

UNITED BANCORP INC /MI/  
Form 425  
May 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 excerpts relating to Old National Bancorp's pending acquisition of United Bancorp, Inc. are from the slide presentation at Old National Bancorp's Annual Meeting of Shareholders held on May 8, 2014.

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Forward-Looking Statement

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 Old National Bancorp'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 Old National Bancorp's proposed merger with United Bancorp, Inc. ( United ). 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 merger with Tower Financial Corporation and proposed merger with  
United  
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 United merger might not be obtained; market, economic, operational, liquidity,  
credit and interest rate risks associated with Old National Bancorp'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  
Old  
National  
Bancorp  
to  
execute  
its  
business plan (including its proposed acquisition of United); changes in the economy which could materially impact credit quality trends and the ability to generate loans and gather deposits; failure or  
circumvention  
of  
our  
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 presentation and other factors identified in Old National Bancorp's Annual Report on Form 10-K and other periodic filings with the Securities and Exchange Commission ( SEC ). These forward-looking statements are made only as of the date of this presentation, and Old National Bancorp does not undertake an obligation to release revisions to these forward-looking statements to reflect events or conditions after the date of this presentation.

**Additional Information for Shareholders of United Bancorp, Inc.**

Communications in this presentation 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. In connection with the proposed merger, Old National has filed with the SEC a Registration Statement on Form S-4 that includes a preliminary Proxy Statement of United Bancorp, Inc. ( United ) and a preliminary Prospectus of Old National, and each of Old National and United has filed and will file other relevant documents concerning the proposed transaction. A definitive Proxy Statement/Prospectus will be mailed to shareholders of United. United shareholders are urged to read the Registration Statement and the definitive Proxy Statement/Prospectus regarding the merger when it

becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Old National and United, may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents (when available), free of charge, from Old National at [www.oldnational.com](http://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](http://www.ubat.com)

under

the

tab

Investor

Relations

and

then

under

the

heading

SEC

Filings.

Old National and United and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of United in connection with the proposed merger. Information about the directors and executive officers of Old National is set forth in the proxy statement for Old National's 2014 annual meeting of shareholders, as filed with the SEC on a Schedule 14A

on

March

14,

2014.

Information

about

the

directors

and

executive

officers

of

United

is

set

forth

in

United s

Annual Report on Form 10-K, as filed with the SEC on February 28, 2014. Additional information regarding

the

interests

of

those

participants

and

other

persons

who

may

be

deemed

participants

in

the

transaction

may

be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

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Opportunities  
Grow revenue  
Improve efficiency  
Strategic partnerships  
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Partnerships  
Bank of America Branches  
Tower Financial Corporation  
United Bancorp

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Why Partnerships?

Improve growth dynamics of the  
company

Improve earnings

Improve efficiency by leveraging platform

New talent

23  
2004 vs. 2014  
2004  
2014 Pro-Forma  
Pending United locations