

MAIN STREET TRUST INC
Form 424B3
January 28, 2005

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PROXY STATEMENT OF CITIZENS FIRST FINANCIAL CORP.

PROSPECTUS OF MAIN STREET TRUST, INC.

Merger Proposed Your Vote is Very Important

The boards of directors of Main Street Trust, Inc. and Citizens First Financial Corp. have approved a merger agreement that would result in Main Street's acquisition of Citizens.

In the transaction, subject to the limitations described in this document, stockholders of Citizens will have the election to receive shares of common stock of Main Street, cash or a combination of both in exchange for their shares of Citizens stock.

Citizens stockholders will be entitled to receive either \$35.00 in cash or 1.1051 shares of Main Street common stock for each share of Citizens common stock they own. Because the exchange ratio of 1.1051 shares of Main Street common stock is fixed, the total value of the merger consideration that Citizens stockholders will receive in the merger will fluctuate as the price of Main Street common stock changes. We encourage Citizens' stockholders to obtain current market price quotations for Main Street common stock.

Main Street common stock is traded on the over-the-counter bulletin board under the symbol "MSTI.OB." The closing price of Main Street common stock on January 21, 2005, was \$29.50. Citizens common stock is traded on the Nasdaq National Market System under the symbol "CFSB." The closing price of Citizens common stock on January 21, 2005, was \$32.75.

To complete this merger, Main Street must obtain regulatory approvals and Citizens must obtain the approval of its stockholders. Citizens will hold a special meeting to vote on the merger agreement and the transactions it contemplates. **Your vote is very important.** Whether or not you plan to attend the special meeting, please take the time to vote by completing and mailing the enclosed proxy card.

For a description of the significant considerations in connection with the merger and related matters described in this document, see "Risk Factors" beginning on page 21.

We encourage you to read this entire document carefully. This proxy statement-prospectus gives you detailed information about the merger, and it includes a copy of the merger agreement as Appendix A.

Sincerely,

C. William Landefeld
President and Chief Executive Officer of

Citizens First Financial Corp.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement-prospectus or determined if this proxy statement-prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The securities we are offering through this document are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either of our companies, and they are not insured by the Federal Deposit Insurance Corporation, the Bank Insurance Fund or any other governmental agency.

This proxy statement-prospectus is dated January 28, 2005, and is first being mailed on or about January 31, 2005.

**Citizens First Financial Corp.
2101 North Veterans Parkway
Bloomington, Illinois 61704
Notice of Special Meeting of Stockholders
To Be Held On March 8, 2005**

A special meeting of the stockholders of Citizens First Financial Corp., a Delaware corporation, will be held at The Chateau, 1601 Jumer Drive, Bloomington, Illinois, on March 8, 2005, 10:00 a.m., local time, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger dated as of November 7, 2004, among Main Street Trust, Inc., a Illinois corporation, Citizens First Financial Corp., a Delaware corporation, and Citizens Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of Main Street, and approve the transactions it contemplates, including the acquisition of Citizens by Main Street.
2. To transact such other business as may properly be brought before the special meeting, or any adjournments or postponements of the special meeting.

The close of business on January 17, 2005, has been fixed as the record date for determining those stockholders entitled to vote at the special meeting and any adjournments or postponements of the special meeting. Accordingly, only stockholders of record on that date are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

By Order of the Board of Directors,

January 28, 2005

C. William Landefeld
President and Chief Executive Officer

YOUR VOTE IS VERY IMPORTANT

Whether or not you plan to attend the special meeting in person, please take the time to vote by completing and mailing the enclosed proxy card in the enclosed postage-paid envelope. If you attend the special meeting, you may still vote in person if you wish, even if you have previously returned your proxy card.

Your board of directors unanimously recommends that you vote FOR adoption of the merger agreement and approval of the transactions it contemplates.

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HOW TO OBTAIN ADDITIONAL INFORMATION

This proxy statement-prospectus incorporates important business and financial information about Main Street and Citizens that is not included in or delivered with this document. This information is described on page 71 under "Where You Can Find More Information." You can obtain free copies of this information by writing or calling:

Main Street Trust, Inc.

100 W. University Avenue
Champaign, Illinois 61824
Attention: Teresa Marsh, Secretary
Telephone: (217) 351-6500

Citizens First Financial Corp.

2101 North Veterans Parkway
Bloomington, Illinois 61704
Attention: Dallas G. Smiley,
Executive Vice President, Secretary and Treasurer
Telephone: (309) 661-8700

To obtain timely delivery of the documents, you must request the information by March 1, 2005.

QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETING

Q: What am I being asked to vote on?

A: Citizens stockholders are being asked to adopt a merger agreement that will result in the merger of Citizens with and into a subsidiary of Main Street and to approve that merger.

Q: What does the Citizens board of directors recommend?

A: The Citizens board of directors recommends that you vote "*FOR*" adoption of the merger agreement and approval of the transactions it contemplates. The board, which collectively holds 232,250 shares, or approximately 14.82% of Citizens common stock eligible to vote, has agreed to vote in favor of the merger agreement.

Q: Who must approve the proposals at the special meeting?

A: Holders of a majority of the outstanding voting shares of Citizens as of the record date must adopt the merger agreement and approve the transactions it contemplates.

Q: When and where is the special meeting?

A: The special meeting will be held on March 8, 2005, at 10:00 a.m., local time, at The Chateau, 1601 Jumer Drive, Bloomington, Illinois.

Q: What do I need to do now?

A: After reviewing this document, submit your proxy by sending a completed proxy card. By submitting your proxy, you authorize the individuals named in it to represent you and vote your shares at the special meeting in accordance with your instructions. ***Your proxy vote is important. Whether or not you plan to attend the special meeting, please submit your proxy promptly in the enclosed envelope.***

Q: If my shares are held in "street name" by my broker, will my broker vote my shares for me?

A: Your broker will vote your shares only if you instruct your broker on how to vote. Your broker will send you directions on how to do this.

Q: How will my shares be voted if I return a blank proxy card?

A: If you sign and date your proxy card but do not indicate how you want to vote, your proxies will be counted as a vote "*FOR*" the proposals identified in this document and in the discretion of the persons named as proxies in any other matters properly presented at the special meeting.

Q: What will be the effect if I do not vote?

A: Your failure to vote will have the same effect *as if you voted against* approval of the merger agreement and the transactions it contemplates.

Q: Can I vote my shares in person?

A: Yes, if your shares are registered in your own name, you may attend the special meeting and vote your shares in person. However, we recommend that you sign, date and promptly mail the enclosed proxy card.

Q: Can I change my mind and revoke my proxy?

A: Yes, you may revoke your proxy and change your vote at any time before the polls close at the special meeting by following the instructions in this document.

Q: What if I oppose the merger? Do I have appraisal rights?

A: Appraisal rights are available under the Delaware General Corporation Law. A copy of the applicable provisions of Delaware law is attached as *Appendix C* to this document.

Q: Who can answer my questions?

A: You should contact:

Citizens First Financial Corp.

2101 North Veterans Parkway

Bloomington, Illinois 61704

Attention: Dallas G. Smiley,
Executive Vice President,

Secretary and Treasurer
Telephone: (309) 661-8700

QUESTIONS AND ANSWERS ABOUT ELECTING THE FORM OF MERGER CONSIDERATION

Q: What will I receive in the merger?

A: You will be entitled to receive either \$35.00 in cash or 1.1051 shares of Main Street common stock for each share of Citizens common stock that you own at the effective time of the merger.

If you own fewer than 100 shares of Citizens common stock, you will automatically receive cash for all of your shares. If you own 100 or more shares of Citizens common stock, you will be able to elect the form of consideration you would like in the merger, subject to the limitations described in this document. You have the option to choose Main Street common stock, cash, or a combination of both. If you elect to receive Main Street common stock, you will receive 1.1051 shares of Main Street for each of your shares of Citizens common stock. If you elect to receive cash, you will receive \$35.00 for each of your shares of Citizens common stock. You may also elect to receive a combination of Main Street common stock and cash, except that you may not elect to receive stock in exchange for fewer than 100 shares of your Citizens common stock.

All stockholder elections are subject to the requirement that 50% of all Citizens shares must be converted into the right to receive Main Street common stock and 50% of all Citizens shares must be converted into the right to receive cash. The merger agreement gives Main Street the right to modify your election to satisfy this 50% stock and 50% cash requirement. Therefore, depending on elections made by other stockholders, you may ultimately receive more or fewer shares of Main Street common stock or more or less cash than you otherwise elected to receive.

If you fail to make a timely election, you will be allocated cash and/or shares as needed to satisfy the overall 50% stock and 50% cash requirement discussed above.

Because the exchange ratio of 1.1051 shares of Main Street common stock per share of Citizens common stock is fixed, the value of the stock consideration will fluctuate as the price of Main Street common stock changes. You should obtain current market price quotations for Main Street common stock to determine the current value of the stock consideration.

Q: How do I elect the form of payment I will receive in the merger?

A: Shortly after the merger, you will receive a form in the mail with written instructions on how to elect the form of payment you want receive in the merger.

Because a fixed amount of 50% of the outstanding shares of Citizens common stock must be converted into cash, including any appraisal shares, stockholders may receive, through a proration procedure described in this document, less cash and more shares of Main Street common stock than they originally anticipated. Similarly, because a fixed amount of 50% of the Citizens common stock must be converted into Main Street common stock, stockholders may receive fewer shares and more cash than they originally anticipated.

Completed election forms must be returned to Main Street Bank & Trust, which is serving as the exchange agent in this transaction, on or before 5:00 p.m., Champaign, Illinois time, on May 27, 2005.

Q: How do I exchange my Citizens stock certificates?

A: With the election form, a letter of transmittal, which will include instructions on where to surrender your stock certificates for exchange, will be mailed to you. The exchange agent will allocate cash and Main Street common stock among Citizens' stockholders in accordance with the terms of the merger agreement and will transmit the merger consideration to the former Citizens stockholders.

Q: Whom should I call with questions?

A: You should contact:

Citizens First Financial Corp.
2101 North Veterans Parkway
Bloomington, Illinois 61704
Attention: Dallas G. Smiley,
Executive Vice President,
Secretary and Treasurer
Telephone: (309) 661-8700

SUMMARY

This brief summary highlights selected information from this proxy statement-prospectus and does not contain all of the information that is important to you. We urge you to carefully read this entire document and the other documents we refer to in this document. These will give you a more complete description of the transaction we are proposing. For more information about Main Street and Citizens, see "Where You Can Find More Information." We have included page references in this summary to direct you to other places in this proxy statement-prospectus where you can find a more complete description of the topics we have summarized.

General

This proxy statement-prospectus relates to the proposed acquisition of Citizens by Main Street. Main Street and Citizens believe that the acquisition will enhance stockholder value by allowing Citizens stockholders to receive Main Street common stock and cash in exchange for their shares of Citizens common stock and by permitting Main Street to expand its presence with the addition of new markets in Illinois.

The Companies

(pages 67 and 68)

Main Street Trust, Inc.

100 W. University Avenue
Champaign, Illinois 61824
(217) 351-6500

Main Street, an Illinois corporation, is a financial services company with a subsidiary bank, Main Street Bank & Trust, located in central Illinois. At September 30, 2004, Main Street reported, on a consolidated basis, total assets of \$1.24 billion, deposits of \$990.0 million, stockholders' equity of \$112.93 million and trust assets under administration of approximately \$1.65 billion.

Citizens Acquisition LLC is a Delaware limited liability company and a wholly-owned subsidiary of Main Street. Citizens Acquisition LLC was formed solely for the purpose of completing the merger, and has not had any operations to date other than those incidental to the merger agreement.

Citizens First Financial Corp.

2102 North Veterans Parkway
Bloomington, Illinois 61704
(309) 661-8700

Citizens, a Delaware corporation, is a thrift holding company. Through Citizens Savings Bank, an Illinois state savings bank, Citizens conducts a range of commercial and personal banking activities from five locations throughout central Illinois. At September 30, 2004, Citizens reported, on a consolidated basis, total assets of \$327.1 million, deposits of \$231.4 million and stockholders' equity of \$34.2 million.

Special Meeting

(pages 24 and 25)

A special meeting of Citizens stockholders will be held on March 8, 2005, at 10:00 a.m., local time, at The Chateau, 1601 Jumer Drive, Bloomington, Illinois. At the special meeting, stockholders will be asked:

to adopt the merger agreement and approve the transactions it contemplates; and

to act on other matters that may properly be submitted to a vote at the meeting.

Record Date; Vote Required

(pages 24 and 25)

You may vote at the meeting of Citizens' stockholders if you owned Citizens common stock at the close of business on January 17, 2005. You can cast one vote for each share of Citizens common stock that you owned at that time. To adopt the merger agreement and approve the transactions it contemplates, the holders of a majority of the outstanding voting shares of Citizens as of the record date must vote in favor of

doing so.

You may vote your shares in person by attending the meeting or by mailing us your proxy if you are unable to or do not wish to attend. You can revoke your proxy at any time before Citizens takes a vote at the meeting by submitting a written notice revoking the proxy or a later-

dated proxy to the secretary of Citizens, or by attending the meeting and voting in person.

Authority to Adjourn Special Meeting to Solicit Additional Proxies

(page 25)

Citizens is asking its stockholders to grant full authority for the special meeting to be adjourned, if necessary, to permit solicitation of additional proxies to approve the transactions proposed by this proxy statement-prospectus.

Appraisal Rights

(page 25)

As more fully described beginning on page 25, under Delaware law, Citizens stockholders have the right to demand appraisal of his or her shares and receive the fair value of their shares of Citizens common stock in cash.

To demand appraisal and receive the fair value of their shares, Citizens stockholders must follow the procedures outlined in *Appendix C*.

If you demand appraisal of your shares and the conditions outlined in *Appendix C* are met, your shares of Citizens common stock will not be converted into the right to receive the consideration provided in the merger agreement. Instead, your only right will be to receive the fair value in cash of your Citizens shares as determined by mutual agreement between you and Main Street or by appraisal of a court if you are unable to agree. You should be aware that submitting a signed proxy card without indicating a vote with respect to the merger will be deemed a vote "FOR" the merger and a waiver of your appraisal rights. A vote "AGAINST" the merger does not dispense with the other requirements for exercising appraisal rights under Delaware law.

The fair value *may be more or less* than the consideration you would have received under the terms of the merger agreement. If you demand appraisal of your shares and you complete the process of having a court determine the fair value of your shares in accordance with Delaware law, the amount you are awarded could be less than the value of the cash and shares of Main Street common stock that you would have received in the merger.

Recommendation to Stockholders

(page 27)

Citizens' board of directors believes that the merger agreement and the merger are fair to you and in your best interests, and unanimously recommends that you vote "FOR" the proposal to adopt the merger agreement and approve the transactions it contemplates.

Share Ownership of Citizens' Directors

(page 25)

On the record date, Citizens' directors owned 232,250 shares, or approximately 14.82% of the outstanding shares of Citizens common stock. Citizens' directors have agreed to vote their shares to approve the merger agreement and the transactions it contemplates. However, because they own only approximately 14.82% of the outstanding shares of Citizens common stock, there is no assurance that the proposal will be approved.

The Merger

(page 28)

We have attached a copy of the merger agreement to this document as Appendix A. Please read the merger agreement. It is the legal document that governs the merger.

We propose a combination in which Citizens will merge with and into a wholly-owned subsidiary of Main Street. The surviving entity will immediately liquidate, leaving Main Street as the direct owner of Citizens Savings Bank. We expect to complete the merger in the second quarter of 2005, although delays could occur.

What You Will Receive in the Merger

(page 28)

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Citizens stockholders will have the right to receive, for each share of Citizens common stock that they own as of the effective time of the merger, either 1.1051 shares of Main Street common stock or \$35.00 in cash.

Subject to the limits described below, you are able to elect the form of consideration that you would like to receive as a result of the merger. You have the option to choose Main Street common stock, cash, or a combination of both. However, if you hold less than 100 shares of

Citizens common stock, you cannot make an election and will automatically receive only cash. In addition, if you elect to receive a combination of stock and cash, you may not elect to receive stock in exchange for fewer than 100 shares of your Citizens common stock.

All stockholder elections are subject to the requirement that 50% of all Citizens shares must be converted into the right to receive Main Street common stock and 50% of the Citizens shares must be converted into the right to receive cash. The merger agreement gives Main Street the right to modify your election to satisfy this 50% stock and 50% cash requirement. Therefore, depending on elections made by other stockholders, you may ultimately receive more or fewer shares of Main Street or more or less cash than you otherwise elected to receive.

If you fail to make a timely election, you will be allocated cash and/or shares as needed to satisfy the overall 50% stock and 50% cash requirements discussed above.

Because the exchange ratio of 1.1051 shares of Main Street common stock is fixed, the value of the stock portion of the merger consideration will fluctuate as the price of Main Street common stock changes. You should obtain current market price quotations for Main Street common stock to determine the current value of the stock portion of the merger consideration.

Exchange of Stock Certificates

(pages 29 and 30)

On or shortly after the effective date of the merger, Citizens stockholders who own 100 or more shares will receive a letter and instructions on how to make an election and how to surrender their stock certificates representing Citizens common stock in exchange for cash and/or Main Street stock certificates. Citizens stockholders who own less than 100 shares will receive a letter and instructions on how to surrender their stock certificates for cash. You must carefully review and complete these materials and return them as instructed along with your Citizens Common stock certificates. **Please do not send any stock certificates to Main Street or Citizens until you receive these instructions.**

Ownership After the Merger

(page 29)

Assuming that the maximum 1,761,311 shares of Citizens common stock are exchanged in the merger, Main Street will issue 973,212 shares of its common stock and \$30,822,942.50 in cash to Citizens stockholders in the merger. Based on the number of outstanding shares of Main Street common stock at January 21, 2005, this would constitute approximately 10.3% of the outstanding common stock of Main Street immediately following the merger.

Effective Time of the Merger

(page 30)

The merger will become final when a certificate of merger is filed with the Secretary of State of the State of Delaware. If Citizens' stockholders approve the merger at their special meeting, and if Main Street obtains all required regulatory approvals, we anticipate that the merger will be completed in the second quarter of 2005, although delays could occur.

We cannot assure you that we can obtain the necessary stockholder and regulatory approvals or that the other conditions to completion of the merger can or will be satisfied.

Federal Income Tax Consequences

(page 31)

The merger will be tax-free for federal income tax purposes to Citizens stockholders who receive solely Main Street shares in the merger. For Citizens stockholders who receive cash in exchange for any of their Citizens shares or for those stockholders who receive cash for fractional shares, the cash received will either be characterized as a dividend (to the extent of Citizens' earnings and profits) for U.S. federal income tax purposes or it will be characterized as a payment in exchange for stock. Because the determination of each stockholder's tax treatment is highly dependent upon that stockholder's specific facts and relationships with other stockholders, it is not possible to reach any general conclusions with respect to this issue.

Reasons for the Merger

(pages 36 and 37)

Main Street. The Main Street board of directors believes that the merger will enhance stockholder value by increasing the capability to offer a full range of financial products and services in many of central Illinois' most attractive markets.

Citizens. The Citizens board of directors believes that the merger with Main Street is consistent with Citizens' goal of enhancing stockholder value. In addition, the Citizens board of directors believes that the customers and communities served by Citizens will benefit from the merger.

You can find a more detailed discussion of the background of the merger and Main Street's and Citizens' reasons for the merger in this document under "Description of Transaction Background of the Merger" beginning on page 34, " Main Street's Reasons for the Merger" beginning on page 36 and " Citizens' Reasons for the Merger and Board Recommendation" beginning on page 37.

The discussion of our reasons for the merger includes forward-looking statements about possible or assumed future results of our operations and the performance of the combined company after the merger. For a discussion of factors that could affect these future results, *see* "A Warning About Forward-Looking Statements" on page 22.

Opinion of Financial Advisor

(page 38)

In deciding to approve the merger, Citizens' board of directors considered the opinion of Sandler O'Neill & Partners, L.P. dated November 7, 2004, that (subject to the assumptions and limitations on review set forth in the opinion) the merger consideration to be received by Citizens' stockholders is fair, from a financial point of view to those stockholders. The full text of this opinion is attached to this document as *Appendix B*. You are encouraged to read this opinion carefully and in its entirety.

Sandler O'Neill acted as financial advisor to Citizens in connection with the merger and will receive a fee of approximately \$560,000 (based upon the closing price of Main Street's common stock on January 21, 2005) in connection therewith, a substantial portion of which is contingent and payable upon closing of the merger. Sandler O'Neill has also received a fee of \$100,000 in connection with rendering its opinion. This fee will be credited against that portion of the transaction fee payable upon closing of the merger.

Conditions to Completion of the Merger

(page 50)

The completion of the merger depends on a number of conditions being met. Subject to exceptions described in the merger agreement, these include:

accuracy of the respective representations and warranties of Main Street and Citizens in the merger agreement;

compliance in all material respects by each of Main Street and Citizens with their respective covenants and agreements in the merger agreement;

approval of regulatory authorities;

approval of the merger agreement by Citizens' stockholders;

receipt by each of us of an opinion that, for federal income tax purposes, Citizens stockholders who exchange their shares for shares of common stock of the combined company will not recognize any gain or loss as a result of the merger, except in connection with the receipt of cash in exchange for shares of Citizens common stock and the payment of cash instead of fractional shares, or the payment of cash resulting from the exercise of appraisal rights (this opinion will be subject to various limitations and we recommend that you read the more detailed description of tax consequences provided in this document beginning on page 31); and

the absence of any injunction or legal restraint blocking the merger, or of any proceedings by a government body trying to block the merger.

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A party to the merger agreement could choose to complete the merger even though a condition to its obligation has not been satisfied, as long as the law allows it to do so. We cannot be certain when or if the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination and Termination Fees

(page 52)

The parties can mutually agree at any time to terminate the merger agreement without completing the merger. Also, either party can decide, without the consent of the other, to terminate the merger agreement if the merger has not been completed by September 7, 2005, unless the failure to complete the merger by that time is due to a violation of the merger agreement by the party that wants to terminate the merger agreement.

In addition, either Main Street or Citizens can terminate the merger agreement if the conditions to its respective obligation to complete the merger have not been satisfied. Main Street may terminate the agreement if environmental investigations indicate the presence of material adverse environmental conditions that cannot be removed or remediated at a cost of \$250,000 or less. Citizens is also permitted to terminate the agreement if the average trading price of Main Street falls below \$26.92 and if Main Street's stock does not perform as well as that of selected bank holding companies, provided that Main Street does not elect to adjust the consideration in such a way that the per share value of the merger consideration is equal to at least \$29.75.

Either Main Street or Citizens may be required to pay the other party a termination fee if the merger agreement is terminated due to certain circumstances outlined in the merger agreement. For a discussion of these conditions and fees, *see* "Description of the Transaction Termination and Termination Fees."

Waiver and Amendment

(page 54)

Main Street and Citizens may jointly amend the merger agreement and either party may waive its right to require the other party to adhere to any term or condition of the merger agreement. However, neither may do so after Citizens' stockholders approve the merger, if the amendment or waiver would materially and adversely affect the rights of Citizens' stockholders.

Regulatory Approvals

(page 54)

We cannot complete the merger unless it is approved by the Federal Reserve Board and the Illinois Department of Financial and Professional Regulation. Once the Federal Reserve Board approves the merger, we have to wait anywhere from 15 to 30 days before we can complete the merger, during which time the U.S. Department of Justice can challenge the merger on antitrust grounds.

Main Street has filed all of the required applications or notices with the Federal Reserve Board and the Illinois Department of Financial and Professional Regulation.

Management and Operations After the Merger

(page 55)

Following the merger, Citizens Acquisition LLC, the surviving entity in its merger with Citizens, will dissolve, leaving Main Street as the direct holding company of Citizens Savings Bank. The directors and officers of Main Street will remain the same as they were prior to the merger.

Interests of Certain Persons in the Merger

(page 55)

Some of Citizens' directors and officers have interests in the merger that differ from, or are in addition to, their interests as stockholders in Citizens, as described beginning on page 55.

The members of Citizens' board of directors knew about these additional interests and considered them when they approved the merger agreement and the transactions it contemplates.

Accounting Treatment

(page 58)

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The merger will be accounted for as a "purchase transaction" in accordance with accounting principles generally accepted in the United States.

Expenses

(page 58)

Each of Main Street and Citizens will pay its own expenses in connection with the merger, including filing, registration and application fees, printing fees and fees and expenses of its own financial or other consultants, accountants and counsel.

Material Differences in the Rights of Stockholders

(page 59)

Upon completion of the merger, Citizens stockholders, other than those solely receiving cash in the merger, will become stockholders of Main Street and their rights will be governed by Illinois law and by Main Street's articles of incorporation and bylaws. There are material differences between the rights of the stockholders of Main Street and Citizens, which we describe in this document.

Comparative Market Prices of Common Stock

(pages 11 and 12)

Shares of Main Street common stock are traded on the over-the-counter bulletin board under the symbol "MSTI.OB." On November 5, 2004, the last trading day before we announced the merger, the last reported trading price of Main Street common stock was \$31.00 per share. On January 21, 2005, the last reported trading price of Main Street common stock was \$29.50 per share. We can make no prediction or guarantee as to what price Main Street common stock will trade after the completion of the merger.

Shares of Citizens common stock are traded on the Nasdaq National Market System under the symbol "CFSB." On November 5, 2004, the last trading day before we announced the merger, the last reported trading price of Citizens common stock was \$29.50 per share. On January 21, 2005, the last reported trading price of Citizens common stock was \$32.75 per share.

Comparative Per Share Data

The following table presents comparative historical per share data of Main Street and Citizens and unaudited pro forma per share data that reflect the combination of Main Street using the purchase method of accounting.

The information listed as "equivalent pro forma" for Citizens was obtained by multiplying the pro forma amounts for Main Street by the exchange ratio of 1.1051.

We expect that we will incur merger and integration charges as a result of combining our companies. We also anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses and the opportunity to earn more revenue. The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect these expenses or benefits and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have actually been had our companies been combined as of the dates or for the periods presented.

Citizens

	As of and for the nine months ended September 30, (unaudited)		As of and for the year ended December 31,		
	2004	2003	2003	2002	2001
Historical:					
Net income basic	\$ 1.34	1.33	1.11	1.31	1.39
Net income diluted	1.26	1.22	1.01	1.21	1.32
Cash dividends declared	0.30	0.30	0.40	0.31	0.23
Book value	22.83	22.18	22.00	21.92	20.41
Equivalent pro forma combined:					
Net income basic	\$ 1.39	1.41	1.80	1.81	1.69
Net income diluted	1.38	1.40	1.78	1.80	1.67
Cash dividends declared	0.63	0.51	0.76	0.54	0.45
Book value	15.24	14.82	15.01	15.97	15.60

Main Street

	As of and for the nine months ended September 30, (unaudited)		As of and for the year ended December 31,		
	2004	2003	2003	2002	2001
Historical:					
Net income basic	\$ 1.18	1.21	1.62	1.61	1.48
Net income diluted	1.17	1.20	1.60	1.60	1.45
Cash dividends declared	0.63	0.50	0.76	0.54	0.45
Book value	11.95	11.53	11.73	12.85	12.54
Equivalent pro forma combined:					
Net income basic	\$ 1.26	1.28	1.63	1.64	1.53
Net income diluted	1.25	1.27	1.61	1.63	1.51
Cash dividends declared	0.57	0.46	0.69	0.49	0.41
Book value	13.79	13.41	13.58	14.45	14.12

Market Price Information

Main Street common stock is traded on the over-the-counter bulletin board under the symbol "MSTI.OB." Citizens common stock is traded on the Nasdaq National Market System under the symbol "CFSB." On November 5, 2004, the business day immediately preceding the public announcement of the execution of the merger agreement, and January 21, 2005, the most recent practicable date prior to the mailing of this document, the market prices of Main Street common stock and Citizens common stock, and the equivalent price per share of Main Street common stock giving effect to the merger, were as follows:

	Closing Sales Price		
	Main Street	Citizens	Equivalent Price Per Share of Main Street Common Stock
Price per share			
November 5, 2004	\$ 31.00	\$ 29.50	\$ 34.26
January 21, 2005	\$ 29.50	\$ 32.75	\$ 32.60

The "Equivalent Price Per Share of Main Street Common Stock" at each specified date in the above table represents the product achieved when the closing sales price of a share of Main Street common stock on that date is multiplied by the exchange ratio of 1.1051.

The market price of Main Street common stock will likely fluctuate between the date of this document and the date on which the merger is completed and after the merger. Because the exchange ratio of 1.1051 is fixed, the value of the stock portion of the merger consideration will fluctuate as the price of Main Street common stock changes. In addition, the value of the shares of Main Street common stock that Citizens stockholders will receive in the merger may increase or decrease after the merger.

By voting to adopt the merger agreement and approve the transactions it contemplates, Citizens stockholders will be choosing to invest in Main Street to the extent they receive Main Street common stock in exchange for any portion of their shares of Citizens common stock. An investment in Main Street's common stock involves significant risk. In addition to the other information included in this proxy statement-prospectus, including the matters addressed in "A Warning About Forwarding-Looking Statements" beginning on page 22, Citizens stockholders should carefully consider the matters described below in "Risk Factors" beginning on page 21 when determining whether to adopt the merger agreement and approve the transactions it contemplates.

Historical Market Prices and Dividend Information

Main Street. Main Street's common stock is traded on the over-the-counter bulletin board under the symbol "MSTI.OB." The following table sets forth, for the calendar quarter indicated, the high and low closing market prices per share of Main Street common stock as reported on the over-the-counter bulletin board and the dividends per share of Main Street common stock:

Quarter Ended	High	Low	Dividends Declared
Year-to-date 2005:			
First quarter (through January 21, 2005)	\$ 30.00	\$ 28.95	\$
2004:			
Fourth quarter	\$ 32.50	\$ 28.50	\$ 0.22
Third quarter	\$ 32.00	\$ 30.30	\$ 0.21
Second quarter	\$ 32.00	\$ 30.25	\$ 0.21
First quarter	\$ 31.25	\$ 30.60	\$ 0.21
2003:			
Fourth quarter	\$ 35.00	\$ 29.70	\$ 0.20
Third quarter	\$ 31.00	\$ 27.75	\$ 0.20
Second quarter	\$ 30.00	\$ 24.75	\$ 0.15
First quarter	\$ 25.25	\$ 24.25	\$ 0.15

The timing and amount of future dividends on shares of Main Street common stock will depend upon earnings, cash requirements, the financial condition of Main Street and its subsidiaries, applicable government regulations and other factors deemed relevant by Main Street's board of directors.

Citizens. Citizens' common stock is traded on the Nasdaq National Market System under the symbol "CFSB." The following table sets forth, for the calendar quarter indicated, the high and low closing market prices per share of Citizens common stock as reported on the Nasdaq National Market System and the dividends per share of Citizens common stock:

Quarter Ended	High	Low	Dividends Declared
Year-to-date 2005:			
First quarter (through January 21, 2005)	\$ 32.74	\$ 32.06	\$
2004:			
Fourth quarter	\$ 33.49	\$ 23.50	\$ 0.10
Third quarter	\$ 24.50	\$ 22.04	\$ 0.10
Second quarter	\$ 25.50	\$ 22.55	\$ 0.10
First quarter	\$ 26.75	\$ 20.00	\$ 0.10
2003:			
Fourth quarter	\$ 28.50	\$ 24.50	\$ 0.10
Third quarter	\$ 25.00	\$ 22.25	\$ 0.10
Second quarter	\$ 25.00	\$ 22.15	\$ 0.10
First quarter	\$ 25.59	\$ 21.80	\$ 0.10

The timing and amount of future dividends on shares of Citizens common stock will depend upon earnings, cash requirements, the financial condition of Citizens and its subsidiaries, applicable government regulations and other factors deemed relevant by Citizens' board of directors.

Unaudited Pro Forma Financial Data

The following unaudited pro forma financial information and related footnotes are presented to show the impact of the merger on the historical financial position and results of operations of Main Street. As a result of the merger, each share of Citizens common stock will be converted into the right to receive either \$35.00 in cash or 1.1051 shares of Main Street common stock.

The unaudited pro forma consolidated balance sheet reflects the historical position of Main Street and Citizens at December 31, 2003, and September 30, 2004, with pro forma adjustments based on the assumption that the merger was consummated on those dates. The pro forma adjustments are based on the purchase method of accounting. The unaudited pro forma consolidated income statement assumes that the merger was completed on the first day of the earliest indicated period, i.e., January 1, 2003 (for the period ended December 31, 2003), or January 1, 2004 (for the period ended September 30, 2004).

The unaudited pro forma earnings amounts do not reflect any potential earnings enhancements or cost reductions that are expected to result from the consolidation of Main Street's and Citizens' operations and are not necessarily indicative of the results expected of the future combined operations. We cannot give any assurances with respect to the ultimate level of earnings enhancements or cost reductions to be realized.

The following information should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and accompanying notes of Main Street and Citizens included with or incorporated by reference in this proxy statement-prospectus. Results of Main Street and Citizens, as applicable, for the interim period ended September 30, 2004, and for the year ended December 31, 2003, are not necessarily indicative of results of operations or the combined financial position that would have resulted had the merger actually been completed at the beginning of the period indicated.

MAIN STREET TRUST, INC.
PRO FORMA CONSOLIDATED BALANCE SHEET (UNAUDITED)
December 31, 2003

	As Reported		Pro Forma Adjustments		Pro Forma 12/31/2003
	Actual Main Street	Actual Citizens	Debit	Credit	
(Dollars in Thousands)					
Non interest-bearing cash and due from depository institutions	\$ 45,899	\$ 6,692			\$ 52,591
Interest bearing balances in U.S. Offices	2,504	6,891	5,676(B)	3,600(E)	11,471
Held to maturity securities	97,056	0			97,056
Available for sale securities	273,670	35,952		5,000(A)	304,622
Federal funds sold in domestic offices	27,500	3,248	5,000(A)	27,659(D)	8,089