

## FEDERAL RESERVE BANK *of* CLEVELAND

PO Box 6387  
Cleveland, OH 44101-1387  
513.455.4406

Ryan.Schilling@clev.frb.org  
www.clevelandfed.org

November 20, 2025

H. Rodgin Cohen  
Senior Chair  
Sullivan and Cromwell LLP  
125 Broad Street  
New York, New York 10004

RE: The Application by Fifth Third Bancorp and Fifth Third Financial Corporation, both of Cincinnati, Ohio (together "Applicants"), to merge with Comerica Incorporated, Dallas, Texas ("Comerica"), and thereby indirectly acquire Comerica Holdings, Incorporated, Dallas, Texas, and indirectly acquire Comerica Bank, Dallas, Texas, and Comerica Bank & Trust, National Association, Ann Arbor, Michigan ("Comerica Bank & Trust"), pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956 ("BHC Act"), and sections 225.11 and 225.15 of Regulation Y (hereinafter, "application").

Dear Mr. Cohen,

Based on staff's review of the above-referenced application, please provide the following additional information. Supporting documentation should be provided, as appropriate.

1. Provide a copy of the Disclosure Schedules for Applicants and for Comerica, which are referenced in the Agreement and Plan of Merger between Applicants, Comerica Incorporated and Comerica Holdings, Incorporated ("Merger Agreement") dated October 5, 2025.
2. Certain provisions of the Merger Agreement contain restrictive covenants that may interfere with the ordinary course of Comerica's business before a decision is made on the application. Please provide written confirmation stating that Applicants will not use or attempt to use their rights under the restrictive covenants in section 6.2(b)(ii)(A), (e), and (k) of the Merger Agreement to exercise prior control (as defined in section 2(a)(2) of the BHC Act, 12 U.S.C. § 1841(a)(2)) over the management or policies of Comerica.

Please provide your response, by uploading it to the existing record in FedEZFile, within eight business days. Any information for which confidential treatment is desired should be so labeled and separately bound in accordance with section 261.17 of the Board's Rules Regarding Availability of Information, 12 CFR 261.17. A copy of your response should be sent to the Office of the Comptroller of the Currency. The public portion of your response should be provided to the commenter, Mr. Matthew Lee, at the e-mail address listed below.

Sincerely,

E-SIGNED by Richard Schilling  
on 2025-11-20 15:49:24 EST

R. Ryan Schilling  
Banking Supervisor

cc: Board of Governors of the Federal Reserve System  
Jason Almonte, Office of the Comptroller of the Currency  
Matthew Lee, Fair Finance Watch, email: [lee@fairfinancewatch.org](mailto:lee@fairfinancewatch.org)