

UNITED BANCORP INC /MI/
Form 425
January 08, 2014

Filed by Old National Bancorp

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: United Bancorp, Inc.

Commission File No.: 000-16640

The following slides relating to Old National Bancorp's pending acquisition of United Bancorp, Inc. are from a presentation given by executive officers of United Bancorp on January 8, 2014 to United Bancorp employees in Ann Arbor, Michigan. Robert G. Jones, President and Chief Executive Officer of Old National Bancorp, participated in this presentation.

* * *

Robert K. Chapman
and Todd C. Clark
January 8, 2014

Information for Investors

Communications in this document do not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. Old National Bancorp will file with the Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will include a proxy statement to be used by United Bancorp to solicit the required approval of its shareholders in connection with the proposed merger and will constitute a prospectus of Old National Bancorp. Old National Bancorp and United Bancorp may also file other documents with the SEC concerning the proposed merger. **INVESTORS AND SECURITY HOLDERS OF OLD NATIONAL BANCORP AND UNITED BANCORP ARE URGED TO READ THE PROXY STATEMENT AND PROSPECTUS REGARDING THE PROPOSED MERGER AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.** Investors and security holders may obtain a free copy of the proxy statement and prospectus and other documents containing important information about Old National Bancorp and United Bancorp, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Old National Bancorp will be available free of charge on Old National Bancorp's website at

www.oldnational.com

under

the

tab

Investor

Relations

and

then

under

the

heading

Financial

Information

or

from

United

by

accessing

United's

website

at

www.ubat.com

under

the

tab

Investor Relations

and then under the heading SEC Filings.

Participants in the Solicitation

Old National Bancorp, United Bancorp and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of United Bancorp in connection with the proposed transaction. Information about the directors and executive officers of Old National Bancorp is set forth in its proxy statement for its 2013 annual meeting of shareholders, which was filed with the SEC on March 15, 2013.

Information

about

the

directors

and

executive

officers

of

United

Bancorp

is

set

forth

in

its

proxy

statement

for

its
2013

annual meeting of shareholders, which was filed with the SEC on March 25, 2013. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and prospectus and other relevant materials to be filed with the SEC when they become available.

Forward-Looking Statements

This
presentation
contains
certain
forward-looking
statements
within
the
meaning
of
the
Private
Securities
Litigation
Reform
Act
of
1995.
These
statements

include,
but
are
not
limited
to,
descriptions
of
ONB's
and
United's
financial
condition,
results
of
operations,
asset
and
credit
quality
trends
and
profitability
and
statements
about
the
expected
timing,
completion,
financial
benefits
and
other
effects
of
the
proposed
merger.
Forward-looking
statements
can
be
identified
by
the
use
of
the
words

anticipate,
believe,
expect,
intend,
could
and
should,
and
other
words
of
similar
meaning.
These
forward-
looking
statements
express
management's
current
expectations
or
forecasts
of
future
events
and,
by
their
nature,
are
subject
to
risks
and
uncertainties
and
there
are
a
number
of
factors
that
could
cause
actual
results
to
differ

materially
from
those
in
such
statements.

Factors
that
might
cause
such
a
difference
include,
but
are
not
limited

to:
expected
cost
savings,
synergies
and
other
financial
benefits

from
the
proposed
merger
might
not
be
realized
within

the
expected
time
frames
and
costs

or
difficulties
relating
to
integration
matters
might
be

greater
than
expected;
the
requisite
shareholder
and
regulatory
approvals
for
the
proposed
merger
might
not
be
obtained;
market,
economic,
operational,
liquidity,
credit
and
interest
rate
risks
associated
with
ONB's
and
United's
businesses,
competition,
government
legislation
and
policies
(including
the
impact
of
the
Dodd-Frank
Wall
Street
Reform
and
Consumer
Protection
Act

and
its
related
regulations);
ability
of
ONB
and
United
to
execute
their
respective
business
plans
(including
ONB's
proposed
acquisitions
of
United
and
Tower
Financial
Corporation);
changes
in
the
economy
which
could
materially
impact
credit
quality
trends
and
the
ability
to
generate
loans
and
gather
deposits;
failure
or
circumvention
of
either

ONB s
or
United s
internal
controls;
failure
or
disruption
of
our
information
systems;
significant
changes
in
accounting,
tax
or
regulatory
practices
or
requirements;
new
legal
obligations
or
liabilities
or
unfavorable
resolutions
of
litigations;
other
matters
discussed
in
this
Current
Report
and
other
factors
identified
in
ONB s
and
United s
Annual
Reports
on

Form
10-K
and
other
periodic
filings
with
the
Securities
and
Exchange
Commission.
These
forward-
looking
statements
are
made
only
as
of
the
date
of
this
Current
Report,
and
neither
ONB
nor
United
undertakes
an
obligation
to
release
revisions
to
these
forward-looking
statements
to
reflect
events
or
conditions
after
the
date

of
this
presentation.

Why a Partnership?

The UBMI Board fully analyzed two strategies

Partnership

Organic Growth

Goals of a Partnership Strategy

Shareholder Value

Cultural Fit

Strategic Fit

Could we accelerate our Strategic Plan by 3-5 years

Old National Bank is the largest financial services holding company headquartered in Indiana.

\$9.7 billion in total assets

\$5.2 billion in wealth management assets under management

169

financial

centers

throughout

Indiana,

Western Kentucky, South West Michigan and Southern Illinois

\$1.5 billion market capitalization

Operates one of the largest independent

insurance agencies headquartered in
Indiana with \$37 million in revenue
39 Investment representatives with \$13
million in revenue

United & Old National: Unlimited Possibilities
United & Old National Bank (ONB):
shared values, common cultures and passion to
serve our clients and community

Key Points

Expansion in Michigan is a key part of ONB's strategy.

- Use the UBMI Platform and Management to execute the Michigan Growth Strategy.

- ONB can leverage UBMI's expertise in Small Business Administration and mortgage servicing throughout ONB's footprint.

We are Partners

Solutions By Working Together

People + Culture = Success

Unlimited Possibilities

Expansion in Michigan is key to ONB's strategy

Strong growth opportunities can be created by leveraging Old National's lending limits and fee businesses with United's strong client relationships

Old National can leverage United's expertise in
Structured Finance and Mortgage lending/
servicing throughout Old National's footprint

Two strong teams coming together can create
unlimited new opportunities

The Partnership Process

The Management Committee became involved in the process on December 2, 2013

Extensive reverse due diligence was performed by UBMI

The UBMI Board decided to move forward with Old National Bank on December 19, 2013

What made UBMI attractive

Business Model/Diverse Revenue Stream

Executive & Co Worker Teams

Our ability to successfully manage through 2009-13

Strategic Plan alignment

Markets and our connection to our Communities

Relationship Approach

Culture and Core Values

Business Model

We are United, a full-service financial services company, organized into four lines of business (Banking, Mortgage, Structured Finance and Wealth Management)

Our products and services are delivered in the Markets we serve

Our goal
Execute and Refine

This requires
Incredible Focus and we are
forecasting heightened Execution Risk

Competing Priorities Dilutes Focus

Many new Products and Services to be developed

Process Efficiency Gains to:

Build Scalability

Reallocate Investment/Capital

We are 2-3 years away from truly being scalable and smaller acquisitions are not in our immediate future

77% of Community Bank CEOs identified \$1B as the minimal size to remain independent (KPMG October 2013 CB Survey)

Compliance and Regulatory Oversight continues to increase

Interest Rate Risk tool development and implementation

Investment in Information Security and System

enhancements/upgrades

Partnership Terms

Shareholders of UBMI receive 0.70 shares of ONB common stock and \$2.66 in cash for each share of UBMI common stock.

Based upon the 1/6/14 closing price of \$15.02 per share of ONB, the implied price for a share of UBMI common stock is \$13.17. The exchange ratio is subject to adjustment under certain circumstances as provided in the merger agreement.

Based upon ONB's current \$0.10 per share quarterly dividend, the implied dividend per share of UBMI common stock is \$0.07 per quarter.

The expected closing date is late 2nd quarter 2014.

Full conversion is expected to be completed approximately two months after closing date.

Other Realities

Cost
savings

Many
support
functions
will
be
centralized

Old National Bank's genuine concern and
commitment to fair treatment of all co workers
was a key finding in our reverse due diligence

Collaborative and Disciplined
Integration Process
20 integration teams made up of associates
from both companies
develop the detailed
plans needed for a smooth transition
Full-time Project Management Office leads integration
Experienced Old National
ambassadors
work
closely with the integrating
banking centers before,
during and after
conversion.
Call Center / Online Banking
IT
Cash Management
Loan Operations
Client Retention
Marketing & Communication
Conversion

Mortgage
Credit
Product Mapping
Cultural Integration
Retail Administration
Deposit Operations
Risk / Compliance
Facilities
Training
Finance & Accounting
Wealth Management
Human Resources
Investments/Insurance
Special attention is given to cultural
integration and client retention
Teams include:

Collaborative and Disciplined
Integration Process

Old National has developed a structured,
high-touch process that includes:

Weekly communication

Transparency on difficult decisions

Multiple check-point meetings

Two mock conversions

Selection of best available associates

Commitment to treat people right

ONB Branch ambassadors to help after the
conversion

Collaborative & Disciplined
Integration Process

Extensive communication before and during the conversion

Joint, introductory visits to key clients and community leaders with
Old National leadership

Detailed materials available for sharing with clients and community

Focus on community throughout
expanded engagement,
sponsorships and outreach

Pre-
and post-marketing campaigns focus on values and culture
Client needs are
front and center
throughout.

Transition Services
Commitment to
Co Workers

Co Worker Assistance

Counseling session with Transition Services professional to assess needs and
develop individual plan for services

Available Resources/Services

What
do
I
do
next?

Career
Planning

Self

Directed
Career
Search

On-line
resource

Custom resume consulting to write/polish/finalize resume and address specific
questions about targeted job search strategies

Resume Writing
 $\frac{1}{2}$
Day workshop

Job
Search
Strategies
including
effective
Networking
&
Interview
Skills

$\frac{1}{2}$
Day
workshop

Mock
Interviews

One
on
one
with
a
Professional
Recruiter

Understanding Unemployment Benefits workshop and resources

Resource room with internet access and counselors to review resumes and
discuss job search strategies

Linkedin.com networking and resource group

Job skills re-training assistance

Co-Worker Welcome Information

Welcome folder materials:

Welcome letter

Q&A about Old National and United Partnership

2014 Old National Benefits Summary

Summary of training and development initiatives for co-workers

Why Old National
info sheet

Old National Community Investment Report for 2012

Old National Mission, Vision and Values card

ONB's Welcome
site information to be posted:

All of the above plus Old National co-worker handbook and other key program descriptions

This Announcement Presentation

Partnership Press Release

ONB Investor Presentation

Schedule for January 8th, 9th & 15th

January 8
th

Various announcement related activities

Brighton office visit with Bob Jones, Ray Webb and Todd

All Co worker call with Todd and Bob Jones at 5:15pm

January 9th

Downing
Center
from
7:30

9am.
Town
Hall

style
meeting
with the ONB team

Select office visits with Bob Jones, Joe Williams and Todd.

Ann
Arbor
State
St.
Banking
Office
from
5:30

7pm.
Town Hall style meeting with the ONB team

January 15th

Joint Market Board meeting. Bob Jones to attend

Clients, Communities & Centers of
Influence

Our competition will see this Partnership as an
opportunity

Ray Webb, Joe Williams, Gary Haapala, David
Kersch, Jeff Billig and Dave Skaff have
developed a calling program for our clients,
centers of influence and community leaders

They will engage with their teams immediately
following this meeting to begin making contact
with these important stakeholders

Talking points will be provided

Autonomy

United s four counties will be considered a
Region

Local-decision
making
to
continue.
Levels
TBD

We will maintain a Market Board

Our Priorities for 2014

Achieve our 2014 Financial Plan

Collaborative execution of Integration with ONB

Solutions Together

UNITE

THE

TEAM

Lead

from

where

you

are.

Titles

do

not

stipulate

leadership

people

and

actions

do.

Be

passionate,

supportive
and
determined.

Inspire,
coach,
mentor
and
teach.

NEVER
SETTLE
Challenge
ourselves

to
grow.

A
willingness

to
learn
and
acceptance
to
change.

Continually
strive

for
personal
and
professional
growth

and
well
being.

INSPIRE

A
SOLUTION

Make
a
difference
every

day
by
putting
the
best
interest
of

others
first
in
order

to
deliver
the
best
client
experience
on
Planet
Earth.
EMBRACE
OPTIMISM
Build
open
and
honest
relationships
by
earning
the
trust
of
others
through
active
listening
and
interactive
dialogue.
When
we
have
strong
relationships,
then
we
can
deliver.
DO
THE
RIGHT
THING
Respect
and
embrace
diversity.
Embrace
diversity
by
respecting
diverse

backgrounds,
ideas,
and
perspectives.
TAKE
OWNERSHIP
Work
it
like
you
own
it.
Demonstrate
personal
accountability
by
taking
ownership
and
responsibility
in
everything
we
do
and
say.

Solutions Together

Completely engaged co-workers

Completely engaged clients

Revenues are driven through: our strong brand,
our strong relationships with our clients,
centers of influence and our communities,
our innovative on-boarding process.

We never need to make a cold call to gain a new

HH or expand a relationship

We are the primary financial services company
to 100% of our clients.

We are in the top quartile of all vital metrics based
on a select peer group of high performing financial
services companies.

Welcome

Bob Jones, Old National Bancorp President &
CEO