

OLD KENT FINANCIAL CORP /MI/
Form 425
April 11, 2001

TABLE OF CONTENTS

Overview
Why Old Kent ?
Fifth Third's Proven Integration Experience
Revenue Opportunities
Long Performance History

Filed by Fifth Third Bancorp
Pursuant to Rule 425 under the Securities Act of 1933
Subject Company: Old Kent Financial Corporation
Exchange Act File Number 001-14591
Text version of 425 filed on December 5, 2000

Fifth Third Bank
The Growth Story Continues...

December 2000

Table of Contents

Forward-Looking Statement

This document contains forward-looking statements about Fifth Third Bancorp (Fifth Third or FITB), Old Kent Financial Corporation (Old Kent or OK) and the combined company which we believe are within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are made in connection to the financial condition, results of operations, plans, objectives, future performance and business of Fifth Third and/or the combined company. These forward-looking statements involve certain risks and uncertainties. There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors that might cause such a difference include, but are not limited to: (1) competitive pressures among depository institutions increase significantly; (2) changes in the interest rate environment reduce interest margins; (3) prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; (4) general economic conditions, either national or in the states in which Fifth Third and Old Kent do business, are less favorable than expected; (5) legislative or regulatory changes adversely affect the business in which Fifth Third and Old Kent are engaged; and (6) changes in the securities markets. Further information on other factors which could affect the financial results of Fifth Third after the merger are included in Fifth Third's and Old Kent's filings with the SEC. These documents are available free of charge at the

SEC's website at <http://www.sec.gov> and/or from Fifth Third or Old Kent.

Table of Contents

Disclosure

Investors and security holders are advised to read the proxy statement/prospectus regarding the transactions referenced in this document when it becomes available, because it will contain important information. The proxy statement/prospectus will be filed with the Securities and Exchange Commission by Fifth Third and Old Kent. Security holders may receive a free copy of the proxy statement/prospectus (when available) and other related documents filed by Fifth Third and Old Kent at the Securities and Exchange Commission's website at <http://www.sec.gov> and/or from Fifth Third or Old Kent.

Old Kent and its executive officers and directors may be deemed to be participants in the solicitation of proxies from stockholders of Old Kent with respect to the transactions contemplated by the merger agreement. Information regarding such officers and directors is included in Old Kent's proxy statement for its 2000 Annual Meeting of shareholders filed with the Commission on February 25, 2000. This document is available free of charge at the Commission's website at <http://www.sec.gov> and/or from Old Kent.

Fifth Third and its executive officers and directors may be deemed to be participants in the solicitation of proxies from stockholders of Fifth Third with respect to the transactions contemplated by the merger agreement. Information regarding such officers and directors is included in Fifth Third's proxy statement for its 2000 Annual Meeting of shareholders filed with the Commission on February 9, 2000. This document is available free of charge at the Commission's website at <http://www.sec.gov> and/or from Fifth Third.

Table of Contents

Overview

- I. Fifth Third's Track Record
- II. Why Old Kent?
- III. Integration
- IV. Revenue

Opportunities V.
 What We
 Stand For

Table of Contents

Consistent & Superior Performance

Average EPS Growth

	20 Yr	10 Yr	5 Yr
FITB	16.6%	16.5%	17.6%
S&P 500	7.4%	6.8%	11.7%

Year - to - Year % Change in EPS

22.3	21.7	14.1	11.4	14.6	15.4	16.9	18.7	17.3	15.8	10.0	14.0	18.0	19.3	15.5	15.0	14.1	17.2	20.5	17.0
1980	1981	1982	1983	1984	1985	1986	1987	1988	1989	1990	1991	1992	1993	1994	1995	1996*	1997	1998*	1999*

Delivering Value to Shareholders

*N.B. Data is as originally reported in Annual Reports. *Before impact of one-time charges.*

Table of Contents

Pristine Balance Sheet = Flexibility & Consistency

Balance Sheet Strength

Equity to Assets: 10%

Tangible Equity to Assets: 9%

Favorable deposit and earning asset mix trends

Credit Quality

LLR coverage of UPAs is 2.3x Vs. 10-year average of 1.7x

UPA/Total Loans & Leases is 65 bp Vs. 10-year average of 1.02

YTD Charge-off Ratio is 27 bp Vs. 10-year average of 45 bp

Rating Agencies

	<u>S&P</u>	<u>Moody's</u>
Deposits	AA -	Aa2
Commercial PaperA-1+Prime-1		

Moody's upgrade in September from A1 to Aa3.

One of only three bank holding companies with this rating.

NB: Fifth Third Historical

Table of Contents

Balanced Business Mix Four Businesses

Revenues

<u>Business</u>	<u>Dollars</u>	<u>Percentage</u>
Retail	\$ 323	53%
Commercial\$16527%Transaction		
Processing\$6110%Investment		
Advisory\$5910%		

Net Income

<u>Business</u>	<u>Dollars</u>	<u>Percentage</u>
Retail	\$ 110	51%
Commercial\$6831%Transaction		
Processing\$2110%Investment		
Advisory\$178%		

N.B.: Dollars in millions as of Q3 2000

Table of Contents

Why Old Kent ?

- I. Business Mix Fit
- II. Extension of Markets in Attractive States
- III. Room for Continued Growth
- IV. Additional Affiliate Management Depth
- V. No Negative Impact on Performance Ratios

Table of Contents

Superior Franchise: Quality Business Mix

Continuity of business mix

Diversified sources

Core components:

Corporate Banking

Retail Banking

Fee Generating Businesses

Net Income Comparison

Old Kent

Business	Percentage
Retail Banking	44%
Corporate Banking23% Treasury/Other17% Investment/Insurance10% Mortgage Banking6%	

Fifth Third

Business	Percentage
Retail Banking	49%
Commercial Banking30% Advisory Services9% Data Processing9% Other3%	

Pro Forma

Business	Percentage
Retail Banking	44%
Commercial Banking29% Advisory Services9% Data Processing7% Other6% Mortgage Banking5%	

N.B. Segment data shown for the nine months ended September 30, 2000

Table of Contents

Best Fit with Focus in Larger MSA Markets

Dollars in millions.

**Pro Forma Market Share
In FITB/OK 10 Largest MSAs**

Rank	Institution*	Deposits	Branches	Mkt. Share
1	Bank One	\$61.2	637	16.7%
2	ABN			
3	AMRO	37.736910.33	Fifth	
4	Third	29.66288.14		
5	National			

City21.64775.95
KeyCorp17.51964.8

* *Pro Forma for pending acquisitions.*
 Source: *SNL Branch Migration Database as of June 30, 1999.*
 NB -*combined FITB / OK data pre-divestiture (if required).*
 -*combined SFB / MNC data pre-divestiture (if required).*

Table of Contents

Significant Potential for Continued Growth

Only 1 out of 16 possible households is a Fifth Third customer

Best major-MSA concentration

Familiar Fifth Third competitors

Fragmented market

Indiana

Population 5.9 million
National Rank 14th

		Deposits	Branches	Market Share
1.	Bank One Corp	\$ 12,333	219	17.5%
2.	National City Corp.7,05320210.03.FITB / OK5,3861627.74.			
	Old National Bancorp4,2701046.15.			
	1st Source Corp.2,182443.1			

Illinois

Population 12.1 million
National Rank 5th

		Deposits	Branches	Market Share
1.	Bank One Corp	\$ 30,166	244	13.8%

2. ABN
 AMRO23,26012210.63.
 Bank of
 Montreal15,8131347.24.
 Northern Trust
 Corp.8,285173.85.**FITB**
/ OK6,718943.1

Ohio

Population 11.2 million
 National Rank 7th

		<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
1.	Key Corp	\$ 18,953	225	12.1%
2.Fifth				
Third16,40837810.53.				
National City				
Corp.15,62434910.04.				
Bank One				
Corp.15,1682769.75.				
US				
Bancorp9,0343075.8				

Michigan

Population 9.8 million
 National Rank 8th

		<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
1.	Bank One Corp	\$ 18,008	259	15.9%
2. Comerica				
Inc.16,05325114.23. FITB				
/ OK10,6042699.44.				
National City				
Corp.10,0402758.95.				
ABN				
AMRO9,2681518.2				

Kentucky

Population 4.0 million
 National Rank 25th

<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
-----------------	-----------------	---------------------

1.	National City	\$4,549	114	9.4%
2.	US Bancorp	4,036	1,348	4.3%
	Bank One	3,995	688	3.4%
	PNC Bank	3,322	566	9.5%
	Fifth Third	2,589	975	4%

Source: SNL Branch Migration Database as of June 30, 1999.
 NB -combined FITB / OK data pre-divestiture (if required).

Table of Contents

Management Accretive

Adds experienced local management to expand Fifth Third's affiliate bank network

Additional product line depth in Investment Advisory, Commercial and Residential Mortgage

Old Kent Management has longstanding shareholder and customer focus

<u>Name</u>	<u>Age</u>	<u>New Position</u>
David J. Wagner	46	Chairman & CEO - Michigan Bank
Robert H. Warrington		
53 President - Mortgage Banking Business		
Kevin T. Kabat	43	President - Grand Rapids Affiliate

Table of Contents

No Dilution of Historical Performance Levels - Not Dependent Upon Significant Assumptions

<u>LTM - 9/00</u>	<u>Fifth Third</u>	<u>Old Kent</u>	<u>Pro Forma Combined (1)</u>
ROACE	20.0%	20.7%	21.8%
ROAA	1.94%	1.47%	1.93%
Efficiency Ratio (2)	41.35%	64.29%	42.9%
Tangible Common Ratio	8.91%	6.50%	8.09%
Leverage Ratio	9.99%	7.24%	9.04%

(1) LTM 9/30 pro forma combined for ROACE, ROAA and Efficiency Ratio assuming full 20% of Old Kent controllable non-interest expenses, and excludes non-recurring items.

(2) LTM 9/30 excludes amortization of intangibles.

Table of Contents

Fifth Third's Proven Integration Experience

- I. Assumptions Preclude Urgency
- II. Opportune Timing
- III. Local Execution
- IV. FITB Affiliates
- V. Integration History

Table of Contents

No Need to Rush

Immediately accretive to EPS, before cost savings

	Estimated EPS Accretion
2001 No Synergies	9.4%
2001 with Phased-in Synergies (a) 11.3	
2002 with Phased-in Synergies (a) 12.5	

Conservative, identifiable and readily achievable cost savings

Only 20% of Old Kent overhead

Realistic Savings Timetable: 25% in '01 75% in '02 and 100% in '03

Goal: - Protect and grow revenues

- Positioned to roll-out typical Fifth Third enhancement programs

IRR well above cost of capital with conservative assumptions

(a) Assumes cost savings equal to 20% of Old Kent's controllable non-interest expenses phased-in at 25% in 2001 and 75% in 2002

Table of Contents

Perspective on Deal Size

No diminution of FITB culture, OK easily assimilated

Fifth Third's most recent acquisition (CNB) is fully integrated and performing at FITB performance levels

As compared to many recent bank M&A transactions:

Low deal value as % of market capitalization

Lower year 1 phased-in cost savings assumptions

Strong financial position affords Fifth Third the opportunity to preserve revenues and growth rates

IRR estimate exceeds previous Fifth Third transaction IRRs

Table of Contents

Executing Locally

All product-lines report to local affiliate CEO

Push P&L growth accountability further down in to the company

Measure relentlessly / Stress Accountability

Reward success

Variable compensation

Stock options

Upgrade under-performers continuously

Trust capitalism

Table of Contents

FITB Affiliate Banks (Pro forma)

Old Kent affiliates will represent a significant portion of the combined franchise

FITB Affiliates	Assets	Deposits	Branches	President	Years @ 5/3
Cincinnati <i>Grand Rapids</i> <i>12.17.9173K.</i> <i>Kabat---OK Affiliate</i> <i>(c)Chicago8.06.7100B.</i> <i>Stamper (a)14OK</i> <i>Affiliate</i> Southern Indiana 5.12.458J. Daniel (b)1Dayton 4.92.865D. Sadlier9 <i>Detroit3.73.074TBD---OK</i> <i>Affiliate</i> Columbus 4.12.559P. Fehring20Toledo 4.12.644B. Sullivan (b)1Central Indiana 3.92.682M. Alley14Cleveland 3.72.475R. King24 <i>Northern</i> <i>Michigan</i> <i>1.51.121TBD---OK</i> <i>Affiliate</i> Louisville 2.01.040J. Gaunt31Northern Kentucky 1.30.928T. Rawe24Arizona 1.00.411B. Robert (b)2Lexington 1.00.417S. Barnes6Ohio Valley 1.00.623S. Greenlee10Florida 0.50.310C. Kvetko12	\$11.7	\$8.0	100	G. Schaefer, Jr.	28

- (a) Current Fifth Third executive.
- (b) Indicates executives who have joined FITB from acquired institutions.
- (c) Includes pending acquisitions.

Table of Contents

Record of Successful Acquisition Integration

Proven ability to improve target profitability

Fifth Third has always delivered on acquisition promises

Affiliate	Year Acquired	ROA at Purchase	2000 ROA	% of Market Cap
Central Indiana (CNB Bancshares)	1999	1.38%	1.75%	>
Southern Indiana ()	1999	1.50%	9.9%	
Northern Indiana ()	1999	1.00%	1.33%	
Western Ohio (CitFed*)	1998	0.87%	1.64%	
Columbus, Ohio (State SB*)	1998	1.26%	0.85%	
Louisville, Kentucky (Cumberland*)	1994	0.85%	1.62%	
Northwestern Ohio	1994	0.85%	1.62%	
	1989	0.97%	1.82%	

* Thrift Institution

Table of Contents

Revenue Opportunities

- I. Room to Grow
- II. Similar Markets / Familiar Competitors
- III. Fee Income Comparison
- IV. Product Opportunities
- V. Deposit Campaigns
- VI. Proven Execution

Table of Contents

Uninterrupted Growth Story

Fifth Third and Old Kent combined will continue to generate high revenue growth rates

Sources of revenue growth:

Attractive new markets for Fifth Third products:

Duplicate FITB's deposit campaign successes in new markets

Sell MPS e-commerce solutions in new markets

Continued improvement in Commercial and Investment Advisory revenue mix in all affiliates

Enriching OK's fee revenue for proven Fifth Third successes:

Example: Achieving FITB fee results on OK's deposit base is a \$48 million per year revenue opportunity

Improve Old Kent's fee income to net revenue ratio*: FITB= 38%; OK= 26%

Ratio of deposit fee revenue to core deposits: FITB = 1.54%; OK = 0.97%

** Ratios calculated excluding mortgage banking fees.*

Table of Contents

Similar Markets and Familiar Competitors

Top 10 States for Business Expansion in 1999:

New / Expanded Facilities	New Manufacturing Plants
> 1. Michigan 2,174	1. California 432
2. California 2,137	
> 2. Michigan 296	
> 3. Ohio 1,141	
> 3. Ohio 2004	
Texas 939	
> 4. Illinois 1685	
New York 934	
> 6. Illinois 872	

Source: Site Selection Magazine's Top 10 States.

Ohio

Population
National Rank 11.2 million
7th

		Deposits	Branches	Market Share
1.	Key Corp	\$ 18,953	225	12.1%
2. Fifth				
Third				
16,40837810.53.				
National City				
Corp.15,62434910.04.				
Bank One				
Corp.15,1682769.75.				
US				
Bancorp9,0343075.8				

Michigan

Population 9.8 millionNational
Rank 8th

		Deposits	Branches	Market Share
1.	Bank One Corp	\$ 18,008	259	15.9%
2. Comerica				
Inc.16,05325114.23.				
FITB /				
OK10,6042699.44.				
National City				
Corp.10,0402758.95.				
ABN				
AMRO9,2681518.2				

Illinois

Population
National Rank 12.1 million
5th

		Deposits	Branches	Market Share
1.	Bank One Corp	\$ 30,166	244	13.8%
2. ABN				
AMRO23,26012210.63.				
Bank of				
Montreal15,8131347.24.				
Northern Trust				
Corp.8,285173.85. FITB				
/ OK6,718943.1				

Table of Contents

Proforma Fee Income Comparison

	<u>Business</u>	<u>Percentage</u>
Fifth Third		
Fee Revenue	Total Fee	
Revenue	37%	Interest
Revenue	Mortgage	
Banking	4%	Interest
Revenue	Investment	
Advisory	2%	Interest
Revenue	Other	2%
Revenue	Commercial	
Banking	20%	Interest
Revenue	Retail	
Banking	35%	Old
Kent		
Fee Revenue	Total Fee	
Fee		
Revenue	21%	Interest
Revenue	Mortgage	
Banking	18%	Interest
Revenue	Investment	
Advisory	2%	Interest
Revenue		
Other	2%	Interest
Revenue	Commercial	
Banking	18%	Interest
Revenue	Retail	
Banking	39%	Pro
Forma		
Fee Revenue	Total Fee	
Revenue	32%	Interest
Revenue	Mortgage	
Banking	8%	Interest
Revenue	Investment	
Advisory	2%	Interest
Revenue	Other	2%
Revenue	Commercial	
Banking	19%	Interest
Revenue	Retail	
Banking	37%	

N.B. Total fee revenue excludes mortgage banking fees.

Table of Contents

More Products = Revenue Opportunity

Midwest Payment Systems >> > New markets for business growing revenues at 30% annually

>Significant MPS Chicago customer base
CommercialForeign Exchange Leasing
Cash Management >>>New product roll-outs to existing commercial deposit base. FITB commercial fees up 12%
LTM Retail
Overdraft Matrix
>>>Adaptation resulted in a 47% increase in consumer fees
Bankcards>1 Million new customers without a 5/3 credit card!
Investment Advisors
>>>Expanded sales force>Doubles mutual fund assets on a proforma basis>Expanded investment capabilities

24

Table of Contents

Deposit Campaign Opportunities

> *Totally Free Checking*

Total Number of accounts has increased in excess of 650%

Balances up in excess of 620%

> Total transaction deposits up 16% YTD

25

Table of Contents

Substantial Potential Proven Execution

No revenue enhancements assumed, but long standing track record of improving performance and revenue

Significant potential for revenue and productivity improvements

	<u>Fifth Third</u>	<u>Old Kent</u>
Net income per FTE	\$76.4k	\$35.6k
Net revenue per FTE \$226k \$141k Earning assets per FTE \$3.7m \$2.2m Efficiency ratio 41.3% 56.6%		

Demonstrated performance with CNB acquisition

Net income per FTE at announcement (6/99)	\$35.0k
Consol. Indiana NI per FTE Q3 2000 \$77.8k	

26

Table of Contents

Long Performance History

- I. Continuing Industry Leading Returns
- II. Shareholder Focus
- III. Market Confidence
- IV. Trading Volume and Market Cap
- V. FITB Relative Valuation

27

Table of Contents

FITB Continues to Deliver Industry-Leading Returns

ROE (1)

1 Bank Of New York	26.6%
2 Mellon Financial	25.23
FITB / OK	
*21.84	
Northern Trust Corp.	21.85
Comerica	21.43
US Bancorp (pro forma)	

*21.17 PNC
 Financial
 Serv.20.88
 Synovus
 Financial20.09
 FleetBoston
 Financial17.810
 Bank of
 America17.1

ROA

1	Mellon Financial	2.11%
2	Synovus Financial1.943	
	FITB / OK	
	*1.934	
	US Bancorp (pro forma)	
	*1.895	
	Wells Fargo & Co.1.866	
	Comerica1.857	
	Bank Of New York1.838	
	PNC Financial Serv.1.789	
	National City Corp.1.5610	
	SunTrust Banks, Inc.1.44	

Efficiency

1	US Bancorp (pro forma) *	42.7%
2	FITB / OK *42.93	
	Comerica46.64	
	Bank Of New York49.55	
	Bank of America51.46	
	Southtrust Corp.51.47	
	BB&T Corp.52.28	
	Wachovia Corp.54.19	
	FleetBoston	

Financial55.510
National
City
Corp.56.9

LT Growth

1	FITB / OK	16.0%
2 State		
Street		
Corp.15.03		
Synovus		
Financial15.04		
US		
Bancorp14.05		
Wells Fargo		
& Co.13.06		
Bank Of		
New		
York13.07		
Mellon		
Financial13.08		
Northern		
Trust		
Corp.13.09		
FleetBoston		
Financial12.010		
BB&T		
Corp.12.0		

Data excludes Citigroup and companies that have announced control sales

(1) For U.S. banking institutions with leverage ratio > 6.75%

LT EPS Growth Rate Source: IBES

* 9/30 LTM combined financial data adjusted to reflect 100% of announced cost savings

Table of Contents

Linking Share Ownership to Behavior

Implementation of Fifth Third's incentive programs

Key components

Performance based incentive compensation

Variable bonus level tied to high performance targets

All front-line managers have and will continue to participate in Fifth Third option grant program

Significant personal investment by Fifth Third team in FITB stock

Old Kent executives will have significant ownership as well

Share ownership mindset:

		<u>FITB</u>	<u>OK</u>
	% of Employees Owning Shares	77%	33%
# of Officers Receiving Options	2,250		
Ownership by Employees & Directors	9.7% / 6.5%		

Table of Contents

Market Confidence

Moody's upgrade in September from A1 to Aa3. One of only three bank holding companies with this rating.

Stock performance:

	<u>FITB</u>	<u>S&P 500</u>	<u>Industry*</u>
1-year	34.8%	13.3%	-1.1%
5-year	38.6%	21.7%	15.3%
10-year	34.5%	19.4%	20.1%
16.7	30.0%	16.7%	16.7%

* S&P Bank Index total return (BIXK)

* N.B. All returns as of 9/30/00

Table of Contents

Trading Volume and Market Capitalization

Dollars in billions.

	<u>Rank</u>	<u>Institution</u>	<u>Avg Daily Trading Volume</u>	<u>Market Cap</u>
Fifth Third	1	JP Morgan Chase	7,507	\$74.1
currently 2 Bank Of America Corp				
5,712				
272.6				
averaging 3 Bank One				
4,262				
42.32				
455 million				
4 Wells Fargo & Co.				
4,042				
83.6				
shares per day				

FleetBoston
 Financial2,82838.86
 First Union
 Corp2,76026.07U.S.
 Bancorp2,63734.0>8
 Bank of New
 York2,01743.19Mellon
 Financial1,83724.010**Fifth**
Third
Bank1,37430.811
 KeyCorp1,31910.612
 National
 City1,22015.813
 PNC Financial
 Services96120.714
 Northern
 Trust95920.915
 AmSouth
 Bancorp.9175.6

*N.B. Market capitalization as of November 29, 2000. * Pro forma for pending acquisitions.*

Table of Contents

FITB Relative Valuation

	Yahoo Inc	Cisco Sys Inc	Coca Cola Co	GE	Northern Trust	AIG	Pfizer Inc.	Colgate Palmolive	Merck	Pepsico Inc.	Bank of New York	Fifth Third	IBM
Price / 2001E	88.4	52.8	35.5	35.3	34.8	34.8	33.3	31.1	27.8	27.0	24.8	22.0	20.3
Market Cap as of 12-1-00 (FITB Pro forma pending acquisitions)	21.4341	51.54	2505.318	7225.6274	434.2209	061.139	629.6167	7P/2001E					
5-year IBES long term growth	1.84x	1.62x	2.54x	2.36x	2.68x	2.48x	1.59x	2.40x	2.32x	2.07x	1.91x	1.47x	1.57x

N.B. Yellow line represents P/2001E to 5-year IBES long-term growth rate. Numbers above bars represent price to 2001 earnings. Numbers in bars represent Market Cap as of 12-1-00 (FITB Pro forma pending acquisitions)

Table of Contents

Thank You