

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

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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 000-14591  
Text version of 425 filed on November 20, 2000

**FIFTH THIRD BANCORP**

**acquisition of**

**OLD KENT FINANCIAL CORPORATION**

**November 20, 2000**

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**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 effect 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.

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**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.

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**Transaction Summary**

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**Transaction Summary**

<b>Exchange Ratio:</b>	<b>0.74 Fifth Third Shares per Old Kent Share</b>
<b>Price per Old Kent Share:</b>	\$35.57 (1)
<b>Transaction Structure:</b>	Pooling-of-interests Tax-free exchange 19.9% Lock-up
<b>Transaction Value:</b>	\$4.9 billion (2)
<b>Board Representation:</b>	3 Additional Directors to Fifth Third Bancorp Board
<b>Expected Closing:</b>	Second Quarter 2001
<b>Expected Restructuring Charges:</b>	\$235 million, after-tax
<b>Due Diligence:</b>	Completed (including credit, operations and mortgage)
<b>Required Approvals:</b>	Regulatory Fifth Third Shareholders Old Kent Shareholders
<b>Management:</b>	Significant roles for Old Kent Management

*(1) Based on FITB closing price of \$48.0625 on November 17, 2000.*

*(2) Based on 138.3 million average fully diluted shares outstanding for 3Q00.*

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**Transaction Summary**

**Transaction Rationale**

Completely consistent with stated strategies

Expansion into Michigan and Chicago has been a priority

Acquire significant market share (top 5 position) in 2 new markets

#2 deposit market share in key MSAs within the 5 states we serve

Excellent growth opportunity in the highly populated midwestern MSAs

Attractive Old Kent Trust & Commercial banking platform in new markets

Management accretive

**Financially Attractive**

Immediately accretive, before synergies

High IRR transaction

Maintains high net income and revenue growth rates

No diminution of superior performance measures

Disciplined pricing

**Minimal Risk**

Consistency in credit culture & operating philosophies

Extremely conservative synergies assumptions \$ and timing  
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## **Transaction Rationale**

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#### **Transaction Rationale**

##### **Expansion into attractive Michigan & Chicago markets**

Combined franchise achieves a leading position in Michigan

ranks #3 at 9.4% share with \$10.6 billion in deposits

Michigan is 10th largest deposit market in US, with \$126 billion

Adds a very strong Chicago franchise

ranks #5 at 3.6% share with \$5.9 billion in deposits

Enhances Fifth Third's position in Illinois

ranks #5 at 3.1% share with \$6.7 billion in deposits

Illinois is 4th largest deposit market in US, with \$224 billion

##### **Adds over 1 million customers to Fifth Third franchise**

##### **Incremental franchise area has 16 million potential customers for Fifth Third**

##### **Achieves in one transaction what would otherwise require several transactions**

*N.B. Source: SNL Branch Migration Datasource as of June 30, 1999.*

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**Extension of Franchise**

*Dollars in billions.*

**Largest MSAs of  
Pro Forma Franchise**

	Combined Company			
	Rank	Deposits	Mk. Share	Branches
Chicago	5	\$5,870	3.6%	75
Cincinnati OH-KY-IN15,70022.1115Grand Rapids-Muskegon-14,60440.086Holland MIDayton-Springfield OH12,46625.351Columbus OH32,42011.562Cleveland-Lorain-Elyria OH62,0754.562Toledo OH11,84826.034Detroit MI81,6892.860Evansville-Henderson IN-KY21,44833.631Indianapolis IN31,4377.352				

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

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**Unique Consolidation Opportunity**

**Achieves in one transaction what would otherwise require several transactions**

**Adds significant Trust and Commercial Banking businesses that may not be fully developed in other potential acquisition opportunities**

Michigan		Market Share	Chicago MSA		Market Share
<b>1</b>	Bank One Corp.	15.9%	<b>1</b>	Bank One Corp.	17.5%
<b>2</b>	Comerica Inc.14.22ABN AMRO14.43FITB / <b>OK9.43</b> Bank of Montreal5.14 National City				

Corp.8.94Northern  
Trust  
Corp.5.15  
ABN  
AMRO8.25FITB  
/ OK3.66  
Michigan  
National7.26Citigroup  
Inc.2.67  
Huntington  
Bancshares4.27Charter  
One  
Financial2.38  
Citizens  
Banking  
Corp.3.58First  
Midwest  
Bancorp2.19  
Charter One  
Financial3.29Bank  
of America  
Corp.2.110  
Chemical  
Financial3.210MAF  
Bancorp  
Inc.1.8

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

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**Significant Presence and Upside for 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

		<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
1.	Bank One Corp	\$12,333	219	17.5%

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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

		<b>Deposits</b>	<b>Branches</b>	<b>Market Share</b>
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

		<b>Deposits</b>	<b>Branches</b>	<b>Market Share</b>
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

**Deposits Branches**



				<b>Market Share</b>
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

		<b>Deposits</b>	<b>Branches</b>	<b>Market Share</b>
1.	National City	\$4,549	114	9.4%
2.	US Bancorp4,0361348.43.			
	Bank One3,995688.34.			
	PNC Bank3,322566.95.			
	Fifth Third2,589975.4			

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

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**Similar Market Territory**

**Top 10 States for Business Expansion in 1999:**

	<b>New/Expanded Facilities</b>		<b>New Manufacturing Plants</b>	
>	<b>1. Michigan</b>	<b>2,174</b>	1. California	432
2.	California2,137	>2.		
	<b>Michigan296</b>	>3.		
	<b>Ohio1,141</b>	>3.		
	<b>Ohio200</b>	4.		
	Texas939	>4.		
	<b>Illinois168</b>	5.		

New  
York9345.  
Texas137>6.  
**Illinois8726.**  
New York117  
7. North  
Carolina7937.  
North  
Carolina110  
8.  
Minnesota4358.  
Virginia87 9.  
Pennsylvania3869.  
Pennsylvania76  
10.  
Virginia35710.  
Minnesota72

### Top 3 Metropolitan areas for Total Facilities

- > 1. Detroit
- > 2.Chicago
- 3.Orange  
County

Source: Site Selection Magazine s Top 10 States.

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### Transaction Rationale

#### **Completely Consistent With Stated Fifth Third Strategy**

Consistent Markets and Demographics

Consistent Credit and Operating Philosophy

Consistent Business Lines

Builds on Fifth Third s Decentralized Affiliate Bank Structure

Compatible Risk Philosophy

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### Expands Revenue Potential

**Core Businesses Complimented by Other Business Expertise**

	<b>Fifth Third</b>	< >	<b>Old Kent</b>
	Mid-sized Business Banking		Small & Middle-Market
Retail			
Banking			
Business			
BankingWealth			
Management			
Retail			
Banking -			
Trust AUM			
\$22.2b			
Wealth			
Management -			
Mutual			
Funds			
\$5.3b -			
Trust AUM			
\$11.9b -			
Mutual			
Funds			
\$6.5bDeposit			
generation>Robust			
fee income			
growth Local			
management			
talentMerchant			
processing<			
High			
customer			
affinityEFT			
processing			

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**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
- Enrich Commercial and Investment Advisory revenue mix

*Achieving FITB 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.

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**Financially Attractive**

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**Consistent Shareholder M&A Focus**

**Immediately accretive to EPS, before cost savings**

	<b>Estimated EPS Accretion</b>
2001 No Synergies	9.4%
2001 with Phased-in Synergies (a)11.32002 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

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**Consistent Shareholder M&A Focus**

**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	

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**Disciplined Pricing**

Fifth Third Multiples	<u>FITB / OK Transaction Multiples</u>		<u>Selected (3) Transaction Multiples</u>		Peer Market(4)
	Absolute	Relative(2)	Absolute	Relative(2)	

Price as a Multiple of:

LTM

EPS 26.9x 15.7x 58.5% 14.8x 91.3% 16.0x 2001E

EPS22.014.264.513.2100.513.32001E  
 EPSAdj. for  
 Synergies  
 (1)22.011.251.011.877.3 Book  
 Value4.432.8865.02.3470.62.46Tangible  
 Book  
 Value4.933.1263.32.6969.02.83Pro  
 Forma Target  
 Ownership18%16%

- (1) Assumes synergies are fully phased-in in 2001.  
 (2) Represents transaction multiple as a percentage of Fifth Third multiple.  
 (3) Median of the following transactions: CMA/IMP, FSR/USB, FBF/SUB, MTB/KSTN, WFC/FSCO, NCBC/CCB, BBT/OV, FITB/BNK, FSR/MTL, FBF/BKB.  
 (4) High Performing Bank Peer Group median include: MI, MRBK, MTB, NCBC, TCB, ZION.

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**Ongoing Superior Performance Measures**

	LTM - 9/00	Fifth Third	Old Kent	Pro Forma Combined <sup>(1)</sup>
ROACE		20.0%	20.7%	21.8%
ROAA	1.941.471.93			
Efficiency Ratio	( <sup>2</sup> )41.356.642.9			
Tangible Common	Ratio8.91%6.50%8.09%			
Leverage	Ratio9.997.249.04			

- (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.

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**FITB Continues to Deliver Industry-Leading Returns**

**ROE(1)**

1	Bank Of New York	26.6%
2	Mellon	
	Financial25.23	
	<b>FITB /</b>	
	<b>OK*21.84</b>	
	Northern	
	Trust	
	Corp.21.85	

Comerica21.43  
 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	
	<b>FITB / OK *1.934</b>	
	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	

Data excludes Citigroup and companies that have announced control sales  
 (1) For U.S. banking institutions with leverage ratio > 6.75%

**Efficiency**

1	US Bancorp (pro forma)*	42.7%
2	<b>FITB / OK*42.93</b>	
	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**

<b>1</b>	<b>FITB / OK</b>	<b>16.0%</b>
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		

LT EPS Growth Rate Source: IBES

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

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**Accelerating EPS Growth**

[\*] Fifth Third Stand Alone IBES EPS

[ ] Pro Forma EPS

**Post-Transaction: 18+%\***

**16% CAGR**

**Wall Street Estimates: 15%**

\$0.88

\$1.03 \$1.17 \$1.40 \$1.61 \$1.88 \$2.18 \$2.43\* \$2.50 \$2.81\*

199519961997199819992000E2001E2001E\*2002E2002E\*



N.B. Fifth Third historical EPS restated for 3:2 stock split.

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### Midwestern Powerhouse with Superior Performance

	Traditional Banking						Growth Financial Services			IBES L-T Gr. Rate	
	Rank	Institution	Mkt Cap	Price/ 2001E	LTM ROE	IBES L-T Gr. Rate	Rank	Institution	Mkt Cap		Price/ 2001E
1		<b>Fifth Third / Old Kent</b>	\$27.9	22.0x	21.9%	16.0%	1	Capital One	\$10.3	18.1x	25.0%
<p><b>1 Fifth Third</b> 23.022.020.015.02 Charles Schwab 40.838.320.02 State Street 21.430.424.915.03 MBNA 31.019.720.03 Synovus 6.520.419.915.04 <b>Fifth Third / Old Kent</b> 27.922.016.04 U.S. Bancorp 31.410.219.914.04 State Street 21.430.415.05 Wells Fargo 79.715.417.713.05 Synovus 6.520.415.06 Bank of New York 41.424.824.613.06 AXA 23.919.815.07 Mellon Financial 22.819.824.913.07 Citigroup 229.516.615.08 Northern Trust 19.434.821.813.08 Morgan Stanley 78.312.414.59 Bank of America 72.0 7.018.312.09 AIG 225.234.814.010 J.P. Morgan Chase 77.4 9.518.112.010 American Express 74.623.913.811 Fleet Boston 37.1 9.219.612.011 Northern Trust 19.434.813.012 BB&amp;T 13.012.615.512.012 Bank of New York 41.424.813.013 SunTrust 14.5 9.818.811.513 Mellon 22.819.813.014 <b>Old Kent</b> 3.510.020.711.014 Merrill Lynch 51.715.813.015 Comerica 9.2 9.720.410.515 Goldman Sachs 42.313.413.0  <b>Median \$22.914.0x 20.0% 13.0% Median \$35.920.1x 14.8%</b></p>											

N.B. Implied pro forma market capitalization does not include synergies and based on announced transaction value.

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### Selected Growth Companies

	Yahoo Inc	Cisco Sys Inc	Coca Cola Co	GE	Northern Trust	AIG	Pfizer Inc.
Price / 2001E	88.4	52.8	35.5	35.3	34.8	34.8	33.3

**P/2001E to 5-year IBES long term growth rate**  
 1.84x 1.62x 2.54x 2.36x 2.68x 2.48x 1.59x

[Additional columns below]

[Continued from above table, first column(s) repeated]

	<u>Colgate</u>		<u>Pepsico</u>	<u>Bank of</u>	<u>FIFTH</u>	
	<u>Palmolive</u>	<u>Merck</u>	<u>Inc.</u>	<u>New</u>	<u>THIRD</u>	<u>IBM</u>
	<u>          </u>	<u>          </u>	<u>          </u>	<u>York</u>	<u>          </u>	<u>          </u>
<b>Price / 2001E</b>	31.1	27.8	27.0	24.8	22.0	20.3
<b>P/2001E to 5-year IBES long term growth rate</b>	2.40x	2.32x	2.07x	1.91x	<b>1.47x</b>	1.57x

*N.B. Numbers inside bars represent P/2001E to 5-year IBES long-term growth rate. Numbers above bars represent price to 2001 earnings*

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**Table of Contents****Consistently Executing****Low Risk Transactions**

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**Table of Contents****Low Execution Risk****Proven acquisition track record augmented by:**

Combination of 2 superior performing banks

Contiguous and similar Midwest markets

Local management teams &amp; traditional affiliate structure

Both institutions on single operating platform

Fifth Third experienced with integrating Old Kent's systems

**Thoughtful & deliberate approach to merger integration**

Conservative assumptions

Realistic timetable (25% in 01....75% in 02.... and 100% in 03)

Careful attention to preservation of revenues and growth rates

	Previous FITB Transactions				
	Old Kent. Transaction	At Announcement		Realized	
		In-Market	Market Extension	In-Market	Market Extension
Cost Savings as % of Target Overhead	20%	30%	20%	>35%	>25%

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**Consistency of Culture**

**Both committed to superior financial performance**

Fifth Third & Old Kent each have over 25 consecutive years of increased earnings

**Commitment to sales culture**

**Top-tier capital ratios and ratings**

Leverage Ratio to remain at 10.00%* Ratings maintain AA/Aa ratings	Tangible Common Ratio	to remain at 9.00%*
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**Both Fifth Third and Old Kent maintain pristine asset quality profiles**

\* Target ratio at closing

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**Good Balance: Corporate, Retail & Fee Income**

Continuity of business mix

Diversified sources

Core components:

Corporate Banking

Retail Banking

Fee Generating Businesses

Net Income Old Kent		Net Income Fifth Third		Pro Forma Net Income	
Business	Percentage	Business	Percentage	Business	Percentage
Retail Banking	44%	Retail Banking	49%	Retail Banking	44%
Corporate Banking					
Commercial Banking	23%				
Commercial Banking	30%				
Treasury / Banking	29%				
Advisory / Other	17%				
Advisory Services	9%				
Investment / Services	9%				
Data Insurance	10%				
Data Processing	9%				
Mortgage Processing	7%				
Mortgage / Banking	6%				
Mortgage / Other	3%				
Mortgage / Other	6%				
Banking	5%				

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

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**Consistency of High Credit Quality Culture**

**No borrower or sector concentration issues**

**Average commercial loan balance = \$2.8 m**

**History of high reserve coverage & low charge-offs**

NPAs / Loans + Leases + OREO	1994	1995	1996	1997	1998	1999	Sep-00	Pro Forma 9/00*
FITB	0.66%	0.83%	0.85%	0.78%	0.78%	0.58%	0.64%	0.68%
OK1.17%1.07%0.98%0.78%0.72%0.61%0.75%Lg. Cap. Bank								
Index1.09%0.93%1.02%0.85%0.80%0.81%0.78% Loan								
Loss Reserve / NPAs199419951996199719981999Sep-00Pro Forma 9/00*								

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FITB227%173%165%180%186%252%252%213%OK195%203%186%198%201%225%225%Lg.  
Cap. Bank

Index204%254%271%308%316%258%202% **Net Charge-offs / Average**

**Loans199419951996199719981999Sep-00Pro Forma 9/00\***

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FITB0.15%0.23%0.40%0.43%0.47%0.36%0.29%0.27%OK0.14%0.17%0.50%0.50%0.34%0.20%0.20%Lg.  
Cap. Bank

Index0.36%0.40%0.52%0.62%0.62%0.54%0.54%

*NB: Large Cap Bank Index includes*

*BAC, BK, CMA, CMB, FBF, FSR, FTU, KEY, MEL, ONE, PNC, STI, USB, WB, WFC*

*\* Pro forma combined Fifth Third and Old Kent*

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**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 same shareholder focus

<u>Name</u>	<u>Age</u>	<u>New Position</u>
David J. Wagner	46	Chairman & CEO - Michigan Bank
Robert H. Warrington		
53President - Mortgage Banking BusinessKevin T.		

Kabat 43 President - Grand  
Rapids Affiliate

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**Maintain Decentralized Structure**

**Fifth Third affiliate bank structure designed to:**

- Enhance growth
- Clear and local sales accountability and communication
- All product-lines report to local affiliate CEO
- Significant at-risk salesperson compensation structure

**Local management and boards to best serve customers**

**Transaction creates 3 new Fifth Third affiliates:**

- Grand Rapids
- Chicago (combined with existing Northern Indiana Fifth Third affiliate)
- Detroit
- Northern Michigan

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**FITB Affiliate Banks**

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

<b>FITB Affiliates</b>	<b>Assets</b>	<b>Deposits</b>	<b>Branches</b>	<b>President</b>	<b>Years @ 5/3</b>
Cincinnati <i>Grand Rapids 12.17.9173K.</i> <i>Kabat OK Affiliate</i> <i>(c) Chicago 8.06.7100B.</i> <i>Stampe (a) 14OK</i> <i>Affiliate Southern</i>	\$ 11.7	\$ 8.0	100	G. Schaefer, Jr.	28

Indiana5.12.458J. Daniel  
 (b)1Dayton4.92.865D.  
 Sadlier9Detroit3.73.074TBD OK  
 AffiliateColumbus4.12.559P.  
 Fehring20Toledo4.12.644B.  
 Sullivan (b)1Central  
 Indiana3.92.682M.  
 Alley14Cleveland3.72.475R.  
 King24Northern  
 Michigan1.51.121TBD OK  
 AffiliateLouisville2.01.040J.  
 Gaunt31Northern  
 Kentucky1.30.928T.  
 Rawe24Arizona1.00.411B.  
 Robert  
 (b)2Lexington1.00.417S.  
 Barnes6Ohio  
 Valley1.00.623S.  
 Greenlee10Florida0.50.310C.  
 Kvetko12

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

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**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	1.42	1.50	>9.9%
Northern Indiana ( )	1999	1.00	1.33	>
Western Ohio (CitFed*)	1998	0.87	1.64	1.7
Columbus, Ohio (State SB*)	1998	1.26	2.08	5.4
Louisville, Kentucky (Cumberland*)	1994	0.85	1.62	4.1
Northwestern Ohio	1989	0.97	2.18	20.1

\* *Thrift Institution*

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**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**

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**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:**

	<b>FITB</b>	<b>OK</b>
# of Officers Receiving Options	2,250	1,750
% of Employees Owning Shares	77%	33%



% ownership by  
Employees &  
Directors 9.7% 6.5%

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Table of Contents**Pro Forma Financial Impact**

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*Dollars in millions, except per share amounts.*

	Projected Net Income	2001	2002
Old Kent	Fifth Third	\$1,038	\$1,190
Pro Forma Combined	\$1,384 \$1,563 After Tax Cost Savings <sup>(1)</sup> 2369		
Pro Forma Earnings	\$1,407 \$1,632 Average diluted shares O/S (millions) <sup>(2)</sup> 580 580 Pro Forma		
EPS	\$2.43 \$2.81 Fifth Third Stand-Alone EPS 2.18 2.50 EPS <b>Accretion 11.3% 12.5%</b>		

*N.B. Earnings based on mean IBES estimates as of November 16, 2000 and 9/30/00 average FD shares outstanding.*

*(1) Assumes synergies are 25% realized in 2001, and*

75% in  
2002, and  
100%  
thereafter.(2) Pro  
forma.

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### Conservative Cost Savings

Dollars in millions.

	<u>Old Kent LTM <sup>(1)</sup></u>	<u>Cost Takeout</u>	<u>% of Old Kent</u>
Salaries & Benefits	\$ 377	\$ 95	25%
Occupancy & Equipment 1101614			
Other 2243114			
<b>Total</b>	<b>\$711</b>	<b>\$14220</b>	<b>% Taxes(50)</b>
Cost Takeouts (After-Tax)		\$92	

*N.B. Synergies are expected to be realized 25% in 2001, 75% in 2002, and 100% thereafter.*

*(1) Excludes amortization of intangibles and non-recurring expenses.*

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### Merger Related Charges

Dollars in millions.

Employee-related Costs	\$77
Conversion	
Costs 50 Duplicate	
Facilities /	
Equipment 39 Conforming	
Policies / Balance	
Sheet <sup>(1)</sup> 80 Other 58	

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**Total**  
**(pre-tax)\$304**

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**Total (after-tax)**  
**<sup>(2)</sup>\$235**

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(1) *Approximately equally divided between conforming credit adjustments and balance sheet items.*  
(2) *Effective tax rate reflects impact of nondeductible items.*

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**Transaction Summary**

**Good fit with Fifth Third existing business**

**Enhances revenue growth potential**

**Financially compelling / overall and on a per share basis**

**Low execution risk**

**Example of Fifth Third financial strength and valuation providing flexibility to acquire attractive businesses**

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**Combined Balance Sheet**

Dollars in millions.

	<u>Fifth Third</u>	<u>Old Kent</u>	<u>Pro Forma</u>
Cash & Securities	\$ 15,872	\$ 4,660	\$ 20,532
Gross			
Loans 26,299 15,617 41,916 Allowance			
for Loan			
Losses (384) (224) (608) Other			
Assets 2,609 2,466 5,075			
<hr/>			
<hr/>			
<hr/>			
Total			
Assets \$44,396 \$22,519 \$66,915			
<hr/>			
<hr/>			
<hr/>			
Deposits \$25,474 \$16,758 \$42,232 Other			
Liabilities 14,313 4,059 18,372 Capital			
Securities 173 100 273 Total			
Equity 4,436 1,602 6,038			
<hr/>			
<hr/>			
<hr/>			
Total Liabilities &			
Equity \$44,396 \$22,519 \$66,915			
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N.B. Financial data as of September 30, 2000.

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**Loan Comparison**

Dollars in millions.

	<u>Fifth Third</u>		<u>Old Kent</u>		<u>Pro Forma</u>	
	<u>Loans</u>	<u>%</u>	<u>Loans</u>	<u>%</u>	<u>Loans</u>	<u>%</u>
Commercial & Industrial	\$8,665	33%	\$4,277	27%	\$12,942	31%
Commercial Real						
Estate 2,878 113,190 206,068 14 Construction 1,220 41,644 112,864 7 Residential						
Real Estate 5,238 201,328 96,566 16 Consumer 8,298 325,178 3313,476 32						
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**Total** \$26,299,100 % \$15,617,100 % \$41,916,100 % Yield 8.47% 9.03% 8.67%

*N.B. Financial data as of September 30, 2000.*

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**Deposit Comparison**

Dollars in millions.

	<u>Fifth Third</u>		<u>Old Kent</u>		<u>Pro Forma</u>	
	<u>Deposits</u>	<u>%</u>	<u>Deposits</u>	<u>%</u>	<u>Deposits</u>	<u>%</u>
Demand Deposits	\$4,041	16%	\$2,239	13%	\$6,280	15%
Int.-bearing Transaction	9,863,396		14,537,160		8,381,008	
& Foreign	11,570,458		3,745,019		9,444,7	
<b>Total</b>	<b>\$25,474,100.0</b>	<b>%</b>	<b>\$16,758,100</b>	<b>%</b>	<b>\$42,232,100.0</b>	<b>%</b>
			Rate 4.03%	4.28%	4.12%	

*N.B. Financial data as of September 30, 2000.*

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**Noninterest Income Comparison**

Dollars in millions.

	<u>Fifth Third</u>		<u>Old Kent</u>		<u>Pro Forma</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Investment Advisory	\$195	20%	\$85	19%	\$280	20%
Insurance	245		242		Data	
Processing	224		23		224	
Service Charges on	16					

Deposits 20721811828820 Mortgage  
 Banking 8281834026518 Other 26028821834224 Securities  
 Gains 2 2


**Total \$970100% \$455100% \$1,425100%**

*N.B. Financial data is for the twelve months ended September 30, 2000.*

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**Credit Quality**

	<b>Fifth Third</b>	<b>Old Kent</b>	<b>Pro Forma</b>
Allowance / Loans + Leases	1.48%	1.43%	1.47%
Net Charge-offs / Average Loans + Leases 0.280.250.27 NPA s / Loans + Leases + OREO 0.650.750.69 Allowance / Non-performing Assets 228190213			

*N.B. Non-performing assets include loans + leases 90 or more days past due still accruing.  
 Financial data as of September 30, 2000.*