



# **Citi Financial Services Conference**

**Daniel T. Poston**  
**Executive Vice President & Chief Financial Officer**

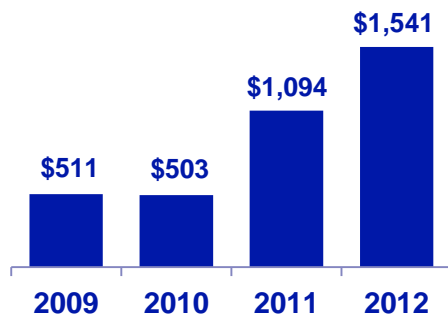
**March 5, 2013**

**Refer to earnings release dated January 17, 2013 and 10-K dated February 22, 2013 for further information.**

# A strong franchise with strong momentum

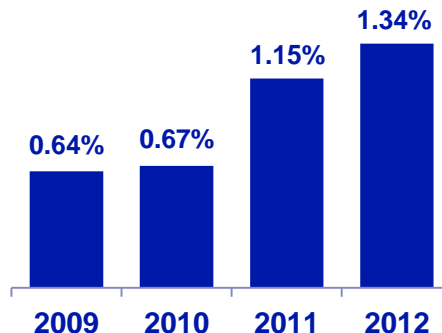


## Net income to common (\$MM)



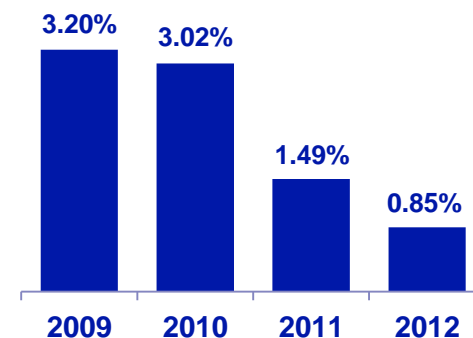
Generated highest level of net income to common since 2005.

## Return on avg. assets



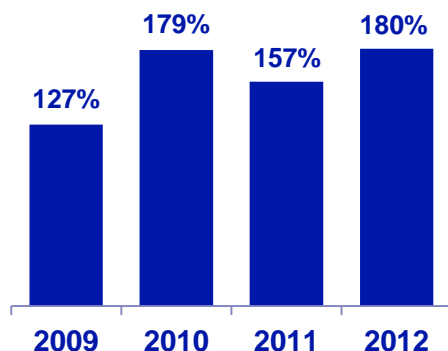
Improving profitability approaching target for normalized environment.

## Net charge-off ratio



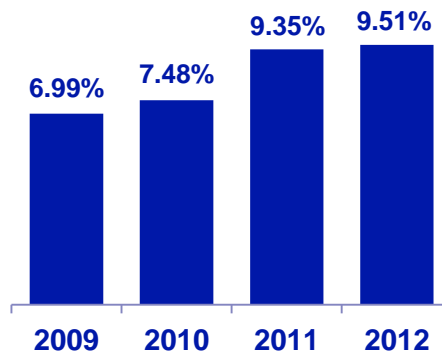
Problem assets are at the lowest levels in five years.

## ALLL / NPLs



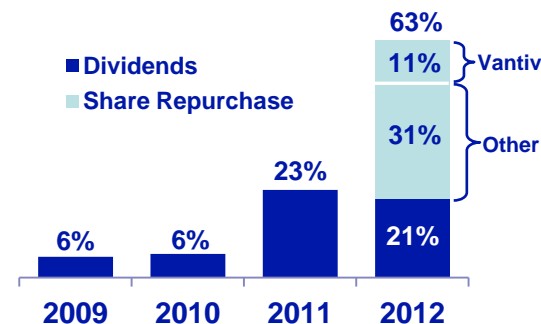
Coverage levels more than adequate to protect against potential losses.

## Tier 1 common ratio



Capital ratios continue to be strong and grow to record levels.

## Total payout ratio



Payouts to shareholders approached \$1B in 2012.

# Environment characterized by low growth expectations and low interest rates



## Characteristics of current environment

- Prolonged low-rate environment, coupled with modest economic growth
- Lower securities reinvestment yields on portfolio cash flows
- Strong deposit flows
- Competitive dynamics
- Elevated mortgage refinance activity expected to track down in 2013
- Firms facing significant costs related to mortgage securitizations, GSE repurchases, private label mortgage repurchases
- Higher capital standards; limitations on dividend payout ratios; capital building beyond targeted / required levels
- Economic uncertainty related to Federal budget; concerns about European financial system

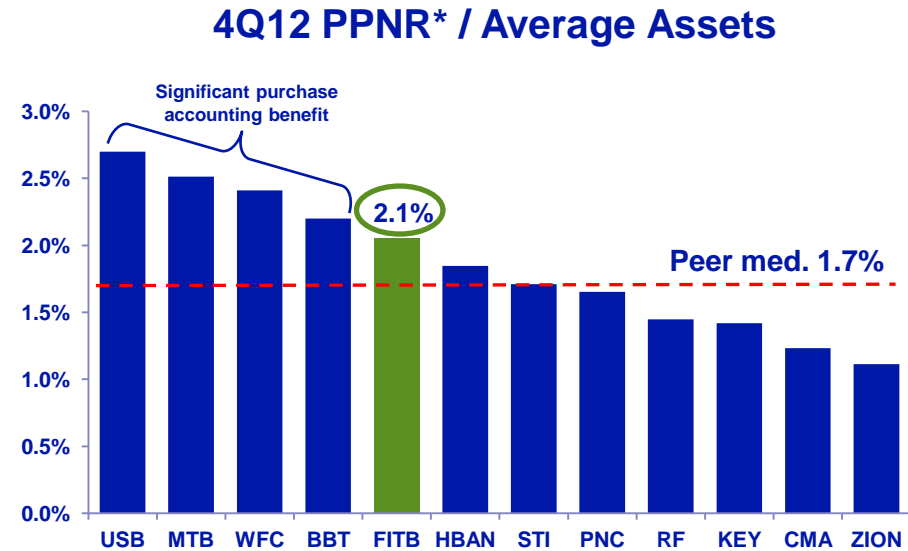
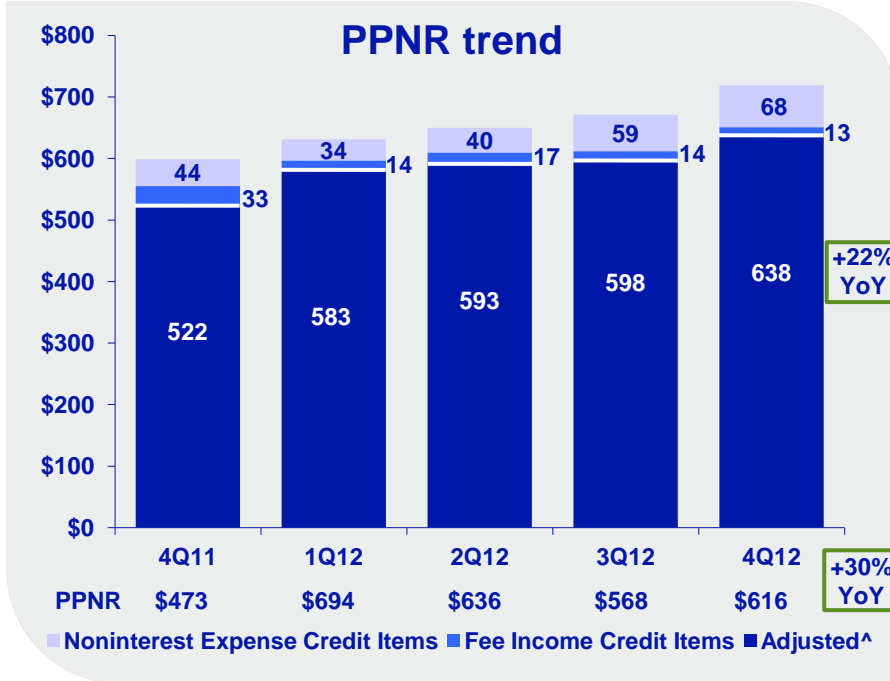
## Fifth Third's response / position

- Continued strong loan production
  - Expect relatively stable net income results despite margin compression (primarily on fixed rate securities and assets)
- Continue to provide customers with products / solutions they find valuable
- Careful management of liability costs
  - Disciplined pricing on deposits
  - Continued evaluation of term liabilities and capital instruments
- Continued solid mortgage banking results and careful management of related expenses
- Mortgage risks manageable
  - Typical quarterly mortgage repurchase cost ~\$20MM
  - No mortgage securitizations outstanding
- Strong profitability and capital in excess of fully phased-in Basel III standards today
  - Believe we are well positioned to maintain strong capital while providing meaningful distributions to shareholders\*
- Low exposure to European banks

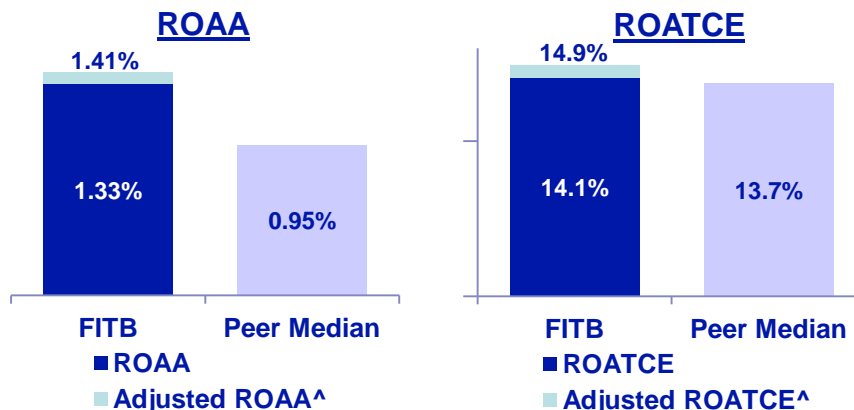
## Fifth Third is well-positioned to deal with current environmental challenges

\* Subject to 2013 Comprehensive Capital Analysis & Review final rules; subject to Board of Directors and regulatory approval.

# Strong revenue and profit generation



## 4Q12 returns strong relative to peers



- Business mix provides higher than average diversity among spread and fee revenues (40+% of revenue)
- Relatively strong margin and relatively high fee income contribution drives strong revenue and PPNR generation profitability despite interest rate environment

PPNR is a Non-GAAP measure. See Reg. G reconciliation in the Appendix to the presentation.

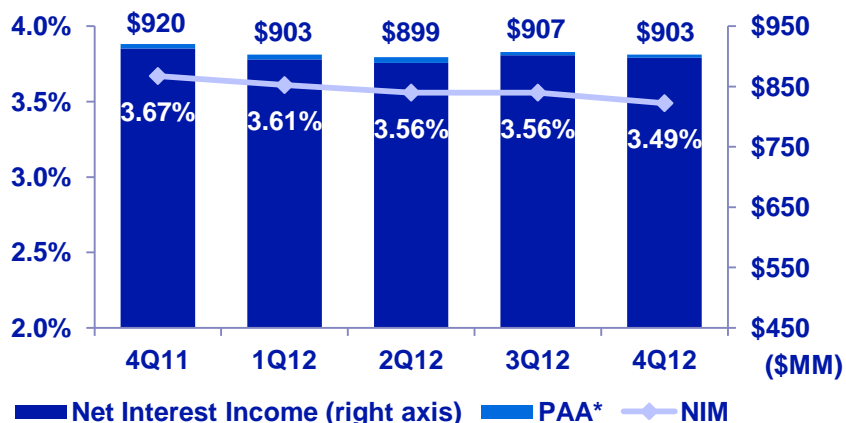
Source: SNL Financial and Company Reports. Peer median includes: BBT, CMA, HBAN, KEY, MTB, PNC, RF, STI, USB, WFC, and ZION

\* Excludes securities gains / losses for FITB and peers. Also excludes goodwill impairment charge for peers as applicable.

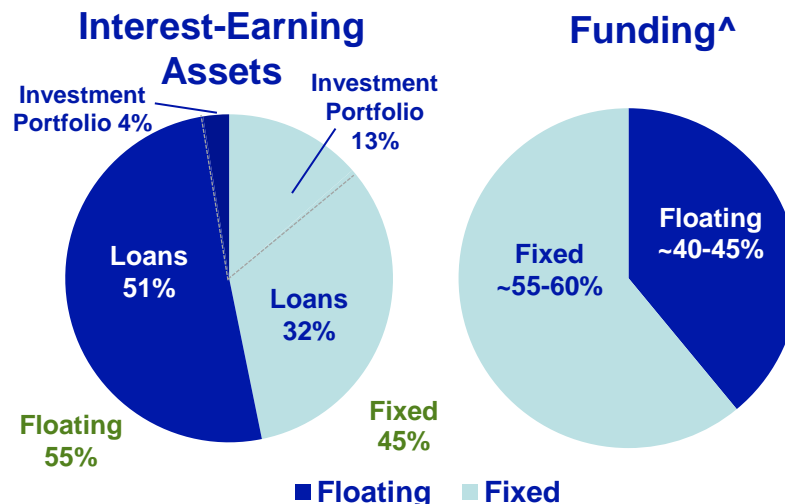
^ See Page 19 in the Appendix for adjustments

# NII results reflect continued moderate NIM pressure offset by balance sheet growth

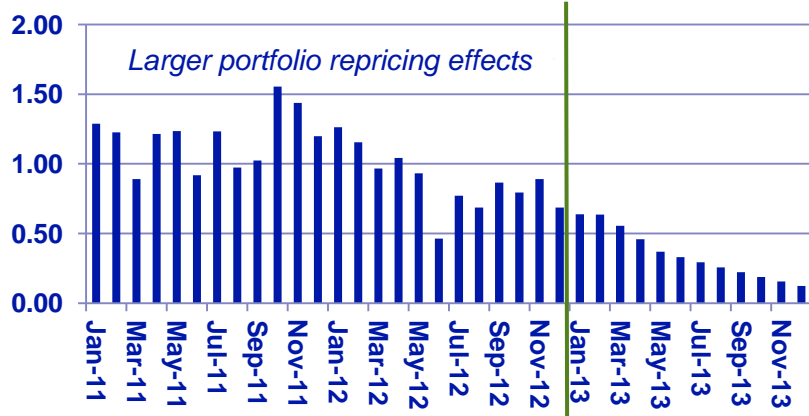
### NII and NIM (FTE)



### Fixed / Floating Portfolio



### Trend: fixed rate loan origination coupons relative to fixed portfolio weighted avg

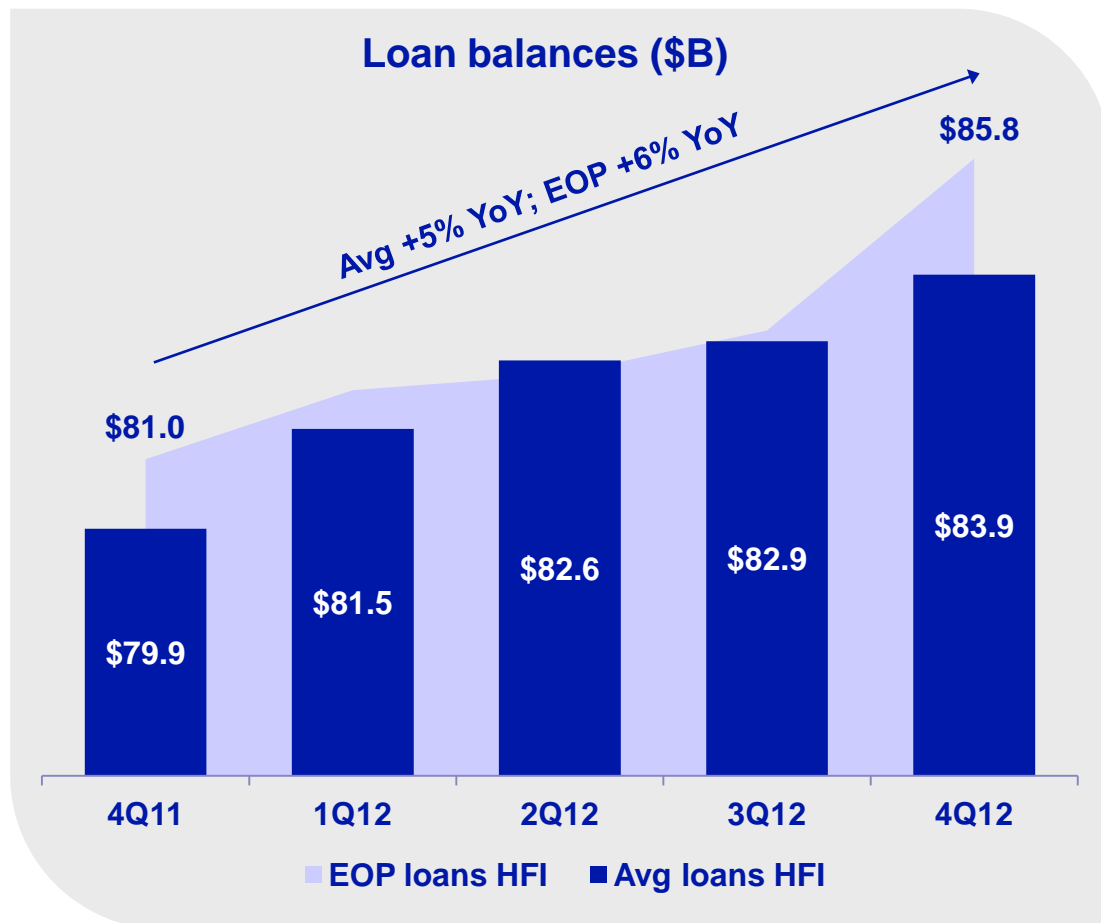


- Negative impact of lower rates on net interest income generally offset by loan growth
- Spreads on new originations of variable rate assets consistent with historical spreads
  - Emphasis on variable rate C&I lending
- Coupons on new fixed rate loan originations converging with portfolio average coupons

\* Represents purchase accounting adjustments included in net interest income.

<sup>^</sup> Estimate; funding (DDAs + interest-bearing liabilities); liabilities attributed to fixed or floating using terms and expected beta

# Loan growth excelled in 2012, ample opportunities for ongoing growth



## Loan composition

### Commercial

46% C&I / lease  
11% Commercial real estate



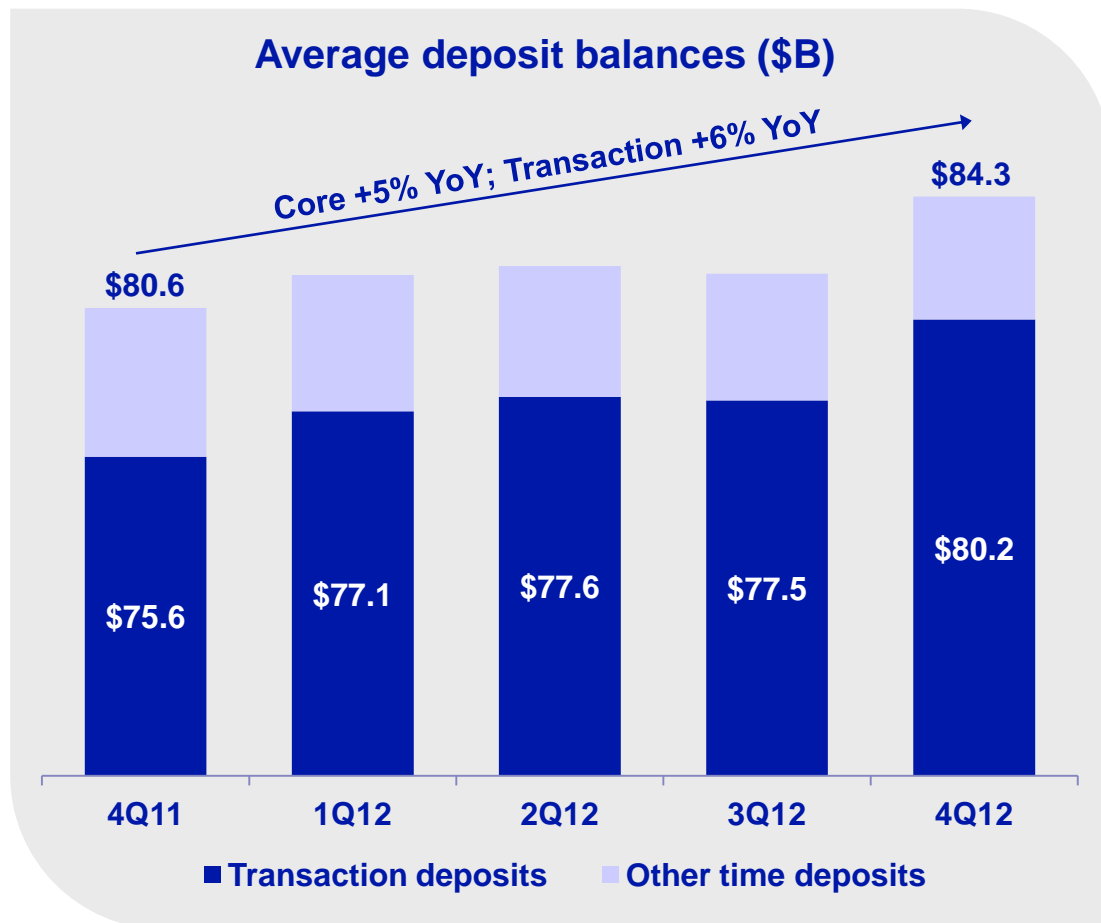
### Consumer

26% Resi. mtg. / home equity  
14% Auto  
3% Card / other

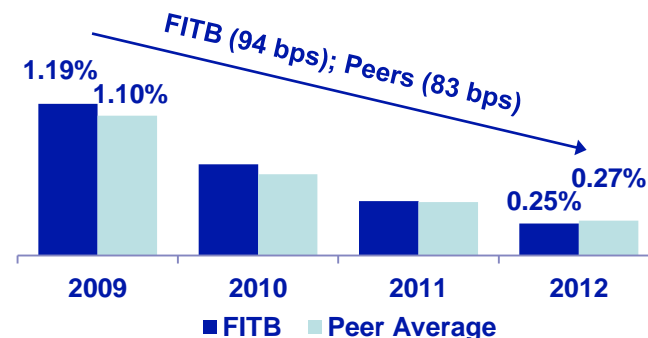


- Solid loan growth with disciplined lending standards throughout 2012
- C&I and residential mortgage balance growth more than offset run-off in both home equity and commercial real estate loans (CRE run-off continues to slow)

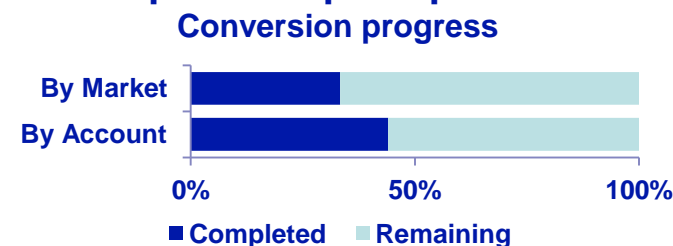
# Strengthened deposit profile and increased value proposition to customers



## Lower avg cost of total deposits



## Simplified deposit products

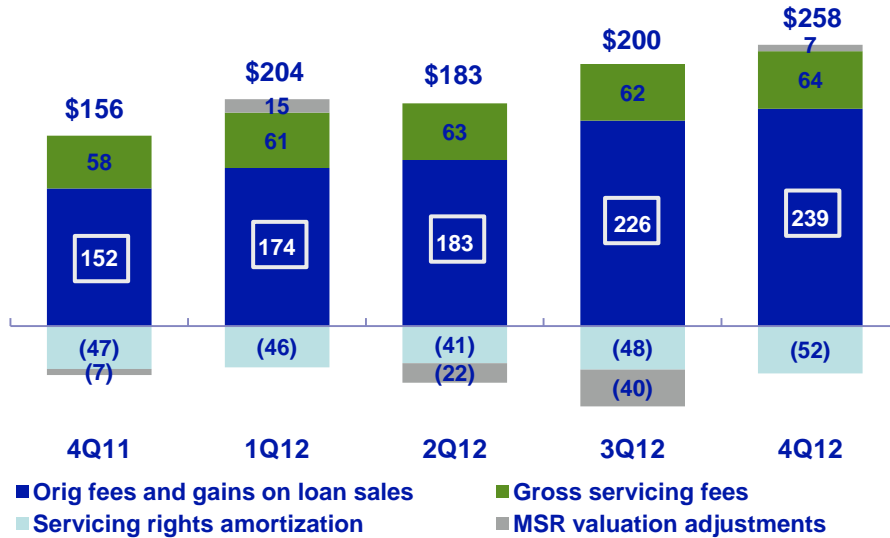


**Deposit growth benefited from focus on full customer relationship**

Source: SNL Financial. Peer average includes: BBT, CMA, HBAN, KEY, MTB, PNC, RF, STI, USB, WFC, ZION

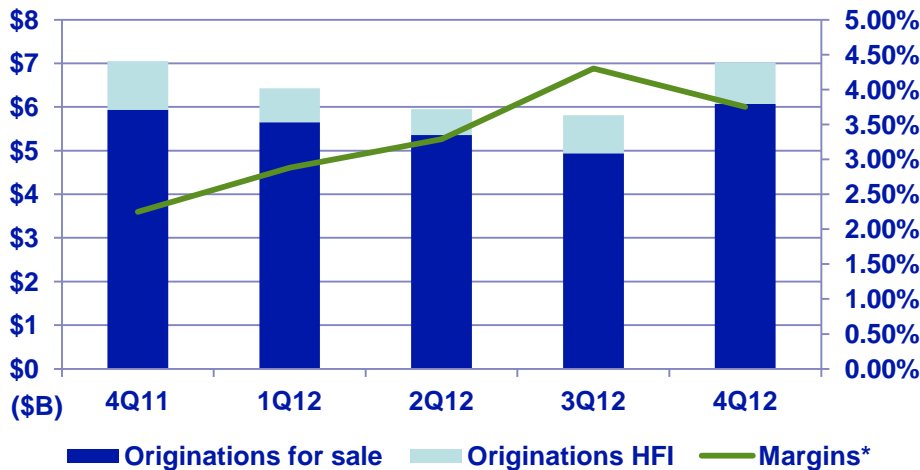
# Strong mortgage banking results

Mortgage Banking Revenue (\$MM)



- Record origination fees and gain on loan sales in FY12
  - Driven by record gain on sales margin and origination volumes
  - 2012 origination fees and gain on loan sales increased 108% to \$822MM from 2011
  - Originations increased 35% to \$25.2B in 2012 versus \$18.6B in 2011
- Maintained mortgage market share position in Top 20

Mortgage originations and gain-on-sale margins\*



## Looking forward into 2013:

- Expect solid mortgage revenue, although lower than recent quarters due to:
  - Pressure on industry margins (competitive / market)
  - Waning of refinance boom
  - Partially offset by better mortgage servicing results

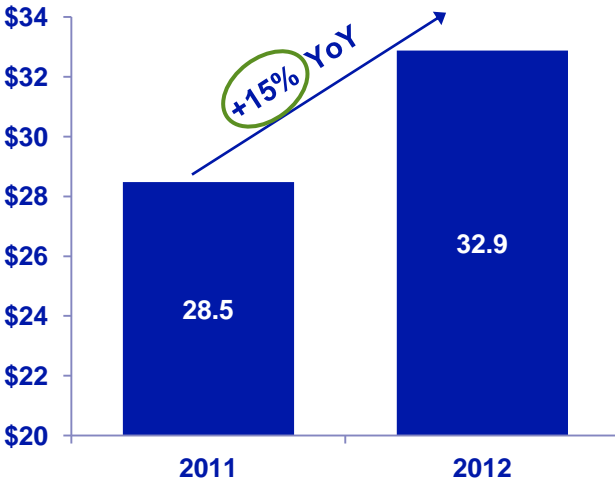
\* Gain-on-sale margin represents margin on loans originated for sale.



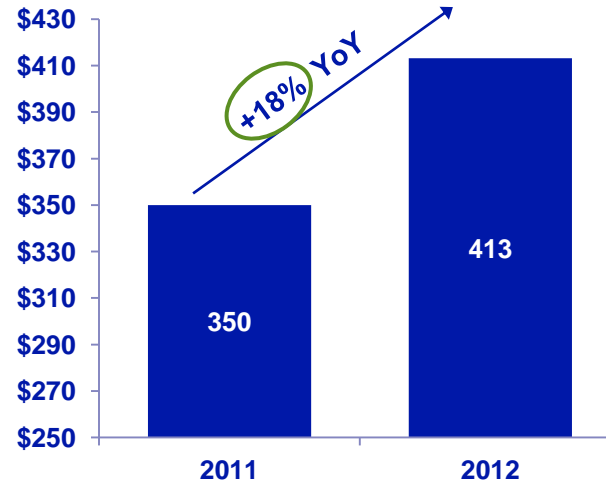
# Corporate banking business generating growth



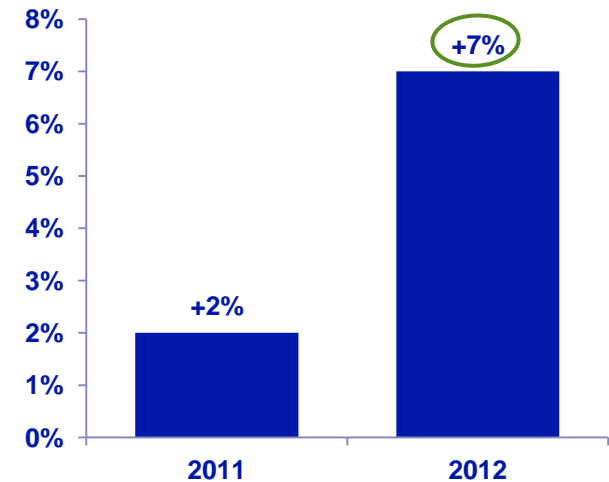
C&I Portfolio^ (\$B)



Corporate banking revenue (\$MM)



Commercial deposit fees YoY % growth



- Reflects investments in mid-corporate space (businesses that generate \$200MM to \$2B in revenue)
- C&I production broad based across industries and sectors
  - Strength in manufacturing and healthcare industries
- Launch of Energy Lending concentration contributed to 4Q12 production and expected to contribute to future growth in C&I

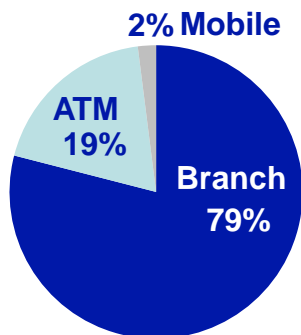
- Growth in corporate banking revenue driven by:
  - Investments in capital markets capabilities
  - Increased syndication and business lending fees
- Led or co-led ~80% of syndications in 2012 versus ~60% in 2011
- Broad product set and capabilities to deliver solutions that meet client needs

- Growth from investments in treasury management business
- Remote Currency Manager (RCM) contributed ~\$13MM in revenue in 2012
  - Remote cash management solution that simplifies cash handling and improves cash flow
- Specialized healthcare industry products including RevLink Solutions platform; ~20% increase in accounts from a year ago

# Momentum building in consumer bank as a result of investments and strategic changes

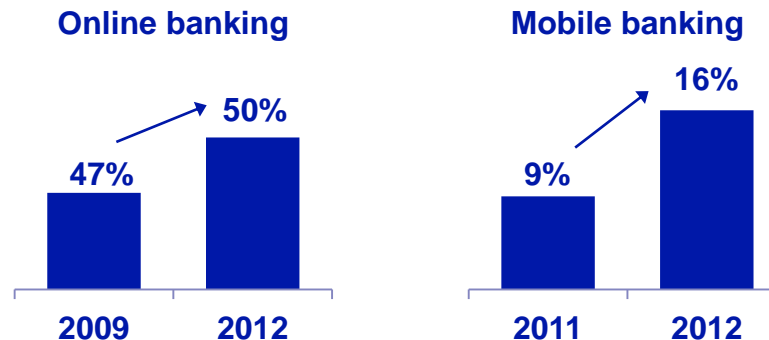
## Consumer deposit activity

Transaction volume by channel



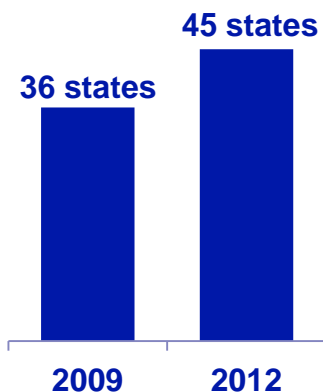
## Alternative channel delivery

% of checking households with



More distribution channels for customers to access our products and services

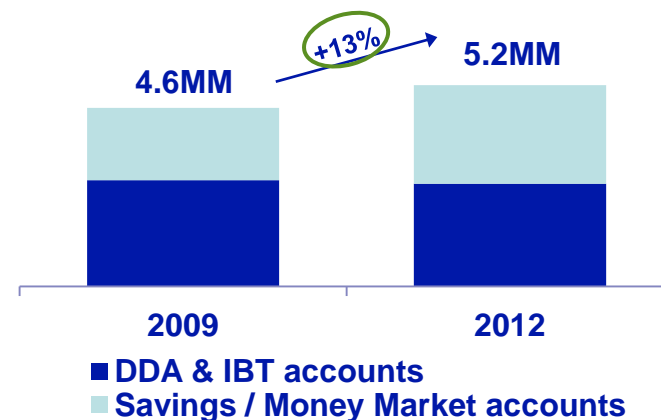
## Indirect auto lending footprint



## Card innovation



## Consumer deposit accounts



Expanded footprint

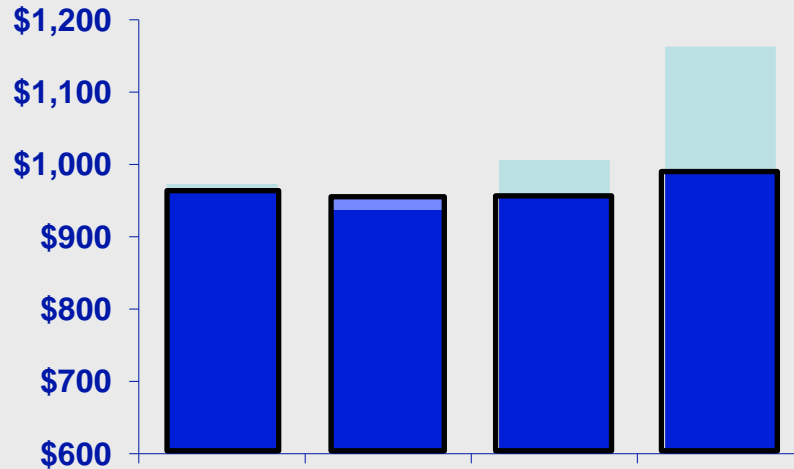
New products that fit the way customers choose to bank

4Q12 consumer deposit account average balance increased 16% compared with 4Q09

# Disciplined expense management

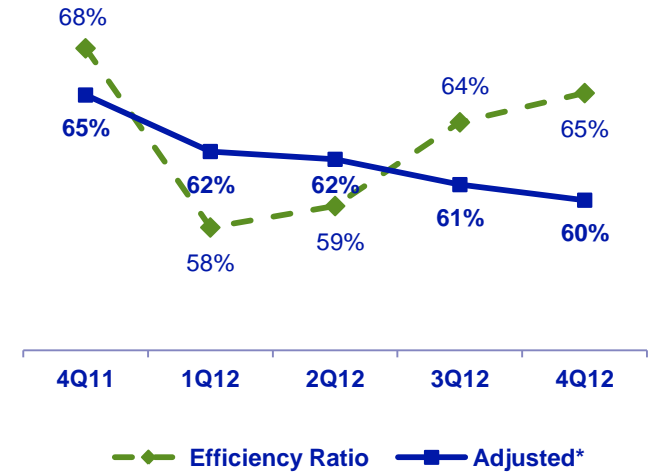


2012 expense trend (\$MM)



	1Q12	2Q12	3Q12	4Q12
Reported expense	\$973	\$937	\$1,006	\$1,163
Non-recurring items*:				
Decreasing expense	\$23	\$18	\$5	--
Increasing expense	(\$29)	--	(\$55)	(\$173)
<b>Adjusted expense</b>	<b>\$967</b>	<b>\$955</b>	<b>\$956</b>	<b>\$990</b>

Efficiency ratio trend



- Long-term target for mid-50% efficiency ratio in normalized environment (with higher interest rate environment)
  - Current impact of credit costs on revenue and expenses; impact of regulatory reforms (e.g., debit interchange) not fully mitigated
  - Reflects below-capacity balance sheet and lower revenue than we expect and can support longer term
  - ~60% for year end 2013

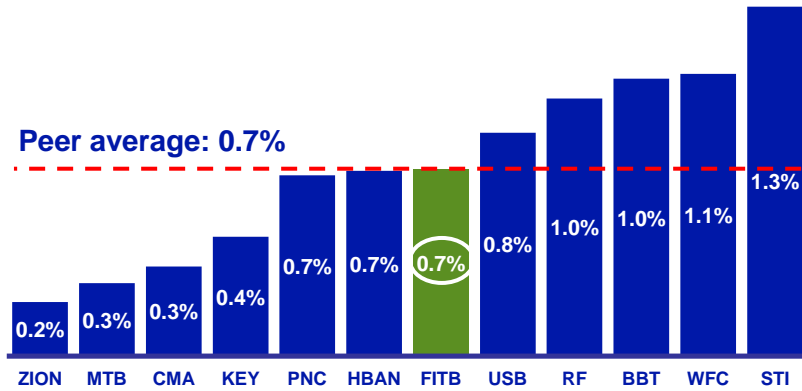
Managing expenses carefully in response to revenue environment; continuous process of expense evaluation

\* Non-recurring items described on page 19 in the appendix to this presentation.

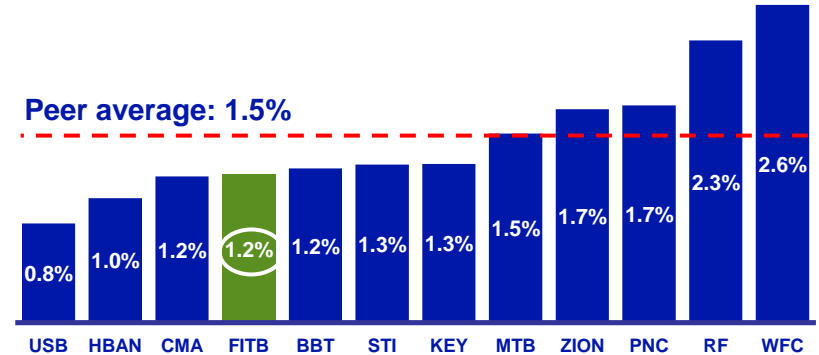
# Credit trends continue to improve with strong reserve coverage levels



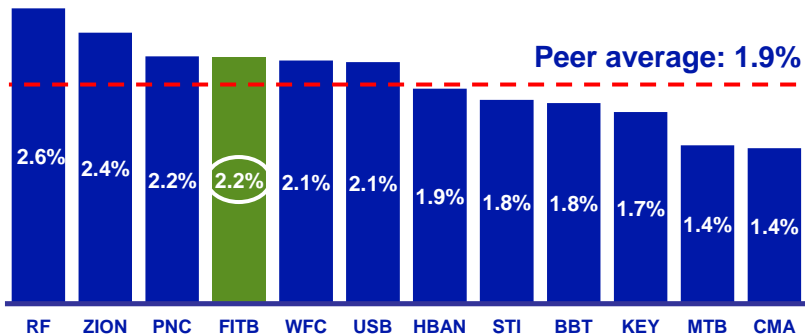
### Net charge-off ratio



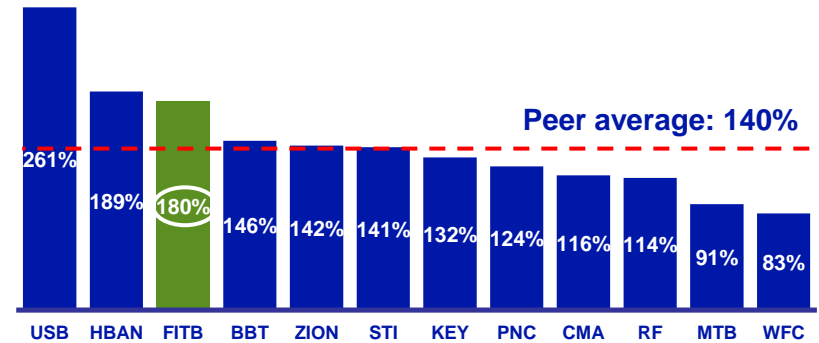
### NPLs / Loans



### Loan loss reserves / Loans



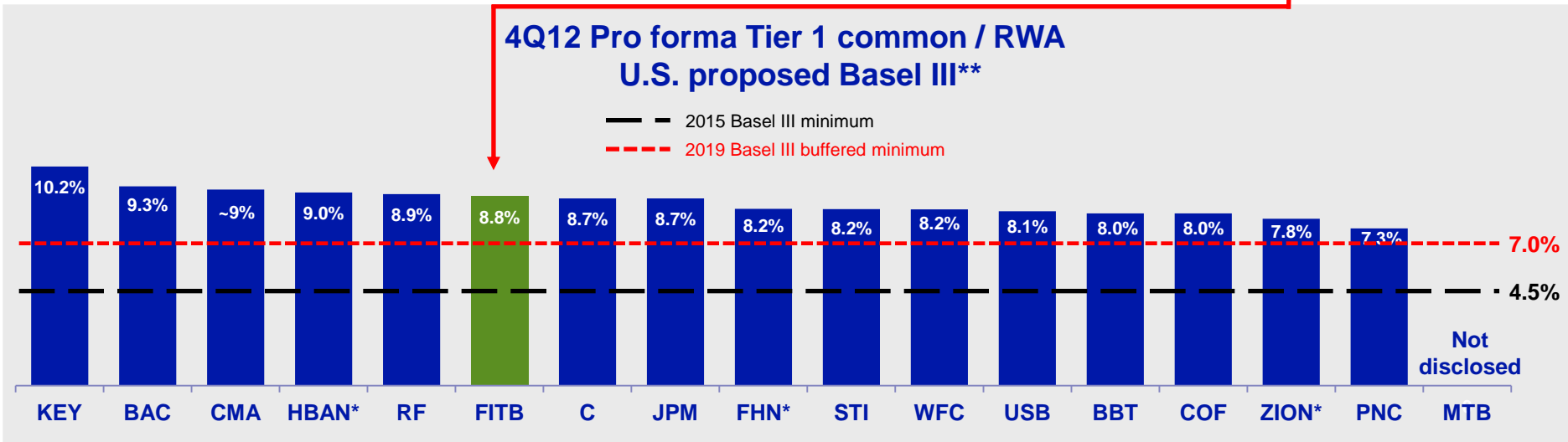
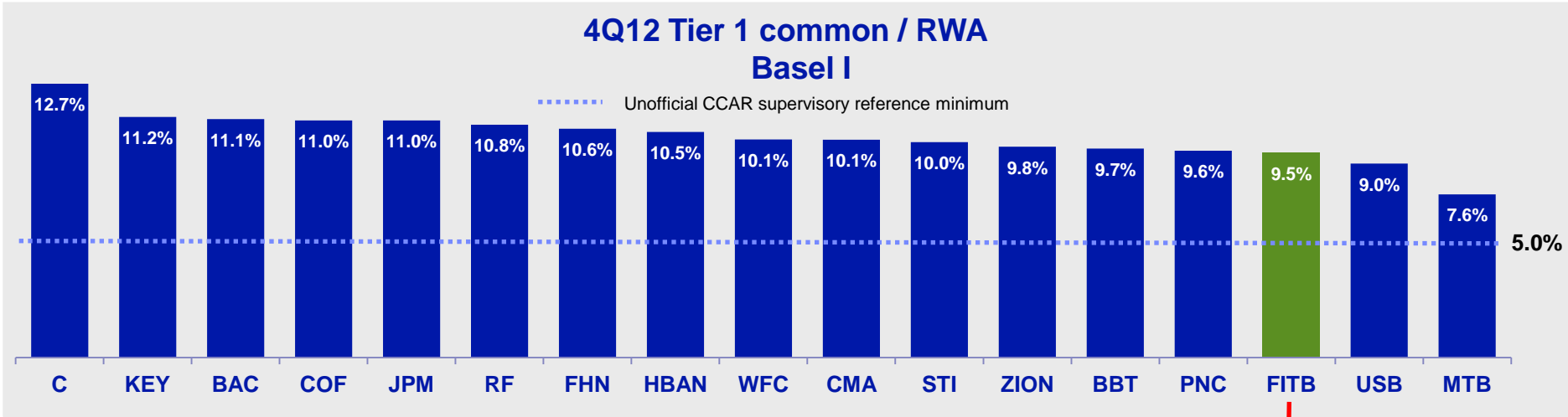
### Reserves / NPLs



**Continued decline in problem assets and corresponding decline in charge-offs combined with strong reserves on an absolute and relative basis**

Source: SNL Financial and Company Reports. Data as of 4Q12. HFI NPLs exclude loans held-for-sale and also exclude covered assets for BBT, USB, and ZION

# Fifth Third's balance sheet and business model relatively advantaged under new capital standards



**Fifth Third's capital position already well in excess of any established standards, likely standards, and most peers**

Source: SNL Financial and company reports (financial data as of 4Q12).

\* In 2Q12, HBAN stated Basel III Tier 1 common ratio would be negatively impacted by approximately 150 basis points. In 2Q12, ZION stated Tier 1 common ratio would be in the 7.75% area. In 3Q12 FHN stated Basel III Tier 1 common ratio would be negatively impacted by approximately 240 basis points.

\*\* Note: Fifth Third's pro forma Tier 1 common equity ratio is management's estimate based upon its current interpretation of the three draft Federal Register notices proposing enhancements to regulatory capital requirements published in June 2012. The actual impact to the Bancorp's Tier 1 common equity ratio may change significantly due to further clarification of the agencies proposals or revisions to the agencies final rules, which remain subject to public comment. Not adjusted for potential mitigation efforts.

# Capital management philosophy



## Capital Deployment

### Organic growth opportunities

- Support growth of core banking franchise
- Continued loan growth despite sluggish economy

### Strategic opportunities\*

- Prudently evaluate opportunities to increase density of franchise via disciplined acquisitions or selective de novos
- Expect future acquisition opportunities although activity likely to remain muted in near-term
- Attain top 3 market position in 65% of markets or more longer term

## Capital Return

### Dividends\*

- As previously indicated, move towards levels more consistent with Fed's near-term payout ratio guidance of 30%
- Strong levels of profitability would support higher dividend than current level
- Quarterly dividend increased to \$0.10 in 3Q12

### Repurchases / Redemptions\*

- As previously indicated, maintain consistent program for common share repurchases to limit / manage growth of excess capital levels
  - Other considerations: regulatory environment, alternatives, maintenance of desired / required buffers, stock price
- 2012 capital plan submission included \$600MM of repurchases over five quarters ended 1Q13 (\$125MM quarterly average)
  - Repurchased \$175MM in shares related to after-tax Vantiv gains
  - Redeemed \$1.4bn in TruPS in 3Q12

## Consistent and prudent capital management philosophy

## FRB disclosures of supervisory estimates of BHC capital plan results

- Federal Reserve will announce 2013 CCAR / Stress Test-related results for all CCAR BHCs in two steps
  - FRB Dodd-Frank Act Stress Test (DFAST) results: On March 7 (after market close), the FRB will announce results for each BHC, under the Supervisory Severely Adverse Scenario with the common assumption for each BHC that dividends are maintained no other capital actions are conducted
    - These are not the FRB's CCAR capital results governing each BHC's 2013 capital plan
  - FRB CCAR results: On March 14 (after market close), the FRB will announce results for each BHC, under the Supervisory Severely Adverse Scenario with the firm's own baseline scenario capital actions ("CCAR planned capital actions")
    - The FRB's objection or non-objection to a BHC's capital plan will be based on these results

## FITB disclosures following FRB's March 14 CCAR announcement

- Fifth Third CCAR press release that includes the FRB's CCAR response and our capital management plans for 2Q13-1Q14
- Publication of internal DFAST results under the Supervisory Severely Adverse Scenario (this disclosure is required to be made no later than March 31). These results will be based on the same assumption noted earlier that dividends are maintained and there are no other capital actions.
  - Required by Dodd-Frank Act (new disclosure for 2013): description of the types of risk included in the stress test; summary description of methodologies used in stress testing; estimates of certain financial results and pro forma capital ratios; explanation of the most significant causes of changes in regulatory capital ratios

# Well-positioned for the future



## Diversified traditional banking platform

- Traditional commercial banking franchise built on customer-oriented localized operating model
- Strong market share in key markets with focus on further improving density
- Fee income ~49% of total revenue

## Industry leader in earnings power

- PPNR remained strong throughout the credit cycle
- PPNR substantially exceeds annual net charge-offs (419% PPNR / NCOs<sup>^</sup> in 4Q12)
- 1.3% ROAA; 14% return on average tangible common equity<sup>^</sup>

## Proactive approach to risk management

- NCOs of 0.70%; 3.2x reserves / annualized NCOs
- Substantial reduction in exposure to CRE since 1Q09; relatively low CRE exposure versus peers
- Very low relative exposure to areas of concern, e.g. European financials, mortgage repurchase risk

## Superior capital and liquidity position

- Cash currently sufficient to satisfy all fixed obligations in a stressed environment for approximately 2 years (debt maturities, common and preferred dividends, interest and other expenses) without accessing capital markets; relying on dividends from subsidiaries or any other discretionary actions.
- Fifth Third has completely exited all crisis-era government support programs



# Cautionary statement



*This report contains statements that we believe are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. They usually can be identified by the use of forward-looking language such as “will likely result,” “may,” “are expected to,” “is anticipated,” “estimate,” “forecast,” “projected,” “intends to,” or may include other similar words or phrases such as “believes,” “plans,” “trend,” “objective,” “continue,” “remain,” or similar expressions, or future or conditional verbs such as “will,” “would,” “should,” “could,” “might,” “can,” or similar verbs. You should not place undue reliance on these statements, as they are subject to risks and uncertainties, including but not limited to the risk factors set forth in our most recent Annual Report on Form 10-K. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements we may make. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to us.*

*There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors that might cause such a difference include, but are not limited to: (1) general economic conditions and weakening in the economy, specifically the real estate market, either nationally or in the states in which Fifth Third, one or more acquired entities and/or the combined company do business, are less favorable than expected; (2) deteriorating credit quality; (3) political developments, wars or other hostilities may disrupt or increase volatility in securities markets or other economic conditions; (4) changes in the interest rate environment reduce interest margins; (5) prepayment speeds, loan origination and sale volumes, charge-offs and loan loss provisions; (6) Fifth Third’s ability to maintain required capital levels and adequate sources of funding and liquidity; (7) maintaining capital requirements may limit Fifth Third’s operations and potential growth; (8) changes and trends in capital markets; (9) problems encountered by larger or similar financial institutions may adversely affect the banking industry and/or Fifth Third; (10) competitive pressures among depository institutions increase significantly; (11) effects of critical accounting policies and judgments; (12) changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board (FASB) or other regulatory agencies; (13) legislative or regulatory changes or actions, or significant litigation, adversely affect Fifth Third, one or more acquired entities and/or the combined company or the businesses in which Fifth Third, one or more acquired entities and/or the combined company are engaged, including the Dodd-Frank Wall Street Reform and Consumer Protection Act; (14) ability to maintain favorable ratings from rating agencies; (15) fluctuation of Fifth Third’s stock price; (16) ability to attract and retain key personnel; (17) ability to receive dividends from its subsidiaries; (18) potentially dilutive effect of future acquisitions on current shareholders’ ownership of Fifth Third; (19) effects of accounting or financial results of one or more acquired entities; (20) difficulties from the separation of or the results of operations of Vantiv, LLC from Fifth Third; (21) loss of income from any sale or potential sale of businesses that could have an adverse effect on Fifth Third’s earnings and future growth; (22) ability to secure confidential information through the use of computer systems and telecommunications networks; and (23) the impact of reputational risk created by these developments on such matters as business generation and retention, funding and liquidity.*

*You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or “SEC,” for further information on other factors, which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements.*

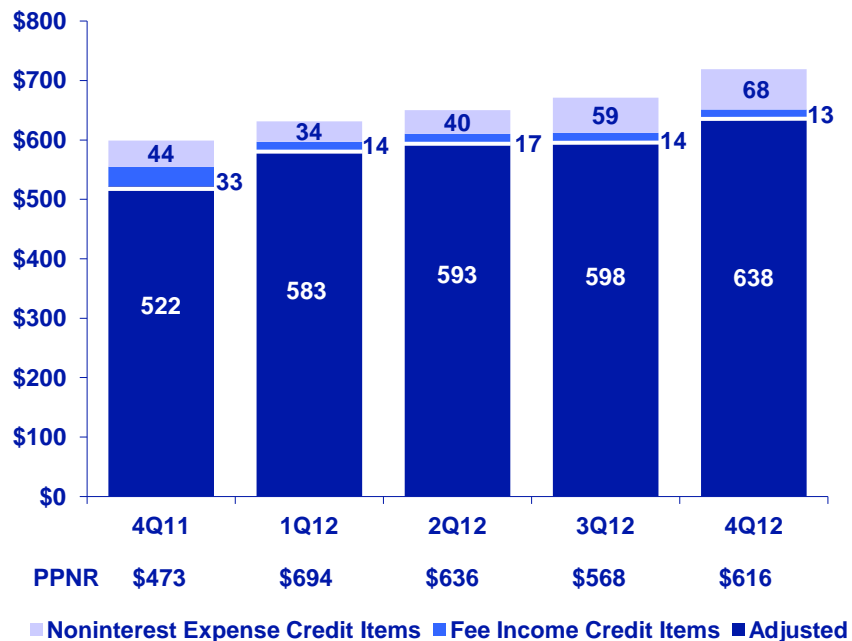
# Appendix



# Pre-tax pre-provision earnings\*



## PPNR trend

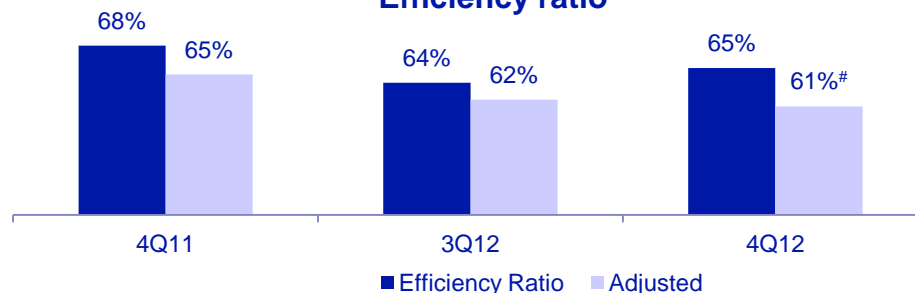


## PPNR reconciliation

(\$ in millions)	4Q11	1Q12	2Q12	3Q12	4Q12
Income before income taxes (U.S. GAAP) (a)	\$418	\$603	\$565	\$503	\$540
Add: Provision expense (U.S. GAAP) (b)	55	91	71	65	76
PPNR (a) + (b)	\$473	\$694	\$636	\$568	\$616
<u>Adjustments to remove (benefit) / detriment:</u>					
<u>In noninterest income:</u>					
Gain from Vantiv IPO (1Q12) and sale of shares (4Q12)	-	(115)	-	-	(157)
Vantiv debt refinancing	-	34	-	-	-
Valuation of 2009 Visa total return swap	54	19	11	1	15
Vantiv warrant & puts	(10)	(46)	(56)	16	19
Valuation of bank premises moved to HFS	-	-	17	-	-
Litigation reserve additions in revenue	-	-	6	-	-
Sale of certain Fifth Third funds	-	-	-	(13)	-
Securities (gains) / losses	(5)	(9)	(3)	(2)	(2)
<u>In noninterest expense:</u>					
Debt extinguishment (gains) / losses	-	9	-	26	134
Non-income tax related assessment resolution	-	(23)	-	-	-
Sale of certain Fifth Third funds	-	-	-	2	-
Termination of certain borrowing & hedging transactions	-	-	-	-	-
Severance expense	-	6	-	-	-
FDIC insurance expense	-	-	(9)	-	-
Gain on sale of affordable housing	-	-	(8)	(5)	-
Litigation reserve additions in expense	10	14	(1)	5	13
Adjusted PPNR	\$522	\$583	\$593	\$598	\$638
<u>Credit-related items^^:</u>					
In noninterest income	33	14	17	14	13
In noninterest expense	44	34	40	59	68
Credit-adjusted PPNR**	\$599	\$631	\$650	\$671	\$719

- PPNR of \$616MM up 8% from 3Q12 levels and 30% from prior year
- Adjusted PPNR of \$638MM, up 7% sequentially and 22% year-over-year
  - Including 4Q12 mortgage repurchase reserve build of \$29MM in adjustments, related to new Freddie Mac guidance, adjusted PPNR of \$667MM

## Efficiency ratio



\* Non-GAAP measure. See Reg. G reconciliation on pages 21 and 22.

\*\* There are limitations on the usefulness of credit-adjusted PPNR, including the significant degree to which changes in credit and fair value are integral, recurring components of the Bancorp's core operations as a financial institution. This measure has been included herein to facilitate a greater understanding of the Bancorp's financial condition.

^ Prior quarters include similar adjustments.

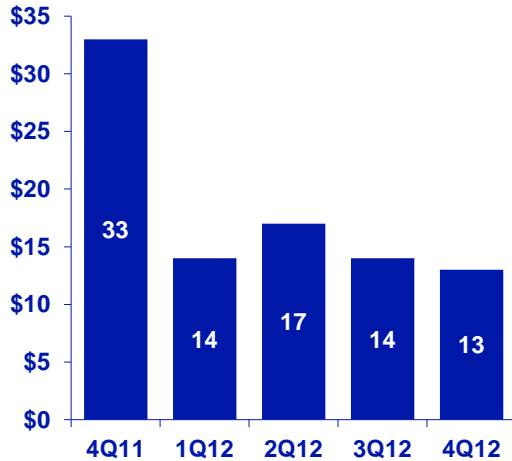
^^ See Slide 20 for detailed breakout of credit-related items.

19 # 60% also excluding 4Q12 mortgage repurchase reserve build

# Credit-related costs



## In noninterest income (\$MM)

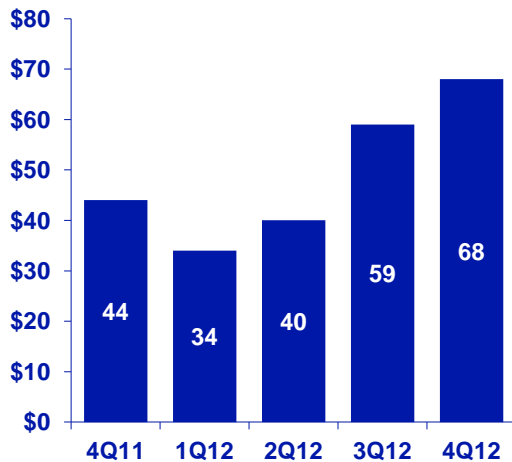


(\$ in millions)

Gain / (loss) on sale of loans  
 Commercial loans HFS FV adjustment  
 Gain / (loss) on sale of OREO  
 properties  
 Mortgage repurchase costs  
 Total credit-related revenue impact

	Actual				
	4Q11	1Q12	2Q12	3Q12	4Q12
Gain / (loss) on sale of loans	\$9	\$5	\$8	\$2	\$4
Commercial loans HFS FV adjustment	(18)	(1)	(5)	(3)	(3)
Gain / (loss) on sale of OREO properties	(22)	(17)	(19)	(11)	(10)
Mortgage repurchase costs	(1)	(2)	(2)	(2)	(3)
<b>Total credit-related revenue impact</b>	<b>(\$33)</b>	<b>(\$14)</b>	<b>(\$17)</b>	<b>(\$14)</b>	<b>(\$13)</b>

## In noninterest expense (\$MM)



(\$ in millions)

Mortgage repurchase expense  
 Provision for unfunded commitments  
 Derivative valuation adjustments  
 OREO expense  
 Other problem asset related expenses  
 Total credit-related operating expenses

	Actual				
	4Q11	1Q12	2Q12	3Q12	4Q12
Mortgage repurchase expense	\$18	\$15	\$18	\$36	\$44
Provision for unfunded commitments	(6)	(2)	(1)	(2)	3
Derivative valuation adjustments	(5)	(4)	(0)	(2)	(2)
OREO expense	8	5	5	6	5
Other problem asset related expenses	28	19	19	21	19
<b>Total credit-related operating expenses</b>	<b>\$44</b>	<b>\$34</b>	<b>\$40</b>	<b>\$59</b>	<b>\$68</b>

**Total credit-related costs**

<b>\$77</b>	<b>\$48</b>	<b>\$57</b>	<b>\$73</b>	<b>\$81</b>
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# Regulation G Non-GAAP reconciliation



**Fifth Third Bancorp and Subsidiaries**  
 Regulation G Non-GAAP Reconciliation  
 \$ and shares in millions  
 (unaudited)

	For the Three Months Ended				
	December 2012	September 2012	June 2012	March 2012	December 2011
<b>Income before income taxes (U.S. GAAP)</b>	\$540	\$503	\$565	\$603	\$418
Add: Provision expense (U.S. GAAP)	76	65	71	91	55
Pre-provision net revenue (a)	616	568	636	694	473
<b>Net income available to common shareholders (U.S. GAAP)</b>	390	354	376	421	305
Add: Intangible amortization, net of tax	2	2	2	3	3
Tangible net income available to common shareholders	392	356	378	424	308
Tangible net income available to common shareholders (annualized) (b)	1,559	1,416	1,520	1,705	1,222
<b>Average Bancorp shareholders' equity (U.S. GAAP)</b>	13,855	13,887	13,628	13,366	13,147
Less: Average preferred stock	(398)	(398)	(398)	(398)	(398)
Average goodwill	(2,417)	(2,417)	(2,417)	(2,417)	(2,417)
Average intangible assets	(28)	(31)	(34)	(38)	(42)
Average tangible common equity (c)	11,012	11,041	10,779	10,513	10,290
<b>Total Bancorp shareholders' equity (U.S. GAAP)</b>	13,716	13,718	13,773	13,560	13,201
Less: Preferred stock	(398)	(398)	(398)	(398)	(398)
Goodwill	(2,416)	(2,417)	(2,417)	(2,417)	(2,417)
Intangible assets	(27)	(30)	(33)	(36)	(40)
Tangible common equity, including unrealized gains / losses (d)	10,875	10,873	10,925	10,709	10,346
Less: Accumulated other comprehensive income / loss	(375)	(468)	(454)	(468)	(470)
Tangible common equity, excluding unrealized gains / losses (e)	10,500	10,405	10,471	10,241	9,876
<b>Total assets (U.S. GAAP)</b>	121,894	117,483	117,543	116,747	116,967
Less: Goodwill	(2,416)	(2,417)	(2,417)	(2,417)	(2,417)
Intangible assets	(27)	(30)	(33)	(36)	(40)
Tangible assets, including unrealized gains / losses (f)	119,451	115,036	115,093	114,294	114,510
Less: Accumulated other comprehensive income / loss, before tax	(577)	(720)	(698)	(720)	(723)
Tangible assets, excluding unrealized gains / losses (g)	118,874	114,316	114,395	113,574	113,787
Common shares outstanding (h)	882	897	919	920	920
Net charge-offs (i)	147	156	181	220	239
<b>Ratios:</b>					
Return on average tangible common equity (b) / (c)	14.1%	12.8%	14.1%	16.2%	11.9%
Tangible common equity (excluding unrealized gains/losses) (e) / (g)	8.83%	9.10%	9.15%	9.02%	8.68%
Tangible common equity (including unrealized gains/losses) (d) / (f)	9.10%	9.45%	9.49%	9.37%	9.04%
Tangible book value per share (d) / (h)	12.33	12.12	11.89	11.64	11.25
Pre-provision net revenue / net charge-offs (a) / (i)	419%	364%	351%	315%	198%

# Regulation G Non-GAAP reconciliation



## Fifth Third Bancorp and Subsidiaries

### Regulation G Non-GAAP Reconciliation

\$ and shares in millions

(unaudited)

	For the Three Months Ended				
	December 2012	September 2012	June 2012	March 2012	December 2011
<b>Total Bancorp shareholders' equity (U.S. GAAP)</b>	\$13,716	\$13,718	\$13,773	\$13,560	\$13,201
Goodwill and certain other intangibles	(2,499)	(2,504)	(2,512)	(2,518)	(2,514)
Unrealized gains	(375)	(468)	(454)	(468)	(470)
Qualifying trust preferred securities	810	810	2,248	2,248	2,248
Other	33	38	38	38	38
Tier I capital	11,685	11,594	13,093	12,860	12,503
Less: Preferred stock	(398)	(398)	(398)	(398)	(398)
Qualifying trust preferred securities	(810)	(810)	(2,248)	(2,248)	(2,248)
Qualifying noncontrolling interest in consolidated subsidiaries	(48)	(51)	(51)	(50)	(50)
Tier I common equity (a)	10,429	10,335	10,396	10,164	9,807
Risk-weighted assets, determined in accordance with prescribed regulatory requirements (b)	109,699	106,858	106,398	105,412	104,945
<b>Ratio:</b>					
Tier I common equity (a) / (b)	9.51%	9.67%	9.77%	9.64%	9.35%

## Basel III - Estimates (Amounts in billions)

	For the Three Months Ended		
	December 2012	September 2012	June 2012
Tier 1 common equity (Basel I)	\$10.4	\$10.3	\$10.4
Add: Adjustment related to AOCI for AFS securities	0.5	0.5	0.5
All other adjustments	-	-	-
Estimated Tier 1 common equity under Basel III rules (a)	\$10.9	\$10.8	\$10.9
Estimated risk-weighted assets under Basel III rules (b)	123.7	120.3	119.4
Estimated Tier 1 common equity ratio under Basel III rules	8.8%	9.0%	9.2%

- Tier 1 common equity under Basel III includes the unrealized gains and losses for AFS securities. Other adjustments include mortgage servicing rights and deferred tax assets subject to threshold limitations and deferred tax liabilities related to intangible assets.
- Key differences under Basel III in the calculation of risk-weighted assets compared to Basel I include: (1) Risk weighting for commitments under 1 year; (2) Higher risk weighting for exposures to residential mortgage, home equity, past due loans, foreign banks and certain commercial real estate; (3) Higher risk weighting for mortgage servicing rights and deferred tax assets that are under certain thresholds as a percent of Tier 1 capital; (4) Incremental capital requirements for stress VaR; and (5) Derivatives are differentiated between exchange clearing and over-the-counter and the 50% risk-weight cap is removed.