Stock to make the required distribution.

Any Participant who receives Stock pursuant to Section 10.1, and any person who has received Stock from the Plan or from such a Participant by reason of the Participant's death or incompetency, by reason of divorce or separation from the Participant, or by reason of a rollover contribution described in Section 402(a)(5)

of the Code, shall have the right to require the Employer which issued the Stock to purchase the Stock for its current fair market value (hereinafter referred to as the "put right"). The put right shall be exercisable by written notice to the Committee during the first 60 days after the Stock is distributed by the Plan, and, if not exercised in that period, during the first 60 days in the following Plan Year after the Committee has communicated to the Participant its determination as to the Stock's current fair market value. However, the put right shall not apply to the extent that the Stock, at the time the put right would otherwise be exercisable, may be sold on an established market in accordance with federal and state securities laws and regulations. Similarly, the put option shall not apply with respect to the portion of a Participant's Account which the Employee elected to have reinvested under Code Section 401(a)(28)(B). If the put right is exercised, the Trustee may, if so directed by the Committee in its sole discretion, assume the Employer's rights and obligations with respect to purchasing the Stock. Notwithstanding anything herein to the contrary, in the case of a plan established by a bank (as defined in Code Section 581), the put option shall not apply if the Bank is prohibited by a federal or state law from owning its stock or the stock of an affiliate and Participants are entitled to elect their benefits be distributed in cash.

If a Participant elects to receive his distribution in the form of a lump sum pursuant to Section 10.1.1 of the Plan, the Employer or the Trustee, as the case may be, may elect to pay for the Stock in equal periodic installments, not less frequently than annually, over a period beginning not later than 30 days after the exercise of the put right and not exceeding five years, with adequate security and interest at a reasonable rate on the unpaid balance, all such terms to be set forth in a promissory note delivered to the seller with normal terms as to acceleration upon any uncured default.

If a Participant elects to receive his distribution in the form of an installment payment pursuant to Section 10.1.2 of the Plan, the Employer or the Trustee, as the case may be, shall pay for the Stock distributed in the installment distribution over a period which shall not exceed 30 days after the exercise of the put right.

Nothing contained herein shall be deemed to obligate any Employer to register any Stock under any federal or state securities law or to create or maintain a public market to facilitate the transfer or disposition of any Stock. The put right described herein may only be exercised by a person described in the second preceding paragraph, and may not be transferred with any Stock to any other person. As to all Stock purchased by the Plan in exchange for any Stock Obligation, the put right shall be nonterminable. The put right for Stock acquired through a Stock Obligation shall continue with respect to such Stock after the Stock Obligation is repaid or the Plan ceases to be an employee stock ownership plan.

10.7 Restrictions on Disposition of Stock. Except in the case of Stock which is traded on an established market, a Participant who receives Stock pursuant to Section 10.1, and any person who has received Stock from the Plan or from such a Participant by reason of the Participant's death or incompetency, by reason of divorce or separation from the Participant, or by reason of a rollover contribution described in Section 402(a)(5) of the Code, shall, prior to any sale or other transfer of the Stock to any other person, first offer the Stock to the issuing Employer and to the Plan at the greater of (i) its current fair market value, or (ii) the purchase price offered in good faith by an independent third party purchaser. This restriction shall apply to any transfer, whether voluntary, involuntary, or by operation of law, and whether for consideration or gratuitous. Either the Employer or the Trustee may accept the offer within 14 days after it is delivered. Any Stock distributed by the Plan shall bear a conspicuous legend describing the right of first refusal under this Section 10.7, as well as any other restrictions upon the transfer of the Stock imposed by federal and state securities laws and regulations.

10.8 Continuing Loan Provisions; Creations of Protections and Rights. Except as otherwise provided in Sections 10.6 and 10.7 and this Section, no shares of Employer Stock held or distributed by the Trustee may be subject to a put, call or other option, or buy-sell arrangement. The provisions of this Section shall continue to be applicable to such Stock even if the Plan ceases to be an employee stock ownership plan under Section 4975(e)(7) of the Code.

10.9 Direct Rollover of Eligible Distribution. A Participant or distributee may elect, at the time and in the manner prescribed by the Trustee or the Committee, to have any portion of an eligible rollover distribution paid directly to an eligible retirement plan specified by the Participant or distributee in a direct rollover.

10.9-1 An “eligible rollover” is any distribution that does not include: any distribution that is one of a series of substantially equal periodic payments (not less frequently than annually) made for the life (or life expectancy) of the distributee or the joint lives (or joint life expectancies) of the Participant and the Participant’s Beneficiary, or for a specified period of ten years or more; any distribution to the extent such distribution is required under Code Section 401(a)(9); any hardship distribution described in Section 401(k)(2)(B)(i)(IV) of the Code; and the portion of any distribution that is not included in gross income (determined without regard to the exclusion for net unrealized appreciation with respect to employer securities). A portion of a distribution shall not fail to be an eligible rollover distribution merely because the portion consists of after-tax employee contributions which are not includible in gross income. However, such portion may be transferred only to an individual retirement account or annuity described in Section 408(a) or (b) of the Code, or to a qualified defined contribution plan described in Section 401(a) or 403(a) of the Code that agrees to separately accounting for the portion of such distribution which is includible in gross income and the portion of such distribution which is not so includible.

10.9-2 An “eligible retirement plan” is an individual retirement account described in Code Section 408(a), an individual retirement annuity described in Code Section 408(b), an annuity plan described in Code Section 403(a), or a qualified trust described in Code Section 401(a), that accepts the distributee’s eligible rollover distribution. In the case of distributions after December 31, 2001, an eligible retirement plan shall also include an annuity contract described in Section 403(b) of the Code and an eligible plan under Section 457(b) of the Code which is maintained by a state, or any agency or instrumentality of a state or political subdivision of a state and which agrees to separately account for amounts transferred into such plan from this plan. In the case of an eligible rollover distribution to a surviving Spouse, an eligible retirement plan is an individual retirement account or individual retirement annuity.

10.9-3 A “direct rollover” is a payment by the Plan to the eligible retirement plan specified by the distributee.

10.9-4 The term “distributee” shall refer to a deceased Participant’s Spouse or a Participant’s former Spouse who is the alternate payee under a qualified domestic relations order, as defined in Code Section 414(p).

10.10 Waiver of 30-Day Period After Notice of Distribution. If a distribution is one to which Sections 401(a)(11) and 417 of the Code do not apply, such distribution may commence less than 30 days after the notice required under Section 1.411(a)-11(c) of the Income Tax Regulations is given, provided that:

- (i) the Trustee or Committee, as applicable, clearly informs the Participant that the Participant has a right to a period of at least 30 days after receiving the notice to consider the decision of whether or not to elect a distribution (and, if applicable, a particular option), and
- (ii) the Participant, after receiving the notice, affirmatively elects a distribution.

Section 11. Rules Governing Benefit Claims and Review of Appeals.

11.1 **Claim for Benefits.** Any Participant or Beneficiary who qualifies for the payment of benefits shall file a claim for his benefits with the Committee on a form provided by the Committee. The claim, including any election of an alternative benefit form, shall be filed at least 30 days before the date on which the benefits are to begin. If a Participant or Beneficiary fails to file a claim by the day before the date on which benefits become payable, he shall be presumed to have filed a claim for payment for the Participant's benefits in the standard form prescribed by Sections 10.1 or 10.2.

11.2 **Notification by Committee.** Within 90 days after receiving a claim for benefits (or within 180 days, if special circumstances require an extension of time and written notice of the extension is given to the Participant or Beneficiary within 90 days after receiving the claim for benefits), the Committee shall notify the Participant or Beneficiary whether the claim has been approved or denied. If the Committee denies a claim in any respect, the Committee shall set forth in a written notice to the Participant or Beneficiary:

- (i) each specific reason for the denial;
- (ii) specific references to the pertinent Plan provisions on which the denial is based;
- (iii) a description of any additional material or information which could be submitted by the Participant or Beneficiary to support his claim, with an explanation of the relevance of such information; and
- (iv) an explanation of the claims review procedures set forth in Section 11.3.

11.3 **Claims Review Procedure.** Within 60 days after a Participant or Beneficiary receives notice from the Committee that his claim for benefits has been denied in any respect, he may file with the Committee a written notice of appeal setting forth his reasons for disputing the Committee's determination. In connection with his appeal the Participant or Beneficiary or his representative may inspect or purchase copies of pertinent documents and records to the extent not inconsistent with other Participants' and Beneficiaries' rights of privacy. Within 60 days after receiving a notice of appeal from a prior determination (or within 120 days, if special circumstances require an extension of time and written notice of the extension is given to the Participant or Beneficiary and his representative within 60 days after receiving the notice of appeal), the Committee shall furnish to the Participant or Beneficiary and his representative, if any, a written statement of the Committee's final decision with respect to his claim, including the reasons for such decision and the particular Plan provisions upon which it is based.

Section 12. The Committee and its Functions.

12.1 **Authority of Committee.** The Committee shall be the “plan administrator” within the meaning of ERISA and shall have exclusive responsibility and authority to control and manage the operation and administration of the Plan, including the interpretation and application of its provisions, except to the extent such responsibility and authority are otherwise specifically (i) allocated to the Bank, the Employers, or the Trustee under the Plan and Trust Agreement, (ii) delegated in writing to other persons by the Bank, the Employers, the Committee, or the Trustee, or (iii) allocated to other parties by operation of law. The Committee shall have exclusive responsibility regarding decisions concerning the payment of benefits under the Plan. The Committee shall have no investment responsibility with respect to the Investment Fund except to the extent, if any, specifically provided in the Trust Agreement. In the discharge of its duties, the Committee may employ accountants, actuaries, legal counsel, and other agents (who also may be employed by an Employer or the Trustee in the same or some other capacity) and may pay their reasonable expenses and compensation.

12.2 **Identity of Committee.** The Committee shall consist of three or more individuals selected by the Bank. Any individual, including a director, trustee, shareholder, officer, or Employee of an Employer, shall be eligible to serve as a member of the Committee. The Bank shall have the power to remove any individual serving on the Committee at any time without cause upon 10 days written notice, and any individual may resign from the Committee at any time upon 10 days written notice to the Bank. The Bank shall notify the Trustee of any change in membership of the Committee.

12.3 **Duties of Committee.** The Committee shall keep whatever records may be necessary to implement the Plan and shall furnish whatever reports may be required from time to time by the Bank. The Committee shall furnish to the Trustee whatever information may be necessary to properly administer the Trust. The Committee shall see to the filing with the appropriate government agencies of all reports and returns required of the Plan under ERISA and other laws.

Further, the Committee shall have exclusive responsibility and authority with respect to the Plan’s holdings of Stock and shall direct the Trustee in all respects regarding the purchase, retention, sale, exchange, and pledge of Stock and the creation and satisfaction of Stock Obligations. The Committee shall at all times act consistently with the Bank’s long-term intention that the Plan, as an employee stock ownership plan, be invested primarily in Stock. Subject to the direction of the board as to the application of Employer contributions to Stock Obligations, and subject to the provisions of Sections 6.4 and 10.6 as to Participants’ rights under certain circumstances to have their Accounts invested in Stock or in assets other than Stock, the Committee shall determine in its sole discretion the extent to which assets of the Trust shall be used to repay Stock Obligations, to purchase Stock, or to invest in other assets to be selected by the Trustee or an investment manager. No provision of the Plan relating to the allocation or vesting of any interests in the Stock Fund or the Investment Fund shall restrict the Committee from changing any holdings of the Trust, whether the changes involve an increase or a decrease in the Stock or other assets credited to Participants’ Accounts. In determining the proper extent of the Trust’s investment in Stock, the Committee shall be authorized to employ investment counsel, legal counsel, appraisers, and other agents and to pay their reasonable expenses and compensation.

12.4 **Valuation of Stock.** If the valuation of any Stock is not established by reported trading on a generally recognized public market, the valuation of such Stock shall be determined by an independent appraiser. For purposes of the preceding sentence, the term “independent appraiser” means any appraiser meeting requirements similar to the requirements of the regulations prescribed under Section 170(a)(1) of the Code.

12.5 **Compliance with ERISA.** The Committee shall perform all acts necessary to comply with ERISA. Each individual member or employee of the Committee shall discharge his duties in good faith and in accordance with the applicable requirements of ERISA.

12.6 **Action by Committee.** All actions of the Committee shall be governed by the affirmative vote of a number of members which is a majority of the total number of members currently appointed, including vacancies.

12.7 **Execution of Documents.** Any instrument executed by the Committee shall be signed by any member or employee of the Committee.

12.8 **Adoption of Rules.** The Committee shall adopt such rules and regulations of uniform applicability as it deems necessary or appropriate for the proper administration and interpretation of the Plan.

12.9 **Responsibilities to Participants.** The Committee shall determine which Employees qualify to enter the Plan. The Committee shall furnish to each eligible Employee whatever summary plan descriptions, summary annual reports, and other notices and information may be required under ERISA. The Committee also shall determine when a Participant or his Beneficiary qualifies for the payment of benefits under the Plan. The Committee shall furnish to each such Participant or Beneficiary whatever information is required under ERISA (or is otherwise appropriate) to enable the Participant or Beneficiary to make whatever elections may be available pursuant to Sections 6 and 10, and the Committee shall provide for the payment of benefits in the proper form and amount from the assets of the Trust Fund. The Committee may decide in its sole discretion to permit modifications of elections and to defer or accelerate benefits to the extent consistent with applicable law and the best interests of the individuals concerned.

12.10 **Alternative Payees in Event of Incapacity.** If the Committee finds at any time that an individual qualifying for benefits under this Plan is a minor or is incompetent, the Committee may direct the benefits to be paid, in the case of a minor, to his parents, his legal guardian, or a custodian for him under the Uniform Gifts to Minors Act, or, in the case of an incompetent, to his spouse, or his legal guardian, the payments to be used for the individual's benefit. The Committee and the Trustee shall not be obligated to inquire as to the actual use of the funds by the person receiving them under this Section 12.10, and any such payment shall completely discharge the obligations of the Plan, the Trustee, the Committee, and the Employers to the extent of the payment.

12.11 **Indemnification by Employers.** Except as separately agreed in writing, the Committee, and any member or employee of the Committee, shall be indemnified and held harmless by the Employer, jointly and severally, to the fullest extent permitted by ERISA, and subject to and conditioned upon compliance with 12 C.F.R. Section 545.121, to the extent applicable, against any and all costs, damages, expenses, and liabilities reasonably incurred by or imposed upon it or him in connection with any claim made against it or him or in which it or he may be involved by reason of its or his being, or having been, the Committee, or a member or employee of the Committee, to the extent such amounts are not paid by insurance.

12.12 **Nonparticipation by Interested Member.** Any member of the Committee who also is a Participant in the Plan shall take no part in any determination specifically relating to his own participation or benefits, unless his abstention would leave the Committee incapable of acting on the matter.

Section 13. Adoption, Amendment, or Termination of the Plan.

13.1 **Adoption of Plan by Other Employers.** With the consent of the Bank, any entity may become a participating Employer under the Plan by (i) taking such action as shall be necessary to adopt the Plan, (ii) becoming a party to the Trust Agreement establishing the Trust Fund, and (iii) executing and delivering such instruments and taking such other action as may be necessary or desirable to put the Plan into effect with respect to the entity's Employees.

13.2 **Plan Adoption Subject to Qualification.** Notwithstanding any other provision of the Plan, the adoption of the Plan and the execution of the Trust Agreement are conditioned upon their being determined initially by the Internal Revenue Service to meet the qualification requirements of Section 401(a) of the Code, so that the Employers may deduct currently for federal income tax purposes their contributions to the Trust and so that the Participants may exclude the contributions from their gross income and recognize income only when they receive benefits. In the event that this Plan is held by the Internal Revenue Service not to qualify initially under Section 401(a), the Plan may be amended retroactively to the earliest date permitted by U.S. Treasury Regulations in order to secure qualification under Section 401(a). If this Plan is held by the Internal Revenue Service not to qualify initially under Section 401(a) either as originally adopted or as amended, each Employer's contributions to the Trust under this Plan (including any earnings thereon) shall be returned to it and this Plan shall be terminated. In the event that this Plan is amended after its initial qualification and the Plan as amended is held by the Internal Revenue Service not to qualify under Section 401(a), the amendment may be modified retroactively to the earliest date permitted by U.S. Treasury Regulations in order to secure approval of the amendment under Section 401(a).

13.3 **Right to Amend or Terminate.** The Bank intends to continue this Plan as a permanent program. However, each participating Employer separately reserves the right to suspend, supersede, or terminate the Plan at any time and for any reason, as it applies to that Employer's Employees, and the Bank reserves the right to amend, suspend, supersede, merge, consolidate, or terminate the Plan at any time and for any reason, as it applies to the Employees of each Employer. No amendment, suspension, supersession, merger, consolidation, or termination of the Plan shall (i) reduce any Participant's or Beneficiary's proportionate interest in the Trust Fund, (ii) reduce or restrict, either directly or indirectly, the benefit provided any Participant prior to the amendment, or (iii) divert any portion of the Trust Fund to purposes other than the exclusive benefit of the Participants and their Beneficiaries prior to the satisfaction of all liabilities under the Plan. Moreover, there shall not be any transfer of assets to a successor plan or merger or consolidation with another plan unless, in the event of the termination of the successor plan or the surviving plan immediately following such transfer, merger, or consolidation, each participant or beneficiary would be entitled to a benefit equal to or greater than the benefit he would have been entitled to if the plan in which he was previously a participant or beneficiary had terminated immediately prior to such transfer, merger, or consolidation. Following a termination of this Plan by the Bank, the Trustee shall continue to administer the Trust and pay benefits in accordance with the Plan as amended from time to time and the Committee's instructions.

Section 14. Miscellaneous Provisions.

14.1 **Plan Creates No Employment Rights.** Nothing in this Plan shall be interpreted as giving any Employee the right to be retained as an Employee by an Employer, or as limiting or affecting the rights of an Employer to control its Employees or to terminate the Service of any Employee at any time and for any reason, subject to any applicable employment or collective bargaining agreements.

14.2 **Nonassignability of Benefits.** No assignment, pledge, or other anticipation of benefits from the Plan will be permitted or recognized by the Employer, the Committee, or the Trustee. Moreover, benefits from the Plan shall not be subject to attachment, garnishment, or other legal process for debts or liabilities of any

Participant or Beneficiary, to the extent permitted by law. This prohibition on assignment or alienation shall apply to any judgment, decree, or order (including approval of a property settlement agreement) which relates to the provision of child support, alimony, or property rights to a present or former spouse, child or other dependent of a Participant pursuant to a state domestic relations or community property law, unless the judgment, decree, or order is determined by the Committee to be a qualified domestic relations order within the meaning of Section 414(p) of the Code, as more fully set forth in Section 14.12 hereof.

14.3 **Limit of Employer Liability.** The liability of the Employer with respect to Participants under this Plan shall be limited to making contributions to the Trust from time to time, in accordance with Section 4.

14.4 **Treatment of Expenses.** All expenses incurred by the Committee and the Trustee in connection with administering this Plan and Trust Fund shall be paid by the Trustee from the Trust Fund to the extent the expenses have not been paid or assumed by the Employer or by the Trustee. The Committee may determine that, and shall inform the Trustee when, reasonable expenses may be charged directly to the Account or Accounts of a Participant or group of Participants to whom or for whose benefit such expenses are allocable, subject to the guidelines set forth in Field Assistance Bulletin 2003-03, to the extent not superseded, or any successor directive issued by the Department of Labor.

14.5 **Number and Gender.** Any use of the singular shall be interpreted to include the plural, and the plural the singular. Any use of the masculine, feminine, or neuter shall be interpreted to include the masculine, feminine, or neuter, as the context shall require.

14.6 **Nondiversion of Assets.** Except as provided in Sections 5.2 and 14.12, under no circumstances shall any portion of the Trust Fund be diverted to or used for any purpose other than the exclusive benefit of the Participants and their Beneficiaries prior to the satisfaction of all liabilities under the Plan.

14.7 **Separability of Provisions.** If any provision of this Plan is held to be invalid or unenforceable, the other provisions of the Plan shall not be affected but shall be applied as if the invalid or unenforceable provision had not been included in the Plan.

14.8 **Service of Process.** The agent for the service of process upon the Plan shall be the president of the Bank, or such other person as may be designated from time to time by the Bank.

14.9 **Governing State Law.** This Plan shall be interpreted in accordance with the laws of the State of Illinois to the extent those laws are applicable under the provisions of ERISA.

14.10 **Employer Contributions Conditioned on Deductibility.** Employer Contributions to the Plan are conditioned on deductibility under Code Section 404. In the event that the Internal Revenue Service shall determine that all or any portion of an Employer Contribution is not deductible under that Section, the nondeductible portion shall be returned to the Employer within one year of the disallowance of the deduction.

14.11 **Unclaimed Accounts.** Neither the Employer nor the Trustees shall be under any obligation to search for, or ascertain the whereabouts of, any Participant or Beneficiary. The Employer or the Trustees, by certified or registered mail addressed to his last known address of record with the Employer, shall notify any Participant or Beneficiary that he is entitled to a distribution under this Plan, and the notice shall quote the provisions of this Section. If the Participant or Beneficiary fails to claim his benefits or make his whereabouts known in writing to the Employer or the Trustees within seven (7) calendar years after the date of notification, the benefits of the Participant or Beneficiary under the Plan will be disposed of as follows:

(a) If the whereabouts of the Participant is unknown but the whereabouts of the Participant's Beneficiary is known to the Trustees, distribution will be made to the Beneficiary.

(b) If the whereabouts of the Participant and his Beneficiary are unknown to the Trustees, the Plan will forfeit the benefit, provided that the benefit is subject to a claim for reinstatement if the Participant or Beneficiary make a claim for the forfeited benefit.

Any payment made pursuant to the power herein conferred upon the Trustees shall operate as a complete discharge of all obligations of the Trustees, to the extent of the distributions so made.

14.12 **Qualified Domestic Relations Order.** Section 14.2 shall not apply to a “qualified domestic relations order” defined in Code Section 414(p), and such other domestic relations orders permitted to be so treated under the provisions of the Retirement Equity Act of 1984. Further, to the extent provided under a “qualified domestic relations order,” a former Spouse of a Participant shall be treated as the Spouse or surviving Spouse for all purposes under the Plan.

In the case of any domestic relations order received by the Plan:

(a) The Employer or the Committee shall promptly notify the Participant and any other alternate payee of the receipt of such order and the Plan’s procedures for determining the qualified status of domestic relations orders, and

(b) Within a reasonable period after receipt of such order, the Employer or the Committee shall determine whether such order is a qualified domestic relations order and notify the Participant and each alternate payee of such determination. The Employer or the Committee shall establish reasonable procedures to determine the qualified status of domestic relations orders and to administer distributions under such qualified orders.

During any period in which the issue of whether a domestic relations order is a qualified domestic relations order is being determined (by the Employer or Committee, by a court of competent jurisdiction, or otherwise), the Employer or the Committee shall segregate in a separate account in the Plan or in an escrow account the amounts which would have been payable to the alternate payee during such period if the order had been determined to be a qualified domestic relations order. If within eighteen (18) months the order (or modification thereof) is determined to be a qualified domestic relations order, the Employer or the Committee shall pay the segregated amounts (plus any interest thereon) to the person or persons entitled thereto. If within eighteen (18) months it is determined that the order is not a qualified domestic relations order, or the issue as to whether such order is a qualified domestic relations order is not resolved, then the Employer or the Committee shall pay the segregated amounts (plus any interest thereon) to the person or persons who would have been entitled to such amounts if there had been no order. Any determination that an order is a qualified domestic relations order which is made after the close of the eighteen (18) month period shall be applied prospectively only. The term “alternate payee” means any Spouse, former Spouse, child or other dependent of a Participant who is recognized by a domestic relations order as having a right to receive all, or a portion of, the benefit payable under a Plan with respect to such Participant.

Section 15. Top-Heavy Provisions.

15.1 **Top-Heavy Plan.** This Plan is top-heavy if any of the following conditions exist:

(a) If the top-heavy ratio for this Plan exceeds sixty percent (60%) and this Plan is not part of any required aggregation group or permissive aggregation group;

(b) If this Plan is a part of a required aggregation group (but is not part of a permissive aggregation group) and the aggregate top-heavy ratio for the group of Plans exceeds sixty percent (60%); or

(c) If this Plan is a part of a required aggregation group and part of a permissive aggregation group and the aggregate top-heavy ratio for the permissive aggregation group exceeds sixty percent (60%).

15.2 **Super Top-Heavy Plan.** This Plan will be a super top-heavy Plan if any of the following conditions exist:

(a) If the top-heavy ratio for this Plan exceeds ninety percent (90%) and this Plan is not part of any required aggregation group or permissive aggregation group.

(b) If this Plan is a part of a required aggregation group (but is not part of a permissive aggregation group) and the aggregate top-heavy ratio for the group of Plans exceeds ninety percent (90%), or

(c) If this Plan is a part of a required aggregation group and part of a permissive aggregation group and the aggregate top-heavy ratio for the permissive aggregation group exceeds ninety percent (90%).

15.3 **Definitions.**

In making this determination, the Committee shall use the following definitions and principles:

15.3-1 The "Determination Date," with respect to the first Plan Year of any plan, means the last day of that Plan Year, and with respect to each subsequent Plan Year, means the last day of the preceding Plan Year. If any other plan has a Determination Date which differs from this Plan's Determination Date, the top-heaviness of this Plan shall be determined on the basis of the other plan's Determination Date falling within the same calendar years as this Plan's Determination Date.

15.3-2 A "Key Employee" means any employee or former employee (including any deceased employee) who at any time during the plan year that includes the determination date was an officer of the employer having annual compensation greater than \$130,000 (as adjusted under section 416(i)(1) of the Code for plan years beginning after December 31, 2002, a 5-percent owner of the employer, or a 1-percent owner of the employer having annual compensation of more than \$150,000. For this purpose, annual compensation means compensation within the meaning of section 415(c)(3) of the Code. The determination of who is a key employee will be made in accordance with section 416(i)(1) of the Code and the applicable regulations and other guidance of general applicability issued thereunder.

15.3-3 A "Non-key Employee" means an Employee who at any time during the five years ending on the top-heavy Determination Date for the Plan Year has received compensation from an Employer and who has never been a Key Employee, and the Beneficiary of any such Employee.

15.3-4 A “required aggregation group” includes (a) each qualified Plan of the Employer in which at least one Key Employee participates in the Plan Year containing the Determination Date and (b) any other qualified Plan of the Employer which enables a Plan described in (a) to meet the requirements of Code Sections 401(a)(4) or 410. For purposes of the preceding sentence, a qualified Plan of the Employer includes a terminated Plan maintained by the Employer within the period ending on the Determination Date. In the case of a required aggregation group, each Plan in the group will be considered a top-heavy Plan if the required aggregation group is a top-heavy group. No Plan in the required aggregation group will be considered a top-heavy Plan if the required aggregation group is not a top-heavy group. All Employers aggregated under Code Sections 414(b), (c) or (m) or (o) (but only after the Code Section 414(o) regulations become effective) are considered a single Employer.

15.3-5 A “permissive aggregation group” includes the required aggregation group of Plans plus any other qualified Plan(s) of the Employer that are not required to be aggregated but which, when considered as a group with the required aggregation group, satisfy the requirements of Code Sections 401(a)(4) and 410 and are comparable to the Plans in the required aggregation group. No Plan in the permissive aggregation group will be considered a top-heavy Plan if the permissive aggregation group is not a top-heavy group. Only a Plan that is part of the required aggregation group will be considered a top-heavy Plan if the permissive aggregation group is top-heavy.

15.4 **Top-Heavy Rules of Application.**

For purposes of determining the value of Account balances and the present value of accrued benefits the following provisions shall apply:

15.4-1 The value of Account balances and the present value of accrued benefits will be determined as of the most recent Valuation Date that falls within or ends with the twelve (12) month period ending on the Determination Date.

15.4-2 For purposes of testing whether this Plan is top-heavy, the present value of an individual’s accrued benefits and an individual’s Account balances is counted only once each year.

15.4-3 The Account balances and accrued benefits of a Participant who is not presently a Key Employee but who was a Key Employee in a Plan Year beginning on or after January 1, 1984 will be disregarded.

15.4-4 Employer contributions attributable to a salary reduction or similar arrangement will be taken into account. Employer matching contributions also shall be taken into account for purposes of satisfying the minimum contribution requirements of Section 416(c)(2) of the Code and the Plan.

15.4-5 When aggregating Plans, the value of Account balances and accrued benefits will be calculated with reference to the Determination Dates that fall within the same calendar year.

15.4-6 The present values of accrued benefits and the amounts of account balances of an employee as of the determination date shall be increased by the distributions made with respect to the employee under the plan and any plan aggregated with the plan under Section 416(g)(2) of the Code during the 1-year period ending on the determination date. The preceding sentence shall also apply to distributions under a terminated plan which, had it not been terminated, would have been aggregated with the plan under Section 416(g)(2)(A)(i) of the Code. In the case of a distribution made for a reason other than separation from service, death, or disability, this provision shall be applied by substituting “five (5) year period” for “one (1) year period.”

15.4-7 Accrued benefits and Account balances of an individual shall not be taken into account for purposes of determining the top-heavy ratios if the individual has performed no services for the Employer during the one (1) year period ending on the applicable Determination Date. Compensation for purposes of this subparagraph shall not include any payments made to an individual by the Employer pursuant to a qualified or non-qualified deferred compensation plan.

15.4-8 The present value of the accrued benefits or the amount of the Account balances of any Employee participating in this Plan shall not include any rollover contributions or other transfers voluntarily initiated by the Employee except as described below. If this Plan transfers or rolls over funds to another Plan in a transaction voluntarily initiated by the Employee, then this Plan shall count the distribution for purposes of determining Account balances or the present value of accrued benefits. A transfer incident to a merger or consolidation of two or more Plans of the Employer (including Plans of related Employers treated as a single Employer under Code Section 414), or a transfer or rollover between Plans of the Employer, shall not be considered as voluntarily initiated by the Employee.

15.5 **Minimum Contributions.** For any Top-Heavy Year, each Employer shall make a special contribution on behalf of each Participant to the extent that the total allocations to his Account pursuant to Section 4 is less than the lesser of:

(i) three percent of his 415 Compensation for that year, or

(ii) the highest ratio of such allocation to 415 Compensation received by any Key Employee for that year. For purposes of the special contribution of this Section 15.2, a Key Employee's 415 Compensation shall include amounts the Key Employee elected to defer under a qualified 401(k) arrangement. Such a special contribution shall be made on behalf of each Participant who is employed by an Employer on the last day of the Plan Year, regardless of the number of his Hours of Service, and shall be allocated to his Account.

If the Employer maintains a qualified plan in addition to this Plan and more than one such plan is determined to be Top-Heavy, a minimum contribution or a minimum benefit shall be provided in one of such other plans, including a plan that consists solely of a cash or deferred arrangement which meets the requirements of Section 401(k)(12) of the Code and matching contributions with respect to which the requirements of Section 401(m)(11) of the Code are met. If the Employer has both a Top-Heavy defined benefit plan and a Top-Heavy defined contribution plan and a minimum contribution is to be provided only in the defined contribution plan, then the sum of the Employer contributions and forfeitures allocated to the Account of each Non-key Employee shall be equal to at least five percent (5%) of such Non-key Employee's 415 Compensation for that year.

15.6 **Minimum Vesting.** For any Plan Year in which this Plan is Top-Heavy, a Participant's vested interest in his Account shall be based on the following "top-heavy table":

<u>Vesting Years</u>	<u>Percentage of Interest Vested</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

15.7 **Top-Heavy Provisions Control in Top-Heavy Plan.** In the event this Plan becomes top-heavy and a conflict arises between the top-heavy provisions herein set forth and the remaining provisions set forth in this Plan, the top-heavy provisions shall control.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Amendment No. 3 to the Registration Statement No. 333-119217 on Form S-1 filed with the Securities and Exchange Commission and Amendment No. 3 to the Form AC filed with the Office of Thrift Supervision of our report dated March 4, 2005 on the consolidated financial statements of BankFinancial MHC, Inc. We also consent to the references to us under the headings "Material Tax Consequences" and "Experts" in Amendment No. 3 to the Registration Statement on Form S-1 and Amendment No. 3 to the Form AC.

/s/ Crowe Chizek and Company LLC

Crowe Chizek and Company LLC

Oak Brook, Illinois
March 14, 2005

RP® FINANCIAL, LC.

Financial Services Industry Consultants

March 14, 2005

Board of Directors
BankFinancial, MHC, Inc.
BankFinancial Corporation
BankFinancial, F.S.B.
15W060 North Frontage Road
Burr Ridge, Illinois 60527

Members of the Board of Directors:

We hereby consent to the use of our firm's name in the Form AC Application for Conversion of BankFinancial MHC, Inc., and any amendments thereto, and in the Registration Statement on Form S-1 of BankFinancial Corporation, and any amendments thereto. We also hereby consent to the inclusion of, summary of and references to our Appraisal and our statement concerning subscription rights in such filings including the prospectus of BankFinancial Corporation.

RP Financial, LC.

Washington Headquarters

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**PRO FORMA VALUATION UPDATE REPORT
CONVERSION STOCK OFFERING**

BANK FINANCIAL CORPORATION

**BANKFINANCIAL, F.S.B.
Burr Ridge, Illinois**

**Dated As Of:
February 18, 2005**

Prepared By:

**RP® Financial, LC.
1700 North Moore Street
Suite 2210
Arlington, Virginia 22209**

Board of Directors
BankFinancial MHC, Inc.
BankFinancial Corporation
BankFinancial, F.S.B.
15W060 North Frontage Road
Burr Ridge, Illinois 60527

Members of the Board of Directors:

We have completed and hereby provide an updated independent appraisal of the estimated pro forma market value of the common stock which is to be offered in connection with the plan of stock issuance described below.

This updated appraisal (the "Second Update"), is furnished pursuant to the conversion regulations promulgated by the Office of Thrift Supervision ("OTS"). Specifically, this updated appraisal has been prepared in accordance with the "Guidelines for Appraisal Reports for the Valuation of Savings and Loan Associations Converting from Mutual to Stock Form of Organization" as set forth by the OTS, and applicable regulatory interpretations thereof. Our original appraisal report, dated September 10, 2004 (the "Original Appraisal"), and our updated appraisal, dated October 29, 2004 (the "First Update"), are incorporated herein by reference. As in the preparation of our Original Appraisal and First Update, we believe the data and information used herein is reliable; however, we cannot guarantee the accuracy and completeness of such information.

Description of Reorganization and Plan of Stock Issuance

In January 1999, BankFinancial, F.S.B. ("BankFinancial" or the "Bank") reorganized into the two-tier mutual holding company structure. As part of the reorganization, BankFinancial formed BankFinancial Corporation (the "Company") and BankFinancial MHC, Inc. (the "MHC"), a federally-chartered mid-tier stock holding company and mutual holding company, respectively. BankFinancial became a federally-chartered capital stock savings bank, and a wholly-owned subsidiary of the Company, and the Company became the wholly-owned subsidiary of the MHC.

The respective Boards of Directors of BankFinancial MHC, Inc. and BankFinancial Corporation, a federal corporation, adopted a plan of conversion and reorganization on August 25, 2004. Pursuant to the plan of conversion and reorganization, the organization will convert from the mutual holding company form of organization to the fully stock form and will sell shares of common stock to the public in a stock offering. BankFinancial MHC, Inc., the mutual

holding company parent of BankFinancial Corporation, a federal corporation, will be merged into BankFinancial, F.S.B., and BankFinancial MHC, Inc. will no longer exist. BankFinancial Corporation, a federal corporation, which owns 100% of the Bank, will be succeeded by a new Maryland corporation with the same name. When the conversion is completed, all of the capital stock of BankFinancial, F.S.B. will be owned by BankFinancial Corporation, the newly formed Maryland holding company, and all of the common stock of BankFinancial Corporation will be owned by public stockholders. In this Second Update, the three entities will be collectively referred to as "BankFinancial" or the "Company".

Concurrent with the plan of conversion and reorganization, the Company will retain up to 50% of the net stock proceeds of the stock offering, and downstream to the Bank the remaining net proceeds of the offering in exchange for 100% ownership of the Bank. The funds downstreamed to the Bank will be includable as core capital. Immediately after consummation of the conversion and reorganization, it is not anticipated that the Company will engage in any business activity other than ownership of the Bank subsidiary, extending the loan to the Bank's newly formed employee stock ownership plan ("ESOP") and investment of stock proceeds that are retained by the Company. Subsequent activities of the Company may include payment of regular or special dividends, acquisitions of other financial institutions or branches of other financial institutions, establishment of other employee benefit plans, acquisitions of other financial service providers and/or stock repurchases.

It is anticipated that the shares will be offered in a subscription offering to the Bank's Eligible Account Holders, Tax-Qualified Plans, Supplemental Eligible Account Holders and Other Members of BankFinancial. To the extent that shares remain available for purchase after satisfaction of all subscriptions received in the subscription offering, the shares may be offered for sale in a community offering.

This updated appraisal reflects the following noteworthy items: (1) a review of recent developments in BankFinancial's financial condition, including financial data through December 31, 2004; (2) an updated comparison of BankFinancial's financial condition and operating results versus the Peer Group companies identified in the First Update; and (3) a review of stock market conditions since the date of the First Update.

The estimated pro forma market value is defined as the price at which the Company's common stock, immediately upon completion of the public stock offering, would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or sell and both having reasonable knowledge of relevant facts.

Our valuation is not intended, and must not be construed, as a recommendation of any kind as to the advisability of purchasing shares of the common stock. Moreover, because such valuation is necessarily based upon estimates and projections of a number of matters, all of which are subject to change from time to time, no assurance can be given that persons who purchase shares of common stock in the conversion will thereafter be able to buy or sell such shares at prices related to the foregoing valuation of the pro forma market value thereof.

RP® Financial, L.C., (“RP Financial”) is not a seller of securities within the meaning of any federal and state securities laws and any report prepared by RP Financial shall not be used as an offer or solicitation with respect to the purchase or sale of any securities. RP Financial maintains a policy which prohibits the company, its principals or employees from purchasing stock of its client institutions.

Discussion of Relevant Considerations

1. Financial Results

Table 1 presents summary balance sheet and income statement details for the twelve months ended September 30, 2004 and updated financial information through December 31, 2004. BankFinancial’s assets increased by \$21.1 million, or 1.4%, from September 30, 2004 to December 31, 2004. The increase in assets was evident in the earning assets portfolio, with the balances of loans receivable increasing by \$14.3 million, equal to 1.3% growth, and investment securities increasing by \$9.2 million, or 3.3%. Fixed assets increased nominally and total intangibles decreased due to continued amortization of the core deposit intangible.

Table 1
BankFinancial Corporation
Recent Financial Data

	At Sept. 30, 2004		At Dec. 31, 2004	
	Amount	Assets	Amount	Assets
	(\$000)	(%)	(\$000)	(%)
Balance Sheet Data				
Total assets	\$1,471,698	100.0%	\$1,492,782	100.0%
Cash, cash equivalents	31,668	2.2	29,298	2.0
Investment securities	283,124	19.2	292,319	19.6
Loans receivable, net	1,083,196	73.6	1,097,483	73.5
Fixed Assets	32,717	2.2	32,954	2.2
Goodwill/Core Dep. Intang.	21,169	1.4	20,747	1.4
Deposits	\$1,124,791	76.4%	1,115,696	74.7%
Borrowings	229,446	15.6	264,742	17.7
Total equity	93,393	6.4	94,888	6.4
Tangible equity	72,224	4.9	74,141	5.0

Table 1 (continued)
BankFinancial Corporation
Recent Financial Data

	12 Months Ended September 30, 2004		12 Months Ended December 31, 2004	
	Amount (\$000)	(%) (1)	Amount (\$000)	(%) (1)
Summary Income Statement				
Interest income	\$ 65,160	4.46%	\$ 66,298	4.55%
Interest expense	(25,440)	(1.74)	(23,470)	(1.61)
Net interest income	\$ 39,720	2.72%	\$ 42,828	2.94%
Recoveries of loan loss provisions	516	0.04	22	0.00
Net interest income after provision	\$ 40,236	2.76%	\$ 42,850	2.94%
Non-interest operating income	\$ 7,903	0.54%	\$ 8,138	0.56%
Amortization of core dep. intang.	(1,717)	(0.12)	(1,701)	(0.12%)
Non-interest operating expense	(40,529)	(2.78)	(40,221)	(2.76)
Net operating income	\$ 5,893	0.40%	\$ 9,066	0.62%
Loss/impairment of AFS securities	(\$ 14,966)	(1.02%)	(\$ 8,793)	(0.60%)
Gain on sale of investments	419	0.03	599	0.04%
Gain on sale of loans	646	0.04	321	0.02%
Total non-operating inc (exp.)	(\$ 13,901)	(0.95%)	(\$ 7,873)	(0.54%)
Income (loss) before taxes	(\$ 8,008)	(0.55%)	\$ 1,193	0.08%
Income taxes	3,957	0.27	(264)	0.02
Net income (loss)	(\$ 4,051)	(0.28%)	\$ 1,457	0.10%
Estimated core income (expense)				
Net income (loss)	(\$ 4,051)	(0.28%)	\$ 1,457	0.10%
Add (subtract)				
Total non-operating expense	\$ 13,901	0.95%	\$ 7,873	0.54%
Income taxes @ 39.75%	(5,525)	(0.38)	(3,129)	(0.21)
Estimated core net income	\$ 4,325	0.29%	\$ 6,201	0.43%

Sources: BankFinancial's prospectus, audited and unaudited financial statements, and RP Financial calculations.

(1) Percent of average assets.

Total deposits decreased by \$9.1 million, or 0.8%, as increases of NOW, savings accounts and time deposits were offset by declines in money market deposit accounts and passbook accounts. Total borrowings, which consist mostly of FHLB advances, increased by \$35.3 million, as the additional borrowings were utilized for replacing deposits and funding additional earning assets. The borrowings include a \$30.0 million borrowing at the MHC which is intended to be paid off using conversion proceeds. The Bank's equity base increased by \$1.5 million, or 1.6%, due to additions to retained earnings and a positive after-tax adjustment to the securities held as available for sale ("AFS"). The combination of the slight increase in the asset base and the increase in equity served to keep the Bank's equity-to-assets ratio at 6.4% for both time periods. BankFinancial's tangible equity-to-assets ratio improved from 4.9% to 5.0% over the same time period, as intangibles decreased.

Updated credit quality measures indicated an improvement in overall asset quality, as the ratio of non-performing loans-to-loans declined from 0.63% at September 30, 2004 to 0.59% at December 31, 2004. In addition, the allowance for loan losses improved to 168.90% of non-performing loans at December 31, 2004 from 158.95% at September 30, 2004. The Bank's allowance for loan losses was \$11.0 million, or 1.00% of total loans at December 31, 2004, compared to \$10.9 million, or 1.01% of total loans at September 30, 2004.

BankFinancial's operating results for the twelve months ended September 30, 2004 and December 31, 2004 are also set forth in Table 1. The Bank reported income of \$1.5 million, or 0.10% for the most recent twelve month period. Estimated core after-tax net income increased to \$6.2 million or 0.43% of average assets for the same time period. The estimated core net income for the twelve months ended December 31, 2004 excludes the impact of certain non-recurring items, including the loss on the impairment of securities held as AFS, and gains reported on the sale of securities and loans. The increase in updated estimated core earnings was supported by higher net interest income.

The increase in net interest income was facilitated by an overall yield/cost spread of 2.92% for the twelve months ended December 31, 2004. This trend was evident in the net interest income to average assets ratio which increased from 2.72% for the twelve months ended September 30, 2004 to 2.94% for the twelve months ended December 31, 2004. The most significant benefit came from a lower interest expense ratio, indicative of the current overall low interest rate environment and a lower level of purchase accounting adjustments related to a previous acquisition, while at the same time the level of interest income increased slightly as a percent of average assets.

Operating expenses as a percent of average assets decreased from 2.78% for the twelve months ended September 30, 2004 to 2.76% for the twelve months ended December 31, 2004. The dollar amount of operating expenses decreased by \$0.3 million reflecting moderate changes in various expense categories. These lower expenses, along with the slight increase in the asset base, resulted in the decline of the operating expense ratio. The increase in the net interest income ratio and the lower operating expense ratio provided for a higher updated expense coverage ratio (net interest income divided by operating expenses, excluding intangibles).

amortization) of 1.07x for the twelve months ended December 31, 2004, versus a comparable ratio of 0.98x for the twelve months ended September 30, 2004. Separate from operating expenses, the Bank recorded core deposit amortization expense of 0.12% of average assets for the twelve months ended December 31, 2004.

Non-interest operating income remained a contributor to the Bank's updated earnings, with such income increasing from 0.54% of average assets for the twelve months ended September 30, 2004 to 0.56% of average assets for the twelve months ended December 31, 2004. The slight increase in non-interest operating income was attributable to changes in the level of service fees and charges along with other miscellaneous income, including insurance commission and annuities income and income from real estate owned properties. Overall, when factoring non-interest operating income into earnings capacity, the Bank's updated efficiency ratio of 78.9% (operating expenses, net of goodwill amortization, as a percent of net interest income and non-interest operating income) was more favorable than the 85.3% efficiency ratio recorded for the twelve months ended September 30, 2004. Intangibles amortization decreased slightly in the most recent twelve month period examined, as the amortization expense of the core deposit intangible continued to decrease.

The Bank continued to record a recovery on allowances for loan losses for the most recent twelve month period, equaling \$22,000 for the twelve month ended December 31, 2004. This was derived after considering past and current loss experience, evaluations of real estate collateral, changes in composition of the loan portfolio, levels and trends in non-performing loans and real estate owned, and other factors. As of December 31, 2004, valuation allowances totaled \$11.0 million, equal to 1.00% of net loans receivable and 168.9% of non-performing loans.

Non-operating income and expenses continued to affect the income statement. The most recent period examined continued to include the loss recognized on the impairment of securities held as AFS, along with minor levels of gains on the sale of investments and loans. Non-operating expense totaled \$7.9 million, which was excluded from estimated core earnings. Estimated after-tax core earnings totaled \$6.2 million, or 0.43% of average assets.

2. Peer Group Financial Comparisons

Tables 2, 3 and 4 present financial characteristics, operating results and credit risk information for BankFinancial, the Peer Group and all publicly-traded thrifts. The Bank's and the Peer Group's ratios are based on financial results through December 31, 2004 and September 30, 2004 or December 31, 2004, respectively. One Peer Group member from the Original Appraisal and First Update, Camco Financial Corp., is no longer available as a Peer Group company as a result of a recently completed conversion to a commercial bank charter. For this Second Update, the Peer Group will consist of the remaining nine companies.

As shown in Table 2, in general, the comparative balance sheet ratios for the Bank and the Peer Group did not vary significantly from the ratios exhibited in the First Update. Consistent with the First Update, the Bank's updated interest-earning asset composition reflected a lower concentration of loans and a higher concentration of cash and investments. The Bank maintained a similar level of interest-earning assets compared to the Peer Group, as updated interest-earning assets-to-assets ratios equaled 95.1% and 94.3%, respectively.

The updated mix of deposits and borrowings maintained by BankFinancial and the Peer Group also did not change significantly from the First Update. BankFinancial's funding composition continued to reflect a higher concentration of deposits and a lower concentration of borrowings, relative to the comparable Peer Group measures. Updated interest-bearing liabilities-to-assets ratios equaled 92.4% and 88.9% for the Bank and the Peer Group, respectively. BankFinancial posted an updated tangible equity-to-assets ratio of 5.0%, which remained below the comparable Peer Group ratio of 8.7%. BankFinancial's updated IEA/IBL ratio equaled 102.9%, well below the comparable Peer Group ratio of 106.1%. As discussed in the First Update, the additional capital realized from stock proceeds should serve to increase BankFinancial's IEA/IBL ratio, as it will reduce the level of liabilities funding assets and the cash proceeds will primarily be deployed into interest-earning assets.

Updated growth rates for BankFinancial are based on growth for the twelve months ended December 31, 2004, while the Peer Group's growth rates are based on growth for the twelve months ended September 30, 2004 or December 31, 2004 as noted. Updated asset growth rates continued to reflect lower asset growth for the Bank, as the Bank recorded a 2.4% increase in assets compared to a 14.9% growth rate for the Peer Group. BankFinancial's asset composition showed little change, while the Peer Group's asset growth reflected loan growth of 20.8% and a 6.6% decline in cash and investments.

Moderate deposit growth resulted in a 1.3% decline in the Bank's borrowed funds. Comparatively, asset growth for the Peer Group was funded by deposit growth of 16.6% and borrowings growth of 24.0%. Consistent with the First Update, the Bank's equity decline over the past twelve months was lower than the small increase reported by the Peer Group (1.9% decline for BankFinancial versus a 0.4% increase for the Peer Group, respectively). Factors contributing to the Peer Group's slight change in equity included capital management strategies such as dividend payments and stock repurchases. The Bank's decrease in capital is due primarily to the low overall profitability rate and changes in the AFS adjustment. The increase in capital realized from stock proceeds, will likely limit the Bank's capital growth rate following the stock offering.

Table 3 displays comparative operating results for BankFinancial and the Peer Group, based on their respective earnings for the twelve months ended December 31, 2004 or the last twelve month period available. The Bank reported net income of 0.10% of average assets, compared to net income of 0.51% of average assets for the Peer Group. Net non-operating losses and lower levels of net interest income and non-interest income continued to adversely affect the

Bank's returns. The Peer Group continued to maintain earnings disadvantages with respect to loan loss provisions and operating expenses.

In terms of core earnings strength, updated expense coverage ratios posted by BankFinancial and the Peer Group equaled 1.07x and 1.02x, respectively. The Bank's stronger expense coverage ratio was realized through a lower operating expense ratio to average assets (2.76% versus 2.95% for the Peer Group), offset in part by a lower net interest income ratio as a percent of average assets (2.94% versus 3.00% for the Peer Group). A higher interest income ratio accounted for the Peer Group's higher net interest income ratio, which was partially offset by the Bank's lower interest expense ratio.

Non-interest operating income remained a larger source of earnings for the Peer Group, as such income amounted to 0.90% and 0.56% of the Peer Group's and the Bank's average assets, respectively. Taking non-interest operating income into account in assessing comparative core earnings strength, the Bank's updated efficiency ratio of 78.9% continued to compare unfavorably to the Peer Group's efficiency ratio of 75.6%.

Loan loss provisions remained a larger factor in the Peer Group's earnings. Updated loan loss provisions established by the Peer Group equaled 0.23%, versus a slight level of recoveries for the Bank. Net non-operating losses equaled to 0.54% of average assets for the Bank, which remained a larger factor in the Bank's earnings, versus net gains of 0.05% for the Peer Group. Most of the Bank's losses were incurred from the impairment of certain AFS securities, along with minor levels of gains on the sale of investments and loans. As discussed in the First Update, given the non-recurring nature of the AFS impairment charge, and the less predictable and more non-recurring nature of gains and losses resulting from the sale of loans and investments, the impact of net gains on the Peer Group's earnings have been somewhat discounted in evaluating the relative strengths and weaknesses of the Bank's and the Peer Group's earnings.

The Bank recorded an effective tax rate of 22.1%, due in part to the low profitability level, while the Peer Group recorded an effective tax rate of 32.91%.

Table 4 presents the Bank's updated credit quality measures. The only non-performing assets held by the Bank consist of loans on non-accrual status. The Bank's non-performing loans/loans ratio declined to 0.59% since the date of the First Update, and was slightly higher than the comparable Peer Group ratio of 0.54%. Total non-performing assets as a percent of assets continued to be lower for the Bank versus the Peer Group. BankFinancial's updated ratio of reserves as a percent of non-performing loans and as a percent of total non-performing assets also improved since the date of the First Update. The Bank report a lower level of net loan charge-offs as a percent of loans in comparison to the Peer Group average, and the Bank's ratio of net chargeoffs to loans increased slightly from the date of the First Update.

3. Stock Market Conditions

Since the date of the First Update, the broader stock market generally trended higher. Lower oil prices reversed a downward trend in the stock market at the close of October. The election outcome, a rise in consumer confidence and a strong jobs report for October extended the stock market rally into mid-November, as the Dow Jones Industrial Average ("DJIA") hit a seven month high. Concerns about the falling dollar and a sharp rise in October producer prices temporarily dampened the stock market rally in late-November, but then stocks recovered on lower oil prices and on some positive data on jobs, consumer sentiment and home sales. After declining in late-November, stocks recovered in early-December 2004 on a sharp decline on oil prices. Some favorable economic data, including a strong report on December consumer confidence and a five-month low in new unemployment claims, helped to extend the rally through the end of the year as the Dow Jones Industrial Average ("DJIA") moved to a three and one-half year high. The broader stock market started 2005 in a downward trend, as investors reacted negatively to some disappointing economic data and indications by the Federal Reserve that it was likely to keep raising rates because of wariness about inflation. Concerns about slowing profit growth, weaker than expected growth in the fourth quarter of 2004 and the elections in Iraq extended the downward trend through mid-January. After three straight weekly declines, the DJIA edged higher in the last week of January on some upbeat earnings reports and a better than expected consumer confidence index. The positive trend in the broader stock market continued into the first half of February, as the Federal Reserve's quarter point rate increase contained no surprises and oil prices declined. On February 18, 2005, the DJIA closed at 10785.22 or 7.6% higher since the date of the First Update and the NASDAQ closed at 2058.62 or 4.2% higher since the date of the First Update.

Thrift issues also generally trended higher since the date of the First Update. The rally in the boarder stock market and the Federal Reserve's indication that inflation risks were well contained fueled gains in the thrift sector during the first half of November. Trading activity in thrift stocks was mixed during late-November, as the rally lost steam on some profit taking and higher than expected inflation data for October. Thrift issues followed the broader market higher in early-December 2004 and then declined modestly into a narrow trading range through late-December. The year end rally in the broader stock market provided a slight boost to thrift prices as well. The market for thrift stocks was mixed at the start of 2005, but, in general, thrift stocks eased lower during January. Fourth quarter earnings for the thrift sector were generally in line with expectations, but concerns about higher interest rates and margin compression hindered thrift stocks throughout most of January. Thrift stocks followed the broader market higher in early-February on optimism about interest rates, following the expected rate increase by the Federal Reserve and January employment data showing weaker than forecasted job growth. On February 18, 2005, the SNL Index for all publicly-traded thrifts closed at 1,550.52, an increase of 3.1% since the date of the First Update. This index is weighted by market capitalization of the underlying members of the indices, thus changes in market capitalization of large cap thrifts will have a greater impact on the index values.

Similar to the performance of the SNL Index for all publicly-traded thrifts, most of the updated pricing measures for the Peer Group and all publicly-traded thrifts increased since the date of the First Update. The Peer Group's updated pricing measures continued to reflect similar P/E multiples and somewhat lower P/B ratios than indicated for the comparable averages for all publicly-traded thrifts. Overall, the performance exhibited by the SNL Index implies that the large-cap issues outperformed the small-cap issues since the date of the First Update. In particular, the pricing measures shown for the Peer Group and all publicly-traded thrifts are based on absolute averages and, thus, the market performance of each of the companies comprising the pricing measure averages have an equal impact on the calculation of the averages. Comparatively, the SNL Index is a market capitalization weighted index, which results in the larger market capitalization issues having a more significant impact on the overall performance of the SNL Index. Since the date of the First Update, eight out of the nine Peer Group companies were trading at higher prices as of February 18, 2004. A comparative pricing analysis of all publicly-traded thrifts, the Peer Group and recent conversions is shown in the following table, based on market prices as of October 29, 2004 and February 18, 2004. Average market capitalization of the Peer Group companies increased by 3.4%, in line with the increase in the SNL Index.

Table 5
Average Pricing Characteristics

	<u>At Oct. 29, 2004</u>	<u>At Feb. 18, 2005</u>	<u>% Change</u>
Peer Group (1)			
Price/Earnings (x)	17.27x	18.85x	9.2%
Price/Core Earnings (x)	19.69	19.74	0.3
Price/Book (%)	132.57%	137.96%	4.1
Price/Tangible Book (%)	147.95	157.20	6.3
Price/Assets (%)	13.72	13.47	(1.8)
Avg. Mkt. Capitalization (\$Mil)	\$ 209.82	\$ 216.86	3.4
All Publicly-Traded Thrifts			
Price/Earnings (x)	18.32x	19.43x	6.1%
Price/Core Earnings (x)	19.77	21.06	6.5
Price/Book (%)	161.38%	160.65%	(0.5)
Price/Tangible Book (%)	175.37	176.37	0.6
Price/Assets (%)	17.47	17.13	(2.0)
Avg. Mkt. Capitalization (\$Mil)	\$ 374.07	\$ 383.15	2.4

(1) Figures exclude Camco Financial Corp. from both periods.

As set forth in the Original Appraisal, the “new issue” market is separate and distinct from the market for seasoned issues like the Peer Group companies in that the pricing ratios for converting issues are computed on a pro forma basis, specifically: (1) the numerator and denominator are both impacted by the conversion offering amount, unlike existing stock issues in which price change affects only the numerator; and (2) the pro forma pricing ratio incorporates assumptions regarding source and use of proceeds, effective tax rates, stock plan purchases, etc. which impact pro forma financials, whereas pricing for existing issues are based on reported financials. The distinction between the pricing of converting and existing issues is perhaps most evident in the case of the price/book (“P/B”) ratio in that the P/B ratio of a converting thrift will typically result in a discount to book value, whereas in the current market for existing thrifts the P/B ratio often reflects a premium to book value. Therefore, it is appropriate to also consider the market for new issues, both at the time of the conversion and in the aftermarket.

As shown in Table 6, one standard conversion and eight mutual holding company offerings were completed during the past three months. The single standard conversion, Royal Financial, Inc., Chicago, Illinois is not directly comparable to BankFinancial due to its much smaller asset size (\$102 million) and since Royal Financial’s stock trades on the Over-the-Counter Bulletin Board and not on an exchange. However Royal Financial’s location in the city of Chicago warrants some consideration. Royal Financial converted at \$10.00 per share and a price/book ratio of approximately 77%, and traded up by 25% in the first month of trading, resulting in an approximate price/book ratio of 97% as of February 18, 2005. Alternatively, the eight mutual holding company conversions completed in the most recent three month period are not fully comparable to a standard conversion, and these companies are also smaller, on average, than the Bank. Only three of the eight companies are NASDAQ listed. Seven of the eight offerings were closed at the top of their superranges, and on a fully-converted basis, the median closing pro forma price/tangible book ratio of the eight recent MHC offerings equaled 87.0%. The median price appreciation of the eight recent offerings was 0.3% after the first month of trading.

Summary of Adjustments

Table 7 reveals the adjustments made to BankFinancial’s pro forma value based upon our comparative analysis to the Peer Group in the First Update, and the respective changes made in this Second Update:

Table 6
Pricing Characteristics and After-Market Trends
Recent Conversions Completed (Last Three Months)

Institutional Information			Pre-Conversion Data				Offering Information				Contribution to Charitable Found.		Insider Purchases				
			Financial Info.		Asset Quality												
Institution	ST.	Conversion Date	Ticker	Assets	Equity/Assets	NPAs/Assets	Res. Cov.	Gross Proc.	% Offered	% of Mid.	Exp./Proc.	Form	% of Offering	ESOP	Recog. Plans	Mgmt. & Dirs.	
																	(\$Mil)
Standard Conversions																	
Royal Financial, Inc.*(1)	IL	1/21/05	RYFL-OTCBB	\$ 102	12.63%	0.13%	184%	\$ 26.0	100%	132%	4.6%	C/S	0.4%/1.9%	8.0%	4.0%	4.0%	
Averages - Standard Conversions:				\$ 102	12.63%	0.13%	184%	\$ 26.0	100%	132%	4.6%	N.A.	N.A.	8.0%	4.0%	4.0%	
Medians - Standard Conversions:				\$ 102	12.63%	0.13%	184%	\$ 26.0	100%	132%	4.6%	N.A.	N.A.	8.0%	4.0%	4.0%	
Second Step Conversions																	
NONE																	
Mutual Holding Company Conversions																	
Home Federal Bancorp, Inc. of LA*	LA	1/21/05	HFBL-OTCBB	\$ 98	19.39%	0.00%	NM	\$ 14.7	40%	105%	4.2%	N.A	N.A	8.0%	4.9%	4.3%	
BV Financial, Inc.	MD	1/14/05	BVFL-OTCBB	\$ 100	8.10%	0.62%	56%	\$ 11.9	45%	132%	5.5%	N.A	N.A	8.7%	4.4%	4.2%	
Georgetown Bancorp, Inc.*	MA	1/6/05	GTWN-OTCBB	\$ 143	5.75%	0.73%	86%	\$ 12.5	45%	132%	4.9%	N.A	N.A	8.0%	4.4%	6.2%	
SFSB, Inc.	MD	12/31/04	SFBI-OTCBB	\$ 148	7.51%	0.24%	113%	\$ 13.4	45%	132%	4.5%	N.A	N.A	8.7%	4.4%	2.6%	
Ocean Shore Holding Company*	NJ	12/22/04	OSHC-NASDAQ	\$ 515	5.01%	0.00%	NM	\$ 38.4	44%	132%	3.7%	C/S	.9%/4.3%	8.6%	4.3%	3.9%	
Lincoln Park Bancorp, Inc.*(1)	PA	12/20/04	LPBC-OTCBB	\$ 81	6.54%	0.30%	56%	\$ 8.5	46%	132%	7.3%	N.A	N.A	4.0%	4.0%	4.5%	
Abington Comm Bancorp, Inc.*(1)	PA	12/17/04	ABBC-NASDAQ	\$ 658	8.50%	0.00%	NM	\$ 71.4	45%	132%	2.5%	N.A	N.A	8.0%	4.0%	7.5%	
Home Federal Bancorp, Inc.*	ID	12/7/04	HOME-NASDAQ	\$ 519	8.40%	0.15%	400%	\$ 60.8	40%	132%	3.1%	C/S	.6%/2.4%	8.0%	4.8%	5.5%	
Averages - Mutual Holding Company Conversions:				\$ 283	8.65%	0.26%	142%	\$ 29.0	44%	129%	4.4%	NA	NA	7.8%	4.4%	4.8%	
Medians - Mutual Holding Company Conversions:				\$ 146	7.81%	0.20%	86%	\$ 14.0	45%	132%	4.3%	NA	NA	8.0%	4.4%	4.4%	
Averages - All Conversions:				\$ 263	9.09%	0.24%	149%	\$ 28.6	50%	129%	4.5%	NA	NA	7.8%	4.3%	4.7%	
Medians - All Conversions:				\$ 143	8.10%	0.15%	99%	\$ 14.7	45%	132%	4.5%	NA	NA	8.0%	4.4%	4.3%	
Pro Forma Data																	
Institutional Information			Pricing Ratios(3)				Financial Charac.				Post-IPO Pricing Trends						
			Initial Dividend Yield		Core P/E		Core P/A		Core ROA		Core ROE		IPO Price		First Trading Day		After First Week(4)
Institution	ST.	Conversion Date	Ticker	P/TB	Core P/E	P/A	Core ROA	TE/A	Core ROE	IPO Price	First Trading Day	% Change	After First Week(4)	% Change	After First Month(5)	% Change	
																	(%)
Standard Conversions																	
Royal Financial, Inc.*(1)	IL	1/21/05	RYFL-OTCBB	0.00%	76.6%	NM 21.4%	NM	28.3%	NM	\$10.00	\$ 11.60	16.0%	\$ 12.60	26.0%	\$ 12.54	25.4%	
Averages - Standard Conversions:				0.00%	76.6%	NM 21.4%	NM	28.3%	NM	\$10.00	\$ 11.60	16.0%	\$ 12.60	26.0%	\$ 12.54	25.4%	
Medians - Standard Conversions:				0.00%	76.6%	NM 21.4%	NM	28.3%	NM	\$10.00	\$ 11.60	16.0%	\$ 12.60	26.0%	\$ 12.54	25.4%	
Second Step Conversions																	
NONE																	
Mutual Holding Company Conversions																	
Home Federal Bancorp, Inc. of LA*	LA	1/21/05	HFBL-OTCBB	0.00%	72.4%	76.9x 28.3%	0.5%	28.3%	1.6%	\$10.00	\$ 9.90	-1.0%	\$ 10.05	0.5%	\$ 9.92	-0.8%	
BV Financial, Inc.	MD	1/14/05	BVFL-OTCBB	0.00%	88.4%	48.9x 21.7%	0.4%	16.2%	2.3%	\$10.00	\$ 9.35	-6.5%	\$ 9.50	-5.0%	\$ 9.93	-0.7%	
Georgetown Bancorp, Inc.*	MA	1/6/05	GTWN-OTCBB	0.00%	86.8%	72.9x 16.6%	0.2%	12.1%	1.7%	\$10.00	\$ 10.20	2.0%	\$ 9.95	-0.5%	\$ 10.05	0.5%	
SFSB, Inc.	MD	12/31/04	SFBI-OTCBB	0.00%	82.7%	47.0x 17.2%	0.3%	13.9%	2.0%	\$10.00	\$ 10.75	7.5%	\$ 9.90	-1.0%	\$ 9.85	-1.5%	
Ocean Shore Holding Company*	NJ	12/22/04	OSHC-NASDAQ	0.00%	88.4%	29.2x 14.9%	0.5%	10.6%	4.9%	\$10.00	\$ 12.15	21.5%	\$ 12.20	22.0%	\$ 10.63	6.3%	
Lincoln Park Bancorp, Inc.*(1)	PA	12/20/04	LPBC-OTCBB	0.00%	87.2%	39.1x 19.1%	0.5%	14.2%	3.4%	\$10.00	\$ 11.00	10.0%	\$ 11.25	12.5%	\$ 10.00	0.0%	
Abington Comm Bancorp, Inc.*(1)	PA	12/17/04	ABBC-NASDAQ	0.00%	83.2%	32.4x 20.0%	0.7%	16.3%	4.0%	\$10.00	\$ 13.35	33.5%	\$ 13.30	33.0%	\$ 12.90	29.0%	
Home Federal Bancorp, Inc.*	ID	12/7/04	HOME-NASDAQ	0.00%	88.5%	37.6x 23.5%	0.7%	16.7%	4.1%	\$10.00	\$ 12.49	24.9%	\$ 12.68	26.8%	\$ 12.33	23.3%	
Averages - Mutual Holding Company Conversions:				0.00%	84.7%	48.0x 20.2%	0.5%	16.0%	3.0%	\$10.00	\$ 11.15	11.5%	\$ 11.10	11.0%	\$ 10.70	7.0%	
Medians - Mutual Holding Company Conversions:				0.00%	87.0%	43.0x 19.5%	0.5%	15.2%	2.8%	\$10.00	\$ 10.88	8.8%	\$ 10.65	6.5%	\$ 10.03	0.3%	
Averages - All Conversions:				0.00%	83.8%	48.0x 20.3%	0.5%	17.4%	3.0%	\$10.00	\$ 11.20	12.0%	\$ 11.27	12.7%	\$ 10.91	9.1%	
Medians - All Conversions:				0.00%	86.8%	43.0x 20.0%	0.5%	16.2%	2.8%	\$10.00	\$ 11.00	10.0%	\$ 11.25	12.5%	\$ 10.05	0.5%	

Note: * - Appraisal performed by RP Financial; "NT" - Not Traded; "NA" - Not Applicable, Not Available; C/S-Cash/Stock.

- (1) Non-OTS regulated thrift.
- (2) As a percent of MHC offering for MHC transactions.
- (3) Does not take into account the adoption of SOP 93-6.
- (4) Latest price if offering is less than one week old.
- (5) Latest price if offering is more than one week but less than one month old.
- (6) Mutual holding company pro forma data on full conversion basis.
- (7) Simultaneously completed acquisition of another financial institution.
- (8) Simultaneously converted to a commercial bank charter.
- (9) Former credit union.

Table 7
Valuation Adjustments

Key Valuation Parameters:	First Update Valuation Adj.	Second Update Valuation Adj.
Financial Condition	No Adjustment	No Adjustment
Profitability, Growth and Viability of Earnings	Slight Downward	No Adjustment
Asset Growth	Slight Upward	Slight Upward
Primary Market Area	Slight Upward	Slight Upward
Dividends	No Adjustment	No Adjustment
Liquidity of the Shares	No Adjustment	No Adjustment
Marketing of the Issue	Slight Upward	Slight Upward
Management	No Adjustment	No Adjustment
Effect of Government Regulations and Regulatory Reform	No Adjustment	No Adjustment

The factors concerning the valuation parameters of asset growth, primary market area, dividends, liquidity of the shares, management and effect of government regulations and regulatory reform did not change since the First Update.

In terms of financial condition, the “no adjustment” applied for the Bank’s financial condition in the First Update remained appropriate after taking into account the recent developments through December 31, 2004 as shown in the prospectus, with the Bank reporting minimal changes in the composition of the balance sheet, but some growth in earning assets, funded with additional borrowings. Equity increased due to earnings reported during the quarter along with a positive AFS adjustment. The Bank’s credit risk ratios improved since the date of the First Update, with lower non-performing loans ratios and higher reserve coverage ratios. Thus, we changed the “Credit Risk” adjustment within the financial condition valuation parameter from “no adjustment” to “slight upward”. We changed the earnings adjustment to “no adjustment”, due to the improved earnings reported for the quarter ended December 31, 2004, which resulted in higher estimated core earnings in the valuation assumptions.

The market for thrift stocks was higher compared to the date of the First Update, as indicated by the increase in the various pricing ratios shown in Table 5 and the increase in the SNL Index. The pricing measures for the Peer Group and all publicly-traded thrifts increased from the date of the First Update. Recent thrift offerings have generally been well received, as the single standard conversion offering and seven of the eight recent MHC offerings (on a fully-converted basis) were closed at the top of their respective superranges. While on average, these traded somewhat higher in initial trading activity, many of the recent mutual holding company offerings have traded either flat or below their initial prices. We concluded that the general improvement in thrift stocks is tempered somewhat by the weak aftermarket performance of several of the recent transactions, and we kept the adjustment for marketing of the issue unchanged at “slight upward”.

Overall, taking into account the foregoing factors, we believe it is appropriate to increase the Bank's estimated pro market value relative to the First Update.

Valuation Approaches

In applying the accepted valuation methodology promulgated by the regulatory agencies, i.e., the pro forma market value approach, we considered the three key pricing ratios in valuing BankFinancial's to-be-issued stock — price/earnings ("P/E"), price/book ("P/B"), and price/assets ("P/A") approaches — all performed on a pro forma basis including the effects of the conversion proceeds. In computing the pro forma impact of the conversion and the related pricing ratios, the valuation parameters for the effective tax rate and stock benefit plan assumptions utilized in the First Update did not change in this update. The reinvestment rate was updated to reflect December 31, 2004 market rates, and transaction expenses were also updated to current figures. Unlike the First Update, the pro forma net income calculation also includes the impact of the proposed stock option plan that is intended to be put into place following the conversion. Recent accounting industry regulations have required this expense to be shown in financial statements. The stock options are expensed over a five year period, and result in additional after-tax expense, resulting in a lower pro forma earnings base and higher price/earnings multiples.

Consistent with the First Update, this Second Update continues to be based primarily on fundamental analysis techniques applied to the Peer Group, including the P/E approach, the P/B approach and the P/A approach. Also consistent with the First Update, this updated appraisal incorporates a "technical" analysis of recently completed conversions, including principally the P/B approach which (as discussed in the Original Appraisal) is the most meaningful pricing ratio as the pro forma P/E ratios reflect an assumed reinvestment rate and do not yet reflect the actual use of proceeds.

Based on the foregoing, we have concluded that an increase in BankFinancial's value is appropriate. Therefore, as of February 18, 2005, the aggregate pro forma market value of BankFinancial's conversion stock has been increased from \$185,000,000 to \$200,000,000 at the midpoint of the valuation range. This valuation increase is based on such factors as the increase in the trading prices of the thrift market in general, the Peer Group companies specifically, and the closing pricing and aftermarket trading of recently converted savings institutions, along with the updated financial condition and earnings performance of the Bank between September 30, 2004 and December 31, 2004.

The Bank will adopt Statement of Position ("SOP" 93-6) which will cause earnings per share computations to be based on shares issued and outstanding excluding shares owned by an ESOP where there is not a commitment to release such shares. For the purpose of preparing the pro forma pricing tables and exhibits, we have reflected all shares issued in the offering including shares purchased by the ESOP as outstanding to capture the full dilutive impact of such stock to the Company's shareholders. However, we have considered the impact of the

Company's adoption of SOP 93-6 in the determination of BankFinancial's pro forma market value.

1. P/E Approach. In applying the P/E approach, RP Financial's valuation conclusions considered both reported earnings and an estimated recurring or "core" earnings base, that is, earnings adjusted to exclude any one time non-operating and extraordinary items, plus the estimated after tax earnings benefit from reinvestment of net stock proceeds. The Bank reported net income of \$1.457 million for the twelve months ended December 31, 2004. In deriving BankFinancial's estimated core earnings, the adjustments made to reported earnings included eliminating the losses incurred on the impairment in value of the securities held for sale, and eliminating gains on the sale of assets (loans and investment securities) for the twelve month period ended December 31, 2004. As shown below, on a tax affected basis, assuming an effective marginal tax rate of 39.75%, the Bank's estimated core earnings were determined to equal \$6.201 million for the twelve months ended December 31, 2004. (Note: see Exhibit 2 for the adjustments applied to the Peer Group's earnings in the calculation of core earnings).

Table 8
BankFinancial Corporation.
Core Earnings Estimate

	Amount
	(\$000)
Net income	\$1,457
Addback: Loss on Impairment of Securities Held AFS(1)	5,298
Less: Gain on sale of assets(1)	(554)
Core earnings estimate	\$6,201

(1) Tax effected at 39.75%.

Based on BankFinancial's reported and estimated core earnings, and incorporating the impact of the pro forma assumptions discussed previously, the Bank's updated pro forma reported and core P/E multiples at the \$200.0 million midpoint value equaled 106.98 times and 30.24 times The Bank's updated reported and core P/E multiples reflected premiums of 467.5% and 53.2% relative to the Peer Group's average reported and core P/E multiples of 18.85 times and 19.74 times, respectively (versus a core P/E premium of 65.4% relative to the Peer Group's average core P/E multiple as indicated in the First Update). The Bank's trailing twelve month reported earnings were negative at the time of the First Update, and thus no comparisons were made. The implied premiums reflected in the Bank's pro forma reported and core P/E multiples take into consideration the discount implied for the Bank's pro forma P/B ratio, along with the low level of reported earnings for the most recent twelve month period. At the top of the superrange, the Bank's reported and core P/E multiples of 131.59 times and 39.16 times reflects premiums of 598.1% and 98.4% relative to the comparable reported and core P/E multiples for the Peer Group. See Exhibit 1 for thrift industry stock market pricing ratios and

data. The Bank's implied conversion pricing ratios relative to the Peer Group's pricing ratios are indicated in Table 9, and the pro forma calculations are detailed in Exhibits 3 and 4.

2. P/B Approach. In applying the P/B approach, we considered both reported book value and tangible book value. The pre-conversion book value for BankFinancial equaled \$94.9 million, while the pre-conversion tangible book value totaled \$74.1 million. Based on the \$200.0 million midpoint value, the Bank's pro forma P/B and P/TB ratios equaled 74.6% and 80.9%. In comparison to the average P/B and P/TB ratios indicated for the Peer Group of 138.0% and 157.2%, respectively, BankFinancial's updated ratios were discounted by 45.9% and 48.5% (versus discounts of 44.7% and 45.5% from the Peer Group's P/B and P/TB ratios as indicated in the First Update). At the top of the superrange, the Bank's P/B and P/TB pro forma ratios equaled 81.6% and 87.2% and reflected discounts of 40.9% and 44.6% relative to the comparable average P/B and P/TB ratios for the Peer Group. RP Financial considered such discounts to be reasonable in light of the previously referenced valuation adjustments, the nature of the calculation of the pro forma P/B and P/TB ratios which mathematically results in a discounted ratio to book value and tangible book value, the Bank's comparatively lower pro forma core ROE, and the Bank's resulting core P/E multiple.

In addition to the fundamental analysis applied to the Peer Group, RP Financial utilized a technical analysis of recent conversion and mutual holding company offerings. As indicated in the Original Appraisal and First Update, the pricing characteristics of recent conversion and mutual holding company offerings are not the primary determinate of value. Consistent with the Original Appraisal and First Update, particular focus was placed on the P/TB approach in this analysis, since the P/E multiples do not reflect the actual impact of reinvestment and the source of the conversion funds (i.e., external funds versus deposit withdrawals). The eight recently completed MHC offerings had an average pro forma price/tangible book ratio of 84.7% (fully-converted basis) and, on average, appreciated 11.1% during the first week of trading. In comparison, the Company's P/TB ratio of 88.2% at the proposed closing value reflects an implied premium of 2.9% relative to the average pro forma P/TB ratio of the recent MHC offerings.

3. P/A Approach. P/A ratios are generally not as a reliable indicator of market value, as investors do not place significant weight on total assets as a determinant of market value. Investors place significantly greater weight on book value and earnings — which have received greater weight in our valuation analysis. At the \$200.0 million midpoint value, BankFinancial's pro forma P/A ratio equaled 12.01%. In comparison to the Peer Group's average P/A ratio of 13.47%, BankFinancial's P/A ratio indicated a discount of 10.8% (versus a discount of 15.6% at the midpoint valuation in the Original Appraisal).

Valuation Conclusion

Based on the foregoing, it is our opinion that, as of February 18, 2005, the estimated aggregate pro forma market value of the Bank was \$200,000,000 at the midpoint, equal to 20,000,000 shares at a per share value of \$10.00. Pursuant to conversion guidelines, the 15 percent offering range indicates a minimum offering amount of \$170,000,000 and a maximum offering amount of \$230,000,000. Based on the \$10.00 per share offering price, this valuation range equates to an offering of 17,000,000 shares at the minimum and 23,000,000 shares at the maximum. In the event the appraised value is subject to an increase, the offering range may be increased up to a superrange value of \$264,500,000 without requiring a resolicitation. Based on the \$10.00 per share offering price, the superrange value would result in total shares offered of 26,450,000. The pro forma valuation calculations relative to the Peer Group are shown in Table 9 and are detailed in Exhibits 3 and Exhibit 4.

Respectfully submitted,
RP FINANCIAL, L.C.

/s/ William E. Pommerening
Chief Executive Officer

/s/ James J. Oren
Senior Vice President

LIST OF EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
1	Stock Prices: As of February 18, 2005
2	Peer Group Core Earnings Analysis
3	Pro Forma Analysis Sheet
4	Pro Forma Effect of Conversion Proceeds
5	Firm Qualifications Statement

EXHIBIT 1

Stock Prices
As of February 18, 2005

EXHIBIT 2
Core Earnings Analysis

EXHIBIT 3
Pro Forma Analysis Sheet

EXHIBIT 4
Pro Forma Effect of Conversion Proceeds

EXHIBIT 5
Firm Qualifications Statement

RP Financial provides financial and management consulting and valuation services to the financial services industry nationwide, particularly federally-insured financial institutions. RP Financial establishes long-term client relationships through its wide array of services, emphasis on quality and timeliness, hands-on involvement by our principals and senior consulting staff, and careful structuring of strategic plans and transactions. RP Financial's staff draws from backgrounds in consulting, regulatory agencies and investment banking, thereby providing our clients with considerable resources.

STRATEGIC AND CAPITAL PLANNING

RP Financial's strategic and capital planning services are designed to provide effective workable plans with quantifiable results. RP Financial analyzes strategic options to enhance shareholder value or other established objectives. Our planning services involve conducting situation analyses; establishing mission statements, strategic goals and objectives; and identifying strategies for enhancement of franchise value, capital management and planning, earnings improvement and operational issues. Strategy development typically includes the following areas: capital formation and management, asset/liability targets, profitability, return on equity and market value of stock. Our proprietary financial simulation model provides the basis for evaluating the financial impact of alternative strategies and assessing the feasibility/compatibility of such strategies with regulations and/or other guidelines.

MERGER AND ACQUISITION SERVICES

RP Financial's merger and acquisition (M&A) services include targeting candidates and potential acquirors, assessing acquisition merit, conducting detailed due diligence, negotiating and structuring transactions, preparing merger business plans and financial simulations, rendering fairness opinions and assisting in implementing post-acquisition strategies. Through our financial simulations, comprehensive in-house data bases, valuation expertise and regulatory knowledge, RP Financial's M&A consulting focuses on structuring transactions to enhance shareholder returns.

VALUATION SERVICES

RP Financial's extensive valuation practice includes valuations for a variety of purposes including mergers and acquisitions, mutual-to-stock conversions, ESOPs, subsidiary companies, mark-to-market transactions, loan and servicing portfolios, non-traded securities, core deposits, FAS 107 (fair market value disclosure), FAS 122 (loan servicing rights) and FAS 123 (stock options). Our principals and staff are highly experienced in performing valuation appraisals which conform with regulatory guidelines and appraisal industry standards. RP Financial is the nation's leading valuation firm for mutual-to-stock conversions of thrift institutions.

OTHER CONSULTING SERVICES AND DATA BASES

RP Financial offers a variety of other services including branching strategies, feasibility studies and special research studies, which are complemented by our quantitative and computer skills. RP Financial's consulting services are aided by its in-house data base resources for commercial banks and savings institutions and proprietary valuation and financial simulation models.

RP Financial's Key Personnel (Years of Relevant Experience)

Gregory E. Dunn, Senior Vice President
James P. Hennessey, Senior Vice President
James J. Oren, Senior Vice President
William E. Pommerening, Managing Director
Ronald S. Riggins, Managing Director

(202) 274-2007

March 14, 2005

VIA EDGAR

Securities and Exchange Commission
Division of Corporation Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

Attn.: Michael Clampitt, Esq.
Mail Stop 04-08

**Re: BankFinancial Corporation (Registration No. 333-119217):
Registration Statement on Form S-1**

Dear Mr. Clampitt:

On behalf of BankFinancial Corporation (the "Company") and in accordance with Rule 101 of Regulation S-T, we are hereby transmitting Pre-effective Amendment No. 3 to the Company's Registration Statement on Form S-1 (the "Amended S-1"). Set forth below is the Company's response to the Staff's comment letter dated November 22, 2004, a copy of which is included in the courtesy copy of the Amended S-1 forwarded under cover of this letter. The Amended S-1 has been blacklined to reflect changes from the Company's previously filed amendment.

1. The Company's detailed impairment analysis of its preferred securities as of September 30, 2004, December 31, 2004 and December 31, 2003 is being filed as Exhibit A to this letter (and included in a confidential volume). The analysis includes details of the impairment methodology used by the Company.

* * * * *

In accordance with 5 U.S.C. §552(b) and 17 C.F.R. §200.83, we hereby request that the Securities and Exchange Commission afford confidential treatment under the Freedom of Information Act to Exhibit A. The Exhibit includes financial data and the basis for management decisions that the Company has not otherwise made available to the public. We submit that this Exhibit is appropriately held confidential by the Securities and Exchange Commission under 5 U.S.C. §552(b)(4), as it constitutes "commercial or financial information obtained from a person and privileged and confidential." In accordance with Rule 200.83, we request that this information be kept confidential for a period of five (5) years from the date of this request.

As required by Staff Legal Bulletin No. 1, "Confidential Treatment Requests," as amended, the Company consents to the furnishing of the confidential portion to other government agencies, offices or bodies and to the Congress.

We trust the foregoing is responsive to the staff's comment. The Company wishes to have the registration statement declared effective as soon as possible. We therefore request that the staff advise the undersigned at (202) 274-2007 or Robert B. Pomerenk of this office at (202) 274-2011 as soon as possible if it has any further comments.

Respectfully,

/s/ Ned Quint

Ned Quint

Enclosures

cc: Christian Windsor, Esq., Securities and Exchange Commission
F. Morgan Gasior, Chairman of the Board,
Chief Executive Officer and President
Robert B. Pomerenk, Esq.