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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 007

1c Effective date of plan 11/01/1951

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
FIFTH THIRD BANCORP

BENEFITS DEPARTMENT

38 FOUNTAIN SQUARE PLAZA
MD 10GA5A
CINCINNATI, OH 45202

38 FOUNTAIN SQUARE PLAZA
MD 10GA5A
CINCINNATI, OH 45202

2b Employer Identification Number (EIN)
31-0854434

2c Plan Sponsor's telephone number
513-534-4102

2d Business code (see instructions)
522110

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.	10/15/2015	TERESA TANNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	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

PENSION, PROFIT SHARING AND MEDICAL PLAN COMMITTEE
BENEFITS DEPARTMENT
38 FOUNTAIN SQUARE PLAZA
MD 10GA5A
CINCINNATI, OH 45202

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**	6584
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	1994
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1801
b	Retired or separated participants receiving benefits	**6b**	935
c	Other retired or separated participants entitled to future benefits	**6c**	3407
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	6143
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	138
f	Total. Add lines **6d** and **6e**.	**6f**	6281
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)

Part III	**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

▶ **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
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 BANCORP

D Employer Identification Number (EIN)
31-0854434

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2014

2 Assets:

a Market value	**2a**	200134288
b Actuarial value	**2b**	184625943

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	1079	52638980	52638980
b For terminated vested participants	3511	49776907	49776907
c For active participants	1994	53690410	54616858
d Total	6584	156106297	157032745

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**	6.53%
6 Target normal cost	**6**	440000

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

Signature of actuary

Date

KEVIN H. PRAY

Type or print name of actuary

14-04836

Most recent enrollment number

TOWERS WATSON DELAWARE INC.

Firm name

901-252-4000

Telephone number (including area code)

3350 PLAYERS CLUB PARKWAY
MEMPHIS, TN 38125-8917

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 [ ]

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)	41085512	4372245
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	431300	0
9	Amount remaining (line 7 minus line 8)	40654212	4372245
10	Interest on line 9 using prior year's actual return of 16.96%	6894954	741533
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.36 %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
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)	47549166	5113778

Part III Funding Percentages

14	Funding target attainment percentage	14	84.03 %
15	Adjusted funding target attainment percentage	15	117.57 %
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	112.22 %
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	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
4.99 %	6.32 %	6.99 %	☐ 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**	440000
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	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**	440000

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	440000		440000

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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
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
FIFTH THIRD BANCORP

D Employer Identification Number (EIN)
31-0854434

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).. . . . . [X] 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

FIFTH THIRD RETIREMENT SERVICES
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45202

31-1051736

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

CLEARARC CAPITAL, INC.
38 FOUNTAIN SQUARE PLAZA
MD 1090D2
CINCINNATI, OH 45202

34-1172683

(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)

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	125910	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	53012	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	38665	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)

(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 ☐

(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

(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

(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

(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

(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

(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:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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 BANCORP

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)

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6318721-005	C	13833085

a Name of MTIA, CCT, PSA, or 103-12 IE: FIFTH THIRD EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): FIFTH THIRD BANK

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)
30-0194096-001	C	13171977

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)

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 G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Financial Transaction Schedules

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.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
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
FIFTH THIRD BANCORP

D Employer Identification Number (EIN)
31-0854434

Part I Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
FIFTH THIRD BANK	AFFILIATE OF PLAN SPONSOR	FAILURE TO CREDIT REVENUE SHARING BACK TO TRUST. FULL CORRECTION IN APRIL 2015. 5330'S FILED WITH IRS.	

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
					3409

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
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
FIFTH THIRD BANCORP

D Employer Identification Number (EIN)
31-0854434

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	18171	5
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	163343	186804
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6891109	6552079
(2) U.S. Government securities	1c(2)	16522330	14527668
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	1794107	4225880
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	73269	0
(B) Common	1c(4)(B)	44218331	52475397
(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)	24444481	27005062
(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)	102253105	86127949
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	3756042	3639057
(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	200134288	194739901
Liabilities			
g Benefit claims payable	1g	707399	67793
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	707399	67793
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	199426889	194672108

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) Amount	(b) Total
a Contributions:			
(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)	2117	
(B) U.S. Government securities	2b(1)(B)	637108	
(C) Corporate debt instruments	2b(1)(C)	100135	
(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)		739360
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	1422	
(B) Common stock	2b(2)(B)	1287507	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2921235	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4210164
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	52496492	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	52695853	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-199361
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	6871006	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		6871006

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2560581
(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)		-1475369
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		12706381

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16918767	
(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)		16918767
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)	96122	
(2) Contract administrator fees	2i(2)	125910	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	320363	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		542395
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		17461162

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		-4754781
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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)** [X] Disclaimer **(4)** [ ] Adverse

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

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d	X		108159
e	Was this plan covered by a fidelity bond?	4e		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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
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
FIFTH THIRD BANCORP

D Employer Identification Number (EIN)
31-0854434

Part I Distributions

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** 0

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): 31-1051736

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** 243

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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**

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.

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: 66.0% Investment-Grade Debt: 23.0% High-Yield Debt: _____% Real Estate: _____% Other: 11.0%

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 and Notes to Financial Statements as of and for the years ended December 31, 2014 and 2013, Supplemental Schedules as of December 31, 2014, and Independent Auditors' Report

EIN: 31-0854434
PN: 007

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

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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.

Deloitte.

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USA

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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, 2014 and 2013, and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2014 and 2013, 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 8, 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, 2014 and 2013, and for the years ended December 31, 2014 and 2013, 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, 2014 and Reportable Transactions for the Year Ended December 31, 2014 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 15, 2015

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31,

	2014	2013
ASSETS:		
Cash	$ 5	18,171
Investments - at fair value:		
Cash equivalents	6,552,079	6,891,109
Corporate bonds and notes	22,094,251	29,369,336
Asset-backed securities	3,931,857	-
U.S. Treasury and agency obligations	14,527,668	16,522,330
Common stock - Fifth Third Bancorp	3,639,057	3,756,042
Common stock - other	52,475,397	44,218,331
Preferred stock	-	73,269
Equity and other funds	91,332,783	99,122,357
Total investments	194,553,092	199,952,774
Accrued investment income	186,804	163,343
Total assets	194,739,901	200,134,288
LIABILITIES:		
Claims payable	67,793	707,399
Total liabilities	67,793	707,399
NET ASSETS AVAILABLE FOR BENEFITS	$ 194,672,108	199,426,889

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,

	2014	2013
ADDITIONS:		
Dividends	$ 4,210,164	2,736,464
Interest	739,359	957,572
Net appreciation in fair value of investments	7,756,858	26,345,979
Total additions	12,706,381	30,040,015
DEDUCTIONS:		
Benefits paid to participants	(16,850,974)	(18,877,716)
Claims payable	(67,793)	(707,399)
Administrative and other expenses	(542,395)	(453,914)
Total deductions	(17,461,162)	(20,039,029)
(DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(4,754,781)	10,000,986
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of period	199,426,889	189,425,903
End of period	$ 194,672,108	199,426,889

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, 2014 AND 2013

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 - 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 annuity with 10 years certain or a lump sum. In addition, other optional forms of payment are available as permitted under an appendix in the Predecessor Plan document.

All plan participants are 100% vested.

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 and elected not to make an additional contribution for the years ended December 31, 2014 and 2013.

Termination - Although it has not expressed its 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 Pension Benefit Guaranty Corporation (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 the 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.

Tax Status - The Internal Revenue Service (IRS) has determined and informed the Bancorp by a letter dated March 26, 2012 that the Plan (effective January 1, 2009) and related trust are designed in accordance with applicable sections of the Internal Revenue Code (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 (U.S. GAAP) 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 IRS. 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 2011.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accounting records of the Plan are maintained on the accrual basis of accounting. The accompanying financial statements have been prepared in accordance with U.S. GAAP.

Subsequent Events - The Plan has evaluated subsequent events through October 15, 2015, the date of issuance, to determine if either recognition or disclosure of significant events or transactions is required. For more information on subsequent events, refer to Note 9.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP 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 and assumptions.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is 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.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Cash Equivalents - Cash equivalents include amounts held in the Federated Prime Cash Obligation Money Market Fund, which are readily convertible to cash upon demand and are considered short-term investment funds that have a maturity of 90 days or less and are valued at cost which approximates fair value.

Valuation of Investments - Investments are stated at fair value in accordance with Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*. Quoted market prices, when available, are used to value financial instruments. Certain funds classified as corporate bonds and notes and equity and other funds are stated at fair value, as determined by the issuer of the 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, refer to 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 and legal counsel for services rendered and premiums paid to the PBGC. In addition, the Sponsor pays certain expenses of administering the Plan, although it is not obligated to do so under the Plan provisions.

3. RECENT ACCOUNTING DEVELOPMENTS

Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets

In April 2015, the FASB issued amended guidance intended to simplify an entity's measurement of the fair value of plan assets of a defined benefit pension or other postretirement benefit plan when the fiscal year-end does not coincide with a month-end. For an entity with a fiscal year-end that does not coincide with a month-end, the amended guidance provides a practical expedient that permits the entity to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that practical expedient consistently from year to year. The amended guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015, with early adoption permitted. The amended guidance should be applied prospectively. The adoption of the amended guidance is not expected to have an impact on the Plan's Financial Statements as the Plan's fiscal year-end coincides with a month-end.

Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share

In May 2015, the FASB issued amended guidance to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amended guidance also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. The amended guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15,

2016. The amended guidance should be applied retrospectively to all periods presented. The retrospective approach requires that an investment for which fair value is measured using the net asset value per share practical expedient be removed from the fair value hierarchy in all periods presented in an entity's financial statements. Earlier application is permitted. The adoption of the amended guidance is not expected to have a material impact on the Plan's Financial Statements.

4. INVESTMENTS

The following table represents the net appreciation (depreciation) in the fair value of the Plan investments during the years ended:

	December 31, 2014	December 31, 2013
Net appreciation (depreciation) in the fair value of investments:		
Corporate bonds and notes	$ 1,450,866	(227,438)
Asset-backed securities	31,088	-
U.S. Treasury and agency obligations	(222,356)	(739,812)
Common stock - Fifth Third Bancorp	(116,986)	1,041,261
Common stock - other	7,603,595	12,886,337
Preferred stock	-	(5,203)
Equity and other funds	(989,349)	13,390,834
Total	$ 7,756,858	26,345,979

Interest and dividends realized on the Plan's investments for the years ended December 31, 2014 and 2013 were $4,949,523 and $3,694,036, respectively.

Investments representing 5% or more of net assets available for benefits as of December 31, 2014 and 2013 are as follows, and are stated at fair value:

	December 31, 2014	December 31, 2013
Touchstone International Value Fund	$ 27,736,856	22,568,968
Touchstone Mid Cap Fund	18,281,694	16,727,968
Reliance Trust Strategic Income Fund	13,833,085	12,861,031
Fifth Third Bank Equity Index Fund*	13,171,977	11,583,450
Oppenheimer Developing Markets Fund	9,894,862	20,419,131
T. Rowe Price Institutional Small-Cap Stock Fund	-	12,383,884

*Denotes a party-in-interest as defined by ERISA

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 services 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. Benefits payable as a result of retirement, death, disability or termination of employment are included, to the extent they are deemed attributable to employee services rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and the 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 significant actuarial assumptions used in the valuations for the 2014 and 2013 Plan years were:

(a) Retirement age assumptions: average weighted retirement age is 60;
(b) Discount rate: 3.82% and 4.72% at December 31, 2014 and 2013, respectively; and
(c) The mortality table was updated to RP-2014 Healthy Mortality Tables.

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.

The actuarial present value of accumulated plan benefits as of December 31, 2014 and 2013 is as follows:

	December 31, 2014	December 31, 2013
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active employees	$ 72,436,313	67,342,123
Retired participants	65,508,597	57,942,049
Vested, terminated and transferred participants	82,495,400	68,364,386
Total vested benefits	220,440,310	193,648,558
Non-vested benefits	735,541	862,351
Total actuarial present value of accumulated plan benefits	$ 221,175,851	194,510,909

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2014 are as follows:

Present value of accumulated plan benefits, beginning of period	$ 194,510,909
Increase during the year attributable to:	
Decrease in discount period	8,766,363
Actuarial gains	(488,837)
Benefits paid	(17,565,767)
Change of assumptions	35,953,183
Net increase	26,664,942
Present value of accumulated plan benefits, end of period	$ 221,175,851

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 methods described above involve various valuation techniques and models, which involve inputs that are observable, when available. Valuation techniques and parameters used for measuring assets and liabilities are reviewed and validated on a quarterly basis. Additionally, the Plan monitors the fair values of significant assets and liabilities using a variety of methods including the evaluation of pricing runs and exception reports based on certain analytical criteria, comparison to previous trades and overall review and assessments for reasonableness.

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

	Fair Value Measurements Using			
As of December 31, 2014	Level 1[(a)]	Level 2[(a)]	Level 3	Total Fair Value
Investments:				
Cash equivalents	$ 6,552,079	-	-	6,552,079
Corporate bonds and notes	-	22,094,251	-	22,094,251
Asset-backed securities	-	3,931,857		3,931,857
U.S. Treasury and agency obligations	3,463,563	11,064,105	-	14,527,668
Common stock	56,114,454	-	-	56,114,454
Equity and other funds	78,160,806	13,171,977	-	91,332,783
Total investments	$ 144,290,902	50,262,190	-	194,553,092

(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 year ended December 31, 2014, no assets or liabilities were transferred between Level 1 and Level 2, nor were any changes in the methodology employed.

	Fair Value Measurements Using			
As of December 31, 2013	Level 1[(a)]	Level 2[(a)]	Level 3	Total Fair Value
Investments:				
Cash equivalents	$ 6,891,109	-	-	6,891,109
Corporate bonds and notes	-	29,369,336	-	29,369,336
U.S. Treasury and 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 investments	$ 145,528,843	54,423,931	-	199,952,774

(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 year ended December 31, 2013, no assets or liabilities were transferred between Level 1 and Level 2, nor were 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.

Asset-backed securities
The fair value of asset-backed securities is estimated based on models that consider the estimated cash flows of each tranche of the entity, establishes a benchmark yield and develops an estimated

tranche-specific spread to the benchmark yield based on the unique attributes of the tranche. To the extent that the inputs are observable and timely, the values are categorized in Level 2 of the fair value hierarchy.

U.S. Treasury and agency obligations and corporate bonds and notes
For U.S. Treasury 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 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, 2014 and 2013.

The Fifth Third Bank Equity Index Fund represents 6.8% and 5.8% of net assets available for benefits at December 31, 2014 and 2013, 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 7.1% and 6.4% of net assets available for benefits at December 31, 2014 and 2013, respectively. 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:

			Fair Value Measurements Using		
As of December 31, 2014	Net Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Financial Assets:					
Cash	$ 5	5	-	-	5
Accrued Investment Income	186,804	186,804	-	-	186,804
Financial Liabilities:					
Claims Payable	67,793	67,793	-	-	67,793

			Fair Value Measurements Using		
As of December 31, 2013	Net Carrying Amount	Level 1	Level 2	Level 3	Total Fair Value
Financial Assets:					
Cash	$ 18,171	18,171	-	-	18,171
Accrued Investment Income	163,343	163,343	-	-	163,343
Financial Liabilities:					
Claims Payable	707,399	707,399	-	-	707,399

Cash, accrued investment income and claims payable

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

7. 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, 2014 and 2013, the Plan held 178,604 shares of Fifth Third Bancorp common stock with cost basis of $2,471,446 and a fair value of $3,639,057 and $3,756,042, respectively. During the years ended December 31, 2014 and 2013, the Plan recorded dividend income of $89,302 and $80,372 on those shares, respectively.

The Plan entered into a non-exempt prohibited transaction when the Bank failed to credit revenue sharing back to the Plan. ERISA Section 406(a)(1)(D) prohibits the use of plan assets by, or transfer of plan assets to, a party-in-interest. Immediately upon discovery of the issue on April 20, 2015, the Bank consulted ERISA attorneys, filed IRS Form 5330 and paid excise tax for the affected Plan years and reimbursed the Plan for revenue and interest. Therefore, the Bank has completed the steps to remediate the transactions. For more information, refer to Supplemental Schedule G and Note 9.

8. 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, 2014 and 2013, 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.

	December 31, 2014	December 31, 2013
Statement of Net Assets Available for Benefits:		
Total investments	$ 194,553,092	199,952,774
Accrued investment income	186,804	163,343
Statement of Changes in Net Assets Available for Benefits:		
Dividends	4,210,164	2,736,464
Interest	739,359	957,572
Net appreciation in fair value of investments	7,756,858	26,345,979

There were no unsettled security sales or unsettled security purchases as of December 31, 2014 and 2013. 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.

9. SUBSEQUENT EVENTS

On April 20, 2015, the Bank identified revenue sharing transactions that were not credited back to the Plan. ERISA Section 406(a)(1)(D) prohibits the use of plan assets by, or transfer of plan assets to, a party-in-interest. The Bank failed to credit revenue totaling $108,159 and $50,859 during the years ended December 31, 2014 and 2013, respectively. In addition, the Bank failed to credit revenue totaling $1,887 during the first two months of 2015. Immediately upon discovery of the issue, the Bank consulted ERISA attorneys, filed IRS Form 5330 for the affected Plan years and reimbursed the Plan for revenue and interest. The Bank paid excise tax of $454 and $69 for the years ended December 31, 2014 and 2013, respectively, in addition to $161 for the first two months of 2015. Therefore, the Bank has completed the steps to remediate the transactions.

Fifth Third Bancorp amended and restated the Fifth Third Bancorp Master Retirement Plan it its entirety, effective as of January 1, 2015. Beginning with the 2015 Plan Year, all participants will have the option for benefits to be paid in the form of a life annuity with 15 years certain and certain optional forms of payments were removed for some participants. In addition, lump sum payments not exceeding $5,000 will be paid in a lump sum immediately on or after the participant's benefit commencement date if no other election is made. Benefits not exceeding $1,000 will be paid in cash and benefits exceeding $1,000 will be distributed in an automatic rollover to an individual retirement account.

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SUPPLEMENTAL SCHEDULES

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE G, PART III
SCHEDULE OF NON-EXEMPT TRANSACTIONS
AS OF DECEMBER 31, 2014 AND 2013

Party Involved:	Fifth Third Bank
Relationship to Plan, employer or other party-in-interest:	Plan Trustee
Transaction:	Failure to credit revenue sharing back to the Plan
Dates of Transactions:	January - December 2014
Total:	$108,159

Party Involved:	Fifth Third Bank
Relationship to Plan, employer or other party-in-interest:	Plan Trustee
Transaction:	Failure to credit revenue sharing back to the Plan
Dates of Transactions:	April - December 2013
Total:	$50,859

Reason Transaction is Non-Exempt: ERISA Section 406(a)(1)(D) prohibits the use of plan assets by, or transfer of plan assets to, a party-in-interest. The described transactions represent revenue sharing transactions that were not credited to the Plan. Immediately upon identification of the issue on April 20, 2015, the Bank consulted ERISA attorneys, filed IRS Form 5330 and paid excise tax for the affected Plan years and reimbursed the Plan for revenue and interest. Therefore, the Bank has completed the steps to remediate the transactions.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
	CASH:	$ 5	5
	CASH EQUIVALENTS:		
6,552,079	Federated Prime Cash Obligation Money Market Fund	6,552,079	6,552,079
	CORPORATE BONDS AND NOTES:		
100,000	Goldman Sachs Group, Inc. Medium-Term Note, 1.600% due 11/23/15	100,654	100,524
70,000	Morgan Stanley Global Mortgage Trust Note, Series F, 4.100% due 1/26/15	70,162	70,139
121,000	Morgan Stanley, 3.450% due 11/2/15	123,566	123,361
1,246,224	Reliance Trust Strategic Income Fund	12,973,191	13,833,085
753,750	Touchstone Flexible Income Fund	7,909,327	7,967,142
	Total Corporate Bonds and Notes:	21,176,900	22,094,251
	ASSET-BACKED SECURITIES:		
95,231	Air Canada, Series 2013-1A PTC, 4.125% due 5/15/25	97,869	96,183
99,728	American Homes 4 Rent, Series 2014-SFR2 Class A, 3.786% due 10/17/36	99,896	101,748
105,000	AmeriCredit Auto Receivable Trust, Series 2012-3 Class D, 3.030% due 7/9/16	107,543	107,331
100,000	Banc of America Commercial Mortgage, Inc., Series 2005-6 Class A-J, variable rate due 9/10/47	103,648	103,235
100,000	Banc of America Commercial Mortgage, Inc., Series 2006-1 Class A-M, variable rate due 9/10/45	104,480	103,890
100,000	Bear Stearns Commercial Mortgage Securities, Inc., Series 2005-PWR8 Class AJ, 4.750% due 6/11/41	101,895	101,268
200,000	Cabela's Credit Card Master Note Trust, Series 2013-I Class A, 2.710% due 2/17/26	197,266	198,138
100,000	Capital Auto Receivables Asset Trust, Series 2013-1 Class D, 2.190% due 9/20/21	98,859	100,164
150,000	CD Commercial Mortgage Trust, Series 2006-CD3 Class A-M, 5.648% due 10/15/48	161,484	160,263
125,000	Chrysler Capital Auto Receivables Trust, Series 2013-A Class C, 2.280% due 7/15/19	125,410	125,414
100,000	Citigroup Commercial Mortgage, Series 2006-C4, variable rate due 3/17/49	105,578	105,597
156,213	Continental Airlines, Series 2012-2 Class A, 4.000% due 4/29/26	158,557	158,557
823,066	Countrywide Loan Trust, Series 2005-16 Class 2AF4, variable rate due 5/25/36	823,044	744,982
647,937	First Horizon Mortgage Trust, Series 2006-2 Class 1A9, 6.000% due 8/25/36	605,864	606,826
150,000	Ford Credit Floorplan Trust, Series 2013-1 Class B, 1.120% due 1/15/18	150,094	150,022
150,000	Oscar U.S. Funding Trust, Series 2014-1A Class A4, 2.550% due 12/15/21	149,958	150,705
88,237	Residential Funding Mortgage, Series 2003-S13 Class A3, 5.500% due 6/25/33	82,112	88,372
150,000	SMART U.S. Trust, Series 2011-4 Class A-4A, 2.280% due 8/14/17	151,500	149,994
100,000	Susquehanna Auto Receivables, Series 2014-1A, 1.430% due 8/15/19	99,995	99,812
200,000	Synchrony Credit Card Master Note Trust, Series 2014-1 Class A, 1.610% due 11/16/20	199,281	199,270
100,000	Wachovia Bank Commercial Mortgage Trust, Series 2006-C23 Class AM, variable rate due 1/15/45	104,461	104,103
175,000	World Financial CCMT, Series 2012-B Class A, 1.760% due 5/15/21	175,629	175,983
	Total Asset-Backed Securities:	4,004,423	3,931,857

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
	U.S. TREASURY AND AGENCY OBLIGATIONS:		
15,195	Federal Home Loan Mortgage Corp., Series 2744, variable rate due 2/15/34	15,931	15,207
924,657	Federal Home Loan Mortgage Corp., Series 2949, 5.500% due 3/15/35	939,970	1,024,261
626,828	Federal Home Loan Mortgage Corp., Series 3002, 5.500% due 4/15/35	581,359	650,064
1,228,614	Federal Home Loan Mortgage Corp., Series 3053, 6.000% due 10/15/35	1,177,785	1,515,091
218,027	Federal Home Loan Mortgage Corp., Series 3536 Class PC, 4.500% due 5/15/39	231,914	229,530
122,958	Federal Home Loan Mortgage Corp. REMIC, Series 3705 Class DG, 3.000% due 7/15/28	125,374	124,748
97,062	Federal National Mortgage Association, Series 2011-15 Class CA, 4.000% due 3/25/38	110,120	98,408
194,102	Federal National Mortgage Association, Series 2011-109 Class PK, 4.000% due 8/25/41	204,319	204,665
482,888	Federal National Mortgage Association, Series 2012-134 Class FD, variable rate due 12/25/42	477,033	479,122
500,000	Federal National Mortgage Association, Series 2014-M1 Class ASQ2, variable rate due 11/25/18	504,979	509,260
796,104	Federal National Mortgage Association, Series 386389, 4.780% due 8/1/18	790,778	856,416
442,512	Federal National Mortgage Association, Series 387299, 4.880% due 3/1/20	453,596	480,156
330,000	Federal National Mortgage Association, Zero Coupon due 10/9/19	297,346	296,693
51,378	Federal National Mortgage Association REMIC Trust, Series 2010-69 Class EA, 4.000% due 7/25/24	53,158	51,933
1,000,000	Financing - Federal Book Entry Strip Note, Zero Coupon due 2/8/16	598,030	993,390
1,583,205	Government National Mortgage Association, Series 2003-103 Class PC, 5.500% due 11/20/33	1,596,330	1,745,801
53,838	Government National Mortgage Association, Series 2003-72 Class D, variable rate due 12/16/36	12,198	53,854
452,790	Government National Mortgage Association, Series 2005-34 Class ZA, variable rate due 4/16/45	413,053	457,794
190,312	Government National Mortgage Association, Series 2005-67 Class C, variable rate due 3/16/35	196,562	193,631
12,615	Government National Mortgage Association, Series 2009-80 Class B, 4.555% due 1/16/50	36,560	12,619
505,237	Government National Mortgage Association, Series 2009-111 Class C, 5.015% due 3/16/50	515,237	514,190
233,505	Government National Mortgage Association, Series 3633, 4.500% due 1/20/35	198,251	256,977
368,000	Tennessee Valley Authority, Zero Coupon due 7/15/22	302,680	300,295
1,000,000	U.S. Treasury INFL IX N/B, 1.125% due 1/15/21	1,052,642	1,130,229
300,000	U.S. Treasury INFL IX N/B, 0.500% due 4/15/15	324,885	324,416
500,000	U.S. Treasury INFL IX N/B, 2.375% due 1/15/17	631,998	618,009
500,000	U.S. Treasury N/B, 3.625% due 8/15/19	512,873	545,470
500,000	U.S. Treasury Note, 3.625% due 2/15/20	508,342	548,205
300,000	U.S. Treasury Zero Coupon Strip due 8/15/16	297,426	297,234
	Total U.S. Treasury and Agency Obligations:	13,160,729	14,527,668

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

	Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
		COMMON STOCK:		
	13,409	AbbVie Inc.	573,241	877,485
	9,972	Aetna Inc.	731,839	885,813
	4,591	Alexandria Real Estate Equities, Inc.	323,326	407,405
	13,836	Allstate Corporation	756,486	971,979
	1,611	Altisource Residential Corporation	43,037	31,253
	2,533	American Homes 4 Rent	42,319	43,137
	6,936	Ameriprise Financial, Inc.	768,577	917,286
	15,237	Amdocs Limited	689,760	710,882
	10,456	AmREIT, Inc.	193,042	277,502
	5,740	Amgen, Inc.	525,015	914,325
	6,947	Apartment Investment & Management Company	219,699	258,081
	7,798	Apple, Inc.	384,507	860,743
	12,539	AT&T, Inc.	432,040	421,185
	1,841	Avalonbay Communities, Inc.	246,508	300,801
	5,593	The Boeing Company	566,778	726,978
	2,307	Boston Properties, Inc.	244,415	296,888
	15,003	Brandywine Realty Trust	221,182	239,748
	3,336	Camden Property Trust	238,729	246,330
	9,156	CBL & Associates Properties, Inc.	212,544	177,810
	24,193	CDW Corporation	847,393	850,868
	6,616	Chevron Corporation	793,638	742,183
	31,665	Cisco Systems, Inc.	791,391	880,762
	19,707	CMS Energy Corp.	558,926	684,818
	14,896	Comcast Corporation - Class A	750,712	864,117
	10,289	ConocoPhillips	648,842	710,558
	9,910	CVS Corp.	490,822	954,432
	19,636	Delta Air Lines, Inc.	297,146	965,895
	3,755	Digital Realty Trust, Inc.	254,697	248,957
	12,890	Discover Financial Services	371,197	844,166
	9,256	Douglas Emmett Inc.	234,935	262,870
	11,696	Dr Pepper Snapple Group, Inc.	850,545	838,369
	3,746	EastGroup Properties, Inc.	221,166	237,197
	5,842	EPR Properties	307,002	336,674
	3,559	Equity LifeStyle Properties, Inc.	130,334	183,466
	3,807	Equity One Inc.	88,227	96,546
	1,465	Essex Property Trust, Inc.	231,285	302,669
	8,476	Exxon Mobil Corp.	756,783	783,606
	2,283	Federal Realty Investment Trust	251,849	304,689
	3,792	The GEO Group, Inc.	127,881	153,045
*	178,604	Fifth Third Bancorp	2,471,446	3,639,057

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
	COMMON STOCK (continued):		
7,746	Gilead Sciences Inc.	821,540	730,138
34,421	Gramercy Property Trust Inc.	204,236	237,505
7,858	Hanesbrands Inc.	393,747	877,110
12,249	HCA Holdings, Inc.	851,275	898,954
4,316	HCP, Inc.	217,092	190,033
4,685	Health Care REIT, Inc.	324,044	354,514
8,384	Helmerich & Payne, Inc.	588,870	565,249
12,735	Hospitality Properties Trust	347,955	394,785
18,949	Host Hotels and Resorts, Inc.	335,512	450,418
22,681	Intel Corporation	789,113	823,093
4,056	International Business Machines Corp.	627,522	650,745
7,866	Johnson & Johnson	677,417	822,548
7,343	Kimberly-Clark Corporation	696,262	848,410
15,137	The Kroger Co.	790,033	971,947
19,587	Lexington Corp.	227,962	215,065
14,797	Lincoln National Corporation	660,785	853,343
4,164	LTC Properties, Inc.	176,371	179,760
6,490	LyondellBasell Industries N.V.	512,907	515,241
14,022	Macy's, Inc.	808,238	921,947
7,955	Magna International Inc.	497,028	864,629
4,177	McKesson Corporation	690,366	867,062
14,521	MetLife, Inc.	651,151	785,441
8,119	Monmouth Real Estate Investment Corp.	89,049	89,877
6,000	National Retail Properties, Inc.	219,911	236,220
18,637	Oracle Corp.	537,142	838,106
11,257	Packaging Corporation of America	795,470	878,609
8,972	The PNC Financial Services Group, Inc.	785,844	818,516
3,523	Public Storage	548,298	651,227
6,908	Raytheon Co.	615,872	747,238
5,839	Realty Income Corporation	266,161	278,579
12,332	Royal Caribbean Cruises Ltd.	629,420	1,016,527
8,065	Schlumberger Limited	721,365	688,832
12,257	Seagate Technology Plc.	434,252	815,091
7,904	Senior Housing Properties Trust	211,599	174,757
2,471	Silver Bay Realty Trust Corp.	38,410	40,920
4,418	Simon Property Group, Inc.	685,380	804,562
13,823	Skyworks Solutions, Inc.	514,444	1,005,070
19,617	SunTrust Banks, Inc.	788,745	821,952
7,277	Tanger Factory Outlet Centers, Inc.	268,322	268,958
13,144	TE Connectivity Ltd.	808,460	831,358
15,037	Trinity Industries, Inc.	631,348	421,186

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

	Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
		COMMON STOCK (continued):		
	20,842	Tyson Foods, Inc.	787,288	835,556
	6,632	Union Pacific Corp.	380,824	790,070
	6,721	United Technologies Corp.	641,345	772,915
	3,333	Ventas, Inc.	246,626	238,976
	9,845	Verizon Communications Inc.	485,698	460,549
	1,514	Vornado Realty Trust	137,154	178,213
	7,101	Weingarten Realty Investors	225,174	247,967
	14,321	Wells Fargo & Co.	466,471	785,077
	8,401	Weyerhaeuser Co.	250,462	301,512
	4,552	Whirlpool Corp.	517,407	881,904
	2,090	WP Glimcher Inc.	40,645	35,990
	19,199	Xcel Energy Inc.	532,961	689,628
		Total Common Stock:	45,080,234	56,114,454
		EQUITY AND OTHER FUNDS:		
	185,908	AQR Diversified Arbitrage Fund	2,052,420	1,886,962
	100,253	AQR Managed Futures Strategy Fund	1,016,564	1,065,687
	92,572	ASG Managed Futures Strategy Fund	1,007,186	1,019,220
	329,426	Aston/River Road Long-Short Fund	3,933,388	3,765,334
	240,594	Boston Partners Long/Short Research Institutional Fund	3,633,293	3,678,689
*	266,531	Fifth Third Bank Equity Index Fund	8,990,916	13,171,977
	272,261	Goldman Sachs Long Short Credit Strategies Fund	2,847,849	2,640,931
	228,190	Highland Capital Management Long/Short Healthcare Fund	3,502,514	3,459,356
	304,314	Litman Gregory Masters Funds Alternative Strategies Fund	3,567,362	3,481,351
	282,227	Oppenheimer Developing Markets Fund	9,528,011	9,894,862
	3,333,757	Touchstone International Value Fund	31,271,357	27,736,856
	726,040	Touchstone Mid Cap Fund	14,999,992	18,281,694
	102,280	William Blair Macro Allocation Fund	1,321,460	1,249,864
		Total Equity and Other Funds:	87,672,312	91,332,783
		TOTAL	$ 177,646,682	194,553,097

*A party-in-interest as defined by ERISA

See Independent Auditor's Report. (Concluded)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2014

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Expense Incurred	Cost of Asset	Net Gain Or (Loss)
Federated Prime Cash Obligation Money Market Fund	Cash equivalents					
54 Purchases		$ 23,392,779	-	-	23,392,779	-
28 Sales		-	23,731,809	-	23,731,809	-
Touchstone International Value Fund	Equity Fund					
2 Purchases		$ 11,552,165	-	-	11,552,165	-
1 Sale		-	4,532,315	-	4,621,962	(89,647)
T. Rowe Price Small Cap Stock Fund	Equity Fund					
2 Sales		$ -	12,287,046	-	10,435,681	1,851,365

See Independent Auditor's Report.

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

▶ **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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2014

2 Assets:

a Market value	**2a**	200134288
b Actuarial value	**2b**	184625943

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	1079	52638980	52638980
b For terminated vested participants	3511	49776907	49776907
c For active participants	1994	53690410	54616858
d Total	6584	156106297	157032745

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**	6.53%
6 Target normal cost	**6**	440000

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 Kevin H. Pray KHP — 10/13/2015

Signature of actuary — Date

Kevin H. Pray — 1404836

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

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 [ ]

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)	41085512	4372245
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	431300	0
9	Amount remaining (line 7 minus line 8)	40654212	4372245
10	Interest on line 9 using prior year's actual return of 16.96%	6894954	741533
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.36%		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
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)	47549166	5113778

Part III Funding Percentages

14	Funding target attainment percentage	14	84.03%
15	Adjusted funding target attainment percentage	15	117.57%
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	112.22%
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? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
4.99%	6.32%	6.99%	☐ 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**	440000
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	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**	440000

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	440000	0	440000

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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2014

See Schedule SB, Part V - Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

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 Bank
Valuation Date January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2014

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		24		1		1		0		0		0		0		0		0	
35 - 39	0		83		55		7		1		0		0		0		0		0	
40 - 44	0		156		115		55		7		0		0		0		0		1	
45 - 49	0		165		67		85		47		5		0		0		0		0	
50 - 54	0		199		87		59		45		23		4		0		0		0	
55 - 59	0		198		65		45		32		21		17		3		0		0	
60 - 64	0		127		43		35		26		9		5		3		0		0	
65 - 69	0		25		16		8		3		2		1		0		1		1	
70 & Over	0		7		3		2		2		0		1		0		0		1	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor: Fifth Third Bank
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Note: Compensation is not displayed because benefits are frozen for all except 7 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	4.99%	1.37%
● Second segment rate	6.32%	4.05%
● Third segment rate	6.99%	5.06%
● Effective interest rate	6.53%	4.44%

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 average of the actual amounts paid in the two prior years, rounded to the next $1,000. The amount included this year for plan-related expenses is $440,000.

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.

SCHEDULE SB ATTACHMENTS

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%

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.

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Valuation Date	January 1, 2014

SCHEDULE SB ATTACHMENTS

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:

- 1.97% interest rate
- 1971GAM for females mortality assumption

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

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

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.

SCHEDULE SB ATTACHMENTS

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 compensation

Annualized January 1, 2014 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2014 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.

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

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 2013 plan year).

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 Mass Mutual 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 2012 to September 2013 and the interest rate corridors of MAP-21 as extended by HATFA 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.

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SCHEDULE SB ATTACHMENTS

- The assumed plan-related expenses added to the target normal cost were changed from $427,000 for 2013 to $440,000 for 2014. The assumption was changed to reflect the average of the actual amounts paid in the two prior years, rounded to the next $1,000.

- The interest rate used to determine lump sums using the PBGC interest rate was changed from 3.50% to 275 basis points lower than the ASC 960 discount rate (1.97% for 2014).

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Change in Actuarial Assumptions

The assumed plan-related expenses added to the target normal cost were changed from $427,000 for 2013 to $440,000 for 2014. The assumption was changed to reflect the average of the actual amounts paid in the two prior years, rounded ot the next $1,000.

The interest rate used to determine lump sums using the PBGC interest rate was changed from 3.50% to 275 basis points lower than the ASC 960 discount rate (1.97% for 2014).

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
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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, 2009.

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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Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2014

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 participant who retires on 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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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 Bank
Valuation Date	January 1, 2014

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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 Bank
Valuation Date	January 1, 2014

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.

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fifth Third Bank
EIN/PN	31-0854434/007
Plan Name	The Fifth Third Bancorp Master Retirement Plan
Valuation Date	January 1, 2014
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, 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	4.99%	1.37%
• Second segment rate	6.32%	4.05%
• Third segment rate	6.99%	5.06%
• Effective interest rate	6.53%	4.44%

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 average of the actual amounts paid in the two prior years, rounded to the next $1,000. The amount included this year for plan-related expenses is $440,000.

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.

SCHEDULE SB ATTACHMENTS

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%

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2014

SCHEDULE SB ATTACHMENTS

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:

- 1.97% interest rate
- 1971GAM for females mortality assumption

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

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

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.

SCHEDULE SB ATTACHMENTS

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 compensation

Annualized January 1, 2014 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2014 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2014

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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 2013 plan year).

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 Mass Mutual 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 2012 to September 2013 and the interest rate corridors of MAP-21 as extended by HATFA 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor:	Fifth Third Bank
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- The assumed plan-related expenses added to the target normal cost were changed from $427,000 for 2013 to $440,000 for 2014. The assumption was changed to reflect the average of the actual amounts paid in the two prior years, rounded to the next $1,000.

- The interest rate used to determine lump sums using the PBGC interest rate was changed from 3.50% to 275 basis points lower than the ASC 960 discount rate (1.97% for 2014).

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Change in Actuarial Assumptions

The assumed plan-related expenses added to the target normal cost were changed from $427,000 for 2013 to $440,000 for 2014. The assumption was changed to reflect the average of the actual amounts paid in the two prior years, rounded ot the next $1,000.

The interest rate used to determine lump sums using the PBGC interest rate was changed from 3.50% to 275 basis points lower than the ASC 960 discount rate (1.97% for 2014).

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fifth Third Bank
EIN/PN	31-0854434/007
Plan Name	The Fifth Third Bancorp Master Retirement Plan
Valuation Date	January 1, 2014
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, 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, 2009.

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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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
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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 participant who retires on 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.

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 Bank
Valuation Date	January 1, 2014

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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 Bank
Valuation Date	January 1, 2014

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.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2014

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		24		1		1		0		0		0		0		0		0	
35 - 39	0		83		55		7		1		0		0		0		0		0	
40 - 44	0		156		115		55		7		0		0		0		0		1	
45 - 49	0		165		67		85		47		5		0		0		0		0	
50 - 54	0		199		87		59		45		23		4		0		0		0	
55 - 59	0		198		65		45		32		21		17		3		0		0	
60 - 64	0		127		43		35		26		9		5		3		0		0	
65 - 69	0		25		16		8		3		2		1		0		1		1	
70 & Over	0		7		3		2		2		0		1		0		0		1	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date January 1, 2014

Note: Compensation is not displayed because benefits are frozen for all except 7 active grandfathered participants.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2014

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Expense Incurred	Cost of Asset	Net Gain Or (Loss)
Federated Prime Cash Obligation Money Market Fund	Cash equivalents					
54 Purchases		$ 23,392,779	-	-	23,392,779	-
28 Sales		-	23,731,809	-	23,731,809	-
Touchstone International Value Fund	Equity Fund					
2 Purchases		$ 11,552,165	-	-	11,552,165	-
1 Sale		-	4,532,315	-	4,621,962	(89,647)
T. Rowe Price Small Cap Stock Fund	Equity Fund					
2 Sales		$ -	12,287,046	-	10,435,681	1,851,365

See Independent Auditor's Report.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
	CASH:	$ 5	5
	CASH EQUIVALENTS:		
6,552,079	Federated Prime Cash Obligation Money Market Fund	6,552,079	6,552,079
	CORPORATE BONDS AND NOTES:		
100,000	Goldman Sachs Group, Inc. Medium-Term Note, 1.600% due 11/23/15	100,654	100,524
70,000	Morgan Stanley Global Mortgage Trust Note, Series F, 4.100% due 1/26/15	70,162	70,139
121,000	Morgan Stanley, 3.450% due 11/2/15	123,566	123,361
1,246,224	Reliance Trust Strategic Income Fund	12,973,191	13,833,085
753,750	Touchstone Flexible Income Fund	7,909,327	7,967,142
	Total Corporate Bonds and Notes:	21,176,900	22,094,251
	ASSET-BACKED SECURITIES:		
95,231	Air Canada, Series 2013-1A PTC, 4.125% due 5/15/25	97,869	96,183
99,728	American Homes 4 Rent, Series 2014-SFR2 Class A, 3.786% due 10/17/36	99,896	101,748
105,000	AmeriCredit Auto Receivable Trust, Series 2012-3 Class D, 3.030% due 7/9/16	107,543	107,331
100,000	Banc of America Commercial Mortgage, Inc., Series 2005-6 Class A-J, variable rate due 9/10/47	103,648	103,235
100,000	Banc of America Commercial Mortgage, Inc., Series 2006-1 Class A-M, variable rate due 9/10/45	104,480	103,890
100,000	Bear Stearns Commercial Mortgage Securities, Inc., Series 2005-PWR8 Class AJ, 4.750% due 6/11/41	101,895	101,268
200,000	Cabela's Credit Card Master Note Trust, Series 2013-I Class A, 2.710% due 2/17/26	197,266	198,138
100,000	Capital Auto Receivables Asset Trust, Series 2013-1 Class D, 2.190% due 9/20/21	98,859	100,164
150,000	CD Commercial Mortgage Trust, Series 2006-CD3 Class A-M, 5.648% due 10/15/48	161,484	160,263
125,000	Chrysler Capital Auto Receivables Trust, Series 2013-A Class C, 2.280% due 7/15/19	125,410	125,414
100,000	Citigroup Commercial Mortgage, Series 2006-C4, variable rate due 3/17/49	105,578	105,597
156,213	Continental Airlines, Series 2012-2 Class A, 4.000% due 4/29/26	158,557	158,557
823,066	Countrywide Loan Trust, Series 2005-16 Class 2AF4, variable rate due 5/25/36	823,044	744,982
647,937	First Horizon Mortgage Trust, Series 2006-2 Class 1A9, 6.000% due 8/25/36	605,864	606,826
150,000	Ford Credit Floorplan Trust, Series 2013-1 Class B, 1.120% due 1/15/18	150,094	150,022
150,000	Oscar U.S. Funding Trust, Series 2014-1A Class A4, 2.550% due 12/15/21	149,958	150,705
88,237	Residential Funding Mortgage, Series 2003-S13 Class A3, 5.500% due 6/25/33	82,112	88,372
150,000	SMART U.S. Trust, Series 2011-4 Class A-4A, 2.280% due 8/14/17	151,500	149,994
100,000	Susquehanna Auto Receivables, Series 2014-1A, 1.430% due 8/15/19	99,995	99,812
200,000	Synchrony Credit Card Master Note Trust, Series 2014-1 Class A, 1.610% due 11/16/20	199,281	199,270
100,000	Wachovia Bank Commercial Mortgage Trust, Series 2006-C23 Class AM, variable rate due 1/15/45	104,461	104,103
175,000	World Financial CCMT, Series 2012-B Class A, 1.760% due 5/15/21	175,629	175,983
	Total Asset-Backed Securities:	4,004,423	3,931,857

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
	U.S. TREASURY AND AGENCY OBLIGATIONS:		
15,195	Federal Home Loan Mortgage Corp., Series 2744, variable rate due 2/15/34	15,931	15,207
924,657	Federal Home Loan Mortgage Corp., Series 2949, 5.500% due 3/15/35	939,970	1,024,261
626,828	Federal Home Loan Mortgage Corp., Series 3002, 5.500% due 4/15/35	581,359	650,064
1,228,614	Federal Home Loan Mortgage Corp., Series 3053, 6.000% due 10/15/35	1,177,785	1,515,091
218,027	Federal Home Loan Mortgage Corp., Series 3536 Class PC, 4.500% due 5/15/39	231,914	229,530
122,958	Federal Home Loan Mortgage Corp. REMIC, Series 3705 Class DG, 3.000% due 7/15/28	125,374	124,748
97,062	Federal National Mortgage Association, Series 2011-15 Class CA, 4.000% due 3/25/38	110,120	98,408
194,102	Federal National Mortgage Association, Series 2011-109 Class PK, 4.000% due 8/25/41	204,319	204,665
482,888	Federal National Mortgage Association, Series 2012-134 Class FD, variable rate due 12/25/42	477,033	479,122
500,000	Federal National Mortgage Association, Series 2014-M1 Class ASQ2, variable rate due 11/25/18	504,979	509,260
796,104	Federal National Mortgage Association, Series 386389, 4.780% due 8/1/18	790,778	856,416
442,512	Federal National Mortgage Association, Series 387299, 4.880% due 3/1/20	453,596	480,156
330,000	Federal National Mortgage Association, Zero Coupon due 10/9/19	297,346	296,693
51,378	Federal National Mortgage Association REMIC Trust, Series 2010-69 Class EA, 4.000% due 7/25/24	53,158	51,933
1,000,000	Financing - Federal Book Entry Strip Note, Zero Coupon due 2/8/16	598,030	993,390
1,583,205	Government National Mortgage Association, Series 2003-103 Class PC, 5.500% due 11/20/33	1,596,330	1,745,801
53,838	Government National Mortgage Association, Series 2003-72 Class D, variable rate due 12/16/36	12,198	53,854
452,790	Government National Mortgage Association, Series 2005-34 Class ZA, variable rate due 4/16/45	413,053	457,794
190,312	Government National Mortgage Association, Series 2005-67 Class C, variable rate due 3/16/35	196,562	193,631
12,615	Government National Mortgage Association, Series 2009-80 Class B, 4.555% due 1/16/50	36,560	12,619
505,237	Government National Mortgage Association, Series 2009-111 Class C, 5.015% due 3/16/50	515,237	514,190
233,505	Government National Mortgage Association, Series 3633, 4.500% due 1/20/35	198,251	256,977
368,000	Tennessee Valley Authority, Zero Coupon due 7/15/22	302,680	300,295
1,000,000	U.S. Treasury INFL IX N/B, 1.125% due 1/15/21	1,052,642	1,130,229
300,000	U.S. Treasury INFL IX N/B, 0.500% due 4/15/15	324,885	324,416
500,000	U.S. Treasury INFL IX N/B, 2.375% due 1/15/17	631,998	618,009
500,000	U.S. Treasury N/B, 3.625% due 8/15/19	512,873	545,470
500,000	U.S. Treasury Note, 3.625% due 2/15/20	508,342	548,205
300,000	U.S. Treasury Zero Coupon Strip due 8/15/16	297,426	297,234
	Total U.S. Treasury and Agency Obligations:	13,160,729	14,527,668

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

	Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
		COMMON STOCK:		
	13,409	AbbVie Inc.	573,241	877,485
	9,972	Aetna Inc.	731,839	885,813
	4,591	Alexandria Real Estate Equities, Inc.	323,326	407,405
	13,836	Allstate Corporation	756,486	971,979
	1,611	Altisource Residential Corporation	43,037	31,253
	2,533	American Homes 4 Rent	42,319	43,137
	6,936	Ameriprise Financial, Inc.	768,577	917,286
	15,237	Amdocs Limited	689,760	710,882
	10,456	AmREIT, Inc.	193,042	277,502
	5,740	Amgen, Inc.	525,015	914,325
	6,947	Apartment Investment & Management Company	219,699	258,081
	7,798	Apple, Inc.	384,507	860,743
	12,539	AT&T, Inc.	432,040	421,185
	1,841	Avalonbay Communities, Inc.	246,508	300,801
	5,593	The Boeing Company	566,778	726,978
	2,307	Boston Properties, Inc.	244,415	296,888
	15,003	Brandywine Realty Trust	221,182	239,748
	3,336	Camden Property Trust	238,729	246,330
	9,156	CBL & Associates Properties, Inc.	212,544	177,810
	24,193	CDW Corporation	847,393	850,868
	6,616	Chevron Corporation	793,638	742,183
	31,665	Cisco Systems, Inc.	791,391	880,762
	19,707	CMS Energy Corp.	558,926	684,818
	14,896	Comcast Corporation - Class A	750,712	864,117
	10,289	ConocoPhillips	648,842	710,558
	9,910	CVS Corp.	490,822	954,432
	19,636	Delta Air Lines, Inc.	297,146	965,895
	3,755	Digital Realty Trust, Inc.	254,697	248,957
	12,890	Discover Financial Services	371,197	844,166
	9,256	Douglas Emmett Inc.	234,935	262,870
	11,696	Dr Pepper Snapple Group, Inc.	850,545	838,369
	3,746	EastGroup Properties, Inc.	221,166	237,197
	5,842	EPR Properties	307,002	336,674
	3,559	Equity LifeStyle Properties, Inc.	130,334	183,466
	3,807	Equity One Inc.	88,227	96,546
	1,465	Essex Property Trust, Inc.	231,285	302,669
	8,476	Exxon Mobil Corp.	756,783	783,606
	2,283	Federal Realty Investment Trust	251,849	304,689
	3,792	The GEO Group, Inc.	127,881	153,045
*	178,604	Fifth Third Bancorp	2,471,446	3,639,057

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
	COMMON STOCK (continued):		
7,746	Gilead Sciences Inc.	821,540	730,138
34,421	Gramercy Property Trust Inc.	204,236	237,505
7,858	Hanesbrands Inc.	393,747	877,110
12,249	HCA Holdings, Inc.	851,275	898,954
4,316	HCP, Inc.	217,092	190,033
4,685	Health Care REIT, Inc.	324,044	354,514
8,384	Helmerich & Payne, Inc.	588,870	565,249
12,735	Hospitality Properties Trust	347,955	394,785
18,949	Host Hotels and Resorts, Inc.	335,512	450,418
22,681	Intel Corporation	789,113	823,093
4,056	International Business Machines Corp.	627,522	650,745
7,866	Johnson & Johnson	677,417	822,548
7,343	Kimberly-Clark Corporation	696,262	848,410
15,137	The Kroger Co.	790,033	971,947
19,587	Lexington Corp.	227,962	215,065
14,797	Lincoln National Corporation	660,785	853,343
4,164	LTC Properties, Inc.	176,371	179,760
6,490	LyondellBasell Industries N.V.	512,907	515,241
14,022	Macy's, Inc.	808,238	921,947
7,955	Magna International Inc.	497,028	864,629
4,177	McKesson Corporation	690,366	867,062
14,521	MetLife, Inc.	651,151	785,441
8,119	Monmouth Real Estate Investment Corp.	89,049	89,877
6,000	National Retail Properties, Inc.	219,911	236,220
18,637	Oracle Corp.	537,142	838,106
11,257	Packaging Corporation of America	795,470	878,609
8,972	The PNC Financial Services Group, Inc.	785,844	818,516
3,523	Public Storage	548,298	651,227
6,908	Raytheon Co.	615,872	747,238
5,839	Realty Income Corporation	266,161	278,579
12,332	Royal Caribbean Cruises Ltd.	629,420	1,016,527
8,065	Schlumberger Limited	721,365	688,832
12,257	Seagate Technology Plc.	434,252	815,091
7,904	Senior Housing Properties Trust	211,599	174,757
2,471	Silver Bay Realty Trust Corp.	38,410	40,920
4,418	Simon Property Group, Inc.	685,380	804,562
13,823	Skyworks Solutions, Inc.	514,444	1,005,070
19,617	SunTrust Banks, Inc.	788,745	821,952
7,277	Tanger Factory Outlet Centers, Inc.	268,322	268,958
13,144	TE Connectivity Ltd.	808,460	831,358
15,037	Trinity Industries, Inc.	631,348	421,186

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

	Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
		COMMON STOCK (continued):		
	20,842	Tyson Foods, Inc.	787,288	835,556
	6,632	Union Pacific Corp.	380,824	790,070
	6,721	United Technologies Corp.	641,345	772,915
	3,333	Ventas, Inc.	246,626	238,976
	9,845	Verizon Communications Inc.	485,698	460,549
	1,514	Vornado Realty Trust	137,154	178,213
	7,101	Weingarten Realty Investors	225,174	247,967
	14,321	Wells Fargo & Co.	466,471	785,077
	8,401	Weyerhaeuser Co.	250,462	301,512
	4,552	Whirlpool Corp.	517,407	881,904
	2,090	WP Glimcher Inc.	40,645	35,990
	19,199	Xcel Energy Inc.	532,961	689,628
		Total Common Stock:	45,080,234	56,114,454
		EQUITY AND OTHER FUNDS:		
	185,908	AQR Diversified Arbitrage Fund	2,052,420	1,886,962
	100,253	AQR Managed Futures Strategy Fund	1,016,564	1,065,687
	92,572	ASG Managed Futures Strategy Fund	1,007,186	1,019,220
	329,426	Aston/River Road Long-Short Fund	3,933,388	3,765,334
	240,594	Boston Partners Long/Short Research Institutional Fund	3,633,293	3,678,689
*	266,531	Fifth Third Bank Equity Index Fund	8,990,916	13,171,977
	272,261	Goldman Sachs Long Short Credit Strategies Fund	2,847,849	2,640,931
	228,190	Highland Capital Management Long/Short Healthcare Fund	3,502,514	3,459,356
	304,314	Litman Gregory Masters Funds Alternative Strategies Fund	3,567,362	3,481,351
	282,227	Oppenheimer Developing Markets Fund	9,528,011	9,894,862
	3,333,757	Touchstone International Value Fund	31,271,357	27,736,856
	726,040	Touchstone Mid Cap Fund	14,999,992	18,281,694
	102,280	William Blair Macro Allocation Fund	1,321,460	1,249,864
		Total Equity and Other Funds:	87,672,312	91,332,783
		TOTAL	$ 177,646,682	194,553,097

*A party-in-interest as defined by ERISA

See Independent Auditor's Report. (Concluded)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

SCHEDULE G, PART III
SCHEDULE OF NON-EXEMPT TRANSACTIONS
AS OF DECEMBER 31, 2014 AND 2013

Party Involved:	Fifth Third Bank
Relationship to Plan, employer or other party-in-interest:	Plan Trustee
Transaction:	Failure to credit revenue sharing back to the Plan
Dates of Transactions:	January - December 2014
Total:	$108,159

Party Involved:	Fifth Third Bank
Relationship to Plan, employer or other party-in-interest:	Plan Trustee
Transaction:	Failure to credit revenue sharing back to the Plan
Dates of Transactions:	April - December 2013
Total:	$50,859

Reason Transaction is Non-Exempt: ERISA Section 406(a)(1)(D) prohibits the use of plan assets by, or transfer of plan assets to, a party-in-interest. The described transactions represent revenue sharing transactions that were not credited to the Plan. Immediately upon identification of the issue on April 20, 2015, the Bank consulted ERISA attorneys, filed IRS Form 5330 and paid excise tax for the affected Plan years and reimbursed the Plan for revenue and interest. Therefore, the Bank has completed the steps to remediate the transactions.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Change in Actuarial Assumptions

The assumed plan-related expenses added to the target normal cost were changed from $427,000 for 2013 to $440,000 for 2014. The assumption was changed to reflect the average of the actual amounts paid in the two prior years, rounded ot the next $1,000.

The interest rate used to determine lump sums using the PBGC interest rate was changed from 3.50% to 275 basis points lower than the ASC 960 discount rate (1.97% for 2014).

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2014