

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

Filed by Fifth Third Bancorp
Pursuant to Rule 425 under the Securities Act of 1933
Subject Company: Old Kent Financial Corporation
Securities Act Registration Statement No. 333-52182
Text version of 425 filed on January 25, 2001

Fifth Third Bank
Salomon Smith Barney
Fourth Annual Financial Services Conference

Financial Strength & Consistent Growth

Neal E. Arnold
Executive Vice President
Chief Financial Officer

Wilfrid A. Daly, III
Chief Marketing Officer

January 25, 2001

Consistent & Superior Performance

Average EPS Growth (a)

	<u>20 Yr</u>	<u>10 Yr</u>	<u>5 Yr</u>
FITB	15.9%	16.2%	16.1%
S&P 500	6.8%	10.0%	10.3%

Year to Year % Change in EPS

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
1986 1987 1988 1989 1990 1991 1992 1993 1994 1995 1996* 1997 1998* 1999* 2000*

Delivering Value to Shareholders

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

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 NPAs is 3.8x Vs. 10-year average of 1.7x

UPA/Total Loans & Leases is .72 bp Vs. 10-year average of 1.02

YTD Charge-off Ratio is .41 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 a handful of bank holding companies with this rating.

NB: Fifth Third Historical

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

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

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

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Fourth Quarter Highlights

		Increase over Q4 99
EPS	\$.50	19.0%
Net		
Income\$236,402,00018.2ROA2.11%11.1ROE20.6%6.7Overhead		
Ratio42.2%5.7Capital		
Ratio10.24%4.3		

Fifth Third was named the #1 Bank in *Forbes* Magazine's Platinum 400 list
N.B. EPS defined as operating earnings per diluted share. All calculations exclude one-time charges. Capital ratio defined as average gap equity to average assets

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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	\$ 11.7	\$ 8.0	100	G. Schaefer, Jr	28
Grand Rapids 10.17.9155K.					
Kabat OK Affiliate					
(c)Chicago 9.26.7117B.					
Stamper (a)14OK					
Affiliate Southern					
Indiana5.12.458J. Daniel					
(b)1Dayton4.92.865D.					
Sadlier9 Detroit 4.63.074P.					
Fehring (a)20OK					
Affiliate Columbus4.12.559T.					
O'Dell Toledo4.12.644B.					
Sullivan (b)1Central					
Indiana3.92.682M.					
Alley14Cleveland3.72.475R.					
King24 Northern					

Michigan 1.51.122J.
Pelizzari OK
Affiliate Louisville 2.01.040J.
 Gaunt 31 Northern
 Kentucky 1.30.928T.
 Rawe 24 Arizona 1.00.411B.
 Robert
 (b) 2 Lexington 1.00.417S.
 Barnes 6 Ohio
 Valley 1.00.623S.
 Greenlee 10 Florida 0.50.310C.
 Kvetko 12

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

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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 AMRO	37.736	910.33	Fifth
	Third	29.662	88.14	National
	City	21.647	75.95	KeyCorp
		17.519	64.8	

** 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).

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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

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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:

	<u>FITB</u>	<u>OK</u>
% of Employees Owning Shares	77%	33%
# of Officers Receiving Options 2,250,175		
Employees & Directors 9.7% 6.5%		

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Market Confidence

Moody s upgrade in September from **A1 to Aa3**. One of only a handful of bank holding companies with this rating.

Stock Performance:

	<u>1 year</u>	<u>5 year</u>	<u>10 year</u>	<u>20 year</u>
FITB	24%	35%	32%	30%
S&P				
500-9% 20% 24% 13%				

* N.B. All returns as of 12/31/00

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%	>
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	1989	0.97%	1.82%	>

* Thrift Institution

Combined Balance Sheet

Dollars in millions.

	Fifth Third	Old Kent	Pro Forma
Cash & Securities	\$ 16,812	\$ 4,672	\$ 21,484
Gross Loans	25,952	16,606	42,558
Allowance for Loan Losses	(383)	(226)	(609)
Other Assets	3,476	2,790	6,266
Total Assets	\$45,857	\$23,842	\$69,699

Deposits\$30,948\$17,410\$48,358Other
 Liabilities9,8454,56114,406Capital
 Securities173100273Total
 Equity4,8911,7716,663

 Total Liabilities &
 Equity\$45,857\$23,842\$69,699

N.B. Financial data as of December 31, 2000.

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)11.32002 with Phased-in Synergise (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

Stable Credit Quality

Fifth Third (Pro-Forma) 4th Quarter Credit Statistics

Non Accrual Loans \$ 174,250
 Renegotiated
 Loans 1,603 Other Real
 Estate Owned 24,685

Total
Non-Performing \$200,538 **Net**
Charge-Offs \$34,945

Fourth
 Quarter
 Industry
 Average

Non-Performing Assets
 as a % of Loans, Leases
 &
 OREO .47% .76%* Reserve
 Balance /
 NPAs 3.46x 1.91x** Net
 Charge-Offs as a % of
 Average Loans & Leases
 Outstanding .33% .56%*

* Industry average calculated on reported Q4 2000 results of ASO, BAC, BK, ONE, BBT, JPM, FTN, FTU, FSR, FBF, HBAN, KEY, MEL, PNC, RGBK, SOTR, STT, SUB, STI, SNV, TCB, USB, UPC, WB, WFC.

** Lehman Brothers 4Q00 Bank Composite Average

Commercial Loan Summary

Auto dealers	Wholesale trade	Other	Real Estate	Service Industries	Construction Co's	Manufacturing
6%	5%	26%	20%	17%	8%	18%

Average obligation at 2000 year end was \$316 K

Average obligor exposure was less than \$505 K

Consistent & Balanced Loan Portfolios

Fifth Third

Construction	Commercial Mtg	Commercial Loans & Leases	Residential Mtg	Home Equity	Credit Cards	Other Consumer
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6% 11% 34% 17% 11% 1% 20%

Pro Forma

Construction	Commercial Mtg	Commercial Loans & Leases	Residential Mtg	Home Equity	Credit Cards	Other Consumer
7%	14%	32%	14%	16%	1%	16%

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Ongoing Superior Performance Measures

	LTM - 12/00	Fifth Third	Old Kent	Pro Forma Combined ⁽¹⁾
ROAA	20.02%	1.98%	1.46%	1.95%
ROACE	20.82%			
Efficiency Ratio ⁽²⁾	40.65%			
Tangible Common Ratio	9.42%	6.89%	8.55%	
Leverage Ratio	10.41%	7.26%	9.31%	

(1) LTM 12/31/00 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 12/31/00 excludes amortization of intangibles.

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FITB Continues to Deliver Industry-Leading Returns

ROE⁽¹⁾

1Mellon	25.8%
Financial Bank of New York	25.83%
US Bancorp (pro forma)	22.84%
FITB / OK	*21.75%
Northern Trust Corp	21.36%
Synovus Financial Corp	20.17%
BB&T Corp	20.08%
Comerica	19.99%
FleetBoston Financial	19.91%
PNC Financial Serv	19.8%
1Mellon Financial	2.15%
2US Bancorp	

(pro forma)
 *2.063FITB
 / OK
 *1.954Synovus
 Financial
 Corp1.955Bank
 Of New
 York1.836Comerica1.817Wells
 Fargo1.788PNC
 Financial
 Serv1.769FleetBoston
 Financial1.6310National
 City
 Corp1.49 **Efficiency**1FITB
 / OK
 *42.1%2US
 Bancorp
 *42.43First
 Union45.34Comerica46.75BB&T
 Corp47.16Bank
 of New
 York49.67Bank
 of
 America50.78Wachovia
 Corp.51.89Wells
 Fargo53.010SunTrust
 Banks,
 Inc55.1 **LT**
Growth1FITB
 /
 OK16.0%2Synovus
 Financial
 Corp15.03State
 Street
 Corp14.74US
 Bancorp
 (pro
 forma)14.05Wells
 Fargo13.06Bank
 of New
 York13.07Mellon
 Financial13.08Northern
 Trust
 Corp13.09FleetBoston
 Financial12.010BB&T
 Corp12.0

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 and IDD Information Services

* 12/31/00 LTM combined financial data adjusted to reflect 100% of announced cost savings

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

		<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
1.	Bank One Corp	\$12,333	219	17.5%
2.	National City Corp.			
	FITB /			
	Old National Bancorp			
	1st Source Corp.			

Illinois

Population 12.1 million
National Rank 5th

		<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
1.	Bank One Corp	\$30,166	244	13.8%
2.	ABN AMRO			
	Bank of Montreal			
	Northern Trust Corp.			
	FITB /			
	OK			

Ohio

Population 11.2 million
National Rank 7th

<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
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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				
Bancorp	9,0343075.8			

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 /				
OK	10,6042699.44.			
National City				
Corp.	10,0402758.95.			
ABN				
AMRO	9,2681518.2			

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	4,0361348.43.			
Bank				
One	3,995688.34.			
PNC				
Bank	3,322566.95.			
Fifth				
Third	2,589975.4			

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

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

Significant potential for revenue and productivity improvements

	Fifth Third	Old Kent
- Net income per FTE	\$ 76.3k	\$ 39.4k
- Net revenue per FTE	\$211k	\$154k
- Efficiency ratio	42.2%	58.2%

Demonstrated performance with CNB acquisition

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

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Retail Banking

Getting our hands dirty

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Consumer Checking Campaign Integration

**Winter Wonderland
Consumer Checking Account
Campaign**

AFFILIATE	NEW ACCOUNTS		% of NEW	NEW
	NEW	GOAL		
	352	2,790	13%	1,632,88
798,45011,584,00033% Louisville	1,2527,98116%	4,288,62513,344,00032%	Florida	24985529%2,099,7948,488,00025%
Columbus	1,47410,40514%	5,515,50724,990,0		
354,29323,120,00021% Northwest Ohio	8838,11311%	2,761,12216,528,00017%	Central	
3,058,74220,089,00015% Cincinnati	2,10815,15014%	5,934,13446,883,00013%	Northern	
4,44811,184,00012% Northeast Ohio	1,1524,72624%	2,640,58622,752,00012%	Southern	
622,28114,754,00011% Southwest	1791,03717%	1,063,74010,071,00011%	Lexington	3691,65722%652,5126,196,00011%
3686,00015% North Michigan	41,231,115235,000,00018%		West	
9%13,019,35028,815,31145% Illinois	1,00316,1336%	12,108,87444,069,73927%	East	

0%6,805,53229,320,84923%Indiana392,1042%53,5635,750,0001%

1%36,224,058111,987,90032%

1127,00013%77,455,173346,987,90022%

* As of January 19, 2001 Bancorp should be at 14.5% of the total goal.

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Retail Deposit Campaigns

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Direct Loan Campaigns

2001 1st Quarter Direct Loan Campaign

Bye Bye Bills As of January 19, 2001

Affiliate	New Loans			\$ Amounts		
	Actual	Goal	%	Actual O/S	Goal O/S	%
Northern Indiana	220	2,147	10%	5,829,230	34,507,000	17%
Cincinnati	2423,9606%	3,279,68273,416,0004%				
Louisville	751,7924%	1,418,49932,153,0004%				
Western Ohio	1572,9125%	2,131,52655,062,0004%				
Southwest	104932%	370,3879,723,0004%				
Southern Indiana	1782,4737%	1,612,44843,517,0004%				
Northwestern Ohio	781,9274%	1,242,01134,583,0004%				
Central Ohio	1082,8144%	1,566,90549,056,0003%				

Valley 521,031 5% 576,730 18,390,000 3% Central
Indiana 1133,180 4% 1,369,418 58,486,000 2% Central
Kentucky 1676 22% 402,376 17,353,000 2% Northern
Kentucky 421,214 3% 565,287 29,383,000 2% Northeastern
Ohio 793,797 2% 996,267 52,103,000 2% Florida 144 80% 10,161 7,268,000 0% Total

Fifth

Third 1,371 28,950 5% \$21,370,924 \$515,000,000 4% North

Michigan 1462,610,276 West Michigan 4667,987,601 East

Michigan 1733,949,037 Illinois 1994,415,159 Ft

Wayne 986,000 Total Old

Kent 993 11,900 8% \$19,048,073 \$221,789,000 9% Total

Campaign 2,364 40,850 6% \$40,418,997 \$736,789,000 5%

Bancorp should be at 5.2% of the total goal.

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Direct Loan Campaign

Special Offers

Line: Introductory rate and Prime +0% for life

Loans: \$99 Payment and 120 days deferred payment option

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The Results

Year-Over-Year

Demand deposits and interest checking balances increased by eleven and eight percent, respectively.

Consumer demand deposits increased by 17 percent

Retail deposit service charges increased by 31 percent.

Direct installment loan balances increased by 20 percent, fueled by annual originations of \$2.5 billion compared to \$2.0 billion a year ago.

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Commercial Banking

That wouldn't be happiness to see me ...

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Commercial Deposit Campaigns

2000 2001 Commercial Deposit Campaign

**Hawaii Five Three
Campaign to date 5/01/00 12/31/00**

<u>Affiliate</u>	<u>New Account Production AccountsBalance</u>	<u>Total Balance Deposits</u>	<u>Change in Total Balance Deposits</u>	<u>% of Goal Account Balance</u>	<u>Pace Balance</u>
Northern Kentucky	209 6,456,187	80,234,162	16,687,854	99.52	158.93 65.38
Louisville1909,383,35688,184,85121,736,66652.78120.7665.38Cincinnati1,194112,467,1151,088,416,300254,521,90741.89111.6365.38Central					
Kentucky878,326,58357,646,88310,012,32148.33111.2565.38Central					
Ohio50920,141,279142,355,80535,213,97164.2788.9265.38Florida875,114,65628,311,6854,574,87680.5684.7265.38Northwestern					
Ohio17918,489,506141,457,84123,301,23031.0880.9165.38Western					
Ohio29610,538,152185,904,89215,723,02453.6256.9765.38Northeastern					
Ohio30011,739,61399,786,41718,976,74943.1054.5365.38Northern					
Indiana2396,219,3936,219,3936,219,39352.4127.2865.38Central					
Indiana1719,377,857102,107,80111,002,99116.1920.8465.38Ohio					
Valley605,291,42049,682,0371,689,07627.7815.6465.38Southern					
Indiana1068,052,8727,693,9737,693,9737.6011.2565.38Southwest984,97114,887,59114,887,59118.75(11.99)65.38Total					
Bancorp3,634\$231,324,0612,092,889,631\$427,066,15538.38%76.41%65.38%					

Commercial Deposit Campaigns

**2000 2001 Commercial Deposit Campaign
Hawaii Five-Three**

<u>Rank</u>	<u>Officer</u>	<u>Affiliate</u>	<u>New Production Accounts Balances</u>	<u>Change in Total Balance</u>	<u>Total Balance</u>	<u>% of Goal Total Balance</u>
2H.	Marty Orr	Northwestern Ohio	14 11,055,862	11,849,114	1184.91%	1184.91%
LairLouisville102,472,67022,441,8951122.09%1122.09%3David						
GordleyCincinnati8828,272,90539,766,819611.80%611.80%4Terry						
LyonsCincinnati1210,094,46524,199,597604.99%604.99%5Ted						
BergeCentral						
Kentucky322,644,2087,007,823545.05%545.05%6Ted						
LapeCentral						
Ohio498,709,77015,852,595528.42%528.42%7Dan						
KlusCincinnati961,458,32633,098,640509.21%509.21%8Jennifer						
GrayCincinnati3613,884,47614,070,319469.01%469.01%9Mic						
CooneyNorthern						
Kentucky1189,4925,861,843390.79%390.79%10Lamont						
ThurstonWestern						
Ohio521,294,3157,452,778372.64%372.64%11Andy						
HauckCincinnati4810,504,26127,787,642370.50%370.50%12Bill						
CarrollCincinnati273,619,64710,479,725349.32%349.32%13Tom						
PartridgeCincinnati14216,92913,859,899346.50%346.50%14Lori						

Geier Cincinnati 261,774,254 9,832,000 327.73% 327.73% 15 Jim

Byrnes Northeastern

Ohio 152 96,176 4,789,453 319.30% 319.30% 248 WORK

IN

PROGRESS Louisville 177 74,544 (2,173,223) -144.88% -144.88% 249 Ohio

Valley (1,487,349) -148.73% -148.73% 250 Western

Ohio 463,492 (4,464,096) -148.80% -148.80% 251 Cincinnati 742 2,965 (3,226,723) -161.34% -161.34% 252 Louisville 341,058,516 (3,122,567) -208.17% -208.17%

Indiana 453 4,699 (1,264,117) -378.52% -378.52% 254 Central

Indiana 242,426 (508,776) -380.86% -380.86%

The Results

Year-Over-Year

Average Commercial deposits increased 11 percent

Business 53 account balances increased 28 percent

Commercial checking service charges increased 59 percent

International service charges increased 336 percent

Thank You

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.

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.

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