

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information						
1a Name of plan <u>FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>007</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1951</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>007</u>	1c Effective date of plan <u>11/01/1951</u>			
1b Three-digit plan number (PN) ▶	<u>007</u>						
1c Effective date of plan <u>11/01/1951</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FIFTH THIRD BANK</u> <u>BENEFITS DEPARTMENT</u> <u>38 FOUNTAIN SQUARE PLAZA</u> <u>MD10GA5A</u> <u>CINCINNATI, OH 45263</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-0854434</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>513-534-4102</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>522110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0854434</u>		2c Sponsor's telephone number <u>513-534-4102</u>		2d Business code (see instructions) <u>522110</u>	
2b Employer Identification Number (EIN) <u>31-0854434</u>							
2c Sponsor's telephone number <u>513-534-4102</u>							
2d Business code (see instructions) <u>522110</u>							

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	TERESA TANNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	MAUREEN BALENT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address PENSION, PROFIT SHARING AND MEDICAL PLAN COMMITTEE BENEFITS DEPARTMENT		3b Administrator's EIN 31-0854434
		3c Administrator's telephone number 513-534-4102
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 6907
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants	6a	1994
b Retired or separated participants receiving benefits	6b	964
c Other retired or separated participants entitled to future benefits.....	6c	3496
d Subtotal. Add lines 6a , 6b , and 6c	6d	6454
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	130
f Total. Add lines 6d and 6e	6f	6584
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FIFTH THIRD BANK</u>	D Employer Identification Number (EIN) <u>31-0854434</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>189840089</u>
b Actuarial value	2b <u>186834156</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1110</u> <u>55033255</u>
b For terminated vested participants.....	3b <u>3572</u> <u>51492009</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1322606</u>
(2) Vested benefits	3c(2) <u>54730943</u>
(3) Total active.....	3c(3) <u>2225</u> <u>56053549</u>
d Total.....	3d <u>6907</u> <u>162578813</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.36 %</u>
6 Target normal cost	6 <u>431300</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/09/2014</u>
	Signature of actuary	Date
<u>KEVIN H. PRAY</u>	Type or print name of actuary	<u>14-04836</u>
		Most recent enrollment number
<u>TOWERS WATSON DELAWARE, INC.</u>	Firm name	<u>901-252-4000</u>
		Telephone number (including area code)
<u>3350 PLAYERS CLUB PARKWAY</u> <u>MEMPHIS, TN 38125-8917</u>	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	36964612	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	405160	0
9 Amount remaining (line 7 minus line 8)	36559452	0
10 Interest on line 9 using prior year's actual return of <u>12.38</u> %	4526060	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4113668
b Interest on (a) using prior year's effective interest rate of <u>5.62</u> % except as otherwise provided (see instructions)		258577
c Total available at beginning of current plan year to add to prefunding balance		4372245
d Portion of (c) to be added to prefunding balance		4372245
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	41085512	4372245

Part III Funding Percentages		
14 Funding target attainment percentage	14	86.95 %
15 Adjusted funding target attainment percentage	15	114.91 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	100.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	431300	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	431300	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	431300		431300
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a		
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40		

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIFTH THIRD BANK</u>	D Employer Identification Number (EIN) <u>31-0854434</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
<u>CLEARARC CAPITAL, INC.</u>	<u>38 FOUNTAIN SQUARE PLAZA MD1090D2</u> <u>CINCINNATI, OH 45263</u>
<u>34-1172683</u>	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
<u>FIFTH THIRD RETIREMENT SERVICES</u>	<u>38 FOUNTAIN SQUARE PLAZA</u> <u>CINCINNATI, OH 45263</u>
<u>31-1051736</u>	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HARTFORD RETIREMENT SERVICES LLC

200 HOPEMEADOW STREET
SIMSBURG, CT 06089

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	10355	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

KEATING, MUETHING & KLEKAMP LLC

ONE EAST FOURTH STREET
SUITE 1400
CINCINNATI, OH 45202

31-0570030

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	23660	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON DELAWARE

1079 SOLUTIONS CENTER
CHICAGO, IL 06089

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	24500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MASS MUTUAL LIFE INSURANCE COMPANY

1295 STATE STREET
SPRINGFIELD, MA 01111

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	102905	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan FIFTH THIRD BANCORP MASTER RETIREMENT PLAN	B Three-digit plan number (PN) ▶	007
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FIFTH THIRD BANK	D Employer Identification Number (EIN) 31-0854434	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: RELiance TRUST STRATEGIC INCOME FUN		
b Name of sponsor of entity listed in (a): RELiance TRUST COMPANY		
c EIN-PN 46-6318721-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12861031
a Name of MTIA, CCT, PSA, or 103-12 IE: FIFTH THIRD EQUITY INDEX		
b Name of sponsor of entity listed in (a): FIFTH THIRD BANK		
c EIN-PN 30-0194096-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11583450
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIFTH THIRD BANK</u>		D Employer Identification Number (EIN) <u>31-0854434</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	35	18171
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4500000	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	865257	163343
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	10157247	6891109
(2) U.S. Government securities	1c(2)	34951451	16522330
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	1858859	1794107
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		73269
(B) Common	1c(4)(B)	66313112	44218331
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	11826543	24444481
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	57501893	102253105
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	2714781	3756042
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	190689178	200134288

Liabilities

g Benefit claims payable	1g	569330	707399
h Operating payables	1h	693945	
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1263275	707399

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	189425903	199426889
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5547	
(B) U.S. Government securities	2b(1)(B)	838440	
(C) Corporate debt instruments	2b(1)(C)	117171	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		961158
(2) Dividends: (A) Preferred stock	2b(2)(A)	4266	
(B) Common stock	2b(2)(B)	1181603	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1550595	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2736464
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	175574445	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	167459793	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		8114652
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	4089752	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4089752

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3544752
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		10593237
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		30040015

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19585115	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		19585115
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	48160	
(2) Contract administrator fees	2i(2)	113260	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	292494	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		453914
j Total expenses. Add all expense amounts in column (b) and enter total	2j		20039029

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10000986
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?		X	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIFTH THIRD BANK</u>	D Employer Identification Number (EIN) <u>31-0854434</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>31-1051736</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>273</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: 72.5% Investment-Grade Debt: 19.3% High-Yield Debt: 0.8% Real Estate: _____% Other: 7.4%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

The Fifth Third Bancorp Master Retirement Plan

Financial Statements as of and for the Years
Ended December 31, 2013 and 2012,
Supplemental Schedules as of December 31,
2013, and Independent Auditors' Report

EIN: 31-0854434
PN: 007

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

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Schedule H, Part IV, Line 4j — Schedule of Reportable Transactions for the Year Ended December 31, 2013	19-20
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
The Fifth Third Bancorp Master Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Fifth Third Bancorp Master Retirement Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 11, which was certified by Fifth Third Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Assets (Held at End of Year) as of December 31, 2013 and Reportable Transactions for the Year Ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte + Touche LLP

October 14, 2014

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS:		
Cash	\$ 18,171	\$ -
Investments - at fair value:		
Cash equivalents	6,891,109	10,157,282
Corporate bonds and notes	29,369,336	1,858,859
Federal agency obligations	16,522,330	34,951,451
Common stock - Fifth Third Bancorp	3,756,042	2,714,781
Common stock - other	44,218,331	66,313,112
Preferred stock	73,269	-
Equity and other funds	99,122,357	69,328,436
Total investments	<u>199,952,774</u>	<u>185,323,921</u>
Receivables:		
Employer contribution	-	4,500,000
Investment securities sold, not settled	-	631,516
Accrued investment income	163,343	233,741
Total receivables	<u>163,343</u>	<u>5,365,257</u>
Total assets	<u>200,134,288</u>	<u>190,689,178</u>
LIABILITIES:		
Investment securities purchased, not settled	-	693,945
Claims payable	707,399	569,330
Total liabilities	<u>707,399</u>	<u>1,263,275</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 199,426,889</u>	<u>\$ 189,425,903</u>

See Notes to Financial Statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS:		
Investment income:		
Dividends	\$ 2,736,464	\$ 3,725,394
Interest	957,572	1,436,567
Net appreciation in fair value of investments	<u>26,345,979</u>	<u>16,144,812</u>
Net investment income	<u>30,040,015</u>	<u>21,306,773</u>
Other income	-	94,170
Employer contributions	<u>-</u>	<u>4,500,000</u>
Total additions	<u>30,040,015</u>	<u>25,900,943</u>
DEDUCTIONS:		
Benefits paid to participants	(18,877,716)	(16,328,999)
Claims payable	(707,399)	(569,330)
Other disbursements	-	(39,816)
Administrative and other expenses	<u>(453,914)</u>	<u>(426,082)</u>
Total deductions	<u>(20,039,029)</u>	<u>(17,364,227)</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	10,000,986	8,536,716
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of period	<u>189,425,903</u>	<u>180,889,187</u>
End of period	<u>\$ 199,426,889</u>	<u>\$ 189,425,903</u>

See Notes to Financial Statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

1. DESCRIPTION OF PLAN

The following description of the major provisions of The Fifth Third Bancorp Master Retirement Plan (the “Plan”) is provided for general informational purposes only; participants should refer to the Plan document for more complete information.

General—The Plan is sponsored and administered by Fifth Third Bancorp (the “Sponsor”). The Plan is a noncontributing defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. On December 31, 2001, the Fifth Third Bancorp Master Retirement Plan (the “Predecessor Plan”) was merged into the Old Kent Retirement Income Plan. Effective with the merger, this newly merged plan was then renamed The Fifth Third Bancorp Master Retirement Plan. Fifth Third Bank (the “Trustee”), a wholly-owned subsidiary of Fifth Third Bancorp, serves as the Trustee of the Plan and manages the Plan’s investments.

Pension Benefits—As permitted under the Predecessor Plan, effective November 15, 1998, benefits were frozen, except for grandfathered employees. A grandfathered employee was a participant who, as of December 31, 1998 met the following requirements: (1) was an employee of a Fifth Third Bancorp participating subsidiary, (2) was at least 50 years old, and (3) had credit for at least 15 vesting years.

The Plan provides for retirement benefits upon reaching age 65 and five years of vesting service and has provisions for early and deferred retirement benefits. Effective November 15, 1998, annual benefits under the Predecessor Plan accrue only for grandfathered employees, based upon a formula using years of credited service and the employee’s base pay rate adjusted for social security benefits. In addition, certain employees are entitled to benefits applicable to certain plans merged with the Predecessor Plan. Benefits of the Predecessor Plan are payable in the form of a single life annuity, joint and survivor spouse annuity, a contingent annuity, a life 10-year certain annuity, or a lump sum. In addition, certain other optional forms of payment are available as permitted under an appendix in the Predecessor Plan document.

All plan participants are 100% vested.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Subsequent Events—The Plan has evaluated subsequent events through October 14, 2014, the date of issuance, to determine if either recognition or disclosure of significant events or transactions is required, and nothing of significance has been noted.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and

changes therein at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments—Investments are stated at fair value in accordance with Accounting Standards Codification Topic 820, *Fair Value Measurements* (ASC 820). Quoted market prices, when available, are used to value financial instruments. Collective funds are stated at fair value, as determined by the issuer of the collective funds, based on the net asset value (“NAV”) per share or its equivalent, without adjustment, as quoted by the issuer or the collective fund. For further information on fair value measurements, see Note 6.

Income Recognition—In accordance with the Department of Labor’s regulations, realized and unrealized gains and losses are based on the value of the investments as of the beginning of the plan year or at the time of purchase, if purchased during the year, and are reflected in the Statements of Changes in Net Assets Available for Benefits. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Administrative and Other Expenses—Administrative and other expenses include fees paid to the Plan’s actuary for services rendered and premiums paid to the Pension Benefit Guaranty Corporation (“PBGC”). In addition, the Sponsor pays certain expenses of administering the Plan, although it is not obligated to do so under the Plan provisions.

Payment of Benefits—Benefit payments to participants are recorded on the accrual basis of accounting.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Sponsor. The Sponsor’s funding policy is to make cash contributions to the Plan in amounts as determined by the Plan’s independent actuary. The Sponsor met the minimum funding requirements of ERISA for the years ended December 31, 2013 and 2012.

4. INVESTMENTS

The fair values of investment at December 31, 2013 and 2012 are presented in the following table:

	2013	2012
Investments - at fair value:		
Cash equivalents	\$ 6,891,109	\$ 10,157,282
Corporate bonds and notes	29,369,336	1,858,859
Federal agency obligations	16,522,330	34,951,451
Common stock - Fifth Third Bancorp	3,756,042	2,714,781
Common stock - other	44,218,331	66,313,112
Preferred stock	73,269	-
Equity and other funds	99,122,357	69,328,436
Total investments	<u>\$ 199,952,774</u>	<u>\$ 185,323,921</u>

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) changed in value as follows:

	<u>2013</u>	<u>2012</u>
Net appreciation in fair value of investments:		
Corporate bonds and notes	\$ (227,438)	\$ 433,895
Federal agency obligations	(739,812)	162,816
Common stock - Fifth Third Bancorp	1,041,261	677,397
Common stock - other	12,886,337	10,452,591
Preferred stock	(5,203)	-
Equity and other funds	<u>13,390,834</u>	<u>4,418,113</u>
Total	<u>\$ 26,345,979</u>	<u>\$ 16,144,812</u>

Interest and dividends realized on the Plan's investments for the years ended 2013 and 2012 were \$3,694,036 and \$5,161,961, respectively.

The Plan's investments, which represent 5% or more of net assets available for benefits at December 31, 2013 and 2012, are as follows:

	<u>Fair Value</u>	
	<u>2013</u>	<u>2012</u>
Touchstone International Value Fund	\$ 22,568,968	\$ 19,144,530
Oppenheimer Developing Markets Fund	20,419,131	-
Touchstone Mid Cap Fund	16,727,968	-
Reliance Trust Strategic Income Fund	12,861,031	-
T. Rowe Price Institutional Small-Cap Stock Fund	12,383,884	-
Fifth Third Bank Equity Index Fund*	11,583,450	11,826,543
Ishares Russell Midcap Value Index Fund	-	11,463,763
Federated Prime Cash Obligations fund	<5%	10,157,247

* Denotes a party-in-interest

5. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active employees	\$ 67,342,123	\$ 67,820,724
Retired participants	57,942,049	64,075,275
Vested, terminated and transferred participants	<u>68,364,386</u>	<u>80,039,384</u>
Vested benefits	193,648,558	211,935,383
Non-vested benefits	<u>862,351</u>	<u>1,486,109</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 194,510,909</u>	<u>\$ 213,421,492</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2013, are as follows:

Present value of accumulated plan benefits, December 31, 2012	\$ 213,421,492
Increase (decrease) during the year attributable to:	
Benefits accumulated	4,608
Decrease in discount period	7,801,809
Actuarial losses	1,291,511
Benefits paid	(19,447,045)
Change of assumptions	<u>(8,561,466)</u>
Net decrease	<u>(18,910,583)</u>
Present value of accumulated plan benefits, December 31, 2013	<u>\$ 194,510,909</u>

The significant actuarial assumptions used in the valuations for the 2013 and 2012 Plan years were:

- (a) Life expectancy of participants: In 2013, the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants;
- (b) Retirement age assumptions: average weighted retirement age is 60; and
- (c) Discount rate: 4.72% and 3.83% at December 31, 2013 and 2012, respectively.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

6. FAIR VALUE MEASUREMENTS

The Plan measures certain financial assets and liabilities at fair value in accordance with U.S. GAAP, which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP also establishes a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority

to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the instrument's fair value measurement. The three levels within the fair value hierarchy are described as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Unobservable inputs for the asset or liability for which there is little, if any, market activity at the measurement date. Unobservable inputs reflect the Plan's own assumptions about what market participants would use to price the asset or liability. The inputs are developed based on the best information available in the circumstances, which might include the Plan's own financial data such as internally developed pricing models, discounted cash flow methodologies, as well as instruments for which the fair value determination requires significant management judgment.

The following tables summarize assets measured at fair value on a recurring basis:

As of December 31, 2013	Fair Value Measurements Using (a)			
	Level 1	Level 2	Level 3	Total Fair Value
Cash equivalents	\$ 6,891,109	-	-	\$ 6,891,109
Corporate bonds and notes	-	29,369,336	-	29,369,336
Federal agency obligations	3,051,185	13,471,145	-	16,522,330
Common stock	47,974,373	-	-	47,974,373
Preferred stock	73,269	-	-	73,269
Equity and other funds	87,538,907	11,583,450	-	99,122,357
Total	\$ 145,528,843	54,423,931	-	\$ 199,952,774

As of December 31, 2012	Fair Value Measurements Using (a)			
	Level 1	Level 2	Level 3	Total Fair Value
Cash equivalents	\$ 10,157,282	-	-	\$ 10,157,282
Corporate bonds and notes	-	1,858,859	-	1,858,859
Federal agency obligations	11,595,806	23,355,645	-	34,951,451
Common stock	69,027,893	-	-	69,027,893
Equity and other funds	57,501,893	11,826,543	-	69,328,436
Total	\$ 148,282,874	37,041,047	-	\$ 185,323,921

(a) The Bancorp evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. During the years ended December 31, 2013 and December 31, 2012, no assets or liabilities were transferred between Level 1 and Level 2, nor any changes in the methodology employed.

The following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Cash equivalents

Cash equivalents are comprised of money market mutual funds that contain investments that are expected to mature in the short-term, with an original maturity of 90 days or less. The Plan measures its cash equivalent funds that are exchange-traded using the fund's quoted price, which is an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy.

Common and preferred stock

The Plan measures its common and preferred stock using the stock's quoted price, which is available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy.

Federal agency obligations and corporate bonds and notes

For certain federal agency obligations and corporate bonds and notes, the Plan measures the fair value based on quoted prices, which are available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy. Where quoted prices are not available, the Plan measures these investments based on matrix pricing models that include the bid price, which factors in the yield curve and other characteristics of the security including the interest rate, prepayment speeds and length of maturity. Therefore, these investments are classified within Level 2 of the valuation hierarchy. For the investments within corporate bonds and notes that are exchange traded mutual funds with underlying investments primarily of corporate bonds and notes, the Plan measures these investments using the funds' quoted prices, which are calculated based on the matrix pricing model described above. Therefore, these investments are classified within Level 2 of the valuation hierarchy. For the investment in corporate bonds and notes that is a collective fund the value is based upon the redemption price of units held by the Plan, which is based on the current fair value of the fund's underlying assets. Unit values are determined by the financial institution sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates to obtain the investment's NAV. Therefore, these investments are classified within Level 2 of the valuation hierarchy.

Equity and other funds

The Plan measures its mutual funds that are exchange-traded using the funds' quoted prices which have underlying holdings consisting primarily of exchange-traded equity securities, which are available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy. Investments in collective funds are valued based upon the redemption price of units held by the Plan, which is based on the current fair value of the fund's underlying assets. Unit values are determined by the financial institution sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates to obtain the investment's NAV. Therefore, these investments are classified within Level 2 of the valuation hierarchy.

NAV Disclosures

The Plan measures the fair value of certain investments based on the investee's NAV or its equivalent. The Fifth Third Bank Equity Index Fund and Reliance Trust Strategic Income Fund were valued using NAV as a practical expedient as of December 31, 2013 and 2012.

The Fifth Third Bank Equity Index Fund represents 5.8% and 6.2% of net assets available for benefits at December 31, 2013 and 2012, respectively. Investments in the Fifth Third Bank Equity Index Fund do not have a holding period and there are no unfunded commitments.

The Fifth Third Bank Equity Index Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the associated investment index over the long term.

The Fifth Third Bank Equity Index Fund is managed using a passive or indexing investment approach, by which the sponsoring investment institution attempts to invest in the securities comprising the relevant investment index in the same proportions as they are represented in the index. In some cases, it may not be possible or practicable to purchase all of the securities comprising the index, or to hold them in the same weightings as they represent in the index. From time to time, the sponsoring investment institution may purchase securities that are not yet represented in the index or sell securities that have not yet been removed from the index.

The Reliance Trust Strategic Income Fund represents 6.4% of net assets available for benefits at December 31, 2013. No investments in the Reliance Trust Strategic Income Fund were held as of December 31, 2012. Investments in the Reliance Trust Strategic Income Fund do not have a holding period and there are no unfunded commitments.

The Reliance Trust Strategic Income Fund seeks to provide a high level of income consistent with reasonable risk, with capital appreciation being a secondary objective. This Fund seeks to achieve its objective primarily through investments in investment grade income securities. This style utilizes a combination of income and capital appreciation. In some cases, it may not be possible or practicable to purchase these investment grade income securities. From time to time, the sponsoring investment institution may purchase short-term debt securities and money market investments when market conditions warrant a temporary defensive posture which may impact the ability of this Fund to achieve its investment objective.

If the Plan wishes to redeem all or substantially all of the units held in the Reliance Trust Strategic Income Fund, the Plan's Trustee must submit instructions for such redemption to this Fund's Recordkeeper no later than 15 days prior to such valuation date or within such other prior notice period as the Recordkeeper may establish. Advance written notice of no later than three business days is required if the Plan is seeking to redeem more than 10% of the Plan's assets invested in this Fund. Under ordinary circumstances, purchases and redemptions of units are made as of a valuation date on the basis of a sum arrived at by multiplying the number of units redeemed by the fair market value of each unit as of the close of business on the relevant valuation date.

Fair Value of Certain Financial Instruments

The following tables summarize the carrying amounts and estimated fair values for certain financial instruments, excluding financial instruments measured at fair value on a recurring basis:

As of December 31, 2013	Net Carrying Amount	Fair Value Measurements Using			Total Fair Value
		Level 1	Level 2	Level 3	
Financial Assets:					
Cash	\$ 18,171	18,171	-	-	\$ 18,171

Cash

For financial instruments with a short-term or no stated maturity, prevailing market rates and limited credit risk, carrying amounts approximate fair value.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual and collective funds managed by Fifth Third Bank. Fifth Third Bank is the Trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. There were no fees paid by the Plan for investment management services.

Fifth Third Bank provides the Plan with certain accounting and administrative services for which no fees are charged.

At December 31, 2013 and 2012, the Plan held 178,604 shares of Fifth Third Bancorp common stock with cost basis of \$2,471,446 and a fair value of \$3,756,042 and \$2,714,781, respectively. During the years ended December 31, 2013 and 2012, the Plan recorded dividend income of \$80,372 and \$75,125 on those shares, respectively.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Employer by a letter dated March 26, 2012, that the Plan (effective January 1, 2009) and related trust were designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Plan Sponsor and the Plan's legal counsel believe that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

9. RISKS AND UNCERTAINTIES

The plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statement of Net Assets Available for Benefits. Plan contributions are made and the actuarial present value of the accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

10. PLAN TERMINATION

Although it has not expressed any intention to do so, the Sponsor has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to amend or terminate the Plan subject to the provisions set forth in ERISA. In the event of any termination of the Plan or upon complete or partial discontinuance of contributions, the accounts of each affected participant shall become fully vested. In the event the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested, normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided by the then existing assets and the PBGC guaranty, while other benefits may not be provided at all.

11. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information (see accompanying auditors' report) regarding the Plan as of December 31, 2013 and 2012, and for the years then ended, included in the Plan's financial statements and supplemental schedules that was prepared by or derived from information prepared by Fifth Third Bank, the Trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	<u>2013</u>	<u>2012</u>
Statement of Net Assets Available for Benefits:		
Total investments	\$ 199,952,774	\$ 185,323,921
Accrued investment income	163,343	233,741
Statement of Changes in Net Assets Available for Benefits:		
Dividends	2,736,464	3,725,394
Interest	957,572	1,436,567
Net appreciation in fair value of investments	26,345,979	16,144,812

There were no unsettled security sales or unsettled security purchases as of December 31, 2013. As of December 31, 2012, the investment balance was adjusted for unsettled security sales of \$631,516 and unsettled security purchases of \$693,945. The Trustee has also certified all investment balances and investment information in Note 4, all investment balances in Note 6, all information related to the Plan's investment in shares of Fifth Third Bancorp's common stock in Note 7 and all information in the supplemental schedules.

SUPPLEMENTAL SCHEDULES

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
	CASH:	\$ 18,171	\$ 18,171
	CASH EQUIVALENTS:		
6,891,109	Federated Prime Cash Obligations Fund	6,891,109	6,891,109
	CORPORATE BONDS AND NOTES:		
869,476	Countrywide Loan Trust 2005 - 16 2AF4, Variable % due 5/25/36	869,453	747,854
816,021	First Horizon Mortgage Trust 2006-2 1A9, 6.0% due 8/25/36	772,797	781,829
736,557	PIMCO All Asset All Authority Fund	7,449,996	7,291,914
1,246,224	Reliance Trust Strategic Income Fund	12,973,191	12,861,031
263,991	Residential Funding Mortgage 2003-S13 A3, 5.5% due 6/25/33	257,866	264,424
717,822	Touchstone Flexible Income Fund	7,527,259	7,422,284
	Total Corporate Bonds and Notes:	29,850,562	29,369,336
	FEDERAL AGENCY OBLIGATIONS:		
125,018	Fannie Mae, Series 2011-15 4.00% due 3/25/38	138,077	128,654
268,779	Fannie Mae, Series 2011-109 4.00% due 8/25/41	278,996	273,001
17,007	Federal Home Loan Mortgage Corp. 2744 HF, Variable % due 2/15/34	17,743	17,033
1,000,000	Federal Home Loan Mortgage Corp. 2949 GE, 5.5% due 3/15/35	1,015,313	1,089,370
1,000,000	Federal Home Loan Mortgage Corp. 3002 PJ, 5.5% due 4/15/35	954,531	1,046,700
1,157,239	Federal Home Loan Mortgage Corp. 3053 ZB, 6.0% due 10/15/35	1,106,409	1,334,273
819,700	Federal National Mortgage Association, 386389 4.78% due 8/1/18	814,374	893,973
513,763	Federal National Mortgage Association, 387299 4.88% due 3/1/20	524,847	559,914
1,000,000	Financing - Federal Book Entry Strip Note due 2/8/16	598,030	982,730
327,701	Freddie Mac, Series 3536 4.5% due 5/15/39	341,588	342,120
449,838	Ginnie Mae, 2009-80, 4.555% due 1/16/50	473,783	469,914
1,000,000	Ginnie Mae, 5.015% due 3/16/50	1,010,000	1,087,470
1,941,591	Government National Mortgage Association 2003-103 PC, 5.5% due 11/20/33	1,954,716	2,127,964
240,574	Government National Mortgage Association 2003-72 D, Variable % due 12/16/36	198,933	247,110
1,296	Government National Mortgage Association 2005-10 D, Variable % due 9/16/32	-	1,295
1,547,517	Government National Mortgage Association 2005-34 ZA, Variable % due 4/16/45	1,507,779	1,684,595
836,110	Government National Mortgage Association 2005-67 C, Variable % due 3/16/35	842,360	879,003
283,660	Government National Mortgage Association 3633, 4.5% due 1/20/35	248,406	306,026
1,000,000	U.S. Treasury INFL IX N/B, 1.125% due 1/15/21	1,052,642	1,121,522
500,000	U.S. Treasury INFL IX N/B, 2.375% due 1/15/17	631,998	637,318
500,000	U.S. Treasury N/B, 3.625% due 8/15/19	512,873	544,805
200,000	U.S. Treasury Note, 2.375% due 9/30/14	200,946	203,320
500,000	U.S. Treasury Note, 3.625% due 2/15/20	508,342	544,220
	Total Federal Agency Obligations:	14,932,686	16,522,330
	COMMON STOCK:		
13,409	AbbVie Inc.	573,241	708,129
4,349	Alexandria Real Estate Equities, Inc.	303,915	276,683
2,894	Alliance Data Systems Corporation	447,163	760,919
12,038	Allstate Corporation	656,528	656,553

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
COMMON STOCK (continued):			
1,611	Altisource Residential Corporation	43,037	48,507
2,533	American Homes 4 Rent	42,319	41,035
9,890	AmREIT, Inc.	180,247	166,152
5,543	Amgen, Inc.	489,049	632,345
6,572	Apartment Investment & Management Company	206,793	170,281
1,146	Apple, Inc.	353,591	642,929
10,626	Associated Estates Realty Corporation	191,047	170,547
12,539	AT&T, Inc.	432,040	440,871
1,742	Avalonbay Communities Inc.	231,660	205,957
14,564	Avnet, Inc.	576,239	642,418
19,669	BB&T Corporation	569,106	734,047
5,048	The Boeing Company	496,707	689,002
2,192	Boston Properties Inc.	230,483	220,011
14,192	Brandywine Realty Trust	209,358	199,965
3,155	Camden Property Trust	225,736	179,456
19,493	CA Technologies, Inc.	573,928	655,939
8,661	CBL & Associates Properties Inc.	203,777	155,552
4,746	Chevron Corporation	560,671	592,823
7,515	Cigna Corp.	430,050	657,412
19,707	CMS Energy Corp.	558,926	527,556
15,375	Comcast Corporation	762,622	798,962
9,506	ConocoPhillips	558,705	671,599
10,551	CVS Corp.	522,569	755,135
23,020	Delta Air Lines Inc.	348,355	632,359
3,552	Digital Realty Trust Inc.	241,628	174,474
12,890	Discover Financial Services	371,197	721,196
8,784	Douglas Emmett Inc.	222,388	204,579
7,270	Dover Corporation	528,874	701,846
3,543	EastGroup Properties Inc.	208,222	205,246
8,411	Eastman Chemical Co.	581,133	678,768
5,527	EPR Properties	290,004	271,707
3,375	Equity LifeStyle Properties, Inc.	122,130	122,276
3,807	Equity One Inc.	88,227	85,429
1,386	Essex Property Trust Inc.	216,494	198,905
6,235	Exxon Mobil Corp.	540,634	630,982
2,156	Federal Realty Investment Trust	236,276	218,640
3,792	The GEO Group, Inc.	127,881	122,178
178,604	Fifth Third Bancorp*	2,471,446	3,756,042
13,123	Halliburton Co.	594,753	665,992
11,064	Hanesbrands Inc.	554,393	777,467
4,082	HCP, Inc.	207,050	148,258
4,432	Health Care REIT, Inc.	306,975	237,422
8,462	Helmerich & Payne, Inc.	519,474	711,485
12,090	Hospitality Properties Trust	330,350	326,793
17,989	Host Hotels and Resorts, Inc.	315,295	349,706
27,963	Intel Corporation	662,676	725,780
3,174	International Business Machines Corp.	452,047	595,347

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
COMMON STOCK (continued):			
13,061	International Paper Company	617,200	640,381
6,797	Johnson & Johnson	577,698	622,537
15,233	Johnson Controls Inc.	632,842	781,453
11,391	JP Morgan Chase & Co.	540,052	666,146
7,345	Kimberly-Clark Corporation	719,579	767,259
5,007	KLA-Tencor Corporation	261,685	322,751
16,329	The Kroger Co.	420,047	645,485
18,528	Lexington Corp.	217,249	189,171
12,956	Lincoln National Corporation	565,439	668,789
14,217	Lorillard, Inc.	620,850	720,518
3,939	LTC Properties Inc.	167,589	139,401
8,834	Magna International Inc.	504,961	724,918
4,177	McKesson Corporation	690,366	674,168
12,523	MetLife, Inc.	546,163	675,240
8,119	Monmouth Real Estate Investment Corp.	89,049	73,802
15,602	Mylan, Inc.	446,283	677,127
5,648	National Retail Properties, Inc.	207,017	171,304
7,029	Nextera Energy, Inc.	431,346	601,823
20,561	Omega Healthcare Investors Inc.	671,634	612,719
12,006	Omnicare Inc.	567,274	724,682
18,637	Oracle Corp.	537,142	713,052
3,336	Public Storage	516,256	502,135
8,188	Qualcomm Inc.	503,542	607,959
7,689	Raytheon Co.	685,500	697,392
5,523	Realty Income Corporation	252,494	206,174
13,043	Seagate Technology Plc.	431,553	732,495
7,477	Senior Housing Properties Trust	202,124	166,214
2,471	Silver Bay Realty Trust Corp.	38,410	39,511
4,181	Simon Property Group Inc.	685,748	636,181
7,715	SM Energy Company	594,024	641,194
9,629	State Street Corporation	620,526	706,672
6,902	Tanger Factory Outlet Centers Inc.	255,467	221,002
3,852	Union Pacific Corp.	442,381	647,136
5,774	United Technologies Corp.	540,994	657,081
3,153	Ventas, Inc.	234,694	180,604
9,845	Verizon Communications Inc.	485,698	483,783
7,730	Viacom, Inc.	661,993	675,138
1,436	Vornado Realty Trust	128,999	127,502
9,340	Wal-Mart Stores Inc.	714,769	734,965
6,717	Weingarten Realty Investors	212,247	184,180
14,321	Wells Fargo & Co.	466,471	650,173
7,971	Weyerhaeuser Co.	236,418	251,644
4,774	Whirlpool Corp.	518,361	748,850
Total Common Stock:		40,627,543	47,974,373

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
PREFERRED STOCK:			
3,085	CBL & Associates Properties Inc.	78,471	73,269
EQUITY AND OTHER FUNDS:			
266,531	Fifth Third Bank Equity Index Fund*	8,990,916	11,583,450
535,570	MainStay Marketfield Fund	9,260,005	9,918,756
543,640	Oppenheimer Developing Markets Fund	18,353,381	20,419,131
277,915	T. Rowe Price Institutional Small-Cap Stock Fund	10,435,681	12,383,884
2,547,288	Touchstone International Value Fund	24,341,154	22,568,968
726,040	Touchstone Mid Cap Fund	14,999,992	16,727,968
140,000	UBS E-TRACS Alerian MLP Infrastructr ETN	5,538,148	5,520,200
Total Equity and Other Funds:		91,919,277	99,122,357
TOTAL		\$ 184,317,819	199,970,945

*Denotes a party-in-interest

See Independent Auditor's Report

(Concluded)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
<u>Single Transactions:</u>						
Ishares Russell Mid Cap Value Index Fund	Equity Fund					
1 Sale		\$ -	12,259,062	7,120	10,933,929	\$ 1,318,013
Reliance Trust Strategic Income Fund	Corporate Bond					
1 Purchase		\$ 12,973,191	-	-	12,973,191	\$ -
Touchstone Mid Cap Fund	Equity Fund					
1 Purchase		\$ 14,999,992	-	-	14,999,992	\$ -
<u>Series Transactions:</u>						
Federated Prime Cash Obligation Fund	Cash equivalents					
81 Purchases		\$ 39,146,484	-	-	39,146,484	-
38 Sales		-	42,412,622	-	42,412,622	-
Fifth Third Bank Equity Index Fund*	Equity Fund					
1 Purchase		\$ 6,499,995	-	-	6,499,995	-
2 Sales		-	10,400,000	-	9,216,744	1,183,256
Nicholas Limited Edition Inc.	Equity Fund					
3 Sales		\$ -	9,646,862	-	9,717,306	(70,444)
Oppenheimer Developing Markets Fund	Equity Fund					
4 Purchases		\$ 18,353,381	-	-	18,353,381	-

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
<u>Series Transactions (Continued):</u>						
T. Rowe Price Small Cap Stock Fund	Equity Fund					
2 Purchases		\$ 16,849,951	-	-	16,849,951	-
1 Sale		-	6,940,408	-	6,414,270	526,138

* Denotes a party-in-interest

See Independent Auditor's Report

(Concluded)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
► Round off amounts to nearest dollar.	
► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan The Fifth Third Bancorp Master Retirement Plan	B Three-digit plan number (PN) ► 007
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Fifth Third Bank	D Employer Identification Number (EIN) 31-0854434
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value		2a	189,840,089
b Actuarial value		2b	186,834,156
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1,110	55,033,255
b For terminated vested participants	3b	3,572	51,492,009
c For active participants:			
(1) Non-vested benefits	3c(1)		1,322,606
(2) Vested benefits	3c(2)		54,730,943
(3) Total active	3c(3)	2,225	56,053,549
d Total	3d	6,907	162,578,813
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.36 %
6 Target normal cost		6	431,300

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>KLHP</u>	<u>10/9/2014</u>
	Signature of actuary	Date
Kevin H. Pray		14-04836
Type or print name of actuary		Most recent enrollment number
Towers Watson Delaware Inc.		(901) 252-4000
Firm name		Telephone number (including area code)
3350 Players Club Parkway		
Memphis TN 38125-8917		
Address of the firm		

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	36,964,612	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	405,160	0
9 Amount remaining (line 7 minus line 8)	36,559,452	0
10 Interest on line 9 using prior year's actual return of <u>12.38</u> %	4,526,060	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4,113,668
b Interest on (a) using prior year's effective interest rate of <u>5.62</u> % except as otherwise provided (see instructions)		258,577
c Total available at beginning of current plan year to add to prefunding balance		4,372,245
d Portion of (c) to be added to prefunding balance		4,372,245
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	41,085,512	4,372,245

Part III Funding Percentages

14 Funding target attainment percentage	14	86.95 %
15 Adjusted funding target attainment percentage	15	114.91 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	100.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	431,300	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	431,300	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	431,300	0	431,300
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fifth Third
EIN/PN	31-0854434/007
Plan Name	The Fifth Third Bancorp Master Retirement Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Kevin H. Pray
Enrollment Number	14-04836

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013

See Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table, as illustrated below.

Age of Retirement	Rates of Retirement	% Retiring	Weighted Ages
(A)	(B)	(C)	(A)*(C)
55	10%	10.00%	5.5000
56	10%	9.00%	5.0400
57	10%	8.10%	4.6170
58	10%	7.29%	4.2282
59	10%	6.56%	3.8710
60	15%	8.86%	5.3144
61	20%	10.04%	6.1234
62	40%	16.06%	9.9580
63	20%	4.82%	3.0356
64	10%	1.93%	1.2335
65	100%	17.35%	11.2751

Retirement Age====>

60

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule of Active Participant Data as of January 1, 2013
Schedule SB, Line 26

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		50		3		1		0		0		0		0		0		0	
35 - 39	0		103		88		10		3		0		0		0		0		0	
40 - 44	0		173		110		78		13		2		0		0		0		1	
45 - 49	1		188		75		82		57		7		0		0		0		0	
50 - 54	0		222		91		64		41		28		6		1		0		1	
55 - 59	0		197		71		46		38		18		18		2		0		0	
60 - 64	0		119		47		40		29		11		7		3		0		0	
65 - 69	0		29		15		8		7		3		0		2		2		2	
70 & Over	0		3		4		2		1		0		1		0		0		1	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third
 Valuation Date: January 1, 2013

Note: Compensation is not displayed because benefits are frozen for all except 14 active grandfathered participants.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate	4.94%	1.75%
● Second segment rate	6.15%	4.62%
● Third segment rate	6.76%	5.72%
● Effective interest rate	6.36%	5.03%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related expenses

The amount assumed for plan-related expenses is the actual amount paid in the prior year, rounded to the next \$1,000. The amount included this year for plan-related expenses is \$427,000.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Mortality

For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Percentage retiring during the year		
Age	Males	Females
55	10%	10%
56	10%	10%
57	10%	10%
58	10%	10%
59	10%	10%
60	15%	15%
61	20%	20%
62	40%	40%
63	20%	20%
64	10%	10%
65	100%	100%

Disability rates

The rates at which participants become disabled by age and gender are shown below:

Percentage becoming disabled during the year		
Age	Males	Females
25	0.03%	0.03%
30	0.03%	0.03%
35	0.04%	0.04%
40	0.08%	0.08%
45	0.16%	0.16%
50	0.33%	0.33%
55	0.69%	0.69%
60	1.15%	1.15%
65	0.00%	0.00%

Plan Name: The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Compensation increases

For purposes of determining the target normal cost, compensation is assumed to increase by 4.00% during the plan year. For purposes of determining the additional funding target for maximum deductible contribution purposes, compensation is assumed to increase by 4.00% per annum.

Future increases in social security

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the National Average Wage Index is assumed to increase by 3.50% per annum.

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

- 3.5% interest rate
- Revenue Ruling 2001-62 mortality assumption

For lump sums calculated using the non-PBGC interest rate:

- 3-segment rates as described in Discount Rates above
- IRS Notice 2008-85 mortality assumption

Plan Name: The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Representative termination rates not due to disability, retirement, or mortality

Percentage leaving during the year		
Attained Age	Males	Females
20	21.50%	21.50%
25	16.50%	16.50%
30	13.00%	13.00%
35	10.13%	10.13%
40	7.89%	7.89%
45	6.50%	6.50%
50	4.88%	4.88%
55	2.78%	2.78%
60	0.00%	0.00%
65	0.00%	0.00%

In addition, 25% of participants are assumed to terminate each year during the first four years of service.

Form of payment

85% of vested employees who terminate due to normal retirement, early retirement, or vested termination are assumed to elect an immediate lump sum. 85% of vested terminated participants who left employment within five years of the valuation date are assumed to elect an immediate lump sum also. Other participants are assumed to elect the normal form.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
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SCHEDULE SB ATTACHMENTS

Plan compensation

Annualized January 1, 2013 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2013 rate of pay plus estimated bonus according to the following table:

Base Pay Rate	Bonus %
< \$125,000	35%
\$125,000 - \$134,999	40%
\$135,000 - \$249,999	55%
\$250,000 and up	70%

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2012 plan year.)

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The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Fifth Third and, based on that review, is not aware of any significant benefits required to be valued that were not.

Participant data

Employee data was supplied by The Hartford as of the census date.

Changes in assumptions and methods since last actuarial valuation

The following changes in assumptions and methods were made as part of this valuation:

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012 and the segment interest rate corridors of MAP-21 were applied.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were updated from \$395,000 for 2012 to \$427,000 for 2013.
- The salary scale for compensation increases was changed from 5.00% to 4.00%.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor:	Fifth Third
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

The salary scale for compensation increases was changed from 5.00% to 4.00%.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Applicability of provisions

The provisions summarized here are generally applicable to participants who originated with the Fifth Third Bank. Many subsequently acquired banks have provisions that are particular to that organization and that differ from the following. Details of those grandfathered plan provisions can be found in the various appendices to the Fifth Third MRP plan document.

Effective date

Amended and restated effective January 1, 2002.

Plan year

The twelve-month period ending December, 31.

Coverage and participation

Employees who were participants in the prior plan on December 31, 2001 became participants in the Plan as of January 1, 2002.

An employee whose employment commences after December 31, 1997 shall not become a participant in the plan.

Other participants with accrued benefits from defined benefit plans of acquired employers may be merged into this plan from time to time.

Fifth third service

Vesting Service as an employee of the Fifth Third Bank or any affiliate.

Credited service

Years of Fifth Third Service as a participant. Employment before January 1, 1972 is not counted.

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SCHEDULE SB ATTACHMENTS

Vesting service

An employee is credited with one year of Vesting Year for each calendar year in which he has completed 1,000 or more hours of service.

Final average pay

The monthly average of the highest five consecutive rates of pay for the calendar years of compensation during the 10-year period ending on the earliest of termination, early retirement, or normal retirement dates.

Covered compensation

The 35-year average of Social Security Wage Bases, ending in the year Social Security retirement age is attained. The Wage Base is assumed to be constant from the year of termination to the Social Security retirement age.

Pension benefits at normal retirement

Eligibility: All participants on the first of the month coinciding with or next following attainment of age 65 and completion of at least five Vesting Years.

Plan Freeze: Effective November 15, 1998, no further benefits shall accrue for any participant who is not a Grandfathered Employee. Grandfathered Employee means a participant who, as of December 31, 1998, is:

An employee

At least 50 years of age

Has credit for at least 15 Vesting Years

Pension Benefits: The greater of pension benefit accrued to May 1, 1991 (December 31, 1998, for super-highly compensated employees) or the sum of (a) and (b) below:

a) 30.5% of Final Average Pay minus 11.1% of Final Average Pay not in excess of Covered Compensation multiplied by the ratio of Credited Service projected to age 60 (not in excess of 30 years) over 30; multiplied by the ratio of Fifth Third Service over Fifth Third Service projected to age 60 (with the ratio not exceeding 1).

b) Predecessor Plan Benefit, if any.

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SCHEDULE SB ATTACHMENTS

Postponed retirement benefits

Eligibility: Any participant who retires on a date after his normal retirement date.

Pension Benefit: Benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at actual retirement date. Payment of benefit begins at actual retirement date.

Pension benefits at early retirement

Eligibility: Any n the first of the month on or next following attainment of age 55 and completion of five Vesting Years.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at retirement, reduced 0.5% for each month that commencement of payments precedes the date on which the participant reaches age 60. Different early retirement factors apply to some predecessor plan benefits.

Vested benefits upon termination of service

Eligibility: All participants who terminate employment with five Vesting Years will be 100% vested.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at termination, payable when participant becomes age 65 or at an earlier age in a reduced amount.

Death benefits for participants in active service

Eligibility: All Spouses of all active vested participants who die before payments have begun, provided that the participant and surviving spouse were married for at least one year. Also, spouses of separated participants who: had at least one Hour of Service after January 1, 1976, separated with at least five Vesting Years and a nonforfeitable right to a benefit, were alive on August 23, 1984, whose payment has not commenced as of August 23, 1984, and who elected coverage.

Pension Benefit:

a) If eligible for early retirement, the amount that would have been payable to the spouse had the participant retired on the day before he died, having elected a 50% joint and survivor annuity with his spouse named as the survivor. Monthly payments will begin as of the first day of the month following the participant's death and will continue for the spouse's life.

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SCHEDULE SB ATTACHMENTS

b) If not eligible for early retirement, the amount that would have been payable to the spouse had the participant terminated on the date he died, survived to his earliest retirement age, retired (having elected a 50% joint and survivor annuity with his spouse named as the survivor), and then died the day after retirement. Monthly payments will begin on what would have been the participant's earliest retirement date and continue for the spouse's life.

Predecessor plan benefits

Fifth Third Bank

Accrued Benefit under the Fifth Third Bank Pension Plan (including predecessor plans from The Lincoln National Bank, The Norwood-Hyde Park Bank and Trust Company, and The Citizens Bank of St. Bernard) as of January 1, 1955.

Farmers Bank of West Union

Accrued Benefit under West Union Plan as of December 31, 1981.

Fayette County Bank

Accrued benefit under the Fayette County Bank Employees Retirement Plan as of December 31, 1981.

Fifth Third Bank of Kenton County

Accrued Benefit under Security Bank, Inc. Employee Pension Trust as of January 1, 1989.

The Farmers and Merchants Bank

Greater of (a) or (b):

a) Accrued Benefit as of April 15, 1982 under Farmers and Merchants Plan

b) (1) – (2), times (3):

(1) 2.3% times Final Average Pay, times service (maximum 20)

(2) 72.9% times 1968 Social Security benefit

(3) Months of service to April 15, 1982 divided by months of service at Normal Retirement Date

The People's National Bank of Wapakoneta

Actuarial Equivalent (using 7% interest and GA71F mortality) of the cash value on October 31, 1983 of policies held for employee under the plan.

American National Bank

Accrued Benefit under the American National Bank Plan as of December 31, 1985.

First Bank and Trust Company of Batesville

Accrued Benefit under the First Bank and Trust Company of Batesville Plan as of December 31, 1987.

Fifth Third Bank of Kenton County

Accrued Benefit under the Fifth Third Bank of Kenton County Plan as of December 31, 1988.

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SCHEDULE SB ATTACHMENTS

Citizens Heritage Bank of Piqua

Accrued Benefit under the Citizens Heritage Bank Plan of Piqua, Ohio as of December 31, 1988.

The Fifth Third Bank of Toledo

Accrued Benefit under First Ohio Bancshares, Inc. Employees' Pension Plan as of December 7, 1989.

Fifth Third Bank of Palestine

Accrued Benefit under the new Palestine Bank Employees' Pension Plan as of December 31, 1989.

The Citizens State Bank of Greenville

Accrued Benefit under the Citizens State Bank of Greenville Defined Benefit Pension Plan as of December 31, 1989.

The National Bank and Trust Company of Paris

Accrued Benefit under the Bank's Retirement Plan as of January 1, 1990.

Cumberland Federal Savings Bank

Accrued Benefit earned under FIRF as of September 1, 1994 enhanced from 2% accrual rate to 2.35% accrual rate.

The Fifth Third Bank of Northeastern Ohio

Accrued Benefit under the Falls Financial, Inc. plan as of March 8, 1996.

Kentucky Enterprise Bancorp, Inc.

Accrued Benefit under the Kentucky Enterprise plan as of September 30, 1996.

Ohio Company

Accrued Benefit under the Ohio Company Pension Plan as of July 31, 1999.

Citizen's Federal

Accrued Benefit under the Citizen's Federal Bank pension plan as of June 26, 1998.

CNB Bancshares

Accrued Benefit under the CNB Bancshares pension plan as of March 15, 2000.

Old Kent

Accrued Benefit under the Old Kent pension plan as of December 31, 2001.

Peoples Bank

Accrued Benefit under the Peoples Bank and Trust Company Employees' Pension Plan as of December 31, 2005.

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SCHEDULE SB ATTACHMENTS

Forms of payment

Normal Form: Actuarially equivalent 50% joint and survivor annuity if married on date payments commence; life annuity if single.

Optional Forms: Actuarially equivalent 100%, 75%, or 50% joint and survivor; life with 10 years certain annuity; lump sum.

Changes in plan provisions since last actuarial valuation

There have been no changes in the principal plan provisions since the prior valuation.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
<u>Single Transactions:</u>						
Ishares Russell Mid Cap Value Index Fund	Equity Fund					
1 Sale		\$ -	12,259,062	7,120	10,933,929	\$ 1,318,013
Reliance Trust Strategic Income Fund	Corporate Bond					
1 Purchase		\$ 12,973,191	-	-	12,973,191	\$ -
Touchstone Mid Cap Fund	Equity Fund					
1 Purchase		\$ 14,999,992	-	-	14,999,992	\$ -
<u>Series Transactions:</u>						
Federated Prime Cash Obligation Fund	Cash equivalents					
81 Purchases		\$ 39,146,484	-	-	39,146,484	-
38 Sales		-	42,412,622	-	42,412,622	-
Fifth Third Bank Equity Index Fund*	Equity Fund					
1 Purchase		\$ 6,499,995	-	-	6,499,995	-
2 Sales		-	10,400,000	-	9,216,744	1,183,256
Nicholas Limited Edition Inc.	Equity Fund					
3 Sales		\$ -	9,646,862	-	9,717,306	(70,444)
Oppenheimer Developing Markets Fund	Equity Fund					
4 Purchases		\$ 18,353,381	-	-	18,353,381	-

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
<u>Series Transactions (Continued):</u>						
T. Rowe Price Small Cap Stock Fund	Equity Fund					
2 Purchases		\$ 16,849,951	-	-	16,849,951	-
1 Sale		-	6,940,408	-	6,414,270	526,138

* Denotes a party-in-interest

See Independent Auditor's Report

(Concluded)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
	CASH:	\$ 18,171	\$ 18,171
	CASH EQUIVALENTS:		
6,891,109	Federated Prime Cash Obligations Fund	6,891,109	6,891,109
	CORPORATE BONDS AND NOTES:		
869,476	Countrywide Loan Trust 2005 - 16 2AF4, Variable % due 5/25/36	869,453	747,854
816,021	First Horizon Mortgage Trust 2006-2 1A9, 6.0% due 8/25/36	772,797	781,829
736,557	PIMCO All Asset All Authority Fund	7,449,996	7,291,914
1,246,224	Reliance Trust Strategic Income Fund	12,973,191	12,861,031
263,991	Residential Funding Mortgage 2003-S13 A3, 5.5% due 6/25/33	257,866	264,424
717,822	Touchstone Flexible Income Fund	7,527,259	7,422,284
	Total Corporate Bonds and Notes:	29,850,562	29,369,336
	FEDERAL AGENCY OBLIGATIONS:		
125,018	Fannie Mae, Series 2011-15 4.00% due 3/25/38	138,077	128,654
268,779	Fannie Mae, Series 2011-109 4.00% due 8/25/41	278,996	273,001
17,007	Federal Home Loan Mortgage Corp. 2744 HF, Variable % due 2/15/34	17,743	17,033
1,000,000	Federal Home Loan Mortgage Corp. 2949 GE, 5.5% due 3/15/35	1,015,313	1,089,370
1,000,000	Federal Home Loan Mortgage Corp. 3002 PJ, 5.5% due 4/15/35	954,531	1,046,700
1,157,239	Federal Home Loan Mortgage Corp. 3053 ZB, 6.0% due 10/15/35	1,106,409	1,334,273
819,700	Federal National Mortgage Association, 386389 4.78% due 8/1/18	814,374	893,973
513,763	Federal National Mortgage Association, 387299 4.88% due 3/1/20	524,847	559,914
1,000,000	Financing - Federal Book Entry Strip Note due 2/8/16	598,030	982,730
327,701	Freddie Mac, Series 3536 4.5% due 5/15/39	341,588	342,120
449,838	Ginnie Mae, 2009-80, 4.555% due 1/16/50	473,783	469,914
1,000,000	Ginnie Mae, 5.015% due 3/16/50	1,010,000	1,087,470
1,941,591	Government National Mortgage Association 2003-103 PC, 5.5% due 11/20/33	1,954,716	2,127,964
240,574	Government National Mortgage Association 2003-72 D, Variable % due 12/16/36	198,933	247,110
1,296	Government National Mortgage Association 2005-10 D, Variable % due 9/16/32	-	1,295
1,547,517	Government National Mortgage Association 2005-34 ZA, Variable % due 4/16/45	1,507,779	1,684,595
836,110	Government National Mortgage Association 2005-67 C, Variable % due 3/16/35	842,360	879,003
283,660	Government National Mortgage Association 3633, 4.5% due 1/20/35	248,406	306,026
1,000,000	U.S. Treasury INFL IX N/B, 1.125% due 1/15/21	1,052,642	1,121,522
500,000	U.S. Treasury INFL IX N/B, 2.375% due 1/15/17	631,998	637,318
500,000	U.S. Treasury N/B, 3.625% due 8/15/19	512,873	544,805
200,000	U.S. Treasury Note, 2.375% due 9/30/14	200,946	203,320
500,000	U.S. Treasury Note, 3.625% due 2/15/20	508,342	544,220
	Total Federal Agency Obligations:	14,932,686	16,522,330
	COMMON STOCK:		
13,409	AbbVie Inc.	573,241	708,129
4,349	Alexandria Real Estate Equities, Inc.	303,915	276,683
2,894	Alliance Data Systems Corporation	447,163	760,919
12,038	Allstate Corporation	656,528	656,553

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
COMMON STOCK (continued):			
1,611	Altisource Residential Corporation	43,037	48,507
2,533	American Homes 4 Rent	42,319	41,035
9,890	AmREIT, Inc.	180,247	166,152
5,543	Amgen, Inc.	489,049	632,345
6,572	Apartment Investment & Management Company	206,793	170,281
1,146	Apple, Inc.	353,591	642,929
10,626	Associated Estates Realty Corporation	191,047	170,547
12,539	AT&T, Inc.	432,040	440,871
1,742	Avalonbay Communities Inc.	231,660	205,957
14,564	Avnet, Inc.	576,239	642,418
19,669	BB&T Corporation	569,106	734,047
5,048	The Boeing Company	496,707	689,002
2,192	Boston Properties Inc.	230,483	220,011
14,192	Brandywine Realty Trust	209,358	199,965
3,155	Camden Property Trust	225,736	179,456
19,493	CA Technologies, Inc.	573,928	655,939
8,661	CBL & Associates Properties Inc.	203,777	155,552
4,746	Chevron Corporation	560,671	592,823
7,515	Cigna Corp.	430,050	657,412
19,707	CMS Energy Corp.	558,926	527,556
15,375	Comcast Corporation	762,622	798,962
9,506	ConocoPhillips	558,705	671,599
10,551	CVS Corp.	522,569	755,135
23,020	Delta Air Lines Inc.	348,355	632,359
3,552	Digital Realty Trust Inc.	241,628	174,474
12,890	Discover Financial Services	371,197	721,196
8,784	Douglas Emmett Inc.	222,388	204,579
7,270	Dover Corporation	528,874	701,846
3,543	EastGroup Properties Inc.	208,222	205,246
8,411	Eastman Chemical Co.	581,133	678,768
5,527	EPR Properties	290,004	271,707
3,375	Equity LifeStyle Properties, Inc.	122,130	122,276
3,807	Equity One Inc.	88,227	85,429
1,386	Essex Property Trust Inc.	216,494	198,905
6,235	Exxon Mobil Corp.	540,634	630,982
2,156	Federal Realty Investment Trust	236,276	218,640
3,792	The GEO Group, Inc.	127,881	122,178
178,604	Fifth Third Bancorp*	2,471,446	3,756,042
13,123	Halliburton Co.	594,753	665,992
11,064	Hanesbrands Inc.	554,393	777,467
4,082	HCP, Inc.	207,050	148,258
4,432	Health Care REIT, Inc.	306,975	237,422
8,462	Helmerich & Payne, Inc.	519,474	711,485
12,090	Hospitality Properties Trust	330,350	326,793
17,989	Host Hotels and Resorts, Inc.	315,295	349,706
27,963	Intel Corporation	662,676	725,780
3,174	International Business Machines Corp.	452,047	595,347

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
COMMON STOCK (continued):			
13,061	International Paper Company	617,200	640,381
6,797	Johnson & Johnson	577,698	622,537
15,233	Johnson Controls Inc.	632,842	781,453
11,391	JP Morgan Chase & Co.	540,052	666,146
7,345	Kimberly-Clark Corporation	719,579	767,259
5,007	KLA-Tencor Corporation	261,685	322,751
16,329	The Kroger Co.	420,047	645,485
18,528	Lexington Corp.	217,249	189,171
12,956	Lincoln National Corporation	565,439	668,789
14,217	Lorillard, Inc.	620,850	720,518
3,939	LTC Properties Inc.	167,589	139,401
8,834	Magna International Inc.	504,961	724,918
4,177	McKesson Corporation	690,366	674,168
12,523	MetLife, Inc.	546,163	675,240
8,119	Monmouth Real Estate Investment Corp.	89,049	73,802
15,602	Mylan, Inc.	446,283	677,127
5,648	National Retail Properties, Inc.	207,017	171,304
7,029	Nextera Energy, Inc.	431,346	601,823
20,561	Omega Healthcare Investors Inc.	671,634	612,719
12,006	Omnicare Inc.	567,274	724,682
18,637	Oracle Corp.	537,142	713,052
3,336	Public Storage	516,256	502,135
8,188	Qualcomm Inc.	503,542	607,959
7,689	Raytheon Co.	685,500	697,392
5,523	Realty Income Corporation	252,494	206,174
13,043	Seagate Technology Plc.	431,553	732,495
7,477	Senior Housing Properties Trust	202,124	166,214
2,471	Silver Bay Realty Trust Corp.	38,410	39,511
4,181	Simon Property Group Inc.	685,748	636,181
7,715	SM Energy Company	594,024	641,194
9,629	State Street Corporation	620,526	706,672
6,902	Tanger Factory Outlet Centers Inc.	255,467	221,002
3,852	Union Pacific Corp.	442,381	647,136
5,774	United Technologies Corp.	540,994	657,081
3,153	Ventas, Inc.	234,694	180,604
9,845	Verizon Communications Inc.	485,698	483,783
7,730	Viacom, Inc.	661,993	675,138
1,436	Vornado Realty Trust	128,999	127,502
9,340	Wal-Mart Stores Inc.	714,769	734,965
6,717	Weingarten Realty Investors	212,247	184,180
14,321	Wells Fargo & Co.	466,471	650,173
7,971	Weyerhaeuser Co.	236,418	251,644
4,774	Whirlpool Corp.	518,361	748,850
Total Common Stock:		40,627,543	47,974,373

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

Par Value/ No. of Shares	Asset Description	Amortized Cost	Fair Value
PREFERRED STOCK:			
3,085	CBL & Associates Properties Inc.	78,471	73,269
EQUITY AND OTHER FUNDS:			
266,531	Fifth Third Bank Equity Index Fund*	8,990,916	11,583,450
535,570	MainStay Marketfield Fund	9,260,005	9,918,756
543,640	Oppenheimer Developing Markets Fund	18,353,381	20,419,131
277,915	T. Rowe Price Institutional Small-Cap Stock Fund	10,435,681	12,383,884
2,547,288	Touchstone International Value Fund	24,341,154	22,568,968
726,040	Touchstone Mid Cap Fund	14,999,992	16,727,968
140,000	UBS E-TRACS Alerian MLP Infrastructr ETN	5,538,148	5,520,200
Total Equity and Other Funds:		91,919,277	99,122,357
TOTAL		\$ 184,317,819	199,970,945

*Denotes a party-in-interest

See Independent Auditor's Report

(Concluded)

SCHEDULE SB ATTACHMENTS

Schedule of Active Participant Data as of January 1, 2013
Schedule SB, Line 26

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		50		3		1		0		0		0		0		0		0	
35 - 39	0		103		88		10		3		0		0		0		0		0	
40 - 44	0		173		110		78		13		2		0		0		0		1	
45 - 49	1		188		75		82		57		7		0		0		0		0	
50 - 54	0		222		91		64		41		28		6		1		0		1	
55 - 59	0		197		71		46		38		18		18		2		0		0	
60 - 64	0		119		47		40		29		11		7		3		0		0	
65 - 69	0		29		15		8		7		3		0		2		2		2	
70 & Over	0		3		4		2		1		0		1		0		0		1	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third
 Valuation Date: January 1, 2013

Note: Compensation is not displayed because benefits are frozen for all except 14 active grandfathered participants.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Applicability of provisions

The provisions summarized here are generally applicable to participants who originated with the Fifth Third Bank. Many subsequently acquired banks have provisions that are particular to that organization and that differ from the following. Details of those grandfathered plan provisions can be found in the various appendices to the Fifth Third MRP plan document.

Effective date

Amended and restated effective January 1, 2002.

Plan year

The twelve-month period ending December, 31.

Coverage and participation

Employees who were participants in the prior plan on December 31, 2001 became participants in the Plan as of January 1, 2002.

An employee whose employment commences after December 31, 1997 shall not become a participant in the plan.

Other participants with accrued benefits from defined benefit plans of acquired employers may be merged into this plan from time to time.

Fifth third service

Vesting Service as an employee of the Fifth Third Bank or any affiliate.

Credited service

Years of Fifth Third Service as a participant. Employment before January 1, 1972 is not counted.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Vesting service

An employee is credited with one year of Vesting Year for each calendar year in which he has completed 1,000 or more hours of service.

Final average pay

The monthly average of the highest five consecutive rates of pay for the calendar years of compensation during the 10-year period ending on the earliest of termination, early retirement, or normal retirement dates.

Covered compensation

The 35-year average of Social Security Wage Bases, ending in the year Social Security retirement age is attained. The Wage Base is assumed to be constant from the year of termination to the Social Security retirement age.

Pension benefits at normal retirement

Eligibility: All participants on the first of the month coinciding with or next following attainment of age 65 and completion of at least five Vesting Years.

Plan Freeze: Effective November 15, 1998, no further benefits shall accrue for any participant who is not a Grandfathered Employee. Grandfathered Employee means a participant who, as of December 31, 1998, is:

An employee

At least 50 years of age

Has credit for at least 15 Vesting Years

Pension Benefits: The greater of pension benefit accrued to May 1, 1991 (December 31, 1998, for super-highly compensated employees) or the sum of (a) and (b) below:

a) 30.5% of Final Average Pay minus 11.1% of Final Average Pay not in excess of Covered Compensation multiplied by the ratio of Credited Service projected to age 60 (not in excess of 30 years) over 30; multiplied by the ratio of Fifth Third Service over Fifth Third Service projected to age 60 (with the ratio not exceeding 1).

b) Predecessor Plan Benefit, if any.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Postponed retirement benefits

Eligibility: Any participant who retires on a date after his normal retirement date.

Pension Benefit: Benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at actual retirement date. Payment of benefit begins at actual retirement date.

Pension benefits at early retirement

Eligibility: Any n the first of the month on or next following attainment of age 55 and completion of five Vesting Years.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at retirement, reduced 0.5% for each month that commencement of payments precedes the date on which the participant reaches age 60. Different early retirement factors apply to some predecessor plan benefits.

Vested benefits upon termination of service

Eligibility: All participants who terminate employment with five Vesting Years will be 100% vested.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at termination, payable when participant becomes age 65 or at an earlier age in a reduced amount.

Death benefits for participants in active service

Eligibility: All Spouses of all active vested participants who die before payments have begun, provided that the participant and surviving spouse were married for at least one year. Also, spouses of separated participants who: had at least one Hour of Service after January 1, 1976, separated with at least five Vesting Years and a nonforfeitable right to a benefit, were alive on August 23, 1984, whose payment has not commenced as of August 23, 1984, and who elected coverage.

Pension Benefit:

a) If eligible for early retirement, the amount that would have been payable to the spouse had the participant retired on the day before he died, having elected a 50% joint and survivor annuity with his spouse named as the survivor. Monthly payments will begin as of the first day of the month following the participant's death and will continue for the spouse's life.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

b) If not eligible for early retirement, the amount that would have been payable to the spouse had the participant terminated on the date he died, survived to his earliest retirement age, retired (having elected a 50% joint and survivor annuity with his spouse named as the survivor), and then died the day after retirement. Monthly payments will begin on what would have been the participant's earliest retirement date and continue for the spouse's life.

Predecessor plan benefits

Fifth Third Bank

Accrued Benefit under the Fifth Third Bank Pension Plan (including predecessor plans from The Lincoln National Bank, The Norwood-Hyde Park Bank and Trust Company, and The Citizens Bank of St. Bernard) as of January 1, 1955.

Farmers Bank of West Union

Accrued Benefit under West Union Plan as of December 31, 1981.

Fayette County Bank

Accrued benefit under the Fayette County Bank Employees Retirement Plan as of December 31, 1981.

Fifth Third Bank of Kenton County

Accrued Benefit under Security Bank, Inc. Employee Pension Trust as of January 1, 1989.

The Farmers and Merchants Bank

Greater of (a) or (b):

a) Accrued Benefit as of April 15, 1982 under Farmers and Merchants Plan

b) (1) – (2), times (3):

(1) 2.3% times Final Average Pay, times service (maximum 20)

(2) 72.9% times 1968 Social Security benefit

(3) Months of service to April 15, 1982 divided by months of service at Normal Retirement Date

The People's National Bank of Wapakoneta

Actuarial Equivalent (using 7% interest and GA71F mortality) of the cash value on October 31, 1983 of policies held for employee under the plan.

American National Bank

Accrued Benefit under the American National Bank Plan as of December 31, 1985.

First Bank and Trust Company of Batesville

Accrued Benefit under the First Bank and Trust Company of Batesville Plan as of December 31, 1987.

Fifth Third Bank of Kenton County

Accrued Benefit under the Fifth Third Bank of Kenton County Plan as of December 31, 1988.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Citizens Heritage Bank of Piqua

Accrued Benefit under the Citizens Heritage Bank Plan of Piqua, Ohio as of December 31, 1988.

The Fifth Third Bank of Toledo

Accrued Benefit under First Ohio Bancshares, Inc. Employees' Pension Plan as of December 7, 1989.

Fifth Third Bank of Palestine

Accrued Benefit under the new Palestine Bank Employees' Pension Plan as of December 31, 1989.

The Citizens State Bank of Greenville

Accrued Benefit under the Citizens State Bank of Greenville Defined Benefit Pension Plan as of December 31, 1989.

The National Bank and Trust Company of Paris

Accrued Benefit under the Bank's Retirement Plan as of January 1, 1990.

Cumberland Federal Savings Bank

Accrued Benefit earned under FIRF as of September 1, 1994 enhanced from 2% accrual rate to 2.35% accrual rate.

The Fifth Third Bank of Northeastern Ohio

Accrued Benefit under the Falls Financial, Inc. plan as of March 8, 1996.

Kentucky Enterprise Bancorp, Inc.

Accrued Benefit under the Kentucky Enterprise plan as of September 30, 1996.

Ohio Company

Accrued Benefit under the Ohio Company Pension Plan as of July 31, 1999.

Citizen's Federal

Accrued Benefit under the Citizen's Federal Bank pension plan as of June 26, 1998.

CNB Bancshares

Accrued Benefit under the CNB Bancshares pension plan as of March 15, 2000.

Old Kent

Accrued Benefit under the Old Kent pension plan as of December 31, 2001.

Peoples Bank

Accrued Benefit under the Peoples Bank and Trust Company Employees' Pension Plan as of December 31, 2005.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Forms of payment

Normal Form: Actuarially equivalent 50% joint and survivor annuity if married on date payments commence; life annuity if single.

Optional Forms: Actuarially equivalent 100%, 75%, or 50% joint and survivor; life with 10 years certain annuity; lump sum.

Changes in plan provisions since last actuarial valuation

There have been no changes in the principal plan provisions since the prior valuation.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate	4.94%	1.75%
● Second segment rate	6.15%	4.62%
● Third segment rate	6.76%	5.72%
● Effective interest rate	6.36%	5.03%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related expenses

The amount assumed for plan-related expenses is the actual amount paid in the prior year, rounded to the next \$1,000. The amount included this year for plan-related expenses is \$427,000.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Mortality

For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Percentage retiring during the year		
Age	Males	Females
55	10%	10%
56	10%	10%
57	10%	10%
58	10%	10%
59	10%	10%
60	15%	15%
61	20%	20%
62	40%	40%
63	20%	20%
64	10%	10%
65	100%	100%

Disability rates

The rates at which participants become disabled by age and gender are shown below:

Percentage becoming disabled during the year		
Age	Males	Females
25	0.03%	0.03%
30	0.03%	0.03%
35	0.04%	0.04%
40	0.08%	0.08%
45	0.16%	0.16%
50	0.33%	0.33%
55	0.69%	0.69%
60	1.15%	1.15%
65	0.00%	0.00%

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Compensation increases

For purposes of determining the target normal cost, compensation is assumed to increase by 4.00% during the plan year. For purposes of determining the additional funding target for maximum deductible contribution purposes, compensation is assumed to increase by 4.00% per annum.

Future increases in social security

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the National Average Wage Index is assumed to increase by 3.50% per annum.

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

- 3.5% interest rate
- Revenue Ruling 2001-62 mortality assumption

For lump sums calculated using the non-PBGC interest rate:

- 3-segment rates as described in Discount Rates above
- IRS Notice 2008-85 mortality assumption

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Representative termination rates not due to disability, retirement, or mortality

Percentage leaving during the year		
Attained Age	Males	Females
20	21.50%	21.50%
25	16.50%	16.50%
30	13.00%	13.00%
35	10.13%	10.13%
40	7.89%	7.89%
45	6.50%	6.50%
50	4.88%	4.88%
55	2.78%	2.78%
60	0.00%	0.00%
65	0.00%	0.00%

In addition, 25% of participants are assumed to terminate each year during the first four years of service.

Form of payment

85% of vested employees who terminate due to normal retirement, early retirement, or vested termination are assumed to elect an immediate lump sum. 85% of vested terminated participants who left employment within five years of the valuation date are assumed to elect an immediate lump sum also. Other participants are assumed to elect the normal form.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Plan compensation

Annualized January 1, 2013 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2013 rate of pay plus estimated bonus according to the following table:

Base Pay Rate	Bonus %
< \$125,000	35%
\$125,000 - \$134,999	40%
\$135,000 - \$249,999	55%
\$250,000 and up	70%

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2012 plan year.)

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Fifth Third and, based on that review, is not aware of any significant benefits required to be valued that were not.

Participant data

Employee data was supplied by The Hartford as of the census date.

Changes in assumptions and methods since last actuarial valuation

The following changes in assumptions and methods were made as part of this valuation:

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012 and the segment interest rate corridors of MAP-21 were applied.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were updated from \$395,000 for 2012 to \$427,000 for 2013.
- The salary scale for compensation increases was changed from 5.00% to 4.00%.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Applicability of provisions

The provisions summarized here are generally applicable to participants who originated with the Fifth Third Bank. Many subsequently acquired banks have provisions that are particular to that organization and that differ from the following. Details of those grandfathered plan provisions can be found in the various appendices to the Fifth Third MRP plan document.

Effective date

Amended and restated effective January 1, 2002.

Plan year

The twelve-month period ending December, 31.

Coverage and participation

Employees who were participants in the prior plan on December 31, 2001 became participants in the Plan as of January 1, 2002.

An employee whose employment commences after December 31, 1997 shall not become a participant in the plan.

Other participants with accrued benefits from defined benefit plans of acquired employers may be merged into this plan from time to time.

Fifth third service

Vesting Service as an employee of the Fifth Third Bank or any affiliate.

Credited service

Years of Fifth Third Service as a participant. Employment before January 1, 1972 is not counted.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Vesting service

An employee is credited with one year of Vesting Year for each calendar year in which he has completed 1,000 or more hours of service.

Final average pay

The monthly average of the highest five consecutive rates of pay for the calendar years of compensation during the 10-year period ending on the earliest of termination, early retirement, or normal retirement dates.

Covered compensation

The 35-year average of Social Security Wage Bases, ending in the year Social Security retirement age is attained. The Wage Base is assumed to be constant from the year of termination to the Social Security retirement age.

Pension benefits at normal retirement

Eligibility: All participants on the first of the month coinciding with or next following attainment of age 65 and completion of at least five Vesting Years.

Plan Freeze: Effective November 15, 1998, no further benefits shall accrue for any participant who is not a Grandfathered Employee. Grandfathered Employee means a participant who, as of December 31, 1998, is:

An employee

At least 50 years of age

Has credit for at least 15 Vesting Years

Pension Benefits: The greater of pension benefit accrued to May 1, 1991 (December 31, 1998, for super-highly compensated employees) or the sum of (a) and (b) below:

a) 30.5% of Final Average Pay minus 11.1% of Final Average Pay not in excess of Covered Compensation multiplied by the ratio of Credited Service projected to age 60 (not in excess of 30 years) over 30; multiplied by the ratio of Fifth Third Service over Fifth Third Service projected to age 60 (with the ratio not exceeding 1).

b) Predecessor Plan Benefit, if any.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Postponed retirement benefits

Eligibility: Any participant who retires on a date after his normal retirement date.

Pension Benefit: Benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at actual retirement date. Payment of benefit begins at actual retirement date.

Pension benefits at early retirement

Eligibility: Any n the first of the month on or next following attainment of age 55 and completion of five Vesting Years.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at retirement, reduced 0.5% for each month that commencement of payments precedes the date on which the participant reaches age 60. Different early retirement factors apply to some predecessor plan benefits.

Vested benefits upon termination of service

Eligibility: All participants who terminate employment with five Vesting Years will be 100% vested.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at termination, payable when participant becomes age 65 or at an earlier age in a reduced amount.

Death benefits for participants in active service

Eligibility: All Spouses of all active vested participants who die before payments have begun, provided that the participant and surviving spouse were married for at least one year. Also, spouses of separated participants who: had at least one Hour of Service after January 1, 1976, separated with at least five Vesting Years and a nonforfeitable right to a benefit, were alive on August 23, 1984, whose payment has not commenced as of August 23, 1984, and who elected coverage.

Pension Benefit:

a) If eligible for early retirement, the amount that would have been payable to the spouse had the participant retired on the day before he died, having elected a 50% joint and survivor annuity with his spouse named as the survivor. Monthly payments will begin as of the first day of the month following the participant's death and will continue for the spouse's life.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

b) If not eligible for early retirement, the amount that would have been payable to the spouse had the participant terminated on the date he died, survived to his earliest retirement age, retired (having elected a 50% joint and survivor annuity with his spouse named as the survivor), and then died the day after retirement. Monthly payments will begin on what would have been the participant's earliest retirement date and continue for the spouse's life.

Predecessor plan benefits

Fifth Third Bank

Accrued Benefit under the Fifth Third Bank Pension Plan (including predecessor plans from The Lincoln National Bank, The Norwood-Hyde Park Bank and Trust Company, and The Citizens Bank of St. Bernard) as of January 1, 1955.

Farmers Bank of West Union

Accrued Benefit under West Union Plan as of December 31, 1981.

Fayette County Bank

Accrued benefit under the Fayette County Bank Employees Retirement Plan as of December 31, 1981.

Fifth Third Bank of Kenton County

Accrued Benefit under Security Bank, Inc. Employee Pension Trust as of January 1, 1989.

The Farmers and Merchants Bank

Greater of (a) or (b):

a) Accrued Benefit as of April 15, 1982 under Farmers and Merchants Plan

b) (1) – (2), times (3):

(1) 2.3% times Final Average Pay, times service (maximum 20)

(2) 72.9% times 1968 Social Security benefit

(3) Months of service to April 15, 1982 divided by months of service at Normal Retirement Date

The People's National Bank of Wapakoneta

Actuarial Equivalent (using 7% interest and GA71F mortality) of the cash value on October 31, 1983 of policies held for employee under the plan.

American National Bank

Accrued Benefit under the American National Bank Plan as of December 31, 1985.

First Bank and Trust Company of Batesville

Accrued Benefit under the First Bank and Trust Company of Batesville Plan as of December 31, 1987.

Fifth Third Bank of Kenton County

Accrued Benefit under the Fifth Third Bank of Kenton County Plan as of December 31, 1988.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Citizens Heritage Bank of Piqua

Accrued Benefit under the Citizens Heritage Bank Plan of Piqua, Ohio as of December 31, 1988.

The Fifth Third Bank of Toledo

Accrued Benefit under First Ohio Bancshares, Inc. Employees' Pension Plan as of December 7, 1989.

Fifth Third Bank of Palestine

Accrued Benefit under the new Palestine Bank Employees' Pension Plan as of December 31, 1989.

The Citizens State Bank of Greenville

Accrued Benefit under the Citizens State Bank of Greenville Defined Benefit Pension Plan as of December 31, 1989.

The National Bank and Trust Company of Paris

Accrued Benefit under the Bank's Retirement Plan as of January 1, 1990.

Cumberland Federal Savings Bank

Accrued Benefit earned under FIRF as of September 1, 1994 enhanced from 2% accrual rate to 2.35% accrual rate.

The Fifth Third Bank of Northeastern Ohio

Accrued Benefit under the Falls Financial, Inc. plan as of March 8, 1996.

Kentucky Enterprise Bancorp, Inc.

Accrued Benefit under the Kentucky Enterprise plan as of September 30, 1996.

Ohio Company

Accrued Benefit under the Ohio Company Pension Plan as of July 31, 1999.

Citizen's Federal

Accrued Benefit under the Citizen's Federal Bank pension plan as of June 26, 1998.

CNB Bancshares

Accrued Benefit under the CNB Bancshares pension plan as of March 15, 2000.

Old Kent

Accrued Benefit under the Old Kent pension plan as of December 31, 2001.

Peoples Bank

Accrued Benefit under the Peoples Bank and Trust Company Employees' Pension Plan as of December 31, 2005.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Forms of payment

Normal Form: Actuarially equivalent 50% joint and survivor annuity if married on date payments commence; life annuity if single.

Optional Forms: Actuarially equivalent 100%, 75%, or 50% joint and survivor; life with 10 years certain annuity; lump sum.

Changes in plan provisions since last actuarial valuation

There have been no changes in the principal plan provisions since the prior valuation.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third
Valuation Date: January 1, 2013