

FEDERAL RESERVE SYSTEM

Old Kent Bank, National Association
Jonesville, Michigan

Old Kent Bank
Grand Rapids, Michigan

Order Approving Membership in the
Federal Reserve System and Merger of Banks

This proposal represents an internal reorganization by Fifth Third Bancorp, Cincinnati, Ohio (“Fifth Third”), after its acquisition of Old Kent Financial Corporation, Grand Rapids, Michigan (“Old Kent”).¹ The reorganization would realign geographically the branches of three subsidiary banks. Old Kent Bank, National Association, Jonesville, Michigan (“OKB-NA”), would convert to an Indiana banking charter, become a member of the Federal Reserve System, merge with another subsidiary bank of Fifth Third, and acquire certain branches in Indiana from Old Kent Bank, Grand Rapids, Michigan (“OKB”).² OKB would acquire certain branches in Illinois, Indiana, and Michigan from OKB-NA.³ Accordingly, OKB-NA has applied under section 9 of the Federal Reserve Act (12 U.S.C. § 321) to become a member of the Federal Reserve System on consummation of its conversion

¹ See Fifth Third Bancorp, 87 Federal Reserve Bulletin – (2001) (Order dated March 12, 2001) (“Fifth Third Order”).

² OKB-NA would change its name to Fifth Third Bank, Indiana, and relocate its headquarters to Indianapolis, Indiana. OKB-NA would operate branches in most of Indiana and portions of southern Illinois and northern Kentucky.

³ OKB, under the name Fifth Third Bank, Michigan, would operate branches in Michigan, northwestern Indiana, and the Chicago, Illinois, metropolitan area. The branches to be acquired by OKB-NA and OKB are listed in Appendices A and B, respectively.

to an Indiana banking charter. OKB-NA also has applied under section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. § 1828(c)) (Bank Merger Act) for approval, after its conversion and relocation, to merge with Fifth Third Bank, Indiana, St. Joseph, Michigan ("FTBI"), and to acquire certain branches from OKB. In addition, OKB has applied under the Bank Merger Act to acquire certain branches from OKB-NA.

Notice of the applications, affording interested persons an opportunity to submit comments, has been given in accordance with the Bank Merger Act and the Board's Rules of Procedure (12 C.F.R. 262.3(b)). As required by the Bank Merger Act, reports on the competitive effects of the merger were requested from the United States Attorney General and the other federal banking agencies. The time for filing comments has expired, and the Board has considered the applications and all the facts of record in light of the factors set forth in the Bank Merger Act and Federal Reserve Act.

Fifth Third, with total consolidated assets of approximately \$70.8 billion, is the 21st largest commercial banking organization in the United States.⁴ Fifth Third operates subsidiary depository institutions in Arizona, Florida, Kentucky, Illinois, Indiana, Michigan, and Ohio. As noted, the proposal would reorganize three of Fifth Third's subsidiary banks.

Riegle-Neal Analysis

Section 102 of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (Pub. L. No. 103-328, 108 Stat. 2338 (1994)) (Riegle-Neal Act) authorizes banks to conduct an interstate merger with another bank unless, before June 1, 1997, the home state of one of the banks involved in the transaction adopted a law expressly prohibiting merger

⁴ Asset and ranking data are as of June 30, 2000.

transactions involving out-of-state banks.⁵ The Riegle-Neal Act also authorizes the acquiring bank to retain and operate, as a main office or branch, any bank offices of the acquired bank.⁶

All the states involved in the proposal (Illinois, Indiana, Kentucky, and Michigan) enacted legislation before June 1, 1997, allowing interstate mergers between banks located in their states and out-of-state banks pursuant to the provisions of the Riegle-Neal Act.⁷ In light of the foregoing, the Board is authorized to approve the proposal under the Riegle-Neal Act.⁸

Financial, Managerial, and Other Supervisory Considerations

As noted above, this case involves a reorganization of affiliated banks. The Board has concluded that consummation of the proposal would not have any significantly adverse effects on competition or on the

⁵ 12 U.S.C. § 1831u(a)(1).

⁶ 12 U.S.C. § 1831u(d)(1).

⁷ See 205 Ill. Comp. Stat. Ann. 10/3.071(i)(1) (West 2000); Ind. Code Ann. § 28-2-16-17 (Michie 2000); Ky. Rev. Stat. Ann. § 287.920 (Michie 2000); and Mich. Comp. Laws § 23.710(11104) (8) (2000).

⁸ All the conditions for an interstate merger enumerated in the Riegle-Neal Act are met in this case. The Indiana banking supervisor has determined that OKB-NA, on its conversion, would satisfy the minimum charter age requirement of Indiana law. See Ind. Code Ann. § 28-2-16-17-20.1(d)(3). No other state relevant to the proposal has a minimum charter age requirement. Both OKB-NA and OKB are adequately capitalized and would continue to be adequately capitalized and adequately managed on consummation of the proposal. Concentration limits on nationwide or statewide deposits would not apply in this case because it is an internal reorganization. 12 U.S.C. § 1831u(b)(2)(E). Fifth Third has notified the appropriate state banking agencies of the proposed reorganization and has provided a copy of its applications to all the relevant state agencies.

concentration of banking resources in any relevant banking market.⁹ In its review of the proposal under the Bank Merger Act, the Board also has considered the financial and managerial resources and future prospects of the financial institutions involved. The Board has reviewed these factors in light of the facts of record, including public comments, supervisory reports of examination assessing the financial and managerial resources of OKB-NA, OKB, and FTBI, and other information provided by Fifth Third. Based on all the facts of record, including the fact that the proposal represents the reorganization of banking operations already under common control, the Board concludes that the financial and managerial resources and future prospects of OKB-NA, OKB, and FTBI are consistent with approval of the proposal.

Convenience and Needs Considerations

In acting on a proposal under the Bank Merger Act, the Board is required to consider the effects of the proposal on the convenience and needs of the communities to be served and take into account the records of the relevant insured depository institutions under the Community Reinvestment Act ("CRA").¹⁰ The CRA requires the federal financial supervisory agencies to encourage financial institutions to help meet the credit needs of local communities in which they operate, consistent with safe and sound operation, and requires the appropriate federal supervisory agency to take into account an institution's record of meeting the credit needs of its entire community, including low- and moderate-income ("LMI") neighborhoods, in evaluating bank expansion proposals. The Board has

⁹ See Fifth Third Order for a discussion of the competitive effects of the acquisition of Old Kent by Fifth Third.

¹⁰ 12 U.S.C. § 2901 et seq.

considered carefully the convenience and needs factor and the CRA performance records of the relevant insured depository institutions in light of all the facts of record, including a public comment received concerning the record of OKB in meeting the credit needs of African Americans in Chicago.

A. CRA Performance Examinations

As provided in the CRA, the Board has evaluated the convenience and needs factor in light of examinations by the appropriate federal supervisors of the CRA performance records of the relevant institutions. An institution's most recent CRA performance evaluation is a particularly important consideration in the applications process because it represents a detailed, on-site evaluation of the institution's overall record of performance under the CRA by its appropriate federal supervisor.¹¹

OKB, OKB-NA, and FTBI each received a "satisfactory" rating at the most recent examination of their CRA performance.¹² Examiners found no evidence of prohibited discrimination or other illegal credit practices at any of the insured depository institutions involved in the proposal; found no violations of substantive provisions of fair lending laws; and, in general, commended these institutions for their distribution of loans to borrowers at all income levels. Examiners also reviewed the assessment areas delineated by OKB, OKB-NA, and FTBI and did not conclude that any

¹¹ See Interagency Questions and Answers Regarding Community Reinvestment, 65 Federal Register 25,088 and 25,107 (2000).

¹² OKB received a "satisfactory" rating from the Federal Reserve Bank of Chicago, as of August 1999. OKB-NA received a "satisfactory" rating from the Office of the Comptroller of the Currency, as of April 1999. FTBI, which was named Civitas Bank, Evansville, Indiana, at the time of its most recent CRA performance examination, received a "satisfactory" rating from the Federal Reserve Bank of Chicago, as of August 1999.

of their assessment areas were unreasonable or arbitrarily excluded LMI areas.¹³

B. OKB's Lending and Community Investment Record

The Board has received a comment criticizing OKB's record of residential and commercial lending to African Americans in Chicago. The commenter alleged that OKB and its subsidiary, Old Kent Mortgage Company, Grand Rapids, Michigan ("OKMC"), subjected African-American loan applicants in Chicago to more rigorous processing procedures and higher down payment requirements than were applied to nonminority loan applicants, and that OKB did not provide its branch managers and loan officers in African-American neighborhoods in Chicago with sufficient lending authority to serve their communities. As a result, according to the commenter, loan applications by African Americans and African-American-owned businesses were more frequently reviewed outside the applicant's community.¹⁴ The commenter also claimed that OKB denied a majority of the commercial loan applications it received from African-American-owned

¹³ The Board in the Fifth Third Order recently considered in detail the CRA performance records of all the subsidiary banks of Fifth Third and Old Kent, including OKB, OKB-NA, and FTBI. For the reasons stated therein, the Board found that the CRA performance records of OKB, OKB-NA, and FTBI supported the acquisition of Old Kent under the convenience and needs factor of the Bank Holding Company Act, which is identical to the convenience and needs factor of the Bank Merger Act.

¹⁴ The commenter also criticized OKB's record of hiring, promoting, and compensating African Americans, and alleged that African Americans were underrepresented at OKB among lending officials, loan underwriters, and senior officers. The Board has noted previously that the racial composition of a company's workforce and a company's compensation of members of racial groups are not among the factors that the Board is authorized to consider among convenience and needs factors. See Deutsche Bank AG, 85 Federal Reserve Bulletin 509 (1999).

businesses in Chicago and that OKB's investment in government-sponsored housing for minorities in low-income areas in Chicago was insufficient.

In addition to the most recent CRA performance examination and overall CRA performance record of OKB, the Board has considered OKB's residential and commercial lending record and community investment record in its Chicago assessment area in 1998, 1999, and 2000; the policies and procedures in place at OKB to ensure compliance with fair lending laws; and OKB's procedures for originating and underwriting residential, multifamily, and small business loans.¹⁵

OKB and OKMC offer numerous proprietary, governmental, and conventional mortgage products to provide LMI borrowers with affordable home ownership. From 1998 through 2000, OKMC participated in a number of government-sponsored affordable mortgage programs that generally feature low down payments and flexible debt ratios for qualified buyers.¹⁶ During this three-year period, through affordable mortgage programs, OKMC originated 1,247 loans, totaling approximately \$149 million, in LMI census tracts and 3,637 loans, totaling approximately

¹⁵ This review included an examination of the fair lending policy statement adopted by the board of directors of Old Kent and OKB in June 2000; OKB's fair lending plans that govern its consumer and business lending operations; OKB's consumer compliance guide and training materials; OKB's consumer loan guidelines; and various underwriting standards and training materials.

¹⁶ OKMC participated in programs sponsored by the Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, Federal Housing Administration, U.S. Department of Housing and Urban Development ("HUD"), Veterans Administration, the State of Illinois, and the City of Chicago.

\$361 million, to LMI individuals in OKB's Chicago assessment area.¹⁷ OKMC was the largest participant in 2000 in Chicago's City Mortgage Program, which encourages first-time homebuyers in designated LMI areas by offering fixed below-market interest rates and down payment assistance. From 1997 to 1999, OKB and OKMC increased their loan applications from minorities in the Chicago MSA almost 137 percent, compared with a 6-percent increase in loan applications from nonminority applicants.

Small business lending data for OKB in the Chicago Metropolitan Statistical Area ("MSA") for 1998 through 2000 also compare favorably with the data for lenders in the aggregate.¹⁸ In 1998, OKB originated a higher percentage of its small business loans in minority census tracts in the Chicago MSA than did lenders in the aggregate, and in 1998 and 1999, OKB loaned a higher percentage of the total dollar volume of its small business loans in minority census tracts than did lenders in the aggregate.¹⁹ Similarly, OKB made a higher percentage of its loans to small businesses in minority census tracts in the Chicago MSA, as measured by both the percentage of total loans to small businesses and the percentage of the total

¹⁷ The commenter alleged that OKB staff has directed African Americans away from the Historic Chicago Bungalow Initiative ("Bungalow Initiative"), a city-sponsored program that encourages the restoration of bungalow-style homes in Chicago and provides special opportunities and incentives to LMI families. Fifth Third noted that OKMC began to participate in the Bungalow Initiative in late 2000, and that data on borrowers are not available.

¹⁸ The aggregate represents the cumulative lending to borrowers for all institutions that have reported small business lending data in counties that are included, in whole or in part, in OKB's Chicago assessment area. Aggregate data for 2000 is not yet available.

¹⁹ In this context, "small business loans" means loans in amounts of less than \$1 million.

dollar volume of loans to small businesses, for 1998 and 1999.²⁰ Lending volumes for OKB in 2000 were comparable to its lending volumes in 1998 and 1999. In 2000, OKB was the fourth largest lender in Illinois under programs sponsored by the Small Business Administration ("SBA"). OKB also participates in the Capital Access Program to provide loans to business owners who do not qualify for SBA loans. The program offers loan portfolio insurance to participating lenders, thereby allowing them to consider loans outside their conventional risk parameters.

At the most recent examination of OKB's CRA performance, examiners cited several programs in which OKB supported the development of affordable housing for LMI households. Examiners noted that OKB, since its previous examination, made a \$5.9 million loan under the HUD Section 220 program that assisted in providing 224 units of affordable housing in a low-income census tract in Chicago. OKB advanced \$484,000 to the Community Investment Corporation under commitments totaling \$8.7 million for the rehabilitation of multifamily residential housing projects in Chicago, and funded \$162,000 of a \$300,000 commitment to Neighborhood Services of Chicago, Inc., an organization dedicated to rebuilding LMI neighborhoods in Chicago. In addition, examiners stated that OKB invested approximately \$9.6 million in four partnerships established to build or rehabilitate affordable housing in LMI neighborhoods in the Chicago MSA.

The record indicates that Old Kent has policies, procedures, and training programs in place to ensure that the same processing procedures and underwriting standards are applied to all home mortgage loan applications.

²⁰ In this context, "loans to small businesses" means loans to businesses with gross annual revenues of \$1 million or less.

In Chicago, all purchase mortgage loans and all home equity loans made in connection with purchase mortgage loans are originated by OKMC, and these applications are underwritten at a central office in OKB's Chicago assessment area. All such applications that are not approved in their initial review receive a second review at the OKMC office where the application was received.²¹ In addition, OKMC uses software to analyze underwriting patterns, including matched pair analysis, to ensure that similarly situated applicants receive the same treatment.

Old Kent also requires all employees involved in any aspect of the loan application process to receive annual training designed to achieve familiarity with the requirements of federal and state fair lending laws and regulations. Included among the training materials are detailed analyses of applicable laws and regulations and internal rules concerning loan application evaluation, notice to applicants regarding bank action on an application, and the collection and maintenance of regulatory data under state and federal fair lending laws. The fair lending plan also provides for a compensation structure that does not discourage loan officers from working with lower-income applicants, are unfamiliar with the lending process, or request smaller loans.

OKB also employs commercial lending procedures that are intended to provide consistent documentation requirements, underwriting,

²¹ All other home equity loan applications are originated by OKB through its branches and by telephone at its Direct Banking Center in Grand Rapids, Michigan. These applications, unlike those received by OKMC, are sent electronically to OKB's central underwriting department in Grand Rapids for underwriting. The central underwriting department also performs a second review when requested by the originating OKB branch. Senior officers in the bank's Chicago assessment area may approve home equity loan applications that are not approved by underwriters in Grand Rapids.

and portfolio management. Although branch personnel and business banking specialists rely on OKB's business banking center in Grand Rapids to underwrite loan requests up to \$200,000, these officers may appeal any adverse decision to designated managers in the Chicago assessment area, who have ultimate approval authority for all such loans. Businesses with credit needs of \$200,000 to \$5 million are served by relationship managers with loan approval authority up to specified lending limits. Relationship managers assigned to business banking centers that serve LMI census tracts appear to have lending authority comparable to that of other specialists. All applications from businesses in the Chicago assessment area for loans of \$200,000 to \$5 million are underwritten, approved, and closed in the assessment area.

Loan applications for multifamily housing are originated by OKB branches as residential loans for structures with one to four housing units and as commercial loans for larger structures. If loan applications for larger multifamily housing cannot be approved as commercial loans, OKB seeks interested third parties to fund them.

C. Conclusion on Convenience and Needs

In reviewing the effects of the proposal on the convenience and needs of the communities to be served, the Board has carefully considered the entire record, including the information provided by the commenter; Home Mortgage Disclosure Act (12 U.S.C. § 2801 *et seq.*) data and other data concerning the overall lending record of OKB, OKMC, and other institutions in OKB's Chicago assessment area; evaluations of the CRA performance of OKB, OKB-NA, and FTBI; additional information provided by Fifth Third; and confidential supervisory information. Based on all the facts of record and for the reasons discussed above, the Board concludes that considerations relating to the convenience and needs factor, including the

CRA performance records of the relevant depository institutions, are consistent with approval of the proposal.

Conclusion

Based on the foregoing and in light of all the facts of record, the Board has determined that the Bank Merger Act applications should be, and hereby are, approved.²² The Board also has considered the factors it is required to consider when reviewing an application pursuant to section 9 of the Federal Reserve Act and finds those factors to be consistent with approval. The Board's approvals are specifically conditioned on compliance by Fifth Third, OKB-NA, and OKB with all commitments made in connection with the applications, including the commitments discussed in

²² The commenter requested that the Board hold a public meeting or hearing on the proposal. The Bank Merger Act does not require the Board to hold a public meeting or hearing on an application. Under its rules, the Board may, in its discretion, hold a public meeting or hearing on an application to acquire a bank if a meeting or hearing is necessary or appropriate to clarify factual issues related to the application and to provide an opportunity for testimony. 12 C.F.R. 262.25(d). The Board has considered carefully commenter's requests in light of all the facts of record. In the Board's view, commenter has had ample opportunity to submit his views, and his submitted written comments have been considered carefully by the Board in acting on the proposal. The commenter's request fails to demonstrate why his written comments do not present his evidence adequately and fails to identify disputed issues of fact that are material to the Board's decision that would be clarified by a public meeting or hearing. For these reasons, and based on all the facts of record, the Board has determined that a public meeting or hearing is not required or warranted in this case. Accordingly, the request for a public meeting or hearing on the proposal is denied.

The commenter also requested that the Board postpone consideration of this case and conduct an investigation of OKB's lending policies to African Americans from 1998 to the present. For the reasons discussed above, the Board believes that the record in this case concerning the lending practices of OKB, including OKMC, OKB-NA, and FTBI, is sufficient to support Board consideration of the proposal at this time and that postponement of the Board's consideration is not warranted.

this order. These commitments are deemed to be conditions imposed in writing by the Board in connection with its findings and decision and, as such, may be enforced in proceedings under applicable law.

The bank merger proposal and branch purchase and assumption proposals involving OKB-NA, OKB, and FTBI may not be consummated before the fifteenth calendar day after the effective date of this order, and the proposal may not be consummated later than three months after the effective date of this order, unless such period is extended for good cause by the Board or the Federal Reserve Bank of Cleveland, acting pursuant to delegated authority.

By order of the Board of Governors,²³ effective May 14, 2001.

(signed)

Robert deV. Frierson
Associate Secretary of the Board

²³ Voting for this action: Chairman Greenspan, Vice Chairman Ferguson, and Governors Kelley, Meyer, and Gramlich.

Appendix A

Old Kent Bank, National Association

1. Branches to Be Acquired from Fifth Third Bank, Indiana:

26 East Elm, Albion, IL
1310 West Main Street, P.O. Box 610, Carmi, IL
124 West Main, P.O. Box 448, DuQuoin, IL
200 North 3rd Street, P.O. Box 507, Effingham, IL
2 North Vine, Harrisburg, IL
10 Seright Drive, Harrisburg, IL
1133 North Carbon, Marion, IL
312 North Main Street, Marion, IL
601 Market Street, P.O. Box 10, Mt. Carmel, IL
117 North 10th Street, Mt. Vernon, IL
4201 Broadway, Mt. Vernon, IL
1420 North 8th Street, P.O. Box 380, Vandalia, IL
3 North Baldwin, Bargersville, IN
1 Village Square, Batesville, IN
3415 West 3rd Street, Bloomington, IN
3200 East 3rd Street, Bloomington, IN
530 East Kirkwood, Suite 103, Bloomington, IN
200 South Washington, Bloomington, IN
637 East National, Brazil, IN
905 North Green Street, Brownsburg, IN
411 Washington Street, Cannelton, IN
99 East Carmel Road, Carmel, IN
1217 Rangeline Road, Carmel, IN
3rd and Vine, P.O. Box 436, Clinton, IN
2117 25th Street, Columbus, IN
435 Washington Street, Columbus, IN
531 Central Avenue, Connersville, IN
206 West 30th Street, Connersville, IN
11201 East Upper Mt. Vernon Road, Evansville, IN
7312 Eagles Crest Blvd., Evansville, IN
3150 East Lynch Road, Evansville, IN
4550 1st Avenue, Evansville, IN
415 Lincoln Avenue, Evansville, IN
201 North Fulton, Evansville, IN
1250 North Green River Road, Evansville, IN

115 North Weinbach Avenue, Evansville, IN
20 Northwest 3rd Street, Evansville, IN
661 South Green River Road, Evansville, IN
2300 Stringtown Road, Evansville, IN
4700 University Drive, Evansville, IN
8600 University Drive, Evansville, IN
4209 Washington Avenue, Evansville, IN
2350 Washington Avenue, Evansville, IN
7272 Fishers Crossing Drive, Fishers, IN
811 East Mulberry, Ft. Branch, IN
307 South Grant Street, Fowler, IN
1160 North Main Street, Franklin, IN
I-70 & State Route 9, Greenfield, IN
1801 Greensburg Crossing, Greensburg, IN
314 West Main Street, Greensburg, IN
1168 North Bluff Road, Greenwood, IN
106 North St. Road 135, Greenwood, IN
295 Village Lane, Greenwood, IN
801 West Smith Valley Road, Greenwood, IN
Highway 68 & 6th Avenue, P.O. Box 218, Haubstadt, IN
5718 Crawfordsville Road, Indianapolis, IN
3805 East 82nd Street, Indianapolis, IN
6071 East 82nd Street, Indianapolis, IN
2411 East 71st Street, Indianapolis, IN
1036 East 62nd Street, Indianapolis, IN
6909 East 38th Street, Indianapolis, IN
2020 East County Line Road, Indianapolis, IN
4040 East Southport Road, Indianapolis, IN
5325 East Thompson Road, Indianapolis, IN
10450 East Washington Square, Indianapolis, IN
9365 East Washington Street, Indianapolis, IN
9835 Fall Creek Road, Indianapolis, IN
7921 South US 31, Indianapolis, IN
5692 Georgetown Road, Indianapolis, IN
8707 Hardigan Drive, Indianapolis, IN
2802 Lafayette Road #27, Indianapolis, IN
4940 Madison Avenue, Indianapolis, IN
8301 Michigan Road, Indianapolis, IN
120 Monument Circle, Indianapolis, IN
8549 North College Avenue, Indianapolis, IN
251 North Illinois, Indianapolis, IN
8120 Oaklandon Road, Indianapolis, IN

8150 Rockville Road, Indianapolis, IN
4202 South East Street, Indianapolis, IN
4810 South Emerson, Indianapolis, IN
851 West 86th Street, Indianapolis, IN
5025 West 71st Street, Indianapolis, IN
7365 West 10th Street, Indianapolis, IN
5615 West 38th Street, Indianapolis, IN
305 Highway 231 South, Jasper, IN
3650 North Newton, Jasper, IN
5 Executive, Suite A, Lafayette, IN
210 North 3rd Street, P.O. Box 1663, Lafayette, IN
373 West Eads Parkway, Lawrenceburg, IN
112 Franklin Street, Milan, IN
530 South Indiana Street, Mooresville, IN
112 East 3rd Street, P.O. Box 787, Mt. Vernon, IN
100 Commercial, Nashville, IN
8422 Bell Oaks Drive, Newburgh, IN
502 Main, New Harmony, IN
42 East Main Street, New Palestine, IN
215 US 31 North, New Whiteland, IN
7459 South Nineveh Road, Nineveh, IN
117 North Main Street, P.O. Box 97, Oakland City, IN
200 South Maple, Orleans, IN
103 South Main Street, P.O. Box 68, Owensville, IN
2101 Stanley Road, Plainfield, IN
19 West Main Street, Poseyville, IN
101 North Hart Street, P.O. Box 321, Princeton, IN
4000 Tulip Tree Drive, Princeton, IN
2820 West Broadway, Princeton, IN
US 41 North at Howard, Rockville, IN
25 West Christmas Blvd., P.O. Box 228, Santa Claus, IN
110 North Harrison Street, Shelbyville, IN
201 West Washington, Sullivan, IN
43 Highway 66 East, Tell City, IN
601 Main Street, Tell City, IN
1510 9th Street, Tell City, IN
1451 Fort Harrison Road, Terre Haute, IN
2511 Poplar Street, Terre Haute, IN
350 Wabash Avenue, Terre Haute, IN
55 West Honey Creek Drive, Terre Haute, IN
2400 Hart Street, P.O. Box 397, Vincennes, IN
103 South 6th Street, Vincennes, IN

7260 Main Street, P.O. Box 165, Wadesville, IN
4900 Aubrey Lane, Wadesville, IN
500 Sagamore Pkwy, West 1E, West Lafayette, IN
201 South Main Street, Dawson Springs, KY
102 East Main Street, Earlington, KY
418 Newman Circle, Eddyville, KY
300 2nd Street, Henderson, KY
2555 North US 41, Henderson, KY
1555 South Green Street, Henderson, KY
2600 Zion Road, Henderson, KY
540 Island Ford Road, Madisonville, KY
182 Madison Square Avenue, Madisonville, KY
1080 North Main Street, Madisonville, KY
149 South Main Street, P.O. Box K, Madisonville, KY
250 North Morgan, P.O. Box 349, Morganfield, KY
229 South Hopkinsville Road, Nortonville, KY

2. Branches to Be Acquired from Old Kent Bank:

334 North 2nd Street, Decatur, IN
101 North 2nd Street, Decatur, IN
132 East Berry Street, Ft. Wayne, IN
5611 Saint Joe Road, Ft. Wayne, IN
6128 Covington Road, Ft. Wayne, IN
720 East Dupont Road, Ft. Wayne, IN
6411 East State Road, Ft. Wayne, IN
1110 East Tillman Road, Ft. Wayne, IN
926 West State Blvd., Ft. Wayne, IN
1230 East Lincoln Highway, New Haven, IN

Appendix B

Old Kent Bank

1. Branches to Be Acquired from Old Kent Bank, National Association

A. Original Branches of Old Kent Bank, National Association:

10 South Broad Street, Hillsdale, MI
851 Old Street, Jonesville, MI

B. Original Branches of Fifth Third Bank, Indiana:

1701 West Gulf Road, Rolling Meadows, IL
302 Broadway, Chesterton, IN
310 East Joliet Street, Crown Point, IN
101 Main Street, Culver, IN
128 Halleck Street, Demotte, IN
37 Joliet, Dyer, IN
518 South Lake Street, Gary, IN
4511 West 5th Street, Gary, IN
12455 Adams Road, Granger, IN
2203 45th Street, Highland, IN
5100 Broadway, Highland, IN
701 West Old Ridge Road, Hobart, IN
1402 South Heaton Street, Knox, IN
3400 Central Avenue, Lake Station, IN
801 Monroe Street, Laporte, IN
6760 Broadway, Merrillville, IN
8590 Broadway, Merrillville, IN
126 East 4th Street, Michigan City, IN
3710 South Franklin Street, Michigan City, IN
310 Lane Street, North Judson, IN
6031 Central Avenue, Portage, IN
6050 US Highway 6, Portage, IN
301 North Van Rensselaer, Rensselaer, IN
1904 US 41, Schererville, IN
56 South Washington, Valparasio, IN
808 Vale Park Road, Valparasio, IN
101 West Monroe Street, Bangor, MI
1295 East Napier Avenue, Benton Harbor, MI

9047 US 31 South, Berrien Springs, MI
2384 84th Street SW, Byron Center, MI
6553 Paw Paw Avenue, Coloma, MI
6720 Red Arrow Highway, Coloma, MI
675 68th Street SW, Grand Rapids, MI
3320 Alpine NW, Grand Rapids, MI
2609 Breton Avenue, Grand Rapids, MI
6750 Cascade Road, Grand Rapids, MI
190 Monroe Avenue NW, Grand Rapids, MI
4495 Wilson Avenue, Grandville, MI
4672 Pine Street, Hamilton, MI
424 State Street, Hart, MI
392 136th Avenue, Holland, MI
245 Central Avenue, Holland, MI
10 East 9th Street, Holland, MI
1000 South Washington Avenue, Holland, MI
2855 Port Sheldon Street, Hudsonville, MI
600 Baldwin Drive, Jenison, MI
5300 Kalamazoo Avenue, Kentwood, MI
621 Dykstra Road, Muskegon, MI
880 1st Street, Muskegon, MI
3145 Henry Street, Muskegon, MI
877 Terrace Street, Muskegon, MI
1 West Buffalo Street, New Buffalo, MI
1002 East Main Street, Niles, MI
155 Marcell Drive, N.E., Rockford, MI
830 Pleasant Street, St. Joseph, MI
2915 South State Street, St. Joseph, MI
5639 Cleveland Avenue, Stevensville, MI
1788 West John Beers, Stevensville, MI
6810 West US 12, Three Oaks, MI
332 North Main Street, Watervliet, MI
211 South Mears Avenue, Whitehall, MI
146 East Main Street, Zeeland, MI
523 West Main Street, Zeeland, MI