

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
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.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ► <u>007</u>
		1c	Effective date of plan <u>11/01/1951</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FIFTH THIRD BANCORP</u> <u>BENEFITS DEPARTMENT</u> <u>MD 10GA51</u> <u>38 FOUNTAIN SQUARE PLAZA</u> <u>CINCINNATI, OH 45202-3102</u>		2b Employer Identification Number (EIN) <u>31-0854434</u> 2c Plan Sponsor's telephone number <u>513-534-4102</u> 2d Business code (see instructions) <u>522110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2017	ROBERT SHAFFER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2017	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☐ Same as Plan Sponsor PENSION, PROFIT SHARING AND MEDICAL PLAN COMMITTEE BENEFITS DEPARTMENT MD 10GA51 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45202-3102	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 5931
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) 1631
a(2) Total number of active participants at the end of the plan year	6a(2) 1420
b Retired or separated participants receiving benefits.....	6b 926
c Other retired or separated participants entitled to future benefits	6c 2390
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 4736
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 142
f Total. Add lines 6d and 6e	6f 4878
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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

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

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>182050732</u>
b Actuarial value	2b <u>194085999</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>1055</u> (2) Vested Funding Target <u>51136283</u> (3) Total Funding Target <u>51136283</u>
b For terminated vested participants	<u>3245</u> <u>55352597</u> <u>55352597</u>
c For active participants	<u>1631</u> <u>43250871</u> <u>43792717</u>
d Total	<u>5931</u> <u>149739751</u> <u>150281597</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.09 %</u>
6 Target normal cost	6 <u>642962</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/20/2017</u>
	Signature of actuary	Date
<u>KEVIN H. PRAY</u>	Type or print name of actuary	<u>17-04836</u>
		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	Firm name	<u>901-930-0000</u>
<u>3340 PLAYERS CLUB PARKWAY SUITE 200 MEMPHIS, TN 38125</u>	Address of the firm	Telephone number (including area code)

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

**Schedule SB (Form 5500) 2016
v. 160205**

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)	50199527	5449242
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	434209	0
9	Amount remaining (line 7 minus line 8)	49765318	5449242
10	Interest on line 9 using prior year's actual return of <u>-2.83</u> %	-1408358	-154214
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		14924115
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 <u>6.29</u> %		911415
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		-12288
c	Total available at beginning of current plan year to add to prefunding balance		15823242
d	Portion of (c) to be added to prefunding balance		15823242
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)	48356960	21118270

Part III Funding Percentages			
14	Funding target attainment percentage	14	82.91%
15	Adjusted funding target attainment percentage	15	129.14%
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	113.54%
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
08/14/2017	2965000	0			
Totals ►			18(b)	2965000	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 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 2694302
20 Quarterly contributions and liquidity shortfalls:		
a	Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b	If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21 Discount rate:			
a Segment rates:			
	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 61
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 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)			29 0
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 642962
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
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)			34 642962
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	499000	0	499000
36 Additional cash requirement (line 34 minus line 35)			36 143962
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)			37 2694302
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)			38a 2550340
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances			38b 499000
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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

TOWERS WATSON DELAWARE, INC.

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 13 17	NONE	152959	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THOMPSON HINE LLP

127 PUBLIC SQUARE
3900 KEY CENTER
CLEVELAND, OH 44114

34-0575300

(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	9138	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 ☐

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
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(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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: FIFTH THIRD EQUITY INDEX FUND

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

c EIN-PN <u>30-0194096-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23797621</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIFTH THIRD BANCORP</u>	D Employer Identification Number (EIN) <u>31-0854434</u>	

Part I	Asset and Liability Statement
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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	7033697	4
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	16609841	2965000
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	171343	252884
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	7741375	6229225
(2) U.S. Government securities	1c(2)	10147133	10980903
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	3780086	8164254
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	48724904	42283228
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	21321816	23797621
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	63915487	75962057
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	3589940	4816950
(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	183035622	175452126

Liabilities

g Benefit claims payable	1g	29584	1326977
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	135414	242592
k Total liabilities (add all amounts in lines 1g through 1j)	1k	164998	1569569

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	182870624	173882557
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2965000	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2965000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	33681	
(B) U.S. Government securities	2b(1)(B)	255223	
(C) Corporate debt instruments	2b(1)(C)	226045	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		514949
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	1266251	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1401301	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2667552
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	86981133	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	87389841	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-408708
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	2764523	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2764523

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2533377
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3412966
c Other income.....	2c		61290
d Total income. Add all income amounts in column (b) and enter total.....	2d		14510949

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	22955627	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		22955627
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	77437	
(2) Contract administrator fees.....	2i(2)	84920	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	381032	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		543389
j Total expenses. Add all expense amounts in column (b) and enter total	2j		23499016

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-8988067
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) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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	
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			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o		X	

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3997840. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>31-1051736</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>1012</u>

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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: <u>76.6</u> % Investment-Grade Debt: <u>16.7</u> % High-Yield Debt: <u>1.0</u> % Real Estate: <u>0.0</u> % Other: <u>5.7</u> %	
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):	

Part VII IRS Compliance Questions

20a	Is the plan a 401(k) plan? If "No," skip b	☐ Yes	☐ No
20b	How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor	☐ "Prior year" ADP test
		☐ "Current year" ADP test	☐ N/A
21a	What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test	☐ Average benefit test ☐ N/A
21b	Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes	☐ No
22a	If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .		
22b	If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .		

The Fifth Third Bancorp Master Retirement Plan

EIN: 31-0854434

PN: 007

Financial Statements and Notes to Financial
Statements as of and for the years ended
December 31, 2016 and 2015, Supplemental
Schedules as of December 31, 2016, and
Independent Auditors' Report

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.	

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, 2016 and 2015, and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2016 and 2015, 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 7, 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, 2016 and 2015, and for the years ended December 31, 2016 and 2015, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

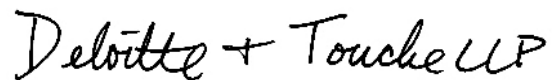
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Assets (Held at End of Year) as of December 31, 2016 and Reportable Transactions for the Year Ended December 31, 2016 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.

A handwritten signature in black ink that reads "Deloitte + Touche LLP". The signature is written in a cursive, flowing style.

October 12, 2017

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31,

	2016	2015
ASSETS:		
Cash	\$ 4	7,033,697
Investments - at fair value:		
Cash equivalents	6,229,225	7,741,375
Corporate bonds and notes	6,463,551	4,482,223
Asset-backed securities	1,700,701	2,152,994
U.S. Treasury securities and agency obligations	10,980,904	10,147,133
Common stock - Fifth Third Bancorp	4,816,950	3,589,940
Common stock - other	42,283,229	48,724,904
Collective funds	23,797,621	21,321,816
Mutual and exchange-traded funds	75,962,057	61,060,356
Total investments	172,234,238	159,220,741
Receivables:		
Employer contributions	2,965,000	16,609,841
Accrued investment income	252,884	171,343
Total receivables	3,217,884	16,781,184
Total assets	175,452,126	183,035,622
LIABILITIES:		
Investment securities purchased, not settled	242,592	135,414
Claims payable	1,326,977	29,584
Total liabilities	1,569,569	164,998
NET ASSETS AVAILABLE FOR BENEFITS	\$ 173,882,557	182,870,624

Refer to the 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,

	2016	2015
ADDITIONS:		
Investment income:		
Dividends	\$ 2,667,552	3,029,142
Interest	514,948	539,602
Net appreciation (depreciation) in fair value of investments	8,302,159	(8,963,899)
Net investment income	11,484,659	(5,395,155)
Other income	61,290	197,335
Employer contributions	2,965,000	16,609,841
Total additions	14,510,949	11,412,021
DEDUCTIONS:		
Benefits paid to participants	(21,628,650)	(22,470,368)
Claims payable	(1,326,977)	(29,584)
Administrative and other expenses	(543,389)	(713,553)
Total deductions	(23,499,016)	(23,213,505)
DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(8,988,067)	(11,801,484)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of period	182,870,624	194,672,108
End of period	<u>\$ 173,882,557</u>	<u>182,870,624</u>

Refer to the Notes to Financial Statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

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 Bancorp amended and restated the Plan in its entirety, effective as of January 1, 2015. The Plan now provides additional options for benefits to be paid to participants. In addition, the policy on distribution for lump sum payments was updated. 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, a life annuity of 15 years certain or a lump sum. Lump sum payments not exceeding \$5,000 are paid in a lump sum immediately on or after the participant’s commencement date if no other election is made. Benefits not exceeding \$1,000 are paid in cash and benefits exceeding \$1,000 are distributed in an automatic rollover to an individual retirement account. 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 for both the years ended December 31, 2016 and 2015. The Sponsor elected to make an additional contribution of \$2,965,000 and \$16,609,841 for the years ended December 31, 2016 and 2015, respectively.

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 December 17, 2015 that the Plan (effective January 1, 2015) and related trust are designed in accordance with applicable sections of the Internal Revenue Code. 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 2013.

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 12, 2017, the date of issuance, to determine if either recognition or disclosure of significant events or transactions is required.

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 and could be material to the financial statements.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate risk, 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 Statements 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 Government Obligations Money Market Fund, which are readily convertible to cash upon demand and are considered short-term investment funds that have an original maturity of 90 days or less at the time of purchase. Cash equivalents 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*. The Plan's fair value measurements 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 by the Plan 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 Plan may, as a practical expedient, measure the fair value of certain investments on the basis of the net asset value (NAV) per share of the investment, or its equivalent. For further information on fair value measurements, refer to Note 5.

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 by the Plan 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

ASU 2015-07 – Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07 which removes 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 was adopted for the Plan on January 1, 2017 and applied retrospectively. The adoption of the amended guidance did not have a material impact on the Plan's financial statements.

ASU 2015-12 – Plan Accounting: Fully Benefit-Responsive Investment Contracts (Part I), Plan Investment Disclosures (Part II), and Measurement Date Practical Expedient (Part III)

In July 2015, the FASB issued ASU 2015-12 which provides several amendments aimed at reducing the complexity of employee benefit plan accounting. Part I of the ASU amends guidance for fully-benefit responsive investment contracts so that these contracts will be measured, presented, and disclosed only at contract value, eliminating the requirement to measure such contracts at fair value for presentation and disclosure purposes. Part II of the ASU eliminates the requirements to disclose individual investments representing five percent or more of net assets available for benefits and the net appreciation or depreciation for investments by general type. Part II also simplifies the presentation of investments carried at fair value by requiring disaggregation only by general type of plan asset and not by nature, characteristics and risks. Part III of the ASU is not applicable to the Plan. The amended guidance was adopted for the Plan on January 1, 2016

and applied retrospectively. The adoption did not have a material impact on the Plan's financial statements, other than implementation of the amended disclosure requirements in Part II of the ASU.

4. 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 2016 and 2015 Plan years were:

- (a) Retirement age assumptions: weighted average retirement age is 61 and 60 at December 31, 2016 and 2015, respectively; and
- (b) Discount rate: 3.97% and 4.16% at December 31, 2016 and 2015, respectively; and
- (c) Life expectancy of participants: RP-2014 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, 2016 and 2015 is as follows:

	December 31, 2016	December 31, 2015
Vested benefits:		
Active employees	\$ 46,217,890	55,853,411
Retired participants	59,996,775	60,751,057
Vested, terminated and transferred participants	74,449,876	74,082,380
Total vested benefits	<u>180,664,541</u>	<u>190,686,848</u>
Non-vested benefits	<u>405,340</u>	<u>504,169</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 181,069,881</u></u>	<u><u>191,191,017</u></u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2016 are as follows:

Present value of accumulated plan benefits, beginning of period	\$ 191,191,017
Decrease during the year attributable to:	
Benefits accumulated	15,548
Decrease in discount period	7,503,426
Actuarial losses	662,459
Benefits paid	(21,671,510)
Change of assumptions	3,368,941
Net decrease	<u>(10,121,136)</u>
Present value of accumulated plan benefits, end of period	<u>\$ 181,069,881</u>

5. 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. In accordance with U.S. GAAP, collective funds which are measured using NAV as a practical expedient have not been classified within the fair value hierarchy. The fair value of collective funds presented in the table below are intended to permit reconciliation to the amounts presented in the Statements of Net Assets Available for Benefits.

As of December 31, 2016	Fair Value Measurements Using			Total Fair Value
	Level 1 ^(a)	Level 2 ^(a)	Level 3	
Investments:				
Cash equivalents	\$ 6,229,225	-	-	6,229,225
Corporate bonds and notes	-	6,463,551	-	6,463,551
Asset-backed securities	-	1,700,701		1,700,701
U.S. Treasury securities and agency obligations	7,653,529	3,327,375	-	10,980,904
Common stock	47,100,179	-	-	47,100,179
Mutual and exchange-traded funds	75,962,057	-	-	75,962,057
Total investments, excluding collective funds	\$ 136,944,990	11,491,627	-	148,436,617
Collective funds				23,797,621
Total investments				\$ 172,234,238

(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, 2016, no assets or liabilities were transferred between Level 1 and Level 2, nor were any changes in the methodology employed.

As of December 31, 2015	Fair Value Measurements Using			Total Fair Value
	Level 1 ^(a)	Level 2 ^(a)	Level 3	
Investments:				
Cash equivalents	\$ 7,741,375	-	-	7,741,375
Corporate bonds and notes	-	4,482,223	-	4,482,223
Asset-backed securities	-	2,152,994	-	2,152,994
U.S. Treasury securities and agency obligations	2,954,401	7,192,732	-	10,147,133
Common stock	52,314,844	-	-	52,314,844
Mutual and exchange-traded funds	61,060,356	-	-	61,060,356
Total investments, excluding collective funds	\$ 124,070,976	13,827,949	-	137,898,925
Collective funds				21,321,816
Total investments				\$ 159,220,741

(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, 2015, 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 at the time of purchase. The Plan measures its cash equivalent funds that are exchange-traded using the fund's quoted price which are 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. These investments are estimated using observable and timely inputs and, therefore, are classified within Level 2 of the valuation hierarchy.

U.S. Treasury securities and agency obligations and corporate bonds and notes

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

Common stock

The Plan measures its common 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.

Mutual and exchange-traded funds

The Plan measures its mutual and exchange-traded funds, which are registered with the Securities and Exchange Commission, using the funds' quoted prices which are available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy. The mutual and exchange-traded funds held by the Plan are open-ended funds and are required to publicly publish their NAV on a daily basis. The funds are also required to transact and use the daily NAV as a basis for transactions. Therefore, the NAV reflects the fair value of the Plan's investment.

Collective funds

Investments in collective funds are valued based upon the investee's NAV or its equivalent as a practical expedient. NAV is determined by the fund's management by dividing the fund's net assets at fair value by the number of units outstanding at the valuation date. Investments valued using NAV as a practical expedient are not classified within the fair value hierarchy. The Plan's collective funds included the Fifth Third Equity Index Fund at both December 31, 2016 and 2015 and the Reliance Trust Strategic Income Fund as of December 31, 2015.

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. Investments in the Fifth Third Bank Equity Index Fund do not have a minimum holding period and the Plan does not have any unfunded commitments to the fund. Shares are redeemable at any time with no notice required, but could be subject to redemption delays if the fund receive redemption requests which exceed its available liquidity.

6. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of 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, 2016 and 2015, the Plan held 178,604 shares of Fifth Third Bancorp common stock with a cost basis of \$2,471,446 and a fair value of \$4,816,950 and \$3,589,940, respectively. During the years ended December 31, 2016 and 2015, the Plan recorded dividend income of \$94,660 and \$92,874 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. The Bank failed to credit revenue totaling \$1,887 during the first two months of 2015. On April 20, 2015, the Bank filed IRS Form 5330 and reimbursed the Plan for revenue and interest. The Bank paid excise tax of \$161 for the first two months of 2015. Therefore, the Bank has completed the steps to remediate the transactions.

7. 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, 2016 and 2015, 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, 2016	December 31, 2015
Statement of Net Assets Available for Benefits:		
Total investments	\$ 172,234,238	159,220,741
Accrued investment income	252,884	171,343
Statement of Changes in Net Assets Available for Benefits:		
Dividends	2,667,552	3,029,142
Interest	514,948	539,602
Net appreciation (depreciation) in fair value of investments	8,302,159	(8,963,899)

There were no unsettled security sales as of both December 31, 2016 and 2015. As of December 31, 2016 and 2015, the investment balance was adjusted for unsettled security purchases of \$242,592 and \$135,414, respectively. The Trustee has also certified all investment balances in Note 5, all information related to the Plan's investment in shares of Fifth Third Bancorp's common stock in Note 6 and all information in the supplemental schedules.

SUPPLEMENTAL SCHEDULES

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
CASH:		\$ 4	4
CASH EQUIVALENTS:			
6,229,225	Federated Government Obligations Money Market Fund	6,229,225	6,229,225
CORPORATE BONDS AND NOTES:			
105,000	ACE INA Holdings Inc., 3.150% due 3/15/25	109,423	104,624
150,000	Aflac Incorporated, 2.875% due 10/15/26	145,671	143,706
100,000	Agrium Inc., 3.500% due 6/1/23	102,676	101,347
50,000	The Allstate Corporation, 3.280% due 12/15/26	49,932	50,166
150,000	Alphabet Inc., 3.625% due 5/19/21	164,870	159,071
100,000	Anheuser-Busch InBev Finance Inc., 3.650% due 2/1/26	101,832	101,519
100,000	Apple Inc., 2.850% due 2/23/23	104,052	100,623
90,000	AT&T Inc., 4.125% due 2/17/26	95,227	91,131
190,000	Bank of America Corporation, 3.900% due 1/21/25	192,424	190,239
165,000	Berkshire Hathaway Inc., 2.750% due 3/15/23	172,522	164,381
150,000	Blackrock, Inc., 3.500% due 3/18/24	158,006	155,352
130,000	BP Capital Markets P.L.C., 2.750% due 5/10/23	129,407	127,627
155,000	Buckeye Partners, L.P., 3.950% due 12/1/26	154,676	150,848
120,000	Canadian National Railway Company, 2.850% due 12/15/21	126,185	121,798
100,000	CBS Corporation, 1.950% due 7/1/17	100,384	100,317
130,000	Cincinnati Children's Hospital Medical Center, 2.853% due 11/15/26	130,000	123,296
110,000	Citigroup Inc., 4.000% due 8/5/24	114,115	110,852
100,000	Citizens Financial Group, Inc., 4.300% due 12/3/25	102,918	101,582
150,000	Comcast Corp., 5.700% due 7/1/19	169,820	164,099
100,000	CVS Caremark Corporation, 2.750% due 12/1/22	97,827	98,513
100,000	DDR Corp., 4.625% due 7/15/22	105,059	105,877
100,000	DIRECTV Holdings LLC, 5.875% due 10/1/19	113,860	109,292
150,000	Eli Lilly & Co., 2.750% due 6/1/25	145,962	146,220
150,000	Florida Power Corporation, 3.100% due 8/15/21	157,819	153,822
125,000	Franklin Resources, Inc., 2.850% due 3/30/25	121,451	121,492
175,000	General Electric Capital Corporation, 3.100% due 1/9/23	179,819	177,359
150,000	Gilead Sciences Inc., 3.250% due 9/1/22	158,906	153,109
150,000	The Goldman Sachs Group, Inc., 3.625% due 1/22/23	153,742	153,212
150,000	Home Depot Inc., 3.950% due 9/15/20	162,953	159,537
125,000	Host Hotels & Resorts, L.P., 4.750% due 3/1/23	135,155	130,196
95,000	Huntington Bancshares Incorporated, 2.300% due 1/14/22	94,857	92,140
50,000	Ingredion Inc., 3.200% due 10/1/26	49,979	48,935
100,000	The Interpublic Group of Companies, Inc., 4.200% due 4/15/24	106,559	102,750
100,000	JPMorgan Chase & Co., 3.900% due 7/15/25	108,558	102,828
110,000	The Kroger Co., 2.950% due 11/1/21	114,069	110,683
65,000	Lennox International Inc., 3.000% due 11/15/23	64,963	63,109
105,000	Marriott International, Inc., 3.125% due 2/15/23	107,357	102,375
100,000	Medtronic, Inc., 2.500% due 3/15/20	101,000	101,119
150,000	Morgan Stanley, 3.700% due 10/23/24	158,399	151,787
75,000	Omnicon Group Inc., 4.450% due 8/15/20	82,805	79,778
165,000	PepsiCo Inc., 1.350% due 10/4/19	164,975	163,746
100,000	PNC Financial Services Group Inc., 3.900% due 4/29/24	105,459	102,510
100,000	Prologis, L.P., 4.250% due 8/15/23	110,849	106,156
13,000	Rio Tinto Fin USA PLC NT, 2.875% due 8/21/22	12,799	13,054

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
CORPORATE BONDS AND NOTES (continued):			
150,000	Royal Dutch Shell, 4.375% due 3/25/20	164,652	160,239
100,000	Stanley Black & Decker, Inc., 2.451% due 11/17/18	101,405	100,857
90,000	Starbucks Corporation, 2.450% due 6/15/26	89,791	85,891
75,000	Time Warner Inc., 3.875% due 1/15/26	80,290	75,081
120,000	The TJX Companies, Inc., 2.250% due 9/15/26	119,105	110,519
150,000	Toyota Motor Credit Corporation, 1.125% due 5/16/17	149,901	149,922
100,000	U.S. Bancorp, 2.950% due 7/15/22	100,205	100,593
100,000	Virginia Electric & Power Company, 3.450% due 9/1/22	108,510	103,712
125,000	Wal-Mart Stores, Inc., 3.250% due 10/25/20	135,141	130,276
145,000	The Walt Disney Company, 1.850% due 7/30/26	141,951	130,542
100,000	Whirlpool Corp., 4.000% due 3/1/24	103,569	103,742
	Total Corporate Bonds and Notes:	6,633,841	6,463,551
ASSET-BACKED SECURITIES:			
105,000	BMW Vehicle Lease Trust, Series 2016-2 Class A-4, 1.570% due 2/20/20	104,993	104,139
100,000	Capital Auto Receivables Asset Trust, Series 2013-1 Class D, 2.190% due 9/20/21	98,859	100,367
130,000	Carmax Auto Owner Trust, Series 2016-3 Class A-4, 1.600% due 1/18/22	129,978	128,212
117,917	CD Commercial Mortgage Trust, Series 2006-CD3 Class A-M, 5.648% due 10/15/48	129,402	118,617
150,000	Citigroup Commercial Mortgage, Series 2013-GC17 Class A-2, 2.962% due 11/13/46	156,205	152,476
145,000	CNH Equipment Trust, Series 2016-B Class A-4, 1.970% due 11/15/21	145,994	144,201
139,788	Continental Airlines, Series 2012-2 Class A, 4.000% due 4/29/26	142,131	142,933
105,000	Mercedes-Benz Auto Lease Trust, Series 2016-B Class A-4, 1.520% due 6/15/22	104,991	104,286
205,000	Santander Drive Auto Receivables Trust, Series 2016-3 Class A-3, 1.500% due 8/17/20	204,975	204,094
200,000	Synchrony Credit Card Master Note Trust, Series 2014-1 Class A, 1.610% due 11/16/20	199,281	200,376
118,509	U.S. Airways Inc., Series 2012-2 Class A, 4.625% due 12/3/26	124,700	125,619
175,000	World Financial CCMT, Series 2012-B Class A, 1.760% due 5/15/21	175,629	175,381
	Total Asset-Backed Securities:	1,717,138	1,700,701
U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS:			
373,165	Fannie Mae, Series 2014-M1 Class ASQ2, variable rate due 11/25/18	378,144	377,057
189,461	Fannie Mae, Series 2014-M5 Class ASQ2, 2.034% due 3/25/19	193,368	190,322
25,007	Fannie Mae, Series 2011-15 Class CA, 4.000% due 3/25/38	38,065	25,149
102,977	Fannie Mae, Series 2011-109 Class PK, 4.000% due 8/25/41	113,195	106,444
373,924	Fannie Mae, Series 2012-134 Class FD, variable rate due 12/25/42	368,069	370,136
15,195	Federal Home Loan Mortgage Corp., Series 2744, variable rate due 2/15/34	15,931	15,204
54,318	Federal National Mortgage Association, 1.626% due 2/25/18	54,918	54,448
330,000	Federal National Mortgage Association, zero coupon due 10/9/19	297,347	312,939
744,781	Federal National Mortgage Association, Series 386389, 4.780% due 8/1/18	739,455	771,943
288,215	Federal National Mortgage Association, Series 387299, 4.880% due 3/1/20	299,299	302,213
125,000	Freddie Mac, Series K-048 Class A-2, variable rate due 6/25/25	128,748	129,152
87,041	Freddie Mac, Series 3536 Class PC, 4.500% due 5/15/39	100,928	90,676
90,641	Ginnie Mae, Series 2009-111 Class C, 5.015% due 3/16/50	100,641	90,856
162,873	Government National Mortgage Association, Series 3663, 4.500% due 1/20/35	127,619	175,298
368,000	Tennessee Valley Authority, zero coupon due 7/15/22	302,680	315,538
500,000	U.S. Treasury INFL IX N/B, 2.375% due 1/15/17	631,998	599,191
1,335,000	U.S. Treasury Note, 1.500% due 12/31/18	1,359,140	1,342,770
625,000	U.S. Treasury Note, 3.625% due 8/15/19	651,088	661,619
195,000	U.S. Treasury Note, 1.000% due 8/31/19	193,058	193,165
1,415,000	U.S. Treasury Note, 3.625% due 2/15/20	1,505,759	1,505,702

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

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 SECURITIES AND AGENCY OBLIGATIONS (continued):			
1,100,000	U.S. Treasury Note, 2.250% due 03/31/21	1,151,357	1,119,899
1,340,000	U.S. Treasury Note, 1.750% due 5/15/22	1,361,790	1,320,315
280,000	U.S. Treasury Note, 2.000% due 11/30/22	291,210	278,107
420,000	U.S. Treasury Note, 2.750% due 11/15/23	433,626	433,691
30,000	U.S. Treasury Note, 2.500% due 5/15/24	31,732	30,449
85,000	U.S. Treasury INFL N/B, 0.625% due 1/15/26	88,141	86,838
85,000	U.S. Treasury Note, 2.000% due 11/15/26	81,476	81,783
Total U.S. Treasury Securities and Agency Obligations:		11,038,782	10,980,904
COMMON STOCK:			
8,845	AbbVie Inc.	403,406	553,874
14,974	Activision Blizzard Inc.	612,476	540,711
4,064	Agree Realty Corp.	165,114	187,147
7,514	Alaska Air Group Inc.	563,717	666,717
5,287	Albemarle Corp.	432,778	455,105
5,220	Alexandria Real Estate Equities, Inc.	456,755	580,099
692	Alphabet Inc., Class A	473,142	548,376
9,049	Altria Group Inc.	585,191	611,893
5,830	American Campus Communities Inc.	275,193	290,159
8,949	American Tower Corp.	936,963	945,730
4,023	Amgen, Inc.	433,490	588,203
6,995	Apartment Investment & Management Company	261,874	317,923
4,831	Apple, Inc.	292,517	559,526
9,740	AT&T, Inc.	342,310	414,242
1,978	Avalonbay Communities, Inc.	303,158	350,403
24,953	Bank of America Corporation	384,492	551,461
4,242	The Boeing Company	468,872	660,395
3,246	Boston Properties, Inc.	405,940	408,282
14,661	Brixmor Property Group Inc.	398,171	358,022
3,352	Broadcom Ltd	523,528	592,533
8,155	Broadridge Financial Solutions Inc.	406,729	540,676
9,835	CBS Corp.	634,324	625,703
10,996	CDW Corporation	399,665	572,782
5,141	Chevron Corporation	550,738	605,096
4,273	Chubb Ltd	543,251	564,549
16,355	Citizens Financial Group Inc.	562,484	582,729
4,357	Colony Starwood Homes	127,036	125,525
9,053	Comcast Corporation, Class A	496,746	625,110
5,350	Crown Castle International Corp REIT New	483,686	464,219
13,817	Cubesmart	386,437	369,881
20,014	D R Horton Inc.	621,141	546,983
11,710	Dell Technologies Inc.	560,641	643,699
7,981	Discover Financial Services	461,957	575,350
6,330	Dr. Pepper Snapple Group, Inc.	494,764	573,941
4,644	EastGroup Properties, Inc.	302,476	342,913
6,493	Education Realty Trust Inc. New	264,688	274,654
6,389	EPR Properties	413,581	458,539
14,130	Exelon Corp.	508,267	501,474
6,344	Exxon Mobil Corp.	552,053	572,609

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

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):			
4,807	Facebook Inc.	604,364	553,045
3,241	Federal Realty Investment Trust	451,366	460,579
* 178,604	Fifth Third Bancorp	2,471,446	4,816,950
11,302	First Industrial Realty Trust Inc.	281,734	317,021
9,527	Gaming & Leisure Properties Inc.	310,176	291,717
26,569	Gramercy Property Trust Inc.	223,400	243,903
5,099	Honeywell International Inc.	579,603	590,719
12,918	Hospitality Properties Trust	376,045	410,017
21,571	Host Hotels and Resorts, Inc.	382,251	406,398
4,472	Ingredion Incorporated	603,039	558,821
32,808	Investors Real Estate Trust	202,361	233,921
10,714	Iron Mountain Inc. REIT	415,411	347,991
5,188	Johnson & Johnson	486,244	597,709
6,715	JP Morgan Chase & Co.	389,823	579,179
21,279	Juniper Networks Inc.	581,338	601,345
4,564	Kimberly-Clark Corporation	475,492	520,844
8,786	Kite Realty Group Trust New	265,037	206,295
5,303	Lam Research Corporation, Class A	392,368	560,686
2,001	Lamar Advertising Company	130,284	134,547
4,650	Lear Corp.	575,428	615,521
8,360	Lowe's Companies Inc.	619,568	594,563
5,277	LTC Properties, Inc.	249,457	247,913
9,211	Microsoft Corporation	447,346	572,372
13,260	Morgan Stanley	552,036	560,235
2,419	National Retail Properties, Inc.	103,899	106,920
13,488	Northstar Realty Finance Corporation New	266,839	204,343
11,027	Outfront Media Inc.	284,532	274,241
11,722	Owens Corning Inc.	626,717	604,386
5,141	Packaging Corp.	421,136	436,060
11,964	Pennsylvania Real Estate Investment Trust	264,518	226,837
17,300	Pfizer Inc.	601,220	561,904
8,208	Prologis Inc.	339,227	433,300
5,457	Prudential Financial Inc.	568,619	567,855
7,470	Royal Caribbean Cruises Ltd.	438,539	612,839
6,558	Schlumberger Limited	567,506	550,544
4,148	Simon Property Group, Inc.	771,377	736,975
14,151	Spectra Energy Corp.	494,240	581,465
5,171	Stanley Black & Decker Inc.	559,608	593,062
25,315	Starwood Property Trust Inc.	555,261	555,664
8,440	Steris PLC	628,553	568,772
5,032	Stryker Corp.	569,229	602,884
10,329	Sysco Corp.	506,056	571,917
11,565	Terreno Realty Corporation	291,549	329,487
3,732	UnitedHealth Group Inc.	509,833	597,269
4,082	Ventas, Inc.	279,401	255,207
7,795	Verizon Communications Inc.	390,690	416,097
3,249	Vornado Realty Trust	316,953	339,098
11,050	Washington Prime Group Inc.	129,951	115,030
7,970	WEC Energy Group Inc.	446,931	467,441

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

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):			
7,542	Weingarten Realty Investors	272,132	269,928
5,237	Welltower Inc.	379,910	350,512
13,314	Weyerhaeuser Co.	421,801	400,618
	Total Common Stock:	41,561,595	47,100,179
COLLECTIVE FUNDS:			
* 424,351	Fifth Third Bank Equity Index Fund	16,843,972	23,797,621
	Total Collective Funds:	16,843,972	23,797,621
MUTUAL AND EXCHANGE-TRADED FUNDS:			
138,173	AQR Equity Market Neutral Fund, Class I	1,599,600	1,653,930
30,867	AQR Managed Futures Strategy Fund	338,027	287,065
31,228	ASG Managed Futures Strategy Fund	332,572	306,972
159,292	Balter Long Short Small Cap Equity Fund, Institutional Class	1,646,100	1,717,172
109,257	Boston Partners Long/Short Research Institutional Fund	1,656,239	1,688,017
236,314	DoubleLine Flexible Income Fund, Class I	2,275,599	2,304,060
501,264	EuroPacific Growth Fund, Class F-2	21,436,153	22,541,849
243,009	Goldman Sachs Long Short Credit Strategies Fund	2,408,963	2,286,714
141,000	Hotchkis & Wiley High Yield Fund, Class I	1,600,350	1,693,410
71,646	IShares Russell 1000 Fund ETF	8,616,193	8,917,061
37,221	Northern Lights Fund Trust II Balter Long Short Small Cap Equity Fund	375,042	367,739
269,045	Oppenheimer Developing Markets Fund, Class I	8,915,724	8,598,692
27,008	SPDR Bloomberg Barclays Convertible Securities ETF	1,216,130	1,232,915
150,000	TCW Emerging Markets Income Fund, Class I	1,185,000	1,215,000
564,946	Touchstone Mid Cap Fund	12,471,223	15,456,922
187,646	UBS ETRACS Alerian MLP Infrastructure ETN	6,284,976	5,331,023
31,943	William Blair Macro Allocation Fund, Class I	394,620	363,516
	Total Mutual and Exchange-Traded Funds:	72,752,511	75,962,057
TOTAL		\$ 156,777,068	172,234,242

*A party-in-interest as defined by ERISA

Refer to Independent Auditor's Report.

(Concluded)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(j)**SCHEDULE OF REPORTABLE TRANSACTIONS****FOR THE YEAR ENDED DECEMBER 31, 2016**

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
EuroPacific						
Growth Fund, Class F-2	Equity fund					
3 Purchases		\$ 27,736,374	-	-	27,736,374	-
3 Sales		-	6,838,282	-	6,300,220	538,062
Federated Prime Cash						
Obligation Money						
Market Fund	Cash equivalents					
50 Purchases		\$ 20,855,200	-	-	20,855,200	-
30 Sales		-	28,596,575	-	28,596,575	-
Federated Government						
Obligations Money						
Market Fund	Cash equivalents					
19 Purchases		\$ 10,200,482	-	-	10,200,482	-
5 Sales		-	3,971,257	-	3,971,257	-
iShares Russell 1000						
Fund ETF	Equity fund					
3 Purchases		\$ 8,613,940	-	-	8,613,940	-
Touchstone Strategic						
Trust Fund	Equity fund					
1 Sale		\$ -	26,686,247	-	29,305,543	(2,619,296)

Refer to Independent Auditor's Report.

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, 2016
Enrolled Actuary	Kevin H. Pray
Enrollment Number	17-04836

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 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Credited service

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

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

Forms of payment

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

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

Changes in plan provisions since last actuarial valuation

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

Rates for disability, retirement and termination were updated to reflect an analysis of observed experience in the Master Retirement Plan over the period 2010 to 2014.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

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		0		0		0		0		0		0		0		0		0	
35 - 39	1		60		16		5		0		0		0		0		0		0	
40 - 44	0		117		96		25		3		0		0		0		0		0	
45 - 49	0		138		79		76		25		2		0		0		0		1	
50 - 54	1		152		67		61		49		10		0		0		0		0	
55 - 59	0		178		66		37		27		27		13		1		0		0	
60 - 64	0		111		33		27		20		14		6		3		0		0	
65 - 69	0		20		18		10		9		1		5		2		1		1	
70 & Over	0		10		3		1		2		0		0		1		0		0	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2016

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	4.43%	1.34%
■ Second segment rate	5.91%	4.03%
■ Third segment rate	6.65%	5.06%
■ Effective interest rate	6.09%	4.33%

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 \$628,000.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

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 are shown below.

Percentage retiring during the year	
Age Rates	Rates
55	10%
56	10%
57	10%
58	10%
59	10%
60	10%
61	10%
62	15%
63	15%
64	25%
65	35%
66	35%
67	35%
68	35%
69	35%
70	100%

Disability rates

None.

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.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

- 1.41% 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 2015-53 mortality assumption

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

A flat rate of 7% at all ages.

Form of payment

93% of vested employees who terminate due to normal retirement, early retirement, or vested termination are assumed to elect an immediate lump sum. 93% of vested terminated participants are assumed to elect an immediate lump sum. 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, 2016 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2016 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%

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Timing of benefit payments

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

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

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

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2015 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.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Willis 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Participant data

Employee data was supplied by the Bank through the eepoint administration system as of the census date. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumption Rationale - Significant Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Expected return on plan assets

We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.

Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h).

Form of payment

The percentage of participants assumed to take lump sums is based on observed experience over the period 2010 to 2014.

Other demographic assumptions

Demographic assumptions were selected to represent the plan sponsor's best estimate of future experience. Retirement and termination rates are based on a experience study performed during 2015 which considered experience from 2010 through 2014.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Source of prescribed methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2014 to September 2015 as required by IRC §430.
- 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 as required by IRC §430.
- Rates for disability, retirement and termination were updated to reflect an analysis of observed experience in the Master Retirement Plan over the period 2010 to 2014.
- The assumed plan-related expenses added to the target normal cost were updated from \$499,000 for 2015 to \$628,000 for 2016. The basis for the assumption remains unchanged.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

**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

2016**This Form is Open to Public
Inspection**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

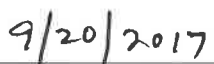
A Name of plan The Fifth Third Bancorp Master Retirement Plan	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Fifth Third Bank	D Employer Identification Number (EIN) 31-0854434
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016			
2 Assets:			
a Market value.....	2a	182,050,732	
b Actuarial value	2b	194,085,999	
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	1,055	51,136,283	51,136,283
b For terminated vested participants	3,245	55,352,597	55,352,597
c For active participants	1,631	43,250,871	43,792,717
d Total	5,931	149,739,751	150,281,597
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	6.09%	
6 Target normal cost	6	642,962	

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		1704836
Type or print name of actuary		Most recent enrollment number
Towers Watson Delaware Inc.		901-930-0000
Firm name		Telephone number (including area code)
3340 Players Club Parkway Suite 200 Memphis TN 38125		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2016
v. 160205**

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).....	50,199,527	5,449,242
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	434,209	0
9 Amount remaining (line 7 minus line 8).....	49,765,318	5,449,242
10 Interest on line 9 using prior year's actual return of <u>-2.83%</u>	-1,408,358	-154,214
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		14,924,115
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 <u>6.29%</u>		911,115
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		-12,288
c Total available at beginning of current plan year to add to prefunding balance.....		15,823,242
d Portion of (c) to be added to prefunding balance.....		15,823,242
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).....	48,356,960	21,118,270

Part III Funding Percentages

14 Funding target attainment percentage.....	14	82.91%
15 Adjusted funding target attainment percentage.....	15	129.14%
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	113.54%
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
08/14/2017	2,965,000	0			
Totals ▶			18(b)	2,965,000	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	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	2,694,302

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
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	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
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	642,962										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	0	0	b Waiver amortization installment	0	0
	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											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	642,962										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement		499,000	0									
36 Additional cash requirement (line 34 minus line 35)	36	143,962										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,694,302										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	2,550,340										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	499,000										
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 – 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, 2016
Enrolled Actuary	Kevin H. Pray
Enrollment Number	17-04836

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2016

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q _x ¹	l _x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^{r*} l_x / l_{55}$	$x * q_x^{r*} l_x / l_{55}$
55	0.10	1,000,000	1.000000	0.100000	5.500000
56	0.10	900,000	0.900000	0.090000	5.040000
57	0.10	810,000	0.810000	0.081000	4.617000
58	0.10	729,000	0.729000	0.072900	4.228200
59	0.10	656,100	0.656100	0.065610	3.870990
60	0.10	590,490	0.590490	0.059049	3.542940
61	0.10	531,441	0.531441	0.053144	3.241790
62	0.15	478,297	0.478297	0.071745	4.448161
63	0.15	406,552	0.406552	0.060983	3.841920
64	0.25	345,570	0.345570	0.086392	5.529112
65	0.35	259,177	0.259177	0.090712	5.896280
66	0.35	168,465	0.168465	0.058963	3.891545
67	0.35	109,502	0.109502	0.038326	2.567830
68	0.35	71,177	0.071177	0.024912	1.694001
69	0.35	46,265	0.046265	0.016193	1.117293
70	1.00	30,072	0.030072	0.030072	2.105046

Average age at retirement

61.132108

Rounded for Schedule SB item 22

61 ==> SCHB_WARA

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

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	
	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	
25 - 29	0		0		0		0		0		0		0	
30 - 34	0		0		0		0		0		0		0	
35 - 39	1		60		16		5		0		0		0	
40 - 44	0		117		96		25		3		0		0	
45 - 49	0		138		79		76		25		2		0	
50 - 54	1		152		67		61		49		10		0	
55 - 59	0		178		66		37		27		27		13	
60 - 64	0		111		33		27		20		14		6	
65 - 69	0		20		18		10		9		1		5	
70 & Over	0		10		3		1		2		0		0	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2016

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	4.43%	1.34%
■ Second segment rate	5.91%	4.03%
■ Third segment rate	6.65%	5.06%
■ Effective interest rate	6.09%	4.33%

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 \$628,000.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

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 are shown below.

Percentage retiring during the year	
Age Rates	Rates
55	10%
56	10%
57	10%
58	10%
59	10%
60	10%
61	10%
62	15%
63	15%
64	25%
65	35%
66	35%
67	35%
68	35%
69	35%
70	100%

Disability rates

None.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

- 1.41% 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 2015-53 mortality assumption

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

A flat rate of 7% at all ages.

Form of payment

93% of vested employees who terminate due to normal retirement, early retirement, or vested termination are assumed to elect an immediate lump sum. 93% of vested terminated participants are assumed to elect an immediate lump sum. 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, 2016 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2016 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%

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Timing of benefit payments

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

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

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

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2015 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.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Willis 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.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Participant data

Employee data was supplied by the Bank through the eepoint administration system as of the census date. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumption Rationale - Significant Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Expected return on plan assets

We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.

Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h).

Form of payment

The percentage of participants assumed to take lump sums is based on observed experience over the period 2010 to 2014.

Other demographic assumptions

Demographic assumptions were selected to represent the plan sponsor's best estimate of future experience. Retirement and termination rates are based on a experience study performed during 2015 which considered experience from 2010 through 2014.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Source of prescribed methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2014 to September 2015 as required by IRC §430.
- 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 as required by IRC §430.
- Rates for disability, retirement and termination were updated to reflect an analysis of observed experience in the Master Retirement Plan over the period 2010 to 2014.
- The assumed plan-related expenses added to the target normal cost were updated from \$499,000 for 2015 to \$628,000 for 2016. The basis for the assumption remains unchanged.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

Rates for disability, retirement and termination were updated to reflect an analysis of observed experience in the Master Retirement Plan over the period 2010 to 2014.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

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 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Credited service

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

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

Forms of payment

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

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

Changes in plan provisions since last actuarial valuation

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

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	4.43%	1.34%
■ Second segment rate	5.91%	4.03%
■ Third segment rate	6.65%	5.06%
■ Effective interest rate	6.09%	4.33%

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 \$628,000.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

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 are shown below.

Percentage retiring during the year	
Age Rates	Rates
55	10%
56	10%
57	10%
58	10%
59	10%
60	10%
61	10%
62	15%
63	15%
64	25%
65	35%
66	35%
67	35%
68	35%
69	35%
70	100%

Disability rates

None.

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.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

- 1.41% 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 2015-53 mortality assumption

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

A flat rate of 7% at all ages.

Form of payment

93% of vested employees who terminate due to normal retirement, early retirement, or vested termination are assumed to elect an immediate lump sum. 93% of vested terminated participants are assumed to elect an immediate lump sum. 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, 2016 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2016 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%

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Timing of benefit payments

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

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

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

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2015 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.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Willis 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Participant data

Employee data was supplied by the Bank through the eepoint administration system as of the census date. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumption Rationale - Significant Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Expected return on plan assets

We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.

Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h).

Form of payment

The percentage of participants assumed to take lump sums is based on observed experience over the period 2010 to 2014.

Other demographic assumptions

Demographic assumptions were selected to represent the plan sponsor's best estimate of future experience. Retirement and termination rates are based on a experience study performed during 2015 which considered experience from 2010 through 2014.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Source of prescribed methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2014 to September 2015 as required by IRC §430.
- 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 as required by IRC §430.
- Rates for disability, retirement and termination were updated to reflect an analysis of observed experience in the Master Retirement Plan over the period 2010 to 2014.
- The assumed plan-related expenses added to the target normal cost were updated from \$499,000 for 2015 to \$628,000 for 2016. The basis for the assumption remains unchanged.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2016**This Form is Open to Public
Inspection**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

A Name of plan The Fifth Third Bancorp Master Retirement Plan	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Fifth Third Bank	D Employer Identification Number (EIN) 31-0854434
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016			
2 Assets:			
a Market value.....	2a	182,050,732	
b Actuarial value	2b	194,085,999	
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	1,055	51,136,283	51,136,283
b For terminated vested participants	3,245	55,352,597	55,352,597
c For active participants	1,631	43,250,871	43,792,717
d Total	5,931	149,739,751	150,281,597
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	6.09%	
6 Target normal cost	6	642,962	

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		9/20/2017
Signature of actuary		Date
Kevin H. Pray		1704836
Type or print name of actuary		Most recent enrollment number
Towers Watson Delaware Inc.		901-930-0000
Firm name		Telephone number (including area code)
3340 Players Club Parkway		
Suite 200		
Memphis	TN	38125
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2016
v. 160205**

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).....	50,199,527	5,449,242
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	434,209	0
9 Amount remaining (line 7 minus line 8).....	49,765,318	5,449,242
10 Interest on line 9 using prior year's actual return of <u>-2.83%</u>	-1,408,358	-154,214
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		14,924,115
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 <u>6.29%</u>		911,115
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		-12,288
c Total available at beginning of current plan year to add to prefunding balance.....		15,823,242
d Portion of (c) to be added to prefunding balance.....		15,823,242
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).....	48,356,960	21,118,270

Part III Funding Percentages

14 Funding target attainment percentage.....	14	82.91%
15 Adjusted funding target attainment percentage.....	15	129.14%
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	113.54%
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
08/14/2017	2,965,000	0			
Totals ▶			18(b)	2,965,000	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	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	2,694,302

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
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	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
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	642,962	
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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	642,962	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	499,000	0	499,000
36 Additional cash requirement (line 34 minus line 35).....	36	143,962	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2,694,302	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2,550,340	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	499,000	
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 – 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, 2016
Enrolled Actuary	Kevin H. Pray
Enrollment Number	17-04836

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2016

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q _x ¹	l _x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^{r*} l_x / l_{55}$	$x * q_x^{r*} l_x / l_{55}$
55	0.10	1,000,000	1.000000	0.100000	5.500000
56	0.10	900,000	0.900000	0.090000	5.040000
57	0.10	810,000	0.810000	0.081000	4.617000
58	0.10	729,000	0.729000	0.072900	4.228200
59	0.10	656,100	0.656100	0.065610	3.870990
60	0.10	590,490	0.590490	0.059049	3.542940
61	0.10	531,441	0.531441	0.053144	3.241790
62	0.15	478,297	0.478297	0.071745	4.448161
63	0.15	406,552	0.406552	0.060983	3.841920
64	0.25	345,570	0.345570	0.086392	5.529112
65	0.35	259,177	0.259177	0.090712	5.896280
66	0.35	168,465	0.168465	0.058963	3.891545
67	0.35	109,502	0.109502	0.038326	2.567830
68	0.35	71,177	0.071177	0.024912	1.694001
69	0.35	46,265	0.046265	0.016193	1.117293
70	1.00	30,072	0.030072	0.030072	2.105046

Average age at retirement

61.132108

Rounded for Schedule SB item 22

61 ==> SCHB_WARA

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

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	
	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	
25 - 29	0		0		0		0		0		0		0	
30 - 34	0		0		0		0		0		0		0	
35 - 39	1		60		16		5		0		0		0	
40 - 44	0		117		96		25		3		0		0	
45 - 49	0		138		79		76		25		2		0	
50 - 54	1		152		67		61		49		10		0	
55 - 59	0		178		66		37		27		27		13	
60 - 64	0		111		33		27		20		14		6	
65 - 69	0		20		18		10		9		1		5	
70 & Over	0		10		3		1		2		0		0	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2016

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	4.43%	1.34%
■ Second segment rate	5.91%	4.03%
■ Third segment rate	6.65%	5.06%
■ Effective interest rate	6.09%	4.33%

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 \$628,000.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

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 are shown below.

Percentage retiring during the year	
Age Rates	Rates
55	10%
56	10%
57	10%
58	10%
59	10%
60	10%
61	10%
62	15%
63	15%
64	25%
65	35%
66	35%
67	35%
68	35%
69	35%
70	100%

Disability rates

None.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

- 1.41% 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 2015-53 mortality assumption

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

A flat rate of 7% at all ages.

Form of payment

93% of vested employees who terminate due to normal retirement, early retirement, or vested termination are assumed to elect an immediate lump sum. 93% of vested terminated participants are assumed to elect an immediate lump sum. 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, 2016 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2016 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%

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Timing of benefit payments

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

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

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

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2015 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.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Willis 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Participant data

Employee data was supplied by the Bank through the eepoint administration system as of the census date. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumption Rationale - Significant Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Expected return on plan assets

We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.

Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h).

Form of payment

The percentage of participants assumed to take lump sums is based on observed experience over the period 2010 to 2014.

Other demographic assumptions

Demographic assumptions were selected to represent the plan sponsor's best estimate of future experience. Retirement and termination rates are based on a experience study performed during 2015 which considered experience from 2010 through 2014.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Source of prescribed methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2014 to September 2015 as required by IRC §430.
- 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 as required by IRC §430.
- Rates for disability, retirement and termination were updated to reflect an analysis of observed experience in the Master Retirement Plan over the period 2010 to 2014.
- The assumed plan-related expenses added to the target normal cost were updated from \$499,000 for 2015 to \$628,000 for 2016. The basis for the assumption remains unchanged.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

Rates for disability, retirement and termination were updated to reflect an analysis of observed experience in the Master Retirement Plan over the period 2010 to 2014.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2016

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 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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Credited service

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

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
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Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

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.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

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.

Forms of payment

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

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

Changes in plan provisions since last actuarial valuation

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date:	January 1, 2016

SUPPLEMENTAL SCHEDULES

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
CASH:		\$ 4	4
CASH EQUIVALENTS:			
6,229,225	Federated Government Obligations Money Market Fund	6,229,225	6,229,225
CORPORATE BONDS AND NOTES:			
105,000	ACE INA Holdings Inc., 3.150% due 3/15/25	109,423	104,624
150,000	Aflac Incorporated, 2.875% due 10/15/26	145,671	143,706
100,000	Agrium Inc., 3.500% due 6/1/23	102,676	101,347
50,000	The Allstate Corporation, 3.280% due 12/15/26	49,932	50,166
150,000	Alphabet Inc., 3.625% due 5/19/21	164,870	159,071
100,000	Anheuser-Busch InBev Finance Inc., 3.650% due 2/1/26	101,832	101,519
100,000	Apple Inc., 2.850% due 2/23/23	104,052	100,623
90,000	AT&T Inc., 4.125% due 2/17/26	95,227	91,131
190,000	Bank of America Corporation, 3.900% due 1/21/25	192,424	190,239
165,000	Berkshire Hathaway Inc., 2.750% due 3/15/23	172,522	164,381
150,000	Blackrock, Inc., 3.500% due 3/18/24	158,006	155,352
130,000	BP Capital Markets P.L.C., 2.750% due 5/10/23	129,407	127,627
155,000	Buckeye Partners, L.P., 3.950% due 12/1/26	154,676	150,848
120,000	Canadian National Railway Company, 2.850% due 12/15/21	126,185	121,798
100,000	CBS Corporation, 1.950% due 7/1/17	100,384	100,317
130,000	Cincinnati Children's Hospital Medical Center, 2.853% due 11/15/26	130,000	123,296
110,000	Citigroup Inc., 4.000% due 8/5/24	114,115	110,852
100,000	Citizens Financial Group, Inc., 4.300% due 12/3/25	102,918	101,582
150,000	Comcast Corp., 5.700% due 7/1/19	169,820	164,099
100,000	CVS Caremark Corporation, 2.750% due 12/1/22	97,827	98,513
100,000	DDR Corp., 4.625% due 7/15/22	105,059	105,877
100,000	DIRECTV Holdings LLC, 5.875% due 10/1/19	113,860	109,292
150,000	Eli Lilly & Co., 2.750% due 6/1/25	145,962	146,220
150,000	Florida Power Corporation, 3.100% due 8/15/21	157,819	153,822
125,000	Franklin Resources, Inc., 2.850% due 3/30/25	121,451	121,492
175,000	General Electric Capital Corporation, 3.100% due 1/9/23	179,819	177,359
150,000	Gilead Sciences Inc., 3.250% due 9/1/22	158,906	153,109
150,000	The Goldman Sachs Group, Inc., 3.625% due 1/22/23	153,742	153,212
150,000	Home Depot Inc., 3.950% due 9/15/20	162,953	159,537
125,000	Host Hotels & Resorts, L.P., 4.750% due 3/1/23	135,155	130,196
95,000	Huntington Bancshares Incorporated, 2.300% due 1/14/22	94,857	92,140
50,000	Ingredion Inc., 3.200% due 10/1/26	49,979	48,935
100,000	The Interpublic Group of Companies, Inc., 4.200% due 4/15/24	106,559	102,750
100,000	JPMorgan Chase & Co., 3.900% due 7/15/25	108,558	102,828
110,000	The Kroger Co., 2.950% due 11/1/21	114,069	110,683
65,000	Lennox International Inc., 3.000% due 11/15/23	64,963	63,109
105,000	Marriott International, Inc., 3.125% due 2/15/23	107,357	102,375
100,000	Medtronic, Inc., 2.500% due 3/15/20	101,000	101,119
150,000	Morgan Stanley, 3.700% due 10/23/24	158,399	151,787
75,000	Omnicon Group Inc., 4.450% due 8/15/20	82,805	79,778
165,000	PepsiCo Inc., 1.350% due 10/4/19	164,975	163,746
100,000	PNC Financial Services Group Inc., 3.900% due 4/29/24	105,459	102,510
100,000	Prologis, L.P., 4.250% due 8/15/23	110,849	106,156
13,000	Rio Tinto Fin USA PLC NT, 2.875% due 8/21/22	12,799	13,054

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

Par Value / No. of Shares	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Amortized Cost	Fair Value
CORPORATE BONDS AND NOTES (continued):			
150,000	Royal Dutch Shell, 4.375% due 3/25/20	164,652	160,239
100,000	Stanley Black & Decker, Inc., 2.451% due 11/17/18	101,405	100,857
90,000	Starbucks Corporation, 2.450% due 6/15/26	89,791	85,891
75,000	Time Warner Inc., 3.875% due 1/15/26	80,290	75,081
120,000	The TJX Companies, Inc., 2.250% due 9/15/26	119,105	110,519
150,000	Toyota Motor Credit Corporation, 1.125% due 5/16/17	149,901	149,922
100,000	U.S. Bancorp, 2.950% due 7/15/22	100,205	100,593
100,000	Virginia Electric & Power Company, 3.450% due 9/1/22	108,510	103,712
125,000	Wal-Mart Stores, Inc., 3.250% due 10/25/20	135,141	130,276
145,000	The Walt Disney Company, 1.850% due 7/30/26	141,951	130,542
100,000	Whirlpool Corp., 4.000% due 3/1/24	103,569	103,742
	Total Corporate Bonds and Notes:	6,633,841	6,463,551
ASSET-BACKED SECURITIES:			
105,000	BMW Vehicle Lease Trust, Series 2016-2 Class A-4, 1.570% due 2/20/20	104,993	104,139
100,000	Capital Auto Receivables Asset Trust, Series 2013-1 Class D, 2.190% due 9/20/21	98,859	100,367
130,000	Carmax Auto Owner Trust, Series 2016-3 Class A-4, 1.600% due 1/18/22	129,978	128,212
117,917	CD Commercial Mortgage Trust, Series 2006-CD3 Class A-M, 5.648% due 10/15/48	129,402	118,617
150,000	Citigroup Commercial Mortgage, Series 2013-GC17 Class A-2, 2.962% due 11/13/46	156,205	152,476
145,000	CNH Equipment Trust, Series 2016-B Class A-4, 1.970% due 11/15/21	145,994	144,201
139,788	Continental Airlines, Series 2012-2 Class A, 4.000% due 4/29/26	142,131	142,933
105,000	Mercedes-Benz Auto Lease Trust, Series 2016-B Class A-4, 1.520% due 6/15/22	104,991	104,286
205,000	Santander Drive Auto Receivables Trust, Series 2016-3 Class A-3, 1.500% due 8/17/20	204,975	204,094
200,000	Synchrony Credit Card Master Note Trust, Series 2014-1 Class A, 1.610% due 11/16/20	199,281	200,376
118,509	U.S. Airways Inc., Series 2012-2 Class A, 4.625% due 12/3/26	124,700	125,619
175,000	World Financial CCMT, Series 2012-B Class A, 1.760% due 5/15/21	175,629	175,381
	Total Asset-Backed Securities:	1,717,138	1,700,701
U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS:			
373,165	Fannie Mae, Series 2014-M1 Class ASQ2, variable rate due 11/25/18	378,144	377,057
189,461	Fannie Mae, Series 2014-M5 Class ASQ2, 2.034% due 3/25/19	193,368	190,322
25,007	Fannie Mae, Series 2011-15 Class CA, 4.000% due 3/25/38	38,065	25,149
102,977	Fannie Mae, Series 2011-109 Class PK, 4.000% due 8/25/41	113,195	106,444
373,924	Fannie Mae, Series 2012-134 Class FD, variable rate due 12/25/42	368,069	370,136
15,195	Federal Home Loan Mortgage Corp., Series 2744, variable rate due 2/15/34	15,931	15,204
54,318	Federal National Mortgage Association, 1.626% due 2/25/18	54,918	54,448
330,000	Federal National Mortgage Association, zero coupon due 10/9/19	297,347	312,939
744,781	Federal National Mortgage Association, Series 386389, 4.780% due 8/1/18	739,455	771,943
288,215	Federal National Mortgage Association, Series 387299, 4.880% due 3/1/20	299,299	302,213
125,000	Freddie Mac, Series K-048 Class A-2, variable rate due 6/25/25	128,748	129,152
87,041	Freddie Mac, Series 3536 Class PC, 4.500% due 5/15/39	100,928	90,676
90,641	Ginnie Mae, Series 2009-111 Class C, 5.015% due 3/16/50	100,641	90,856
162,873	Government National Mortgage Association, Series 3663, 4.500% due 1/20/35	127,619	175,298
368,000	Tennessee Valley Authority, zero coupon due 7/15/22	302,680	315,538
500,000	U.S. Treasury INFL IX N/B, 2.375% due 1/15/17	631,998	599,191
1,335,000	U.S. Treasury Note, 1.500% due 12/31/18	1,359,140	1,342,770
625,000	U.S. Treasury Note, 3.625% due 8/15/19	651,088	661,619
195,000	U.S. Treasury Note, 1.000% due 8/31/19	193,058	193,165
1,415,000	U.S. Treasury Note, 3.625% due 2/15/20	1,505,759	1,505,702

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2016

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 SECURITIES AND AGENCY OBLIGATIONS (continued):			
1,100,000	U.S. Treasury Note, 2.250% due 03/31/21	1,151,357	1,119,899
1,340,000	U.S. Treasury Note, 1.750% due 5/15/22	1,361,790	1,320,315
280,000	U.S. Treasury Note, 2.000% due 11/30/22	291,210	278,107
420,000	U.S. Treasury Note, 2.750% due 11/15/23	433,626	433,691
30,000	U.S. Treasury Note, 2.500% due 5/15/24	31,732	30,449
85,000	U.S. Treasury INFL N/B, 0.625% due 1/15/26	88,141	86,838
85,000	U.S. Treasury Note, 2.000% due 11/15/26	81,476	81,783
Total U.S. Treasury Securities and Agency Obligations:		11,038,782	10,980,904
COMMON STOCK:			
8,845	AbbVie Inc.	403,406	553,874
14,974	Activision Blizzard Inc.	612,476	540,711
4,064	Agree Realty Corp.	165,114	187,147
7,514	Alaska Air Group Inc.	563,717	666,717
5,287	Albemarle Corp.	432,778	455,105
5,220	Alexandria Real Estate Equities, Inc.	456,755	580,099
692	Alphabet Inc., Class A	473,142	548,376
9,049	Altria Group Inc.	585,191	611,893
5,830	American Campus Communities Inc.	275,193	290,159
8,949	American Tower Corp.	936,963	945,730
4,023	Amgen, Inc.	433,490	588,203
6,995	Apartment Investment & Management Company	261,874	317,923
4,831	Apple, Inc.	292,517	559,526
9,740	AT&T, Inc.	342,310	414,242
1,978	Avalonbay Communities, Inc.	303,158	350,403
24,953	Bank of America Corporation	384,492	551,461
4,242	The Boeing Company	468,872	660,395
3,246	Boston Properties, Inc.	405,940	408,282
14,661	Brixmor Property Group Inc.	398,171	358,022
3,352	Broadcom Ltd	523,528	592,533
8,155	Broadridge Financial Solutions Inc.	406,729	540,676
9,835	CBS Corp.	634,324	625,703
10,996	CDW Corporation	399,665	572,782
5,141	Chevron Corporation	550,738	605,096
4,273	Chubb Ltd	543,251	564,549
16,355	Citizens Financial Group Inc.	562,484	582,729
4,357	Colony Starwood Homes	127,036	125,525
9,053	Comcast Corporation, Class A	496,746	625,110
5,350	Crown Castle International Corp REIT New	483,686	464,219
13,817	Cubesmart	386,437	369,881
20,014	D R Horton Inc.	621,141	546,983
11,710	Dell Technologies Inc.	560,641	643,699
7,981	Discover Financial Services	461,957	575,350
6,330	Dr. Pepper Snapple Group, Inc.	494,764	573,941
4,644	EastGroup Properties, Inc.	302,476	342,913
6,493	Education Realty Trust Inc. New	264,688	274,654
6,389	EPR Properties	413,581	458,539
14,130	Exelon Corp.	508,267	501,474
6,344	Exxon Mobil Corp.	552,053	572,609

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(j)**SCHEDULE OF REPORTABLE TRANSACTIONS****FOR THE YEAR ENDED DECEMBER 31, 2016**

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
EuroPacific						
Growth Fund, Class F-2	Equity fund					
3 Purchases		\$ 27,736,374	-	-	27,736,374	-
3 Sales		-	6,838,282	-	6,300,220	538,062
Federated Prime Cash						
Obligation Money						
Market Fund	Cash equivalents					
50 Purchases		\$ 20,855,200	-	-	20,855,200	-
30 Sales		-	28,596,575	-	28,596,575	-
Federated Government						
Obligations Money						
Market Fund	Cash equivalents					
19 Purchases		\$ 10,200,482	-	-	10,200,482	-
5 Sales		-	3,971,257	-	3,971,257	-
iShares Russell 1000						
Fund ETF	Equity fund					
3 Purchases		\$ 8,613,940	-	-	8,613,940	-
Touchstone Strategic						
Trust Fund	Equity fund					
1 Sale		\$ -	26,686,247	-	29,305,543	(2,619,296)

Refer to Independent Auditor's Report.