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September 28, 1998

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

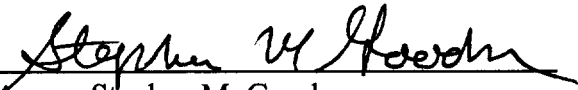
RE: Fifth Third Bancorp and Subsidiaries - State Savings Co.

Dear Madam or Sir:

Please file the enclosed Top Hat Plan Statement for Fifth Third Bancorp and Subsidiaries. If you have any questions, please feel free to give me a call.

Sincerely yours,

KEATING, MUETHING & KLEKAMP, P.L.L.

BY:   
Stephen M. Goodson

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Enclosure

Cert. Ret. Rec. Req. #Z 083 653 222

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**ALTERNATIVE REPORTING AND DISCLOSURE STATEMENT  
FOR PENSION PLANS FOR CERTAIN SELECTED EMPLOYEES**

To the Secretary of Labor:

In compliance with the requirements of the alternative method of reporting and disclosure under Part I of Title I of the Employee Retirement Income Security Act of 1974 for an unfunded or insured pension plan for a select group of management or highly compensated employees, specified in Department of Labor Regulations, 29 C.F.R. Section 2520.104-23, the following information is provided by the employer:

Name and Address of Employer: Fifth Third Bancorp and Subsidiaries  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

Employer Identification  
Number: 31-0854434

In connection with its acquisition of State Savings Co., Fifth Third Bancorp entered into individual Employment Agreements with four key employees. These Agreements provide certain retirement benefits and, therefore, could be construed as a plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Presently, four employees are covered.

Dated: September 28, 1998

