

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

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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
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Fifth Third Bank
The Growth Story Continues...

December 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 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.

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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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- II. Why Old Kent?
- III. Integration
- IV. Revenue

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Stand For

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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.*

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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

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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

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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

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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

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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	37.73	6910.33	Fifth
4	Third	29.66	288.14	
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).

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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.			
	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

		<u>Deposits</u>	<u>Branches</u>	<u>Market Share</u>
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	1348.43	
	Bank One	3,995	688.34	
	PNC Bank	3,322	566.95	
	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).

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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 longstanding shareholder and customer focus

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

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

LTM - 9/00	Fifth Third	Old Kent	Pro Forma Combined (1)
ROACE	20.0%	20.7%	21.8%
ROAA 1.941.471.93			
Efficiency Ratio ⁽²⁾ 41.356.642.9			
Tangible Common			
Ratio 8.91% 6.50% 8.09%			
Leverage Ratio 9.997.249.04			

⁽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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Fifth Third's Proven Integration Experience

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

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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

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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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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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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 ()				
19991.421.50>9.9%Northern Indiana (
) 19991.001.33>Western Ohio				
(CitFed*) 19980.871.644.7Columbus,				
Ohio (State SB*)				
19981.262.085.4Louisville, Kentucky				
(Cumberland*)				
19940.851.624.1Northwestern Ohio				
19890.972.1820.1				

* Thrift Institution

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Revenue Opportunities

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

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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

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.*

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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
2.	California	2,137	>2. Michigan
	296	>3. Ohio	1,141
	>3. Ohio	200	4. Illinois
	168	5. Texas	939
	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				
16,408				
378				
10.53.				
National City				
Corp.15,624				
349				
10.04.				
Bank One				
Corp.15,168				
276				
9.75.				
US				
Bancorp9,034				
307				
5.8				

Michigan

Population 9.8 million
National Rank 8th

		Deposits	Branches	Market Share
1.	Bank One Corp	\$ 18,008	259	15.9%
2. Comerica				
Inc.16,053				
251				
14.23.				
FITB /				
OK10,604				
269				
9.44.				
National City				
Corp.10,040				
275				
8.95.				
ABN				
AMRO9,268				
151				
8.2				

Illinois

Population
National Rank 12.1 million
5th

		Deposits	Branches	Market Share
1.	Bank One Corp	\$ 30,166	244	13.8%
2. ABN				
AMRO23,260				
122				
10.63.				
Bank of				
Montreal15,813				
134				
7.24.				
Northern Trust				
Corp.8,285				
173.85.				
FITB				
/ OK6,718				
943.1				

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Proforma Fee Income Comparison

	Business	Percentage
Fifth Third		
Fee Revenue	Total Fee	
Revenue	37% Interest	
Revenue	Mortgage	
Banking	4% Interest	
Revenue	Investment	
Advisory	2% Interest	
Revenue	Other 2% Interest	
Revenue	Commercial	
Banking	20% Interest	
Revenue	Retail	
Banking	35% Old	
Kent	Fee Revenue	Total
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% Interest	
Revenue	Commercial	
Banking	19% Interest	
Revenue	Retail	
Banking	37%	

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

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More Products = Revenue Opportunity

Midwest Payment Systems	>>	>	New markets for business growing revenues at 30% annually
>Significant MPS Chicago customer base			
Commercial Foreign 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			

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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

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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		
ratio41.3%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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Long Performance History

I.	Continuing Industry Leading Returns
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	Market
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	Valuation

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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

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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:

		FITB	OK
	% of Employees Owning Shares	77%	33%
# of Officers			
Receiving			
Options	2,250		
1,750 %			
ownership by			
Employees &			
Directors	9.7%		
6.5%			

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Market Confidence

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

Stock performance:

	FITB	S&P 500	Industry*
1-year	34.8%	13.3%	-1.1%
5-year	38.6%	21.7%	15.3%
10-year	34.5%	19.4%	16.7%
20-year	30.0%	16.7%	

* S&P Bank Index total return (BIXK)

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

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Trading Volume and Market Capitalization

Dollars in billions.

	Rank	Institution	Avg Daily Trading Volume	Market Cap
Fifth Third	1	JP Morgan Chase	7,507	\$74.1
currently				
2 Bank				
Of America				
Corp	5,712			
72.6				
averaging				
3				
Bank				
One	4,262			
42.32				
455 million				
4				
Wells Fargo &				
Co.	4,042			
83.6				
shares				
per day				
5				

FleetBoston
Financial2,82838.86
First Union
Corp2,76026.07U.S.
Bancorp2,63734.0>8
Bank of New
York2,01743.19Mellon
Financial1,83724.010Fifth
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.

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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	ate1.84x1.62x2.54x2.36x2.68x2.48x1.59x2.40x2.32x2.07x1.91x1.47x1.57x												

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)

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Thank You