

MARVELL TECHNOLOGY GROUP LTD

Form S-3

July 03, 2003

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As filed with the Securities and Exchange Commission on July 3, 2003

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form S-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Marvell Technology Group Ltd.**

*(Exact name of registrant as specified in its charter)*

**Bermuda**

*(State or other jurisdiction of  
incorporation or organization)*

**77-0481679**

*(I.R.S. Employer  
Identification No.)*

**4th Floor**

**Windsor Place  
22 Queen Street  
P.O. Box HM 1179  
Hamilton HM EX  
Bermuda  
(408) 222-2500**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**MATTHEW GLOSS, ESQ.**

**Vice President of Business Affairs and General Counsel  
MARVELL SEMICONDUCTOR, INC.**

**700 First Avenue  
Sunnyvale, California 94089  
(408) 222-2500**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*Copies to:*

**DAVINA K. KAILE, ESQ.**

**Pillsbury Winthrop LLP  
2550 Hanover Street  
Palo Alto, California 94304**

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**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

## Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form S-3

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common stock, \$0.002 par value per share	4,046,872 shares	\$33.69	\$136,339,118	\$11,030

(1) The Registrant is registering for resale shares of its common stock that were issued or will be issued in connection with an acquisition.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) based upon the average of the high and low sale prices of the Registrant's Common Stock on the Nasdaq National Market on June 27, 2003.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to Completion, Dated July 3, 2003**

**PRELIMINARY PROSPECTUS**

**4,046,872 Shares**

**Marvell Technology Group Ltd.**

**Common Stock**

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This prospectus relates to the resale, from time to time, of up to 4,046,872 shares of our common stock by our shareholders (the selling shareholders). The selling shareholders may offer and sell their shares in transactions on the Nasdaq National Market, in negotiated transactions, or both. These sales may occur at fixed prices that are subject to change, at prices that are determined by prevailing market prices, or at negotiated prices.

The selling shareholders may sell shares to or through broker-dealers, who may receive compensation in the form of discounts, concessions or commissions from the selling shareholders, the purchasers of the shares, or both. Information on the selling shareholders and the time and manner in which they may offer and sell shares of our common stock under this prospectus is provided under Selling Shareholders and Plan of Distribution in this prospectus. We will not receive any of the proceeds from the sale of shares by the selling shareholders.

Our common stock is traded on the Nasdaq National Market under the symbol MRVL. The last reported sale price of our common stock on the Nasdaq National Market on July , 2003 was \$ per share.

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**Investing in our common stock involves a high degree of risk. You should carefully read and consider the Risk Factors beginning on page 3 of this Prospectus.**

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

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The date of this prospectus is , 2003

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*You should read carefully the entire prospectus, as well as the documents incorporated by reference in the prospectus, before making an investment decision. References to we , us , our or Marvell in the prospectus means Marvell Technology Group Ltd. and its subsidiaries, except where it is made clear that the term means only the parent company.*

**MARVELL TECHNOLOGY GROUP LTD.**

We are a leading global semiconductor provider of complete broadband communications and storage solutions. Our diverse product portfolio includes switching, transceiver, wireless, PC connectivity, gateways, communications controller and storage solutions that power the entire communications infrastructure, including enterprise, metro, home, and storage networking. Our core technologies were initially focused on the storage market, where we provide high-performance products to disk drive manufacturers such as Fujitsu, Hitachi, Samsung, Seagate and Toshiba. We subsequently applied our technology to the high-speed, or broadband, communications market, where we provide industry-leading physical layer transceivers, which provide the interface between communications systems and data transmission media, to manufacturers of high-speed networking equipment including Cisco, 3Com Corporation, Foundry Networks, Dell Computer, Intel and NETGEAR.

In the communications market, we offer transceiver products, switching products, internetworking products and wireless local area network products. Our primary customers for our communications products are manufacturers of high speed networking equipment.

In the storage market, our products include read channel devices, SOCs and preamplifiers. Our customers for our storage products are manufacturers of hard disk drives for the enterprise, desktop and mobile computer markets and the emerging consumer applications market. The storage market is highly competitive and is dominated by a small number of large companies. These companies have historically experienced marginal profit levels from sales of their storage products and are under enormous pricing pressure from their customers, which they typically pass through to their integrated circuit suppliers.

Marvell Technology Group Ltd. was incorporated in Bermuda in January 1995. Our registered address in Bermuda is 4th Floor, Windsor Place, 22 Queen Street, P.O. Box HM 1179, Hamilton HM EX, Bermuda, and our telephone number there is (441) 296-6395. The address of our United States subsidiary is Marvell Semiconductor, Inc., 700 First Avenue, Sunnyvale, California 94089, and our telephone number there is (408) 222-2500. We also have offices in Israel, Singapore, Germany, China, Japan, Taiwan, and the United Kingdom. During fiscal 2000, we changed our fiscal year-end to the Saturday nearest January 31. For presentation purposes, we refer to January 31 as our fiscal year-end for all periods. Our website address is located at <http://www.marvell.com>. The information contained in our website does not form any part of this Registration Statement on Form S-3. However, we make available free of charge through our website our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, as soon as reasonably practicable after we electronically file this material with, or furnish it to, the Securities and Exchange Commission, or the SEC.

Our trademarks include: the Marvell name, logo, and the phrase Moving Forward Faster. This prospectus also contains brand names, trademarks, or service marks of companies other than Marvell Technology Group Ltd., and these brand names, trademarks and service marks are the property of their respective holders.

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**RISK FACTORS**

*Investing in Marvell common stock involves a high degree of risk. You should carefully read and consider the risks described below and the other information in this prospectus, including the information incorporated by reference, before deciding to invest in our common stock. If any of the risks described below materializes, our operating results and financial condition could be adversely affected and the trading price of our common stock could decline. References to Marvell, we, us or our refer to Marvell Technology Group Ltd. and our subsidiaries.*

***The continuing worldwide economic slowdown, acts of war, terrorism, international conflicts, the recent outbreak of severe acute respiratory syndrome and related uncertainties may adversely impact our revenues and profitability.***

Slower economic activity, concerns about inflation, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions and liquidity concerns in the telecommunications and related industries, the situation in Iraq and recent international conflicts, and terrorist and military activity have resulted in a continuing downturn in worldwide economic conditions. We cannot predict the timing, strength and duration of any economic recovery in the semiconductor industry and in particular, the broadband communications markets. In addition, the events of September 11, 2001, the continuing international conflicts and terrorist acts and the possibility of an extended presence in Iraq can be expected to place further pressure on economic conditions in the United States and worldwide. Also, the recent outbreak of severe acute respiratory syndrome, or SARS, could have a further adverse effect upon an already weakened world economy. These conditions make it extremely difficult for our customers, our vendors and for us to accurately forecast and plan future business activities. If these conditions continue or worsen, our business, financial condition and results of operations will likely suffer.

***We are dependent upon the hard disk drive industry, which is highly cyclical and experiences rapid technological change.***

Sales to customers in the hard disk drive industry represented approximately 54% of our net revenue in the first quarter of fiscal 2004 and represented 56% and 57% of our net revenue in fiscal 2003 and 2002, respectively. The hard disk drive industry is intensely competitive, and the technology changes rapidly. As a result, this industry is highly cyclical, with periods of increased demand and rapid growth followed by periods of oversupply and subsequent contraction. These cycles may affect us as our customers are suppliers to this industry. Hard disk drive manufacturers tend to order more components than they may need during growth periods, and sharply reduce orders for components during periods of contraction. In addition, advances in existing technologies and the introduction of new technologies may result in lower demand for disk drive storage devices, thereby reducing demand for our products.

Rapid technological changes in the hard disk drive industry often result in significant and rapid shifts in market share among the industry's participants. If the hard disk drive manufacturers using our products do not retain or increase market share, our sales may decrease.

***Our Marvell Semiconductor Israel Ltd. and RADLAN Computer Communications Ltd. subsidiaries are incorporated under the laws of, and their principal offices are located in, the State of Israel and therefore their business operations may be harmed by adverse political, economic and military conditions affecting Israel.***

Marvell Semiconductor Israel Ltd. (MSIL) and RADLAN Computer Communications Ltd. (RADLAN) are both incorporated under the laws of and have their principal offices in the State of Israel. In addition, MSIL and RADLAN maintain their research and development operations in Israel. Thus, MSIL and RADLAN are directly influenced by the political, economic and military conditions affecting Israel. Major hostilities involving or within Israel could disrupt MSIL and RADLAN's research and development and other business operations. For example, continued hostilities between Israel and the Palestinian authority in recent months have caused substantial political unrest, which could lead to a potential economic downturn.



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in Israel. Additionally, the on-going situation in Iraq could lead to more economic instability and uncertainty in the State of Israel and the Middle East. Also, the interruption or curtailment of trade between Israel and its present trading partners or a significant downturn in the economic or financial condition of Israel could negatively impact MSIL and RADLAN's business operations and financial results.

***We depend on a small number of large customers for a significant portion of our sales. The loss of, or a significant reduction or cancellation in sales to, any key customer would significantly reduce our revenues.***

In the first quarter of fiscal 2004, approximately 38% of our net revenue was derived from sales to two customers, each of whom individually accounted for 10% or more of our net revenue during this period. Of these customers, Intel accounted for 20% and Samsung accounted for 18%. Sales to our largest customers have fluctuated significantly from period to period primarily due to the timing and number of design wins with each customer, as well as the continued diversification of our customer base as we expand into new markets, and will likely continue to fluctuate dramatically in the future. The loss of any of our largest customers, a significant reduction in sales we make to them, or any problems we encounter collecting amounts from them would likely seriously harm our financial condition and results of operations. Our operating results in the foreseeable future will continue to depend on sales to a relatively small number of customers, as well as the ability of these customers to sell products that incorporate our products. In the future, these customers may decide not to purchase our products at all, to purchase fewer products than they did in the past, or to alter their purchasing patterns in some other way, particularly because:

substantially all of our sales are made on a purchase order basis, which permits our customers to cancel, change or delay product purchase commitments with little or no notice to us and without penalty;

our customers may develop their own solutions;

our customers purchase integrated circuits from our competitors; and

our customers may discontinue sales in the markets for which they purchase our products.

***If we are unable to develop new and enhanced products that achieve market acceptance in a timely manner, our operating results and competitive position will be harmed.***

Our future success will depend on our ability, in a timely and cost-effective manner, to develop new products for the broadband communications market and to introduce enhancements to our products for the storage market. We must also achieve market acceptance for these products and enhancements. If we do not successfully develop and achieve market acceptance for new and enhanced products, our ability to maintain or increase revenues will suffer. The development of our products is highly complex. We occasionally have experienced delays in completing the development and introduction of new products and product enhancements, and we could experience delays in the future. In particular, we have a limited history in developing products for the broadband communications market and may encounter technical difficulties in developing wireless LAN or other products for this market that could prevent or delay their successful introduction. Unanticipated problems in developing broadband communications products could also divert substantial engineering resources, which may impair our ability to develop new products and enhancements for the storage market, and could substantially increase our costs. Even if the new and enhanced products are introduced to the market, we may not be able to achieve market acceptance of these products in a timely manner.

Successful product development and market acceptance of our products depends on a number of factors, including:

timely and cost-effective completion and introduction of new product designs;

adoption of our products by customers that are among the first to adopt new technologies and by customers perceived to be market leaders;

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timely qualification and certification of our products for use in our customers' products;

the level of acceptance of our products by existing and potential customers;

cost and availability of foundry, assembly and testing capacity;

availability, price, performance, power, use and size of our products and competing products and technologies;

our customer service and support capabilities and responsiveness;

successful development of our relationships with existing and potential customers and strategic partners; and

our ability to predict and respond to changes in technology, industry standards or end-user preferences.

In addition, our longstanding relationships with some of our larger customers may also deter other potential customers who compete with these customers from buying our products. To attract new customers or retain existing customers, we may offer certain customers favorable prices on our products. If these prices are lower than the prices paid by our existing customers, we would have to offer the same lower prices to certain of our customers who have contractual most favored nation pricing arrangements. In that event, our average selling prices and gross margins would decline. The loss of a key customer, a reduction in sales to any key customer or our inability to attract new significant customers could materially and adversely affect our business, financial condition and results of operations.

***Any future acquisitions and transactions may not be successful.***

We expect to continue to make acquisitions of, and investments in, businesses that offer complementary products, services and technologies, augment our market segment coverage, or enhance our technological capabilities. We may also enter into strategic alliances or joint ventures to achieve these goals. We cannot assure you that we will be able to identify suitable acquisition, investment, alliance, or joint venture opportunities or that we will be able to consummate any such transactions or relationships on terms and conditions acceptable to us, or that such transactions or relationships will be successful.

Any transactions or relationships will be accompanied by the risks commonly encountered with those matters. Risks that could have a material adverse effect on our business, results of operations or financial condition include, among other things:

the difficulty of assimilating the operations and personnel of acquired businesses;

the potential disruption of our ongoing business;

the distraction of management from our business;

the potential inability of management to maximize our financial and strategic position as a result of an acquisition;

the potential difficulty maintaining uniform standards, controls, procedures and policies;

the impairment of relationships with employees and clients as a result of any integration of new management personnel;

the risk of entering market segments in which we have no or limited direct prior experience and where competitors in such market segments have stronger market segment positions; and

the potential loss of key employees of an acquired company.

***Our recent acquisition of RADLAN and any future acquisitions could harm our operating results and share price.***

On June 27, 2003, we acquired RADLAN Computer Communications Ltd., a leading provider of embedded networking software. Under terms of the definitive agreement, we issued a combination of shares,



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warrants and stock options to purchase our common stock for the remaining outstanding shares of RADLAN capital stock and employee stock options.

Any acquisitions, including our recent acquisition of RADLAN, could materially harm our operating results as a result of possible concurrent issuances of dilutive equity securities. In addition, the purchase price of any acquired businesses may exceed the current fair values of the net tangible assets of the acquired businesses. As a result, we would be required to record material amounts of goodwill and other intangible assets, which could result in significant impairment charges and amortization expense in future periods. These charges, in addition to the results of operations of such acquired businesses, could have a material adverse effect on our business, financial condition and results of operations. We cannot forecast the number, timing or size of future acquisitions, or the effect that any such acquisitions might have on our operating or financial results.

Under generally accepted accounting principles, we are required to review our intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. In addition, we are required to review our goodwill and indefinite-lived intangible assets on an annual basis. Over the last year, there has been a slowdown in worldwide economies, including the United States, which has affected our business. End customers for our products have slowed their purchases of next-generation technology and have delayed or rescheduled existing orders for products that incorporate our technology. If the economic downtrend continues or if other presently unforeseen events or changes in circumstances arise which indicate that the carrying value of our goodwill or other intangible assets may not be recoverable, we will be required to perform impairment reviews of these assets, which have carrying values of approximately \$1.6 billion as of April 30, 2003. An impairment review could result in a write-down of all or a portion of these assets to their fair values. We will perform an annual impairment review during the fourth quarter of each fiscal year or more frequently if we believe indicators of impairment exist. In light of the large carrying value associated with our goodwill and intangible assets, any write-down of these assets may result in a significant charge to our statement of operations in the period any impairment is determined and could cause our stock price to decline.

***We are a relatively small company with limited resources compared to some of our current and potential competitors, and we may not be able to compete effectively and increase or maintain revenue and market share.***

We may not be able to compete successfully against current or potential competitors. If we do not compete successfully, our market share and revenues may not increase or may decline. In addition, most of our current and potential competitors have longer operating histories, significantly greater resources and name recognition, and a larger base of customers than us. As a result, these competitors may have greater credibility with our existing and potential customers. Moreover, our competitors may foresee the course of market developments more accurately than us. They also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion and sale of their products than us, which would allow them to respond more quickly than us to new or emerging technologies or changes in customer requirements. In addition, new competitors or alliances among existing competitors could emerge. We expect to face competition in the future from our current competitors, other manufacturers and designers of integrated circuits, and innovative start-up integrated circuit design companies. Many of our customers are also large, established integrated circuit suppliers. Our sales to and support of such customers may enable them to become a source of competition to us, despite our efforts to protect our intellectual property rights.

In the wireless LAN market, we face competition from a number of additional competitors who have a longer history of serving that market. Many of these competitors have more-established reputations in that market and longer-standing relationships with the customers to whom we sell our products, which could prevent us from competing successfully. Competition could increase pressure on us to lower our prices and lower our margins, which, in turn, would harm our operating results.

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***Due to our limited operating history, we may have difficulty in accurately predicting our future sales and appropriately budgeting for our expenses, and we may not be able to maintain our existing growth rate.***

Our limited operating experience, combined with the rapidly changing nature of the markets in which we sell our products, limits our ability to accurately forecast quarterly and annual sales. Additionally, because many of our expenses are fixed in the short term or are incurred in advance of anticipated sales, we may not be able to decrease our expenses in a timely manner to offset any shortfall of sales. We are currently expanding our staffing and increasing our expense levels in anticipation of future sales growth. If our sales do not increase as anticipated, significant losses could result due to our higher expense levels.

Although we have experienced sales and earnings growth in prior quarterly and annual periods, we may not be able to sustain these growth rates, particularly in the period of economic slowdown we are currently experiencing. Accordingly, you should not rely on the results of any prior quarterly or annual periods as an indication of our future performance.

***Because we do not have long-term commitments from our customers, we must estimate customer demand, and errors in our estimates can have negative effects on our inventory levels, sales and operating results.***

Our sales are made on the basis of individual purchase orders rather than long-term purchase commitments. In addition, our customers may cancel or defer purchase orders. We have historically placed firm orders for products with our suppliers up to sixteen weeks prior to the anticipated delivery date and typically prior to receiving an order for the product. Therefore, our order volumes are based on our forecasts of demand from our customers. This process requires us to make multiple demand forecast assumptions, each of which may introduce error into our estimates. If we overestimate customer demand, we may allocate resources to manufacturing products that we may not be able to sell when we expect or at all. As a result, we would have excess inventory, which would harm our financial results. Conversely, if we underestimate customer demand or if insufficient manufacturing capacity is available, we would forego revenue opportunities, lose market share and damage our customer relationships. On occasion, we have been unable to adequately respond to unexpected increases in customer purchase orders, and therefore, were unable to benefit from this increased demand.

***Our future success depends in significant part on strategic relationships with customers. If we cannot maintain these relationships or if these customers develop their own solutions or adopt a competitor's solutions instead of buying our products, our operating results would be adversely affected.***

In the past, we have relied in significant part on our strategic relationships with customers that are technology leaders in our target markets. We intend to pursue and continue to form these strategic relationships in the future but we cannot assure you that we will be able to do so. These relationships often require us to develop new products that may involve significant technological challenges. Our partners frequently place considerable pressure on us to meet their tight development schedules. Accordingly, we may have to devote a substantial amount of our limited resources to our strategic relationships, which could detract from or delay our completion of other important development projects. Delays in the development could impair our relationships with our strategic partners and negatively impact sales of the products under development. Moreover, it is possible that our customers may develop their own solutions or adopt a competitor's solution for products that they currently buy from us. If that happens, our business, financial condition and results of operations could be materially harmed.

***We rely on independent foundries and subcontractors for the manufacture, assembly and testing of our integrated circuit products, and the failure of any of these third-party vendors to deliver products or otherwise perform as requested could damage our relationships with our customers, decrease our sales and limit our growth.***

We do not have our own manufacturing or assembly facilities and have very limited in-house testing facilities. Therefore, we must rely on third-party vendors to manufacture, assemble and test the products we design. We currently rely on TSMC to produce substantially all of our integrated circuit products. We also

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currently rely on TSMC and other third-party assembly and test subcontractors to assemble, package and test our products. The recent outbreak of SARS in Asia could affect the production capabilities of our manufacturers by resulting in quarantines or closures. In the event of such a quarantine or closure, if we were unable to quickly identify alternate manufacturing facilities, our revenues, cost of revenues and results of operations would be negatively impacted. If these vendors do not provide us with high-quality products and services in a timely manner, or if one or more of these vendors terminates its relationship with us, we may be unable to obtain satisfactory replacements to fulfill customer orders on a timely basis, our relationships with our customers could suffer, our sales could decrease and our growth could be limited. Other significant risks associated with relying on these third-party vendors include:

our customers or their customers may fail to approve or delay approving our selected supplier;

we have reduced control over product cost, delivery schedules and product quality;

the warranties on wafers or products supplied to us are limited; and

we face increased exposure to potential misappropriation of our intellectual property.

We currently do not have long-term supply contracts with any of our third-party vendors. Therefore, they are not obligated to perform services or supply products to us for any specific period, in any specific quantities, or at any specific price, except as may be provided in a particular purchase order. None of our third-party foundry or assembly and test subcontractors have provided contractual assurances to us that adequate capacity will be available to us to meet future demand for our products. These foundries may allocate capacity to the production of other companies' products while reducing deliveries to us on short notice. In particular, foundry customers that are larger and better financed than us or that have long-term agreements with these foundries may cause these foundries to reallocate capacity to those customers, decreasing the capacity available to us. If we need another integrated circuit foundry or assembly and test subcontractor because of increased demand, or the inability to obtain timely and adequate deliveries from our providers at the time, we might not be able to develop relationships with other vendors who are able to satisfy our requirements. Even if other integrated circuit foundries or assembly and test subcontractors are available at that time to satisfy our requirements, it would likely take several months to acquire a new provider. Such a change may also require the approval of our customers, which would take time to effect and could cause our customers to cancel orders or fail to place new orders.

***If our foundries do not achieve satisfactory yields or quality, our relationships with our customers and our reputation will be harmed.***

The fabrication of integrated circuits is a complex and technically demanding process. Our foundries have from time to time experienced manufacturing defects and reduced manufacturing yields. Changes in manufacturing processes or the inadvertent use of defective or contaminated materials by our foundries could result in lower than anticipated manufacturing yields or unacceptable performance. Many of these problems are difficult to detect at an early stage of the manufacturing process and may be time consuming and expensive to correct. Poor yields from our foundries, or defects, integration issues or other performance problems in our products could cause us significant customer relations and business reputation problems, harm our financial results and result in financial or other damages to our customers. Our customers could also seek damages from us for their losses. A product liability claim brought against us, even if unsuccessful, would likely be time consuming and costly to defend. In addition, defects in our existing or new products could result in significant warranty, support and repair costs, and divert the attention of our engineering personnel from our product development efforts.

***The complexity of our products could result in unforeseen delays or expenses in undetected defects or bugs, which could adversely affect the market acceptance of new products, damage our reputation with current or prospective customers, and materially and adversely affect our operating costs.***

Highly complex products such as the products that we offer frequently contain defects and bugs when they are first introduced or as new versions are released. We have in the past experienced, and may in the

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future experience, these defects and bugs. Historically, we have been able to design workarounds to fix these defects and bugs with minimal to no disruption to our business or our customers' business. Going forward, if any of our products contain defects or bugs, or have reliability, quality, or compatibility problems, we may not be able to successfully design workarounds. Consequently, our reputation may be damaged and customers may be reluctant to buy our products, which could materially and adversely affect our ability to retain existing customers, attract new customers, and our financial results. In addition, these defects or bugs could interrupt or delay sales to our customers. To alleviate these problems, we may have to invest significant capital and other resources. Although our products are tested by our suppliers, our customers and ourselves, it is possible that our new products will contain defects or bugs. If any of these problems are not found until after we have commenced commercial production of a new product, we may be required to incur additional development costs and product recall, repair or replacement costs. These problems may also result in claims against us by our customers or others. In addition, these problems may divert our technical and other resources from other development efforts. Moreover, we would likely lose, or experience a delay in, market acceptance of the affected product or products, and we could lose credibility with our current and prospective customers. As a result, our financial results could be materially harmed.

***We may experience difficulties in transitioning to smaller geometry process technologies or in achieving higher levels of design integration, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.***

In order to remain competitive, we expect to continue to transition our semiconductor products to increasingly smaller line width geometries. This transition requires us to modify the manufacturing processes for our products and to redesign some products. We periodically evaluate the benefits, on a product-by-product basis, of migrating to smaller geometry process technologies to reduce our costs. In the past, we have experienced some difficulties in shifting to smaller geometry process technologies or new manufacturing processes, which resulted in reduced manufacturing yields, delays in product deliveries and increased expenses. We may face similar difficulties, delays and expenses as we continue to transition our products to smaller geometry processes. We are dependent on our relationships with our foundries to transition to smaller geometry processes successfully and cannot assure you that our foundries will be able to effectively manage the transition. If our foundries or we experience significant delays in this transition or fail to efficiently implement this transition, our business, financial condition and results of operations could be materially and adversely affected. As smaller geometry processes become more prevalent, we expect to continue to integrate greater levels of functionality, as well as customer and third party intellectual property, into our products. However, we may not be able to achieve higher levels of design integration or deliver new integrated products on a timely basis, or at all.

***We depend on key personnel with whom we do not have employment agreements to manage our business, and if we are unable to retain our current personnel and hire additional personnel, our ability to develop and successfully market our products could be harmed.***

We believe our future success will depend in large part upon our ability to attract and retain highly skilled managerial, engineering and sales and marketing personnel. The loss of any key employees or the inability to attract or retain qualified personnel, including engineers and sales and marketing personnel, could delay the development and introduction of, and harm our ability to sell, our products. We believe that our future success is highly dependent on the contributions of Dr. Sehat Sutardja, our co-founder, President and Chief Executive Officer; Weili Dai, our co-founder and Executive Vice President; and Dr. Pantas Sutardja, our co-founder and Vice President and Chief Technology Officer. We do not have employment contracts with these or any other key personnel, and their knowledge of our business and industry would be extremely difficult to replace.

There is currently a shortage of qualified technical personnel with significant experience in the design, development, manufacture, marketing and sales of integrated circuits for use in communications products. In particular, there is a shortage of engineers who are familiar with the intricacies of the design and manufacture of products based on analog technology, and competition for these engineers is intense. Our key technical personnel represent a significant asset and serve as the source of our technological and product innovations.

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We may not be successful in attracting and retaining sufficient numbers of technical personnel to support our anticipated growth.

***Our officers and directors own a large percentage of our voting stock, and three existing directors, who are also significant shareholders, are related by blood or marriage. These factors may allow the officers and directors as a group or the three related directors to control the election of directors and the approval or disapproval of significant corporate actions.***

As of May 31, 2003, our executive officers and directors beneficially owned or controlled, directly or indirectly, approximately 35% of the outstanding shares our common stock. Additionally, Sehat Sutardja and Weili Dai are husband and wife and Sehat Sutardja and Pantas Sutardja are brothers. All three are directors and together they held approximately 29% of our outstanding common stock as of May 31, 2003. As a result, if the directors and officers as a group or any of Sehat Sutardja, Weili Dai, and Pantas Sutardja act together, they will significantly influence, and will likely control, the election of our directors and the approval or disapproval of our significant corporate actions. This influence over our affairs might be adverse to the interests of other shareholders. In addition, the voting power of these officers or directors could have the effect of delaying or preventing an acquisition of us on terms that other shareholders may desire.

Under Bermuda law all of our officers, in exercising their powers and discharging their duties, must act honestly and in good faith with a view to our best interests and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Majority shareholders do not owe fiduciary duties to minority shareholders. As a result, the minority shareholders will not have a direct claim against the majority shareholders in the event the majority shareholders take actions that damage the interests of minority shareholders. Class actions and derivative actions are generally not available to shareholders under the laws of Bermuda, except the Bermuda courts would be expected to follow English case law precedent, which would permit a shareholder to bring an action in our name if the directors or officers are alleged to be acting beyond our corporate power, committing illegal acts or violating our Memorandum of Association or Bye-laws. In addition, minority shareholders would be able to challenge a corporate action that allegedly constituted a fraud against them or required the approval of a greater percentage of our shareholders than actually approved it. The winning party in such an action generally would be able to recover a portion of attorneys' fees incurred in connection with the action.

***Our rapid growth has strained our resources and our inability to manage any future growth could harm our profitability.***

Our rapid growth has placed, and any future growth of our operations will continue to place, a significant strain on our management personnel, systems and resources. We anticipate that we will need to implement a variety of new and upgraded operational and financial systems, procedures and controls, including the improvement of our accounting and other internal management systems. We also expect that we will need to continue to expand, train, manage and motivate our workforce. All of these endeavors will require substantial management effort. If we are unable to effectively manage our expanding operations, our operating results could be harmed.

In March 2003, we completed the implementation of a new Enterprise Resource Planning, or ERP, system. An ERP system implementation is a very complex, costly and time-consuming process. Any unforeseen delays or difficulties after we begin transacting on the new system or in performing financial closes on the new systems, may divert the attention of management and other employees and disrupt our ongoing business and could have a material adverse impact on our financial condition and results of operations.

***We face foreign business, political and economic risks, which may harm our results of operations, because a majority of our products and our customers' products are manufactured and sold outside of the United States.***

A substantial portion of our business is conducted outside of the United States and, as a result, we are subject to foreign business, political and economic risks. All of our products are manufactured outside of the



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United States. Our current qualified integrated circuit foundries are located in the same region within Taiwan, and our primary assembly and test subcontractors are located in the Pacific Rim region. In addition, many of our customers are located outside of the United States, primarily in Asia, which further exposes us to foreign risks. Sales to customers located in Asia represented approximately 88% of our net revenue in the first quarter of fiscal 2004, and represented 87% and 83% of our net revenue in fiscal 2003 and 2002, respectively.

We anticipate that our manufacturing, assembly, testing and sales outside of the United States will continue to account for a substantial portion of our operations and revenue in future periods. Accordingly, we are subject to risks associated with international operations, including:

difficulties in obtaining domestic and foreign export, import and other governmental approvals, permits and licenses;

compliance with foreign laws;

difficulties in staffing and managing foreign operations;

trade restrictions or higher tariffs;

transportation delays;

difficulties of managing distributors, especially because we expect to continue to increase our sales through international distributors;

political and economic instability, including wars, terrorism, other hostilities and political unrest, boycotts, curtailment of trade and other business restrictions; and

inadequate local infrastructure.

Additionally, our operations may be impacted by a number of SARS-related factors, including, but not limited to, disruptions of our third party manufacturers that are primarily located in Asia, reduced sales in our international retail channels and increased supply chain costs. If the number of SARS cases continues to rise or spreads to other areas, our international sales and operations could be harmed.

Because all of our sales to date have been denominated in United States dollars, increases in the value of the United States dollar will increase the price of our products so that they become relatively more expensive to customers in the local currency of a particular country, potentially leading to a reduction in sales and profitability for us in that country. A portion of our international revenue may be denominated in foreign currencies in the future, which will subject us to risks associated with fluctuations in exchange rates for those foreign currencies.

***Our third-party foundries and subcontractors are concentrated in Taiwan and elsewhere in the Pacific Rim, an area subject to significant earthquake risks. Any disruption to the operations of these foundries and subcontractors resulting from earthquakes or other natural disasters could cause significant delays in the production or shipment of our products.***

Substantially all of our products are manufactured by Taiwan Semiconductor Manufacturing Company, which is located in Taiwan. Currently our only alternative manufacturing sources are located in Taiwan, China and Singapore. In addition, substantially all of our assembly and testing facilities are located in Singapore, Taiwan and the Philippines. The risk of an earthquake in Taiwan and elsewhere in the Pacific Rim region is significant due to the proximity of major earthquake fault lines to the facilities of our foundries and assembly and test subcontractors. In September 1999, a major earthquake in Taiwan affected the facilities of several of these third-party contractors. As a consequence of this earthquake, these contractors suffered power outages and disruptions that impaired their production capacity. In March 2002 and June 2003, major earthquakes occurred in Taiwan. Although our foundries and subcontractors did not suffer any significant damage as a result of this most recent earthquake, the occurrence of additional earthquakes or other natural disasters could result in the disruption of our foundry or assembly and test capacity. Any disruption resulting from such events could cause significant delays in the production or shipment of our products until we are able to shift our

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manufacturing, assembling or testing from the affected contractor to another third-party vendor. We may not be able to obtain alternate capacity on favorable terms, if at all.

***We rely on third-party distributors and manufacturers representatives and the failure of these distributors and manufacturers representatives to perform as expected could reduce our future sales.***

We sell our communications products to customers primarily through distributors and manufacturers representatives. Our relationships with some of our distributors and manufacturers representatives have been established within the last two years, and we are unable to predict the extent to which our distributors and manufacturers representatives will be successful in marketing and selling our products. Moreover, many of our manufacturers representatives and distributors also market and sell competing products. Our representatives and distributors may terminate their relationships with us at any time. Our future performance will also depend, in part, on our ability to attract additional distributors or manufacturers representatives that will be able to market and support our products effectively, especially in markets in which we have not previously distributed our products. If we cannot retain our current distributors or manufacturers representatives or recruit additional or replacement distributors or manufacturers representatives, our sales and operating results will be harmed. The loss of one or more of our distributors or manufacturers representatives could harm our sales and results of operations. We generally realize a higher gross margin on direct sales and from sales through manufacturers representatives than on sales through distributors. Accordingly, if our distributors were to account for an increased portion of our net sales, our gross margins may decline.

***The average selling prices of products in our markets have historically decreased rapidly and will likely do so in the future, which could harm our revenues and gross profits.***

The products we develop and sell are used for high volume applications. As a result, the prices of those products have historically decreased rapidly. Our gross profits and financial results will suffer if we are unable to offset any reductions in our average selling prices by increasing our sales volumes, reducing our costs, or developing new or enhanced products on a timely basis with higher selling prices or gross profits. We expect that our gross profits on our storage products are likely to decrease over the next fiscal year below levels we have historically experienced due to (i) pricing pressures from our customers, and (ii) an increase in sales of SOC's, which typically have lower margins than standalone read channel devices, and (iii) an increase in sales of products into consumer application markets, which are highly competitive and cost sensitive. In addition, if our sales of storage products into the desktop computer market were to increase as a percentage of total storage revenues, our margins would also likely decrease because gross margins on sales into this market are generally lower than for sales into the enterprise and mobile computer markets, where we currently generate the substantial majority of our storage product revenues.

Additionally, because we do not operate our own manufacturing, assembly or testing facilities, we may not be able to reduce our costs as rapidly as companies that operate their own facilities, and our costs may even increase, which could also reduce our margins. In the past, we have reduced the average selling prices of our products in anticipation of future competitive pricing pressures, new product introductions by us or our competitors and other factors. We expect that we will have to do so again in the future.

***We have a lengthy and expensive storage product sales cycle that does not assure product sales, and that if unsuccessful, may harm our operating results.***

The sales cycle for our storage products is long and requires us to invest significant resources with each potential customer without any assurance of sales to that customer. Our sales cycle typically begins with a three to six month evaluation and test period, also known as qualification, during which our products undergo rigorous reliability testing by our customers.

Qualification is typically followed by a twelve to eighteen month development period by our customers and an additional three to six month period before a customer commences volume production of equipment incorporating our products. This lengthy sales cycle creates the risk that our customers will decide to cancel or change product plans for products incorporating our integrated circuits. During our sales cycle, our engineers

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assist customers in implementing our products into the customers' products. We incur significant research and development and selling, general and administrative expenses as part of this process, and this process may never generate related revenues. We derive revenue from this process only if our design is selected. Once a customer selects a particular integrated circuit for use in a storage product, the customer generally uses solely that integrated circuit for a full generation of its product. Therefore, if we do not achieve a design win for a product, we will be unable to sell our integrated circuit to a customer until that customer develops a new product or a new generation of its product. Even if we achieve a design win with a customer, the customer may not ultimately ship products incorporating our products or may cancel orders after we have achieved a sale. In addition, we will have to begin the qualification process again when a customer develops a new generation of a product for which we were the successful supplier.

Also, during the final production of a mature product, our customers typically exhaust their existing inventory of our integrated circuits. Consequently, orders for our products may decline in those circumstances, even if our products are incorporated into both our customers' mature and replacement products. A delay in a customer's transition to commercial production of a replacement product may cause the customer to lose sales, which would delay our ability to recover the lost sales from the discontinued mature product. In addition, customers may defer orders in anticipation of new products or product enhancements from our competitors or us.

***We are subject to the cyclical nature of the integrated circuit industry. The current and any future downturns will likely reduce our revenue and result in excess inventory.***

The integrated circuit industry is highly cyclical and is characterized by constant and rapid technological change, rapid product obsolescence and price erosion, evolving standards, short product life cycles and wide fluctuations in product supply and demand. The industry has experienced, and is currently experiencing, significant downturns, often connected with, or in anticipation of, maturing product cycles of both integrated circuit companies and their customers' products and declines in general economic conditions. These downturns have been characterized by diminished product demand, production overcapacity, high inventory levels and accelerated erosion of average selling prices. The current downturn and any future downturns may reduce our revenue or our percentage of revenue growth on a quarter-to-quarter basis and result in us having excess inventory.

Furthermore, any upturn in the integrated circuit industry could result in increased competition for access to third-party foundry, assembly and test capacity.

***When demand for foundry capacity is high, we may take various actions to try to secure sufficient capacity, which may be costly and harm our operating results.***

Availability of foundry capacity has in the recent past been reduced due to strong demand. In order to secure sufficient foundry capacity when demand is high, we may enter into various arrangements with suppliers that could be costly and harm our operating results, including:

option payments or other prepayments to a foundry;

nonrefundable deposits with or loans to foundries in exchange for capacity commitments;

contracts that commit us to purchase specified quantities of integrated circuits over extended periods;

issuance of our equity securities to a foundry;

investment in a foundry; and

other contractual relationships with foundries.

We may not be able to make any such arrangement in a timely fashion or at all, and any arrangements may be costly, reduce our financial flexibility, and not be on terms favorable to us. Moreover, if we are able to secure foundry capacity, we may be obligated to use all of that capacity or incur penalties. These penalties may be expensive and could harm our financial results.

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***The development and evolution of markets for our integrated circuits are dependent on factors, such as industry standards, over which we have no control. For example, if our customers adopt new or competing industry standards with which our products are not compatible or fail to adopt standards with which our products are compatible, our existing products would become less desirable to our customers and our sales would suffer.***

The emergence of markets for our integrated circuits is affected by a variety of factors beyond our control. In particular, our products are designed to conform to current specific industry standards. Our customers may not adopt or continue to follow these standards, which would make our products less desirable to our customers and reduce our sales. Also, competing standards may emerge that are preferred by our customers, which could also reduce our sales and require us to make significant expenditures to develop new products.

We have made a significant investment in the development and production of our Gigabit Ethernet products, including our physical layer devices and switched Ethernet products. However, the Gigabit Ethernet technology is relatively new compared to the more established 10 and 100 Megabit per second Fast Ethernet technologies. If the Gigabit Ethernet technology does not achieve widespread market acceptance, our revenue and operating results may be harmed. We have also made a significant investment in the development of wireless LAN products based on the IEEE 802.11b and 802.11g standards. Wireless LAN technologies are relatively new and many competing standards, such as IEEE 802.11a and Bluetooth™, exist. If the 802.11b and 802.11g standards do not achieve widespread market acceptance, our revenue and operating results may be harmed.

***We may be unable to protect our intellectual property, which would negatively affect our ability to compete.***

We believe one of our key competitive advantages results from our collection of proprietary technologies that we have developed since our inception. If we fail to protect these intellectual property rights, competitors could sell products based on technology that we have developed, which could harm our competitive position and decrease our revenues. We believe that the protection of our intellectual property rights is and will continue to be important to the success of our business. We rely on a combination of patent, copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods, to protect our proprietary technologies. We also enter into confidentiality or license agreements with our employees, consultants and business partners, and control access to and distribution of our documentation and other proprietary information. We have been issued several United States patents and have a number of pending United States patent applications. However, a patent may not be issued as a result of any applications or, if issued, claims allowed may not be sufficiently broad to protect our technology. In addition, it is possible that existing or future patents may be challenged, invalidated or circumvented. Despite our efforts, unauthorized parties may attempt to copy or otherwise obtain and use our products or proprietary technology. Monitoring unauthorized use of our technology is difficult, and the steps that we have taken may not prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States.

***Significant litigation over intellectual property in our industry may cause us to become involved in costly and lengthy litigation, which could subject us to liability, require us to stop selling our products or force us to redesign our products.***

Litigation involving patents and other intellectual property is widespread in the high-technology industry and is particularly prevalent in the integrated circuit industry, where a number of companies aggressively bring numerous infringement claims to protect their patent portfolios. From time to time we receive, and may continue to receive in the future, notices that claim we have infringed upon, misappropriated or misused the proprietary rights of other parties. These claims could result in litigation which, in turn, could subject us to significant liability for damages. These lawsuits, regardless of their success, would likely be time-consuming

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and expensive to resolve and would divert management time and attention. Any potential intellectual property litigation also could force us to do one or more of the following:

stop selling products or using technology that contain the allegedly infringing intellectual property;

pay damages to the party claiming infringement;

attempt to obtain a license to the relevant intellectual property, which license may not be available on reasonable terms or at all; and

attempt to redesign those products that contain the allegedly infringing intellectual property.

***We are incorporated in Bermuda, and, as a result, it may not be possible for our shareholders to enforce civil liability provisions of the securities laws of the United States.***

We are organized under the laws of Bermuda. As a result, it may not be possible for our shareholders to effect service of process within the United States upon us, or to enforce against us in United States courts judgments based on the civil liability provisions of the securities laws of the United States. Most of our executive officers and directors are residents of the United States. However, there is significant doubt as to whether the courts of Bermuda would recognize or enforce judgments of United States courts obtained against us or our directors or officers based on the civil liability provisions of the securities laws of the United States or any state or hear actions brought in Bermuda against us or those persons based on those laws. The United States and Bermuda do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not based solely on United States federal or state securities laws, would not be automatically enforceable in Bermuda.

***Our Bye-laws contain a waiver of claims or rights of action by our shareholders against our officers and directors, which will severely limit our shareholders' right to assert a claim against our officers and directors under Bermuda law.***

Our Bye-laws contain a broad waiver by our shareholders of any claim or right of action, both individually and on our behalf, against any of our officers and directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties with or for us, other than with respect to any matter involving any fraud or dishonesty on the part of the officer or director. This waiver will limit the rights of our shareholders to assert claims against our officers and directors unless the act complained of involves actual fraud or dishonesty. Thus, so long as acts of business judgment do not involve actual fraud or dishonesty, they will not be subject to shareholder claims under Bermuda law. For example, shareholders will not have claims against officers and directors for a breach of trust, unless the breach rises to the level of actual fraud or dishonesty.

***We are subject to uncertainty regarding how the United States federal income tax laws apply to our business. If our position is disputed, our operating results could be harmed.***

In the United States, we pay income tax on the income of our U.S. subsidiaries and may be subject to the U.S. income tax and on any income that is considered to be effectively connected with the conduct of a trade or business in the United States. The determination of whether the income of a foreign corporation is effectively connected with the conduct of a trade or business in the United States requires significant management judgment, as it involves a consideration of all the facts and circumstances and the application of legal standards that are uncertain. Our position is that our foreign business operations do not generate any income that is effectively connected with a United States trade or business. If our position is disputed, the amount we have accrued in our financial statements for United States federal income taxes may be insufficient to the extent of the difference between the income tax rate ultimately determined to apply and the tax rate that we have used to accrue for income taxes in our financial statements. In addition, we could be required to make significant cash payments for back taxes and interest based on the difference between the income tax rate ultimately determined to apply and the rate at which we paid those taxes.

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***Tax benefits we receive may be terminated or reduced in the future, which would increase our costs.***

Under current Bermuda law, we are not subject to tax on our income or capital gains. We have obtained from the Minister of Finance of Bermuda under the Exempt Undertakings Tax Protection Act 1966, as amended, an undertaking that, in the event that Bermuda enacts any legislation imposing tax computed on income or capital gains, those taxes should not apply to us until March 28, 2016. However, this exemption may not be extended beyond that date.

The Economic Development Board of Singapore granted Pioneer Status to our wholly-owned subsidiary in Singapore in July 2000 for a period of at least six years, commencing July 1, 1999. As a result, we anticipate that a significant portion of the income we earn in Singapore during this period will be exempt from the Singapore statutory tax rate. We are required to meet several requirements as to investment, headcount and activities in Singapore to retain this status. If our Pioneer Status is terminated early, our financial results could be harmed.

The Israeli government has granted Approved Enterprise Status to our wholly-owned subsidiary in Israel, which provides a tax holiday on undistributed income derived from operations within certain development regions in Israel. In order to maintain our qualification, we must continue to meet specified conditions, including the making of investments in fixed assets in Israel. As our tax holidays expire, we expect that we will start paying income tax on our operations within these development regions. Some of our regional tax holidays have already expired and we are currently paying income taxes in these regions.

***If we are classified as a passive foreign investment company, our shareholders may suffer adverse tax consequences.***

Because we are incorporated in Bermuda and have operations in the United States, Israel and Singapore, we are subject to special rules and regulations, including rules regarding a passive foreign investment company, or PFIC. We believe that we are not a PFIC, and we expect to continue to manage our affairs so that we will not become a PFIC. However, whether we should be treated as a PFIC is a factual determination that is made annually and is subject to change. If we are classified as a PFIC, then each United States holder of our common stock would, upon qualifying distributions by us or upon the pledge or sale of their shares of common stock at a gain, be liable to pay tax at the then prevailing rates on ordinary income plus an interest charge, generally as if the distribution or gain had been earned ratably over the shareholder's holding period. In addition to the risks related to PFIC status, we and our shareholders could also suffer adverse tax consequences if we are classified as a foreign personal holding company, a personal holding company or a controlled foreign corporation.

***Class action litigation due to stock price volatility or other factors could cause us to incur substantial costs and divert our management's attention and resources.***

On September 5, 2001, a putative class action was filed in the Southern District of New York relating to our initial public offering, or IPO. In this action, the plaintiffs named several defendants including Marvell and two of our officers, one of whom is also a director. This complaint relating to our IPO has been consolidated with hundreds of other lawsuits by plaintiffs against approximately 55 underwriters and approximately 300 issuers across the United States. Plaintiffs allege that defendants violated various provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. In these actions, plaintiffs seek, among other items, unspecified damages, pre-judgment interest and reimbursement of attorneys' and experts' fees. A Consolidated Amended Class Action Complaint against Marvell and two of our officers was filed on April 19, 2002. Subsequently, defendants in the consolidated proceedings moved to dismiss the actions. In February 2003, the trial Court issued its ruling on the motions, granting the motions in part, and denying them in part. Thus, the cases may proceed against the underwriters and us as to alleged violations of section 11 of the Securities Act of 1933 and section 10(b) of the Securities Exchange Act of 1934. Claims against the individual officers have been voluntarily dismissed with prejudice by agreement with plaintiffs. These claims and any resulting litigation could result in substantial costs and could divert the attention and resources of our management.

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In the past, securities class action litigation often has been brought against a company following periods of volatility in the market price of its securities. Companies in the integrated circuit industry and other technology industries are particularly vulnerable to this kind of litigation due to the high volatility of their stock prices. Accordingly, we may in the future be the target of securities litigation. Any securities litigation could result in substantial costs and could divert the attention and resources of our management.

### ***Future sales of our common stock in the public market may depress our stock price.***

A substantial number of our shares remain available for sale pursuant to Rule 144. Future sales of a substantial number of shares of our common stock in the public market could cause our stock price to decline. As of May 31, 2003, we had 122,798,667 shares outstanding and none of these shares are subject to any lock-up agreements. The market price of our stock could drop significantly if holders of a substantial number of our shares sell them or are perceived by the market as intending to sell them. In addition, the sale of our shares could impair our ability to raise capital through the sale of additional stock.

### ***Our Bye-laws contain provisions that could delay or prevent a change in corporate control, even if the change in corporate control would benefit our shareholders.***

Our Bye-laws contain change in corporate control provisions which include:

authorizing the issuance of preferred stock without shareholder approval;

providing for a classified board of directors with staggered, three-year terms; and

requiring a vote of two-thirds of the outstanding shares to approve any change of corporate control.

These change in corporate control provisions could make it more difficult for a third-party to acquire us, even if doing so would be a benefit to our shareholders.

## **FORWARD-LOOKING STATEMENTS**

This prospectus, including the documents that are and will be incorporated by reference into this prospectus, contains forward-looking statements within the safe harbor provisions of the Private Securities and Litigation Reform Act of 1995 with respect to our plans, expectations, estimates and beliefs. Words such as anticipates, expects, estimates, intends, plans, and similar expressions or the negative of such terms are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from the results contemplated by the forward-looking statements. Factors that could cause actual results to differ materially from those predicted, include but are not limited to, those discussed under Risk Factors and as detailed from time to time in our annual and quarterly reports we file with the Securities and Exchange Commission. These forward-looking statements speak only as of the date hereof. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

## **PROCEEDS FROM THE OFFERING**

We will not receive any proceeds from the sale of the shares by the selling shareholders. All proceeds from the sale of the shares will be for the account of the selling shareholders, as described below. See Selling Shareholders and Plan of Distribution.

## **SELLING SHAREHOLDERS**

Each of the selling shareholders was formerly a shareholder of RADLAN Computer Communications Ltd. ( Radlan ). On June 27, 2003, under the terms of the Share Purchase Agreement between Marvell and Radlan dated February 6, 2003, as amended on June 5, 2003 (the Agreement ), we acquired all of the





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outstanding shares of Radlan capital stock in exchange for shares of Marvell common stock and warrants to purchase Marvell common stock (the Acquisition). In addition, outstanding options to purchase Radlan capital stock were canceled and replaced with options to purchase Marvell common stock. Under the terms of the Agreement, we will either be required to issue an additional 1,162,791 shares of our common stock or \$22.5 million in cash to the former Radlan shareholders depending on the share price of Marvell common stock upon the effective date of the registration statement of which this prospectus is a part, and we may issue an additional 1,023,256 shares of our common stock upon the resolution of certain contingencies involving achievement of performance milestones as defined in the Agreement. We also issued warrants to purchase 543,183 shares of our common stock to former Radlan shareholders.

The selling shareholders received a total of 1,317,642 shares of common stock and warrants to purchase 543,183 shares of common stock in the Acquisition and, as described above, they may receive up to an additional 2,186,047 shares of Marvell common stock. All of the common stock received, or to be received by the selling shareholders, and the common stock, if any, issued pursuant to the exercise of warrants, may be offered for resale from time to time by the selling shareholders pursuant to the registration statement of which this prospectus is a part.

Under the Registration Rights Agreement dated February 6, 2003 by and among Marvell and the Radlan shareholders, we agreed to register the shares under the Securities Act for resale to the public and, subject to the terms of the agreements, to cause the registration statement of which this prospectus is a part to be kept effective until:

two years from the effective date of the registration statement, or

such shorter time as all the shares offered by this prospectus have been sold.

The following table sets forth information as of July 1, 2003 regarding the beneficial ownership of common stock by each of the selling shareholders and the shares being offered by the selling shareholders. As of May 31, 2003, 122,798,667 shares of our common stock were outstanding. Information with respect to beneficial ownership is based upon information provided from or on behalf of the selling shareholders. Unless otherwise indicated, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws, where applicable. Shares of our common stock receivable upon exercise of options or warrants that are currently exercisable or exercisable within 60 days of May 31, 2003 are deemed to be outstanding and to be beneficially owned by the person presently entitled to exercise the right of conversion or exercise for the purpose of computing the percentage ownership of such person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

The number of shares that may be actually sold by any selling shareholder will be determined by the selling shareholder. Because the selling shareholders may sell all, some or none of the shares of common stock which they hold, no estimate can be given as to the number of shares of common stock that will be held by the selling shareholders upon termination of the offering. Information with respect to shares owned beneficially after the offering assumes the sale of all of the shares offered and no other purchases or sales of common stock.

Selling Shareholders	Shares Beneficially Owned Prior to Offering(1)		Number of Shares Being Offered	Shares Beneficially Owned After Offering(1)	
	Number	Percent(2)		Number	Percent(2)

\* Less than 1%.

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**PLAN OF DISTRIBUTION**

We are registering for resale the shares on behalf of the selling shareholders. The selling shareholders may offer and sell the shares covered by this prospectus at various times. As used in this prospectus, the term selling shareholders includes donees, pledgees, transferees or other successors-in-interest selling shares received from a named selling shareholder as a gift, partnership distribution, or other non-sale-related transfer after the date of this prospectus. The selling shareholders will act independently of Marvell in making decisions with respect to the timing, manner and size of each sale. The shares may be sold by or for the account of the selling shareholders in transactions on the Nasdaq National Market, the over-the-counter market, or otherwise. These sales may be made at fixed prices, at market prices prevailing at the time of sale, at prices related to prevailing market prices, or at negotiated prices. The shares may be sold by means of one or more of the following methods:

a block trade in which the broker-dealer so engaged will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by that broker-dealer for its account pursuant to this prospectus;

ordinary brokerage transactions on which the broker solicits purchasers;

after the registration statement becomes effective, in connection with short sales, in which the shares are redelivered to close out short positions;

in connection with the loan or pledge of shares registered hereunder to a broker-dealer, and the sale of the shares so loaned or the sale of the shares so pledged upon a default;

in connection with the writing of non-traded and exchange-traded call options, in hedge transactions and in settlement of other transactions in standardized or over-the-counter options;

privately negotiated transactions; or

in a combination of any of the above methods.

If required, we will distribute a supplement to this prospectus to describe material changes in the terms of the offering.

The selling shareholders may sell the shares described in this prospectus directly to purchasers or to or through broker-dealers, which may act as agents or principals. In effecting sales, broker-dealers engaged by the selling shareholders may arrange for other broker-dealers to participate in resales. Broker-dealers may receive compensation in the form of discounts, concessions or commissions from the selling shareholders or from the purchasers of the shares or from both. This compensation may exceed customary commissions. The selling shareholders may also transfer, devise or gift these shares by other means not described in this prospectus.

The selling shareholders also may resell all or a portion of the shares covered by this prospectus that qualify for sale under Rule 144 of the Securities Act in open market transactions in reliance upon Rule 144 under the Securities Act.

The selling shareholders have not advised us of any specific plans for the distribution of the shares covered by this prospectus. When and if we are notified by the selling shareholders that any material arrangement has been entered into with a broker-dealer or underwriter for the sale of a material portion of the shares covered by this prospectus, we will file a prospectus supplement or post-effective amendment to the registration statement with the SEC. This supplement or amendment will include the following information:

the name of the participating selling shareholder(s) and broker-dealer(s) or underwriters;

the number of shares involved;

the price(s) at which the shares were sold;



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the commissions paid or discounts or concessions allowed by the selling shareholders to the broker-dealers or underwriters, if any; and

other information material to the transaction.

The selling shareholders shall have sole and absolute discretion not to accept any purchase, offer or make any sale if they deem the purchase price to be unsatisfactory at any particular time.

The selling shareholders and any broker-dealers, agents or underwriters that participate with the selling shareholders in the distribution of the shares may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act in connection with sales of shares covered by this prospectus. Any commissions paid or any discounts or concessions allowed to any of those persons, and any profits received on the resale of the shares purchased by them, may be deemed to be underwriting commissions or discounts under the Securities Act. Because selling shareholders may be deemed to be underwriters, the selling shareholders will be subject to the prospectus delivery requirements of the Securities Act. We have advised the selling shareholders that the anti-manipulation rules promulgated under the Exchange Act, including Regulation M, may apply to sales of the shares offered by the selling shareholders.

Selling shareholders may agree to indemnify any agent, broker or dealer that participates in sales of common stock against liabilities arising under the Securities Act from sales of common stock.

We have agreed to bear all expenses of registration of the shares other than fees and expenses, if any, of counsel or other advisors to the selling shareholders. Any commissions, discounts, concessions or other fees, if any, payable to broker-dealers in connection with any sale of the shares will be paid by the selling shareholders or other party selling those shares.

**LEGAL MATTERS**

Selected legal matters with respect to the validity of common stock offered by this prospectus are being passed upon for Marvell by Pillsbury Winthrop LLP, Palo Alto, California.

**EXPERTS**

The financial statements incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended February 1, 2003 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file annual, quarterly and special reports, proxy statements, and other information with the SEC. You may read and copy any materials we file with the SEC, at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on the Public Reference Room. The SEC also maintains an Internet website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

We have filed with the SEC a registration statement, which contains this prospectus, on Form S-3 under the Securities Act. The registration statement relates to the common stock offered by the selling shareholders. This prospectus does not contain all of the information set forth in the registration statement and the exhibits and schedules to the registration statement. Please refer to the registration statement and its exhibits and schedules for further information with respect to Marvell and the common stock. Statements contained in this prospectus as to the contents of any contract or other document are not necessarily complete and, in each instance, we refer you to the copy of that contract or document filed as an exhibit to the registration statement. You may read and obtain a copy of the registration statement and its exhibits and schedules from the SEC, as described in the preceding paragraph.

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**DOCUMENTS INCORPORATED BY REFERENCE**

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act until we file a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold or this offering is completed. The documents we incorporate by reference are:

Our Annual Report on Form 10-K for the fiscal year ended February 1, 2003.

Our Current Report on Form 8-K filed under the Exchange Act on February 6, 2003.

Our Quarterly Report on Form 10-Q filed under the Exchange Act for the fiscal quarter ended May 3, 2003.

Our Current Report on Form 8-K filed under the Exchange Act on June 27, 2003.

The description of our common stock contained in our registration statement on Form 8-A filed under the Exchange Act on June 22, 2000, including any amendment or report filed for the purpose of updating such description.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address and number between the hours of 9:00 a.m. and 4:00 p.m., Pacific time:

Investor Relations  
c/o Marvell Semiconductor, Inc.  
700 First Avenue  
Sunnyvale, California 94089  
(408) 222-2500

We have not authorized anyone to provide you with information or to represent anything that is different from or that is not contained in this prospectus. You must not rely on any unauthorized information or representations. The selling shareholders are offering to sell, and seeking offers to buy, only the shares of Marvell common stock covered by this prospectus, and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date, regardless of the time of delivery of this prospectus or of any sale of the shares.

**Table of Contents****PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution**

The following table sets forth the various expenses payable by the Registrant in connection with the sale and distribution of the securities being registered hereby. Normal commission expenses and brokerage fees are payable individually by the selling shareholders or by the purchasers. All amounts are estimated except the SEC's registration fee.

	<u>Amount</u>
Securities and Exchange Commission registration fee	\$ 11,030
Accounting fees and expenses	25,000
Legal fees and expenses	25,000
Printing fees	5,000
Transfer agent fees	10,000
Miscellaneous fees and expenses	10,000
	<u>          </u>
Total	\$ 86,030

**Item 15. Indemnification of Directors and Officers**

Set forth below is a description of certain provisions of the Companies Act of 1981 of Bermuda (the "Companies Act"), the Company's Memorandum of Association, as presently in effect (the "Memorandum of Association"), and the Company's Bye-laws (the "Bye-laws"), as such provisions relate to the indemnification of the directors and officers of the Company. This description is intended only as a summary and is qualified in its entirety by reference to the applicable provisions of the Companies Act, the Company's Memorandum of Association and the Company's Bye-laws, which are incorporated herein by reference.

The Companies Act permits the Company to indemnify its directors or officers in their capacity as such in respect of any loss arising or liability attaching to them by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which a director or officer may be guilty in relation to the Company other than in respect of his own fraud or dishonesty.

The Bye-laws provide that every director, officer, committee member and any resident representative of the Company be indemnified against any liabilities, loss, damage or expense incurred or suffered in such capacity, subject to limitations imposed in the Companies Act. The Bye-laws further provide that to the extent that any director, officer, committee member or resident representative of the Company is successful in defending any proceedings, whether civil or criminal, the Company will indemnify the individual for all liabilities incurred in such capacity.

Bye-law 31 stipulates that each shareholder and the Company agree to waive any claim or right of action against any director, officer or committee member, in respect of any failure to act or any action taken by such director, officer or committee member in the performance of his duties with or for the Company. The waiver does not extend to claims arising under United States federal securities laws or any claims, rights of action arising from the fraud of the director, officer, committee member or to recover any gain, personal profit or advantage to which such individual is not legally entitled.

There has not been in the past and there is not presently pending any litigation or proceeding involving a director, officer, employee or agent of the Company which could give rise to an indemnification obligation on the part of the Company. In addition, except as described herein, the Board of Directors is not aware of any threatened litigation or proceeding which may result in a claim for indemnification.

**Table of Contents****Item 16. Exhibits**

Exhibit Number	Description of Document
5.1	Opinion of Appleby Spurling & Kempe.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2	Consent of Appleby Spurling & Kempe (included in its opinion filed as Exhibit 5.1).
24.1	Power of Attorney (contained on page II-4).

**Item 17. Undertakings**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (i) and (ii) do not apply if the registration statement is on Form S-3 or Form S-8 and information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense

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of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ WEILI DAI	Executive Vice President, Secretary and Director	June 27, 2003
Weili Dai		
/s/ PANTAS SUTARDJA	Vice President and Director	June 27, 2003
Pantas Sutardja		
/s/ DIOSDADO P. BANATAO	Co-Chairman of the Board	June 27, 2003
Diosdado P. Banatao		
/s/ MANUEL ALBA	Director	June 27, 2003
Manuel Alba		
/s/ HERBERT CHANG	Director	June 27, 2003
Herbert Chang		
/s/ JOHN M. CIOFFI	Director	June 27, 2003
John M. Cioffi		
/s/ PAUL R. GRAY	Director	June 27, 2003
Paul R. Gray		
/s/ RON VERDOORN	Director	June 27, 2003
Ron Verdoorn		

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**EXHIBIT INDEX**

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<p>DEFINED 20 100 0 0 ----- 5 100 COMPANHIA VALE DO RIO DOCE SPON ADR PFD 204412100 286                      16155 SH DEFINED 9 16155 0 0 219 12345 SH DEFINED 20 12345 0 0 ----- 504 28500 COMPANHIA                      VALE DO RIO DOCE SPONSORED ADR 204412209 1902 99295 SH DEFINED 9 99190 0 105 3311 172901 SH                      DEFINED 20 172408 385 108 5 240 SH DEFINED 8 240 0 0 ----- 5217 272436 COMPUTER ASSOC                      INTL INC NOTE 1.625%12 204912AQ2 3457 33000 SH DEFINED 9 33000 0 0 ----- 3457 33000                      COMPUTER SCIENCES CORP COM 205363104 2413 60051 SH DEFINED 9 50523 828 8700 1174 29223 SH                      DEFINED 20 28996 146 81 ----- 3588 89274 COMPUWARE CORP COM 205638109 5 564 SH                      DEFINED 9 564 0 0 ----- 5 564 COMSCORE INC COM 20564W105 221 12558 SH DEFINED 9 7138 0                      5420 36 2050 SH DEFINED 20 2050 0 0 ----- 258 14608 CONAGRA FOODS INC COM 205887102 1915                      98401 SH DEFINED 9 91063 5200 2138 717 36860 SH DEFINED 20 35266 0 1594 6 313 SH DEFINED 8 313 0 0                      ----- 2638 135574 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD                      BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER                      ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN                      MANAGERS SOLE SHARED NONE -----                      ----- CON-WAY INC COM 205944101 10 227 SH DEFINED 9 0 0 227 ----- 10                      227 CONCUR TECHNOLOGIES INC COM 206708109 418 10926 SH DEFINED 9 8656 0 2270 90 2359 SH                      DEFINED 20 2359 0 0 ----- 508 13285 CONEXANT SYSTEMS INC COM NEW 207142308 6 1491 SH                      DEFINED 20 1491 0 0 ----- 6 1491 CONOCOPHILLIPS COM 20825C104 47088 642837 SH DEFINED 9                      600837 16717 25283 27054 369336 SH DEFINED 20 366127 758 2451 64 880 SH DEFINED 8 880 0 0 -----                      ----- 74206 1013053 CONSECO INC COM NEW 208464883 82 23300 SH DEFINED 9 23300 0 0 102 SH                      DEFINED 20 102 0 0 ----- 82 23402 CONSOL ENERGY INC COM 20854P109 1838 40056 SH DEFINED                      9 33796 74 6186 216 4706 SH DEFINED 20 4706 0 0 ----- 2054 44762 CONSOLIDATED EDISON INC                      COM 209115104 1931 44945 SH DEFINED 9 43445 0 1500 854 19885 SH DEFINED 20 18585 1000 300 -----                      ----- 2785 64830 CONSTELLATION BRANDS INC CL A 21036P108 32 1510 SH DEFINED 9 1510 0 0 84 3927                      SH DEFINED 20 3927 0 0 ----- 117 5437 CONSTELLATION ENERGY GROUP I COM 210371100 212                      8731 SH DEFINED 9 8731 0 0 148 6105 SH DEFINED 20 5305 500 300 ----- 361 14836 FORM 13F SEC                      NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING                      AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE                      OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE                      -----                      CONTINENTAL AIRLS INC CL B 210795308 21 1270 SH DEFINED 9 0 0 1270 ----- 21 1270                      CONTINENTAL RESOURCES INC COM 212015101 28 710 SH DEFINED 20 710 0 0 ----- 28 710                      CONVERGYS CORP COM 212485106 690 46657 SH DEFINED 9 43882 1000 1775 33 2250 SH DEFINED 20 650                      0 1600 ----- 723 48907 COOPER TIRE &amp; RUBR CO COM 216831107 94 10946 SH DEFINED 9 10946 0                      0 ----- 94 10946 CORN PRODS INTL INC COM 219023108 427 13214 SH DEFINED 9 10028 0 3186 75                      2314 SH DEFINED 20 2314 0 0 ----- 501 15528 CORNING INC COM 219350105 1362 87080 SH                      DEFINED 9 86743 0 337 467 29837 SH DEFINED 20 29837 0 0 ----- 1829 116917 CORRECTIONS                      CORP AMER NEW COM NEW 22025Y407 1198 48210 SH DEFINED 9 36061 249 11900 516 20770 SH                      DEFINED 20 20553 217 0 ----- 1714 68980 CORUS BANKSHARES INC COM 220873103 1 200 SH</p>	

DEFINED 9 0 0 200 4 1000 SH DEFINED 20 1000 0 0 ----- 5 1200 CORVEL CORP COM 221006109 4  
 150 SH DEFINED 9 0 0 150 ----- 4 150 COSTCO WHSL CORP NEW COM 22160K105 1425 21947 SH  
 DEFINED 9 20013 0 1934 1287 19814 SH DEFINED 20 19584 0 230 18 271 SH DEFINED 8 271 0 0 -----  
 2729 42032 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
 NONE -----  
 COSTAR GROUP INC COM 22160N109 193 4253 SH DEFINED 9 4253 0 0 94 2061 SH DEFINED 20 2061 0 0  
 ----- 287 6314 COURIER CORP COM 222660102 5 225 SH DEFINED 9 0 0 225 ----- 5 225  
 COUSINS PPTYS INC COM 222795106 30 1200 SH DEFINED 9 1200 0 0 ----- 30 1200 COVANCE INC  
 COM 222816100 1486 16807 SH DEFINED 9 16607 0 200 829 9374 SH DEFINED 20 9330 44 0 -----  
 2315 26181 COVANTA HLDG CORP COM 22282E102 83 3449 SH DEFINED 9 1500 0 1949 ----- 83  
 3449 COVENTRY HEALTH CARE INC COM 222862104 340 10431 SH DEFINED 9 10431 0 0 309 9492 SH  
 DEFINED 20 9492 0 0 ----- 648 19923 CRANE CO COM 224399105 15 502 SH DEFINED 9 49 0 453  
 ----- 15 502 CREDIT SUISSE GROUP SPONSORED ADR 225401108 17 350 SH DEFINED 9 350 0 0  
 ----- 17 350 CREE INC COM 225447101 135 5916 SH DEFINED 9 5916 0 0 43 1870 SH DEFINED 20  
 1870 0 0 ----- 177 7786 CROCS INC COM 227046109 1 358 SH DEFINED 9 358 0 0 ----- 1 358  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
 NONE -----  
 CROSS TIMBERS RTY TR TR UNIT 22757R109 322 7000 SH DEFINED 9 0 0 7000 ----- 322 7000  
 CROSSTEX ENERGY L P COM 22765U102 22 1200 SH DEFINED 9 1200 0 0 ----- 22 1200 CROSSTEX  
 ENERGY INC COM 22765Y104 15 600 SH DEFINED 9 600 0 0 ----- 15 600 CROWN CASTLE INTL  
 CORP COM 228227104 54 1857 SH DEFINED 20 1857 0 0 ----- 54 1857 CROWN HOLDINGS INC  
 COM 228368106 33 1505 SH DEFINED 9 0 0 1505 0 12 SH DEFINED 20 12 0 0 ----- 34 1517 CRUCCELL  
 N V SPONSORED ADR 228769105 2 100 SH DEFINED 20 100 0 0 ----- 2 100 CTRIP COM INTL LTD  
 ADR 22943F100 32 839 SH DEFINED 9 839 0 0 ----- 32 839 CUBIST PHARMACEUTICALS INC COM  
 229678107 7 300 SH DEFINED 20 300 0 0 ----- 7 300 CULLEN FROST BANKERS INC COM  
 229899109 87 1450 SH DEFINED 9 0 0 1450 27 446 SH DEFINED 20 446 0 0 ----- 114 1896 CUMMINS  
 INC COM 231021106 1182 27037 SH DEFINED 9 27037 0 0 1151 26337 SH DEFINED 20 26337 0 0 -----  
 2334 53374 CURIS INC COM 231269101 0 300 SH DEFINED 20 300 0 0 ----- 300 FORM 13F SEC NO  
 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
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 CURRENCYSHS BRIT POUND STER BRIT POUND STE 23129S106 5 27 SH DEFINED 20 27 0 0 -----  
 5 27 CURRENCYSHARES SWISS FRANC T SWISS FRANC SH 23129V109 312 3500 SH DEFINED 20 3500 0 0  
 ----- 312 3500 CURRENCYSHS JAPANESE YEN TR JAPANESE YEN 23130A102 235 2500 SH  
 DEFINED 20 2500 0 0 19 200 SH DEFINED 8 200 0 0 ----- 253 2700 CURRENCYSHARES EURO TR  
 EURO SHS 23130C108 63 450 SH DEFINED 20 450 0 0 ----- 63 450 CUTERA INC COM 232109108 0  
 13 SH DEFINED 20 13 0 0 ----- 13 CYBERSOURCE CORP COM 23251J106 431 26762 SH DEFINED 9  
 15842 0 10920 75 4664 SH DEFINED 20 4664 0 0 ----- 506 31426 CYMER INC COM 232572107 1 32 SH  
 DEFINED 9 32 0 0 3 100 SH DEFINED 20 0 100 0 ----- 3 132 CYPRESS SEMICONDUCTOR CORP  
 COM 232806109 10 1843 SH DEFINED 9 0 0 1843 ----- 10 1843 CYTEC INDS INC COM 232820100 2  
 43 SH DEFINED 9 43 0 0 13 333 SH DEFINED 20 333 0 0 ----- 15 376 DNP SELECT INCOME FD COM  
 23325P104 52 5547 SH DEFINED 9 3322 0 2225 347 37042 SH DEFINED 20 26442 4800 5800 ----- 399  
 42589 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
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DPL INC COM 233293109 1281 51664 SH DEFINED 9 49664 0 2000 159 6392 SH DEFINED 20 4705 0 1687  
----- 1440 58056 D R HORTON INC COM 23331A109 310 23783 SH DEFINED 9 23783 0 0 272 20893  
SH DEFINED 20 20893 0 0 ----- 582 44676 DTE ENERGY CO COM 233331107 546 13611 SH  
DEFINED 9 11264 0 2347 401 10005 SH DEFINED 20 9460 0 545 ----- 947 23616 DWS HIGH INCOME  
TR SHS 23337C109 10 2991 SH DEFINED 9 2991 0 0 ----- 10 2991 DXP ENTERPRISES INC NEW  
COM NEW 233377407 1322 24802 SH DEFINED 9 14122 0 10680 209 3924 SH DEFINED 20 3924 0 0 -----  
----- 1531 28726 DWS MULTI MKT INCOME TR SHS 23338L108 7 975 SH DEFINED 9 975 0 0 -----  
7 975 DWS MUN INCOME TR COM 23338M106 10 1151 SH DEFINED 9 1151 0 0 51 5955 SH DEFINED 20  
5955 0 0 ----- 61 7106 DWS GLOBAL HIGH INCOME FD COM 23338W104 14 2299 SH DEFINED 9  
2299 0 0 ----- 14 2299 DWS RREEF REAL ESTATE FD II COM 23338X102 11 1354 SH DEFINED 9  
1354 0 0 ----- 11 1354 DWS GLOBAL COMMODITIES STK F COM 23338Y100 74 5856 SH DEFINED  
20 5856 0 0 ----- 74 5856 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
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MANAGERS SOLE SHARED NONE -----  
----- DAKTRONICS INC COM 234264109 225 13526 SH DEFINED 9 13526 0 0 316  
18975 SH DEFINED 20 18975 0 0 ----- 541 32501 DANAHER CORP DEL NOTE 1 235851AF9 4866  
48000 SH DEFINED 9 48000 0 0 ----- 4866 48000 DANAHER CORP DEL COM 235851102 5104 73541  
SH DEFINED 9 68521 0 5020 1600 23058 SH DEFINED 20 23058 0 0 ----- 6704 96599 DARDEN  
RESTAURANTS INC COM 237194105 3712 129653 SH DEFINED 9 106175 2020 21458 2464 86074 SH  
DEFINED 20 85628 366 80 ----- 6176 215727 DARLING INTL INC COM 237266101 8 740 SH  
DEFINED 20 740 0 0 ----- 8 740 DASSAULT SYS S A SPONSORED ADR 237545108 83 1552 SH  
DEFINED 9 1552 0 0 89 1667 SH DEFINED 20 1667 0 0 ----- 173 3219 DAVITA INC COM 23918K108  
368 6458 SH DEFINED 9 5780 0 678 541 9492 SH DEFINED 20 9492 0 0 ----- 909 15950  
DEALERTRACK HLDGS INC COM 242309102 26 1542 SH DEFINED 9 1542 0 0 28 1660 SH DEFINED 20 1660  
0 0 ----- 54 3202 DEAN FOODS CO NEW COM 242370104 39 1685 SH DEFINED 9 797 0 888 22 939  
SH DEFINED 20 939 0 0 ----- 61 2624 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- DECKERS OUTDOOR CORP COM 243537107 557 5352 SH  
DEFINED 9 2992 0 2360 94 904 SH DEFINED 20 904 0 0 ----- 651 6256 DEERE & CO COM 244199105  
4591 92742 SH DEFINED 9 86000 100 6642 5684 114828 SH DEFINED 20 114028 0 800 ----- 10275  
207570 DEL MONTE FOODS CO COM 24522P103 89 11418 SH DEFINED 9 11418 0 0 31 4005 SH DEFINED 20  
1573 0 2432 ----- 120 15423 DELL INC COM 24702R101 753 45693 SH DEFINED 9 39644 1309 4740  
141 8579 SH DEFINED 20 7979 200 400 ----- 894 54272 DELTA AIR LINES INC DEL COM NEW  
247361702 66 8903 SH DEFINED 9 3102 0 5801 21 2844 SH DEFINED 20 2844 0 0 ----- 88 11747  
DENBURY RES INC COM NEW 247916208 89 4700 SH DEFINED 20 4700 0 0 ----- 89 4700 DELUXE  
CORP COM 248019101 481 33441 SH DEFINED 20 17841 0 15600 ----- 481 33441 DENALI FD INC  
COM 24823A102 14 980 SH DEFINED 20 980 0 0 ----- 14 980 DENTSPLY INTL INC NEW COM  
249030107 2317 61715 SH DEFINED 9 47303 0 14412 348 9257 SH DEFINED 20 9121 136 0 ----- 2664  
70972 DEUTSCHE TELEKOM AG SPONSORED ADR 251566105 567 37235 SH DEFINED 9 37235 0 0 454  
29842 SH DEFINED 20 29842 0 0 ----- 1022 67077 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- DEVELOPERS DIVERSIFIED RLTY COM 251591103 452  
14268 SH DEFINED 9 14268 0 0 48 1500 SH DEFINED 20 1500 0 0 ----- 500 15768 DEVON ENERGY  
CORP NEW COM 25179M103 4481 49132 SH DEFINED 9 41994 75 7063 798 8746 SH DEFINED 20 8746 0 0  
----- 5278 57878 DEVRY INC DEL COM 251893103 13 258 SH DEFINED 9 0 0 258 0 4 SH DEFINED  
20 4 0 0 ----- 13 262 DIAGEO P L C SPON ADR NEW 25243Q205 4044 58732 SH DEFINED 9 53447 0

5285 2003 29095 SH DEFINED 20 28815 0 280 3 50 SH DEFINED 8 50 0 0 ----- 6051 87877 DIAMOND  
 OFFSHORE DRILLING IN COM 25271C102 5523 53588 SH DEFINED 9 53025 0 563 6562 63669 SH DEFINED  
 20 41869 0 21800 ----- 12085 117257 DIAMONDROCK HOSPITALITY CO COM 252784301 1 88 SH  
 DEFINED 9 88 0 0 ----- 1 88 DIAMONDS TR UNIT SER 1 252787106 1377 12710 SH DEFINED 9  
 12710 0 0 1744 16096 SH DEFINED 20 14296 400 1400 ----- 3121 28806 DICKS SPORTING GOODS  
 INC COM 253393102 6 308 SH DEFINED 20 108 200 0 ----- 6 308 DIEBOLD INC COM 253651103 209  
 6324 SH DEFINED 9 5988 0 336 2753 83145 SH DEFINED 20 645 0 82500 ----- 2962 89469 FORM 13F  
 SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- DIGI  
 INTL INC COM 253798102 36 3564 SH DEFINED 9 3564 0 0 39 3844 SH DEFINED 20 3844 0 0 ----- 76  
 7408 DIGITAL RLTY TR INC COM 253868103 861 18218 SH DEFINED 9 9873 0 8345 128 2702 SH DEFINED  
 20 2702 0 0 ----- 988 20920 DIGITAL RIV INC COM 25388B104 8 238 SH DEFINED 9 238 0 0 -----  
 ----- 8 238 DIME BANCORP INC NEW \*W EXP 99/99/9 25429Q110 0 500 SH DEFINED 9 500 0 0 -----  
 ----- 500 DIODES INC COM 254543101 2 122 SH DEFINED 9 122 0 0 5 280 SH DEFINED 20 280 0 0 -----  
 ----- 7 402 DIRECTV GROUP INC COM 25459L106 192 7319 SH DEFINED 9 4208 0 3111 66 2536 SH  
 DEFINED 20 2536 0 0 ----- 258 9855 DISNEY WALT CO COM DISNEY 254687106 11138 362909 SH  
 DEFINED 9 330187 8310 24412 9798 319251 SH DEFINED 20 312987 4519 1745 15 495 SH DEFINED 8 495 0 0  
 ----- 20951 682655 DISH NETWORK CORP CL A 25470M109 27 1270 SH DEFINED 9 1270 0 0 -----  
 ----- 27 1270 DISCOVER FINL SVCS COM 254709108 1638 118554 SH DEFINED 9 96592 1780 20182 1346  
 97394 SH DEFINED 20 95018 316 2060 ----- 2984 215948 DIVIDEND CAP RLTY INCM ALLC COM  
 25537T105 0 20 SH DEFINED 9 20 0 0 ----- 20 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- DR REDDYS LABS LTD ADR 256135203 12 1100 SH  
 DEFINED 20 1100 0 0 ----- 12 1100 DOLAN MEDIA CO COM 25659P402 79 7875 SH DEFINED 9 7875  
 0 0 32 3198 SH DEFINED 20 3198 0 0 ----- 112 11073 DOLBY LABORATORIES INC COM 25659T107  
 1 17 SH DEFINED 20 17 0 0 ----- 1 17 DOLLAR TREE INC COM 256746108 1843 50680 SH DEFINED  
 9 44536 0 6144 244 6722 SH DEFINED 20 6608 90 24 ----- 2087 57402 DOMINION RES BLACK  
 WARRIOR T UNITS BEN INT 25746Q108 19 900 SH DEFINED 20 900 0 0 ----- 19 900 DOMINION  
 RES INC VA NEW COM 25746U109 2120 49562 SH DEFINED 9 44874 640 4048 8828 206369 SH DEFINED 20  
 204951 0 1418 24 568 SH DEFINED 8 568 0 0 ----- 10973 256499 DONALDSON INC COM 257651109  
 443 10581 SH DEFINED 9 10000 0 581 ----- 443 10581 DONNELLEY R R & SONS CO COM 257867101  
 644 26261 SH DEFINED 9 26261 0 0 262 10682 SH DEFINED 20 10682 0 0 ----- 906 36943 DORAL  
 FINL CORP COM NEW 25811P886 4 324 SH DEFINED 20 324 0 0 ----- 4 324 DOUGLAS EMMETT  
 INC COM 25960P109 446 19344 SH DEFINED 9 19344 0 0 2 82 SH DEFINED 20 82 0 0 ----- 448 19426  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 DOVER CORP COM 260003108 1361 33562 SH DEFINED 9 32531 0 1031 911 22459 SH DEFINED 20 20959  
 1500 0 2 46 SH DEFINED 8 46 0 0 ----- 2274 56067 DOW CHEM CO COM 260543103 8642 271939 SH  
 DEFINED 9 224225 5310 42404 4832 152050 SH DEFINED 20 149478 1062 1510 23 730 SH DEFINED 8 730 0 0  
 ----- 13498 424719 DR PEPPER SNAPPLE GROUP INC COM 26138E109 142 5367 SH DEFINED 9  
 5271 96 0 71 2685 SH DEFINED 20 2685 0 0 ----- 213 8052 DREAMWORKS ANIMATION SKG INC  
 CL A 26153C103 16 500 SH DEFINED 9 0 0 500 0 11 SH DEFINED 20 11 0 0 ----- 16 511 DREYFUS  
 STRATEGIC MUNS INC COM 261932107 30 4436 SH DEFINED 20 4436 0 0 ----- 30 4436 DREYFUS  
 STRATEGIC MUN BD FD COM 26202F107 44 6850 SH DEFINED 9 6850 0 0 ----- 44 6850 DU PONT E  
 I DE NEMOURS & CO COM 263534109 16973 421161 SH DEFINED 9 395117 17523 8521 8163 202553 SH

DEFINED 20 198902 1305 2346 5 125 SH DEFINED 8 125 0 0 ----- 25141 623839 DUFF & PHELPS  
 UTIL CORP BD T COM 26432K108 4 440 SH DEFINED 9 440 0 0 ----- 4 440 DUKE ENERGY CORP  
 NEW COM 26441C105 16356 938391 SH DEFINED 9 881166 40541 16684 9126 523600 SH DEFINED 20 519645  
 600 3355 6 350 SH DEFINED 8 350 0 0 ----- 25489 1462341 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- DUKE REALTY CORP COM NEW 264411505 4062  
 165276 SH DEFINED 9 136868 2454 25954 4569 185870 SH DEFINED 20 184939 434 497 ----- 8631  
 351146 DUN & BRADSTREET CORP DEL NE COM 26483E100 74 779 SH DEFINED 9 472 0 307 120 1272 SH  
 DEFINED 20 1272 0 0 ----- 194 2051 DYNAMEX INC COM 26784F103 22 780 SH DEFINED 9 780 0 0  
 24 842 SH DEFINED 20 842 0 0 ----- 46 1622 DYNEGY INC DEL CL A 26817G102 7 1891 SH  
 DEFINED 9 1891 0 0 7 2054 SH DEFINED 20 2054 0 0 ----- 14 3945 E M C CORP MASS NOTE  
 1.750%12 268648AK8 8327 84000 SH DEFINED 9 84000 0 0 ----- 8327 84000 E M C CORP MASS COM  
 268648102 14657 1225542 SH DEFINED 9 1178194 12635 34713 6878 575094 SH DEFINED 20 568629 800 5665  
 13 1070 SH DEFINED 8 1070 0 0 ----- 21548 1801706 ENSCO INTL INC COM 26874Q100 222 3845 SH  
 DEFINED 9 845 0 3000 64 1104 SH DEFINED 20 1104 0 0 ----- 285 4949 ENI S P A SPONSORED ADR  
 26874R108 158 2982 SH DEFINED 9 2982 0 0 170 3203 SH DEFINED 20 3203 0 0 ----- 327 6185 EOG  
 RES INC COM 26875P101 1668 18645 SH DEFINED 9 15657 0 2988 4146 46345 SH DEFINED 20 46215 130 0 9  
 100 SH DEFINED 8 100 0 0 ----- 5823 65090 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- EPIQ SYS INC COM 26882D109 38 2804 SH DEFINED 9  
 2804 0 0 16 1196 SH DEFINED 20 1196 0 0 ----- 54 4000 E TRADE FINANCIAL CORP COM  
 269246104 4 1377 SH DEFINED 9 1377 0 0 ----- 4 1377 EARTHLINK INC COM 270321102 20 2375 SH  
 DEFINED 9 2375 0 0 ----- 20 2375 EAST WEST BANCORP INC COM 27579R104 12 850 SH DEFINED  
 9 850 0 0 ----- 12 850 EASTMAN CHEM CO COM 277432100 471 8554 SH DEFINED 9 8554 0 0 336  
 6106 SH DEFINED 20 6106 0 0 ----- 807 14660 EASTMAN KODAK CO COM 277461109 55 3600 SH  
 DEFINED 9 1443 0 2157 15 959 SH DEFINED 20 959 0 0 ----- 70 4559 EATON CORP COM 278058102  
 231 4115 SH DEFINED 9 3365 0 750 1913 34052 SH DEFINED 20 33068 984 0 ----- 2144 38167 EATON  
 VANCE CA MUNI INCOME T SH BEN INT 27826F101 0 19 SH DEFINED 9 19 0 0 ----- 19 EATON  
 VANCE OH MUNI INCOME T SH BEN INT 27826G109 36 3400 SH DEFINED 9 3400 0 0 ----- 36 3400  
 EATON VANCE MUNI INCOME TRUS SH BEN INT 27826U108 18 1546 SH DEFINED 9 1546 0 0 -----  
 ----- 18 1546 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS  
 OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- EATON VANCE NY MUNI INCOME T SH BEN INT 27826W104 0 18 SH DEFINED 9 18 0 0 -----  
 ----- 18 EATON VANCE CORP COM NON VTG 278265103 538 15267 SH DEFINED 9 15111 156 0 657 18645  
 SH DEFINED 20 18645 0 0 ----- 1195 33912 EATON VANCE INS MUN BD FD COM 27827X101 273  
 24464 SH DEFINED 9 24464 0 0 33 2940 SH DEFINED 20 2940 0 0 ----- 305 27404 EATON VANCE  
 ENHANCED EQ INC COM 278274105 103 7750 SH DEFINED 9 7750 0 0 ----- 103 7750 EATON  
 VANCE ENH EQTY INC FD COM 278277108 178 12750 SH DEFINED 9 12750 0 0 ----- 178 12750  
 EATON VANCE INS CA MUN BD FD COM 27828A100 1 79 SH DEFINED 9 79 0 0 ----- 1 79 EATON  
 VANCE TAX ADVT DIV INC COM 27828G107 48 3054 SH DEFINED 9 3054 0 0 49 3110 SH DEFINED 20 3110  
 0 0 ----- 97 6164 EATON VANCE LTD DUR INCOME F COM 27828H105 6 500 SH DEFINED 9 500 0 0  
 30 2697 SH DEFINED 20 1612 0 1085 ----- 35 3197 EATON VANCE TX MGD DIV EQ IN COM  
 27828N102 37 3020 SH DEFINED 9 3020 0 0 31 2500 SH DEFINED 20 2500 0 0 ----- 68 5520 EATON  
 VANCE SR FLTNG RTE TR COM 27828Q105 58 5325 SH DEFINED 9 5325 0 0 56 5143 SH DEFINED 20 5143 0  
 0 ----- 114 10468 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD

BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- EATON VANCE INS NJ MUN BD FD COM 27828R103 34 2900 SH DEFINED 20  
 2900 0 0 ----- 34 2900 EATON VANCE TX ADV GLBL DIV COM 27828S101 105 7300 SH DEFINED 9  
 7300 0 0 44 3050 SH DEFINED 20 3050 0 0 ----- 149 10350 EATON VANCE TX ADV GLB DIV O COM  
 27828U106 98 5059 SH DEFINED 9 5059 0 0 ----- 98 5059 EATON VANCE TAX MNGED BUY WR  
 COM 27828X100 7 500 SH DEFINED 20 500 0 0 ----- 7 500 EATON VANCE TXMGD GL BUYWR O  
 COM 27829C105 39 3320 SH DEFINED 9 3320 0 0 ----- 39 3320 EATON VANCE TAX MNG GBL DV  
 E COM 27829F108 78 6920 SH DEFINED 9 6920 0 0 28 2500 SH DEFINED 20 2500 0 0 ----- 106 9420  
 EBAY INC COM 278642103 530 23685 SH DEFINED 9 18153 0 5532 464 20738 SH DEFINED 20 20538 0 200  
 ----- 994 44423 ECHELON CORP COM 27874N105 20 2008 SH DEFINED 9 1758 0 250 18 1806 SH  
 DEFINED 20 1806 0 0 ----- 38 3814 ECHOSTAR CORP CL A 278768106 5 216 SH DEFINED 9 216 0 0  
 ----- 5 216 ECLIPSYS CORP COM 278856109 1 36 SH DEFINED 20 36 0 0 ----- 1 36 FORM  
 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- ECOLAB  
 INC COM 278865100 14533 299522 SH DEFINED 9 282081 11740 5701 10121 208600 SH DEFINED 20 139435  
 700 68465 ----- 24654 508122 EDISON INTL COM 281020107 823 20627 SH DEFINED 9 18779 600  
 1248 620 15528 SH DEFINED 20 15480 0 48 ----- 1443 36155 EDWARDS LIFESCIENCES CORP COM  
 28176E108 26 458 SH DEFINED 9 68 0 390 ----- 26 458 EL PASO CORP COM 28336L109 164 12891  
 SH DEFINED 9 6562 0 6329 25 1975 SH DEFINED 20 1875 0 100 ----- 190 14866 EL PASO ELEC CO  
 COM NEW 283677854 43 2025 SH DEFINED 20 2025 0 0 ----- 43 2025 ELAN PLC ADR 284131208 3  
 239 SH DEFINED 9 239 0 0 6 600 SH DEFINED 20 600 0 0 ----- 9 839 ELECTRONIC ARTS INC COM  
 285512109 417 11281 SH DEFINED 9 11281 0 0 1905 51500 SH DEFINED 20 51425 75 0 ----- 2322  
 62781 ELECTRONICS FOR IMAGING INC COM 286082102 36 2575 SH DEFINED 9 2575 0 0 ----- 36  
 2575 EMBARQ CORP COM 29078E105 26 653 SH DEFINED 9 536 0 117 10 254 SH DEFINED 20 254 0 0 -----  
 ----- 37 907 EMBRAER-EMPRESA BRASILEIRA D SP ADR COM SHS 29081M102 6 204 SH DEFINED 9 204  
 0 0 ----- 6 204 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- EMCOR GROUP INC COM 29084Q100 486 18466 SH DEFINED 9 18466 0 0 685  
 26032 SH DEFINED 20 26032 0 0 ----- 1171 44498 EMERGING MKTS TELECOMNC FD N COM  
 290890102 2 117 SH DEFINED 20 117 0 0 ----- 2 117 EMERGENCY MEDICAL SVCS CORP CL A  
 29100P102 240 8020 SH DEFINED 9 8020 0 0 109 3645 SH DEFINED 20 3645 0 0 ----- 349 11665  
 EMERSON ELEC CO COM 291011104 55431 1358924 SH DEFINED 9 1323909 17194 17821 28922 709050 SH  
 DEFINED 20 703922 1975 3153 63 1550 SH DEFINED 8 1550 0 0 ----- 84416 2069524 EMMIS  
 COMMUNICATIONS CORP CL A 291525103 0 100 SH DEFINED 20 100 0 0 ----- 100 EMPIRE DIST  
 ELEC CO COM 291641108 14 674 SH DEFINED 20 674 0 0 ----- 14 674 EMULEX CORP COM NEW  
 292475209 28 2650 SH DEFINED 9 2650 0 0 ----- 28 2650 ENBRIDGE INC COM 29250N105 1187  
 31150 SH DEFINED 9 2150 0 29000 ----- 1187 31150 ENBRIDGE ENERGY PARTNERS L P COM  
 29250R106 40 1000 SH DEFINED 9 1000 0 0 40 1000 SH DEFINED 20 1000 0 0 16 400 SH DEFINED 8 400 0 0  
 ----- 95 2400 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- ENCANA CORP COM 292505104 984 14975 SH DEFINED 9 12445 0 2530 1174  
 17867 SH DEFINED 20 17169 698 0 31 472 SH DEFINED 8 472 0 0 ----- 2190 33314 ENDO  
 PHARMACEUTICALS HLDGS I COM 29264F205 54 2713 SH DEFINED 20 2713 0 0 ----- 54 2713



ENERGEN CORP COM 29265N108 72 1588 SH DEFINED 9 1588 0 0 54 1200 SH DEFINED 20 1200 0 0 -----  
 ----- 126 2788 ENERGY CONVERSION DEVICES IN COM 292659109 320 5487 SH DEFINED 9 3167 0 2320  
 49 837 SH DEFINED 20 837 0 0 ----- ----- 368 6324 ENERGIZER HLDGS INC COM 29266R108 204 2533 SH  
 DEFINED 9 2463 70 0 352 4375 SH DEFINED 20 4375 0 0 ----- ----- 556 6908 ENERGY TRANSFER  
 PRTNRS L P UNIT LTD PARTN 29273R109 221 6000 SH DEFINED 9 6000 0 0 ----- ----- 221 6000  
 ENERPLUS RES FD UNIT TR G NEW 29274D604 372 10005 SH DEFINED 9 10005 0 0 285 7668 SH DEFINED  
 20 7668 0 0 ----- ----- 657 17673 ENERSIS S A SPONSORED ADR 29274F104 36 2206 SH DEFINED 9 2086  
 0 120 608 37261 SH DEFINED 20 36886 375 0 4 268 SH DEFINED 8 268 0 0 ----- ----- 648 39735 ENERSYS  
 COM 29275Y102 345 17524 SH DEFINED 9 14224 0 3300 45 2290 SH DEFINED 20 2290 0 0 ----- ----- 391  
 19814 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 ENERGYSOLUTIONS INC DEPOSITARY SH 292756202 2 200 SH DEFINED 20 200 0 0 ----- ----- 2 200  
 ENNIS INC COM 293389102 9 578 SH DEFINED 20 578 0 0 ----- ----- 9 578 ENPRO INDS INC COM  
 29355X107 261 7016 SH DEFINED 9 5702 0 1314 27 719 SH DEFINED 20 719 0 0 ----- ----- 287 7735  
 ENTEGRIS INC COM 29362U104 19 3834 SH DEFINED 9 3834 0 0 20 4116 SH DEFINED 20 4116 0 0 -----  
 ----- 38 7950 ENTERCOM COMMUNICATIONS CORP CL A 293639100 12 2351 SH DEFINED 9 0 0 2351  
 ----- ----- 12 2351 ENTERGY CORP NEW COM 29364G103 435 4891 SH DEFINED 9 4641 0 250 2452 27547  
 SH DEFINED 20 7433 0 20114 ----- ----- 2887 32438 ENTERGY CORP NEW EQUITY UNIT 29364G202 18  
 345 SH DEFINED 9 345 0 0 ----- ----- 18 345 ENTERPRISE GP HLDGS L P UNIT LP INT 293716106 2 100  
 SH DEFINED 9 100 0 0 35 1500 SH DEFINED 20 1500 0 0 ----- ----- 38 1600 ENTERPRISE PRODS  
 PARTNERS L COM 293792107 277 10740 SH DEFINED 9 10240 0 500 34 1300 SH DEFINED 20 1300 0 0 19 750  
 SH DEFINED 8 750 0 0 ----- ----- 330 12790 ENTERTAINMENT PPTYS TR COM SH BEN INT 29380T105  
 276 5051 SH DEFINED 9 5051 0 0 100 1824 SH DEFINED 20 1824 0 0 ----- ----- 376 6875 FORM 13F SEC  
 NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 -----  
 ENTRUST INC COM 293848107 2 1000 SH DEFINED 9 1000 0 0 ----- ----- 2 1000 EQUIFAX INC COM  
 294429105 179 5192 SH DEFINED 9 5192 0 0 859 24925 SH DEFINED 20 24925 0 0 ----- ----- 1038 30117  
 EQUINIX INC COM NEW 29444U502 512 7374 SH DEFINED 9 5834 0 1540 123 1769 SH DEFINED 20 1739 30  
 0 ----- ----- 635 9143 EQUITABLE RES INC COM 294549100 572 15592 SH DEFINED 9 14695 897 0 81  
 2200 SH DEFINED 20 2200 0 0 ----- ----- 653 17792 EQUITY RESIDENTIAL SH BEN INT 29476L107 495  
 11143 SH DEFINED 9 10195 0 948 727 16378 SH DEFINED 20 16378 0 0 ----- ----- 1222 27521 ERICSSON L  
 M TEL CO ADR B SEK 10 294821608 47 4934 SH DEFINED 9 4934 0 0 42 4502 SH DEFINED 20 4502 0 0  
 ----- ----- 89 9436 ESCALADE INC COM 296056104 13 4450 SH DEFINED 20 4450 0 0 ----- ----- 13  
 4450 ETABLISSEMENTS DELHAIZE FRER SPONSORED ADR 29759W101 54 920 SH DEFINED 9 920 0 0 0 5  
 SH DEFINED 20 5 0 0 ----- ----- 54 925 ETRIALS WORLDWIDE INC COM 29786P103 27 21760 SH  
 DEFINED 20 21760 0 0 ----- ----- 27 21760 EURONET WORLDWIDE INC COM 298736109 3 186 SH  
 DEFINED 9 186 0 0 ----- ----- 3 186 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- EVERGREEN INCOME ADVANTAGE F COM SHS 30023Y105 13  
 1780 SH DEFINED 9 1780 0 0 ----- ----- 13 1780 EVERGREEN SOLAR INC COM 30033R108 2 330 SH  
 DEFINED 9 330 0 0 3 500 SH DEFINED 20 500 0 0 ----- ----- 5 830 EXELON CORP COM 30161N101 764  
 12196 SH DEFINED 9 8729 0 3467 2319 37026 SH DEFINED 20 36529 0 497 5 75 SH DEFINED 8 75 0 0 -----  
 ----- 3087 49297 EXPEDIA INC DEL COM 30212P105 37 2420 SH DEFINED 9 655 0 1765 ----- ----- 37  
 2420 EXPEDITORS INTL WASH INC COM 302130109 175 5023 SH DEFINED 9 4163 0 860 279 8009 SH  
 DEFINED 20 8009 0 0 ----- ----- 454 13032 EXPRESSJET HOLDINGS INC NOTE 11.250% 8 30218UAB4

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162 3000 SH DEFINED 9 3000 0 0 ----- 162 3000 EXPRESS SCRIPTS INC COM 302182100 2584 35002  
 SH DEFINED 9 34302 0 700 1178 15957 SH DEFINED 20 15855 102 0 ----- 3762 50959 EXXON MOBIL  
 CORP COM 30231G102 222377 2863466 SH DEFINED 9 2704900 71457 87109 131441 1692518 SH DEFINED 20  
 1444776 2799 244943 519 6687 SH DEFINED 8 6687 0 0 ----- 354337 4562671 FLIR SYS INC COM  
 302445101 505 13139 SH DEFINED 9 11429 0 1710 67 1756 SH DEFINED 20 1703 53 0 ----- 572 14895  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 FMC TECHNOLOGIES INC COM 30249U101 74 1579 SH DEFINED 9 326 0 1253 38 808 SH DEFINED 20 808 0  
 0 ----- 111 2387 F M C CORP COM NEW 302491303 902 17549 SH DEFINED 9 13693 0 3856 416 8103  
 SH DEFINED 20 8029 74 0 ----- 1318 25652 FNB CORP PA COM 302520101 499 31202 SH DEFINED  
 20 31202 0 0 ----- 499 31202 FPIC INS GROUP INC COM 302563101 11 210 SH DEFINED 20 210 0 0  
 ----- 11 210 FPL GROUP INC COM 302571104 20157 400740 SH DEFINED 9 378825 12220 9695 21790  
 433201 SH DEFINED 20 364179 1650 67372 143 2840 SH DEFINED 8 2840 0 0 ----- 42090 836781 FTI  
 CONSULTING INC COM 302941109 481 6654 SH DEFINED 9 6654 0 0 143 1973 SH DEFINED 20 1913 60 0  
 ----- 623 8627 FACTSET RESH SYS INC COM 303075105 2013 38521 SH DEFINED 20 21 0 38500  
 ----- 2013 38521 FAIR ISAAC CORP COM 303250104 7 305 SH DEFINED 9 305 0 0 ----- 7 305  
 FAIRCHILD SEMICONDUCTOR INTL COM 303726103 26 2900 SH DEFINED 9 2900 0 0 ----- 26 2900  
 FAIRFAX FINL HLDGS LTD SUB VTG 303901102 3 10 SH DEFINED 9 10 0 0 8 25 SH DEFINED 20 25 0 0  
 ----- 11 35 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
 AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- FAIRPOINT COMMUNICATIONS INC COM 305560104 11 1245 SH DEFINED 9 1116 16 113 9 1022 SH  
 DEFINED 20 978 5 39 0 11 SH DEFINED 8 11 0 0 ----- 20 2278 FAMILY DLR STORES INC COM  
 307000109 643 27121 SH DEFINED 9 24905 0 2216 ----- 643 27121 FARO TECHNOLOGIES INC COM  
 311642102 16 804 SH DEFINED 9 804 0 0 18 862 SH DEFINED 20 862 0 0 ----- 34 1666 FASTENAL CO  
 COM 311900104 852 17253 SH DEFINED 9 13915 170 3168 745 15082 SH DEFINED 20 15082 0 0 -----  
 1597 32335 FEDERAL HOME LN MTG CORP COM 313400301 2 1300 SH DEFINED 9 1300 0 0 0 50 SH  
 DEFINED 20 50 0 0 ----- 2 1350 FEDERAL NATL MTG ASSN COM 313586109 5 3023 SH DEFINED 9  
 3023 0 0 1 910 SH DEFINED 20 910 0 0 ----- 6 3933 FEDERAL REALTY INVT TR SH BEN INT NEW  
 313747206 97 1130 SH DEFINED 9 680 0 450 154 1800 SH DEFINED 20 1800 0 0 ----- 251 2930  
 FEDERAL SIGNAL CORP COM 313855108 3 200 SH DEFINED 20 200 0 0 ----- 3 200 FEDERATED  
 INVS INC PA CL B 314211103 64 2210 SH DEFINED 9 888 0 1322 2 68 SH DEFINED 8 68 0 0 ----- 66  
 2278 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 FEDERATED PREM MUN INC FD COM 31423P108 0 28 SH DEFINED 9 28 0 0 73 7000 SH DEFINED 20 7000  
 0 0 ----- 73 7028 FEDEX CORP COM 31428X106 2754 34848 SH DEFINED 9 26630 0 8218 1727 21847  
 SH DEFINED 20 21847 0 0 ----- 4481 56695 FERRELLGAS PARTNERS L.P. UNIT LTD PART  
 315293100 24 1295 SH DEFINED 9 1295 0 0 185 10100 SH DEFINED 20 10100 0 0 ----- 209 11395  
 FERRO CORP COM 315405100 255 12682 SH DEFINED 9 10441 0 2241 24 1218 SH DEFINED 20 1218 0 0  
 ----- 279 13900 F5 NETWORKS INC COM 315616102 43 1858 SH DEFINED 9 1358 0 500 24 1046 SH  
 DEFINED 20 1046 0 0 ----- 68 2904 FIDELITY NATL INFORMATION SV COM 31620M106 92 4990  
 SH DEFINED 9 3002 0 1988 281 15225 SH DEFINED 20 15225 0 0 ----- 373 20215 FIDELITY  
 NATIONAL FINANCIAL CL A 31620R105 6 422 SH DEFINED 9 104 0 318 4 268 SH DEFINED 20 268 0 0  
 ----- 10 690 FIDUCIARY CLAYMORE MLP OPP F COM 31647Q106 12 640 SH DEFINED 20 640 0 0  
 ----- 12 640 FIFTH THIRD BANCORP COM 316773100 166305 13975245 SH DEFINED 9 5686802  
 13865 8274578 32840 2759637 SH DEFINED 20 2540848 32346 186443 28 2388 SH DEFINED 8 2388 0 0 -----

----- 199174 16737270 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- FIFTH THIRD BANCORP CNV PFD DEP1/2 316773209 100 930 SH DEFINED 9 930 0 0 161 1500 SH DEFINED 20 1500 0 0 ----- 261 2430 FIRST AMERN CORP CALIF COM 318522307 25 835 SH DEFINED 9 0 0 835 ----- 25 835 FIRST BANCORP N C COM 318910106 27 1604 SH DEFINED 9 1604 0 0 ----- 27 1604 FIRST FINL BANCORP OH COM 320209109 56 3845 SH DEFINED 9 3845 0 0 ----- 56 3845 FIRST FINL HLDGS INC COM 320239106 5 200 SH DEFINED 9 200 0 0 ----- 5 200 FIRST HORIZON NATL CORP COM 320517105 36 3794 SH DEFINED 9 3794 0 0 28 3008 SH DEFINED 20 3008 0 0 ----- 64 6802 FIRST INDUSTRIAL REALTY TRUS COM 32054K103 72 2500 SH DEFINED 9 2500 0 0 193 6715 SH DEFINED 20 6715 0 0 ----- 264 9215 FIRST MARBLEHEAD CORP COM 320771108 26 10550 SH DEFINED 9 10550 0 0 ----- 26 10550 FIRST MIDWEST BANCORP DEL COM 320867104 27 1125 SH DEFINED 9 1125 0 0 94 3868 SH DEFINED 20 3868 0 0 ----- 121 4993 FIRST PACTRUST BANCORP INC COM 33589V101 110 8580 SH DEFINED 9 8580 0 0 ----- 110 8580 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- FIRST POTOMAC RLTY TR COM 33610F109 5 276 SH DEFINED 20 276 0 0 ----- 5 276 FIRST SOLAR INC COM 336433107 387 2046 SH DEFINED 9 2046 0 0 35 183 SH DEFINED 20 183 0 0 ----- 421 2229 FIRST TR ENHANCED EQTY INC F COM 337318109 2 218 SH DEFINED 9 218 0 0 ----- 2 218 FIRST TR ISE GLB WIND ENRG E COM SHS 33736G106 4 200 SH DEFINED 20 200 0 0 ----- 4 200 FISERV INC COM 337738108 8766 185245 SH DEFINED 9 179301 2950 2994 2913 61550 SH DEFINED 20 60619 200 731 3 56 SH DEFINED 8 56 0 0 ----- 11681 246851 FIRSTMERIT CORP COM 337915102 26 1248 SH DEFINED 9 1248 0 0 0 5 SH DEFINED 20 5 0 0 ----- 26 1253 FIRSTENERGY CORP COM 337932107 2211 33002 SH DEFINED 9 31863 0 1139 1836 27411 SH DEFINED 20 25878 0 1533 ----- 4047 60413 FISHER SCIENTIFIC INTL INC NOTE 3.250% 3 338032AX3 6581 45000 SH DEFINED 9 45000 0 0 ----- 6581 45000 FLAHERTY & CRMN/CLYMR PFD SE COM SHS 338478100 2 323 SH DEFINED 20 323 0 0 ----- 2 323 FLAHERTY & CRUMRINE PFD INC COM 33848E106 729 176859 SH DEFINED 9 175859 0 1000 3550 861593 SH DEFINED 20 852365 0 9228 ----- 4278 1038452 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- FLORIDA PUB UTILS CO COM 341135101 13 1000 SH DEFINED 9 0 0 1000 ----- 13 1000 FLUOR CORP NEW COM 343412102 2899 52044 SH DEFINED 9 46720 0 5324 639 11470 SH DEFINED 20 11320 0 150 ----- 3538 63514 FLOW INTL CORP COM 343468104 25 5000 SH DEFINED 9 5000 0 0 ----- 25 5000 FLOWERS FOODS INC COM 343498101 148 5056 SH DEFINED 9 5056 0 0 62 2122 SH DEFINED 20 2122 0 0 ----- 211 7178 FLOWSERVE CORP COM 34354P105 2565 28891 SH DEFINED 9 24945 65 3881 711 8004 SH DEFINED 20 8004 0 0 ----- 3275 36895 FOCUS MEDIA HLDG LTD SPONSORED ADR 34415V109 44 1540 SH DEFINED 9 1540 0 0 4 139 SH DEFINED 20 139 0 0 ----- 48 1679 FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS 344419106 553 14505 SH DEFINED 9 14505 0 0 426 11159 SH DEFINED 20 11159 0 0 ----- 979 25664 FOOT LOCKER INC COM 344849104 16 1000 SH DEFINED 9 1000 0 0 ----- 16 1000 FORCE PROTECTION INC COM NEW 345203202 4 1600 SH DEFINED 20 1600 0 0 ----- 4 1600 FORD MTR CO DEL COM PAR \$0.01 345370860 80 15343 SH DEFINED 9 13343 0 2000 547 105141 SH DEFINED 20 105081 0 60 ----- 627 120484 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

FOREST CITY ENTERPRISES INC CL A 345550107 58 1887 SH DEFINED 9 300 0 1587 ----- 58 1887  
FOREST LABS INC COM 345838106 3866 136695 SH DEFINED 9 110702 2176 23817 2251 79613 SH DEFINED  
20 79065 390 158 ----- 6117 216308 FORESTAR REAL ESTATE GROUP I COM 346233109 1 44 SH  
DEFINED 9 44 0 0 ----- 1 44 FORRESTER RESH INC COM 346563109 359 12250 SH DEFINED 9 7850  
0 4400 93 3174 SH DEFINED 20 3174 0 0 ----- 452 15424 FORTUNE BRANDS INC COM 349631101  
1762 30715 SH DEFINED 9 30115 0 600 7075 123347 SH DEFINED 20 122947 0 400 ----- 8837 154062  
FORWARD AIR CORP COM 349853101 325 11942 SH DEFINED 9 11942 0 0 450 16512 SH DEFINED 20 16512  
0 0 ----- 775 28454 FOUNDATION COAL HLDGS INC COM 35039W100 22 625 SH DEFINED 9 625 0  
0 34 950 SH DEFINED 20 950 0 0 ----- 56 1575 FRANCE TELECOM SPONSORED ADR 35177Q105  
741 26472 SH DEFINED 9 26472 0 0 601 21456 SH DEFINED 20 21456 0 0 ----- 1342 47928 FRANKLIN  
ELEC INC COM 353514102 267 6000 SH DEFINED 20 6000 0 0 ----- 267 6000 FRANKLIN RES INC  
COM 354613101 501 5688 SH DEFINED 9 3452 0 2236 533 6049 SH DEFINED 20 6049 0 0 ----- 1034  
11737 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
NONE -----  
FRANKLIN STREET PPTYS CORP COM 35471R106 43 3300 SH DEFINED 9 3300 0 0 ----- 43 3300  
FRANKLIN TEMPLETON LTD DUR I COM 35472T101 22 2666 SH DEFINED 9 2666 0 0 ----- 22 2666  
FREEPORT-MCMORAN COPPER & GO COM 35671D857 5745 101052 SH DEFINED 9 95589 1075 4388 6597  
116046 SH DEFINED 20 51226 0 64820 1 21 SH DEFINED 8 21 0 0 ----- 12343 217119 FRESINIUS  
KABI PHARMACEUTHLD RIGHT 99/99/99 35802M115 0 210 SH DEFINED 20 210 0 0 ----- 210  
FRESINIUS MED CARE AG&CO KGA SPONSORED ADR 358029106 165 3176 SH DEFINED 9 3176 0 0 106  
2041 SH DEFINED 20 2041 0 0 ----- 271 5217 FRISCHS RESTAURANTS INC COM 358748101 231  
10187 SH DEFINED 9 10187 0 0 ----- 231 10187 FRONTIER COMMUNICATIONS CORP COM  
35906A108 318 27678 SH DEFINED 9 27678 0 0 106 9251 SH DEFINED 20 9251 0 0 ----- 425 36929  
FRONTIER FINL CORP WASH COM 35907K105 1 78 SH DEFINED 9 78 0 0 ----- 1 78 FRONTIER OIL  
CORP COM 35914P105 46 2500 SH DEFINED 20 2500 0 0 ----- 46 2500 FROZEN FOOD EXPRESS  
INDS INC COM 359360104 5 880 SH DEFINED 9 880 0 0 ----- 5 880 FORM 13F SEC NO 28-539 NAME  
OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE  
SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP  
(X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- FUJIFILM HLDGS CORP ADR 2  
ORD 35958N107 193 7417 SH DEFINED 9 7417 0 0 160 6178 SH DEFINED 20 6178 0 0 ----- 353 13595  
FULLER H B CO COM 359694106 12 584 SH DEFINED 9 584 0 0 6 300 SH DEFINED 20 300 0 0 -----  
18 884 FULTON FINL CORP PA COM 360271100 23 2095 SH DEFINED 9 0 0 2095 ----- 23 2095 G & K  
SVCS INC CL A 361268105 28 846 SH DEFINED 9 846 0 0 38 1159 SH DEFINED 20 1159 0 0 ----- 66  
2005 GAMCO INVESTORS INC COM 361438104 2 35 SH DEFINED 20 35 0 0 ----- 2 35 GATX CORP  
COM 361448103 542 13702 SH DEFINED 9 13702 0 0 349 8830 SH DEFINED 20 8830 0 0 ----- 892  
22532 GEO GROUP INC COM 36159R103 146 7228 SH DEFINED 9 7228 0 0 60 2968 SH DEFINED 20 2968 0 0  
----- 206 10196 GT SOLAR INTL INC COM 3623E0209 91 8372 SH DEFINED 9 8372 0 0 36 3321 SH  
DEFINED 20 3321 0 0 ----- 127 11693 GABELLI EQUITY TR INC COM 362397101 96 13894 SH  
DEFINED 20 5894 8000 0 ----- 96 13894 GABELLI UTIL TR COM 36240A101 11 1217 SH DEFINED 20  
549 668 0 ----- 11 1217 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
MANAGERS SOLE SHARED NONE -----  
----- GABELLI DIVD & INCOME TR COM 36242H104 42 3037 SH DEFINED 9 3037  
0 0 ----- 42 3037 GABELLI GLOBL UTIL & INCOME COM SH BEN INT 36242L105 32 1871 SH  
DEFINED 20 1871 0 0 ----- 32 1871 GABELLI HLTHCARE & WELLNESS SHS 36246K103 3 533 SH  
DEFINED 20 133 400 0 ----- 3 533 GAFISA S A SPONS ADR 362607301 3 125 SH DEFINED 9 125 0 0  
----- 3 125 GALLAGHER ARTHUR J & CO COM 363576109 105 4099 SH DEFINED 9 3687 0 412 80

3124 SH DEFINED 20 3124 0 0 ----- 185 7223 GAMESTOP CORP NEW CL A 36467W109 1739 50838  
 SH DEFINED 9 45835 0 5003 295 8635 SH DEFINED 20 8495 140 0 ----- 2035 59473 GANNETT INC  
 COM 364730101 360 21265 SH DEFINED 9 18088 0 3177 241 14260 SH DEFINED 20 14260 0 0 -----  
 601 35525 GAP INC DEL COM 364760108 250 14038 SH DEFINED 9 8863 0 5175 26 1455 SH DEFINED 20  
 1455 0 0 ----- 275 15493 GARDNER DENVER INC COM 365558105 227 6552 SH DEFINED 9 6132 0  
 420 175 5037 SH DEFINED 20 5037 0 0 ----- 402 11589 GARTNER INC COM 366651107 15 651 SH  
 DEFINED 20 651 0 0 ----- 15 651 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- GEN-PROBE INC NEW COM 36866T103 376 7088 SH DEFINED 9  
 7088 0 0 125 2358 SH DEFINED 20 2295 63 0 ----- 501 9446 GENAERA CORP COM NEW 36867G209  
 0 83 SH DEFINED 20 83 0 0 ----- 83 GENENTECH INC COM NEW 368710406 1330 14997 SH  
 DEFINED 9 12892 0 2105 844 9522 SH DEFINED 20 9412 0 110 ----- 2174 24519 GENERAL AMERN  
 INVS INC COM 368802104 40 1538 SH DEFINED 9 1538 0 0 ----- 40 1538 GENERAL CABLE CORP  
 DEL NEW COM 369300108 520 14606 SH DEFINED 9 10108 0 4498 94 2626 SH DEFINED 20 2566 60 0 -----  
 ----- 614 17232 GENERAL DYNAMICS CORP COM 369550108 7831 106376 SH DEFINED 9 98747 490 7139  
 8302 112771 SH DEFINED 20 112138 90 543 37 500 SH DEFINED 8 500 0 0 ----- 16170 219647  
 GENERAL ELECTRIC CO COM 369604103 125724 4930334 SH DEFINED 9 4625709 140038 164587 78916  
 3094723 SH DEFINED 20 2768317 11123 315283 236 9261 SH DEFINED 8 4060 0 5201 ----- 204875  
 8034318 GENERAL GROWTH PPTYS INC COM 370021107 53 3500 SH DEFINED 9 1000 0 2500 38 2529 SH  
 DEFINED 20 2529 0 0 ----- 91 6029 GENERAL MLS INC COM 370334104 4451 64767 SH DEFINED 9  
 57752 110 6905 9250 134604 SH DEFINED 20 134604 0 0 ----- 13701 199371 FORM 13F SEC NO  
 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 -----  
 GENERAL MTRS CORP COM 370442105 208 21988 SH DEFINED 9 8842 0 13146 20 2066 SH DEFINED 20  
 2050 0 16 ----- 227 24054 GENERAL MTRS CORP DEB SR CV C 33 370442717 9 1100 SH DEFINED  
 20 1100 0 0 ----- 9 1100 GENESCO INC COM 371532102 1 30 SH DEFINED 20 30 0 0 ----- 1  
 30 GENESEE & WYO INC CL A 371559105 21 550 SH DEFINED 9 550 0 0 ----- 21 550 GENTEX  
 CORP COM 371901109 119 8312 SH DEFINED 9 6746 0 1566 287 20084 SH DEFINED 20 20084 0 0 -----  
 ----- 406 28396 GENOPTIX INC COM 37243V100 571 17478 SH DEFINED 9 10268 0 7210 97 2967 SH  
 DEFINED 20 2967 0 0 ----- 668 20445 GENUINE PARTS CO COM 372460105 4773 118705 SH  
 DEFINED 9 112983 4140 1582 4463 111002 SH DEFINED 20 110783 99 120 11 285 SH DEFINED 8 285 0 0  
 ----- 9248 229992 GENWORTH FINL INC COM CL A 37247D106 9 1017 SH DEFINED 9 1017 0 0 22  
 2600 SH DEFINED 20 2600 0 0 ----- 31 3617 GENZYME CORP COM 372917104 730 9025 SH  
 DEFINED 9 7925 0 1100 961 11886 SH DEFINED 20 11886 0 0 ----- 1691 20911 GEORGIA GULF  
 CORP COM PAR \$0.01 373200203 3 1000 SH DEFINED 20 1000 0 0 ----- 3 1000 FORM 13F SEC NO  
 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- GERDAU  
 S A SPONSORED ADR 373737105 97 8700 SH DEFINED 9 8700 0 0 ----- 97 8700 GERMAN AMERN  
 BANCORP INC COM 373865104 58 5000 SH DEFINED 9 5000 0 0 45 3878 SH DEFINED 20 3878 0 0 -----  
 ----- 104 8878 GERON CORP COM 374163103 126 32022 SH DEFINED 20 32022 0 0 ----- 126 32022  
 GILEAD SCIENCES INC NOTE 0.625% 5 375558AH6 5197 41000 SH DEFINED 9 41000 0 0 ----- 5197  
 41000 GILEAD SCIENCES INC COM 375558103 22100 484331 SH DEFINED 9 464011 1754 18566 19635  
 430318 SH DEFINED 20 429580 200 538 7 145 SH DEFINED 8 145 0 0 ----- 41742 914794 GLACIER  
 BANCORP INC NEW COM 37637Q105 22 900 SH DEFINED 9 0 0 900 ----- 22 900 GLADSTONE  
 CAPITAL CORP COM 376535100 160 10470 SH DEFINED 9 8502 0 1968 20 1290 SH DEFINED 20 1290 0 0

----- 179 11760 GLAXOSMITHKLINE PLC SPONSORED ADR 37733W105 3812 87716 SH DEFINED 9 86729 0 987 1851 42601 SH DEFINED 20 41291 0 1310 ----- 5664 130317 GLOBALSTAR INC COM 378973408 9 5000 SH DEFINED 9 5000 0 0 ----- 9 5000 GLIMCHER RLTY TR SH BEN INT 379302102 3 269 SH DEFINED 9 269 0 0 ----- 3 269 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- GLOBAL INDS LTD COM 379336100 2 250 SH DEFINED 20 250 0 0 ----- 2 250 GLOBAL PMTS INC COM 37940X102 251 5605 SH DEFINED 9 5605 0 0 230 5134 SH DEFINED 20 5134 0 0 ----- 482 10739 GOAMERICA INC COM PAR \$0.01 38020R304 4 800 SH DEFINED 20 800 0 0 ----- 4 800 GOLD FIELDS LTD NEW SPONSORED ADR 38059T106 46 4800 SH DEFINED 20 4800 0 0 ----- 46 4800 GOLD RESV INC NOTE 5.500% 6 38068NAB4 32 1000 SH DEFINED 9 1000 0 0 ----- 32 1000 GOLDCORP INC NEW COM 380956409 216 6831 SH DEFINED 9 6831 0 0 11 335 SH DEFINED 20 335 0 0 ----- 227 7166 GOLDMAN SACHS GROUP INC COM 38141G104 2703 21118 SH DEFINED 9 19735 0 1383 4154 32452 SH DEFINED 20 32352 0 100 1 10 SH DEFINED 8 10 0 0 ----- 6858 53580 GOODRICH CORP COM 382388106 106 2547 SH DEFINED 9 1747 0 800 21 510 SH DEFINED 20 510 0 0 ----- 127 3057 GOODYEAR TIRE & RUBR CO COM 382550101 222 14494 SH DEFINED 9 11477 0 3017 8 544 SH DEFINED 20 544 0 0 ----- 230 15038 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- GOOGLE INC CL A 38259P508 11249 27845 SH DEFINED 9 25608 174 2063 5367 13284 SH DEFINED 20 12934 75 275 22 54 SH DEFINED 8 54 0 0 ----- 16637 41183 GRACO INC COM 384109104 106 2984 SH DEFINED 9 2984 0 0 2065 58000 SH DEFINED 20 0 0 58000 ----- 2172 60984 GRAINGER W W INC COM 384802104 1226 14101 SH DEFINED 9 14101 0 0 493 5665 SH DEFINED 20 5665 0 0 ----- 1719 19766 GREAT NORTHN IRON ORE PPTYS CTFS BEN INT 391064102 14 200 SH DEFINED 9 200 0 0 ----- 14 200 GREAT PLAINS ENERGY INC COM 391164100 58 2598 SH DEFINED 9 2498 0 100 91 4097 SH DEFINED 20 3097 0 1000 ----- 149 6695 GREEN MTN COFFEE ROASTERS IN COM 393122106 29 735 SH DEFINED 9 735 0 0 ----- 29 735 GREEN BANKSHARES INC COM NEW 394361208 44 1853 SH DEFINED 9 1853 0 0 ----- 44 1853 GREIF INC CL A 397624107 52 800 SH DEFINED 9 800 0 0 10 150 SH DEFINED 20 150 0 0 ----- 62 950 GRIFFIN LD & NURSERIES INC CL A 398231100 11 300 SH DEFINED 20 300 0 0 ----- 11 300 GROUP 1 AUTOMOTIVE INC COM 398905109 156 7195 SH DEFINED 9 6058 0 1137 13 615 SH DEFINED 20 615 0 0 ----- 170 7810 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- GROUPE CGI INC CL A SUB VTG 39945C109 4 500 SH DEFINED 9 500 0 0 ----- 4 500 GUESS INC COM 401617105 779 22385 SH DEFINED 9 16625 0 5760 147 4233 SH DEFINED 20 4117 116 0 ----- 926 26618 GUIDANCE SOFTWARE INC COM 401692108 8 1698 SH DEFINED 9 1698 0 0 9 1843 SH DEFINED 20 1843 0 0 ----- 17 3541 H & Q HEALTHCARE FD SH BEN INT 404052102 16 1148 SH DEFINED 20 1148 0 0 ----- 16 1148 HCC INS HLDGS INC COM 404132102 85 3159 SH DEFINED 9 3159 0 0 ----- 85 3159 HCP INC COM 40414L109 5045 125725 SH DEFINED 9 120622 4300 803 5595 139427 SH DEFINED 20 132915 4142 2370 ----- 10641 265152 HDFC BANK LTD ADR REPS 3 SHS 40415F101 79 925 SH DEFINED 9 900 0 25 1189 13993 SH DEFINED 20 13912 81 0 5 59 SH DEFINED 8 59 0 0 ----- 1272 14977 HSBC USA INC S&P CTI ETN 23 4042EP602 30 3380 SH DEFINED 20 3380 0 0 ----- 30 3380 HLTH CORPORATION COM 40422Y101 20 1775 SH DEFINED 9 0 0 1775 0 9 SH DEFINED 20 9 0 0 ----- 20 1784 HMS HLDGS CORP COM 40425J101 132 5508 SH DEFINED 9 5508 0 0 55 2308 SH DEFINED 20 2308 0 0 ----- 187 7816 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT

OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
DSCRETN MANAGERS SOLE SHARED NONE -----  
----- HNI CORP COM 404251100 557 22000 SH DEFINED 20 22000 0 0  
----- 557 22000 HRPT PPTYS TR COM SH BEN INT 40426W101 2 333 SH DEFINED 9 333 0 0 -----  
----- 2 333 HSBC HLDGS PLC SPON ADR NEW 404280406 2613 32331 SH DEFINED 9 22481 9850 0 366  
4529 SH DEFINED 20 4041 0 488 ----- 2979 36860 HSBC HLDGS PLC ADR A 1/40PF A 404280604 65  
3700 SH DEFINED 9 3700 0 0 595 33974 SH DEFINED 20 32874 0 1100 ----- 659 37674  
HAEMONETICS CORP COM 405024100 31 500 SH DEFINED 9 500 0 0 6 100 SH DEFINED 20 100 0 0 -----  
----- 37 600 HAIN CELESTIAL GROUP INC COM 405217100 29 1046 SH DEFINED 9 1046 0 0 31 1131 SH  
DEFINED 20 1131 0 0 ----- 60 2177 HALLIBURTON CO COM 406216101 1262 38957 SH DEFINED 9  
38957 0 0 1106 34143 SH DEFINED 20 32587 0 1556 ----- 2368 73100 HANCOCK JOHN INCOME  
SECS TR COM 410123103 21 2000 SH DEFINED 9 2000 0 0 4 343 SH DEFINED 20 343 0 0 ----- 24  
2343 HANCOCK JOHN INV TRUST TAX ADV GLB SH 41013P749 34 3060 SH DEFINED 9 3060 0 0 -----  
----- 34 3060 HANCOCK JOHN PATRIOT PREM II COM SH BEN INT 41013T105 16 2304 SH DEFINED 9  
2304 0 0 ----- 16 2304 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
MANAGERS SOLE SHARED NONE -----  
----- HANCOCK JOHN TAX-ADV DIV INC COM 41013V100 3 300 SH DEFINED 9  
300 0 0 ----- 3 300 HANCOCK JOHN PFD INCOME FD SH BEN INT 41013W108 15 1320 SH  
DEFINED 9 1000 0 320 1 100 SH DEFINED 20 100 0 0 ----- 17 1420 HANCOCK JOHN INVS TR COM  
410142103 3 200 SH DEFINED 9 200 0 0 ----- 3 200 HANESBRANDS INC COM 410345102 144 6605  
SH DEFINED 9 6605 0 0 64 2962 SH DEFINED 20 2962 0 0 ----- 208 9567 HANMI FINL CORP COM  
410495105 41 8138 SH DEFINED 9 8138 0 0 ----- 41 8138 HANOVER INS GROUP INC COM  
410867105 60 1313 SH DEFINED 9 450 0 863 ----- 60 1313 HANSEN NAT CORP COM 411310105 14  
455 SH DEFINED 9 48 0 407 3 90 SH DEFINED 20 90 0 0 ----- 16 545 HARLEY DAVIDSON INC COM  
412822108 420 11247 SH DEFINED 9 9166 0 2081 180 4839 SH DEFINED 20 4839 0 0 ----- 600 16086  
HARLEYSVILLE NATL CORP PA COM 412850109 2 105 SH DEFINED 9 105 0 0 ----- 2 105  
HARMAN INTL INDS INC COM 413086109 159 4670 SH DEFINED 9 3582 0 1088 109 3200 SH DEFINED 20  
3200 0 0 ----- 268 7870 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
MANAGERS SOLE SHARED NONE -----  
----- HARMONIC INC COM 413160102 393 46501 SH DEFINED 9 46501 0 0 487  
57677 SH DEFINED 20 57677 0 0 ----- 880 104178 HARRIS & HARRIS GROUP INC COM 413833104  
26 4000 SH DEFINED 9 4000 0 0 ----- 26 4000 HARRIS CORP DEL COM 413875105 4225 91451 SH  
DEFINED 9 87031 0 4420 6532 141381 SH DEFINED 20 94371 0 47010 ----- 10757 232832 HARSCO  
CORP COM 415864107 458 12313 SH DEFINED 9 12163 0 150 567 15234 SH DEFINED 20 15234 0 0 -----  
----- 1024 27547 HARTFORD FINL SVCS GROUP INC COM 416515104 2237 54566 SH DEFINED 9 45325  
783 8458 1514 36934 SH DEFINED 20 36738 138 58 ----- 3751 91500 HARTFORD INCOME SHS FD  
INC COM 416537108 1 200 SH DEFINED 9 200 0 0 ----- 1 200 HARVEST ENERGY TR TRUST UNIT  
41752X101 10 600 SH DEFINED 9 600 0 0 10 600 SH DEFINED 8 600 0 0 ----- 20 1200 HASBRO INC  
COM 418056107 2328 67042 SH DEFINED 9 59192 0 7850 241 6933 SH DEFINED 20 6933 0 0 -----  
2568 73975 HATTERAS FINL CORP COM 41902R103 101 4333 SH DEFINED 9 4103 230 0 275 11866 SH  
DEFINED 20 11866 0 0 ----- 376 16199 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- HAWAIIAN ELEC INDUSTRIES COM 419870100 17 570 SH  
DEFINED 9 570 0 0 49 1677 SH DEFINED 20 300 0 1377 ----- 65 2247 HAYNES INTERNATIONAL  
INC COM NEW 420877201 5 100 SH DEFINED 20 100 0 0 ----- 5 100 HEALTHCARE RLTY TR COM

421946104 28 975 SH DEFINED 9 975 0 0 ----- 28 975 HEADWATERS INC COM 42210P102 211 15804  
 SH DEFINED 9 12862 0 2942 21 1608 SH DEFINED 20 1608 0 0 ----- 232 17412 HEALTH CARE REIT  
 INC NOTE 4.750%12 42217KAP1 2061 18000 SH DEFINED 9 18000 0 0 ----- 2061 18000 HEALTH  
 CARE REIT INC NOTE 4.750% 7 42217KAQ9 4735 43000 SH DEFINED 9 43000 0 0 ----- 4735 43000  
 HEALTH CARE REIT INC COM 42217K106 453 8513 SH DEFINED 9 8513 0 0 27 500 SH DEFINED 20 500 0 0  
 ----- 480 9013 HEALTH NET INC COM 42222G108 89 3780 SH DEFINED 9 610 428 2742 -----  
 89 3780 HECLA MNG CO COM 422704106 3 700 SH DEFINED 9 700 0 0 ----- 3 700 HECLA MNG CO  
 PFD CV SER B 422704205 19 450 SH DEFINED 20 450 0 0 ----- 19 450 FORM 13F SEC NO 28-539  
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- HEICO  
 CORP NEW COM 422806109 202 6158 SH DEFINED 9 3588 0 2570 34 1024 SH DEFINED 20 1024 0 0 -----  
 ----- 236 7182 HEIDRICK & STRUGGLES INTL IN COM 422819102 26 850 SH DEFINED 9 850 0 0 -----  
 ----- 26 850 HEINZ H J CO COM 423074103 7861 157324 SH DEFINED 9 141960 3876 11488 2465 49329 SH  
 DEFINED 20 44607 72 4650 18 360 SH DEFINED 8 360 0 0 ----- 10344 207013 HELIX ENERGY  
 SOLUTIONS GRP I COM 42330P107 501 20617 SH DEFINED 9 20617 0 0 309 12710 SH DEFINED 20 12710 0 0  
 ----- 809 33327 HELMERICH & PAYNE INC COM 423452101 238 5500 SH DEFINED 9 1000 0 4500  
 204 4714 SH DEFINED 20 4714 0 0 ----- 441 10214 HENRY JACK & ASSOC INC COM 426281101 53  
 2600 SH DEFINED 9 2600 0 0 ----- 53 2600 HERCULES OFFSHORE INC COM 427093109 214 14120  
 SH DEFINED 9 11351 0 2769 1 50 SH DEFINED 20 50 0 0 ----- 215 14170 HERITAGE CRYSTAL  
 CLEAN INC COM 42726M106 27 2000 SH DEFINED 20 2000 0 0 ----- 27 2000 HERSHEY CO COM  
 427866108 780 19732 SH DEFINED 9 19305 0 427 1568 39668 SH DEFINED 20 39078 440 150 -----  
 2349 59400 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 HESS CORP COM 42809H107 200 2435 SH DEFINED 9 2435 0 0 171 2084 SH DEFINED 20 2084 0 0 -----  
 ----- 371 4519 HEWITT ASSOCS INC COM 42822Q100 18 507 SH DEFINED 9 0 0 507 0 10 SH DEFINED 20  
 10 0 0 ----- 19 517 HEWLETT PACKARD CO COM 428236103 36862 797199 SH DEFINED 9 762480  
 4485 30234 26824 580093 SH DEFINED 20 527678 780 51635 25 536 SH DEFINED 8 536 0 0 ----- 63711  
 1377828 HEXCEL CORP NEW COM 428291108 3 220 SH DEFINED 9 220 0 0 ----- 3 220 HIGH YIELD  
 INCOME FD INC COM 429904105 22 6250 SH DEFINED 9 6250 0 0 ----- 22 6250 HIGHLAND CR  
 STRATEGIES FD COM 43005Q107 13 1323 SH DEFINED 20 1323 0 0 ----- 13 1323 HIGHWOODS  
 PPTYS INC COM 431284108 178 5000 SH DEFINED 9 5000 0 0 ----- 178 5000 HILL ROM HLDGS INC  
 COM 431475102 8339 275127 SH DEFINED 9 274307 0 820 36 1190 SH DEFINED 20 1190 0 0 -----  
 8375 276317 HILLENBRAND INC COM 431571108 5581 276824 SH DEFINED 9 276004 0 820 28 1376 SH  
 DEFINED 20 1376 0 0 ----- 5609 278200 HIMAX TECHNOLOGIES INC SPONSORED ADR 43289P106  
 6 2000 SH DEFINED 20 2000 0 0 ----- 6 2000 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- HITACHI LIMITED ADR 10 COM 433578507 36 525 SH  
 DEFINED 9 525 0 0 ----- 36 525 HITTITE MICROWAVE CORP COM 43365Y104 247 7346 SH  
 DEFINED 9 4636 0 2710 48 1424 SH DEFINED 20 1424 0 0 ----- 295 8770 HOKU SCIENTIFIC INC  
 COM 434712105 6 950 SH DEFINED 9 950 0 0 ----- 6 950 HOLLY CORP COM PAR \$0.01 435758305  
 65 2233 SH DEFINED 9 1198 0 1035 ----- 65 2233 HOLLY ENERGY PARTNERS L P COM UT LTD  
 PTN 435763107 60 2000 SH DEFINED 20 2000 0 0 ----- 60 2000 HOLOGIC INC FRNT 2.000%12  
 436440AA9 516 7000 SH DEFINED 9 7000 0 0 ----- 516 7000 HOLOGIC INC COM 436440101 415  
 21462 SH DEFINED 9 19254 0 2208 215 11127 SH DEFINED 20 10941 0 186 ----- 630 32589 HOME  
 DEPOT INC COM 437076102 14031 541926 SH DEFINED 9 527638 3145 11143 4540 175368 SH DEFINED 20



172490 340 2538 10 370 SH DEFINED 8 370 0 0 ----- 18580 717664 HONDA MOTOR LTD AMERN  
SHS 438128308 9986 331666 SH DEFINED 9 331121 0 545 4458 148043 SH DEFINED 20 147813 230 0 5 161 SH  
DEFINED 8 161 0 0 ----- 14449 479870 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- HONEYWELL INTL INC COM 438516106 11766 283178 SH  
DEFINED 9 280496 1000 1682 7834 188549 SH DEFINED 20 185579 1850 1120 15 370 SH DEFINED 8 370 0 0  
----- 19616 472097 HOOPER HOLMES INC COM 439104100 1 1000 SH DEFINED 20 1000 0 0 -----  
----- 1 1000 HORMEL FOODS CORP COM 440452100 39 1066 SH DEFINED 9 0 0 1066 7 200 SH DEFINED  
20 200 0 0 ----- 46 1266 HORNBECK OFFSHORE SVCS INC N COM 440543106 5 120 SH DEFINED 9  
120 0 0 ----- 5 120 HOSPITALITY PTYS TR COM SH BEN INT 44106M102 323 15759 SH DEFINED 9  
15759 0 0 1608 78366 SH DEFINED 20 78166 0 200 ----- 1931 94125 HOSPIRA INC COM 441060100  
305 7993 SH DEFINED 9 6118 0 1875 1852 48479 SH DEFINED 20 48479 0 0 ----- 2157 56472 HOST  
HOTELS & RESORTS INC COM 44107P104 60 4530 SH DEFINED 9 3430 0 1100 41 3101 SH DEFINED 20 3101  
0 0 ----- 101 7631 HUANENG PWR INTL INC SPON ADR H SHS 443304100 42 1587 SH DEFINED 9  
1587 0 0 ----- 42 1587 HUBBELL INC CL A 443510102 315 7800 SH DEFINED 9 7800 0 0 -----  
315 7800 HUBBELL INC CL B 443510201 971 27697 SH DEFINED 9 27697 0 0 38 1075 SH DEFINED 20 1075 0  
0 ----- 1008 28772 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN  
MANAGERS SOLE SHARED NONE -----  
----- HUDSON CITY BANCORP COM 443683107 82 4440 SH DEFINED 9 4440 0 0 13  
702 SH DEFINED 20 202 0 500 ----- 95 5142 HUDSON HIGHLAND GROUP INC COM 443792106 1  
201 SH DEFINED 9 0 0 201 ----- 1 201 HUGOTON RTY TR TEX UNIT BEN INT 444717102 54 2000  
SH DEFINED 9 2000 0 0 14 505 SH DEFINED 20 505 0 0 ----- 67 2505 HUMANA INC COM 444859102  
952 23109 SH DEFINED 9 21973 0 1136 2007 48702 SH DEFINED 20 48702 0 0 ----- 2959 71811 HUNT  
J B TRANS SVCS INC COM 445658107 8 250 SH DEFINED 9 250 0 0 12 359 SH DEFINED 20 359 0 0 -----  
----- 20 609 HUNTINGTON BANCSHARES INC COM 446150104 1098 137480 SH DEFINED 9 130171 0 7309  
202 25231 SH DEFINED 20 25231 0 0 ----- 1300 162711 HUNTSMAN CORP COM 447011107 1 57 SH  
DEFINED 20 57 0 0 ----- 1 57 HURON CONSULTING GROUP INC COM 447462102 492 8627 SH  
DEFINED 9 4812 0 3815 77 1348 SH DEFINED 20 1348 0 0 ----- 568 9975 ICT GROUP INC COM  
44929Y101 67 8346 SH DEFINED 9 7476 0 870 87 10791 SH DEFINED 20 10699 0 92 ----- 154 19137  
FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
NONE -----  
ING PRIME RATE TR SH BEN INT 44977W106 52 12000 SH DEFINED 9 12000 0 0 280 64500 SH DEFINED 20  
63500 0 1000 ----- 332 76500 IPG PHOTONICS CORP COM 44980X109 62 3168 SH DEFINED 9 3168 0  
0 25 1306 SH DEFINED 20 1306 0 0 ----- 87 4474 ING CLARION GLB RE EST INCM COM 44982G104  
26 3000 SH DEFINED 20 3000 0 0 ----- 26 3000 IPC THE HOSPITALIST CO INC COM 44984A105 22  
850 SH DEFINED 9 850 0 0 24 917 SH DEFINED 20 917 0 0 ----- 45 1767 IMS HEALTH INC COM  
449934108 260 13772 SH DEFINED 9 12489 205 1078 311 16464 SH DEFINED 20 16464 0 0 ----- 572  
30236 ISTAR FINL INC COM 45031U101 1 200 SH DEFINED 9 200 0 0 ----- 1 200 ITT  
EDUCATIONAL SERVICES INC COM 45068B109 69 851 SH DEFINED 9 205 0 646 ----- 69 851 ITT  
CORP NEW COM 450911102 2371 42640 SH DEFINED 9 39640 3000 0 4658 83770 SH DEFINED 20 83289 76  
405 ----- 7030 126410 ICON PUB LTD CO SPONSORED ADR 45103T107 983 25693 SH DEFINED 9  
18213 0 7480 120 3133 SH DEFINED 20 3133 0 0 ----- 1103 28826 ICICI BK LTD ADR 45104G104 31  
1315 SH DEFINED 9 1315 0 0 ----- 31 1315 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN

CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- ICONIX BRAND GROUP INC COM 451055107 162 12348 SH  
DEFINED 9 12348 0 0 66 5056 SH DEFINED 20 5056 0 0 ----- 228 17404 ICAHN ENTERPRISES LP  
DEPOSITRY UNIT 451100101 50 1173 SH DEFINED 9 1173 0 0 ----- 50 1173 IDEARC INC COM  
451663108 1 490 SH DEFINED 9 490 0 0 2 1373 SH DEFINED 20 1373 0 0 ----- 2 1863 IDEX CORP  
COM 45167R104 235 7590 SH DEFINED 9 6712 0 878 65 2106 SH DEFINED 20 2038 68 0 ----- 301  
9696 IDEXX LABS INC COM 45168D104 115 2100 SH DEFINED 20 2100 0 0 ----- 115 2100 ILLINOIS  
TOOL WKS INC COM 452308109 26195 589314 SH DEFINED 9 545043 18920 25351 4051 91140 SH DEFINED  
20 90490 100 550 28 641 SH DEFINED 8 641 0 0 ----- 30275 681095 ILLUMINA INC COM 452327109  
2028 50045 SH DEFINED 9 44155 0 5890 204 5034 SH DEFINED 20 5034 0 0 ----- 2232 55079  
IMATION CORP COM 45245A107 104 4602 SH DEFINED 9 4602 0 0 5 200 SH DEFINED 20 200 0 0 -----  
----- 108 4802 IMAX CORP COM 45245E109 215 36250 SH DEFINED 9 36250 0 0 ----- 215 36250  
IMMUCOR INC COM 452526106 804 25171 SH DEFINED 9 18750 6421 0 ----- 804 25171 FORM 13F  
SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
-----  
IMMUNOMEDICS INC COM 452907108 10 5423 SH DEFINED 9 5423 0 0 ----- 10 5423 IMPERIAL  
OIL LTD COM NEW 453038408 59 1390 SH DEFINED 9 1390 0 0 59 1390 SH DEFINED 20 1390 0 0 -----  
----- 118 2780 IMPERIAL SUGAR CO NEW COM NEW 453096208 1 37 SH DEFINED 20 37 0 0 -----  
1 37 INDEPENDENT BANK CORP MASS COM 453836108 23 725 SH DEFINED 9 725 0 0 ----- 23 725  
INDEPENDENT BANK CORP MICH COM 453838104 111 17913 SH DEFINED 20 17913 0 0 ----- 111  
17913 INDIA FD INC COM 454089103 59 1799 SH DEFINED 9 1799 0 0 15 460 SH DEFINED 20 460 0 0 -----  
----- 74 2259 INDONESIA FD INC COM 455778100 3 500 SH DEFINED 9 500 0 0 ----- 3 500 INERGY  
L P UNIT LTD PTNR 456615103 172 7931 SH DEFINED 9 7755 176 0 252 11639 SH DEFINED 20 11639 0 0  
----- 423 19570 INFINEON TECHNOLOGIES AG SPONSORED ADR 45662N103 4 700 SH DEFINED 9  
700 0 0 ----- 4 700 INFOSYS TECHNOLOGIES LTD SPONSORED ADR 456788108 128 3845 SH  
DEFINED 9 3845 0 0 ----- 128 3845 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
DSCRETN MANAGERS SOLE SHARED NONE -----  
----- ING GROEP N V SPONSORED ADR 456837103 109 5114 SH  
DEFINED 9 2598 0 2516 49 2300 SH DEFINED 20 2300 0 0 ----- 159 7414 INGRAM MICRO INC CL A  
457153104 1 69 SH DEFINED 9 69 0 0 ----- 1 69 INLAND REAL ESTATE CORP COM NEW 457461200  
27 1728 SH DEFINED 9 1728 0 0 37 2330 SH DEFINED 20 2330 0 0 ----- 64 4058 INSIGHT  
ENTERPRISES INC COM 45765U103 2 153 SH DEFINED 9 153 0 0 ----- 2 153 INSITUFORM  
TECHNOLOGIES INC CL A 457667103 1 100 SH DEFINED 9 100 0 0 ----- 1 100 INNERWORKINGS  
INC COM 45773Y105 23 2068 SH DEFINED 9 2068 0 0 25 2226 SH DEFINED 20 2226 0 0 ----- 48 4294  
INNOPHOS HOLDINGS INC COM 45774N108 131 5358 SH DEFINED 9 5358 0 0 53 2194 SH DEFINED 20 2194  
0 0 ----- 184 7552 INTEGRA LIFESCIENCES HLDGS C COM NEW 457985208 44 1000 SH DEFINED  
20 1000 0 0 ----- 44 1000 INTEGRATED DEVICE TECHNOLOGY COM 458118106 0 36 SH DEFINED  
20 36 0 0 ----- 36 INTEGRATED SILICON SOLUTION COM 45812P107 0 26 SH DEFINED 20 26 0 0  
----- 26 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
SHARED NONE -----  
----- INTEGRA BK CORP COM 45814P105 36 4483 SH DEFINED 20 4483 0 0 ----- 36 4483 INTEL  
CORP SDCV 2.950%12 458140AD2 6553 75000 SH DEFINED 9 75000 0 0 ----- 6553 75000 INTEL  
CORP COM 458140100 49322 2633315 SH DEFINED 9 2455280 45518 132517 19586 1045695 SH DEFINED 20  
1035343 1962 8390 41 2187 SH DEFINED 8 2187 0 0 ----- 68949 3681197 INTEGRYS ENERGY GROUP  
INC COM 45822P105 403 8065 SH DEFINED 9 8065 0 0 610 12206 SH DEFINED 20 12006 0 200 -----

1012 20271 INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW 45857P301 1 114 SH DEFINED 20 114 0 0  
----- 1 114 INTERCONTINENTALEXCHANGE INC COM 45865V100 466 5778 SH DEFINED 9 3732 0  
2046 84 1043 SH DEFINED 20 1019 24 0 ----- 550 6821 INTERFACE INC CL A 458665106 1 100 SH  
DEFINED 9 100 0 0 ----- 1 100 INTERDIGITAL INC COM 45867G101 1 48 SH DEFINED 9 48 0 0  
----- 1 48 INTERNAP NETWORK SVCS CORP COM PAR \$.001 45885A300 1 200 SH DEFINED 20 200  
0 0 ----- 1 200 INTERNATIONAL BUSINESS MACHS COM 459200101 55805 477127 SH DEFINED 9  
442684 11615 22828 40752 348431 SH DEFINED 20 278091 1222 69118 14 119 SH DEFINED 8 119 0 0 -----  
----- 96571 825677 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
MANAGERS SOLE SHARED NONE -----  
----- INTERNATIONAL COAL GRP INC N COM 45928H106 31 5000 SH DEFINED 20  
5000 0 0 ----- 31 5000 INTERNATIONAL FLAVORS&FRAGRA COM 459506101 583 14782 SH  
DEFINED 9 12197 0 2585 252 6395 SH DEFINED 20 6395 0 0 ----- 836 21177 INTERNATIONAL  
GAME TECHNOLOG COM 459902102 408 23745 SH DEFINED 9 21666 0 2079 247 14348 SH DEFINED 20  
14348 0 0 ----- 654 38093 INTL PAPER CO COM 460146103 127 4849 SH DEFINED 9 4849 0 0 121  
4614 SH DEFINED 20 4614 0 0 2 83 SH DEFINED 8 83 0 0 ----- 250 9546 INTERNATIONAL  
RECTIFIER CORP COM 460254105 555 29174 SH DEFINED 9 27546 0 1628 445 23383 SH DEFINED 20 23383  
0 0 ----- 1000 52557 INTERNATIONAL ROYALTY CORP COM 460277106 2 500 SH DEFINED 20 500  
0 0 ----- 2 500 INTERNATIONAL SPEEDWAY CORP CL A 460335201 26 670 SH DEFINED 9 670 0 0  
19 500 SH DEFINED 20 500 0 0 ----- 46 1170 INTERSIL CORP CL A 46069S109 19 1134 SH DEFINED  
9 1134 0 0 7 410 SH DEFINED 20 410 0 0 ----- 26 1544 INTERPUBLIC GROUP COS INC COM  
460690100 56 7245 SH DEFINED 9 1679 0 5566 ----- 56 7245 INTEROIL CORP COM 460951106 63  
2275 SH DEFINED 20 2275 0 0 ----- 63 2275 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- INTUITIVE SURGICAL INC COM NEW 46120E602 335 1392  
SH DEFINED 9 1300 0 92 136 564 SH DEFINED 20 564 0 0 ----- 471 1956 INTUIT COM 461202103  
1021 32295 SH DEFINED 9 31495 0 800 592 18731 SH DEFINED 20 18609 122 0 ----- 1613 51026  
INTREPID POTASH INC COM 46121Y102 20 653 SH DEFINED 9 0 0 653 6 210 SH DEFINED 20 210 0 0 -----  
----- 26 863 INVENTIV HEALTH INC COM 46122E105 4 200 SH DEFINED 20 200 0 0 ----- 4 200  
INVERNESS MED INNOVATIONS IN COM 46126P106 292 9722 SH DEFINED 9 9722 0 0 5 150 SH DEFINED  
20 150 0 0 ----- 296 9872 INVESTMENT GRADE MUN INCOME COM 461368102 0 31 SH DEFINED 9  
31 0 0 ----- 31 INVESTMENT TECHNOLOGY GRP NE COM 46145F105 161 5279 SH DEFINED 9 5279  
0 0 0 13 SH DEFINED 20 13 0 0 ----- 161 5292 INVESTORS TITLE CO COM 461804106 84 1986 SH  
DEFINED 9 1881 105 0 232 5453 SH DEFINED 20 5453 0 0 ----- 316 7439 INVITROGEN CORP NOTE  
1.500% 2 46185RAK6 6129 68000 SH DEFINED 9 68000 0 0 ----- 6129 68000 ION GEOPHYSICAL  
CORP COM 462044108 116 8184 SH DEFINED 9 8184 0 0 0 32 SH DEFINED 20 32 0 0 ----- 117 8216  
FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
NONE -----  
IOWA TELECOMM SERVICES INC COM 462594201 312 16707 SH DEFINED 9 13575 0 3132 32 1708 SH  
DEFINED 20 1708 0 0 ----- 344 18415 IRELAND BK SPONSORED ADR 46267Q103 2 100 SH  
DEFINED 20 100 0 0 ----- 2 100 ISHARES SILVER TRUST ISHARES 46428Q109 59 5000 SH  
DEFINED 20 5000 0 0 ----- 59 5000 ISHARES S&P GSCI COMMODITY I UNIT BEN INT 46428R107  
40 750 SH DEFINED 9 0 0 750 2 40 SH DEFINED 20 40 0 0 ----- 43 790 ISHARES COMEX GOLD TR  
ISHARES 464285105 95 1112 SH DEFINED 9 1092 0 20 6 71 SH DEFINED 20 71 0 0 ----- 101 1183  
ISHARES INC MSCI AUSTRALIA 464286103 11 521 SH DEFINED 20 521 0 0 ----- 11 521 ISHARES  
INC MSCI AUSTRIA I 464286202 2 110 SH DEFINED 20 110 0 0 ----- 2 110 ISHARES INC MSCI

BELG INVE 464286301 2 176 SH DEFINED 20 176 0 0 ----- 2 176 ISHARES INC MSCI BRAZIL  
 464286400 45 800 SH DEFINED 9 800 0 0 74 1319 SH DEFINED 20 1319 0 0 ----- 119 2119 ISHARES  
 INC MSCI CDA INDEX 464286509 8 300 SH DEFINED 9 300 0 0 32 1223 SH DEFINED 20 1223 0 0 -----  
 ----- 40 1523 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS  
 OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- ISHARES INC MSCI EMU INDEX 464286608 174 4375 SH DEFINED 9 4375 0 0 ----- 174 4375  
 ISHARES INC MSCI PAC J IDX 464286665 323 9000 SH DEFINED 9 9000 0 0 7 200 SH DEFINED 20 200 0 0 5  
 150 SH DEFINED 8 150 0 0 ----- 336 9350 ISHARES INC MSCI SINGAPORE 464286673 3 273 SH  
 DEFINED 20 273 0 0 3 329 SH DEFINED 8 329 0 0 ----- 6 602 ISHARES INC MSCI UTD KINGD  
 464286699 3 166 SH DEFINED 20 166 0 0 ----- 3 166 ISHARES INC MSCI FRANCE 464286707 2 86 SH  
 DEFINED 20 86 0 0 ----- 2 86 ISHARES INC MSCI TAIWAN 464286731 134 12435 SH DEFINED 20  
 11860 0 575 ----- 134 12435 ISHARES INC MSCI SWITZERLD 464286749 3 122 SH DEFINED 20 122 0  
 0 ----- 3 122 ISHARES INC MSCI SWEDEN 464286756 3 148 SH DEFINED 20 148 0 0 ----- 3  
 148 ISHARES INC MSCI SPAIN 464286764 2 52 SH DEFINED 20 52 0 0 ----- 2 52 ISHARES INC MSCI  
 S KOREA 464286772 83 2100 SH DEFINED 9 2100 0 0 21 524 SH DEFINED 20 524 0 0 ----- 104 2624  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 ISHARES INC MSCI STH AFRCA 464286780 3 68 SH DEFINED 20 68 0 0 ----- 3 68 ISHARES INC  
 MSCI GERMAN 464286806 2 98 SH DEFINED 20 98 0 0 ----- 2 98 ISHARES INC MSCI NETHR INV  
 464286814 2 113 SH DEFINED 20 113 0 0 ----- 2 113 ISHARES INC MSCI MEX INVES 464286822 47  
 1000 SH DEFINED 9 1000 0 0 3 68 SH DEFINED 20 68 0 0 ----- 50 1068 ISHARES INC MSCI  
 MALAYSIA 464286830 21 2460 SH DEFINED 9 2460 0 0 2 254 SH DEFINED 20 254 0 0 ----- 24 2714  
 ISHARES INC MSCI JAPAN 464286848 158 14777 SH DEFINED 9 5775 9002 0 66 6177 SH DEFINED 20 6177 0  
 0 ----- 223 20954 ISHARES INC MSCI ITALY 464286855 2 98 SH DEFINED 20 98 0 0 ----- 2  
 98 ISHARES INC MSCI HONG KONG 464286871 193 14583 SH DEFINED 9 5955 8628 0 2 170 SH DEFINED 20  
 170 0 0 ----- 195 14753 ISHARES TR S&P 100 IDX FD 464287101 184 3478 SH DEFINED 20 3478 0 0  
 ----- 184 3478 ISHARES TR LRGE GRW INDX 464287119 9 160 SH DEFINED 9 160 0 0 -----  
 9 160 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 ISHARES TR NYSE 100INX FD 464287135 26 434 SH DEFINED 8 434 0 0 ----- 26 434 ISHARES TR  
 NYSE COMP INDX 464287143 82 1200 SH DEFINED 9 1200 0 0 ----- 82 1200 ISHARES TR S&P 1500  
 INDEX 464287150 441 8435 SH DEFINED 20 8435 0 0 ----- 441 8435 ISHARES TR DJ SEL DIV INX  
 464287168 4118 77343 SH DEFINED 9 74363 2980 0 17448 327716 SH DEFINED 20 325761 400 1555 105 1967  
 SH DEFINED 8 1967 0 0 ----- 21670 407026 ISHARES TR US TIPS BD FD 464287176 25449 251220 SH  
 DEFINED 9 249557 430 1233 50151 495073 SH DEFINED 20 483931 50 11092 30 300 SH DEFINED 8 300 0 0  
 ----- 75630 746593 ISHARES TR FTSE XNHUA IDX 464287184 198 5736 SH DEFINED 9 1656 4080 0  
 780 22623 SH DEFINED 20 22623 0 0 ----- 978 28359 ISHARES TR S&P 500 INDEX 464287200 25223  
 215916 SH DEFINED 9 213562 659 1695 23237 198915 SH DEFINED 20 198132 305 478 ----- 48461  
 414831 ISHARES TR LEHMAN AGG BND 464287226 20755 210516 SH DEFINED 9 206746 3770 0 31340  
 317881 SH DEFINED 20 307685 300 9896 ----- 52095 528397 ISHARES TR MSCI EMERG MKT  
 464287234 34869 1020444 SH DEFINED 9 998704 18833 2907 28053 820975 SH DEFINED 20 809331 1780 9864  
 ----- 62921 1841419 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----

----- ISHARES TR IBOXX INV CPBD 464287242 18941 210943 SH DEFINED 9  
 206443 1450 3050 31642 352397 SH DEFINED 20 347152 200 5045 ----- 50582 563340 ISHARES TR  
 S&P GBL TELCM 464287275 12 225 SH DEFINED 9 225 0 0 503 9184 SH DEFINED 20 8503 0 681 -----  
 515 9409 ISHARES TR S&P GBL INF 464287291 321 6600 SH DEFINED 9 6600 0 0 46 940 SH DEFINED 20 940  
 0 0 ----- 367 7540 ISHARES TR S&P500 GRW 464287309 4976 87636 SH DEFINED 9 87636 0 0 16552  
 291517 SH DEFINED 20 288167 2600 750 ----- 21528 379153 ISHARES TR S&P GBL ENER 464287341  
 14 375 SH DEFINED 9 375 0 0 43 1139 SH DEFINED 20 1139 0 0 ----- 57 1514 ISHARES TR S&P NA  
 NAT RES 464287374 195 5409 SH DEFINED 20 5409 0 0 ----- 195 5409 ISHARES TR S&P LTN AM 40  
 464287390 82 2125 SH DEFINED 9 2125 0 0 42 1075 SH DEFINED 20 1075 0 0 ----- 124 3200 ISHARES  
 TR S&P 500 VALUE 464287408 1977 33030 SH DEFINED 9 33030 0 0 12910 215714 SH DEFINED 20 213512  
 1872 330 ----- 14887 248744 ISHARES TR 20+ YR TRS BD 464287432 2080 21925 SH DEFINED 9  
 21107 265 553 2722 28692 SH DEFINED 20 27434 0 1258 ----- 4803 50617 FORM 13F SEC NO 28-539  
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- ISHARES  
 TR 7-10 YR TRS BD 464287440 1215 13658 SH DEFINED 9 13399 0 259 2042 22956 SH DEFINED 20 22626 250  
 80 ----- 3257 36614 ISHARES TR 1-3 YR TRS BD 464287457 5770 69051 SH DEFINED 9 67070 360  
 1621 17318 207254 SH DEFINED 20 205146 0 2108 ----- 23088 276305 ISHARES TR MSCI EAFE IDX  
 464287465 73623 1307687 SH DEFINED 9 1248652 38456 20579 69576 1235801 SH DEFINED 20 1221332 5070  
 9399 99 1761 SH DEFINED 8 1761 0 0 ----- 143298 2545249 ISHARES TR RUSSELL MCP VL  
 464287473 9039 230527 SH DEFINED 9 229372 1155 0 12269 312911 SH DEFINED 20 311420 891 600 12 300  
 SH DEFINED 8 300 0 0 ----- 21320 543738 ISHARES TR RUSSELL MCP GR 464287481 8758 201982  
 SH DEFINED 9 201982 0 0 15158 349580 SH DEFINED 20 348016 598 966 8 186 SH DEFINED 8 186 0 0 -----  
 ----- 23924 551748 ISHARES TR RUSSELL MIDCAP 464287499 48442 589600 SH DEFINED 9 581219 2278  
 6103 32583 396582 SH DEFINED 20 385861 3618 7103 2 30 SH DEFINED 8 30 0 0 ----- 81027 986212  
 ISHARES TR S&P MIDCAP 400 464287507 28460 393318 SH DEFINED 9 384418 7217 1683 23394 323294 SH  
 DEFINED 20 320982 565 1747 9 123 SH DEFINED 8 123 0 0 ----- 51863 716735 ISHARES TR S&P NA  
 TECH FD 464287549 451 9900 SH DEFINED 9 9900 0 0 5 100 SH DEFINED 20 100 0 0 ----- 455 10000  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 ISHARES TR NASDQ BIO INDX 464287556 395 4850 SH DEFINED 9 4850 0 0 48 585 SH DEFINED 20 585 0 0  
 ----- 442 5435 ISHARES TR COHEN&ST RLTY 464287564 11556 150706 SH DEFINED 9 141648 7503  
 1555 16316 212774 SH DEFINED 20 210825 960 989 ----- 27872 363480 ISHARES TR CONS SRVC  
 IDX 464287580 11 200 SH DEFINED 9 200 0 0 36 673 SH DEFINED 20 673 0 0 ----- 46 873 ISHARES  
 TR RUSSELL1000VAL 464287598 5119 80117 SH DEFINED 9 80117 0 0 9367 146613 SH DEFINED 20 144642  
 162 1809 ----- 14486 226730 ISHARES TR S&P MC 400 GRW 464287606 2198 29309 SH DEFINED 9  
 22989 6320 0 12306 164120 SH DEFINED 20 163380 740 0 ----- 14503 193429 ISHARES TR  
 RUSSELL1000GRW 464287614 9926 204449 SH DEFINED 9 204449 0 0 13268 273293 SH DEFINED 20 272016  
 917 360 ----- 23194 477742 ISHARES TR RUSSELL 1000 464287622 10933 172017 SH DEFINED 9  
 166150 0 5867 6802 107019 SH DEFINED 20 106592 0 427 ----- 17736 279036 ISHARES TR RUSL 2000  
 VALU 464287630 10791 160491 SH DEFINED 9 158149 1297 1045 6819 101420 SH DEFINED 20 100759 156  
 505 ----- 17611 261911 ISHARES TR RUSL 2000 GROW 464287648 4115 58207 SH DEFINED 9 58207  
 0 0 6040 85425 SH DEFINED 20 84953 147 325 ----- 10155 143632 FORM 13F SEC NO 28-539 NAME  
 OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE  
 SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP  
 (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- ISHARES TR RUSSELL 2000  
 464287655 27987 411569 SH DEFINED 9 384415 3770 23384 34866 512732 SH DEFINED 20 387143 1740

123849 ----- 62852 924301 ISHARES TR RUSL 3000 VALU 464287663 30 363 SH DEFINED 20 363 0 0  
----- 30 363 ISHARES TR RUSSELL 3000 464287689 1140 16567 SH DEFINED 9 16567 0 0 1261 18337  
SH DEFINED 20 18337 0 0 ----- 2401 34904 ISHARES TR DJ US UTILS 464287697 65 822 SH  
DEFINED 9 822 0 0 19 241 SH DEFINED 20 241 0 0 ----- 84 1063 ISHARES TR S&P MIDCP VALU  
464287705 3668 53398 SH DEFINED 9 47958 5440 0 8354 121605 SH DEFINED 20 121115 490 0 21 300 SH  
DEFINED 8 300 0 0 ----- 12043 175303 ISHARES TR DJ US TELECOMM 464287713 36 1776 SH  
DEFINED 9 1776 0 0 11 539 SH DEFINED 20 539 0 0 ----- 47 2315 ISHARES TR DJ US TECH SEC  
464287721 289 6100 SH DEFINED 9 6100 0 0 37 774 SH DEFINED 20 774 0 0 ----- 326 6874 ISHARES  
TR DJ US REAL EST 464287739 162 2615 SH DEFINED 9 2615 0 0 50 813 SH DEFINED 20 813 0 0 -----  
----- 212 3428 ISHARES TR DJ US INDUSTRIAL 464287754 35 610 SH DEFINED 20 610 0 0 ----- 35  
610 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
NONE -----  
ISHARES TR DJ US HEALTHCR 464287762 8 130 SH DEFINED 9 130 0 0 72 1157 SH DEFINED 20 1157 0 0  
----- 80 1287 ISHARES TR DJ US FINL SVC 464287770 7 101 SH DEFINED 20 101 0 0 ----- 7  
101 ISHARES TR DJ US FINL SEC 464287788 653 9400 SH DEFINED 9 0 0 9400 88 1261 SH DEFINED 20 1261  
0 0 ----- 740 10661 ISHARES TR DJ US ENERGY 464287796 12 323 SH DEFINED 9 323 0 0 53 1410  
SH DEFINED 20 1230 0 180 ----- 65 1733 ISHARES TR S&P SMLCAP 600 464287804 12625 212141 SH  
DEFINED 9 203808 725 7608 14762 248052 SH DEFINED 20 246993 0 1059 2 40 SH DEFINED 8 40 0 0 -----  
----- 27389 460233 ISHARES TR CONS GOODS IDX 464287812 11 185 SH DEFINED 20 185 0 0 -----  
11 185 ISHARES TR DJ US BAS MATL 464287838 6 100 SH DEFINED 9 100 0 0 77 1342 SH DEFINED 20 1342  
0 0 ----- 82 1442 ISHARES TR DJ US INDEX FD 464287846 663 11611 SH DEFINED 20 11611 0 0  
----- 663 11611 ISHARES TR S&P EURO PLUS 464287861 47 1184 SH DEFINED 20 1184 0 0 -----  
----- 47 1184 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS  
OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE  
SHARED NONE -----  
----- ISHARES TR S&P SMLCP VALU 464287879 2481 38144 SH DEFINED 9 38144 0 0 2977 45760 SH  
DEFINED 20 45760 0 0 15 225 SH DEFINED 8 225 0 0 ----- 5473 84129 ISHARES TR S&P SMLCP  
GROW 464287887 1717 27955 SH DEFINED 9 27955 0 0 2496 40648 SH DEFINED 20 40483 0 165 -----  
4213 68603 ISHARES TR LARGE VAL INDX 464288109 10 165 SH DEFINED 9 165 0 0 ----- 10 165  
ISHARES TR S&P GLBIDX ETF 464288224 8 225 SH DEFINED 20 225 0 0 ----- 8 225 ISHARES TR  
MID GRWTH INDX 464288307 14 182 SH DEFINED 8 182 0 0 ----- 14 182 ISHARES TR S&P GLO  
INFRAS 464288372 4 110 SH DEFINED 20 110 0 0 ----- 4 110 ISHARES TR S&P NATL MUN B  
464288414 1507 15482 SH DEFINED 20 15482 0 0 ----- 1507 15482 ISHARES TR HIGH YLD CORP  
464288513 931 11357 SH DEFINED 9 11357 0 0 3691 45010 SH DEFINED 20 44931 0 79 ----- 4622  
56367 ISHARES TR INDL OFF INDEX 464288554 67 1900 SH DEFINED 20 1900 0 0 ----- 67 1900  
ISHARES TR MBS FIXED BDFD 464288588 92 900 SH DEFINED 20 900 0 0 ----- 92 900 FORM 13F  
SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
----- ISHARES  
TR LEHMAN INTER G 464288612 2270 22707 SH DEFINED 9 22707 0 0 316 3162 SH DEFINED 20 3162 0 0  
----- 2586 25869 ISHARES TR LEHMAN INTER C 464288638 28 300 SH DEFINED 20 300 0 0 -----  
----- 28 300 ISHARES TR LEHMAN 1-3 YR 464288646 2609 26689 SH DEFINED 9 26689 0 0 29 300 SH  
DEFINED 20 300 0 0 ----- 2638 26989 ISHARES TR LEHMAN 10-20YR 464288653 1013 9500 SH  
DEFINED 9 9500 0 0 ----- 1013 9500 ISHARES TR US PFD STK IDX 464288687 5403 190238 SH  
DEFINED 9 186641 0 3597 8354 294142 SH DEFINED 20 292791 0 1351 ----- 13756 484380 ISHARES  
TR S&G GL MATERIA 464288695 3 60 SH DEFINED 20 60 0 0 ----- 3 60 ISHARES TR DJ REGIONAL  
BK 464288778 3 100 SH DEFINED 9 100 0 0 21 650 SH DEFINED 20 650 0 0 ----- 24 750 ISHARES TR

DJ INS INDX FD 464288786 8 236 SH DEFINED 20 236 0 0 ----- 8 236 ISHARES TR KLD SL SOC INX  
464288802 18 350 SH DEFINED 9 350 0 0 15 300 SH DEFINED 20 300 0 0 ----- 33 650 ISHARES TR DJ  
MED DEVICES 464288810 2 29 SH DEFINED 8 29 0 0 ----- 2 29 FORM 13F SEC NO 28-539 NAME OF  
REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- ISHARES TR RSSL MCRCP IDX 464288869 400 8980  
SH DEFINED 20 8980 0 0 ----- 400 8980 ISHARES TR MSCI VAL IDX 464288877 1283 25432 SH  
DEFINED 9 25432 0 0 25 500 SH DEFINED 8 500 0 0 ----- 1308 25932 ISHARES TR MSCI GRW IDX  
464288885 1091 19279 SH DEFINED 9 19279 0 0 ----- 1091 19279 ISIS PHARMACEUTICALS INC  
COM 464330109 3 175 SH DEFINED 20 175 0 0 ----- 3 175 ITRON INC COM 465741106 617 6968 SH  
DEFINED 9 6968 0 0 724 8175 SH DEFINED 20 8175 0 0 ----- 1341 15143 J & J SNACK FOODS CORP  
COM 466032109 3 95 SH DEFINED 9 95 0 0 ----- 3 95 JA SOLAR HOLDINGS CO LTD SPON ADR  
466090107 43 4038 SH DEFINED 9 4038 0 0 ----- 43 4038 J CREW GROUP INC COM 46612H402 9 310  
SH DEFINED 20 310 0 0 ----- 9 310 JDS UNIPHASE CORP COM PAR \$0.001 46612J507 4 531 SH  
DEFINED 9 531 0 0 1 168 SH DEFINED 20 168 0 0 ----- 6 699 JPMORGAN & CHASE & CO COM  
46625H100 82251 1761268 SH DEFINED 9 1700680 14190 46398 44788 959050 SH DEFINED 20 845049 2488  
111513 73 1563 SH DEFINED 8 1563 0 0 ----- 127112 2721881 FORM 13F SEC NO 28-539 NAME OF  
REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- J2 GLOBAL COMMUNICATIONS INC COM NEW  
46626E205 93 4000 SH DEFINED 9 4000 0 0 ----- 93 4000 JABIL CIRCUIT INC COM 466313103 220  
23062 SH DEFINED 9 20488 0 2574 57 6000 SH DEFINED 20 6000 0 0 ----- 277 29062 JACK IN THE  
BOX INC COM 466367109 24 1125 SH DEFINED 9 1125 0 0 ----- 24 1125 JACOBS ENGR GROUP INC  
DEL COM 469814107 4658 85763 SH DEFINED 9 85618 0 145 2120 39034 SH DEFINED 20 38184 400 450  
----- 6778 124797 JANUS CAP GROUP INC COM 47102X105 9 371 SH DEFINED 9 371 0 0 -----  
----- 9 371 JARDEN CORP COM 471109108 16 698 SH DEFINED 9 0 0 698 ----- 16 698 JEFFERIES  
GROUP INC NEW COM 472319102 294 13127 SH DEFINED 9 13127 0 0 268 11959 SH DEFINED 20 11959 0 0  
----- 562 25086 JETBLUE AIRWAYS CORP NOTE 3.500% 7 477143AB7 298 3000 SH DEFINED 9 3000  
0 0 ----- 298 3000 JO-ANN STORES INC COM 47758P307 90 4300 SH DEFINED 9 4300 0 0 -----  
----- 90 4300 JOHN BEAN TECHNOLOGIES CORP COM 477839104 9 728 SH DEFINED 9 10 0 718 -----  
----- 9 728 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
NONE -----  
JOHNSON & JOHNSON COM 478160104 115231 1663268 SH DEFINED 9 1567577 49760 45931 68949 995221  
SH DEFINED 20 898763 2902 93556 139 2010 SH DEFINED 8 2010 0 0 ----- 184319 2660499 JOHNSON  
CTLS INC COM 478366107 9108 300298 SH DEFINED 9 278429 5700 16169 4614 152124 SH DEFINED 20  
150124 950 1050 6 200 SH DEFINED 8 200 0 0 ----- 13728 452622 JONES APPAREL GROUP INC COM  
480074103 151 8147 SH DEFINED 9 8147 0 0 1 34 SH DEFINED 20 34 0 0 ----- 151 8181 JONES LANG  
LASALLE INC COM 48020Q107 42 970 SH DEFINED 9 586 0 384 ----- 42 970 JOS A BANK  
CLOTHIERS INC COM 480838101 12 347 SH DEFINED 9 347 0 0 10 300 SH DEFINED 20 300 0 0 -----  
22 647 JOY GLOBAL INC COM 481165108 2506 55522 SH DEFINED 9 49327 0 6195 2292 50785 SH DEFINED  
20 50421 92 272 ----- 4799 106307 JUNIPER NETWORKS INC COM 48203R104 612 29030 SH  
DEFINED 9 26055 400 2575 156 7401 SH DEFINED 20 7181 220 0 ----- 768 36431 KBR INC COM  
48242W106 118 7730 SH DEFINED 9 7730 0 0 89 5796 SH DEFINED 20 5796 0 0 ----- 207 13526  
KLA-TENCOR CORP COM 482480100 81 2565 SH DEFINED 9 2565 0 0 ----- 81 2565 FORM 13F SEC  
NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE

----- KMG  
 CHEMICALS INC COM 482564101 7 1000 SH DEFINED 9 1000 0 0 ----- 7 1000 KADANT INC COM  
 48282T104 21 925 SH DEFINED 9 925 0 0 ----- 21 925 KANSAS CITY SOUTHERN COM NEW  
 485170302 527 11870 SH DEFINED 9 3370 0 8500 35 780 SH DEFINED 20 780 0 0 ----- 561 12650  
 KAYNE ANDERSON ENRGY TTL RT COM 48660P104 7 300 SH DEFINED 9 300 0 0 ----- 7 300 KB  
 HOME COM 48666K109 3 164 SH DEFINED 9 164 0 0 ----- 3 164 KELLOGG CO COM 487836108  
 13851 246903 SH DEFINED 9 231939 1925 13039 17627 314210 SH DEFINED 20 245180 170 68860 -----  
 ----- 31479 561113 KENDLE INTERNATIONAL INC COM 48880L107 28 625 SH DEFINED 9 625 0 0 -----  
 ----- 28 625 KENEXA CORP COM 488879107 1 52 SH DEFINED 9 52 0 0 ----- 1 52 KENNAMETAL  
 INC COM 489170100 119 4406 SH DEFINED 9 2750 0 1656 ----- 119 4406 KENSEY NASH CORP COM  
 490057106 31 1000 SH DEFINED 20 1000 0 0 ----- 31 1000 KEY ENERGY SVCS INC COM 492914106  
 37 3226 SH DEFINED 9 0 0 3226 ----- 37 3226 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DCRETN MANAGERS SOLE SHARED NONE -----  
 ----- KEYCORP NEW COM 493267108 2238 187468 SH DEFINED  
 9 159206 2150 26112 1110 92979 SH DEFINED 20 92421 386 172 ----- 3349 280447 KFORCE INC COM  
 493732101 204 20000 SH DEFINED 20 20000 0 0 ----- 204 20000 KIMBERLY CLARK CORP COM  
 494368103 6071 93625 SH DEFINED 9 92437 0 1188 5606 86452 SH DEFINED 20 86222 0 230 -----  
 11676 180077 KIMCO REALTY CORP COM 49446R109 407 11010 SH DEFINED 9 8795 0 2215 94 2552 SH  
 DEFINED 20 2552 0 0 ----- 501 13562 KINDER MORGAN MANAGEMENT LLC SHS 49455U100 114  
 2315 SH DEFINED 9 2211 104 0 391 7941 SH DEFINED 20 7939 0 2 ----- 505 10256 KINDER  
 MORGAN ENERGY PARTNER UT LTD PARTNER 494550106 1767 33962 SH DEFINED 9 20962 13000 0 2514  
 48319 SH DEFINED 20 46974 510 835 21 400 SH DEFINED 8 400 0 0 ----- 4302 82681 KINDRED  
 HEALTHCARE INC COM 494580103 256 9301 SH DEFINED 9 7555 0 1746 26 952 SH DEFINED 20 952 0 0  
 ----- 283 10253 KINETIC CONCEPTS INC COM NEW 49460W208 74 2575 SH DEFINED 9 2575 0 0 3  
 100 SH DEFINED 20 100 0 0 ----- 76 2675 KING PHARMACEUTICALS INC COM 495582108 29 3026  
 SH DEFINED 9 1633 0 1393 5 500 SH DEFINED 20 500 0 0 ----- 34 3526 FORM 13F SEC NO 28-539  
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 ----- KIRBY  
 CORP COM 497266106 15 400 SH DEFINED 20 400 0 0 ----- 15 400 KNOLL INC COM NEW  
 498904200 88 5840 SH DEFINED 9 5532 308 0 243 16068 SH DEFINED 20 16068 0 0 ----- 331 21908  
 KNIGHT CAPITAL GROUP INC CL A 499005106 20 1375 SH DEFINED 9 1375 0 0 ----- 20 1375  
 KOHLS CORP COM 500255104 239 5196 SH DEFINED 9 4544 0 652 356 7732 SH DEFINED 20 7682 50 0 -----  
 ----- 596 12928 KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW 500472303 385 14135 SH DEFINED 9  
 14135 0 0 22 822 SH DEFINED 20 822 0 0 ----- 408 14957 KOREA ELECTRIC PWR SPONSORED ADR  
 500631106 1 100 SH DEFINED 20 100 0 0 ----- 1 100 KORN FERRY INTL COM NEW 500643200 100  
 5629 SH DEFINED 9 5404 225 0 208 11698 SH DEFINED 20 11698 0 0 ----- 309 17327 KOSS CORP  
 COM 500692108 8 500 SH DEFINED 20 500 0 0 ----- 8 500 KRAFT FOODS INC CL A 50075N104 9039  
 275990 SH DEFINED 9 228292 8251 39447 13446 410569 SH DEFINED 20 409971 480 118 ----- 22485  
 686559 KROGER CO COM 501044101 7267 264444 SH DEFINED 9 240413 1950 22081 5752 209305 SH  
 DEFINED 20 209167 0 138 ----- 13019 473749 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DCRETN MANAGERS SOLE SHARED NONE -----  
 ----- KRONOS WORLDWIDE INC COM 50105F105 1 51 SH  
 DEFINED 9 51 0 0 ----- 1 51 KUBOTA CORP ADR 501173207 89 2836 SH DEFINED 9 2836 0 0 101  
 3220 SH DEFINED 20 3220 0 0 ----- 190 6056 KULICKE & SOFFA INDS INC COM 501242101 2 500  
 SH DEFINED 20 500 0 0 ----- 2 500 KYOCERA CORP ADR 501556203 16 214 SH DEFINED 9 214 0 0



26 335 SH DEFINED 20 335 0 0 ----- 42 549 LCA-VISION INC COM PAR \$.001 501803308 35 7500 SH DEFINED 9 7500 0 0 ----- 35 7500 LKQ CORP COM 501889208 1045 61550 SH DEFINED 9 47930 0 13620 266 15657 SH DEFINED 20 15414 243 0 ----- 1310 77207 LL & E RTY TR UNIT BEN INT 502003106 1 500 SH DEFINED 9 500 0 0 9 5047 SH DEFINED 20 5047 0 0 ----- 10 5547 LSI INDS INC COM 50216C108 44 5303 SH DEFINED 9 5303 0 0 ----- 44 5303 LSI CORPORATION COM 502161102 9 1769 SH DEFINED 9 1769 0 0 2 284 SH DEFINED 20 222 0 62 ----- 11 2053 LTC PPTYS INC COM 502175102 25 850 SH DEFINED 9 850 0 0 11 385 SH DEFINED 20 385 0 0 ----- 36 1235 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE ----- L-3

COMMUNICATIONS CORP DEBT 3.000% 8 502413AW7 3929 36000 SH DEFINED 9 36000 0 0 ----- 3929 36000 L-3 COMMUNICATIONS HLDGS INC COM 502424104 16076 163502 SH DEFINED 9 159407 1500 2595 3796 38609 SH DEFINED 20 38559 0 50 3 32 SH DEFINED 8 32 0 0 ----- 19875 202143 LA Z BOY INC COM 505336107 136 14559 SH DEFINED 9 11859 0 2700 2424 260050 SH DEFINED 20 260050 0 0 ----- 2559 274609 LABORATORY CORP AMER HLDGS COM NEW 50540R409 11355 163377 SH DEFINED 9 159108 2975 1294 7749 111497 SH DEFINED 20 110312 135 1050 2 27 SH DEFINED 8 27 0 0 ----- 19106 274901 LACLEDE GROUP INC COM 505597104 115 2380 SH DEFINED 9 2380 0 0 ----- 115 2380 LAKELAND FINL CORP COM 511656100 231 10540 SH DEFINED 9 10540 0 0 332 15108 SH DEFINED 20 15108 0 0 ----- 563 25648 LAM RESEARCH CORP COM 512807108 31 999 SH DEFINED 9 0 0 999 41 1296 SH DEFINED 20 1296 0 0 ----- 72 2295 LANCE INC COM 514606102 113 4996 SH DEFINED 9 4794 202 0 238 10501 SH DEFINED 20 10501 0 0 ----- 352 15497 LANDEC CORP COM 514766104 19 2268 SH DEFINED 9 2268 0 0 20 2438 SH DEFINED 20 2438 0 0 ----- 39 4706 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

LANDSTAR SYS INC COM 515098101 1 13 SH DEFINED 20 13 0 0 ----- 1 13 LAS VEGAS SANDS CORP COM 517834107 196 5415 SH DEFINED 9 1622 0 3793 ----- 196 5415 LASALLE HOTEL PPTYS COM SH BEN INT 517942108 346 14853 SH DEFINED 9 12343 0 2510 32 1390 SH DEFINED 20 1390 0 0 ----- 379 16243 LATIN AMERN DISCOVERY FD INC COM 51828C106 11 644 SH DEFINED 9 644 0 0 ----- 11 644 LAUDER ESTEE COS INC CL A 518439104 2341 46912 SH DEFINED 9 40366 2123 4423 284 5695 SH DEFINED 20 5695 0 0 ----- 2626 52607 LAWSON SOFTWARE INC NEW COM 52078P102 0 35 SH DEFINED 20 35 0 0 ----- 35 LAYNE CHRISTENSEN CO COM 521050104 350 9890 SH DEFINED 9 9890 0 0 477 13461 SH DEFINED 20 13461 0 0 ----- 827 23351 LAZARE KAPLAN INTL INC COM 521078105 28 3600 SH DEFINED 9 3600 0 0 ----- 28 3600 LEAP WIRELESS INTL INC COM NEW 521863308 21 552 SH DEFINED 9 552 0 0 19 511 SH DEFINED 20 511 0 0 ----- 41 1063 LEAR CORP COM 521865105 0 37 SH DEFINED 20 37 0 0 ----- 37 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

LEGGETT & PLATT INC COM 524660107 149 6823 SH DEFINED 9 6823 0 0 23 1050 SH DEFINED 20 1050 0 0 ----- 172 7873 LEGG MASON INC COM 524901105 743 19518 SH DEFINED 9 15400 234 3884 410 10774 SH DEFINED 20 10698 0 76 ----- 1153 30292 LEHMAN BROS HLDGS INC COM 524908100 0 2244 SH DEFINED 9 2244 0 0 0 1411 SH DEFINED 20 1411 0 0 ----- 1 3655 LENDER PROCESSING SVCS INC COM 52602E102 70 2290 SH DEFINED 9 1301 0 989 238 7800 SH DEFINED 20 7800 0 0 ----- 308 10090 LENNAR CORP CL A 526057104 5 322 SH DEFINED 9 322 0 0 ----- 5 322 LENNOX INTL INC COM 526107107 27 800 SH DEFINED 20 800 0 0 ----- 27 800 LEUCADIA NATL CORP COM 527288104 121 2652 SH DEFINED 9 2652 0 0 27 604 SH DEFINED 20 604 0 0 ----- 148 3256 LEVEL 3 COMMUNICATIONS INC COM 52729N100 1 500 SH DEFINED 9 500 0 0 17 6314 SH DEFINED 20 6314 0 0 ----- 18 6814 LEXMARK INTL NEW CL A

529771107 6 175 SH DEFINED 9 175 0 0 33 1013 SH DEFINED 20 1013 0 0 ----- 39 1188 LIBERTY  
 ALL STAR EQUITY FD SH BEN INT 530158104 36 7960 SH DEFINED 20 7960 0 0 ----- 36 7960  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
 NONE -----  
 LIBERTY GLOBAL INC COM SER A 530555101 3 106 SH DEFINED 20 106 0 0 ----- 3 106 LIBERTY  
 GLOBAL INC COM SER C 530555309 2 66 SH DEFINED 20 66 0 0 ----- 2 66 LIBERTY MEDIA CORP  
 NEW INT COM SER A 53071M104 5 350 SH DEFINED 20 350 0 0 ----- 5 350 LIBERTY MEDIA CORP  
 NEW CAP COM SER A 53071M302 2 180 SH DEFINED 20 180 0 0 ----- 2 180 LIBERTY MEDIA CORP  
 NEW ENT COM SER A 53071M500 37 1471 SH DEFINED 9 0 0 1471 8 315 SH DEFINED 20 315 0 0 -----  
 ----- 45 1786 LIBERTY MEDIA CORP NEW DEB 3.125% 3 530718AF2 3554 39000 SH DEFINED 9 39000 0 0  
 ----- 3554 39000 LIFEPOINT HOSPITALS INC COM 53219L109 1 44 SH DEFINED 9 44 0 0 91 2819 SH  
 DEFINED 20 2819 0 0 ----- 92 2863 LIGAND PHARMACEUTICALS INC CL B 53220K207 1 500 SH  
 DEFINED 20 500 0 0 ----- 1 500 LIFETIME BRANDS INC COM 53222Q103 1 80 SH DEFINED 9 80 0 0  
 ----- 1 80 LILLY ELI & CO COM 532457108 9920 225291 SH DEFINED 9 207137 5650 12504 9790  
 222338 SH DEFINED 20 219577 848 1913 13 302 SH DEFINED 8 302 0 0 ----- 19722 447931 FORM 13F  
 SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 -----  
 LIMELIGHT NETWORKS INC COM 53261M104 8 3000 SH DEFINED 9 3000 0 0 ----- 8 3000  
 LIMITED BRANDS INC COM 532716107 358 20691 SH DEFINED 9 18278 0 2413 19 1100 SH DEFINED 20  
 1100 0 0 ----- 377 21791 LINCARE HLDGS INC COM 532791100 118 3914 SH DEFINED 9 3914 0 0 3  
 95 SH DEFINED 20 95 0 0 ----- 121 4009 LINCOLN ELEC HLDGS INC COM 533900106 645 10037 SH  
 DEFINED 9 9683 0 354 3898 60611 SH DEFINED 20 60391 0 220 ----- 4543 70648 LINCOLN NATL  
 CORP IND COM 534187109 1711 39977 SH DEFINED 9 25144 10018 4815 1833 42816 SH DEFINED 20 42616 0  
 200 ----- 3544 82793 LINEAR TECHNOLOGY CORP COM 535678106 748 24396 SH DEFINED 9 22950  
 0 1446 147 4781 SH DEFINED 20 4639 142 0 ----- 895 29177 LIONS GATE ENTMTNT CORP COM  
 NEW 535919203 1 100 SH DEFINED 9 100 0 0 ----- 1 100 LINN ENERGY LLC UNIT LTD LIAB  
 536020100 24 1600 SH DEFINED 9 1600 0 0 ----- 24 1600 LIVE NATION INC COM 538034109 1 46 SH  
 DEFINED 20 46 0 0 ----- 1 46 LIZ CLAIBORNE INC COM 539320101 85 5181 SH DEFINED 9 972 0  
 4209 12 720 SH DEFINED 20 720 0 0 1 51 SH DEFINED 8 51 0 0 ----- 98 5952 FORM 13F SEC NO  
 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 ----- LLOYDS  
 TSB GROUP PLC SPONSORED ADR 539439109 8 500 SH DEFINED 9 500 0 0 5 296 SH DEFINED 20 296 0 0  
 ----- 13 796 LOCKHEED MARTIN CORP COM 539830109 1362 12416 SH DEFINED 9 11153 0 1263  
 6444 58760 SH DEFINED 20 33760 0 25000 ----- 7806 71176 LODGIAN INC COM PAR \$.01 54021P403  
 15 1900 SH DEFINED 20 1900 0 0 ----- 15 1900 LOEWS CORP COM 540424108 473 11975 SH  
 DEFINED 9 9821 0 2154 4 97 SH DEFINED 20 97 0 0 ----- 477 12072 LORILLARD INC COM  
 544147101 66 926 SH DEFINED 9 381 0 545 6 81 SH DEFINED 20 81 0 0 ----- 72 1007 LOUISIANA  
 PAC CORP COM 546347105 21 2300 SH DEFINED 20 2300 0 0 ----- 21 2300 LOWES COS INC COM  
 548661107 14113 595735 SH DEFINED 9 501666 26000 68069 2879 121522 SH DEFINED 20 118202 1800 1520  
 ----- 16992 717257 LUBRIZOL CORP COM 549271104 1016 23546 SH DEFINED 9 22968 0 578 342  
 7935 SH DEFINED 20 7885 0 50 ----- 1358 31481 M & T BK CORP COM 55261F104 123 1375 SH  
 DEFINED 9 175 0 1200 ----- 123 1375 MBIA INC COM 55262C100 72 6018 SH DEFINED 9 1148 0 4870  
 ----- 72 6018 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN

MANAGERS SOLE SHARED NONE -----  
----- MBIA CAP CLAYMORE MNG DUR IN COM 55266X100 133 13332 SH  
DEFINED 20 13332 0 0 ----- 133 13332 MDU RES GROUP INC COM 552690109 2684 92557 SH  
DEFINED 9 80376 175 12006 284 9785 SH DEFINED 20 9785 0 0 ----- 2968 102342 MEMC ELECTR  
MATLS INC COM 552715104 174 6154 SH DEFINED 9 6154 0 0 23 808 SH DEFINED 20 808 0 0 -----  
197 6962 MFA MTG INVTS INC COM 55272X102 22 3425 SH DEFINED 9 3425 0 0 ----- 22 3425 MFS  
CHARTER INCOME TR SH BEN INT 552727109 41 5533 SH DEFINED 9 5533 0 0 7 1000 SH DEFINED 20 1000  
0 0 ----- 48 6533 MFS INTER INCOME TR SH BEN INT 55273C107 119 20161 SH DEFINED 9 15161  
5000 0 33 5500 SH DEFINED 20 5500 0 0 ----- 152 25661 MFS MULTIMARKET INCOME TR SH BEN  
INT 552737108 26 5132 SH DEFINED 9 5132 0 0 ----- 26 5132 MGIC INVT CORP WIS COM 552848103  
19 2681 SH DEFINED 9 2681 0 0 ----- 19 2681 MFS GOVT MKTS INCOME TR SH BEN INT  
552939100 21 3414 SH DEFINED 9 3414 0 0 ----- 21 3414 MGM MIRAGE COM 552953101 4 141 SH  
DEFINED 9 141 0 0 142 4968 SH DEFINED 20 4968 0 0 ----- 146 5109 FORM 13F SEC NO 28-539  
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
----- MI DEVS  
INC CL A SUB VTG 55304X104 10 558 SH DEFINED 20 0 558 0 ----- 10 558 MKS INSTRUMENT INC  
COM 55306N104 25 1275 SH DEFINED 9 1275 0 0 ----- 25 1275 MPS GROUP INC COM 553409103 18  
1800 SH DEFINED 9 1800 0 0 ----- 18 1800 MSC INDL DIRECT INC CL A 553530106 129 2794 SH  
DEFINED 9 2794 0 0 ----- 129 2794 MSC SOFTWARE CORP COM 553531104 11 1000 SH DEFINED  
20 1000 0 0 ----- 11 1000 MTS SYS CORP COM 553777103 1 33 SH DEFINED 9 33 0 0 ----- 1  
33 MVC CAPITAL INC COM 553829102 31 2000 SH DEFINED 9 2000 0 0 ----- 31 2000 MWI  
VETERINARY SUPPLY INC COM 55402X105 2 49 SH DEFINED 9 49 0 0 ----- 2 49 MACATAWA BK  
CORP COM 554225102 91 13062 SH DEFINED 20 13062 0 0 ----- 91 13062 MACERICH CO COM  
554382101 75 1178 SH DEFINED 20 1178 0 0 ----- 75 1178 MACQUARIE FT TR GB INF UT DI COM  
55607W100 26 1838 SH DEFINED 20 1838 0 0 ----- 26 1838 FORM 13F SEC NO 28-539 NAME OF  
REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- MACQUARIE INFRASTR CO LLC MEMBERSHIP  
INT 55608B105 11 800 SH DEFINED 9 800 0 0 ----- 11 800 MACYS INC COM 55616P104 928 51636  
SH DEFINED 9 46010 0 5626 491 27321 SH DEFINED 20 26811 0 510 ----- 1420 78957 MAGELLAN  
MIDSTREAM HLDGS LP COM LP INTS 55907R108 10 600 SH DEFINED 9 0 600 0 ----- 10 600  
MAGELLAN MIDSTREAM PRTNRS LP COM UNIT RP LP 559080106 117 3600 SH DEFINED 9 3600 0 0  
----- 117 3600 MAGNA INTL INC CL A 559222401 30 583 SH DEFINED 9 583 0 0 203 3975 SH  
DEFINED 20 458 3517 0 ----- 233 4558 MAIDENFORM BRANDS INC COM 560305104 20 1375 SH  
DEFINED 9 1375 0 0 5 350 SH DEFINED 20 350 0 0 ----- 25 1725 MAINSOURCE FINANCIAL GP INC  
COM 56062Y102 198 10108 SH DEFINED 9 8215 0 1893 20 1030 SH DEFINED 20 1030 0 0 ----- 218  
11138 MALAYSIA FD INC COM 560905101 67 10000 SH DEFINED 9 10000 0 0 ----- 67 10000  
MANHATTAN ASSOCS INC COM 562750109 47 2094 SH DEFINED 9 2094 0 0 25 1127 SH DEFINED 20 1127  
0 0 ----- 72 3221 MANITOWOC INC COM 563571108 49 3135 SH DEFINED 9 1616 0 1519 73 4700 SH  
DEFINED 20 4500 200 0 ----- 122 7835 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- MANPOWER INC COM 56418H100 256 5922 SH DEFINED 9  
5304 0 618 217 5025 SH DEFINED 20 4999 0 26 ----- 472 10947 MANULIFE FINL CORP COM  
56501R106 4189 114162 SH DEFINED 9 114162 0 0 1834 49989 SH DEFINED 20 49989 0 0 ----- 6023  
164151 MARATHON OIL CORP COM 565849106 12426 311664 SH DEFINED 9 290141 6588 14935 12456  
312410 SH DEFINED 20 308717 868 2825 24 611 SH DEFINED 8 611 0 0 ----- 24906 624685 MARINE

PETE TR UNIT BEN INT 568423107 2 100 SH DEFINED 20 100 0 0 ----- 2 100 MARINER ENERGY  
 INC COM 56845T305 274 13374 SH DEFINED 9 13374 0 0 359 17512 SH DEFINED 20 17512 0 0 -----  
 633 30886 MARKEL CORP COM 570535104 114 325 SH DEFINED 9 310 15 0 423 1203 SH DEFINED 20 1203 0  
 0 ----- 537 1528 MARKET VECTORS ETF TR GOLD MINER ETF 57060U100 50 1475 SH DEFINED 9  
 1475 0 0 7 200 SH DEFINED 20 200 0 0 ----- 57 1675 MARKET VECTORS ETF TR RUSSIA ETF  
 57060U506 3 103 SH DEFINED 20 103 0 0 ----- 3 103 MARKET VECTORS ETF TR AGRIBUS ETF  
 57060U605 7 200 SH DEFINED 9 200 0 0 18 500 SH DEFINED 20 500 0 0 ----- 26 700 FORM 13F SEC  
 NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- MARSH  
 & MCLENNAN COS INC COM 571748102 946 29772 SH DEFINED 9 27669 0 2103 98 3100 SH DEFINED 20  
 3100 0 0 ----- 1044 32872 MARSHALL & ILSLEY CORP NEW COM 571837103 1790 88849 SH  
 DEFINED 9 70645 1420 16784 1228 60948 SH DEFINED 20 49925 256 10767 ----- 3018 149797  
 MARRIOTT INTL INC NEW CL A 571903202 4609 176654 SH DEFINED 9 168854 1600 6200 6207 237921 SH  
 DEFINED 20 237321 0 600 ----- 10816 414575 MARTEN TRANS LTD COM 573075108 145 7448 SH  
 DEFINED 9 6068 0 1380 15 770 SH DEFINED 20 770 0 0 ----- 160 8218 MARTHA STEWART LIVING  
 OMNIME CL A 573083102 3 299 SH DEFINED 20 299 0 0 ----- 3 299 MARTIN MARIETTA MATLS  
 INC COM 573284106 332 2966 SH DEFINED 9 2556 34 376 205 1832 SH DEFINED 20 1832 0 0 -----  
 537 4798 MARVEL ENTERTAINMENT INC COM 57383T103 9 275 SH DEFINED 9 0 0 275 5 140 SH DEFINED  
 20 140 0 0 ----- 14 415 MASCO CORP COM 574599106 220 12259 SH DEFINED 9 6709 0 5550 138  
 7669 SH DEFINED 20 7669 0 0 ----- 358 19928 MASIMO CORP COM 574795100 532 14311 SH  
 DEFINED 9 10121 0 4190 87 2330 SH DEFINED 20 2330 0 0 ----- 619 16641 FORM 13F SEC NO 28-539  
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- MASSEY  
 ENERGY CORP COM 576206106 33 922 SH DEFINED 9 296 0 626 4 100 SH DEFINED 20 100 0 0 -----  
 36 1022 MASTERCARD INC CL A 57636Q104 241 1358 SH DEFINED 9 1358 0 0 26 145 SH DEFINED 20 145 0  
 0 ----- 267 1503 MATTEL INC COM 577081102 2033 112673 SH DEFINED 9 93391 1660 17622 1029  
 57051 SH DEFINED 20 56677 304 70 ----- 3062 169724 MATTSON TECHNOLOGY INC COM  
 577223100 24 5150 SH DEFINED 9 5150 0 0 ----- 24 5150 MAXWELL TECHNOLOGIES INC COM  
 577767106 40 3000 SH DEFINED 9 3000 0 0 ----- 40 3000 MAXXAM INC COM 577913106 7 500 SH  
 DEFINED 20 500 0 0 ----- 7 500 MAXIMUS INC COM 577933104 46 1248 SH DEFINED 9 1248 0 0 49  
 1337 SH DEFINED 20 1337 0 0 ----- 95 2585 MBT FINL CORP COM 578877102 2 500 SH DEFINED 9  
 500 0 0 810 174274 SH DEFINED 20 174274 0 0 ----- 813 174774 MCAFEE INC COM 579064106 66  
 1931 SH DEFINED 9 347 0 1584 1 16 SH DEFINED 20 16 0 0 ----- 66 1947 MCCORMICK & CO INC  
 COM NON VTG 579780206 1806 46969 SH DEFINED 9 8969 5000 33000 36 948 SH DEFINED 20 948 0 0 -----  
 1842 47917 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
 AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- MCDERMOTT INTL INC COM 580037109 916 35854 SH DEFINED 9 35006 0 848 229 8961 SH  
 DEFINED 20 8690 271 0 ----- 1145 44815 MCDONALDS CORP COM 580135101 33396 541261 SH  
 DEFINED 9 502522 15415 23324 27730 449431 SH DEFINED 20 361345 1110 86976 111 1794 SH DEFINED 8  
 1794 0 0 ----- 61237 992486 MCG CAPITAL CORP COM 58047P107 7 2600 SH DEFINED 20 2600 0 0  
 ----- 7 2600 MCGRAW HILL COS INC COM 580645109 4416 139709 SH DEFINED 9 138709 1000 0  
 1026 32468 SH DEFINED 20 32468 0 0 ----- 5443 172177 MCKESSON CORP COM 58155Q103 617  
 11469 SH DEFINED 9 9886 0 1583 463 8606 SH DEFINED 20 8606 0 0 ----- 1080 20075 MCMORAN  
 EXPLORATION CO COM 582411104 0 10 SH DEFINED 20 10 0 0 ----- 10 MEADWESTVACO CORP  
 COM 583334107 278 11907 SH DEFINED 9 11907 0 0 1 34 SH DEFINED 20 34 0 0 ----- 278 11941

MEDAREX INC COM 583916101 26 4000 SH DEFINED 9 4000 0 0 3 400 SH DEFINED 20 400 0 0 -----  
 28 4400 MEDCATH CORP COM 58404W109 30 1695 SH DEFINED 9 1695 0 0 ----- 30 1695 FORM 13F  
 SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 ----- MEDCO  
 HEALTH SOLUTIONS INC COM 58405U102 7963 176963 SH DEFINED 9 170109 4002 2852 7565 168111 SH  
 DEFINED 20 164927 0 3184 ----- 15528 345074 MEDICAL ACTION INDS INC COM 58449L100 10 750  
 SH DEFINED 9 750 0 0 ----- 10 750 MEDICAL PPTYS TRUST INC COM 58463J304 1 101 SH  
 DEFINED 9 101 0 0 ----- 1 101 MEDICIS PHARMACEUTICAL CORP CL A NEW 584690309 31 2076  
 SH DEFINED 9 2076 0 0 22 1480 SH DEFINED 20 1480 0 0 ----- 53 3556 MEDTOX SCIENTIFIC INC  
 COM NEW 584977201 9 707 SH DEFINED 9 707 0 0 9 753 SH DEFINED 20 753 0 0 ----- 18 1460  
 MEDTRONIC INC NOTE 1.500% 4 585055AL0 4577 46000 SH DEFINED 9 46000 0 0 ----- 4577 46000  
 MEDTRONIC INC NOTE 1.625% 4 585055AM8 3781 38000 SH DEFINED 9 38000 0 0 ----- 3781 38000  
 MEDTRONIC INC COM 585055106 24314 485298 SH DEFINED 9 447894 5744 31660 15478 308938 SH  
 DEFINED 20 272103 1100 35735 13 250 SH DEFINED 8 250 0 0 ----- 39804 794486 MENS  
 WEARHOUSE INC COM 587118100 4 170 SH DEFINED 20 170 0 0 ----- 4 170 MENTOR CORP MINN  
 COM 587188103 225 9434 SH DEFINED 9 9434 0 0 323 13521 SH DEFINED 20 13521 0 0 ----- 548  
 22955 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
 NONE -----  
 MERCANTILE BANK CORP COM 587376104 3 346 SH DEFINED 20 346 0 0 ----- 3 346 MERCK & CO  
 INC COM 589331107 15642 495640 SH DEFINED 9 475797 6150 13693 8609 272792 SH DEFINED 20 269117  
 2650 1025 32 1000 SH DEFINED 8 1000 0 0 ----- 24283 769432 MERCURY GENL CORP NEW COM  
 589400100 15 275 SH DEFINED 9 275 0 0 ----- 15 275 MEREDITH CORP COM 589433101 81 2881 SH  
 DEFINED 9 2881 0 0 ----- 81 2881 MERIDIAN BIOSCIENCE INC COM 589584101 144 4956 SH  
 DEFINED 9 4956 0 0 ----- 144 4956 MERIT MED SYS INC COM 589889104 298 15854 SH DEFINED 9  
 15854 0 0 420 22360 SH DEFINED 20 22360 0 0 ----- 717 38214 MERRILL LYNCH & CO INC COM  
 590188108 8 300 SH DEFINED 9 300 0 0 4 150 SH DEFINED 20 150 0 0 ----- 11 450 METAVANTE  
 TECHNOLOGIES INC COM 591407101 19 1005 SH DEFINED 9 1005 0 0 87 4509 SH DEFINED 20 940 0 3569  
 ----- 106 5514 METLIFE INC COM 59156R108 8157 145653 SH DEFINED 9 127099 1271 17283 6129  
 109446 SH DEFINED 20 108750 340 356 4 68 SH DEFINED 8 68 0 0 ----- 14289 255167 METROPCS  
 COMMUNICATIONS INC COM 591708102 17 1185 SH DEFINED 9 0 0 1185 ----- 17 1185 FORM 13F  
 SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 -----  
 METTLER TOLEDO INTERNATIONAL COM 592688105 1490 15204 SH DEFINED 9 13634 0 1570 546 5570  
 SH DEFINED 20 5504 66 0 ----- 2036 20774 MFS INVT GRADE MUN TR SH BEN INT 59318B108 38  
 5000 SH DEFINED 9 5000 0 0 3 393 SH DEFINED 20 393 0 0 ----- 41 5393 MFS HIGH YIELD MUN TR  
 SH BEN INT 59318E102 8 2000 SH DEFINED 9 2000 0 0 ----- 8 2000 MFS INTERMARKET INCOME  
 TRUST SH BEN INT 59318R103 5 800 SH DEFINED 9 800 0 0 ----- 5 800 MICROS SYS INC COM  
 594901100 89 3320 SH DEFINED 9 3320 0 0 33 1256 SH DEFINED 20 1256 0 0 ----- 122 4576  
 MICROSOFT CORP COM 594918104 67665 2535217 SH DEFINED 9 2400889 19782 114546 31965 1197635 SH  
 DEFINED 20 1180312 4924 12399 53 1990 SH DEFINED 8 1990 0 0 ----- 99683 3734842  
 MICROSTRATEGY INC CL A NEW 594972408 37 625 SH DEFINED 9 625 0 0 ----- 37 625  
 MICROCHIP TECHNOLOGY INC COM 595017104 5975 203014 SH DEFINED 9 199382 500 3132 10486 356309  
 SH DEFINED 20 234199 0 122110 ----- 16461 559323 MICRON TECHNOLOGY INC COM 595112103  
 10 2378 SH DEFINED 9 2378 0 0 1 181 SH DEFINED 8 181 0 0 ----- 10 2559 FORM 13F SEC NO 28-539  
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
-----  
MICROSEMI CORP COM 595137100 334 13092 SH DEFINED 9 7392 0 5700 53 2076 SH DEFINED 20 2076 0 0  
----- 386 15168 MID-AMER APT CMNTYS INC COM 59522J103 1 17 SH DEFINED 9 17 0 0 -----  
----- 1 17 MIDCAP SPDR TR UNIT SER 1 595635103 2144 16270 SH DEFINED 9 2235 0 14035 1036 7864 SH  
DEFINED 20 7864 0 0 ----- 3181 24134 MIDDLEBY CORP COM 596278101 7 134 SH DEFINED 9 134  
0 0 ----- 7 134 MIDWEST BANC HOLDINGS INC COM 598251106 23 5688 SH DEFINED 20 5688 0 0  
----- 23 5688 MILLER HERMAN INC COM 600544100 5 200 SH DEFINED 9 200 0 0 222 9082 SH  
DEFINED 20 9082 0 0 ----- 227 9282 MILLIPORE CORP NOTE 3.750% 6 601073AD1 284 3000 SH  
DEFINED 9 3000 0 0 ----- 284 3000 MILLIPORE CORP COM 601073109 100 1451 SH DEFINED 9 1126  
0 325 ----- 100 1451 MINDRAY MEDICAL INTL LTD SPON ADR 602675100 7 208 SH DEFINED 20  
208 0 0 ----- 7 208 MINDSPEED TECHNOLOGIES INC COM NEW 602682205 1 587 SH DEFINED 20  
587 0 0 ----- 1 587 MINE SAFETY APPLIANCES CO COM 602720104 12 325 SH DEFINED 9 325 0 0  
----- 12 325 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
MANAGERS SOLE SHARED NONE -----  
----- MIRANT CORP NEW \*W EXP 01/03/2 60467R118 0 34 SH DEFINED 9 34 0 0 0  
28 SH DEFINED 20 28 0 0 ----- 62 MITSUBISHI UFJ FINL GROUP IN SPONSORED ADR 606822104  
492 56287 SH DEFINED 9 56287 0 0 410 46884 SH DEFINED 20 46884 0 0 ----- 902 103171 MITSUI &  
CO LTD ADR 606827202 40 164 SH DEFINED 9 155 0 9 663 2703 SH DEFINED 20 2676 27 0 5 20 SH DEFINED  
8 20 0 0 ----- 708 2887 MOBILE MINI INC COM 60740F105 23 1178 SH DEFINED 9 1178 0 0 21 1106  
SH DEFINED 20 1106 0 0 ----- 44 2284 MOLINA HEALTHCARE INC COM 60855R100 232 7485 SH  
DEFINED 9 6079 0 1406 24 764 SH DEFINED 20 764 0 0 ----- 256 8249 MOLEX INC COM 608554101  
24 1057 SH DEFINED 9 323 0 734 ----- 24 1057 MOLSON COORS BREWING CO NOTE 2.500% 7  
60871RAA8 5623 52000 SH DEFINED 9 52000 0 0 ----- 5623 52000 MOLSON COORS BREWING CO  
CL B 60871R209 1616 34564 SH DEFINED 9 33750 814 0 3684 78801 SH DEFINED 20 78069 600 132 9 200 SH  
DEFINED 8 200 0 0 ----- 5309 113565 MONACO COACH CORP COM 60886R103 2 1000 SH DEFINED  
9 1000 0 0 ----- 2 1000 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
MANAGERS SOLE SHARED NONE -----  
----- MONEYGRAM INTL INC COM 60935Y109 4 2500 SH DEFINED 20 2500 0 0  
----- 4 2500 MONRO MUFFLER BRAKE INC COM 610236101 151 6534 SH DEFINED 9 5324 0 1210  
16 700 SH DEFINED 20 700 0 0 ----- 167 7234 MONSANTO CO NEW COM 61166W101 8216 83002 SH  
DEFINED 9 74298 623 8081 11891 120134 SH DEFINED 20 119097 308 729 13 135 SH DEFINED 8 135 0 0  
----- 20120 203271 MONSTER WORLDWIDE INC COM 611742107 24 1611 SH DEFINED 9 274 0 1337  
0 14 SH DEFINED 20 14 0 0 ----- 24 1625 MONTGOMERY STR INCOME SECS I COM 614115103 38  
3000 SH DEFINED 9 3000 0 0 ----- 38 3000 MOODYS CORP COM 615369105 710 20892 SH DEFINED  
9 20892 0 0 3017 88726 SH DEFINED 20 88726 0 0 ----- 3727 109618 MORGAN STANLEY EMER  
MKTS FD COM 61744G107 7 566 SH DEFINED 9 566 0 0 ----- 7 566 MORGAN STANLEY ASIA PAC  
FD I COM 61744U106 11 812 SH DEFINED 9 812 0 0 10 767 SH DEFINED 20 767 0 0 ----- 21 1579  
MORGAN STANLEY COM NEW 617446448 1068 46424 SH DEFINED 9 40645 700 5079 2929 127328 SH  
DEFINED 20 119043 1550 6735 ----- 3996 173752 MORGAN STANLEY INDIA INVS FD COM  
61745C105 53 2683 SH DEFINED 9 0 2683 0 ----- 53 2683 FORM 13F SEC NO 28-539 NAME OF  
REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- MORGAN STANLEY MUN PREM INCOM 61745P429  
25 3934 SH DEFINED 9 3934 0 0 ----- 25 3934 MORGAN STANLEY MUN INCOME III 61745P437 24

3515 SH DEFINED 20 3515 0 0 ----- 24 3515 MORGAN STANLEY MUN INC OPP II 61745P445 27  
 4034 SH DEFINED 9 4034 0 0 ----- 27 4034 MORGAN STANLEY MUN INCM OPPTN 61745P452 0 60  
 SH DEFINED 9 60 0 0 ----- 60 MORGAN STANLEY QULTY MUN SECS 61745P585 0 33 SH  
 DEFINED 9 33 0 0 21 2028 SH DEFINED 20 2028 0 0 ----- 22 2061 MORGAN STANLEY QUALT MUN  
 INCM 61745P734 1 57 SH DEFINED 9 57 0 0 37 3830 SH DEFINED 20 3830 0 0 ----- 37 3887  
 MORGAN STANLEY INSD MUN INCM 61745P791 21 1900 SH DEFINED 9 1900 0 0 55 5000 SH DEFINED 20  
 5000 0 0 ----- 76 6900 MOSAIC CO COM 61945A107 679 9982 SH DEFINED 9 7845 85 2052 292 4299  
 SH DEFINED 20 4299 0 0 ----- 971 14281 MOTOROLA INC COM 620076109 463 64887 SH DEFINED  
 9 59776 1000 4111 1009 141362 SH DEFINED 20 138812 400 2150 ----- 1473 206249 MUELLER INDS  
 INC COM 624756102 26 1150 SH DEFINED 9 1150 0 0 ----- 26 1150 FORM 13F SEC NO 28-539 NAME  
 OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE  
 SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP  
 (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- MURPHY OIL CORP COM  
 626717102 534 8329 SH DEFINED 9 7808 0 521 139 2167 SH DEFINED 20 2167 0 0 ----- 673 10496  
 MYLAN INC COM 628530107 184 16079 SH DEFINED 9 16079 0 0 14 1249 SH DEFINED 20 849 0 400 -----  
 ----- 198 17328 MYRIAD GENETICS INC COM 62855J104 0 6 SH DEFINED 20 6 0 0 ----- 6 NBTY  
 INC COM 628782104 37 1250 SH DEFINED 20 1250 0 0 ----- 37 1250 NCI BUILDING SYS INC COM  
 628852105 349 10987 SH DEFINED 9 10987 0 0 491 15451 SH DEFINED 20 15451 0 0 ----- 839 26438  
 NCR CORP NEW COM 62886E108 361 16390 SH DEFINED 9 16390 0 0 338 15336 SH DEFINED 20 15336 0 0  
 ----- 700 31726 NII HLDGS INC CL B NEW 62913F201 323 8516 SH DEFINED 9 8516 0 0 80 2113 SH  
 DEFINED 20 2113 0 0 ----- 403 10629 NRG ENERGY INC COM NEW 629377508 717 28951 SH  
 DEFINED 9 22798 0 6153 83 3359 SH DEFINED 20 3269 90 0 ----- 800 32310 NTN BUZZTIME INC  
 COM NEW 629410309 0 1040 SH DEFINED 9 0 0 1040 ----- 1040 NTR ACQUISITION CO COM  
 629415100 10 1000 SH DEFINED 9 1000 0 0 ----- 10 1000 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- NTS RLTY HLDGS LTD PARTNERSH PARTSHIP  
 UNITS 629422106 8 1586 SH DEFINED 9 1586 0 0 ----- 8 1586 NVR INC COM 62944T105 12 21 SH  
 DEFINED 9 21 0 0 ----- 12 21 NVE CORP COM NEW 629445206 6 200 SH DEFINED 20 200 0 0 -----  
 ----- 6 200 NYSE EURONEXT COM 629491101 428 10928 SH DEFINED 9 10578 0 350 202 5164 SH  
 DEFINED 20 5132 0 32 ----- 630 16092 NABORS INDS INC NOTE 0.940% 5 629568AP1 5385 60000 SH  
 DEFINED 9 60000 0 0 ----- 5385 60000 NALCO HOLDING COMPANY COM 62985Q101 17 926 SH  
 DEFINED 9 655 0 271 ----- 17 926 NAM TAI ELECTRS INC COM PAR \$0.02 629865205 7 800 SH  
 DEFINED 9 800 0 0 ----- 7 800 NAPCO SEC SYS INC COM 630402105 3 1167 SH DEFINED 9 1167 0 0  
 4 1405 SH DEFINED 20 1405 0 0 ----- 8 2572 NASDAQ OMX GROUP INC COM 631103108 10286  
 336487 SH DEFINED 9 336209 0 278 3136 102582 SH DEFINED 20 102502 0 80 ----- 13422 439069  
 NATIONAL COAL CORP COM NEW 632381208 37 7000 SH DEFINED 20 7000 0 0 ----- 37 7000  
 NATIONAL BK GREECE S A SPONSORED ADR 633643408 0 32 SH DEFINED 20 32 0 0 ----- 32  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 NATIONAL CITY CORP COM 635405103 10 5732 SH DEFINED 9 5732 0 0 32 18155 SH DEFINED 20 18155 0 0  
 ----- 42 23887 NATIONAL FUEL GAS CO N J COM 636180101 242 5728 SH DEFINED 9 5228 0 500 79  
 1880 SH DEFINED 20 1880 0 0 ----- 321 7608 NATIONAL GRID PLC SPON ADR NEW 636274300 396  
 6173 SH DEFINED 9 6173 0 0 333 5183 SH DEFINED 20 5183 0 0 ----- 729 11356 NATIONAL  
 HEALTH INVS INC COM 63633D104 31 900 SH DEFINED 9 900 0 0 ----- 31 900 NATIONAL INSTRS  
 CORP COM 636518102 70 2330 SH DEFINED 9 1916 0 414 62 2049 SH DEFINED 20 2049 0 0 ----- 132  
 4379 NATIONAL OILWELL VARCO INC COM 637071101 3458 68845 SH DEFINED 9 51435 0 17410 3867

76977 SH DEFINED 20 76307 670 0 ----- 7325 145822 NATIONAL RETAIL PROPERTIES I COM  
637417106 279 11640 SH DEFINED 20 11640 0 0 ----- 279 11640 NATIONAL SEMICONDUCTOR  
CORP COM 637640103 18 1040 SH DEFINED 9 1040 0 0 3 164 SH DEFINED 20 164 0 0 ----- 21 1204  
NATIONAL WESTN LIFE INS CO CL A 638522102 24 100 SH DEFINED 9 100 0 0 ----- 24 100  
NATIONWIDE FINL SVCS INC CL A 638612101 380 7702 SH DEFINED 9 6465 0 1237 1 22 SH DEFINED 20 22  
0 0 ----- 381 7724 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN  
MANAGERS SOLE SHARED NONE -----  
----- NATIONWIDE HEALTH PPTYS INC COM 638620104 360 10000 SH DEFINED 9  
10000 0 0 ----- 360 10000 NAVIGATORS GROUP INC COM 638904102 409 7044 SH DEFINED 9 7044  
0 0 598 10304 SH DEFINED 20 10304 0 0 ----- 1006 17348 NATURAL RESOURCE PARTNERS L COM  
UNIT L P 63900P103 6 250 SH DEFINED 9 250 0 0 295 11650 SH DEFINED 20 11650 0 0 ----- 301  
11900 NAVISTAR INTL CORP NEW COM 63934E108 4 70 SH DEFINED 9 70 0 0 ----- 4 70  
NAVIGANT CONSULTING INC COM 63935N107 57 2850 SH DEFINED 9 2850 0 0 ----- 57 2850  
NEKTAR THERAPEUTICS COM 640268108 18 5000 SH DEFINED 9 5000 0 0 ----- 18 5000 NEOGEN  
CORP COM 640491106 43 1512 SH DEFINED 9 1512 0 0 257 9127 SH DEFINED 20 9127 0 0 ----- 300  
10639 NEOPHARM INC COM 640919106 0 379 SH DEFINED 20 379 0 0 ----- 379 NETAPP INC COM  
64110D104 291 15940 SH DEFINED 9 14273 0 1667 73 3993 SH DEFINED 20 3907 86 0 ----- 363 19933  
NETFLIX INC COM 64110L106 0 6 SH DEFINED 20 6 0 0 ----- 6 FORM 13F SEC NO 28-539 NAME  
OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE  
SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP  
(X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
----- NETEASE COM INC  
SPONSORED ADR 64110W102 9 400 SH DEFINED 20 400 0 0 ----- 9 400 NETEZZA CORP COM  
64111N101 0 42 SH DEFINED 20 42 0 0 ----- 42 NETGEAR INC COM 64111Q104 39 2603 SH  
DEFINED 9 2603 0 0 ----- 39 2603 NEUBERGER BERMAN INTER MUNI COM 64124P101 41 3585 SH  
DEFINED 20 3585 0 0 ----- 41 3585 NEUSTAR INC CL A 64126X201 14 726 SH DEFINED 9 0 0 726  
----- 14 726 NEW JERSEY RES COM 646025106 94 2619 SH DEFINED 9 2619 0 0 ----- 94  
2619 NEW YORK CMNTY BANCORP INC COM 649445103 850 50597 SH DEFINED 9 49135 0 1462 521 31013  
SH DEFINED 20 30885 0 128 ----- 1370 81610 NEW YORK TIMES CO CL A 650111107 7 480 SH  
DEFINED 9 280 0 200 ----- 7 480 NEWALLIANCE BANCSHARES INC COM 650203102 390 25960 SH  
DEFINED 9 22980 0 2980 24 1620 SH DEFINED 20 1620 0 0 ----- 415 27580 NEWELL RUBBERMAID  
INC COM 651229106 727 42115 SH DEFINED 9 41141 0 974 3927 227510 SH DEFINED 20 226210 0 1300 -----  
----- 4654 269625 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE  
SHARED NONE -----  
----- NEWFIELD EXPL CO COM 651290108 445 13917 SH DEFINED 9 13917 0 0 351 10974 SH DEFINED 20  
10974 0 0 ----- 796 24891 NEWMARKET CORP COM 651587107 171 3244 SH DEFINED 9 3072 172 0  
467 8881 SH DEFINED 20 8881 0 0 ----- 637 12125 NEWMONT MINING CORP COM 651639106 436  
11250 SH DEFINED 9 11250 0 0 100 2587 SH DEFINED 20 2587 0 0 ----- 536 13837 NEWS CORP CL A  
65248E104 238 19863 SH DEFINED 9 12394 0 7469 44 3630 SH DEFINED 20 3630 0 0 ----- 282 23493  
NEWS CORP CL B 65248E203 126 10380 SH DEFINED 9 10380 0 0 33 2703 SH DEFINED 20 2703 0 0 -----  
----- 159 13083 NEWSTAR FINANCIAL INC COM 65251F105 262 32339 SH DEFINED 9 18587 0 13752 39  
4796 SH DEFINED 20 4796 0 0 ----- 300 37135 NEXEN INC COM 65334H102 12 500 SH DEFINED 9  
500 0 0 0 15 SH DEFINED 20 15 0 0 ----- 12 515 NFJ DIVID INT & PREM STRTGY COM SHS  
65337H109 3 200 SH DEFINED 9 200 0 0 5 300 SH DEFINED 20 300 0 0 ----- 8 500 NICE SYS LTD  
SPONSORED ADR 653656108 443 16275 SH DEFINED 9 9250 0 7025 57 2110 SH DEFINED 20 2110 0 0 -----  
----- 501 18385 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----



NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- NICHOLAS-APPLEGATE CV & INC COM 65370F101 57 6995 SH DEFINED 9 6995 0 0 16 2000 SH DEFINED 20 2000 0 0 ----- 73 8995 NICHOLAS APPLEGATE CV&INC FD COM 65370G109 8 1065 SH DEFINED 9 1065 0 0 ----- 8 1065 NICOR INC COM 654086107 5 103 SH DEFINED 9 103 0 0 50 1118 SH DEFINED 20 1018 0 100 ----- 54 1221 NIDEC CORP SPONSORED ADR 654090109 5 350 SH DEFINED 9 350 0 0 25 SH DEFINED 20 25 0 0 ----- 6 375 NIKE INC CL B 654106103 18741 280127 SH DEFINED 9 271080 2215 6832 11571 172954 SH DEFINED 20 117823 663 54468 ----- 30311 453081 99 CENTS ONLY STORES COM 65440K106 1 100 SH DEFINED 9 100 0 0 ----- 1 100 NIPPON TELEG & TEL CORP SPONSORED ADR 654624105 164 7274 SH DEFINED 9 7274 0 0 128 5676 SH DEFINED 20 5676 0 0 ----- 292 12950 NISOURCE INC COM 65473P105 1050 71128 SH DEFINED 9 70828 0 300 339 22945 SH DEFINED 20 22445 300 200 ----- 1389 94073 NISSAN MOTORS SPONSORED ADR 654744408 39 2852 SH DEFINED 9 2852 0 0 24 1730 SH DEFINED 20 1730 0 0 ----- 62 4582 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- NOKIA CORP SPONSORED ADR 654902204 1093 58603 SH DEFINED 9 36021 0 22582 964 51704 SH DEFINED 20 51442 262 0 3 185 SH DEFINED 8 185 0 0 ----- 2061 110492 NOBLE ENERGY INC COM 655044105 61 1089 SH DEFINED 9 472 0 617 69 1236 SH DEFINED 20 1236 0 0 ----- 129 2325 NOMURA HLDGS INC SPONSORED ADR 65535H208 93 7078 SH DEFINED 9 7078 0 0 83 6351 SH DEFINED 20 6351 0 0 ----- 176 13429 NORDSON CORP COM 655663102 11 225 SH DEFINED 9 225 0 0 ----- 11 225 NORDSTROM INC COM 655664100 5149 178670 SH DEFINED 9 170670 5825 2175 523 18144 SH DEFINED 20 18144 0 0 ----- 5672 196814 NORFOLK SOUTHERN CORP COM 655844108 10111 152705 SH DEFINED 9 143896 2734 6075 5225 78910 SH DEFINED 20 76481 2295 134 14 208 SH DEFINED 8 208 0 0 ----- 15349 231823 NORTECH SYS INC COM 656553104 3 500 SH DEFINED 20 500 0 0 ----- 3 500 NORTEL NETWORKS CORP NEW COM NEW 656568508 8 3489 SH DEFINED 9 3489 0 0 1 303 SH DEFINED 20 303 0 0 ----- 8 3792 NORTH AMERN ENERGY PARTNERS COM 656844107 2 150 SH DEFINED 20 150 0 0 ----- 2 150 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- NORTH EUROPEAN OIL RTY TR SH BEN INT 659310106 5 168 SH DEFINED 20 168 0 0 ----- 5 168 NORTHEAST UTILS COM 664397106 86 3335 SH DEFINED 9 1085 0 2250 25 989 SH DEFINED 20 689 0 300 ----- 111 4324 NORTHERN TR CORP COM 665859104 10933 151422 SH DEFINED 9 144598 90 6734 4067 56330 SH DEFINED 20 55775 40 515 18 244 SH DEFINED 8 244 0 0 ----- 15017 207996 NORTHFIELD LABS INC COM 666135108 0 1080 SH DEFINED 20 1080 0 0 ----- 1080 NORTHROP GRUMMAN CORP COM 666807102 1958 32336 SH DEFINED 9 27498 446 4392 1027 16971 SH DEFINED 20 16037 78 856 ----- 2985 49307 NOVARTIS A G SPONSORED ADR 66987V109 13777 260722 SH DEFINED 9 227533 17775 15414 9474 179289 SH DEFINED 20 108394 0 70895 ----- 23250 440011 NOVELL INC COM 670006105 41 7899 SH DEFINED 9 7899 0 0 1 192 SH DEFINED 20 192 0 0 ----- 42 8091 NOVELLUS SYS INC COM 670008101 73 3721 SH DEFINED 9 3721 0 0 1 60 SH DEFINED 20 60 0 0 ----- 74 3781 NOVOGEN LIMITED SPONSORED ADR 67010F103 2 400 SH DEFINED 20 400 0 0 ----- 2 400 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- NOVO-NORDISK A S ADR 670100205 1168 22808 SH DEFINED 9 22773 0 35 1033 20182 SH DEFINED 20 20072 110 0 4 76 SH DEFINED 8 76 0 0 ----- 2205 43066 NSTAR COM 67019E107 141 4210 SH DEFINED 9 4210 0 0 234 6985 SH DEFINED 20 6985 0 0 ----- 375 11195 NUANCE COMMUNICATIONS INC COM 67020Y100 830 68062 SH DEFINED 9 50512 0

17550 151 12375 SH DEFINED 20 12158 217 0 ----- 981 80437 NUCOR CORP COM 670346105 3145  
 79610 SH DEFINED 9 75601 200 3809 1910 48359 SH DEFINED 20 47584 0 775 ----- 5055 127969  
 NUMEREX CORP PA CL A 67053A102 570 140000 SH DEFINED 20 140000 0 0 ----- 570 140000  
 NUSTAR ENERGY LP UNIT COM 67058H102 22 509 SH DEFINED 9 509 0 0 274 6444 SH DEFINED 20 6444 0  
 0 17 400 SH DEFINED 8 400 0 0 ----- 312 7353 NUVEEN INSD PREM INCOME MUN COM  
 6706D8104 157 16182 SH DEFINED 20 16182 0 0 ----- 157 16182 NUVEEN EQTY PRM  
 OPPORTUNITYF COM 6706EM102 113 8700 SH DEFINED 9 8700 0 0 10 755 SH DEFINED 20 755 0 0 -----  
 ----- 123 9455 NUVEEN EQUITY PREM INCOME FD COM 6706ER101 24 1904 SH DEFINED 20 1904 0 0  
 ----- 24 1904 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- NUVEEN PREM INCOME MUN FD 4 COM 6706K4105 23 2500 SH DEFINED 20  
 1500 0 1000 ----- 23 2500 NUVEEN INVT QUALITY MUN FD I COM 67062E103 21 2000 SH  
 DEFINED 9 2000 0 0 101 9596 SH DEFINED 20 9596 0 0 ----- 123 11596 NUVEEN SELECT TAX FREE  
 INCM SH BEN INT 67062F100 9 700 SH DEFINED 9 700 0 0 115 8760 SH DEFINED 20 8760 0 0 -----  
 124 9460 NUVEEN MUN ADVANTAGE FD INC COM 67062H106 169 14980 SH DEFINED 9 8080 0 6900 114  
 10072 SH DEFINED 20 10072 0 0 ----- 283 25052 NUVEEN MUN INCOME FD INC COM 67062J102 44  
 4878 SH DEFINED 20 4878 0 0 ----- 44 4878 NUVEEN INSD QUALITY MUN FD I COM 67062N103 72  
 6700 SH DEFINED 9 0 0 6700 32 3000 SH DEFINED 20 3000 0 0 ----- 104 9700 NUVEEN  
 PERFORMANCE PLUS MUN COM 67062P108 8 700 SH DEFINED 9 700 0 0 84 7575 SH DEFINED 20 7575 0 0  
 ----- 92 8275 NUVEEN PREM INCOME MUN FD COM 67062T100 145 13293 SH DEFINED 9 6593 0  
 6700 246 22624 SH DEFINED 20 22624 0 0 ----- 391 35917 NUVEEN MUN MKT OPPORTUNITY F  
 COM 67062W103 126 11498 SH DEFINED 9 2622 0 8876 44 4000 SH DEFINED 20 4000 0 0 ----- 169  
 15498 NUVEEN N Y INVT QUALITY MUN COM 67062X101 5 461 SH DEFINED 9 0 0 461 ----- 5 461  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 NUVEEN SELECT TAX FREE INCM SH BEN INT 67063C106 9 700 SH DEFINED 9 700 0 0 184 14310 SH  
 DEFINED 20 14310 0 0 ----- 193 15010 NUVEEN PREM INCOME MUN FD 2 COM 67063W102 279  
 26300 SH DEFINED 9 19000 0 7300 133 12525 SH DEFINED 20 12525 0 0 ----- 412 38825 NUVEEN  
 SELECT TAX FREE INCM SH BEN INT 67063X100 47 3697 SH DEFINED 20 3697 0 0 ----- 47 3697  
 NUVEEN INS FL TX FR ADV MUN COM 670655109 140 13333 SH DEFINED 20 13333 0 0 ----- 140  
 13333 NUVEEN TAX FREE ADV MUN FD COM 670657105 45 4200 SH DEFINED 9 4200 0 0 ----- 45  
 4200 NVIDIA CORP COM 67066G104 395 36837 SH DEFINED 9 34190 0 2647 88 8188 SH DEFINED 20 7948  
 240 0 ----- 482 45025 NUVEEN DIVID ADVANTAGE MUN F COM 67066V101 35 3200 SH DEFINED  
 20 3200 0 0 ----- 35 3200 NUVEEN CA DIVIDEND ADV MUN F COM SHS 67066Y105 1 64 SH  
 DEFINED 9 64 0 0 ----- 1 64 NUVEEN SR INCOME FD COM 67067Y104 9 1800 SH DEFINED 9 1800 0  
 0 ----- 9 1800 NUVEEN MUN HIGH INC OPP FD COM 670682103 20 1600 SH DEFINED 9 1600 0 0  
 375 30000 SH DEFINED 20 30000 0 0 ----- 395 31600 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- NUTRI SYS INC NEW COM 67069D108 1 50 SH  
 DEFINED 20 50 0 0 ----- 1 50 NUVEEN CA DIV ADVANTG MUN FD COM 67069X104 0 44 SH  
 DEFINED 9 44 0 0 ----- 44 NUVEEN OH DIV ADVANTAGE MUN COM 67070C107 137 12453 SH  
 DEFINED 9 4253 0 8200 ----- 137 12453 NUVEEN DIV ADVANTAGE MUN FD COM 67070F100 97  
 8100 SH DEFINED 9 1200 0 6900 60 5000 SH DEFINED 20 5000 0 0 ----- 157 13100 NUVEEN OH DIV  
 ADV MUNI FD 2 COM SH BEN INT 67070R104 47 4400 SH DEFINED 9 0 0 4400 ----- 47 4400  
 NUVEEN MI DIV ADV MUNI FD COM SH BEN INT 67070W103 16 1360 SH DEFINED 20 1360 0 0 -----

----- 16 1360 NUVEEN DIV ADV MUNI FD 3 COM SH BEN INT 67070X101 75 6800 SH DEFINED 9 0 0 6800  
----- 75 6800 NUVASIVE INC COM 670704105 750 15200 SH DEFINED 9 11010 0 4190 126 2552 SH  
DEFINED 20 2552 0 0 ----- 876 17752 NUVEEN QUALITY PFD INCOME FD COM 67071S101 26 4700  
SH DEFINED 9 4700 0 0 ----- 26 4700 NUVEEN QUALITY PFD INCOME FD COM 67072C105 34 5649  
SH DEFINED 20 5649 0 0 ----- 34 5649 NUVEEN FLOATING RATE INCOME COM 67072T108 19  
2500 SH DEFINED 9 2500 0 0 ----- 19 2500 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- NXSTAGE MEDICAL INC COM 67072V103 2 400 SH  
DEFINED 9 400 0 0 ----- 2 400 NUVEEN MULTI STRAT INC & GR COM 67073B106 22 3658 SH  
DEFINED 9 3658 0 0 6 985 SH DEFINED 20 985 0 0 ----- 28 4643 OGE ENERGY CORP COM  
670837103 68 2200 SH DEFINED 9 2200 0 0 108 3500 SH DEFINED 20 600 0 2900 ----- 176 5700  
NUVEEN MUN VALUE FD INC COM 670928100 68 7250 SH DEFINED 9 7250 0 0 1177 125077 SH DEFINED  
20 125077 0 0 ----- 1245 132327 NUVEEN SELECT QUALITY MUN FD COM 670973106 85 7500 SH  
DEFINED 9 1000 0 6500 80 7000 SH DEFINED 20 5900 1100 0 ----- 165 14500 NUVEEN QUALITY  
INCOME MUN FD COM 670977107 72 6600 SH DEFINED 9 0 0 6600 140 12803 SH DEFINED 20 5647 7156 0  
----- 211 19403 NUVEEN MICH QUALITY INCOME M COM 670979103 137 12933 SH DEFINED 20  
12933 0 0 ----- 137 12933 NUVEEN OHIO QUALITY INCOME M COM 670980101 351 30286 SH  
DEFINED 9 30286 0 0 ----- 351 30286 NUVEEN INSD MUN OPPORTUNITY COM 670984103 2 213  
SH DEFINED 9 213 0 0 320 30215 SH DEFINED 20 30215 0 0 ----- 323 30428 NUVEEN NY QUALITY  
INCM MUN F COM 670986108 5 523 SH DEFINED 9 0 0 523 ----- 5 523 FORM 13F SEC NO 28-539  
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- NUVEEN  
PREMIER MUN INCOME FD COM 670988104 74 7327 SH DEFINED 9 27 0 7300 ----- 74 7327  
NUVEEN NJ PREM INCOME MUN FD COM 67101N106 29 2646 SH DEFINED 20 96 2550 0 ----- 29  
2646 NUVEEN MICH PREM INCOME MUN COM 67101Q109 22 2075 SH DEFINED 20 2075 0 0 -----  
22 2075 NUVEEN INSD NY PREM INCOME F COM 67101R107 19 1701 SH DEFINED 9 1701 0 0 -----  
19 1701 OSI PHARMACEUTICALS INC COM 671040103 12 240 SH DEFINED 9 240 0 0 ----- 12 240  
OSI SYSTEMS INC COM 671044105 12 500 SH DEFINED 9 500 0 0 52 2200 SH DEFINED 20 2200 0 0 -----  
----- 63 2700 OYO GEOSPACE CORP COM 671074102 0 11 SH DEFINED 20 11 0 0 ----- 11  
OCCIDENTAL PETE CORP DEL COM 674599105 4423 62776 SH DEFINED 9 56168 125 6483 1658 23532 SH  
DEFINED 20 21932 0 1600 ----- 6080 86308 OCEANEERING INTL INC COM 675232102 557 10455 SH  
DEFINED 9 10455 0 0 160 3001 SH DEFINED 20 2909 92 0 ----- 717 13456 ODYSSEY MARINE  
EXPLORATION I COM 676118102 9 2000 SH DEFINED 9 2000 0 0 ----- 9 2000 ODYSSEY RE HLDGS  
CORP COM 67612W108 30 675 SH DEFINED 9 0 0 675 ----- 30 675 FORM 13F SEC NO 28-539 NAME  
OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE  
SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- OFFICEMAX INC DEL COM  
67622P101 6 624 SH DEFINED 9 0 0 624 ----- 6 624 OFFICE DEPOT INC COM 676220106 7 1208 SH  
DEFINED 9 1208 0 0 0 83 SH DEFINED 8 83 0 0 ----- 8 1291 OHIO VY BANC CORP COM 677719106  
53 2591 SH DEFINED 9 2591 0 0 ----- 53 2591 OIL SVC HOLDRS TR DEPOSTRY RCPT 678002106  
279 1900 SH DEFINED 20 1900 0 0 ----- 279 1900 OIL STS INTL INC COM 678026105 354 10018 SH  
DEFINED 9 8958 0 1060 21 580 SH DEFINED 20 580 0 0 ----- 375 10598 OLD DOMINION FGHT  
LINES INC COM 679580100 18 650 SH DEFINED 9 650 0 0 11 390 SH DEFINED 20 390 0 0 ----- 29  
1040 OLD NATL BANCORP IND COM 680033107 201 10048 SH DEFINED 9 8418 0 1630 1127 56305 SH  
DEFINED 20 56275 0 30 ----- 1328 66353 OLD REP INTL CORP COM 680223104 10 804 SH DEFINED  
9 84 0 720 37 2895 SH DEFINED 20 2895 0 0 ----- 47 3699 OLD SECOND BANCORP INC ILL COM

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680277100 292 15766 SH DEFINED 20 15766 0 0 ----- 292 15766 OLIN CORP COM PAR \$1 680665205  
 161 8302 SH DEFINED 9 6882 0 1420 19 980 SH DEFINED 20 980 0 0 ----- 180 9282 FORM 13F SEC  
 NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 -----  
 OLYMPIC STEEL INC COM 68162K106 68 2300 SH DEFINED 9 2300 0 0 ----- 68 2300 OMNICARE  
 INC COM 681904108 416 14454 SH DEFINED 9 12954 0 1500 163 5683 SH DEFINED 20 5659 0 24 -----  
 579 20137 OMNICOM GROUP INC NOTE 7 681919AT3 7199 79000 SH DEFINED 9 79000 0 0 -----  
 7199 79000 OMNICOM GROUP INC COM 681919106 10638 275894 SH DEFINED 9 268956 4800 2138 6976  
 180910 SH DEFINED 20 128674 280 51956 23 600 SH DEFINED 8 600 0 0 ----- 17637 457404  
 OMNICARE CAP TR II PFD B TR 4.00% 68214Q200 410 10250 SH DEFINED 20 10250 0 0 ----- 410  
 10250 ON SEMICONDUCTOR CORP NOTE 4 682189AE5 1746 19000 SH DEFINED 9 19000 0 0 -----  
 1746 19000 ON SEMICONDUCTOR CORP COM 682189105 28 4207 SH DEFINED 20 4207 0 0 ----- 28  
 4207 ONEOK PARTNERS LP UNIT LTD PARTN 68268N103 76 1500 SH DEFINED 9 1500 0 0 302 5950 SH  
 DEFINED 20 5950 0 0 18 350 SH DEFINED 8 350 0 0 ----- 396 7800 ONEOK INC NEW COM  
 682680103 29 841 SH DEFINED 9 0 0 841 3 90 SH DEFINED 20 90 0 0 ----- 32 931 ONYX  
 PHARMACEUTICALS INC COM 683399109 18 500 SH DEFINED 9 500 0 0 ----- 18 500 FORM 13F  
 SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 ----- ORACLE  
 CORP COM 68389X105 27016 1330157 SH DEFINED 9 1271328 3230 55599 10401 512102 SH DEFINED 20  
 509439 1155 1508 85 4161 SH DEFINED 8 4161 0 0 ----- 37501 1846420 ORANGE 21 INC COM  
 685317109 27 7812 SH DEFINED 20 7812 0 0 ----- 27 7812 O REILLY AUTOMOTIVE INC COM  
 686091109 426 15895 SH DEFINED 9 15032 0 863 590 22024 SH DEFINED 20 22024 0 0 ----- 1015  
 37919 ORIX CORP SPONSORED ADR 686330101 6 101 SH DEFINED 9 101 0 0 ----- 6 101 OSHKOSH  
 CORP COM 688239201 24 1789 SH DEFINED 9 200 0 1589 28 2155 SH DEFINED 20 2155 0 0 ----- 52  
 3944 OSTEOTECH INC COM 688582105 9 2000 SH DEFINED 9 2000 0 0 ----- 9 2000 OTTER TAIL  
 CORP COM 689648103 43 1400 SH DEFINED 20 1400 0 0 ----- 43 1400 OVERSEAS SHIPHOLDING  
 GROUP I COM 690368105 5 86 SH DEFINED 9 0 0 86 2 30 SH DEFINED 20 30 0 0 ----- 7 116 OWENS  
 & MINOR INC NEW COM 690732102 79 1631 SH DEFINED 9 1550 81 0 205 4221 SH DEFINED 20 4221 0 0  
 ----- 284 5852 OWENS CORNING NEW COM 690742101 21 897 SH DEFINED 9 0 0 897 2 95 SH  
 DEFINED 20 95 0 0 ----- 24 992 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DCRETN MANAGERS SOLE SHARED NONE -----  
 ----- OWENS CORNING NEW \*W EXP 10/30/2 690742127 0 47 SH  
 DEFINED 20 47 0 0 ----- 47 OWENS ILL INC COM NEW 690768403 596 20259 SH DEFINED 9 15071  
 0 5188 128 4350 SH DEFINED 20 4254 96 0 ----- 724 24609 PG&E CORP COM 69331C108 3609 96375  
 SH DEFINED 9 76162 1680 18533 1999 53389 SH DEFINED 20 53085 304 0 ----- 5609 149764 PHH  
 CORP COM NEW 693320202 1 50 SH DEFINED 20 50 0 0 ----- 1 50 PICO HLDGS INC COM NEW  
 693366205 22 609 SH DEFINED 9 609 0 0 ----- 22 609 PMC-SIERRA INC COM 69344F106 3 400 SH  
 DEFINED 9 400 0 0 ----- 3 400 PMI GROUP INC COM 69344M101 0 50 SH DEFINED 20 50 0 0 -----  
 ----- 50 PNC FINL SVCS GROUP INC COM 693475105 23322 312215 SH DEFINED 9 303952 6357 1906 1836  
 24578 SH DEFINED 20 24578 0 0 1 17 SH DEFINED 8 17 0 0 ----- 25160 336810 POSCO SPONSORED  
 ADR 693483109 20 216 SH DEFINED 9 216 0 0 28 296 SH DEFINED 20 296 0 0 ----- 48 512 PNM RES  
 INC COM 69349H107 5 450 SH DEFINED 20 450 0 0 ----- 5 450 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----

----- PPG INDS INC COM 693506107 4064 69689 SH  
 DEFINED 9 66089 0 3600 1100 18856 SH DEFINED 20 18256 0 600 ----- 5164 88545 PPL CORP COM  
 69351T106 555 14993 SH DEFINED 9 13373 0 1620 408 11016 SH DEFINED 20 8924 92 2000 ----- 963  
 26009 PVF CAPITAL CORP COM 693654105 40 9600 SH DEFINED 9 9600 0 0 ----- 40 9600 PACCAR  
 INC COM 693718108 140 3661 SH DEFINED 9 3253 0 408 15 392 SH DEFINED 20 392 0 0 ----- 155  
 4053 PACHOLDER HIGH YIELD FD INC COM 693742108 48 7478 SH DEFINED 9 7478 0 0 22 3459 SH  
 DEFINED 20 3050 0 409 ----- 71 10937 PACIFIC MERCANTILE BANCORP COM 694552100 24 3558  
 SH DEFINED 9 3558 0 0 ----- 24 3558 PACIFIC STATE BANCORP CA COM 694864109 2 275 SH  
 DEFINED 9 275 0 0 ----- 2 275 PACIFIC SUNWEAR CALIF INC COM 694873100 0 50 SH DEFINED 9  
 50 0 0 ----- 50 PACKAGING CORP AMER COM 695156109 31 1344 SH DEFINED 9 0 0 1344 35 1500  
 SH DEFINED 20 1500 0 0 ----- 66 2844 PACTIV CORP COM 695257105 237 9551 SH DEFINED 9 7737  
 0 1814 196 7891 SH DEFINED 20 7891 0 0 ----- 433 17442 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- PAIN THERAPEUTICS INC COM 69562K100 29 3000  
 SH DEFINED 20 3000 0 0 ----- 29 3000 PALL CORP COM 696429307 1437 41790 SH DEFINED 9  
 39471 0 2319 330 9587 SH DEFINED 20 9517 0 70 ----- 1767 51377 PALM HARBOR HOMES COM  
 696639103 3 300 SH DEFINED 20 300 0 0 ----- 3 300 PALM INC NEW COM 696643105 0 20 SH  
 DEFINED 20 20 0 0 ----- 20 PANERA BREAD CO CL A 69840W108 12 234 SH DEFINED 9 0 0 234 99  
 1950 SH DEFINED 20 1950 0 0 ----- 111 2184 PANTRY INC COM 698657103 1 70 SH DEFINED 9 70 0  
 0 ----- 1 70 PAPA JOHNS INTL INC COM 698813102 8 300 SH DEFINED 9 300 0 0 ----- 8 300  
 PAR PHARMACEUTICAL COS INC COM 69888P106 100 8133 SH DEFINED 9 6623 0 1510 10 830 SH  
 DEFINED 20 830 0 0 ----- 110 8963 PARAMETRIC TECHNOLOGY CORP COM NEW 699173209 15  
 800 SH DEFINED 20 800 0 0 ----- 15 800 PAREXEL INTL CORP COM 699462107 623 21748 SH  
 DEFINED 9 21748 0 0 859 29957 SH DEFINED 20 29957 0 0 ----- 1482 51705 FORM 13F SEC NO  
 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- PARK  
 NATL CORP COM 700658107 1088 13953 SH DEFINED 9 13953 0 0 ----- 1088 13953 PARKER  
 DRILLING CO COM 701081101 6 786 SH DEFINED 20 786 0 0 ----- 6 786 PARKER HANNIFIN CORP  
 COM 701094104 703 13261 SH DEFINED 9 11922 0 1339 848 15996 SH DEFINED 20 15996 0 0 -----  
 1551 29257 PARKWAY PPTYS INC COM 70159Q104 9 248 SH DEFINED 20 248 0 0 ----- 9 248  
 PATRIOT COAL CORP COM 70336T104 54 1866 SH DEFINED 9 1304 0 562 292 10054 SH DEFINED 20 10054  
 0 0 ----- 346 11920 PATTERSON COMPANIES INC COM 703395103 79 2584 SH DEFINED 9 2584 0 0  
 73 2400 SH DEFINED 20 2300 100 0 ----- 152 4984 PATTERSON UTI ENERGY INC COM 703481101  
 54 2717 SH DEFINED 9 1490 0 1227 20 985 SH DEFINED 20 985 0 0 ----- 74 3702 PAYCHEX INC  
 COM 704326107 2442 73931 SH DEFINED 9 73527 0 404 8931 270378 SH DEFINED 20 270018 360 0 -----  
 ----- 11373 344309 PEABODY ENERGY CORP COM 704549104 3337 74160 SH DEFINED 9 72312 0 1848  
 3853 85621 SH DEFINED 20 83541 800 1280 ----- 7190 159781 PEARSON PLC SPONSORED ADR  
 705015105 0 13 SH DEFINED 20 13 0 0 ----- 13 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- PENGROWTH ENERGY TR TR UNIT NEW 706902509 1 100  
 SH DEFINED 9 0 0 100 15 1000 SH DEFINED 20 1000 0 0 12 800 SH DEFINED 8 800 0 0 ----- 28 1900  
 PENN NATL GAMING INC COM 707569109 31 1171 SH DEFINED 9 0 0 1171 0 11 SH DEFINED 20 11 0 0  
 ----- 31 1182 PENN VA CORP COM 707882106 566 10585 SH DEFINED 9 5925 0 4660 87 1634 SH  
 DEFINED 20 1634 0 0 ----- 653 12219 PENN VA RESOURCES PARTNERS L COM 707884102 142  
 8600 SH DEFINED 9 4400 0 4200 ----- 142 8600 PENN WEST ENERGY TR TR UNIT 707885109 2 100

SH DEFINED 9 100 0 0 201 8325 SH DEFINED 20 8325 0 0 12 500 SH DEFINED 8 500 0 0 ----- 215  
 8925 PENNEY J C INC COM 708160106 403 12097 SH DEFINED 9 10643 0 1454 169 5071 SH DEFINED 20  
 5071 0 0 ----- 572 17168 PENNSYLVANIA RL ESTATE INVT SH BEN INT 709102107 11 600 SH  
 DEFINED 20 600 0 0 ----- 11 600 PENTAIR INC COM 709631105 128 3700 SH DEFINED 9 3700 0 0 48  
 1400 SH DEFINED 20 1400 0 0 ----- 176 5100 PEOPLES BANCORP INC COM 709789101 692 31800  
 SH DEFINED 9 31800 0 0 ----- 692 31800 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- PEOPLES CMNTY BANCORP INC COM 71086E107 1 419  
 SH DEFINED 9 419 0 0 ----- 1 419 PEOPLES UNITED FINANCIAL INC COM 712704105 15 787 SH  
 DEFINED 9 787 0 0 55 2882 SH DEFINED 20 2882 0 0 ----- 71 3669 PEP BOYS MANNY MOE & JACK  
 COM 713278109 1 100 SH DEFINED 9 100 0 0 ----- 1 100 PEP CO HOLDINGS INC COM 713291102  
 1394 60851 SH DEFINED 9 58223 0 2628 354 15431 SH DEFINED 20 14441 200 790 ----- 1748 76282  
 PEPSI BOTTLING GROUP INC COM 713409100 283 9688 SH DEFINED 9 9688 0 0 14 490 SH DEFINED 20 490  
 0 0 ----- 297 10178 PEPSIAMERICAS INC COM 71343P200 173 8373 SH DEFINED 9 6810 0 1563 22  
 1082 SH DEFINED 20 1082 0 0 ----- 196 9455 PEPSICO INC COM 713448108 75767 1063092 SH  
 DEFINED 9 1024931 13900 24261 31794 446106 SH DEFINED 20 386131 4200 55775 187 2622 SH DEFINED 8  
 2622 0 0 ----- 107748 1511820 PERKINELMER INC COM 714046109 985 39428 SH DEFINED 9 39428  
 0 0 191 7632 SH DEFINED 20 7427 205 0 ----- 1175 47060 PERMIAN BASIN RTY TR UNIT BEN INT  
 714236106 28 1200 SH DEFINED 9 1200 0 0 ----- 28 1200 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- PEROT SYS CORP CL A 714265105 204 11759 SH  
 DEFINED 9 9559 0 2200 56 3200 SH DEFINED 20 3200 0 0 ----- 260 14959 PERRIGO CO COM  
 714290103 6943 180525 SH DEFINED 20 180525 0 0 ----- 6943 180525 P T TELEKOMUNIKASI  
 INDONESIA SPONSORED ADR 715684106 44 1476 SH DEFINED 9 1476 0 0 46 1540 SH DEFINED 20 1540 0 0  
 ----- 90 3016 PETRO-CDA COM 71644E102 26 788 SH DEFINED 9 788 0 0 37 1101 SH DEFINED 20  
 1101 0 0 17 500 SH DEFINED 8 500 0 0 ----- 80 2389 PETROCHINA CO LTD SPONSORED ADR  
 71646E100 57 550 SH DEFINED 9 550 0 0 ----- 57 550 PETROBRAS ENERGIA PARTCPTNS SP ADR  
 B SHS 71646M102 4 415 SH DEFINED 20 415 0 0 ----- 4 415 PETROHAWK ENERGY CORP COM  
 716495106 5 223 SH DEFINED 9 223 0 0 26 1200 SH DEFINED 20 1200 0 0 ----- 31 1423 PETROLEO  
 BRASILEIRO SA PETRO SP ADR NON VTG 71654V101 530 14176 SH DEFINED 9 14176 0 0 406 10860 SH  
 DEFINED 20 10860 0 0 ----- 937 25036 PETROLEO BRASILEIRO SA PETRO SPONSORED ADR  
 71654V408 106 2403 SH DEFINED 9 2333 0 70 1239 28183 SH DEFINED 20 27962 221 0 7 158 SH DEFINED 8  
 158 0 0 ----- 1351 30744 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
 THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- PETROLEUM & RES CORP COM 716549100 4 133 SH DEFINED 9 133 0 0 61  
 2083 SH DEFINED 20 2083 0 0 ----- 65 2216 PETROLEUM DEV CORP COM 716578109 67 1500 SH  
 DEFINED 20 1500 0 0 ----- 67 1500 PETSMAINT INC COM 716768106 268 10862 SH DEFINED 9 10862  
 0 0 13 540 SH DEFINED 20 540 0 0 ----- 282 11402 PFIZER INC COM 717081103 35289 1913708 SH  
 DEFINED 9 1825077 26543 62088 38815 2104959 SH DEFINED 20 2000148 640 104171 34 1830 SH DEFINED 8  
 1830 0 0 ----- 74138 4020497 PHARMACEUTICAL HLDRS TR DEPOSITRY RCPT 71712A206 7 100  
 SH DEFINED 20 100 0 0 ----- 7 100 PHARMACEUTICAL PROD DEV INC COM 717124101 1471  
 35585 SH DEFINED 9 29083 0 6502 1014 24525 SH DEFINED 20 24427 98 0 ----- 2486 60110  
 PHARMERICA CORP COM 71714F104 3 112 SH DEFINED 9 34 0 78 41 1812 SH DEFINED 20 1812 0 0 -----  
 ----- 43 1924 PHASE FORWARD INC COM 71721R406 882 42170 SH DEFINED 9 27065 0 15105 112 5362 SH  
 DEFINED 20 5362 0 0 ----- 994 47532 PHILIP MORRIS INTL INC COM 718172109 16670 346568 SH

DEFINED 9 310492 12095 23981 45604 948100 SH DEFINED 20 639316 758 308026 30 627 SH DEFINED 8 627  
0 0 ----- 62304 1295295 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN  
MANAGERS SOLE SHARED NONE -----  
----- PHILIPPINE LONG DISTANCE TEL SPONSORED ADR 718252604 4 77 SH  
DEFINED 9 77 0 0 ----- 4 77 PHILLIPS VAN HEUSEN CORP COM 718592108 499 13161 SH DEFINED  
9 10133 0 3028 371 9797 SH DEFINED 20 9733 0 64 ----- 870 22958 PHOENIX COS INC NEW COM  
71902E109 1 137 SH DEFINED 20 137 0 0 ----- 1 137 PIEDMONT NAT GAS INC COM 720186105 201  
6292 SH DEFINED 9 6292 0 0 105 3280 SH DEFINED 20 3280 0 0 ----- 306 9572 PIMCO MUNICIPAL  
INCOME FD COM 72200R107 317 23320 SH DEFINED 20 23320 0 0 ----- 317 23320 PIMCO  
CORPORATE INCOME FD COM 72200U100 141 15000 SH DEFINED 9 15000 0 0 ----- 141 15000  
PIMCO MUN INCOME FD II COM 72200W106 208 18405 SH DEFINED 9 18088 0 317 103 9124 SH DEFINED  
20 9124 0 0 ----- 311 27529 PIMCO STRATEGIC GBL GOV FD I COM 72200X104 5 500 SH DEFINED  
9 500 0 0 ----- 5 500 PIMCO MUN INCOME FD III COM 72201A103 112 10016 SH DEFINED 20 10016  
0 0 ----- 112 10016 PIMCO GLOBAL STOCKSPLS INCM COM 722011103 111 7700 SH DEFINED 20  
7700 0 0 ----- 111 7700 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN  
MANAGERS SOLE SHARED NONE -----  
----- PIMCO HIGH INCOME FD COM SHS 722014107 76 8854 SH DEFINED 9 6854 0  
2000 17 2000 SH DEFINED 20 2000 0 0 ----- 93 10854 PINNACLE WEST CAP CORP COM 723484101  
24 689 SH DEFINED 9 689 0 0 89 2597 SH DEFINED 20 1997 0 600 ----- 113 3286 PIONEER  
DRILLING CO COM 723655106 35 2597 SH DEFINED 9 2597 0 0 ----- 35 2597 PIONEER MUN HIGH  
INC ADV TR COM 723762100 41 4000 SH DEFINED 9 4000 0 0 ----- 41 4000 PIONEER NAT RES CO  
NOTE 2.875% 1 723787AH0 4426 42000 SH DEFINED 9 42000 0 0 ----- 4426 42000 PIONEER NAT  
RES CO COM 723787107 591 11297 SH DEFINED 9 11297 0 0 475 9095 SH DEFINED 20 9095 0 0 -----  
1066 20392 PIPER JAFFRAY COS COM 724078100 143 3303 SH DEFINED 9 3303 0 0 21 488 SH DEFINED 20  
488 0 0 ----- 164 3791 PITNEY BOWES INC COM 724479100 5415 162797 SH DEFINED 9 139154 5829  
17814 8158 245284 SH DEFINED 20 244462 246 576 ----- 13573 408081 PLAINS ALL AMERN  
PIPELINE L UNIT LTD PARTN 726503105 106 2688 SH DEFINED 20 2688 0 0 ----- 106 2688 PLAINS  
EXPL& PRODTN CO COM 726505100 20 583 SH DEFINED 9 0 0 583 4 100 SH DEFINED 20 100 0 0 17 474 SH  
DEFINED 8 474 0 0 ----- 41 1157 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
DCRETN MANAGERS SOLE SHARED NONE -----  
----- PLANTRONICS INC NEW COM 727493108 34 1500 SH DEFINED 9  
1500 0 0 ----- 34 1500 PLEXUS CORP COM 729132100 87 4216 SH DEFINED 9 4216 0 0 36 1739 SH  
DEFINED 20 1739 0 0 ----- 123 5955 PLUM CREEK TIMBER CO INC COM 729251108 400 8024 SH  
DEFINED 9 7325 0 699 1851 37123 SH DEFINED 20 37062 0 61 ----- 2251 45147 POLARIS INDS INC  
COM 731068102 33 720 SH DEFINED 20 720 0 0 ----- 33 720 POLO RALPH LAUREN CORP CL A  
731572103 72 1079 SH DEFINED 9 1079 0 0 445 6677 SH DEFINED 20 6677 0 0 ----- 517 7756  
POLYCOM INC COM 73172K104 487 21044 SH DEFINED 9 12324 0 8720 82 3554 SH DEFINED 20 3554 0 0  
----- 569 24598 POLYPORE INTL INC COM 73179V103 1112 51678 SH DEFINED 9 33188 0 18490 151  
7041 SH DEFINED 20 7041 0 0 ----- 1263 58719 POMEROY IT SOLUTIONS INC COM 731822102 55  
12167 SH DEFINED 20 8167 0 4000 ----- 55 12167 POPULAR INC COM 733174106 116 14016 SH  
DEFINED 9 14016 0 0 7 825 SH DEFINED 20 825 0 0 ----- 123 14841 PORTEC RAIL PRODS INC COM  
736212101 18 2125 SH DEFINED 9 2125 0 0 ----- 18 2125 FORM 13F SEC NO 28-539 NAME OF  
REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----

----- PORTFOLIO RECOVERY ASSOCS IN COM  
73640Q105 221 4554 SH DEFINED 9 4554 0 0 60 1232 SH DEFINED 20 1232 0 0 ----- 281 5786  
PORTLAND GEN ELEC CO COM NEW 736508847 28 1175 SH DEFINED 9 1175 0 0 ----- 28 1175  
POST PPTYS INC COM 737464107 9 307 SH DEFINED 9 307 0 0 ----- 9 307 POTASH CORP SASK  
INC COM 73755L107 564 4272 SH DEFINED 9 4272 0 0 43 323 SH DEFINED 20 323 0 0 ----- 607 4595  
POTLATCH CORP NEW COM 737630103 30 642 SH DEFINED 9 642 0 0 70 1500 SH DEFINED 20 1500 0 0  
----- 99 2142 POWER INTEGRATIONS INC COM 739276103 29 1194 SH DEFINED 9 1194 0 0 31 1284  
SH DEFINED 20 1284 0 0 ----- 60 2478 POWERSHARES QQQ TRUST UNIT SER 1 73935A104 17 430  
SH DEFINED 9 430 0 0 890 22868 SH DEFINED 20 22868 0 0 ----- 907 23298 POWERSHARES DB  
CMDTY IDX TRA UNIT BEN INT 73935S105 8182 241433 SH DEFINED 9 239689 0 1744 2046 60380 SH  
DEFINED 20 59032 0 1348 9 261 SH DEFINED 8 261 0 0 ----- 10237 302074 POWERSHARES ETF  
TRUST PRVT EQTY PORT 73935X195 394 24199 SH DEFINED 9 24199 0 0 538 33026 SH DEFINED 20 33026 0  
0 ----- 932 57225 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
MANAGERS SOLE SHARED NONE -----  
----- POWERSHARES ETF TRUST CLEANTECH PORT 73935X278 42 1650 SH  
DEFINED 9 1650 0 0 ----- 42 1650 POWERSHARES ETF TRUST HLTHCR SVC POR 73935X328 1 56  
SH DEFINED 8 56 0 0 ----- 1 56 POWERSHARES ETF TRUST HLTHCR SEC POR 73935X351 4 153  
SH DEFINED 8 153 0 0 ----- 4 153 POWERSHARES ETF TRUST INDL SECT PORT 73935X369 2 62  
SH DEFINED 8 62 0 0 ----- 2 62 POWERSHARES ETF TRUST WNDRHLL CLN EN 73935X500 41  
2750 SH DEFINED 9 1500 0 1250 74 4983 SH DEFINED 20 4883 0 100 ----- 115 7733 POWERSHARES  
ETF TRUST FTSE RAFI INDS 73935X534 2 33 SH DEFINED 8 33 0 0 ----- 2 33 POWERSHARES ETF  
TRUST WATER RESOURCE 73935X575 48 2600 SH DEFINED 9 100 0 2500 41 2250 SH DEFINED 20 2250 0 0  
----- 89 4850 POWERSHARES ETF TRUST FTSE RAFI 1000 73935X583 246 5427 SH DEFINED 20  
5427 0 0 14 318 SH DEFINED 8 318 0 0 ----- 261 5745 POWERSHARES ETF TRUST DYNM LRG CP  
GR 73935X609 10 655 SH DEFINED 20 655 0 0 ----- 10 655 POWERSHARES ETF TRUST DYN INS  
PTF 73935X641 1 63 SH DEFINED 8 63 0 0 ----- 1 63 POWERSHARES ETF TRUST DYN SEMCT  
PORT 73935X781 5 394 SH DEFINED 8 394 0 0 ----- 5 394 FORM 13F SEC NO 28-539 NAME OF  
REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- POWERSHARES ETF TRUST DYN PHRMA PORT  
73935X799 2 122 SH DEFINED 8 122 0 0 ----- 2 122 POWERSHARES ETF TRUST DYN MEDIA PORT  
73935X823 1 103 SH DEFINED 8 103 0 0 ----- 1 103 POWERSHARES DB MULTI SECT COMM DB PREC  
MTLS 73936B200 4 143 SH DEFINED 20 143 0 0 ----- 4 143 POWERSHARES DB MULTI SECT COMM DB  
AGRICULT FD 73936B408 278 9200 SH DEFINED 9 9200 0 0 46 1530 SH DEFINED 20 1530 0 0 8 269 SH  
DEFINED 8 269 0 0 ----- 332 10999 POWERSHARES DB MULTI SECT COMM DB BASE METALS  
73936B705 3 136 SH DEFINED 8 136 0 0 ----- 3 136 POWERSHARES GLOBAL ETF FD S&P 500  
BUYWRT 73936G308 23 1000 SH DEFINED 20 1000 0 0 ----- 23 1000 POWERSHARES GLOBAL ETF  
TRUST GBL CLEAN ENER 73936T615 12 615 SH DEFINED 9 615 0 0 2 100 SH DEFINED 20 100 0 0 -----  
----- 14 715 PRAXAIR INC COM 74005P104 22646 315660 SH DEFINED 9 291463 7775 16422 17311 241308  
SH DEFINED 20 210166 1350 29792 11 154 SH DEFINED 8 154 0 0 ----- 39968 557122 PRECISION  
CASTPARTS CORP COM 740189105 841 10680 SH DEFINED 9 9594 0 1086 301 3819 SH DEFINED 20 3762 57  
0 ----- 1142 14499 PRECISION DRILLING TR TR UNIT 740215108 1 61 SH DEFINED 9 61 0 0 352  
21228 SH DEFINED 20 21228 0 0 ----- 353 21289 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- PRESIDENTIAL RLTY CORP NEW CL B 741004204 4 900  
SH DEFINED 20 900 0 0 ----- 4 900 PRESTIGE BRANDS HLDGS INC COM 74112D101 199 22358 SH



DEFINED 9 22358 0 0 279 31448 SH DEFINED 20 31448 0 0 ----- 478 53806 PRICE T ROWE GROUP  
 INC COM 74144T108 9957 185392 SH DEFINED 9 179877 0 5515 2094 38995 SH DEFINED 20 37703 92 1200  
 ----- 12052 224387 PRICESMART INC COM 741511109 89 5308 SH DEFINED 9 5027 281 0 244 14549  
 SH DEFINED 20 14549 0 0 ----- 332 19857 PRIDE INTL INC DEL COM 74153Q102 10 350 SH  
 DEFINED 9 350 0 0 6 200 SH DEFINED 20 200 0 0 ----- 16 550 PRINCETON NATL BANCORP INC  
 COM 742282106 5 200 SH DEFINED 9 200 0 0 ----- 5 200 PRINCIPAL FINANCIAL GROUP IN COM  
 74251V102 575 13214 SH DEFINED 9 4435 0 8779 15 338 SH DEFINED 20 338 0 0 ----- 589 13552  
 PROASSURANCE CORP COM 74267C106 276 4924 SH DEFINED 9 1616 0 3308 29 510 SH DEFINED 20 510 0  
 0 ----- 304 5434 PROCTER & GAMBLE CO COM 742718109 667998 9585280 SH DEFINED 9 8875614  
 154358 555308 86715 1244300 SH DEFINED 20 1117269 3360 123671 244 3498 SH DEFINED 8 3498 0 0 -----  
 ----- 754957 10833078 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- PRIVATEBANCORP INC COM 742962103 4 100 SH DEFINED 20 100 0 0 -----  
 ----- 4 100 PROGENICS PHARMACEUTICALS IN COM 743187106 11 810 SH DEFINED 9 0 0 810 -----  
 ----- 11 810 PROGRESS ENERGY INC COM 743263105 3536 81986 SH DEFINED 9 78277 2379 1330 3456  
 80139 SH DEFINED 20 64623 0 15516 12 288 SH DEFINED 8 288 0 0 ----- 7005 162413 PROGRESS  
 SOFTWARE CORP COM 743312100 21 818 SH DEFINED 9 818 0 0 8 295 SH DEFINED 20 295 0 0 -----  
 29 1113 PROGRESSIVE CORP OHIO COM 743315103 71 4072 SH DEFINED 9 2203 0 1869 166 9512 SH  
 DEFINED 20 9512 0 0 ----- 236 13584 PROLOGIS NOTE 1.875%11 743410AR3 5231 75000 SH  
 DEFINED 9 75000 0 0 ----- 5231 75000 PROLOGIS SH BEN INT 743410102 385 9332 SH DEFINED 9  
 5815 0 3517 736 17823 SH DEFINED 20 17823 0 0 ----- 1121 27155 PROSHARES TR ULTRA S&P 500  
 74347R107 686 13940 SH DEFINED 20 13940 0 0 ----- 686 13940 PROSHARES TR ULTR SHRT MSCI  
 74347R354 2 20 SH DEFINED 20 20 0 0 ----- 2 20 PROSHARES TR SHORT S&P 500 74347R503 22 300  
 SH DEFINED 20 300 0 0 ----- 22 300 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- PROSHARES TR REAL EST PRO 74347R552 2 25 SH DEFINED 20 25  
 0 0 ----- 2 25 PROSPECT CAPITAL CORPORATION COM 74348T102 19 1500 SH DEFINED 8 1500 0  
 0 ----- 19 1500 PROTECTIVE LIFE CORP COM 743674103 509 17864 SH DEFINED 9 17864 0 0 254  
 8908 SH DEFINED 20 8908 0 0 ----- 763 26772 PROVIDENT BANKSHARES CORP COM 743859100  
 16 1675 SH DEFINED 9 1675 0 0 ----- 16 1675 PROVIDENT ENERGY TR TR UNIT 74386K104 41 4600  
 SH DEFINED 9 4600 0 0 13 1500 SH DEFINED 8 1500 0 0 ----- 55 6100 PROVIDENT FINL HLDGS  
 INC COM 743868101 44 4956 SH DEFINED 9 4956 0 0 ----- 44 4956 PRUDENTIAL FINL INC COM  
 744320102 4693 65177 SH DEFINED 9 59726 1212 4239 3381 46955 SH DEFINED 20 46492 60 403 -----  
 8074 112132 PRUDENTIAL PLC ADR 74435K204 3 171 SH DEFINED 9 171 0 0 0 9 SH DEFINED 20 9 0 0  
 ----- 3 180 PSYCHIATRIC SOLUTIONS INC COM 74439H108 628 16558 SH DEFINED 9 10040 0 6518  
 113 2965 SH DEFINED 20 2965 0 0 ----- 741 19523 PUBLIC SVC ENTERPRISE GROUP COM  
 744573106 288 8781 SH DEFINED 9 6319 0 2462 423 12912 SH DEFINED 20 9652 200 3060 ----- 711  
 21693 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 PUBLIC STORAGE COM 74460D109 282 2853 SH DEFINED 9 2423 0 430 261 2632 SH DEFINED 20 2632 0 0  
 ----- 543 5485 PUBLIC STORAGE COM A DP1/1000 74460D729 19 730 SH DEFINED 20 730 0 0 -----  
 ----- 19 730 PUGET ENERGY INC NEW COM 745310102 180 6729 SH DEFINED 9 6729 0 0 114 4274 SH  
 DEFINED 20 3274 0 1000 ----- 294 11003 PULTE HOMES INC COM 745867101 182 13003 SH  
 DEFINED 9 13003 0 0 169 12117 SH DEFINED 20 12117 0 0 ----- 351 25120 PUTMAN HIGH INCOME  
 SEC FUND SHS BEN INT 746779107 13 2224 SH DEFINED 20 2224 0 0 ----- 13 2224 PUTNAM

MANAGED MUN INCOM TR COM 746823103 40 6065 SH DEFINED 9 5147 0 918 39 5990 SH DEFINED 20 5990 0 0 ----- 79 12055 PUTNAM PREMIER INCOME TR SH BEN INT 746853100 29 5410 SH DEFINED 9 5410 0 0 ----- 29 5410 PUTNAM MASTER INTER INCOME T SH BEN INT 746909100 12 2219 SH DEFINED 20 2219 0 0 ----- 12 2219 PUTNAM MUN OPPORTUNITIES TR SH BEN INT 746922103 0 22 SH DEFINED 9 22 0 0 41 4000 SH DEFINED 20 4000 0 0 ----- 42 4022 QLOGIC CORP COM 747277101 62 4018 SH DEFINED 9 3144 0 874 ----- 62 4018 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- QUALCOMM INC COM 747525103 9260 215488 SH DEFINED 9 195737 175 19576 6510 151497 SH DEFINED 20 94897 0 56600 7 152 SH DEFINED 8 152 0 0 ----- 15776 367137 QUALITY SYS INC COM 747582104 125 2957 SH DEFINED 9 2957 0 0 13 312 SH DEFINED 20 312 0 0 ----- 138 3269 QUANTA SVCS INC COM 74762E102 70 2601 SH DEFINED 9 300 0 2301 9 350 SH DEFINED 20 350 0 0 ----- 80 2951 QUANTUM FUEL SYS TECH WORLDW COM 74765E109 5 4145 SH DEFINED 20 4145 0 0 ----- 5 4145 QUEST DIAGNOSTICS INC COM 74834L100 184 3565 SH DEFINED 9 3565 0 0 81 1565 SH DEFINED 20 1565 0 0 ----- 265 5130 QUESTAR CORP COM 748356102 14908 364323 SH DEFINED 9 341260 0 23063 4872 119062 SH DEFINED 20 117302 600 1160 8 200 SH DEFINED 8 200 0 0 ----- 19788 483585 QWEST COMMUNICATIONS INTL IN COM 749121109 2902 898352 SH DEFINED 9 718593 15010 164749 1750 541717 SH DEFINED 20 537875 2674 1168 ----- 4651 1440069 RAIT FINANCIAL TRUST COM 749227104 8 1520 SH DEFINED 9 1520 0 0 ----- 8 1520 RCM TECHNOLOGIES INC COM NEW 749360400 2 1000 SH DEFINED 20 1000 0 0 ----- 2 1000 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- R H DONNELLEY CORP COM NEW 74955W307 0 40 SH DEFINED 9 40 0 0 ----- 40 RMR ASIA REAL ESTATE FUND COM BENE INTER 74964Q101 4 500 SH DEFINED 20 500 0 0 ----- 4 500 RPC INC COM 749660106 18 1300 SH DEFINED 9 1300 0 0 ----- 18 1300 RPM INTL INC COM 749685103 934 48302 SH DEFINED 9 28302 20000 0 54 2815 SH DEFINED 20 2515 300 0 ----- 989 51117 RF MICRODEVICES INC COM 749941100 2 730 SH DEFINED 9 730 0 0 0 96 SH DEFINED 20 96 0 0 ----- 2 826 RADIANT SYSTEMS INC COM 75025N102 0 45 SH DEFINED 20 45 0 0 ----- 45 RADIOSHACK CORP COM 750438103 5 290 SH DEFINED 9 290 0 0 ----- 5 290 RAMBUS INC DEL COM 750917106 36 2787 SH DEFINED 9 1500 0 1287 ----- 36 2787 RANGE RES CORP COM 75281A109 496 11564 SH DEFINED 9 10907 0 657 128 2992 SH DEFINED 20 2902 90 0 ----- 624 14556 RAYMOND JAMES FINANCIAL INC COM 754730109 498 15093 SH DEFINED 9 13701 0 1392 497 15068 SH DEFINED 20 15068 0 0 ----- 995 30161 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- RAYONIER INC COM 754907103 74 1559 SH DEFINED 9 135 0 1424 320 6762 SH DEFINED 20 6513 0 249 ----- 394 8321 RAYTHEON CO \*W EXP 06/16/2 755111119 2 113 SH DEFINED 9 113 0 0 ----- 2 113 RAYTHEON CO COM NEW 755111507 3851 71973 SH DEFINED 9 68975 1026 1972 3511 65616 SH DEFINED 20 65456 0 160 18 339 SH DEFINED 8 339 0 0 ----- 7381 137928 REALNETWORKS INC COM 75605L104 4 800 SH DEFINED 20 800 0 0 ----- 4 800 REALTY INCOME CORP COM 756109104 235 9161 SH DEFINED 9 9161 0 0 12 460 SH DEFINED 20 460 0 0 ----- 246 9621 REAVES UTIL INCOME FD COM SH BEN INT 756158101 30 1805 SH DEFINED 20 1805 0 0 ----- 30 1805 RED HAT INC COM 756577102 8 500 SH DEFINED 9 500 0 0 ----- 8 500 RED ROBIN GOURMET BURGERS IN COM 75689M101 24 900 SH DEFINED 9 900 0 0 0 8 SH DEFINED 20 8 0 0 ----- 24 908 REDWOOD TR INC COM 758075402 2 100 SH DEFINED 20 100 0 0 ----- 2 100 REED ELSEVIER N V SPONS ADR NEW 758204200 3 89 SH DEFINED 9 89 0 0 0 8 SH DEFINED 20 8 0 0 ----- 3 97 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH

THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- REGAL BELOIT CORP COM 758750103 19 450 SH DEFINED 9 450 0 0 -----  
 ----- 19 450 REGAL ENTMT GROUP CL A 758766109 43 2727 SH DEFINED 9 1138 0 1589 27 1708 SH  
 DEFINED 20 1708 0 0 ----- 70 4435 REGIS CORP MINN COM 758932107 23 854 SH DEFINED 9 854 0  
 0 ----- 23 854 REGIONAL BK HOLDRS TR DEPOSITRY RCPT 75902E100 11 100 SH DEFINED 9 100  
 0 0 ----- 11 100 REGIONS FINANCIAL CORP NEW COM 7591EP100 124 12954 SH DEFINED 9 12754  
 0 200 79 8226 SH DEFINED 20 7951 0 275 ----- 203 21180 REINSURANCE GROUP AMER INC PFD  
 TR INC EQ 759351307 20 335 SH DEFINED 9 335 0 0 ----- 20 335 RELIANT ENERGY INC COM  
 75952B105 36 4946 SH DEFINED 20 4946 0 0 ----- 36 4946 RENASANT CORP COM 75970E107 219  
 10085 SH DEFINED 9 8207 0 1878 22 1028 SH DEFINED 20 1028 0 0 ----- 241 11113 REPSOL YPF S A  
 SPONSORED ADR 76026T205 6 212 SH DEFINED 20 212 0 0 ----- 6 212 REPUBLIC BANCORP KY  
 CL A 760281204 18 606 SH DEFINED 20 606 0 0 ----- 18 606 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- REPUBLIC SVCS INC COM 760759100 851 28373 SH  
 DEFINED 9 27170 0 1203 682 22764 SH DEFINED 20 22764 0 0 ----- 1533 51137 RES-CARE INC COM  
 760943100 27 1487 SH DEFINED 9 1487 0 0 ----- 27 1487 RESEARCH IN MOTION LTD COM  
 760975102 560 8194 SH DEFINED 9 7979 0 215 111 1630 SH DEFINED 20 1630 0 0 ----- 671 9824  
 RESMED INC COM 761152107 84 1950 SH DEFINED 9 1500 0 450 20 460 SH DEFINED 20 460 0 0 -----  
 ----- 104 2410 RESOURCES CONNECTION INC COM 76122Q105 49 2172 SH DEFINED 9 2172 0 0 52 2314  
 SH DEFINED 20 2314 0 0 ----- 101 4486 REX ENERGY CORPORATION COM 761565100 17 1100 SH  
 DEFINED 9 1100 0 0 ----- 17 1100 REYNOLDS AMERICAN INC COM 761713106 370 7617 SH  
 DEFINED 9 6267 0 1350 359 7380 SH DEFINED 20 7380 0 0 ----- 729 14997 RIO TINTO PLC  
 SPONSORED ADR 767204100 963 3859 SH DEFINED 9 1959 0 1900 320 1283 SH DEFINED 20 1283 0 0 -----  
 ----- 1283 5142 RITCHIE BROS AUCTIONEERS COM 767744105 23 964 SH DEFINED 9 964 0 0 23 987 SH  
 DEFINED 20 987 0 0 ----- 46 1951 RITE AID CORP COM 767754104 2 2000 SH DEFINED 9 2000 0 0  
 ----- 2 2000 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- RIVUS BOND FUND COM 769667106 23 1637 SH DEFINED 9 1637 0 0 -----  
 ----- 23 1637 ROBERT HALF INTL INC COM 770323103 27 1106 SH DEFINED 9 752 0 354 ----- 27  
 1106 ROCK-TENN CO CL A 772739207 636 15896 SH DEFINED 9 9046 0 6850 107 2684 SH DEFINED 20 2684  
 0 0 ----- 743 18580 ROCKWELL AUTOMATION INC COM 773903109 1014 27161 SH DEFINED 9  
 26496 0 665 756 20242 SH DEFINED 20 19442 0 800 ----- 1770 47403 ROCKWELL COLLINS INC  
 COM 774341101 81 1682 SH DEFINED 9 1682 0 0 865 17984 SH DEFINED 20 17184 0 800 ----- 946  
 19666 ROCKWOOD HLDGS INC COM 774415103 21 800 SH DEFINED 9 800 0 0 ----- 21 800 ROHM  
 & HAAS CO COM 775371107 1039 14857 SH DEFINED 9 14857 0 0 196 2800 SH DEFINED 20 2800 0 0 -----  
 ----- 1235 17657 ROLLINS INC COM 775711104 54 2837 SH DEFINED 9 2837 0 0 58 3041 SH DEFINED 20  
 3041 0 0 ----- 112 5878 ROPER INDS INC NEW COM 776696106 3193 56053 SH DEFINED 9 51147 0  
 4906 1343 23586 SH DEFINED 20 23296 0 290 ----- 4536 79639 ROSETTA RESOURCES INC COM  
 77779307 281 15323 SH DEFINED 9 12673 0 2650 28 1502 SH DEFINED 20 1502 0 0 ----- 309 16825  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 ----- ROSS STORES INC COM 778296103 29 795 SH DEFINED 9 102 0 693 ----- 29 795 ROWAN COS INC  
 COM 779382100 8 255 SH DEFINED 9 255 0 0 ----- 8 255 ROYAL BK CDA MONTREAL QUE COM

780087102 821 17095 SH DEFINED 9 17095 0 0 ----- 821 17095 ROYAL BK SCOTLAND GROUP PLC  
 SP ADR PEF S 780097739 5 600 SH DEFINED 20 600 0 0 ----- 5 600 ROYAL BK SCOTLAND  
 GROUP PLC ADR PFD SER P 780097762 4 500 SH DEFINED 9 500 0 0 17 2000 SH DEFINED 20 2000 0 0  
 ----- 21 2500 ROYAL BK SCOTLAND GROUP PLC SP ADR PEF M 780097796 9 1000 SH DEFINED  
 9 1000 0 0 2 200 SH DEFINED 20 200 0 0 ----- 11 1200 ROYAL BK SCOTLAND GROUP PLC SPON  
 ADR SER H 780097879 8 800 SH DEFINED 9 800 0 0 ----- 8 800 ROYAL DUTCH SHELL PLC SPON  
 ADR B 780259107 242 4244 SH DEFINED 9 4244 0 0 200 3506 SH DEFINED 20 3506 0 0 ----- 442 7750  
 ROYAL DUTCH SHELL PLC SPONS ADR A 780259206 11550 195732 SH DEFINED 9 182459 10900 2373  
 19260 326384 SH DEFINED 20 325003 0 1381 ----- 30810 522116 ROYAL GOLD INC COM 780287108  
 17 475 SH DEFINED 9 475 0 0 4 100 SH DEFINED 20 100 0 0 ----- 21 575 FORM 13F SEC NO 28-539  
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE

-----  
 RUBICON TECHNOLOGY INC COM 78112T107 1 100 SH DEFINED 20 100 0 0 ----- 1 100 RUDOLPH  
 TECHNOLOGIES INC COM 781270103 8 934 SH DEFINED 9 934 0 0 8 1001 SH DEFINED 20 1001 0 0 -----  
 ----- 16 1935 RUTHS HOSPITALITY GROUP INC COM 783332109 1 300 SH DEFINED 9 300 0 0 -----  
 ----- 1 300 RYDER SYS INC COM 783549108 27 428 SH DEFINED 9 128 0 300 6 100 SH DEFINED 20 100 0 0  
 ----- 33 528 RYDEX ETF TRUST S&P 500 EQ TRD 78355W106 11 300 SH DEFINED 9 300 0 0 34 894  
 SH DEFINED 20 894 0 0 ----- 45 1194 S&P 500 COVERED CALL FD INC COM 78381P109 1 100 SH  
 DEFINED 9 100 0 0 ----- 1 100 SAIC INC COM 78390X101 286 14127 SH DEFINED 9 12635 0 1492 65  
 3196 SH DEFINED 20 3098 98 0 ----- 350 17323 SEI INVESTMENTS CO COM 784117103 293 13179  
 SH DEFINED 9 11986 0 1193 64 2900 SH DEFINED 20 2900 0 0 ----- 357 16079 SK TELECOM LTD  
 SPONSORED ADR 78440P108 30 1575 SH DEFINED 9 1575 0 0 2 106 SH DEFINED 20 106 0 0 ----- 32  
 1681 SLM CORP COM 78442P106 45 3643 SH DEFINED 9 3643 0 0 ----- 45 3643 FORM 13F SEC NO  
 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE

----- SPDR TR  
 UNIT SER 1 78462F103 14952 128905 SH DEFINED 9 94531 0 34374 19125 164882 SH DEFINED 20 162436 500  
 1946 ----- 34076 293787 SPSS INC COM 78462K102 7 225 SH DEFINED 20 225 0 0 ----- 7 225  
 S1 CORPORATION COM 78463B101 1 200 SH DEFINED 20 200 0 0 ----- 1 200 SPDR GOLD TRUST  
 GOLD SHS 78463V107 7410 87109 SH DEFINED 9 86479 291 339 9389 110373 SH DEFINED 20 109634 200 539  
 38 444 SH DEFINED 8 444 0 0 ----- 16838 197926 SPDR INDEX SHS FDS MIDEAST AFRICA  
 78463X806 3 49 SH DEFINED 20 49 0 0 ----- 3 49 SPDR INDEX SHS FDS DJWS INTL REAL  
 78463X863 749 19636 SH DEFINED 9 18432 480 724 2426 63560 SH DEFINED 20 63162 0 398 -----  
 3175 83196 SPX CORP COM 784635104 2783 36147 SH DEFINED 9 36095 0 52 6147 79827 SH DEFINED 20  
 79547 80 200 ----- 8930 115974 SPDR SERIES TRUST DJWS SCAP GR 78464A201 26 324 SH  
 DEFINED 9 324 0 0 ----- 26 324 SPDR SERIES TRUST LEHMN INTL ETF 78464A516 959 18475 SH  
 DEFINED 9 18475 0 0 1841 35486 SH DEFINED 20 35394 0 92 ----- 2800 53961 SPDR SERIES TRUST  
 DJ WLSH REIT E 78464A607 16 235 SH DEFINED 9 235 0 0 52 775 SH DEFINED 20 775 0 0 ----- 68  
 1010 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 SPDR SERIES TRUST OILGAS EQUIP 78464A748 12 375 SH DEFINED 20 375 0 0 ----- 12 375 SPDR  
 SERIES TRUST S&P METALS MNG 78464A755 14 300 SH DEFINED 9 300 0 0 ----- 14 300 SPDR  
 SERIES TRUST S&P DIVID ETF 78464A763 34 675 SH DEFINED 8 675 0 0 ----- 34 675 SPDR SERIES  
 TRUST SPDR KBW BK ET 78464A797 269 8000 SH DEFINED 9 6000 0 2000 275 8175 SH DEFINED 20 8175 0  
 0 ----- 543 16175 SRA INTL INC CL A 78464R105 33 1475 SH DEFINED 9 1475 0 0 ----- 33  
 1475 SVB FINL GROUP COM 78486Q101 1 9 SH DEFINED 20 9 0 0 ----- 1 9 S Y BANCORP INC COM

785060104 361 11780 SH DEFINED 20 11780 0 0 ----- 361 11780 SABINE ROYALTY TR UNIT BEN  
 INT 785688102 224 4000 SH DEFINED 9 4000 0 0 ----- 224 4000 SAFEGUARD SCIENTIFICS INC  
 COM 786449108 4 3000 SH DEFINED 20 3000 0 0 ----- 4 3000 SAFETY INS GROUP INC COM  
 78648T100 24 625 SH DEFINED 9 625 0 0 ----- 24 625 SAFEWAY INC COM NEW 786514208 822  
 34651 SH DEFINED 9 31235 0 3416 777 32740 SH DEFINED 20 32634 0 106 ----- 1599 67391 FORM  
 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- ST JOE  
 CO COM 790148100 25 650 SH DEFINED 9 650 0 0 ----- 25 650 ST JUDE MED INC COM 790849103  
 3751 86253 SH DEFINED 9 74377 958 10918 1480 34040 SH DEFINED 20 34040 0 0 ----- 5232 120293  
 ST MARY LD & EXPL CO COM 792228108 20 550 SH DEFINED 9 550 0 0 2 70 SH DEFINED 20 70 0 0 -----  
 ----- 22 620 SAKS INC COM 79377W108 5 520 SH DEFINED 20 520 0 0 ----- 5 520 SALESFORCE  
 COM INC COM 79466L302 208 4307 SH DEFINED 9 4307 0 0 0 10 SH DEFINED 20 10 0 0 ----- 209  
 4317 SALLY BEAUTY HLDGS INC COM 79546E104 390 45348 SH DEFINED 9 45348 0 0 541 62950 SH  
 DEFINED 20 62950 0 0 ----- 931 108298 SAN JUAN BASIN RTY TR UNIT BEN INT 798241105 194  
 5096 SH DEFINED 9 5096 0 0 ----- 194 5096 SANDERSON FARMS INC COM 800013104 26 700 SH  
 DEFINED 9 700 0 0 ----- 26 700 SANDISK CORP COM 80004C101 65 3346 SH DEFINED 9 2412 0 934  
 4 187 SH DEFINED 20 187 0 0 ----- 69 3533 SANOFI AVENTIS SPONSORED ADR 80105N105 467  
 14213 SH DEFINED 9 14213 0 0 408 12415 SH DEFINED 20 12415 0 0 ----- 875 26628 FORM 13F SEC  
 NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- SAP  
 AKTIENGESELLSCHAFT SPONSORED ADR 803054204 130 2434 SH DEFINED 9 2394 0 40 949 17754 SH  
 DEFINED 20 17619 135 0 5 100 SH DEFINED 8 100 0 0 ----- 1084 20288 SAPIENT CORP COM  
 803062108 61 8190 SH DEFINED 9 8190 0 0 26 3464 SH DEFINED 20 3464 0 0 ----- 87 11654 SARA  
 LEE CORP COM 803111103 2288 181128 SH DEFINED 9 174128 6800 200 540 42772 SH DEFINED 20 41572  
 1200 0 ----- 2828 223900 SASOL LTD SPONSORED ADR 803866300 136 3201 SH DEFINED 9 3141 0  
 60 865 20363 SH DEFINED 20 20173 190 0 6 133 SH DEFINED 8 133 0 0 ----- 1007 23697 SATYAM  
 COMPUTER SERVICES LTD ADR 804098101 32 2000 SH DEFINED 20 2000 0 0 ----- 32 2000 SAUL  
 CTRS INC COM 804395101 5 102 SH DEFINED 20 102 0 0 ----- 5 102 SCANA CORP NEW COM  
 80589M102 75 1933 SH DEFINED 9 1933 0 0 72 1844 SH DEFINED 20 1544 0 300 ----- 147 3777  
 SCHAWK INC CL A 806373106 163 10780 SH DEFINED 9 8770 0 2010 16 1090 SH DEFINED 20 1090 0 0  
 ----- 179 11870 SCHEIN HENRY INC COM 806407102 576 10702 SH DEFINED 9 10151 0 551 1714  
 31834 SH DEFINED 20 31834 0 0 ----- 2290 42536 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- SCHERING PLOUGH CORP COM 806605101 7644 413879  
 SH DEFINED 9 359395 4210 50274 3536 191462 SH DEFINED 20 190478 754 230 ----- 11181 605341  
 SCHERING PLOUGH CORP PFD CONV MAN07 806605705 20 115 SH DEFINED 9 115 0 0 ----- 20  
 115 SCHLUMBERGER LTD COM 806857108 37991 486499 SH DEFINED 9 463862 3825 18812 21311 272896  
 SH DEFINED 20 245711 230 26955 22 285 SH DEFINED 8 285 0 0 ----- 59324 759680 SCHNITZER STL  
 INDS CL A 806882106 345 8798 SH DEFINED 9 7588 0 1210 175 4470 SH DEFINED 20 4440 0 30 -----  
 521 13268 SCHULMAN A INC COM 808194104 77 3883 SH DEFINED 9 3883 0 0 ----- 77 3883  
 SCHWAB CHARLES CORP NEW COM 808513105 16485 634031 SH DEFINED 9 575397 49105 9529 14211  
 546586 SH DEFINED 20 386395 323 159868 16 600 SH DEFINED 8 600 0 0 ----- 30712 1181217  
 SCHWEITZER-MAUDUIT INTL INC COM 808541106 231 12183 SH DEFINED 9 9930 0 2253 24 1240 SH  
 DEFINED 20 1240 0 0 ----- 255 13423 SCICLONE PHARMACEUTICALS INC COM 80862K104 1 500  
 SH DEFINED 20 500 0 0 ----- 1 500 SCIENTIFIC GAMES CORP CL A 80874P109 236 10237 SH

DEFINED 9 10237 0 0 214 9294 SH DEFINED 20 9294 0 0 ----- 450 19531 FORM 13F SEC NO 28-539  
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
----- SCOTTS  
MIRACLE GRO CO CL A 810186106 356 15057 SH DEFINED 9 14747 0 310 157 6633 SH DEFINED 20 6633 0 0  
----- 513 21690 SCRIPPS E W CO OHIO CL A NEW 811054402 2 229 SH DEFINED 9 229 0 0 -----  
----- 2 229 SCRIPPS NETWORKS INTERACT IN CL A COM 811065101 1369 37693 SH DEFINED 9 37693 0 0  
----- 1369 37693 SEACOR HOLDINGS INC COM 811904101 5 58 SH DEFINED 9 0 0 58 ----- 5  
58 SEALED AIR CORP NEW COM 81211K100 24 1103 SH DEFINED 9 1103 0 0 8 385 SH DEFINED 20 385 0 0  
----- 33 1488 SEARS HLDGS CORP COM 812350106 23 247 SH DEFINED 9 247 0 0 352 3766 SH  
DEFINED 20 3766 0 0 ----- 375 4013 SELECT SECTOR SPDR TR SBI MATERIALS 81369Y100 94  
2800 SH DEFINED 9 2800 0 0 878 26291 SH DEFINED 20 25075 0 1216 ----- 972 29091 SELECT  
SECTOR SPDR TR SBI HEALTHCARE 81369Y209 291 9669 SH DEFINED 9 9669 0 0 1775 59058 SH DEFINED  
20 57668 0 1390 ----- 2065 68727 SELECT SECTOR SPDR TR SBI CONS STPLS 81369Y308 88 3200  
SH DEFINED 9 3200 0 0 1888 68400 SH DEFINED 20 66593 0 1807 ----- 1976 71600 FORM 13F SEC  
NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
----- SELECT  
SECTOR SPDR TR SBI CONS DISCR 81369Y407 362 12961 SH DEFINED 9 12961 0 0 1676 60086 SH  
DEFINED 20 60086 0 0 14 500 SH DEFINED 8 500 0 0 ----- 2052 73547 SELECT SECTOR SPDR TR  
SBI INT-ENERGY 81369Y506 2666 42110 SH DEFINED 9 42110 0 0 2752 43473 SH DEFINED 20 43123 0 350  
----- 5417 85583 SELECT SECTOR SPDR TR SBI INT-FINL 81369Y605 7421 373113 SH DEFINED 9  
365438 7350 325 4388 220627 SH DEFINED 20 219868 0 759 4 200 SH DEFINED 8 200 0 0 ----- 11813  
593940 SELECT SECTOR SPDR TR SBI INT-INDS 81369Y704 119 3875 SH DEFINED 9 3875 0 0 2440 79206  
SH DEFINED 20 79206 0 0 ----- 2559 83081 SELECT SECTOR SPDR TR SBI INT-TECH 81369Y803  
5311 267571 SH DEFINED 9 255207 12364 0 3185 160457 SH DEFINED 20 159957 0 500 2 113 SH DEFINED 8  
113 0 0 ----- 8499 428141 SELECT SECTOR SPDR TR SBI INT-UTILS 81369Y886 315 9485 SH  
DEFINED 9 9485 0 0 342 10300 SH DEFINED 20 10300 0 0 ----- 657 19785 SECURITY BANK CORP  
COM 814047106 6 1400 SH DEFINED 9 1400 0 0 ----- 6 1400 SELECT COMFORT CORP COM  
81616X103 1 885 SH DEFINED 20 885 0 0 ----- 1 885 SELECTIVE INS GROUP INC COM 816300107 1  
58 SH DEFINED 9 58 0 0 ----- 1 58 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
DSCRETN MANAGERS SOLE SHARED NONE -----  
----- SELIGMAN SELECT MUN FD INC COM 816344105 0 30 SH  
DEFINED 9 30 0 0 6 665 SH DEFINED 20 665 0 0 ----- 6 695 SEMTECH CORP COM 816850101 313  
22406 SH DEFINED 9 22406 0 0 428 30646 SH DEFINED 20 30646 0 0 ----- 741 53052 SEMPRA  
ENERGY COM 816851109 216 4284 SH DEFINED 9 3323 0 961 136 2691 SH DEFINED 20 2091 0 600 -----  
----- 352 6975 SEMITool INC COM 816909105 146 17860 SH DEFINED 9 14520 0 3340 15 1830 SH  
DEFINED 20 1830 0 0 ----- 161 19690 SENIOR HSG PPTYS TR SH BEN INT 81721M109 2 92 SH  
DEFINED 9 92 0 0 ----- 2 92 SENSIENT TECHNOLOGIES CORP COM 81725T100 61 2177 SH  
DEFINED 9 2177 0 0 3 100 SH DEFINED 20 100 0 0 ----- 64 2277 SEPRACOR INC COM 817315104 1  
70 SH DEFINED 20 70 0 0 ----- 1 70 SERVICE CORP INTL COM 817565104 112 13340 SH DEFINED 9  
12746 594 0 258 30883 SH DEFINED 20 30883 0 0 ----- 370 44223 SHAW GROUP INC COM 820280105  
75 2450 SH DEFINED 9 1500 0 950 15 500 SH DEFINED 20 500 0 0 ----- 91 2950 FORM 13F SEC NO  
28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
-----

SHERWIN WILLIAMS CO COM 824348106 709 12397 SH DEFINED 9 8397 2600 1400 4184 73196 SH  
 DEFINED 20 73196 0 0 ----- 4892 85593 SHINHAN FINANCIAL GROUP CO L SPN ADR RESTRD  
 824596100 34 478 SH DEFINED 9 453 0 25 586 8230 SH DEFINED 20 8148 82 0 4 59 SH DEFINED 8 59 0 0  
 ----- 625 8767 SIEMENS A G SPONSORED ADR 826197501 266 2833 SH DEFINED 9 2833 0 0 204  
 2176 SH DEFINED 20 2176 0 0 ----- 470 5009 SIGMA ALDRICH CORP COM 826552101 235 4492 SH  
 DEFINED 9 4492 0 0 515 9820 SH DEFINED 20 9820 0 0 ----- 750 14312 SIGMA DESIGNS INC COM  
 826565103 1 68 SH DEFINED 9 68 0 0 ----- 1 68 SILGAN HOLDINGS INC COM 827048109 2 40 SH  
 DEFINED 9 40 0 0 ----- 2 40 SILICONWARE PRECISION INDS L SPONSD ADR SPL 827084864 0 46  
 SH DEFINED 20 46 0 0 ----- 46 SILVER WHEATON CORP COM 828336107 3 333 SH DEFINED 9 333  
 0 0 8 1000 SH DEFINED 20 1000 0 0 ----- 11 1333 SIMON PPTY GROUP INC NEW COM 828806109  
 1670 17217 SH DEFINED 9 16690 0 527 5856 60373 SH DEFINED 20 59848 0 525 ----- 7526 77590  
 SIMPSON MANUFACTURING CO INC COM 829073105 1 20 SH DEFINED 20 20 0 0 ----- 1 20 FORM  
 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 ----- SIRIUS  
 XM RADIO INC COM 82967N108 5 8541 SH DEFINED 9 8541 0 0 ----- 5 8541 SKECHERS U S A INC  
 CL A 830566105 217 12870 SH DEFINED 9 10830 0 2040 115 6840 SH DEFINED 20 6794 0 46 ----- 332  
 19710 SKYWORKS SOLUTIONS INC COM 83088M102 72 8555 SH DEFINED 20 8555 0 0 ----- 72  
 8555 SMALL CAP PREM & DIV INCM FD COM 83165P101 10 762 SH DEFINED 9 762 0 0 6 500 SH DEFINED  
 20 500 0 0 ----- 16 1262 SMITH & NEPHEW PLC SPDN ADR NEW 83175M205 3 50 SH DEFINED 9 50  
 0 0 ----- 3 50 SMITH A O COM 831865209 35 900 SH DEFINED 9 900 0 0 14 364 SH DEFINED 20 364 0  
 0 ----- 50 1264 SMITH INTL INC COM 832110100 433 7387 SH DEFINED 9 4684 1043 1660 78 1337  
 SH DEFINED 20 1337 0 0 ----- 512 8724 SMITHFIELD FOODS INC COM 832248108 56 3536 SH  
 DEFINED 9 2209 0 1327 ----- 56 3536 SMUCKER J M CO COM NEW 832696405 1349 26618 SH  
 DEFINED 9 26548 0 70 146 2873 SH DEFINED 20 2857 0 16 ----- 1495 29491 SNAP ON INC COM  
 833034101 1720 32667 SH DEFINED 9 32341 0 326 921 17490 SH DEFINED 20 17368 94 28 ----- 2641  
 50157 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED  
 NONE -----  
 SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B 833635105 24 958 SH DEFINED 9 906 0 52 404 16024  
 SH DEFINED 20 15862 162 0 3 119 SH DEFINED 8 119 0 0 ----- 431 17101 SOFTBRANDS INC COM  
 83402A107 1 671 SH DEFINED 9 671 0 0 ----- 1 671 SOHU COM INC COM 83408W103 8 143 SH  
 DEFINED 9 143 0 0 ----- 8 143 SOLARFUN POWER HOLDINGS CO L SPONSORED ADR 83415U108  
 12 1100 SH DEFINED 20 1100 0 0 ----- 12 1100 SOLERA HOLDINGS INC COM 83421A104 177 6164  
 SH DEFINED 9 5044 0 1120 18 610 SH DEFINED 20 610 0 0 ----- 195 6774 SOLUTIA INC COM NEW  
 834376501 0 28 SH DEFINED 9 28 0 0 ----- 28 SOMANETICS CORP COM NEW 834445405 24 1084 SH  
 DEFINED 9 1084 0 0 25 1163 SH DEFINED 20 1163 0 0 ----- 49 2247 SONESTA INTL HOTELS CORP  
 CL A 835438409 1 30 SH DEFINED 9 30 0 0 ----- 1 30 SONIC CORP COM 835451105 2 150 SH  
 DEFINED 9 150 0 0 ----- 2 150 SONICWALL INC COM 835470105 1 100 SH DEFINED 20 100 0 0  
 ----- 1 100 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
 AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- SONOCO PRODS CO COM 835495102 167 5625 SH DEFINED 9 4800 0 825 40 1335 SH DEFINED 20  
 1335 0 0 ----- 207 6960 SONY CORP ADR NEW 835699307 50 1624 SH DEFINED 9 1624 0 0 39 1251  
 SH DEFINED 20 1251 0 0 ----- 89 2875 SOURCE CAP INC COM 836144105 55 1157 SH DEFINED 9  
 1157 0 0 6 127 SH DEFINED 20 127 0 0 ----- 61 1284 SOURCEFORGE INC COM 83616W101 0 100 SH  
 DEFINED 9 100 0 0 ----- 100 SOUTH FINL GROUP INC COM 837841105 95 12900 SH DEFINED 20  
 12900 0 0 ----- 95 12900 SOUTH JERSEY INDS INC COM 838518108 25 714 SH DEFINED 9 714 0 0

----- 25 714 SOUTHERN CO COM 842587107 1914 50788 SH DEFINED 9 41325 4150 5313 3336 88504  
SH DEFINED 20 86404 200 1900 51 1350 SH DEFINED 8 1350 0 0 ----- 5301 140642 SOUTHERN  
COPPER CORP COM 84265V105 61 3186 SH DEFINED 9 1860 0 1326 263 13800 SH DEFINED 20 13800 0 0  
----- 324 16986 SOUTHERN UN CO NEW COM 844030106 273 13206 SH DEFINED 9 11906 0 1300 33  
1588 SH DEFINED 20 1588 0 0 ----- 305 14794 FORM 13F SEC NO 28-539 NAME OF REPORTING  
MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
----- SOUTHWEST AIRLS CO COM 844741108 349 24028 SH  
DEFINED 9 22428 0 1600 25 1700 SH DEFINED 20 1500 0 200 ----- 373 25728 SOUTHWEST  
BANCORP INC OKLA COM 844767103 302 17090 SH DEFINED 9 17090 0 0 424 24009 SH DEFINED 20 24009  
0 0 ----- 726 41099 SOUTHWEST GAS CORP COM 844895102 11 350 SH DEFINED 20 350 0 0 -----  
----- 11 350 SOUTHWESTERN ENERGY CO COM 845467109 54 1759 SH DEFINED 9 779 0 980 135 4412 SH  
DEFINED 20 4412 0 0 ----- 188 6171 SOVEREIGN BANCORP INC COM 845905108 5 1266 SH  
DEFINED 9 1266 0 0 2 525 SH DEFINED 20 525 0 0 ----- 7 1791 SPARTAN MTRS INC COM  
846819100 9 2900 SH DEFINED 20 2900 0 0 ----- 9 2900 SPARTECH CORP COM NEW 847220209 69  
7000 SH DEFINED 20 7000 0 0 ----- 69 7000 SPECTRA ENERGY CORP COM 847560109 6458 271354  
SH DEFINED 9 265496 4172 1686 5049 212155 SH DEFINED 20 210029 725 1401 10 440 SH DEFINED 8 440 0 0  
----- 11518 483949 SPECTRANETICS CORP COM 84760C107 1 150 SH DEFINED 9 150 0 0 -----  
----- 1 150 SPIRIT AEROSYSTEMS HLDGS INC COM CL A 848574109 14 859 SH DEFINED 9 0 0 859 -----  
----- 14 859 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS  
OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
SHARED NONE -----  
----- SPRINT NEXTEL CORP COM SER 1 852061100 250 40927 SH DEFINED 9 38599 0 2328 20 3213 SH  
DEFINED 20 3113 0 100 ----- 269 44140 STANDARD MICROSYSTEMS CORP COM 853626109 31  
1250 SH DEFINED 9 1250 0 0 ----- 31 1250 STANDARD REGISTER CO COM 853887107 50966  
5174224 SH DEFINED 9 5174224 0 0 5 470 SH DEFINED 20 470 0 0 ----- 50971 5174694 STANLEY  
INC COM 854532108 52 1400 SH DEFINED 9 1400 0 0 ----- 52 1400 STANLEY WKS COM 854616109  
215 5153 SH DEFINED 9 4603 0 550 310 7425 SH DEFINED 20 7377 0 48 ----- 525 12578 STAPLES  
INC COM 855030102 181 8033 SH DEFINED 9 6983 0 1050 131 5829 SH DEFINED 20 5829 0 0 -----  
312 13862 STARBUCKS CORP COM 855244109 158 10621 SH DEFINED 9 10621 0 0 244 16378 SH DEFINED  
20 13228 0 3150 ----- 401 26999 STATE AUTO FINL CORP COM 855707105 131 4504 SH DEFINED 9  
4504 0 0 ----- 131 4504 STARWOOD HOTELS&RESORTS WRLD COM 85590A401 42 1497 SH  
DEFINED 9 1497 0 0 18 622 SH DEFINED 20 622 0 0 ----- 60 2119 STATE STR CORP COM 857477103  
1369 24064 SH DEFINED 9 13604 0 10460 1141 20062 SH DEFINED 20 20062 0 0 ----- 2510 44126  
FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
NONE -----  
STATOILHYDRO ASA SPONSORED ADR 85771P102 189 7923 SH DEFINED 9 7923 0 0 167 7014 SH  
DEFINED 20 7014 0 0 ----- 355 14937 STEAK N SHAKE CO COM 857873103 133 15292 SH DEFINED  
9 15292 0 0 187 21514 SH DEFINED 20 21514 0 0 ----- 319 36806 STEEL DYNAMICS INC COM  
858119100 35 2065 SH DEFINED 9 0 0 2065 63 3668 SH DEFINED 20 3668 0 0 ----- 98 5733  
STEELCASE INC CL A 858155203 26473 2462563 SH DEFINED 20 2462553 10 0 ----- 26473 2462563  
STERLING BANCSHARES INC COM 858907108 9 850 SH DEFINED 9 850 0 0 ----- 9 850  
STERICYCLE INC COM 858912108 4782 81172 SH DEFINED 9 67878 104 13190 2436 41344 SH DEFINED 20  
41228 116 0 ----- 7217 122516 STERIS CORP COM 859152100 419 11145 SH DEFINED 9 11145 0 0 398  
10586 SH DEFINED 20 10586 0 0 ----- 817 21731 STERLING CONSTRUCTION CO INC COM  
859241101 6 370 SH DEFINED 20 370 0 0 ----- 6 370 STEWART ENTERPRISES INC CL A 860370105  
225 28630 SH DEFINED 9 23330 0 5300 23 2930 SH DEFINED 20 2930 0 0 ----- 248 31560



STMICROELECTRONICS N V NY REGISTRY 861012102 26 2570 SH DEFINED 9 2570 0 0 35 3478 SH  
 DEFINED 20 3478 0 0 ----- 62 6048 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- STRATASYS INC COM 862685104 27 1554 SH DEFINED 9 1554 0 0 29  
 1672 SH DEFINED 20 1672 0 0 ----- 56 3226 STRATEGIC GLOBAL INCOME FD COM 862719101 25  
 2597 SH DEFINED 20 2597 0 0 ----- 25 2597 STRAYER ED INC COM 863236105 100 500 SH  
 DEFINED 9 500 0 0 ----- 100 500 STRYKER CORP COM 863667101 5439 87300 SH DEFINED 9 85746  
 0 1554 11445 183713 SH DEFINED 20 151325 0 32388 6 100 SH DEFINED 8 100 0 0 ----- 16890 271113  
 STURM RUGER & CO INC COM 864159108 79 11334 SH DEFINED 9 10735 599 0 213 30745 SH DEFINED 20  
 30745 0 0 ----- 292 42079 SUMMIT FINANCIAL GROUP INC COM 86606G101 132 11248 SH  
 DEFINED 9 11248 0 0 ----- 132 11248 SUN COMMUNITIES INC COM 866674104 297 15000 SH  
 DEFINED 9 15000 0 0 1 SH DEFINED 20 0 1 0 ----- 297 15001 SUN LIFE FINL INC COM 866796105  
 680 19218 SH DEFINED 9 19218 0 0 266 7525 SH DEFINED 20 7525 0 0 ----- 946 26743 SUN  
 MICROSYSTEMS INC COM NEW 866810203 86 11302 SH DEFINED 9 7751 0 3551 14 1871 SH DEFINED 20  
 1871 0 0 ----- 100 13173 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
 THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- SUN HEALTHCARE GROUP INC COM NEW 866933401 206 14062 SH  
 DEFINED 9 14062 0 0 90 6168 SH DEFINED 20 6168 0 0 ----- 297 20230 SUN HYDRAULICS CORP  
 COM 866942105 425 16305 SH DEFINED 9 16305 0 0 577 22147 SH DEFINED 20 22147 0 0 ----- 1001  
 38452 SUNCOR ENERGY INC COM 867229106 44 1042 SH DEFINED 9 1042 0 0 328 7784 SH DEFINED 20  
 7784 0 0 ----- 372 8826 SUNOPTA INC COM 8676EP108 2 250 SH DEFINED 9 250 0 0 ----- 2  
 250 SUNOCO LOGISTICS PRNRS L P COM UNITS 86764L108 22 500 SH DEFINED 20 500 0 0 -----  
 22 500 SUNOCO INC COM 86764P109 247 6941 SH DEFINED 9 6581 0 360 154 4315 SH DEFINED 20 4283 0 32  
 ----- 400 11256 SUNPOWER CORP COM CL A 867652109 50 700 SH DEFINED 9 700 0 0 -----  
 50 700 SUNRISE SENIOR LIVING INC COM 86768K106 1 50 SH DEFINED 9 50 0 0 ----- 1 50  
 SUNSTONE HOTEL INVS INC NEW COM 867892101 2 185 SH DEFINED 20 185 0 0 ----- 2 185  
 SUNTRUST BKS INC COM 867914103 4717 104841 SH DEFINED 9 102886 519 1436 1486 33030 SH DEFINED  
 20 33030 0 0 ----- 6203 137871 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
 THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- SUPERCONDUCTOR TECHNOLOGIES COM NEW 867931305 0 20 SH  
 DEFINED 20 20 0 0 ----- 20 SUNTECH PWR HLDGS CO LTD ADR 86800C104 35 971 SH DEFINED 9  
 971 0 0 22 600 SH DEFINED 20 600 0 0 ----- 56 1571 SUPERIOR ENERGY SVCS INC COM 868157108  
 943 30274 SH DEFINED 9 24954 0 5320 641 20591 SH DEFINED 20 20491 100 0 ----- 1584 50865  
 SUPERVALU INC COM 868536103 825 38024 SH DEFINED 9 36906 0 1118 434 19994 SH DEFINED 20 19898 0  
 96 ----- 1259 58018 SURMODICS INC COM 868873100 14 456 SH DEFINED 9 456 0 0 16 499 SH  
 DEFINED 20 499 0 0 ----- 30 955 SUSQUEHANNA BANCSHARES INC P COM 869099101 29 1500 SH  
 DEFINED 9 1500 0 0 ----- 29 1500 SWIFT ENERGY CO COM 870738101 39 1000 SH DEFINED 9 1000  
 0 0 ----- 39 1000 SYBASE INC NOTE 1.750% 2 871130AB6 4493 35000 SH DEFINED 9 35000 0 0  
 ----- 4493 35000 SYBASE INC COM 871130100 542 17688 SH DEFINED 9 15806 0 1882 88 2886 SH  
 DEFINED 20 2886 0 0 ----- 630 20574 SYKES ENTERPRISES INC COM 871237103 22 1000 SH  
 DEFINED 20 1000 0 0 ----- 22 1000 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- SYMANTEC CORP NOTE 0.750% 6 871503AD0 664 6000 SH

DEFINED 9 6000 0 0 ----- 664 6000 SYMANTEC CORP NOTE 1.000% 6 871503AF5 8184 75000 SH  
 DEFINED 9 75000 0 0 ----- 8184 75000 SYMANTEC CORP COM 871503108 496 25337 SH DEFINED 9  
 23803 0 1534 7 365 SH DEFINED 20 365 0 0 ----- 503 25702 SYMMETRICOM INC COM 871543104  
 169 33992 SH DEFINED 9 31076 0 2916 164 32910 SH DEFINED 20 32656 0 254 ----- 333 66902  
 SYNGENTA AG SPONSORED ADR 87160A100 6301 148886 SH DEFINED 9 148600 0 286 3103 73312 SH  
 DEFINED 20 72976 336 0 3 80 SH DEFINED 8 80 0 0 ----- 9407 222278 SYNOPSIS INC COM  
 871607107 13 646 SH DEFINED 9 0 0 646 ----- 13 646 SYNOVUS FINL CORP COM 87161C105 282  
 27207 SH DEFINED 9 27207 0 0 80 7766 SH DEFINED 20 7766 0 0 ----- 362 34973 SYPRIS  
 SOLUTIONS INC COM 871655106 16 10000 SH DEFINED 20 10000 0 0 ----- 16 10000 SYSCO CORP  
 COM 871829107 16246 526946 SH DEFINED 9 473546 20830 32570 8194 265767 SH DEFINED 20 263216 1226  
 1325 16 535 SH DEFINED 8 535 0 0 ----- 24456 793248 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- TCF FINL CORP COM 872275102 518 28762 SH  
 DEFINED 9 22637 325 5800 1376 76423 SH DEFINED 20 76423 0 0 ----- 1893 105185 TD  
 AMERITRADE HLDG CORP COM 87236Y108 20 1187 SH DEFINED 9 0 0 1187 3 200 SH DEFINED 20 200 0 0  
 ----- 23 1387 TECO ENERGY INC COM 872375100 158 10048 SH DEFINED 9 9848 0 200 146 9284 SH  
 DEFINED 20 9284 0 0 ----- 304 19332 TEPPCO PARTNERS L P UT LTD PARTNER 872384102 44 1700  
 SH DEFINED 9 1300 0 400 256 9800 SH DEFINED 20 9800 0 0 13 500 SH DEFINED 8 500 0 0 ----- 314  
 12000 THQ INC COM NEW 872443403 554 45986 SH DEFINED 9 40806 0 5180 216 17960 SH DEFINED 20  
 17838 0 122 ----- 770 63946 TJX COS INC NEW COM 872540109 5460 178899 SH DEFINED 9 168275  
 7900 2724 7208 236164 SH DEFINED 20 235549 0 615 ----- 12668 415063 TTM TECHNOLOGIES INC  
 COM 87305R109 348 35038 SH DEFINED 9 35038 0 0 435 43877 SH DEFINED 20 43877 0 0 ----- 783  
 78915 T-3 ENERGY SRVCS INC COM 87306E107 493 13272 SH DEFINED 9 8618 0 4654 60 1622 SH DEFINED  
 20 1622 0 0 ----- 553 14894 TW TELECOM INC COM 87311L104 343 32992 SH DEFINED 9 18692 0  
 14300 56 5372 SH DEFINED 20 5372 0 0 ----- 399 38364 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- TAIWAN SEMICONDUCTOR MFG LTD  
 SPONSORED ADR 874039100 213 22763 SH DEFINED 9 22763 0 0 168 17956 SH DEFINED 20 17956 0 0 -----  
 ----- 382 40719 TALEO CORP CL A 87424N104 7 366 SH DEFINED 20 366 0 0 ----- 7 366  
 TALISMAN ENERGY INC COM 87425E103 22 1520 SH DEFINED 9 1520 0 0 ----- 22 1520 TANGER  
 FACTORY OUTLET CTRS I COM 875465106 26 603 SH DEFINED 9 603 0 0 ----- 26 603 TARGA  
 RESOURCES PARTNERS LP COM UNIT 87611X105 26 1500 SH DEFINED 20 1500 0 0 ----- 26 1500  
 TARGET CORP COM 87612E106 25901 528057 SH DEFINED 9 497809 6925 23323 12738 259701 SH DEFINED  
 20 256794 1450 1457 32 650 SH DEFINED 8 650 0 0 ----- 38672 788408 TASEKO MINES LTD COM  
 876511106 4 2000 SH DEFINED 9 2000 0 0 ----- 4 2000 TATA COMMUNICATIONS LTD SPONS ADR  
 876564105 8 375 SH DEFINED 9 375 0 0 ----- 8 375 TATA MTRS LTD SPONSORED ADR 876568502 3  
 400 SH DEFINED 9 400 0 0 ----- 3 400 TAUBMAN CTRS INC COM 876664103 43 854 SH DEFINED 9  
 0 0 854 ----- 43 854 TECH DATA CORP DBCV 2.750%12 878237AE6 588 7000 SH DEFINED 9 7000 0  
 0 ----- 588 7000 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- TECH DATA CORP COM 878237106 3 100 SH DEFINED 9 100 0 0 4 130 SH  
 DEFINED 20 130 0 0 ----- 7 230 TECHTEAM GLOBAL INC COM 878311109 2 240 SH DEFINED 9 240  
 0 0 ----- 2 240 TECHNE CORP COM 878377100 402 5578 SH DEFINED 9 5578 0 0 377 5232 SH  
 DEFINED 20 5232 0 0 ----- 780 10810 TECHNOLOGY RESH CORP COM NEW 878727304 9 4000 SH  
 DEFINED 9 4000 0 0 0 200 SH DEFINED 20 200 0 0 ----- 9 4200 TECK COMINCO LTD CL B

878742204 7 224 SH DEFINED 9 200 0 24 9 322 SH DEFINED 20 322 0 0 4 122 SH DEFINED 8 122 0 0 -----  
 ----- 19 668 TEJON RANCH CO DEL COM 879080109 97 2604 SH DEFINED 9 2466 138 0 265 7142 SH  
 DEFINED 20 7142 0 0 ----- ----- 362 9746 TELE NORTE LESTE PART S A SPON ADR PFD 879246106 0 14  
 SH DEFINED 20 14 0 0 ----- ----- 14 TELECOM HLDERS TR DEPOSITRY RCPT 87927P200 63 2400 SH  
 DEFINED 20 2400 0 0 ----- ----- 63 2400 TELECOM ITALIA S P A NEW SPON ADR ORD 87927Y102 6 419  
 SH DEFINED 9 419 0 0 ----- ----- 6 419 TELEDYNE TECHNOLOGIES INC COM 879360105 20 351 SH  
 DEFINED 9 351 0 0 ----- ----- 20 351 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- TELEFLEX INC COM 879369106 883 13914 SH DEFINED 9 8314 5600  
 0 117 1843 SH DEFINED 20 1843 0 0 ----- ----- 1000 15757 TELEFONICA S A SPONSORED ADR  
 879382208 429 6000 SH DEFINED 9 6000 0 0 456 6377 SH DEFINED 20 6377 0 0 ----- ----- 885 12377  
 TELEFONOS DE MEXICO S A B SPON ADR ORD L 879403780 3 130 SH DEFINED 9 130 0 0 62 2400 SH  
 DEFINED 20 2400 0 0 ----- ----- 65 2530 TELEPHONE & DATA SYS INC COM 879433100 16 448 SH  
 DEFINED 9 0 0 448 ----- ----- 16 448 TELLABS INC COM 879664100 30 7348 SH DEFINED 9 2418 0 4930 6  
 1500 SH DEFINED 20 1500 0 0 ----- ----- 36 8848 TELMEX INTERNACIONAL SAB DE SPONS ADR SR L  
 879690105 6 430 SH DEFINED 9 430 0 0 31 2400 SH DEFINED 20 2400 0 0 ----- ----- 37 2830 TEMPLE  
 INLAND INC COM 879868107 22 1458 SH DEFINED 9 134 0 1324 15 1000 SH DEFINED 20 1000 0 0 -----  
 ----- 38 2458 TEMPLETON DRAGON FD INC COM 88018T101 135 6861 SH DEFINED 9 6861 0 0 140 7100  
 SH DEFINED 20 7100 0 0 ----- ----- 275 13961 TEMPLETON EMERG MKTS INCOME COM 880192109 13  
 1164 SH DEFINED 9 1164 0 0 ----- ----- 13 1164 TEMPLETON GLOBAL INCOME FD COM 880198106 18  
 2295 SH DEFINED 9 2295 0 0 ----- ----- 18 2295 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- TEMPUR PEDIC INTL INC COM 88023U101 6 500 SH  
 DEFINED 9 500 0 0 640 54420 SH DEFINED 20 54420 0 0 ----- ----- 646 54920 TENARIS S A SPONSORED  
 ADR 88031M109 10 271 SH DEFINED 9 271 0 0 0 9 SH DEFINED 20 9 0 0 ----- ----- 10 280 TENET  
 HEALTHCARE CORP COM 88033G100 60 10878 SH DEFINED 9 10878 0 0 ----- ----- 60 10878 TENNECO  
 INC COM 880349105 3 238 SH DEFINED 9 238 0 0 0 20 SH DEFINED 20 20 0 0 ----- ----- 3 258  
 TERADATA CORP DEL COM 88076W103 37 1907 SH DEFINED 9 1907 0 0 10 538 SH DEFINED 20 538 0 0  
 ----- ----- 48 2445 TERADYNE INC COM 880770102 247 31690 SH DEFINED 9 23516 0 8174 23 2900 SH  
 DEFINED 20 2900 0 0 ----- ----- 270 34590 TEREX CORP NEW COM 880779103 9 300 SH DEFINED 9 300  
 0 0 6 194 SH DEFINED 20 194 0 0 1 34 SH DEFINED 8 34 0 0 ----- ----- 16 528 TERRA INDS INC COM  
 880915103 9 291 SH DEFINED 20 291 0 0 ----- ----- 9 291 TERRA NITROGEN CO L P COM UNIT  
 881005201 3 30 SH DEFINED 20 0 0 30 ----- ----- 3 30 TESORO CORP COM 881609101 5 319 SH DEFINED  
 9 319 0 0 ----- ----- 5 319 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- TETRA TECHNOLOGIES INC DEL COM 88162F105 1 100 SH DEFINED 20 100  
 0 0 ----- ----- 1 100 TEVA PHARMACEUTICAL INDS LTD ADR 881624209 10132 221264 SH DEFINED 9  
 217743 500 3021 6480 141519 SH DEFINED 20 141009 510 0 24 524 SH DEFINED 8 524 0 0 ----- ----- 16636  
 363307 TEVA PHARMACEUTICAL FIN II L DBCV 0.250% 2 88164RAB3 2926 22000 SH DEFINED 9 22000 0 0  
 ----- ----- 2926 22000 TEVA PHARMACEUTICAL FIN CO B NOTE 1.750% 2 88165FAA0 4577 41000 SH  
 DEFINED 9 41000 0 0 ----- ----- 4577 41000 TEXAS INDS INC COM 882491103 68 1673 SH DEFINED 9  
 1607 66 0 141 3442 SH DEFINED 20 3442 0 0 ----- ----- 209 5115 TEXAS INSTRS INC COM 882508104  
 5484 255055 SH DEFINED 9 249603 0 5452 6257 291014 SH DEFINED 20 289489 0 1525 16 734 SH DEFINED 8  
 734 0 0 ----- ----- 11756 546803 TEXTRON INC COM 883203101 151 5161 SH DEFINED 9 5161 0 0 321  
 10966 SH DEFINED 20 10966 0 0 9 300 SH DEFINED 8 300 0 0 ----- ----- 481 16427 THERMO FISHER

SCIENTIFIC INC COM 883556102 15684 285166 SH DEFINED 9 267863 3825 13478 3744 68067 SH DEFINED  
 20 67462 0 605 ----- 19428 353233 THOMAS & BETTS CORP COM 884315102 82 2100 SH DEFINED 9  
 2100 0 0 ----- 82 2100 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- THORATEC CORP COM NEW 885175307 1 27 SH DEFINED 20 27 0 0 -----  
 ----- 1 27 3COM CORP COM 885535104 287 123120 SH DEFINED 9 123120 0 0 389 166913 SH DEFINED 20  
 166913 0 0 ----- 676 290033 3M CO COM 88579Y101 38268 560216 SH DEFINED 9 523149 16705  
 20362 18785 274990 SH DEFINED 20 250040 1338 23612 28 405 SH DEFINED 8 405 0 0 ----- 57081  
 835611 TIBCO SOFTWARE INC COM 88632Q103 1 75 SH DEFINED 20 75 0 0 ----- 1 75 TIDEWATER  
 INC COM 886423102 672 12131 SH DEFINED 9 10579 0 1552 420 7580 SH DEFINED 20 7524 0 56 -----  
 1091 19711 TIERONE CORP COM 88650R108 15 3000 SH DEFINED 20 3000 0 0 ----- 15 3000  
 TIFFANY & CO NEW COM 886547108 21 580 SH DEFINED 9 580 0 0 1 21 SH DEFINED 20 21 0 0 -----  
 ----- 21 601 TIM HORTONS INC COM 88706M103 172 5791 SH DEFINED 9 4677 0 1114 66 2243 SH  
 DEFINED 20 2243 0 0 ----- 238 8034 TIM PARTICIPACOE S A SPONS ADR PFD 88706P106 1 50 SH  
 DEFINED 9 50 0 0 ----- 1 50 TIME WARNER INC COM 887317105 4041 308220 SH DEFINED 9  
 244836 5349 58035 1996 152218 SH DEFINED 20 151240 838 140 ----- 6036 460438 FORM 13F SEC  
 NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- TIME  
 WARNER CABLE INC CL A 88732J108 17 711 SH DEFINED 9 0 0 711 ----- 17 711 TIMKEN CO COM  
 887389104 425 15000 SH DEFINED 9 15000 0 0 ----- 425 15000 TITAN MACHY INC COM 88830R101  
 561 26963 SH DEFINED 9 16133 0 10830 99 4755 SH DEFINED 20 4755 0 0 ----- 660 31718 TITANIUM  
 METALS CORP COM NEW 888339207 24 2077 SH DEFINED 9 1188 0 889 ----- 24 2077 TOLL  
 BROTHERS INC COM 889478103 6 237 SH DEFINED 9 237 0 0 8 336 SH DEFINED 20 336 0 0 ----- 14  
 573 TOOTSIE ROLL INDS INC COM 890516107 15 530 SH DEFINED 20 530 0 0 ----- 15 530  
 TORCHMARK CORP COM 891027104 12 197 SH DEFINED 9 197 0 0 179 3000 SH DEFINED 20 0 0 3000  
 ----- 191 3197 TORO CO COM 891092108 471 11414 SH DEFINED 9 10694 0 720 341 8245 SH  
 DEFINED 20 8245 0 0 ----- 812 19659 TORONTO DOMINION BK ONT COM NEW 891160509 36 585  
 SH DEFINED 20 585 0 0 ----- 36 585 TORTOISE ENERGY INFRSTRCTR C COM 89147L100 113 5000  
 SH DEFINED 20 5000 0 0 14 600 SH DEFINED 8 600 0 0 ----- 127 5600 FORM 13F SEC NO 28-539  
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY  
 VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS  
 CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 -----  
 TORTOISE ENERGY CAP CORP COM 89147U100 17 1000 SH DEFINED 8 1000 0 0 ----- 17 1000  
 TOTAL S A SPONSORED ADR 89151E109 1405 23157 SH DEFINED 9 14757 0 8400 651 10732 SH DEFINED  
 20 10732 0 0 ----- 2056 33889 TOTAL SYS SVCS INC COM 891906109 299 18215 SH DEFINED 9 2474  
 0 15741 49 2995 SH DEFINED 20 2995 0 0 ----- 348 21210 TOYOTA MOTOR CORP SP ADR  
 REP2COM 892331307 342 3988 SH DEFINED 9 3988 0 0 281 3279 SH DEFINED 20 3279 0 0 ----- 624  
 7267 TRACTOR SUPPLY CO COM 892356106 18 430 SH DEFINED 20 430 0 0 ----- 18 430  
 TRANSAMERICA INCOME SHS INC COM 893506105 3 185 SH DEFINED 9 185 0 0 ----- 3 185  
 TRANSCANADA CORP COM 89353D107 65 1800 SH DEFINED 9 1000 800 0 36 1009 SH DEFINED 20 1009 0 0  
 ----- 102 2809 TRANSOCEAN SEDCO FOREX INC NOTE 1.625%12 893830AU3 7069 75000 SH  
 DEFINED 9 75000 0 0 ----- 7069 75000 TRAVELERS COMPANIES INC COM 89417E109 2751 60863  
 SH DEFINED 9 48121 832 11910 1517 33557 SH DEFINED 20 33365 148 44 ----- 4268 94420  
 TRAVELCENTERS OF AMERICA LLC COM 894174101 0 52 SH DEFINED 9 52 0 0 114 40000 SH DEFINED  
 20 40000 0 0 ----- 114 40052 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH  
 THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER

----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- TREDEGAR CORP COM 894650100 66 3685 SH DEFINED 9 3490 195 0 180 10140 SH DEFINED 20 10140 0 0 ----- 246 13825 TRI CONTL CORP COM 895436103 166 11371 SH DEFINED 9 11371 0 0 30 2043 SH DEFINED 20 2043 0 0 ----- 196 13414 TRIANGLE CAP CORP COM 895848109 11 900 SH DEFINED 20 900 0 0 ----- 11 900 TRIMBLE NAVIGATION LTD COM 896239100 284 10986 SH DEFINED 9 10256 0 730 85 3278 SH DEFINED 20 3184 94 0 ----- 369 14264 TRINITY INDS INC NOTE 3.875% 6 896522AF6 3118 43000 SH DEFINED 9 43000 0 0 ----- 3118 43000 TRINITY INDS INC COM 896522109 208 8101 SH DEFINED 9 5959 0 2142 32 1251 SH DEFINED 20 1251 0 0 ----- 241 9352 TRUE RELIGION APPAREL INC COM 89784N104 228 8806 SH DEFINED 9 8806 0 0 95 3692 SH DEFINED 20 3692 0 0 ----- 323 12498 TUPPERWARE BRANDS CORP COM 899896104 532 19261 SH DEFINED 9 18311 0 950 299 10839 SH DEFINED 20 10757 0 82 ----- 832 30100 TURBOCHEF TECHNOLOGIES INC COM NEW 900006206 1 166 SH DEFINED 20 166 0 0 ----- 1 166 TURKCELL ILETISIM HIZMETLERI SPON ADR NEW 900111204 429 28652 SH DEFINED 9 28652 0 0 548 36526 SH DEFINED 20 36526 0 0 ----- 977 65178 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- TWEEN BRANDS INC COM 901166108 12 1250 SH DEFINED 9 1250 0 0 ----- 12 1250 II VI INC COM 902104108 85 2200 SH DEFINED 9 2200 0 0 ----- 85 2200 TYSON FOODS INC CL A 902494103 252 21067 SH DEFINED 9 18879 0 2188 298 24924 SH DEFINED 20 24732 0 192 ----- 549 45991 UCBH HOLDINGS INC COM 90262T308 3 500 SH DEFINED 9 500 0 0 ----- 3 500 UDR INC COM 902653104 198 7577 SH DEFINED 9 5228 219 2130 299 11443 SH DEFINED 20 11443 0 0 ----- 497 19020 UMB FINL CORP COM 902788108 77 1462 SH DEFINED 9 1212 0 250 7 140 SH DEFINED 20 140 0 0 ----- 84 1602 UST INC COM 902911106 594 8929 SH DEFINED 9 8619 65 245 1748 26273 SH DEFINED 20 26273 0 0 ----- 2342 35202 US BANCORP DEL COM NEW 902973304 72750 2019722 SH DEFINED 9 1898896 76525 44301 31921 886212 SH DEFINED 20 809565 325 76322 39 1075 SH DEFINED 8 1075 0 0 ----- 104711 2907009 UQM TECHNOLOGIES INC COM 903213106 1 500 SH DEFINED 9 500 0 0 ----- 1 500 URS CORP NEW COM 903236107 300 8173 SH DEFINED 9 7688 0 485 67 1840 SH DEFINED 20 1784 56 0 ----- 367 10013 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- USANA HEALTH SCIENCES INC COM 90328M107 12 297 SH DEFINED 9 297 0 0 14 339 SH DEFINED 20 339 0 0 ----- 26 636 U S G CORP COM NEW 903293405 21 814 SH DEFINED 9 0 0 814 10 386 SH DEFINED 20 386 0 0 ----- 31 1200 ULTIMATE SOFTWARE GROUP INC COM 90385D107 40 1498 SH DEFINED 9 1498 0 0 43 1611 SH DEFINED 20 1611 0 0 ----- 84 3109 ULTRA PETROLEUM CORP COM 903914109 518 9353 SH DEFINED 9 9353 0 0 302 5458 SH DEFINED 20 5382 76 0 ----- 820 14811 UNDER ARMOUR INC CL A 904311107 2 48 SH DEFINED 20 48 0 0 ----- 2 48 UNIBANCO-UNIAO DE BANCOS BRA GDR REP PFD UT 90458E107 38 377 SH DEFINED 9 377 0 0 ----- 38 377 UNIFIRST CORP MASS COM 904708104 30 700 SH DEFINED 20 700 0 0 ----- 30 700 UNILEVER PLC SPON ADR NEW 904767704 531 19501 SH DEFINED 9 19431 0 70 1046 38435 SH DEFINED 20 38206 229 0 4 160 SH DEFINED 8 160 0 0 ----- 1581 58096 UNILEVER N V N Y SHS NEW 904784709 29 1030 SH DEFINED 9 1030 0 0 220 7800 SH DEFINED 20 6900 0 900 ----- 249 8830 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----

----- UNION PAC CORP COM 907818108 5237 73596 SH DEFINED 9 66846 120 6630 4256 59809 SH DEFINED 20 59089 0 720 ----- 9493 133405 UNISOURCE ENERGY CORP COM 909205106 3 100 SH DEFINED 9 100 0 0 ----- 3 100 UNITED AMER

INDEMNITY LTD CL A 90933T109 1 66 SH DEFINED 9 66 0 0 ----- 1 66 UNITED BANCSHARES INC  
 OHIO COM 909458101 38 3725 SH DEFINED 9 3725 0 0 ----- 38 3725 UNITED CMNTY FINL CORP  
 OHIO COM 909839102 159 31887 SH DEFINED 9 31887 0 0 ----- 159 31887 UNITED CMNTY BKS  
 BLAIRSVLE G CAP STK 90984P105 244 18425 SH DEFINED 9 18425 0 0 351 26506 SH DEFINED 20 26506 0 0  
 ----- 596 44931 UNITED BANKSHARES INC WEST V COM 909907107 236 6750 SH DEFINED 9 5490  
 0 1260 330 9426 SH DEFINED 20 9426 0 0 ----- 566 16176 UNITED NAT FOODS INC COM 911163103  
 377 15098 SH DEFINED 9 15098 0 0 447 17905 SH DEFINED 20 17905 0 0 ----- 825 33003 UNITED  
 PARCEL SERVICE INC CL B 911312106 947 15064 SH DEFINED 9 13848 0 1216 4058 64522 SH DEFINED 20  
 20522 0 44000 ----- 5005 79586 UNITED RENTALS INC COM 911363109 1 37 SH DEFINED 9 37 0 0  
 ----- 1 37 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
 AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- UNITED STATES NATL GAS FUND UNIT 912318102 53 1595 SH DEFINED 9 1595 0 0 ----- 53  
 1595 UNITED STATES OIL FUND LP UNITS 91232N108 144 1750 SH DEFINED 9 1750 0 0 ----- 144  
 1750 U STORE IT TR COM 91274F104 234 19035 SH DEFINED 9 15470 0 3565 24 1941 SH DEFINED 20 1941 0  
 0 ----- 257 20976 UNITED STATES STL CORP NEW COM 912909108 1502 19352 SH DEFINED 9  
 16602 0 2750 376 4850 SH DEFINED 20 4850 0 0 ----- 1878 24202 UNITED TECHNOLOGIES CORP  
 COM 913017109 46950 781725 SH DEFINED 9 749380 9029 23316 45941 764910 SH DEFINED 20 699726 3478  
 61706 178 2969 SH DEFINED 8 2969 0 0 ----- 93069 1549604 UNITED THERAPEUTICS CORP DEL  
 COM 91307C102 184 1752 SH DEFINED 9 1752 0 0 82 778 SH DEFINED 20 778 0 0 ----- 266 2530  
 UNITEDHEALTH GROUP INC COM 91324P102 3710 146129 SH DEFINED 9 115162 2200 28767 2530 99641  
 SH DEFINED 20 99067 394 180 ----- 6240 245770 UNITRIN INC COM 913275103 19 769 SH DEFINED  
 9 0 0 769 ----- 19 769 UNIVERSAL CORP VA COM 913456109 20 400 SH DEFINED 9 400 0 0 -----  
 ----- 20 400 UNIVERSAL ELECTRS INC COM 913483103 1 29 SH DEFINED 20 29 0 0 ----- 1 29  
 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08  
 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF  
 ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 UNIVERSAL FST PRODS INC COM 913543104 2414 69152 SH DEFINED 20 69152 0 0 ----- 2414  
 69152 UNIVERSAL TECHNICAL INST INC COM 913915104 53 3079 SH DEFINED 9 3079 0 0 13 753 SH  
 DEFINED 20 753 0 0 ----- 65 3832 UNUM GROUP COM 91529Y106 286 11385 SH DEFINED 9 10535 0  
 850 403 16062 SH DEFINED 20 16062 0 0 ----- 689 27447 URBAN OUTFITTERS INC COM 917047102  
 2476 77705 SH DEFINED 9 68677 0 9028 237 7436 SH DEFINED 20 7436 0 0 ----- 2713 85141  
 UTILITIES HOLDRS TR DEPOSITRY RCPT 918019100 194 1800 SH DEFINED 20 1800 0 0 ----- 194  
 1800 VCA ANTECH INC COM 918194101 48 1636 SH DEFINED 9 1454 0 182 118 4000 SH DEFINED 20 4000 0  
 0 ----- 166 5636 V F CORP COM 918204108 3722 48143 SH DEFINED 9 46958 0 1185 6266 81056 SH  
 DEFINED 20 36666 0 44390 ----- 9988 129199 VIST FINANCIAL CORP COM 918255100 58 4854 SH  
 DEFINED 20 4854 0 0 ----- 58 4854 VAALCO ENERGY INC COM NEW 91851C201 3 500 SH  
 DEFINED 20 500 0 0 ----- 3 500 VALEANT PHARMACEUTICALS INTL COM 91911X104 5 224 SH  
 DEFINED 9 224 0 0 ----- 5 224 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER:  
 FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT  
 OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL  
 DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- VALERO ENERGY CORP NEW COM 91913Y100 938 30942 SH  
 DEFINED 9 27932 0 3010 2153 71057 SH DEFINED 20 71057 0 0 ----- 3091 101999 VALSPAR CORP  
 COM 920355104 480 21512 SH DEFINED 9 15012 0 6500 106 4764 SH DEFINED 20 4764 0 0 ----- 586  
 26276 VAN KAMPEN MUN TR SH BEN INT 920919107 38 3426 SH DEFINED 20 3426 0 0 ----- 38  
 3426 VAN KAMPEN OHIO QUALITY MUN COM 920923109 114 8214 SH DEFINED 9 8214 0 0 -----  
 114 8214 VAN KAMPEN TR INVT GRADE MUN COM 920929106 1 76 SH DEFINED 9 76 0 0 81 6972 SH  
 DEFINED 20 6972 0 0 ----- 82 7048 VAN KAMPEN TR INVT GRADE N Y COM 920931102 16 1486

SH DEFINED 9 0 0 1486 ----- 16 1486 VAN KAMPEN TR INVT GRADE N J COM 920933108 39 2850  
 SH DEFINED 20 0 2850 0 ----- 39 2850 VAN KAMPEN MUN OPPORTUNITY T COM 920935103 4 349  
 SH DEFINED 9 349 0 0 108 9848 SH DEFINED 20 7948 0 1900 ----- 112 10197 VAN KAMPEN SENIOR  
 INCOME TR COM 920961109 12 3000 SH DEFINED 20 3000 0 0 ----- 12 3000 VAN KAMPEN  
 ADVANTAGE MUN II SH BEN INT 92112K107 1 97 SH DEFINED 9 97 0 0 137 13796 SH DEFINED 20 13796 0  
 0 ----- 138 13893 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- VAN KAMPEN SELECT SECTOR MUN COM 92112M103 25 2573 SH DEFINED  
 9 19 0 2554 69 7191 SH DEFINED 20 7191 0 0 ----- 94 9764 VANGUARD SPECIALIZED PORTFOL  
 DIV APP ETF 921908844 19 400 SH DEFINED 9 0 400 0 7172 149894 SH DEFINED 20 147325 0 2569 -----  
 ----- 7191 150294 VANGUARD WORLD FD EXTENDED DUR 921910709 30 300 SH DEFINED 9 300 0 0  
 ----- 30 300 VANGUARD BD INDEX FD INC INTERMED TERM 921937819 266 3633 SH DEFINED  
 20 3633 0 0 ----- 266 3633 VANGUARD BD INDEX FD INC TOTAL BND MRKT 921937835 129 1700  
 SH DEFINED 9 1700 0 0 5068 67022 SH DEFINED 20 67022 0 0 ----- 5197 68722 VANGUARD  
 TAX-MANAGED FD EUROPE PAC ETF 921943858 307 8724 SH DEFINED 9 8724 0 0 6460 183676 SH  
 DEFINED 20 180359 0 3317 ----- 6767 192400 VANGUARD WHITEHALL FDS INC HIGH DIV YLD  
 921946406 916 21837 SH DEFINED 20 21837 0 0 ----- 916 21837 VANGUARD WORLD FDS CONSUM  
 DIS ETF 92204A108 38 866 SH DEFINED 9 866 0 0 203 4600 SH DEFINED 20 4600 0 0 1 17 SH DEFINED 8 17 0  
 0 ----- 242 5483 VANGUARD WORLD FDS CONSUM STP ETF 92204A207 830 12220 SH DEFINED  
 20 11470 750 0 3 42 SH DEFINED 8 42 0 0 ----- 833 12262 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- VANGUARD WORLD FDS ENERGY ETF 92204A306  
 45 485 SH DEFINED 9 250 0 235 3 34 SH DEFINED 8 34 0 0 ----- 48 519 VANGUARD WORLD FDS  
 FINANCIALS ETF 92204A405 29 747 SH DEFINED 9 747 0 0 56 1435 SH DEFINED 20 1435 0 0 5 131 SH  
 DEFINED 8 131 0 0 ----- 91 2313 VANGUARD WORLD FDS HEALTH CAR ETF 92204A504 12 230  
 SH DEFINED 9 230 0 0 64 1196 SH DEFINED 20 1196 0 0 ----- 77 1426 VANGUARD WORLD FDS  
 INDUSTRIAL ETF 92204A603 35 600 SH DEFINED 9 600 0 0 1 22 SH DEFINED 8 22 0 0 ----- 36 622  
 VANGUARD WORLD FDS INF TECH ETF 92204A702 399 8599 SH DEFINED 9 8599 0 0 ----- 399  
 8599 VANGUARD WORLD FDS MATERIALS ETF 92204A801 1 12 SH DEFINED 8 12 0 0 ----- 1 12  
 VANGUARD WORLD FDS UTILITIES ETF 92204A876 24 351 SH DEFINED 9 351 0 0 45 650 SH DEFINED 20  
 650 0 0 1 20 SH DEFINED 8 20 0 0 ----- 70 1021 VANGUARD WORLD FDS TELCOMM ETF  
 92204A884 1 10 SH DEFINED 8 10 0 0 ----- 1 10 VANGUARD INTL EQUITY INDEX F ALLWRLD EX  
 US 922042775 2296 54100 SH DEFINED 9 0 0 54100 512 12067 SH DEFINED 20 12067 0 0 ----- 2808  
 66167 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF  
 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME  
 OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED  
 NONE -----  
 ----- VANGUARD INTL EQUITY INDEX F EMR MKT ETF 922042858 2501 72169 SH DEFINED 9 44632 2500  
 25037 7323 211270 SH DEFINED 20 208700 2570 0 11 312 SH DEFINED 8 312 0 0 ----- 9835 283751  
 VANGUARD INTL EQUITY INDEX F PACIFIC ETF 922042866 5 100 SH DEFINED 9 100 0 0 59 1145 SH  
 DEFINED 20 1145 0 0 ----- 64 1245 VANGUARD INTL EQUITY INDEX F EURPEAN ETF 922042874  
 5 100 SH DEFINED 9 100 0 0 4 80 SH DEFINED 20 80 0 0 ----- 10 180 VARIAN MED SYS INC COM  
 92220P105 2405 42101 SH DEFINED 9 37708 0 4393 714 12491 SH DEFINED 20 12417 74 0 ----- 3119  
 54592 VARIAN INC COM 922206107 21 500 SH DEFINED 9 500 0 0 ----- 21 500 VARIAN  
 SEMICONDUCTOR EQUIPMN COM 922207105 338 13461 SH DEFINED 9 13461 0 0 105 4172 SH DEFINED  
 20 4096 76 0 ----- 443 17633 VECTREN CORP COM 92240G101 1958 70315 SH DEFINED 9 65045  
 3200 2070 9643 346247 SH DEFINED 20 342211 3761 275 ----- 11601 416562 VECTOR GROUP LTD

COM 92240M108 207 11718 SH DEFINED 20 11718 0 0 ----- 207 11718 VEECO INSTRS INC DEL  
 COM 922417100 16 1100 SH DEFINED 9 1100 0 0 ----- 16 1100 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
 ----- VENTAS INC COM 92276F100 7 144 SH DEFINED 9 0  
 0 144 287 5803 SH DEFINED 20 5803 0 0 ----- 294 5947 VANGUARD INDEX FDS MCAP VL IDXVIP  
 922908512 56 1275 SH DEFINED 9 1275 0 0 1355 30569 SH DEFINED 20 30569 0 0 ----- 1411 31844  
 VANGUARD INDEX FDS MCAP GR IDXVIP 922908538 54 1149 SH DEFINED 9 1149 0 0 917 19427 SH  
 DEFINED 20 19427 0 0 ----- 972 20576 VANGUARD INDEX FDS REIT ETF 922908553 176 2902 SH  
 DEFINED 9 2902 0 0 5318 87471 SH DEFINED 20 87121 350 0 ----- 5495 90373 VANGUARD INDEX  
 FDS SML CP GRW ETF 922908595 167 2820 SH DEFINED 9 2820 0 0 319 5386 SH DEFINED 20 5386 0 0 7 125  
 SH DEFINED 8 125 0 0 ----- 494 8331 VANGUARD INDEX FDS SM CP VAL ETF 922908611 2072  
 34880 SH DEFINED 20 34880 0 0 ----- 2072 34880 VANGUARD INDEX FDS MID CAP ETF 922908629  
 463 7805 SH DEFINED 9 7805 0 0 9165 154395 SH DEFINED 20 150400 0 3995 ----- 9628 162200  
 VANGUARD INDEX FDS LARGE CAP ETF 922908637 867 16470 SH DEFINED 9 16470 0 0 4025 76472 SH  
 DEFINED 20 73680 1300 1492 ----- 4892 92942 VANGUARD INDEX FDS EXTEND MKT ETF  
 922908652 31 700 SH DEFINED 20 700 0 0 ----- 31 700 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
 ----- VANGUARD INDEX FDS GROWTH ETF 922908736  
 1389 26611 SH DEFINED 9 26611 0 0 3721 71266 SH DEFINED 20 71266 0 0 ----- 5110 97877  
 VANGUARD INDEX FDS VALUE ETF 922908744 307 5856 SH DEFINED 9 5856 0 0 6654 126941 SH  
 DEFINED 20 126941 0 0 ----- 6961 132797 VANGUARD INDEX FDS SMALL CP ETF 922908751 172  
 2882 SH DEFINED 9 2882 0 0 6987 117134 SH DEFINED 20 114781 0 2353 ----- 7159 120016  
 VANGUARD INDEX FDS STK MRK ETF 922908769 1840 31522 SH DEFINED 9 31297 225 0 3915 67092 SH  
 DEFINED 20 67092 0 0 ----- 5755 98614 VEOLIA ENVIRONNEMENT SPONSORED ADR 92334N103  
 187 4519 SH DEFINED 9 4519 0 0 147 3563 SH DEFINED 20 3563 0 0 ----- 334 8082 VERASUN  
 ENERGY CORP COM 92336G106 10 3100 SH DEFINED 9 3100 0 0 ----- 10 3100 VERISIGN INC COM  
 92343E102 262 10039 SH DEFINED 9 7767 0 2272 8 300 SH DEFINED 20 300 0 0 ----- 270 10339  
 VERIZON COMMUNICATIONS INC COM 92343V104 13795 429895 SH DEFINED 9 407335 10104 12456 9049  
 281980 SH DEFINED 20 271217 2720 8043 23 718 SH DEFINED 8 718 0 0 ----- 22867 712593 VERTEX  
 PHARMACEUTICALS INC COM 92532F100 20 595 SH DEFINED 9 200 0 395 ----- 20 595 FORM 13F  
 SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 ----- VIACOM  
 INC NEW CL A 92553P102 3 107 SH DEFINED 20 107 0 0 ----- 3 107 VIACOM INC NEW CL B  
 92553P201 3409 137251 SH DEFINED 9 107951 2450 26850 2042 82198 SH DEFINED 20 81672 438 88 -----  
 ----- 5451 219449 VICOR CORP COM 925815102 9 1000 SH DEFINED 20 1000 0 0 ----- 9 1000  
 VIRGIN MEDIA INC \*W EXP 99/99/9 92769L119 0 9 SH DEFINED 9 9 0 0 ----- 9 VIRGINIA COMM  
 BANCORP INC COM 92778Q109 206 32992 SH DEFINED 9 32992 0 0 294 46979 SH DEFINED 20 46979 0 0  
 ----- 500 79971 VIROPHARMA INC COM 928241108 4 300 SH DEFINED 9 300 0 0 ----- 4 300  
 VISA INC COM CL A 92826C839 346 5633 SH DEFINED 9 3366 0 2267 113 1841 SH DEFINED 20 1841 0 0  
 ----- 459 7474 VISHAY INTERTECHNOLOGY INC COM 928298108 83 12562 SH DEFINED 9 11460 0  
 1102 80 12159 SH DEFINED 20 12065 0 94 ----- 164 24721 VISTEON CORP COM 92839U107 6 2727  
 SH DEFINED 20 2727 0 0 ----- 6 2727 VITAL IMAGES INC COM 92846N104 0 8 SH DEFINED 20 8 0 0  
 ----- 8 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS  
 OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE



SHARED NONE -----  
 ----- VMWARE INC CL A COM 928563402 0 12 SH DEFINED 20 12 0 0 ----- 12 VODAFONE  
 GROUP PLC NEW SPONS ADR NEW 92857W209 4856 219709 SH DEFINED 9 213755 5575 379 1606 72690 SH  
 DEFINED 20 70683 254 1753 13 582 SH DEFINED 8 582 0 0 ----- 6475 292981 VOCUS INC COM  
 92858J108 510 15009 SH DEFINED 9 11987 0 3022 96 2813 SH DEFINED 20 2813 0 0 ----- 605 17822  
 VORNADO RLTY TR SH BEN INT 929042109 278 3060 SH DEFINED 9 2687 0 373 393 4326 SH DEFINED 20  
 4326 0 0 ----- 672 7386 VOTORANTIM CELULOSE E PAPEL SPONSORED ADR 92906P106 0 7 SH  
 DEFINED 20 7 0 0 ----- 7 VULCAN MATLS CO COM 929160109 113 1517 SH DEFINED 9 1466 51 0  
 672 9014 SH DEFINED 20 6914 0 2100 ----- 785 10531 WD-40 CO COM 929236107 54 1500 SH  
 DEFINED 9 1500 0 0 14 400 SH DEFINED 20 400 0 0 ----- 68 1900 WGL HLDGS INC COM 92924F106  
 62 1900 SH DEFINED 9 1900 0 0 16 500 SH DEFINED 20 500 0 0 ----- 78 2400 WABCO HLDGS INC  
 COM 92927K102 21 588 SH DEFINED 9 0 0 588 ----- 21 588 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
 ----- WMS INDS INC COM 929297109 550 17989 SH  
 DEFINED 9 17989 0 0 656 21469 SH DEFINED 20 21469 0 0 ----- 1206 39458 W P CAREY & CO LLC  
 COM 92930Y107 26 1000 SH DEFINED 9 1000 0 0 ----- 26 1000 WABTEC CORP COM 929740108 5  
 101 SH DEFINED 9 101 0 0 2 37 SH DEFINED 20 25 0 12 ----- 7 138 WACHOVIA CORP NEW COM  
 929903102 4 1272 SH DEFINED 20 1272 0 0 ----- 4 1272 WADDELL & REED FINL INC CL A  
 930059100 1179 47628 SH DEFINED 9 35258 0 12370 251 10156 SH DEFINED 20 8639 161 1356 -----  
 1430 57784 WAL MART STORES INC COM 931142103 15794 263711 SH DEFINED 9 250545 2150 11016 37406  
 624579 SH DEFINED 20 567858 400 56321 22 366 SH DEFINED 8 366 0 0 ----- 53222 888656  
 WALGREEN CO COM 931422109 16155 521811 SH DEFINED 9 499330 600 21881 13049 421470 SH DEFINED  
 20 411220 400 9850 ----- 29204 943281 WARNACO GROUP INC COM NEW 934390402 1238 27345 SH  
 DEFINED 9 21965 0 5380 238 5257 SH DEFINED 20 5154 103 0 ----- 1477 32602 WARREN RES INC  
 COM 93564A100 74 7388 SH DEFINED 9 7388 0 0 ----- 74 7388 WASHINGTON FED INC COM  
 938824109 144 7785 SH DEFINED 9 500 0 7285 ----- 144 7785 FORM 13F SEC NO 28-539 NAME OF  
 REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/  
 SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN  
 AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE -----  
 ----- WASHINGTON MUT INC COM 939322103 0 2148 SH  
 DEFINED 9 2148 0 0 0 5500 SH DEFINED 20 5275 0 225 ----- 1 7648 WASHINGTON POST CO CL B  
 939640108 8 14 SH DEFINED 9 14 0 0 ----- 8 14 WASHINGTON REAL ESTATE INVT SH BEN INT  
 939653101 134 3652 SH DEFINED 9 3352 0 300 ----- 134 3652 WASTE CONNECTIONS INC COM  
 941053100 1 27 SH DEFINED 20 27 0 0 ----- 1 27 WASTE MGMT INC DEL COM 94106L109 1275  
 40478 SH DEFINED 9 36715 1850 1913 6472 205540 SH DEFINED 20 204677 200 663 11 360 SH DEFINED 8  
 360 0 0 ----- 7758 246378 WATERS CORP COM 941848103 217 3736 SH DEFINED 9 2897 0 839 162  
 2790 SH DEFINED 20 2640 150 0 ----- 380 6526 WATSON PHARMACEUTICALS INC COM  
 942683103 83 2913 SH DEFINED 9 2438 0 475 26 928 SH DEFINED 20 928 0 0 ----- 109 3841 WATSON  
 WYATT WORLDWIDE INC CL A 942712100 7 144 SH DEFINED 9 144 0 0 10 205 SH DEFINED 20 205 0 0  
 ----- 17 349 WAUSAU PAPER CORP COM 943315101 61 6000 SH DEFINED 20 6000 0 0 -----  
 61 6000 WEBSense INC COM 947684106 29 1300 SH DEFINED 9 1100 0 200 ----- 29 1300 FORM 13F  
 SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DCRETN MANAGERS SOLE SHARED NONE  
 -----  
 WEINGARTEN RLTY INVS SH BEN INT 948741103 923 25881 SH DEFINED 9 21036 3000 1845 1637 45895  
 SH DEFINED 20 45595 300 0 ----- 2560 71776 WELLPOINT INC COM 94973V107 2795 59766 SH  
 DEFINED 9 57210 250 2306 1193 25503 SH DEFINED 20 25103 400 0 7 148 SH DEFINED 8 148 0 0 -----  
 ----- 3995 85417 WELLS FARGO & CO NEW COM 949746101 68937 1836847 SH DEFINED 9 1705086 63284

68477 32115 855719 SH DEFINED 20 723601 3023 129095 82 2173 SH DEFINED 8 2173 0 0 -----  
 101134 2694739 WERNER ENTERPRISES INC COM 950755108 234 10782 SH DEFINED 9 9321 0 1461 17 793  
 SH DEFINED 20 793 0 0 ----- 251 11575 WESBANCO INC COM 950810101 315 11830 SH DEFINED 9  
 11830 0 0 3 119 SH DEFINED 20 119 0 0 ----- 318 11949 WESCO FINL CORP COM 950817106 95 267  
 SH DEFINED 9 253 14 0 261 731 SH DEFINED 20 731 0 0 ----- 356 998 WESCO INTL INC COM  
 95082P105 51 1586 SH DEFINED 9 666 0 920 4 118 SH DEFINED 20 118 0 0 ----- 55 1704 WEST  
 PHARMACEUTICAL SVSC INC COM 955306105 2 36 SH DEFINED 9 36 0 0 ----- 2 36 WESTAR  
 ENERGY INC COM 95709T100 184 7976 SH DEFINED 9 6516 0 1460 129 5610 SH DEFINED 20 5610 0 0 -----  
 ----- 313 13586 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
 AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- WESTERN AST EMRG MKT FLT RT COM 95766C107 2 160 SH DEFINED 20 160 0 0 ----- 2  
 160 WESTERN ASSET EMRG MKT INCM COM 95766E103 5 566 SH DEFINED 9 566 0 0 ----- 5 566  
 WESTERN ASST MNG MUN FD INC COM 95766M105 1 115 SH DEFINED 9 115 0 0 ----- 1 115  
 WESTERN ASSET MUN HI INCM FD COM 95766N103 11 1662 SH DEFINED 9 1662 0 0 ----- 11 1662  
 WESTERN ASSET CLYM INFL SEC COM SH BEN INT 95766Q106 21 1989 SH DEFINED 9 1989 0 0 70 6666  
 SH DEFINED 20 6666 0 0 ----- 91 8655 WESTERN ASSET CLYM INFL OPP COM 95766R104 39 3736  
 SH DEFINED 9 3736 0 0 7 676 SH DEFINED 20 0 0 676 ----- 46 4412 WESTERN ASSET VAR RT  
 STRG FD COM 957667108 16 1287 SH DEFINED 20 1287 0 0 ----- 16 1287 WESTERN DIGITAL CORP  
 COM 958102105 47 2216 SH DEFINED 9 424 0 1792 144 6774 SH DEFINED 20 6774 0 0 ----- 192 8990  
 WESTERN ASSET INTM MUNI FD I COM 958435109 19 2472 SH DEFINED 9 2472 0 0 ----- 19 2472  
 WESTERN UN CO COM 959802109 1093 44303 SH DEFINED 9 39746 0 4557 226 9143 SH DEFINED 20 9143 0  
 0 6 250 SH DEFINED 8 250 0 0 ----- 1325 53696 FORM 13F SEC NO 28-539 NAME OF REPORTING  
 MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/  
 INVSTMT OTHER ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN  
 CALL DSCRETN MANAGERS SOLE SHARED NONE -----  
 ----- WESTPAC BKG CORP SPONSORED ADR 961214301 28 300  
 SH DEFINED 9 300 0 0 ----- 28 300 WEYERHAEUSER CO COM 962166104 746 12308 SH DEFINED 9  
 9858 200 2250 447 7385 SH DEFINED 20 7385 0 0 ----- 1193 19693 WHIRLPOOL CORP COM  
 963320106 711 8962 SH DEFINED 9 8962 0 0 1756 22151 SH DEFINED 20 14736 7415 0 ----- 2467  
 31113 WHITING PETE CORP NEW COM 966387102 6 85 SH DEFINED 20 85 0 0 ----- 6 85 WHITNEY  
 HLDG CORP COM 966612103 234 9648 SH DEFINED 9 9648 0 0 329 13573 SH DEFINED 20 13573 0 0 -----  
 ----- 563 23221 WHOLE FOODS MKT INC COM 966837106 52 2613 SH DEFINED 9 1315 0 1298 16 800 SH  
 DEFINED 20 800 0 0 ----- 68 3413 WILEY JOHN & SONS INC CL A 968223206 23 575 SH DEFINED 9  
 0 0 575 ----- 23 575 WILLBROS GROUP INC COM 969199108 486 18355 SH DEFINED 9 11205 0 7150  
 89 3359 SH DEFINED 20 3359 0 0 ----- 575 21714 WILLIAMS COAL SEAM GAS RTY T TR UNIT  
 969450105 7 800 SH DEFINED 9 800 0 0 ----- 7 800 WILLIAMS COS INC DEL COM 969457100 138  
 5837 SH DEFINED 9 5017 0 820 178 7534 SH DEFINED 20 7534 0 0 24 1000 SH DEFINED 8 1000 0 0 -----  
 ----- 340 14371 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
 AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- WILLIAMS CLAYTON ENERGY INC COM 969490101 39 550 SH DEFINED 20 550 0 0 ----- 39  
 550 WILLIAMS SONOMA INC COM 969904101 8 500 SH DEFINED 9 500 0 0 6 390 SH DEFINED 20 390 0 0  
 ----- 14 890 WILMINGTON TRUST CORP COM 971807102 61 2105 SH DEFINED 9 1325 0 780 -----  
 ----- 61 2105 WIND RIVER SYSTEMS INC COM 973149107 10 1000 SH DEFINED 9 1000 0 0 ----- 10  
 1000 WINDSTREAM CORP COM 97381W104 10324 943702 SH DEFINED 9 843149 8636 91917 8503 777196  
 SH DEFINED 20 771065 1033 5098 60 5450 SH DEFINED 8 5450 0 0 ----- 18886 1726348  
 WINNEBAGO INDS INC COM 974637100 7 518 SH DEFINED 20 518 0 0 ----- 7 518 WISCONSIN  
 ENERGY CORP COM 976657106 2848 63437 SH DEFINED 9 58545 200 4692 5119 114019 SH DEFINED 20

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58689 0 55330 ----- 7968 177456 WISDOMTREE TRUST INTL SMCAP DIV 97717W760 23 500 SH  
 DEFINED 9 500 0 0 ----- 23 500 WISDOMTREE TRUST DEFA HG YLD EQ 97717W802 271 5625 SH  
 DEFINED 9 5625 0 0 4742 98303 SH DEFINED 20 96453 1850 0 43 900 SH DEFINED 8 900 0 0 -----  
 5057 104828 WOLVERINE WORLD WIDE INC COM 978097103 463 17500 SH DEFINED 20 17500 0 0 -----  
 ----- 463 17500 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP  
 AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER -----  
 NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE  
 SHARED NONE -----  
 ----- WOODWARD GOVERNOR CO COM 980745103 60 1689 SH DEFINED 9 1689 0 0 ----- 60 1689  
 WOORI FIN HLDGS CO LTD ADR 981063100 1 20 SH DEFINED 9 20 0 0 ----- 1 20 WORTHINGTON  
 INDS INC COM 981811102 45041 3014825 SH DEFINED 9 3014825 0 0 ----- 45041 3014825 WRIGHT  
 EXPRESS CORP COM 98233Q105 4 147 SH DEFINED 9 147 0 0 ----- 4 147 WYETH COM 983024100  
 28217 763857 SH DEFINED 9 713293 23623 26941 11264 304936 SH DEFINED 20 301394 240 3302 22 583 SH  
 DEFINED 8 583 0 0 ----- 39503 1069376 WYNDHAM WORLDWIDE CORP COM 98310W108 65 4113  
 SH DEFINED 9 1108 0 3005 5 300 SH DEFINED 20 300 0 0 ----- 69 4413 WYNN RESORTS LTD COM  
 983134107 46 567 SH DEFINED 9 142 0 425 0 3 SH DEFINED 20 3 0 0 ----- 47 570 XTO ENERGY INC  
 COM 98385X106 11350 243978 SH DEFINED 9 224935 4920 14123 9648 207385 SH DEFINED 20 206241 164  
 980 ----- 20997 451363 X-RITE INC COM 983857103 3 800 SH DEFINED 9 800 0 0 574 163075 SH  
 DEFINED 20 163075 0 0 ----- 577 163875 XCEL ENERGY INC COM 98389B100 883 44179 SH  
 DEFINED 9 37680 350 6149 436 21797 SH DEFINED 20 21349 0 448 ----- 1319 65976 FORM 13F SEC  
 NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 VOTING  
 AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER ----- NAME OF ISSUER TITLE  
 OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN MANAGERS SOLE SHARED NONE  
 ----- XILINX  
 INC COM 983919101 1416 60381 SH DEFINED 9 60381 0 0 115 4901 SH DEFINED 20 4901 0 0 -----  
 1531 65282 XEROX CORP COM 984121103 93 8087 SH DEFINED 9 8087 0 0 8 666 SH DEFINED 20 666 0 0  
 ----- 101 8753 YRC WORLDWIDE INC COM 984249102 101 8450 SH DEFINED 9 8450 0 0 2 179 SH  
 DEFINED 20 80 0 99 ----- 103 8629 YAHOO INC COM 984332106 190 10960 SH DEFINED 9 5908 0  
 5052 39 2241 SH DEFINED 20 2241 0 0 ----- 228 13201 YAMANA GOLD INC COM 98462Y100 4 500  
 SH DEFINED 9 500 0 0 0 1 SH DEFINED 20 1 0 0 ----- 4 501 YOUNG INNOVATIONS INC COM  
 987520103 2 100 SH DEFINED 9 0 0 100 ----- 2 100 YUM BRANDS INC COM 988498101 9638 295546  
 SH DEFINED 9 291652 1725 2169 9527 292155 SH DEFINED 20 291560 35 560 13 410 SH DEFINED 8 410 0 0  
 ----- 19178 588111 ZI CORP COM 988918108 6 8000 SH DEFINED 20 8000 0 0 ----- 6 8000  
 ZEBRA TECHNOLOGIES CORP CL A 989207105 115 4147 SH DEFINED 9 4147 0 0 23 825 SH DEFINED 20  
 825 0 0 ----- 138 4972 FORM 13F SEC NO 28-539 NAME OF REPORTING MANAGER: FIFTH THIRD  
 BANCORP AS OF 12/31/08 VOTING AUTHORITY VALUE SHARES/ SH/ PUT/ INVSTMT OTHER  
 ----- NAME OF ISSUER TITLE OF CLASS CUSIP (X\$1000) PRN AMT PRN CALL DSCRETN  
 MANAGERS SOLE SHARED NONE -----  
 ----- ZENITH NATL INS CORP COM 989390109 40 1100 SH DEFINED 9 1100 0 0  
 ----- 40 1100 ZEP INC COM 98944B108 6 350 SH DEFINED 9 350 0 0 3 164 SH DEFINED 20 164 0 0  
 ----- 9 514 ZIMMER HLDGS INC COM 98956P102 8103 125513 SH DEFINED 9 90300 33714 1499 4029  
 62403 SH DEFINED 20 61258 425 720 5 77 SH DEFINED 8 77 0 0 ----- 12137 187993 ZIONS  
 BANCORPORATION COM 989701107 57 1465 SH DEFINED 9 1465 0 0 24 616 SH DEFINED 20 616 0 0 -----  
 ----- 81 2081 ZOLTEK COS INC COM 98975W104 27 1606 SH DEFINED 9 1606 0 0 30 1726 SH DEFINED 20  
 1726 0 0 ----- 57 3332 ZWEIG TOTAL RETURN FD INC COM 989837109 26 7140 SH DEFINED 20  
 7140 0 0 ----- 26 7140 GRAND TOTAL 8,307,516 TOTAL ENTRIES 3,985