

# SULLIVAN & CROMWELL LLP

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Via EZFile

November 13, 2025

## **REQUEST FOR CONFIDENTIAL TREATMENT**

Richard Ryan Schilling, Federal Supervisor  
Federal Reserve Bank of Cleveland,  
150 East Fourth Street,  
Cincinnati, OH 45202

Re: Fifth Third Bancorp, Cincinnati, Ohio, proposed acquisition of Comerica Incorporated, Dallas, Texas

Dear Mr. Schilling:

On behalf of our clients, Fifth Third Bancorp (“Fifth Third”) and Fifth Third Financial Corporation (“Fifth Third Financial” and, together with Fifth Third, collectively, the “Applicant”), we respectfully submit confidentially to the Federal Reserve Bank of Cleveland (“Cleveland FRB”) responses to the additional information requests set forth in the Confidential Annex to the request of the Cleveland FRB for additional information, dated November 5, 2025, in connection with the application to the Board of Governors of the Federal Reserve System (the “Board”) and the Cleveland FRB pursuant to Sections 3(a)(3) and (3)(a)(5) of the Bank Holding Company Act of 1956, as amended (the “BHC Act”), and the Board’s Regulation Y promulgated thereunder (the “Application”) relating to the Applicant’s proposed acquisition of Comerica Incorporated (“Comerica”), and its subsidiary banks, Comerica Bank and Comerica Bank & Trust, National Association.

The information in this submission has been provided by Fifth Third and, where relevant, Comerica. The enclosed materials have been marked “Confidential Treatment Requested” and are referred to herein as the “Confidential Materials.”

## **Confidential Treatment Request**

Pursuant to the Freedom of Information Act, 5 U.S.C. § 552, and the regulations of the Board, 12 C.F.R. Part 261, the Applicant hereby respectfully requests that the Confidential Materials be treated confidentially and not be made available for inspection or copying.

The Confidential Materials include nonpublic commercial or financial information that is privileged or confidential within the meaning of Section 261.15(a)(4) of the Board's regulations or information that is otherwise exempt from disclosure under Section 261.15(a) of the Board's regulations.<sup>1</sup> At this time, the Confidential Materials will not be publicly disclosed and are not required to be publicly disclosed. The information has been actually and customarily kept confidential by the Applicant and, where relevant, Comerica, and each of their subsidiaries, and this information is being provided to the Board under an expectation and implied assurance of privacy.<sup>2</sup> Disclosure of this information would reveal to competitors the internal strategies, transactions and competitive position of the Applicant and, where relevant, Comerica and each of their subsidiaries and would place the Applicant, Comerica and each of their subsidiaries at a competitive disadvantage with respect to competitors who do not publicly reveal such information.<sup>3</sup> For these reasons, the Applicant believes that the Confidential Materials are privileged or confidential within the meaning of 12 C.F.R. § 261.15(a)(4).

In addition, we request, pursuant to the Freedom of Information Act and the applicable Board regulations and for reasons including those set forth above, that any memoranda, notes or other writings of any kind whatsoever made by an employee, agent or any person under the control of the Board or the Cleveland FRB (or any other Federal Reserve Bank or governmental agency) that incorporate, include or relate to any of the

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<sup>1</sup> Under 5 U.S.C. § 552(b)(4), information that a private party has provided to a government agency is exempt from disclosure if it consists of information that is “trade secrets and commercial or financial information obtained from a person and privileged or confidential.” *Accord* 12 C.F.R. § 261.15(a)(4). The United States Supreme Court clarified that commercial information submitted to the federal government qualifies as “confidential” under 5 U.S.C. § 552(b)(4) when, at a minimum, it is “actually” and “customarily” “kept private” and the federal government provides assurances to the submitter that the information will be maintained in confidence. *Food Mktg. Inst. v. Argus Leader Media*, 139 S. Ct. 2356, 2363 and 2366 (2019).

<sup>2</sup> See 85 Fed. Reg. 57,616, 57,620 (submitters of confidential information may rely on “express or implied” assurances of confidentiality when submitting commercial or financial information to an agency); U.S. Department of Justice, Office of Information Policy, *Step-by-Step Guide for Determining if Commercial or Financial Information Obtained from a Person is Confidential Under Exemption 4 of the FOIA*, <https://www.justice.gov/oip/step-step-guide-determining-if-commercial-or-financial-information-obtained-person-confidential> (last updated Nov. 18, 2022).

<sup>3</sup> “A submitter’s request for confidentiality in reliance upon [the nonpublic commercial or financial information exemption] generally expires 10 years after the date of submission unless the submitter requests and provides justification for a longer designation period.” 12 C.F.R. § 261.17(b). The Applicant, on behalf of itself, Comerica and their respective affiliates, requests that the Confidential Materials be accorded confidential treatment beyond 10 years after the date of submission of such Confidential Materials because the Confidential Materials relate to internal governance and business strategies of the Applicant, Comerica and their respective affiliates and disclosure of this information, whether now or in the future, would place the Applicant, Comerica and their respective affiliates at a competitive disadvantage with respect to competitors who do not publicly reveal this information.

Richard Ryan Schilling,  
Federal Reserve Bank of Cleveland

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matters referred to in the Confidential Materials (1) furnished by the Applicant or its employees or agents to the Board or the Cleveland FRB (or any other Federal Reserve Bank or governmental agency) or (2) referred to in any conference, meeting, telephone conversation or interview between (a) employees, former employees, representatives, agents or counsel of the Applicant and (b) employees, agents or any persons under the control of the Board or the Cleveland FRB (or any other Federal Reserve Bank or governmental agency), be maintained in confidence, not be made part of any public record and not be disclosed to any person.

We also request that, if the Board or the Cleveland FRB should make a preliminary determination not to comply with the foregoing requests for confidential treatment, the Applicant be given notice thereof in ample time to permit it to make an appropriate submission as to why such information should be preserved in confidence. If the Confidential Materials or any of such memoranda, notes or writings are the subject of a Freedom of Information Act request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court or grand jury, we request, pursuant to the Board's regulations, that you notify the Applicant prior to making such disclosure. We further ask that the Applicant be furnished with a copy of all written materials pertaining to such request (including but not limited to the request itself and any determination with respect to such request) and that the Applicant be given sufficient advance notice of any intended release so that it may, if deemed necessary or appropriate, pursue any available remedies.

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Richard Ryan Schilling,  
Federal Reserve Bank of Cleveland

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If you have any questions with respect to any of the matters discussed in this letter or the enclosure, please contact me by phone at (212) 558-3534 or e-mail at [cohenhr@sullcrom.com](mailto:cohenhr@sullcrom.com) or Mitchell S. Eitel at (212) 558-4960 or [etelm@sullcrom.com](mailto:etelm@sullcrom.com) or Patrick D. Lynch at (212) 558-3717 or email at [lynchp@sullcrom.com](mailto:lynchp@sullcrom.com).

Sincerely,



H. Rodgin Cohen

(Attachments)

cc: Mandy L. Cavell Gordon  
(Federal Reserve Bank of Cleveland)  
  
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