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NASDAQ
THE NASDAQ OMX GROUP

William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

DEC 16 2013

By Electronic Mail

December 16, 2013

Washington, DC 20549
CERT NAS
File No. 001-33653

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on December 13, 2013 The Nasdaq Stock Market (the "Exchange") received from FIFTH THIRD BANCORP (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Depository Shares, each representing a 1/1,000th ownership interest in a share of 6.625% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery