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FIFTH THIRD BANCORP
Form 13F-HR
November 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: September 30, 2008

Check here if Amendment []; Amendment Number: [_____]

This Amendment (Check only one): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fifth Third Bancorp
Address: 38 Fountain Square Plaza
Cincinnati, Ohio 45263

13F File Number - #28-03158

Name and Management numbers of All Institutional Investment Managers with respect to which this schedule is filed (other than the one filing this report).

Name:	Manager #
----	-----
Fifth Third Bank	9
Fifth Third Bank, a Michigan banking corporation	3
Fifth Third Bank, N.A.	8
Fifth Third Asset Management, Inc.	85

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Charles Drucker
Title: Executive Vice President
Phone: 513-534-5005

Signature, Place, and Date of Signing

/s/Charles Drucker	Cincinnati, Ohio	November 14, 2008
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT
- 13F NOTICE

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[X] 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total: 4,082
 Form 13F Information Table Value Total (x\$1000): 9,316,332

List of Other Included Managers:

Name:	13F File No.:
-----	-----
Fifth Third Bank	28-539
Fifth Third Asset Management, Inc.	28-10115
Fifth Third Bank, N.A.	28-10993
Fifth Third Bank, a Michigan Banking Corporation	28-10119

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
 AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DAIMLER AG	REG SHS	D1668R123	73	1455	SH		DEFINED 9	
			84	1671	SH		DEFINED 20	
			-----	-----				
			158	3126				
DEUTSCHE BANK AG	NAMEN AKT	D18190898	14	189	SH		DEFINED 9	
			22	298	SH		DEFINED 20	
			-----	-----				
			35	487				
AIRCASTLE LTD	COM	G0129K104	0	45	SH		DEFINED 9	
			-----	-----				
				45				
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	1	15	SH		DEFINED 20	
			-----	-----				
			1	15				
AMDOCS LTD	ORD	G02602103	4440	162163	SH		DEFINED 9	
			1701	62134	SH		DEFINED 20	

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			6141	224297		
ARLINGTON TANKERS LTD	COM	G04899103	3	200	SH	DEFINED 20
			3	200		
AXIS CAPITAL HOLDINGS	SHS	G0692U109	4	140	SH	DEFINED 9
			4	140		
ACCENTURE LTD BERMUDA	CL A	G1150G111	27100	713165	SH	DEFINED 9
			11720	308428	SH	DEFINED 20
			16	415	SH	DEFINED 8
			38836	1022008		
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	2	148	SH	DEFINED 9
			0	20	SH	DEFINED 20
			3	168		
BUNGE LIMITED	COM	G16962105	105	1666	SH	DEFINED 9
			53	842	SH	DEFINED 20
			158	2508		

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SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	69	1050	SH		DEFINED 9	
			69	1050				
CDC CORP	SHS A	G2022L106	1	600	SH		DEFINED 20	
			1	600				
COOPER INDS LTD	CL A	G24182100	60	1508	SH		DEFINED 9	
			468	11716	SH		DEFINED 20	
			528	13224				
COVIDIEN LTD	COM	G2552X108	259	4818	SH		DEFINED 9	
			13	237	SH		DEFINED 20	
			2	30	SH		DEFINED 8	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/PRN	INVSTMT CALL	DSCRETN	MA
			273	5085					
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	171	5526	SH		DEFINED	9	
			17	559	SH		DEFINED	20	
			188	6085					
EVEREST RE GROUP LTD	COM	G3223R108	39	445	SH		DEFINED	9	
			1	13	SH		DEFINED	20	
			40	458					
FLAGSTONE REINSURANCE HLDGS	SHS	G3529T105	55	5336	SH		DEFINED	9	
			55	5336					
FOSTER WHEELER LTD	SHS NEW	G36535139	60	1650	SH		DEFINED	9	
			60	1650					
FRESH DEL MONTE PRODUCE INC	ORD	G36738105	185	8330	SH		DEFINED	9	
			19	860	SH		DEFINED	20	
			204	9190					
FRONTLINE LTD	SHS	G3682E127	17	348	SH		DEFINED	9	
			72	1500	SH		DEFINED	20	
			89	1848					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/PRN	INVSTMT CALL	DSCRETN	MA
GARMIN LTD	ORD	G37260109	27	800	SH		DEFINED	9	
			118	3466	SH		DEFINED	20	
			145	4266					
HELEN OF TROY CORP LTD	COM	G4388N106	7	300	SH		DEFINED	20	
			7	300					
HERBALIFE LTD	COM USD SHS	G4412G101	1132	28650	SH		DEFINED	9	
			628	15893	SH		DEFINED	20	

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			1760	44543		
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	251	8060	SH	DEFINED 9
			132	4240	SH	DEFINED 20
			2	77	SH	DEFINED 8
			-----	-----		
			386	12377		
INVESCO LTD	SHS	G491BT108	19	891	SH	DEFINED 9
			6	290	SH	DEFINED 20
			-----	-----		
			25	1181		
LAZARD LTD	SHS A	G54050102	752	17580	SH	DEFINED 9
			183	4278	SH	DEFINED 20
			-----	-----		
			935	21858		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	28	2983	SH	DEFINED 20
			-----	-----		
			28	2983		
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	114	6918	SH	DEFINED 9
			284	17219	SH	DEFINED 20
			-----	-----		
			399	24137		
NABORS INDUSTRIES LTD	SHS	G6359F103	3543	142190	SH	DEFINED 9
			1561	62658	SH	DEFINED 20
			2	100	SH	DEFINED 8
			-----	-----		
			5107	204948		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NOBLE CORPORATION	SHS	G65422100	4571	104134	SH		DEFINED 9	
			6211	141488	SH		DEFINED 20	
			9	200	SH		DEFINED 8	
			-----	-----				
			10792	245822				
NORDIC AMERICAN TANKER SHIPP	COM	G65773106	53	1650	SH		DEFINED 20	
			-----	-----				
			53	1650				

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PARTNERRE LTD	COM	G6852T105	17	248	SH	DEFINED 9
			-----	-----		
			17	248		
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	257	7254	SH	DEFINED 9
			26	739	SH	DEFINED 20
			-----	-----		
			284	7993		
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	35	666	SH	DEFINED 9
			30	573	SH	DEFINED 20
			-----	-----		
			64	1239		
SEAGATE TECHNOLOGY	SHS	G7945J104	1558	128554	SH	DEFINED 9
			834	68783	SH	DEFINED 20
			-----	-----		
			2392	197337		
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	22	1000	SH	DEFINED 9
			5	225	SH	DEFINED 20
			-----	-----		
			26	1225		
UTI WORLDWIDE INC	ORD	G87210103	26	1501	SH	DEFINED 9
			-----	-----		
			26	1501		
TRANSOCEAN INC NEW	SHS	G90073100	5455	49662	SH	DEFINED 9
			2168	19738	SH	DEFINED 20
			12	110	SH	DEFINED 8
			-----	-----		
			7635	69510		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	138	4648	SH		DEFINED 9	
			14	472	SH		DEFINED 20	
			-----	-----				
			152	5120				
TYCO INTL LTD BERMUDA	SHS	G9143X208	199	5681	SH		DEFINED 9	
			7	187	SH		DEFINED 20	
			1	32	SH		DEFINED 8	
			-----	-----				

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			207	5900		
TYCO ELECTRONICS LTD	COM NEW	G9144P105	129	4655 SH	DEFINED	9
			5	187 SH	DEFINED	20
			1	37 SH	DEFINED	8
			-----	-----		
			135	4879		
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	71	3049 SH	DEFINED	9
			-----	-----		
			71	3049		
GOLAR LNG LTD BERMUDA	SHS	G9456A100	7	500 SH	DEFINED	9
			-----	-----		
			7	500		
WEATHERFORD INTERNATIONAL LT	COM	G95089101	14180	564028 SH	DEFINED	9
			14377	571887 SH	DEFINED	20
			6	220 SH	DEFINED	8
			-----	-----		
			28562	1136135		
WHITE MTNS INS GROUP LTD	COM	G9618E107	153	325 SH	DEFINED	9
			385	820 SH	DEFINED	20
			-----	-----		
			538	1145		
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	2	56 SH	DEFINED	8
			-----	-----		
			2	56		
XL CAP LTD	CL A	G98255105	38	2104 SH	DEFINED	9
			-----	-----		
			38	2104		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ACE LTD	SHS	H0023R105	1496	27644	SH		DEFINED	9
			102	1876	SH		DEFINED	20
			-----	-----				
			1598	29520				
ALCON INC	COM SHS	H01301102	2766	17126	SH		DEFINED	9
			436	2702	SH		DEFINED	20
			-----	-----				

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			3202	19828		
LOGITECH INTL S A	SHS	H50430232	2911	124822	SH	DEFINED 9
			131	5602	SH	DEFINED 20
			-----	-----		
			3041	130424		
UBS AG	SHS NEW	H89231338	27	1557	SH	DEFINED 9
			1	76	SH	DEFINED 20
			-----	-----		
			29	1633		
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	33	478	SH	DEFINED 20
			-----	-----		
			33	478		
CELLCOM ISRAEL LTD	SHS	M2196U109	3	100	SH	DEFINED 20
			-----	-----		
			3	100		
CERAGON NETWORKS LTD	ORD	M22013102	22	3000	SH	DEFINED 9
			-----	-----		
			22	3000		
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	16	701	SH	DEFINED 9
			5	235	SH	DEFINED 20
			-----	-----		
			21	936		
ECTEL LTD	ORD	M29925100	0	57	SH	DEFINED 9
			-----	-----		
				57		
RRSAT GLOBAL COMM NTWRK LTD	SHS	M8183P102	546	43571	SH	DEFINED 9
			92	7346	SH	DEFINED 20
			-----	-----		
			639	50917		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AERCAP HOLDINGS NV	SHS	N00985106	124	11732	SH		DEFINED 9	
			13	1200	SH		DEFINED 20	
			-----	-----				
			137	12932				

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CNH GLOBAL N V	SHS NEW	N20935206	7	340	SH	DEFINED 20
			-----	-----		
			7	340		
CORE LABORATORIES N V	COM	N22717107	872	8607	SH	DEFINED 9
			177	1746	SH	DEFINED 20
			-----	-----		
			1049	10353		
QIAGEN N V	ORD	N72482107	88	4466	SH	DEFINED 9
			68	3444	SH	DEFINED 20
			-----	-----		
			156	7910		
STEINER LEISURE LTD	ORD	P8744Y102	1	41	SH	DEFINED 9
			-----	-----		
			1	41		
ULTRAPETROL BAHAMAS LTD	COM	P94398107	96	12251	SH	DEFINED 9
			42	5347	SH	DEFINED 20
			-----	-----		
			138	17598		
EXCEL MARITIME CARRIERS LTD	COM	V3267N107	11	700	SH	DEFINED 9
			-----	-----		
			11	700		
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	36	1719	SH	DEFINED 9
			55	2636	SH	DEFINED 20
			-----	-----		
			90	4355		
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	319	14282	SH	DEFINED 9
			65	2893	SH	DEFINED 20
			-----	-----		
			384	17175		
DANAOS CORPORATION	SHS	Y1968P105	4	302	SH	DEFINED 9
			-----	-----		
			4	302		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DISCRETN	MA
DHT MARITIME INC	COM	Y2065G105	15	2200	SH		DEFINED 20	
			-----	-----				

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			15	2200		
DIANA SHIPPING INC	COM	Y2066G104	2	100 SH	DEFINED 9	
			179	9100 SH	DEFINED 20	
			-----	-----		
			181	9200		
DRYSHIPS INC	SHS	Y2109Q101	8	223 SH	DEFINED 20	
			-----	-----		
			8	223		
EAGLE BULK SHIPPING INC	COM	Y2187A101	42	3000 SH	DEFINED 20	
			14	1000 SH	DEFINED 8	
			-----	-----		
			56	4000		
FLEXTRONICS INTL LTD	ORD	Y2573F102	10	1394 SH	DEFINED 9	
			18	2558 SH	DEFINED 20	
			-----	-----		
			28	3952		
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	37	1100 SH	DEFINED 20	
			-----	-----		
			37	1100		
GENERAL MARITIME CORP	SHS	Y2692M103	43	2200 SH	DEFINED 20	
			-----	-----		
			43	2200		
SEASPAN CORP	SHS	Y75638109	15	850 SH	DEFINED 9	
			2	100 SH	DEFINED 20	
			-----	-----		
			17	950		
TOP SHIPS INC	COM NEW	Y8897Y305	8	1641 SH	DEFINED 9	
			-----	-----		
			8	1641		
VERIGY LTD	SHS	Y93691106	5	306 SH	DEFINED 9	
			1	65 SH	DEFINED 20	
			-----	-----		
			6	371		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----

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AAR CORP	COM	000361105	742	44733	SH	DEFINED 9
			333	20056	SH	DEFINED 20
			-----	-----		
			1075	64789		
ABB LTD	SPONSORED ADR	000375204	422	21727	SH	DEFINED 9
			852	43895	SH	DEFINED 20
			3	173	SH	DEFINED 8
			-----	-----		
			1276	65795		
ACCO BRANDS CORP	COM	00081T108	12	1633	SH	DEFINED 9
			2	203	SH	DEFINED 20
			-----	-----		
			14	1836		
A D C TELECOMMUNICATIONS	COM NEW	000886309	193	22891	SH	DEFINED 9
			16	1880	SH	DEFINED 20
			-----	-----		
			209	24771		
AFLAC INC	COM	001055102	13913	236816	SH	DEFINED 9
			8282	140966	SH	DEFINED 20
			10	171	SH	DEFINED 8
			-----	-----		
			22205	377953		
AGCO CORP	COM	001084102	96	2263	SH	DEFINED 9
			4	90	SH	DEFINED 20
			-----	-----		
			100	2353		
AGL RES INC	COM	001204106	66	2088	SH	DEFINED 9
			52	1666	SH	DEFINED 20
			-----	-----		
			118	3754		
AES CORP	COM	00130H105	132	11279	SH	DEFINED 9
			11	926	SH	DEFINED 20
			-----	-----		
			143	12205		
AK STL HLDG CORP	COM	001547108	23	900	SH	DEFINED 9
			-----	-----		
			23	900		

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VALUE SHARES/ SH/ PUT/ INVSTMT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA
AMB PROPERTY CORP	COM	00163T109	113	2500	SH			DEFINED	9
			1367	30185	SH			DEFINED	20
			1481	32685					
AMR CORP	COM	001765106	2	250	SH			DEFINED	9
			2	165	SH			DEFINED	20
			4	415					
AT&T INC	COM	00206R102	55142	1974989	SH			DEFINED	9
			29952	1072766	SH			DEFINED	20
			138	4933	SH			DEFINED	8
			85231	3052688					
A S DAMPSKIBSSELSKABET TORM	SPONSORED ADR	00208W109	26	1100	SH			DEFINED	20
			26	1100					
AVX CORP NEW	COM	002444107	2	155	SH			DEFINED	20
			2	155					
AZZ INC	COM	002474104	626	15123	SH			DEFINED	9
			126	3054	SH			DEFINED	20
			752	18177					
ABAXIS INC	COM	002567105	23	1144	SH			DEFINED	9
			19	980	SH			DEFINED	20
			42	2124					
ABBOTT LABS	COM	002824100	85548	1485718	SH			DEFINED	9
			46306	804207	SH			DEFINED	20
			159	2770	SH			DEFINED	8
			132014	2292695					
ABERCROMBIE & FITCH CO	CL A	002896207	70	1777	SH			DEFINED	9
			94	2377	SH			DEFINED	20
			164	4154					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	219	43717	SH		DEFINED 9	
			2128	423922	SH		DEFINED 20	
			2348	467639				
ABERDEEN AUSTRALIA EQTY FD I	COM	003011103	102	9810	SH		DEFINED 20	
			21	2000	SH		DEFINED 8	
			122	11810				
ABERDEEN GLOBAL INCOME FD IN	COM	003013109	2	241	SH		DEFINED 20	
			2	241				
ABRAXIS BIOSCIENCE INC NEW	COM	00383Y102	4	52	SH		DEFINED 20	
			4	52				
ACADIA RLTY TR	COM SH BEN INT	004239109	74	2915	SH		DEFINED 20	
			74	2915				
ACCURAY INC	COM	004397105	137	16925	SH		DEFINED 9	
			137	16925				
ACERGY S A	SPONSORED ADR	00443E104	266	26413	SH		DEFINED 9	
			186	18518	SH		DEFINED 20	
			452	44931				
ACTIVISION BLIZZARD INC	COM	00507V109	3787	245462	SH		DEFINED 9	
			463	30010	SH		DEFINED 20	
			4251	275472				
ACTUANT CORP	CL A NEW	00508X203	6	234	SH		DEFINED 9	
			6	234				
ACUITY BRANDS INC	COM	00508Y102	29	700	SH		DEFINED 9	
			21	498	SH		DEFINED 20	
			50	1198				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ADAMS EXPRESS CO	COM	006212104	11 9	1029 800	SH SH		DEFINED 9 DEFINED 20	
			20	1829				
ADAPTEC INC	NOTE 0.750%12	00651FAG3	695	7000	SH		DEFINED 9	
			695	7000				
ADOBE SYS INC	COM	00724F101	452 572 21	11449 14486 529	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			1045	26464				
ADOLOR CORP	COM	00724X102	35	10000	SH		DEFINED 9	
			35	10000				
ADVANCE AUTO PARTS INC	COM	00751Y106	219 252	5526 6362	SH SH		DEFINED 9 DEFINED 20	
			471	11888				
ADVENT CLAY GBL CONV SEC INC	COM BENE INTER	007639107	16	2000	SH		DEFINED 20	
			16	2000				
ADVENT CLAYMORE CV SECS & IN	COM	00764C109	57	3570	SH		DEFINED 9	
			57	3570				
AEROPOSTALE	COM	007865108	364 61	11340 1892	SH SH		DEFINED 9 DEFINED 20	
			425	13232				
ADVANCED MICRO DEVICES INC	COM	007903107	92 3	17494 500	SH SH		DEFINED 9 DEFINED 20	
			94	17994				
AEGON N V	NY REGISTRY SH	007924103	119 144	13567 16394	SH SH		DEFINED 9 DEFINED 20	
			263	29961				

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ADVANTA CORP	CL B	007942204	3	330	SH		DEFINED 20	
			3	330				
AEROVIRONMENT INC	COM	008073108	3	100	SH		DEFINED 8	
			3	100				
AETNA INC NEW	COM	00817Y108	1712	47423	SH		DEFINED 9	
			825	22860	SH		DEFINED 20	
			2538	70283				
AFFILIATED COMPUTER SERVICES	CL A	008190100	389	7681	SH		DEFINED 9	
			298	5877	SH		DEFINED 20	
			686	13558				
AFFILIATED MANAGERS GROUP	COM	008252108	238	2873	SH		DEFINED 9	
			336	4058	SH		DEFINED 20	
			574	6931				
AFFYMETRIX INC	COM	00826T108	2	211	SH		DEFINED 9	
			2	211				
AGILENT TECHNOLOGIES INC	COM	00846U101	1492	50320	SH		DEFINED 9	
			41	1367	SH		DEFINED 20	
			2	65	SH		DEFINED 8	
			1535	51752				
AGNICO EAGLE MINES LTD	COM	008474108	154	2800	SH		DEFINED 9	
			154	2800				
AGREE REALTY CORP	COM	008492100	150	5243	SH		DEFINED 20	
			150	5243				
AGRIUM INC	COM	008916108	401	7147	SH		DEFINED 9	
			283	5055	SH		DEFINED 20	
			684	12202				

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FORM 13F

NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AIR METHODS CORP	COM PAR \$.06	009128307	5	180	SH		DEFINED	20
			5	180				
AIR PRODS & CHEMS INC	COM	009158106	25797	376647	SH		DEFINED	9
			12223	178461	SH		DEFINED	20
			23	340	SH		DEFINED	8
			38043	555448				
AIR TRANSPORT SERVICES GRP I	COM	00922R105	1	1000	SH		DEFINED	20
			1	1000				
AIRGAS INC	COM	009363102	146	2948	SH		DEFINED	9
			252	5078	SH		DEFINED	20
			398	8026				
AIRVANA INC	COM	00950V101	13	2200	SH		DEFINED	20
			13	2200				
AKAMAI TECHNOLOGIES INC	COM	00971T101	485	27792	SH		DEFINED	9
			276	15809	SH		DEFINED	20
			760	43601				
ALBANY INTL CORP	NOTE 2.250% 3	012348AC2	259	3000	SH		DEFINED	9
			259	3000				
ALBANY INTL CORP	CL A	012348108	227	8288	SH		DEFINED	9
			22	814	SH		DEFINED	20
			249	9102				
ALBEMARLE CORP	COM	012653101	114	3685	SH		DEFINED	9
			283	9171	SH		DEFINED	20
			396	12856				
ALBERTO CULVER CO NEW	COM	013078100	426	15645	SH		DEFINED	9
			555	20385	SH		DEFINED	20
			981	36030				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ALCOA INC	COM	013817101	4015	177834	SH		DEFINED 9	
			2584	114430	SH		DEFINED 20	
			4	188	SH		DEFINED 8	
			-----	-----				
			6604	292452				
ALCATEL-LUCENT	SPONSORED ADR	013904305	6	1579	SH		DEFINED 9	
			3	684	SH		DEFINED 20	
			1	214	SH		DEFINED 8	
			-----	-----				
			10	2477				
ALEXANDER & BALDWIN INC	COM	014482103	288	6537	SH		DEFINED 9	
			378	8583	SH		DEFINED 20	
			-----	-----				
			666	15120				
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	27	238	SH		DEFINED 20	
			-----	-----				
			27	238				
ALEXION PHARMACEUTICALS INC	COM	015351109	1782	45335	SH		DEFINED 9	
			243	6192	SH		DEFINED 20	
			-----	-----				
			2025	51527				
ALLEGHANY CORP DEL	COM	017175100	123	337	SH		DEFINED 9	
			301	826	SH		DEFINED 20	
			-----	-----				
			424	1163				
ALLEGHENY ENERGY INC	COM	017361106	480	13063	SH		DEFINED 9	
			17	468	SH		DEFINED 20	
			-----	-----				
			498	13531				
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	21	706	SH		DEFINED 9	
			611	20666	SH		DEFINED 20	
			-----	-----				
			632	21372				
ALLERGAN INC	COM	018490102	2806	54487	SH		DEFINED 9	
			1263	24517	SH		DEFINED 20	
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ALLETE INC	COM NEW	018522300	48	1076	SH		DEFINED	9
			26	588	SH		DEFINED	20
			74	1664				
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1168	18426	SH		DEFINED	9
			80	1262	SH		DEFINED	20
			1248	19688				
ALLIANCEBERNSTEIN NATL MUNI	COM	01864U106	12	1100	SH		DEFINED	9
			12	1100				
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	41	1300	SH		DEFINED	20
			41	1300				
ALLIANCEBERNSTEIN GBL HGH IN	COM	01879R106	35	3441	SH		DEFINED	9
			74	7419	SH		DEFINED	20
			109	10860				
ALLIANT ENERGY CORP	COM	018802108	77	2406	SH		DEFINED	9
			43	1328	SH		DEFINED	20
			120	3734				
ALLIANT TECHSYSTEMS INC	NOTE 2.750% 2	018804AH7	731	6000	SH		DEFINED	9
			731	6000				
ALLIANT TECHSYSTEMS INC	COM	018804104	470	5005	SH		DEFINED	9
			358	3813	SH		DEFINED	20
			828	8818				
ALLIANZ SE	SP ADR 1/10 SH	018805101	64	4657	SH		DEFINED	9
			52	3796	SH		DEFINED	20
			116	8453				

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ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	30	3991	SH	DEFINED	9
			203	26975	SH	DEFINED	20
			-----	-----			
			233	30966			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	141	3800	SH		DEFINED	9
			324	8760	SH		DEFINED	20
			-----	-----				
			465	12560				
ALLIED CAP CORP NEW	COM	01903Q108	11	1000	SH		DEFINED	9
			2	150	SH		DEFINED	20
			-----	-----				
			12	1150				
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	11	654	SH		DEFINED	9
			15	922	SH		DEFINED	20
			-----	-----				
			26	1576				
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	559	50346	SH		DEFINED	9
			375	33776	SH		DEFINED	20
			-----	-----				
			935	84122				
ALLIS CHALMERS ENERGY INC	COM PAR \$.01NW	019645506	9	685	SH		DEFINED	20
			-----	-----				
			9	685				
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	37	2954	SH		DEFINED	9
			34	2736	SH		DEFINED	20
			-----	-----				
			71	5690				
ALLSTATE CORP	COM	020002101	15434	334646	SH		DEFINED	9
			13803	299275	SH		DEFINED	20
			2	50	SH		DEFINED	8
			-----	-----				
			29239	633971				
ALON USA ENERGY INC	COM	020520102	3	235	SH		DEFINED	20
			-----	-----				

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				3	235		
ALPHA NATURAL RESOURCES INC	COM	02076X102	13	262	SH	DEFINED	9
			46	897	SH	DEFINED	20
			-----	-----			
			60	1159			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ALPINE GLOBAL PREMIER PPTYS	COM SBI	02083A103	16	2418	SH		DEFINED	9
			26	4000	SH		DEFINED	20
			-----	-----				
			42	6418				
ALPINE TOTAL DYNAMIC DIVID F	COM SBI	021060108	2	200	SH		DEFINED	20
			-----	-----				
			2	200				
ALTERA CORP	COM	021441100	1580	76411	SH		DEFINED	9
			3761	181871	SH		DEFINED	20
			14	665	SH		DEFINED	8
			-----	-----				
			5355	258947				
ALTRIA GROUP INC	COM	02209S103	9758	491829	SH		DEFINED	9
			19466	981135	SH		DEFINED	20
			3	150	SH		DEFINED	8
			-----	-----				
			29227	1473114				
ALUMINUM CORP CHINA LTD	SPON ADR H SHS	022276109	38	2500	SH		DEFINED	20
			-----	-----				
			38	2500				
ALZA CORP	SDCV	7 02261WAB5	288	3000	SH		DEFINED	9
			-----	-----				
			288	3000				
AMAZON COM INC	COM	023135106	1245	17114	SH		DEFINED	9
			622	8548	SH		DEFINED	20
			5	62	SH		DEFINED	8
			-----	-----				
			1872	25724				
AMBAC FINL GROUP INC	COM	023139108	0	100	SH		DEFINED	20

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				0	73	SH	DEFINED	8
				-----	-----			
					173			
AMDOCS LTD	NOTE	0.500% 3	02342TAD1	97	1000	SH	DEFINED	20
				-----	-----			
				97	1000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AMEDISYS INC	COM	023436108	130	2670	SH		DEFINED	9
			59	1204	SH		DEFINED	20
			-----	-----				
			189	3874				
AMEREN CORP	COM	023608102	81	2077	SH		DEFINED	9
			305	7806	SH		DEFINED	20
			-----	-----				
			386	9883				
AMERICA FIRST TAX EX IVS L P	BEN UNIT CTF	02364V107	0	83	SH		DEFINED	9
			9	1500	SH		DEFINED	20
			-----	-----				
			9	1583				
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	169	3646	SH		DEFINED	9
			241	5203	SH		DEFINED	20
			-----	-----				
			410	8849				
AMCORE FINL INC	COM	023912108	158	16876	SH		DEFINED	20
			-----	-----				
			158	16876				
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	10	1780	SH		DEFINED	20
			-----	-----				
			10	1780				
AMERICAN CAMPUS CMNTYS INC	COM	024835100	17	500	SH		DEFINED	9
			-----	-----				
			17	500				
AMERICAN CAP LTD	COM	02503Y103	1850	72502	SH		DEFINED	9
			3364	131868	SH		DEFINED	20
			43	1700	SH		DEFINED	8

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		-----		-----			
		5257	206070				
AMERICAN COMMERCIAL LINES	COM NEW	025195207	1	66	SH	DEFINED	9

		1	66				
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	293	19225	SH	DEFINED	9

		181	11866	SH		DEFINED	20

		474	31091				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
-----		-----	-----	-----	-----	-----	-----
AMERICAN ELEC PWR INC	COM	025537101	3512	94844	SH	DEFINED	9

			1436	38786	SH	DEFINED	20

			3	89	SH	DEFINED	8

			4952	133719			
AMERICAN EXPRESS CO	COM	025816109	3196	90219	SH	DEFINED	9

			1383	39027	SH	DEFINED	20

			12	333	SH	DEFINED	8

			4591	129579			
AMERICAN FINL GROUP INC OHIO	COM	025932104	360	12187	SH	DEFINED	9

			360	12187			
AMERICAN GREETINGS CORP	CL A	026375105	15	1000	SH	DEFINED	9

			15	1000			
AMERICAN INCOME FD INC	COM	02672T109	60	10000	SH	DEFINED	9

			60	10000			
AMERICAN INTL GROUP INC	COM	026874107	1629	489159	SH	DEFINED	9

			382	114835	SH	DEFINED	20

			1	250	SH	DEFINED	8

			2012	604244			
AMERICAN INTL GROUP INC	UNIT 99/99/999	026874115	0	14	SH	DEFINED	20

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		-----		-----			
				14			
AMERICAN MED SYS HLDGS INC	COM	02744M108	9	500	SH	DEFINED	9
				88	4930	SH	DEFINED 20
				96	5430		
AMERICAN MUN INCOME PORTFOLI	COM	027649102	28	2788	SH	DEFINED	20
				28	2788		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	779	16137	SH	DEFINED	9
				131	2718	SH	DEFINED 20
				910	18855		
AMERICAN RAILCAR INDS INC	COM	02916P103	2	100	SH	DEFINED	20
				2	100		
AMERICAN REPROGRAPHICS CO	COM	029263100	40	2316	SH	DEFINED	9
				40	2316		
AMERICAN SCIENCE & ENGR INC	COM	029429107	17	289	SH	DEFINED	20
				17	289		
AMERICAN SOFTWARE INC	CL A	029683109	5	1000	SH	DEFINED	9
				5	1000		
AMERICAN STS WTR CO	COM	029899101	12	300	SH	DEFINED	9
				12	300		
AMERICAN TOWER CORP	CL A	029912201	1557	43299	SH	DEFINED	9
				717	19920	SH	DEFINED 20
				7	199	SH	DEFINED 8
				2281	63418		

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AMERN STRATEGIC INCOME PTFL	COM	030099105	61	6509	SH	DEFINED	9
			-----	-----			
			61	6509			
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	82	3500	SH	DEFINED	9
			-----	-----			
			82	3500			
AMERICREDIT CORP	COM	03060R101	11	1086	SH	DEFINED	9
			-----	-----			
			11	1086			
AMERISTAR CASINOS INC	COM	03070Q101	2	144	SH	DEFINED	9
			-----	-----			
			2	144			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AMERISOURCEBERGEN CORP	COM	03073E105	434	11521	SH		DEFINED	9
			51	1352	SH		DEFINED	20
			-----	-----				
			485	12873				
AMERIPRISE FINL INC	COM	03076C106	702	18389	SH		DEFINED	9
			365	9566	SH		DEFINED	20
			3	68	SH		DEFINED	8
			-----	-----				
			1070	28023				
AMERIGAS PARTNERS L P	UNIT L P INT	030975106	21	700	SH		DEFINED	9
			-----	-----				
			21	700				
AMGEN INC	COM	031162100	16105	271727	SH		DEFINED	9
			10747	181324	SH		DEFINED	20
			-----	-----				
			26852	453051				
AMPAL AMERN ISRAEL CORP	CL A	032015109	1	250	SH		DEFINED	9
			-----	-----				
			1	250				
AMPHENOL CORP NEW	CL A	032095101	215	5358	SH		DEFINED	9
			352	8772	SH		DEFINED	20
			-----	-----				

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			567	14130		
AMYLIN PHARMACEUTICALS INC	COM	032346108	37	1807 SH	DEFINED 9	
			8	400 SH	DEFINED 20	
			-----	-----		
			45	2207		
ANADARKO PETE CORP	COM	032511107	5114	105426 SH	DEFINED 9	
			3823	78805 SH	DEFINED 20	
			49	1000 SH	DEFINED 8	
			-----	-----		
			8986	185231		
ANADIGICS INC	COM	032515108	7	2500 SH	DEFINED 9	
			-----	-----		
			7	2500		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ANALOG DEVICES INC	COM	032654105	1127	42753 SH			DEFINED 9	
			694	26326 SH			DEFINED 20	
			-----	-----				
			1820	69079				
ANDERSONS INC	COM	034164103	81	2293 SH			DEFINED 9	
			-----	-----				
			81	2293				
ANGIODYNAMICS INC	COM	03475V101	48	3044 SH			DEFINED 9	
			41	2612 SH			DEFINED 20	
			-----	-----				
			89	5656				
ANGLO AMERN PLC	ADR NEW	03485P201	2242	133987 SH			DEFINED 9	
			922	55134 SH			DEFINED 20	
			4	211 SH			DEFINED 8	
			-----	-----				
			3168	189332				
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	3	3604 SH			DEFINED 9	
			-----	-----				
			3	3604				
ANHEUSER BUSCH COS INC	COM	035229103	8855	136488 SH			DEFINED 9	
			3489	53773 SH			DEFINED 20	

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			-----	-----		
			12344	190261		
ANIXTER INTL INC	COM	035290105	224	3757	SH	DEFINED 9
			251	4220	SH	DEFINED 20
			-----	-----		
			475	7977		
ANNALY CAP MGMT INC	COM	035710409	49	3644	SH	DEFINED 9
			218	16235	SH	DEFINED 20
			-----	-----		
			267	19879		
ANNTAYLOR STORES CORP	COM	036115103	12	582	SH	DEFINED 9
			0	10	SH	DEFINED 20
			-----	-----		
			12	592		

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-----			-----	-----	-----	-----	-----	-----
ANSYS INC	COM	03662Q105	2140	56511	SH		DEFINED 9	
			783	20682	SH		DEFINED 20	
			-----	-----				
			2923	77193				
AON CORP	COM	037389103	78	1741	SH		DEFINED 9	
			613	13626	SH		DEFINED 20	
			2	45	SH		DEFINED 8	
			-----	-----				
			693	15412				
APACHE CORP	COM	037411105	21693	208027	SH		DEFINED 9	
			11678	111984	SH		DEFINED 20	
			35	332	SH		DEFINED 8	
			-----	-----				
			33405	320343				
APARTMENT INVT & MGMT CO	CL A	03748R101	76	2162	SH		DEFINED 9	
			42	1186	SH		DEFINED 20	
			-----	-----				
			117	3348				
APOGEE ENTERPRISES INC	COM	037598109	1	69	SH		DEFINED 9	
			-----	-----				
			1	69				

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APOLLO GROUP INC	CL A	037604105	641 204	10803 3440	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			845	14243		
APOLLO INVT CORP	COM	03761U106	175 16	10269 950	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			191	11219		
APPLE INC	COM	037833100	20541 6987 6	180725 61471 51	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			27534	242247		
APPLIED BIOSYSTEMS INC DEL	COM	038149100	85	2489	SH	DEFINED 9
			-----	-----		
			85	2489		

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-----	-----	-----	-----	-----	-----	-----	-----	-----
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	56	2069	SH		DEFINED 9	
			-----	-----				
			56	2069				
APPLIED MATLS INC	COM	038222105	6085 4990 4	402164 329824 262	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			11079	732250				
APTARGROUP INC	COM	038336103	8	197	SH		DEFINED 9	
			-----	-----				
			8	197				
AQUA AMERICA INC	COM	03836W103	48 67	2701 3775	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			115	6476				
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	37 21	1000 562	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				

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			57	1562		
ARCH CHEMICALS INC	COM	03937R102	2	52 SH	DEFINED 9	
			4	100 SH	DEFINED 20	
			-----	-----		
			5	152		
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	74	1495 SH	DEFINED 9	
			501	10144 SH	DEFINED 20	
			3	63 SH	DEFINED 8	
			-----	-----		
			578	11702		
ARCH COAL INC	COM	039380100	165	5002 SH	DEFINED 9	
			73	2231 SH	DEFINED 20	
			-----	-----		
			238	7233		
ARCHER DANIELS MIDLAND CO	NOTE 0.875% 2	039483AW2	485	6000 SH	DEFINED 9	
			-----	-----		
			485	6000		

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ARCHER DANIELS MIDLAND CO	COM	039483102	420	19175 SH			DEFINED 9	
			894	40795 SH			DEFINED 20	
			4	178 SH			DEFINED 8	
			-----	-----				
			1318	60148				
ARES CAP CORP	COM	04010L103	32	3075 SH			DEFINED 20	
			-----	-----				
			32	3075				
ARM HLDGS PLC	SPONSORED ADR	042068106	2	379 SH			DEFINED 20	
			-----	-----				
			2	379				
ARRIS GROUP INC	COM	04269Q100	6	741 SH			DEFINED 9	
			-----	-----				
			6	741				
ART TECHNOLOGY GROUP INC	COM	04289L107	18	5000 SH			DEFINED 9	
			-----	-----				
			18	5000				

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ARTES MEDICAL INC	COM	04301Q100	1	1000	SH	DEFINED 20
			-----	-----		
			1	1000		
ARVINMERITOR INC	COM	043353101	26	2000	SH	DEFINED 20
			-----	-----		
			26	2000		
ASHLAND INC NEW	COM	044209104	407	13935	SH	DEFINED 9
			63	2170	SH	DEFINED 20
			-----	-----		
			471	16105		
ASIA PAC FD INC	COM	044901106	9	695	SH	DEFINED 9
			-----	-----		
			9	695		
ASIA TIGERS FD INC	COM	04516T105	8	515	SH	DEFINED 20
			-----	-----		
			8	515		

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ASSOCIATED BANC CORP	COM	045487105	318	15959	SH		DEFINED 9	
			421	21117	SH		DEFINED 20	
			-----	-----				
			740	37076				
ASSURANT INC	COM	04621X108	342	6224	SH		DEFINED 9	
			31	564	SH		DEFINED 20	
			-----	-----				
			373	6788				
ASTORIA FINL CORP	COM	046265104	307	14813	SH		DEFINED 9	
			231	11158	SH		DEFINED 20	
			-----	-----				
			538	25971				
ASTRAZENECA PLC	SPONSORED ADR	046353108	773	17613	SH		DEFINED 9	
			1171	26684	SH		DEFINED 20	
			5	116	SH		DEFINED 8	
			-----	-----				
			1949	44413				

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ATHEROS COMMUNICATIONS INC	COM	04743P108	431 49	18266 2059	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			479	20325		
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2	61	SH	DEFINED 9
			-----	-----		
			2	61		
ATLAS ENERGY RESOURCES LLC	COM	049303100	21 7	800 260	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			27	1060		
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	13	500	SH	DEFINED 20
			-----	-----		
			13	500		
ATMOS ENERGY CORP	COM	049560105	31	1150	SH	DEFINED 20
			-----	-----		
			31	1150		
ATRION CORP	COM	049904105	31	300	SH	DEFINED 9
			-----	-----		
			31	300		

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ATWOOD OCEANICS INC	COM	050095108	443 762	12165 20932	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			1205	33097				
AUTODESK INC	COM	052769106	2793 1592	83259 47445	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			4385	130704				
AUTOLIV INC	COM	052800109	260 6	7693 184	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			266	7877				
AUTOMATIC DATA PROCESSING IN	COM	053015103	31966 16144	747731 377639	SH SH		DEFINED 9 DEFINED 20	

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			11	258	SH	DEFINED	8
			-----	-----			
			48121	1125628			
AUTONATION INC	COM	05329W102	3	240	SH	DEFINED	9
			2	135	SH	DEFINED	20
			-----	-----			
			4	375			
AUTOZONE INC	COM	053332102	148	1202	SH	DEFINED	9
			37	304	SH	DEFINED	20
			-----	-----			
			186	1506			
AVALONBAY CMNTYS INC	COM	053484101	107	1087	SH	DEFINED	9
			30	300	SH	DEFINED	20
			-----	-----			
			137	1387			
AVANT IMMUNOTHERAPEUTICS INC	COM NEW	053491205	0	21	SH	DEFINED	20
			-----	-----			
				21			
AVERY DENNISON CORP	COM	053611109	754	16946	SH	DEFINED	9
			288	6481	SH	DEFINED	20
			9	200	SH	DEFINED	8
			-----	-----			
			1051	23627			

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
			-----	-----				
AVIGEN INC	COM	053690103	1	200	SH		DEFINED	9
			-----	-----				
			1	200				
AVIS BUDGET GROUP	COM	053774105	0	12	SH		DEFINED	9
			1	90	SH		DEFINED	20
			-----	-----				
			1	102				
AVISTA CORP	COM	05379B107	332	15274	SH		DEFINED	9
			1	52	SH		DEFINED	20
			-----	-----				
			333	15326				

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AVNET INC	DBCV 2.000% 3	053807AL7	598	6000	SH	DEFINED 9
			-----	-----		
			598	6000		
AVNET INC	COM	053807103	372	15118	SH	DEFINED 9
			106	4315	SH	DEFINED 20
			-----	-----		
			479	19433		
AVOCENT CORP	COM	053893103	1	61	SH	DEFINED 9
			-----	-----		
			1	61		
AVON PRODS INC	COM	054303102	305	7333	SH	DEFINED 9
			560	13475	SH	DEFINED 20
			-----	-----		
			865	20808		
AXA	SPONSORED ADR	054536107	626	19165	SH	DEFINED 9
			406	12416	SH	DEFINED 20
			-----	-----		
			1031	31581		
AXCELIS TECHNOLOGIES INC	COM	054540109	2	1079	SH	DEFINED 9
			-----	-----		
			2	1079		
BB&T CORP	COM	054937107	4402	116458	SH	DEFINED 9
			13544	358311	SH	DEFINED 20
			16	415	SH	DEFINED 8
			-----	-----		
			17962	475184		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BGC PARTNERS INC	CL A	05541T101	270	62986	SH		DEFINED 9	
			45	10389	SH		DEFINED 20	
			-----	-----				
			315	73375				
BHP BILLITON PLC	SPONSORED ADR	05545E209	186	4060	SH		DEFINED 9	
			150	3269	SH		DEFINED 20	
			-----	-----				
			336	7329				

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BJS WHOLESALE CLUB INC	COM	05548J106	155 4	4000 100	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			159	4100		
BJ SVCS CO	COM	055482103	494 817	25837 42706	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			1311	68543		
BOK FINL CORP	COM NEW	05561Q201	80	1659	SH	DEFINED 9
			-----	-----		
			80	1659		
BP PLC	SPONSORED ADR	055622104	28441 17778 64	566888 354348 1280	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			46283	922516		
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	418 378	4500 4070	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			797	8570		
BRE PROPERTIES INC	CL A	05564E106	47	950	SH	DEFINED 9
			-----	-----		
			47	950		
BT GROUP PLC	ADR	05577E101	93 28	3217 976	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			122	4193		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	MA
BMC SOFTWARE INC	COM	055921100	850 317	29703 11055	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			1167	40758			
BAIDU COM INC	SPON ADR REP A	056752108	55 9	223 36	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			64	259			

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BAKER HUGHES INC	COM	057224107	729 648	12044 SH 10702 SH	DEFINED 9 DEFINED 20
			-----	-----	
			1377	22746	
BALDOR ELEC CO	COM	057741100	6	200 SH	DEFINED 20
			-----	-----	
			6	200	
BALL CORP	COM	058498106	93 20 3	2359 SH 500 SH 72 SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----	
			116	2931	
BALLARD PWR SYS INC	COM	05858H104	4 2	1000 SH 550 SH	DEFINED 9 DEFINED 20
			-----	-----	
			6	1550	
BALLY TECHNOLOGIES INC	COM	05874B107	106 46	3497 SH 1522 SH	DEFINED 9 DEFINED 20
			-----	-----	
			152	5019	
BANCFIRST CORP	COM	05945F103	324 466	6714 SH 9642 SH	DEFINED 9 DEFINED 20
			-----	-----	
			790	16356	
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	433 5580 5	26794 SH 345069 SH 302 SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----	
			6018	372165	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	73 790 6	4504 SH 49057 SH 370 SH			DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			868	53931				

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BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	9	500	SH	DEFINED	20
			-----	-----			
			9	500			
BANCO SANTANDER SA	ADR	05964H105	740	49270	SH	DEFINED	9
			1298	86405	SH	DEFINED	20
			5	347	SH	DEFINED	8
			-----	-----			
			2043	136022			
BANCORPSOUTH INC	COM	059692103	0	1	SH	DEFINED	9
			-----	-----			
				1			
BANCROFT FUND LTD	COM	059695106	6	431	SH	DEFINED	9
			-----	-----			
			6	431			
BANK OF AMERICA CORPORATION	COM	060505104	36446	1041317	SH	DEFINED	9
			19859	567389	SH	DEFINED	20
			122	3475	SH	DEFINED	8
			-----	-----			
			56426	1612181			
BANK FLA CORP NAPLES	COM	062128103	37	4500	SH	DEFINED	20
			-----	-----			
			37	4500			
BANK HAWAII CORP	COM	062540109	185	3452	SH	DEFINED	9
			35	660	SH	DEFINED	20
			-----	-----			
			220	4112			
BANK MONTREAL QUE	COM	063671101	32	733	SH	DEFINED	9
			-----	-----			
			32	733			
BANK OF THE OZARKS INC	COM	063904106	27	1000	SH	DEFINED	9
			-----	-----			
			27	1000			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	MA
BANK OF NEW YORK MELLON CORP	COM	064058100	23784	730028	SH		DEFINED	9
			7386	226712	SH		DEFINED	20

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			4	110	SH	DEFINED	8
			-----	-----			
			31174	956850			
BANK NOVA SCOTIA HALIFAX	COM	064149107	16	350	SH	DEFINED	9
			-----	-----			
			16	350			
BANK OF THE CAROLINES CORP	COM	06425J102	6	1059	SH	DEFINED	9
			-----	-----			
			6	1059			
BARCLAYS BK PLC	DJAIG CMDT ETN	06738C778	187	3624	SH	DEFINED	9
			2792	54171	SH	DEFINED	20
			-----	-----			
			2979	57795			
BARCLAYS PLC	ADR	06738E204	233	9431	SH	DEFINED	9
			199	8072	SH	DEFINED	20
			-----	-----			
			432	17503			
BARDCR INC	COM	067383109	540	5687	SH	DEFINED	9
			1183	12473	SH	DEFINED	20
			-----	-----			
			1723	18160			
BARCLAYS BK PLC	IPMS INDIA ETN	06739F291	2	40	SH	DEFINED	20
			-----	-----			
			2	40			
BARCLAYS BK PLC	ADR 2 PEF 2	06739F390	6	400	SH	DEFINED	9
			-----	-----			
			6	400			
BARCLAYS BANK PLC	ETN IPTH AGRI	06739H206	60	1250	SH	DEFINED	20
			-----	-----			
			60	1250			
BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	58	3420	SH	DEFINED	20
			-----	-----			
			58	3420			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----

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BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	16	1000	SH	DEFINED 20
			-----	-----		
			16	1000		
BARCLAYS BANK PLC	SP ADR 7.1%PF3	06739H776	23	1600	SH	DEFINED 9
			-----	-----		
			23	1600		
BARE ESCENTUALS INC	COM	067511105	8	760	SH	DEFINED 9
			-----	-----		
			8	760		
BARRICK GOLD CORP	COM	067901108	37	1000	SH	DEFINED 9
			39	1070	SH	DEFINED 20
			-----	-----		
			76	2070		
BARR PHARMACEUTICALS INC	COM	068306109	561	8590	SH	DEFINED 9
			86	1323	SH	DEFINED 20
			3	47	SH	DEFINED 8
			-----	-----		
			650	9960		
BAXTER INTL INC	COM	071813109	7918	120652	SH	DEFINED 9
			1826	27826	SH	DEFINED 20
			-----	-----		
			9745	148478		
BE AEROSPACE INC	COM	073302101	978	61792	SH	DEFINED 9
			104	6575	SH	DEFINED 20
			-----	-----		
			1082	68367		
BEACH FIRST NATL BANCSHARES	COM	073334104	18	3000	SH	DEFINED 9
			-----	-----		
			18	3000		
BEACON ROOFING SUPPLY INC	COM	073685109	42	2676	SH	DEFINED 9
			35	2258	SH	DEFINED 20
			-----	-----		
			77	4934		
BECKMAN COULTER INC	NOTE 2.500%12	075811AD1	656	6000	SH	DEFINED 9
			-----	-----		
			656	6000		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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VALUE SHARES/ SH/ PUT/ INVSTMT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA
BECKMAN COULTER INC	COM	075811109	693	9756	SH			DEFINED	9
			573	8065	SH			DEFINED	20
			1265	17821					
BECTON DICKINSON & CO	COM	075887109	35344	440374	SH			DEFINED	9
			17733	220938	SH			DEFINED	20
			13	160	SH			DEFINED	8
			53090	661472					
BED BATH & BEYOND INC	COM	075896100	23	719	SH			DEFINED	9
			38	1220	SH			DEFINED	20
			1	40	SH			DEFINED	8
			62	1979					
BELDEN INC	COM	077454106	154	4845	SH			DEFINED	9
			104	3280	SH			DEFINED	20
			258	8125					
BEMIS INC	COM	081437105	207	7903	SH			DEFINED	9
			58	2200	SH			DEFINED	20
			265	10103					
BENCHMARK ELECTRS INC	COM	08160H101	269	19095	SH			DEFINED	9
			382	27101	SH			DEFINED	20
			650	46196					
BERKLEY W R CORP	COM	084423102	470	19963	SH			DEFINED	9
			1578	67022	SH			DEFINED	20
			2049	86985					
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	0	39	SH			DEFINED	9
			0	12	SH			DEFINED	20
				51					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
----------------	----------------	-------	--------------------	--------------------	------------	--------------	--------------------	----

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BERKSHIRE HATHAWAY INC DEL	CL B	084670207	2386	543 SH	DEFINED 9
			8170	1859 SH	DEFINED 20
			13	3 SH	DEFINED 8
			-----	-----	
			10570	2405	
BEST BUY INC	COM	086516101	5677	151378 SH	DEFINED 9
			3415	91065 SH	DEFINED 20
			2	61 SH	DEFINED 8
			-----	-----	
			9094	242504	
BHP BILLITON LTD	SPONSORED ADR	088606108	101	1948 SH	DEFINED 9
			447	8589 SH	DEFINED 20
			-----	-----	
			548	10537	
BIG LOTS INC	COM	089302103	26	947 SH	DEFINED 9
			-----	-----	
			26	947	
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	878	33145 SH	DEFINED 9
			173	6528 SH	DEFINED 20
			-----	-----	
			1051	39673	
BIOGEN IDEC INC	COM	09062X103	163	3233 SH	DEFINED 9
			116	2315 SH	DEFINED 20
			-----	-----	
			279	5548	
BIOTECH HOLDRS TR	DEPOSTRY RCPTS	09067D201	18	100 SH	DEFINED 9
			27	150 SH	DEFINED 20
			-----	-----	
			46	250	
BIOVAIL CORP	COM	09067J109	20	2052 SH	DEFINED 9
			32	3262 SH	DEFINED 20
			-----	-----	
			52	5314	
BLACK & DECKER CORP	COM	091797100	470	7739 SH	DEFINED 9
			1	16 SH	DEFINED 20
			-----	-----	
			471	7755	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BLACK HILLS CORP	COM	092113109	2 35	72 1125	SH SH		DEFINED 9 DEFINED 20	
			37	1197				
BLACKROCK NJ INVT QUALITY MU	COM	09247C107	34	3050	SH		DEFINED 20	
			34	3050				
BLACKROCK INVT QUALITY MUN T	COM	09247D105	35	3400	SH		DEFINED 20	
			35	3400				
BLACKROCK INCOME TR INC	COM	09247F100	66	12000	SH		DEFINED 9	
			66	12000				
BLACKROCK INC	COM	09247X101	3280 592	16866 3044	SH SH		DEFINED 9 DEFINED 20	
			3873	19910				
BLACKROCK INSD MUN TERM TR I	COM	092474105	41	4104	SH		DEFINED 9	
			41	4104				
BLACKROCK INCOME OPP TRUST I	COM	092475102	84 12	10000 1415	SH SH		DEFINED 9 DEFINED 20	
			96	11415				
BLACKROCK MUN INCOME TR	SH BEN INT	09248F109	30 15	2965 1450	SH SH		DEFINED 9 DEFINED 20	
			45	4415				
BLACKROCK FLA MUN INCOME TR	SH BEN INT	09248H105	11	1000	SH		DEFINED 20	
			11	1000				
BLACKROCK STRATEGIC MUN TR	COM	09248T109	7 21	700 2100	SH SH		DEFINED 9 DEFINED 20	
			28	2800				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	40	3500	SH		DEFINED	20
			40	3500				
BLACKROCK MUNI INCOME TR II	COM	09249N101	13	1276	SH		DEFINED	20
			13	1276				
BLACKROCK LTD DURATION INC T	COM SHS	09249W101	9	750	SH		DEFINED	9
			9	750				
BLACKROCK MUN 2020 TERM TR	COM SHS	09249X109	33	2800	SH		DEFINED	20
			33	2800				
BLACKROCK STRAT DIVD ACHIEVE	COM	09249Y107	33	3300	SH		DEFINED	20
			33	3300				
BLACKROCK S&P QLTY RK EQ MD	SHS BEN INT	09250D109	7	590	SH		DEFINED	20
			7	590				
BLACKROCK HIGH INCOME SHS	SHS BEN INT	09250E107	3	1700	SH		DEFINED	20
			3	1700				
BLACKROCK DIVID ACHIEVRS TM	COM	09250N107	39	4050	SH		DEFINED	20
			39	4050				
BLACKROCK GLBL ENRGY & RES T	COM	09250U101	19	800	SH		DEFINED	9
			14	600	SH		DEFINED	20
			33	1400				
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	11	618	SH		DEFINED	9
			11	618				
BLACKROCK INTL GRWTH & INC T	COM BENE INTER	092524107	7	686	SH		DEFINED	9
			7	686				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
BLACKROCK MUNIVEST FD INC	COM	09253R105	191	28000	SH		DEFINED	9
			41	6000	SH		DEFINED	20
			232	34000				
BLACKROCK MUNIYIELD FD INC	COM	09253W104	46	4456	SH		DEFINED	20
			46	4456				
BLACKROCK MUNIENHANCED FD IN	COM	09253Y100	72	9000	SH		DEFINED	20
			72	9000				
BLACKROCK REAL ASSET EQUITY	COM	09254B109	33	3042	SH		DEFINED	20
			33	3042				
BLACKROCK MUNIYIELD INSD FD I	COM	09254E103	12	1132	SH		DEFINED	9
			90	8759	SH		DEFINED	20
			101	9891				
BLACKROCK MUNIYIELD QUALITY	COM	09254F100	5	453	SH		DEFINED	9
			209	18744	SH		DEFINED	20
			214	19197				
BLACKROCK APEX MUN FD INC	COM	09254H106	49	6200	SH		DEFINED	20
			49	6200				
BLACKROCK MUNIASSETS FD INC	COM	09254J102	7	663	SH		DEFINED	9
			11	979	SH		DEFINED	20
			18	1642				
BLACKROCK MUNIHOLDINGS FLA I	COM	09254P108	6	650	SH		DEFINED	20
			6	650				
BLACKROCK MUNIYIELD FLA INC	COM	09254R104	110	10995	SH		DEFINED	20
			110	10995				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BLACKROCK MUNIYIELD FLA INSD	COM	09254T100	27	2779	SH		DEFINED	20
			27	2779				
BLACKROCK MUNIYIELD MICH INS	COM	09254V105	139	13615	SH		DEFINED	20
			139	13615				
BLACKROCK MUNIYIELD MICH INS	COM	09254W103	104	10570	SH		DEFINED	20
			104	10570				
BLACKROCK MUNIHOLDINGS N J I	COM	09254X101	40	3625	SH		DEFINED	20
			40	3625				
BLACKROCK MUNIYIELD N J FD I	COM	09254Y109	40	3450	SH		DEFINED	20
			40	3450				
BLACKROCK PFD INCOME STRATEG	COM	09255H105	19	2315	SH		DEFINED	9
			19	2315				
BLACKROCK CORPOR HIGH YLD FD	COM	09255L106	1	111	SH		DEFINED	20
			1	111				
BLACKROCK CORPOR HI YLD FD V	COM	09255N102	58	7200	SH		DEFINED	9
			16	2000	SH		DEFINED	20
			74	9200				
BLACKROCK CORPOR HI YLD FD V	COM	09255P107	51	6400	SH		DEFINED	9
			51	6400				
BLACKROCK DEBT STRAT FD INC	COM	09255R103	8	2000	SH		DEFINED	9
			23	6000	SH		DEFINED	20
			31	8000				
BLACKROCK SR HIGH INCOME FD	COM	09255T109	7	2300	SH		DEFINED	20
			7	2300				

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BLACKROCK ENH EQ YLD FD INC	COM	09256C105	5	500	SH		DEFINED	9
			5	500				
BLDRS INDEX FDS TR	DEV MK 100 ADR	09348R201	45	2000	SH		DEFINED	9
			45	2000				
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	22	571	SH		DEFINED	20
			22	571				
BLOCK H & R INC	COM	093671105	463	20351	SH		DEFINED	9
			289	12706	SH		DEFINED	20
			3	145	SH		DEFINED	8
			755	33202				
BLUE COAT SYSTEMS INC	COM NEW	09534T508	14	1000	SH		DEFINED	20
			14	1000				
BLUEGREEN CORP	COM	096231105	85	12278	SH		DEFINED	9
			9	1257	SH		DEFINED	20
			94	13535				
BLUELINX HLDGS INC	COM	09624H109	1	200	SH		DEFINED	9
			1	200				
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	21	1000	SH		DEFINED	20
			21	1000				
BOB EVANS FARMS INC	COM	096761101	914	33496	SH		DEFINED	9
			8	300	SH		DEFINED	20
			922	33796				
BOEING CO	COM	097023105	9696	169058	SH		DEFINED	9
			2396	41771	SH		DEFINED	20
			12091	210829				

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BORGWARNER INC	COM	099724106	10966 1499	334635 45731	SH SH		DEFINED 9 DEFINED 20	
			12465	380366				
BOSTON PROPERTIES INC	COM	101121101	499 346	5328 3699	SH SH		DEFINED 9 DEFINED 20	
			845	9027				
BOSTON SCIENTIFIC CORP	COM	101137107	318 4	25940 298	SH SH		DEFINED 9 DEFINED 20	
			322	26238				
BOTTOMLINE TECH DEL INC	COM	101388106	1	75	SH		DEFINED 20	
			1	75				
BOWNE & CO INC	COM	103043105	40	3500	SH		DEFINED 9	
			40	3500				
BRADY CORP	CL A	104674106	5	132	SH		DEFINED 9	
			5	132				
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	27	1681	SH		DEFINED 9	
			27	1681				
BRASIL TELECOM SA	SPONS ADR PFD	10553M101	3	150	SH		DEFINED 20	
			3	150				
BRASIL TELECOM PARTICIPACOES	SPON ADR PFD	105530109	1	13	SH		DEFINED 20	
			1	13				
BRIGGS & STRATTON CORP	COM	109043109	8	500	SH		DEFINED 9	
			8	500				

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BRIGHTPOINT INC	COM NEW	109473405	1	154	SH		DEFINED 9	
			2	300	SH		DEFINED 20	
			3	454				
BRINKER INTL INC	COM	109641100	196	10936	SH		DEFINED 9	
			144	8047	SH		DEFINED 20	
			340	18983				
BRINKS CO	COM	109696104	305	4998	SH		DEFINED 9	
			177	2904	SH		DEFINED 20	
			482	7902				
BRISTOL MYERS SQUIBB CO	DBCV	9 110122AN8	300	3000	SH		DEFINED 20	
			300	3000				
BRISTOL MYERS SQUIBB CO	COM	110122108	15070	722770	SH		DEFINED 9	
			6716	322120	SH		DEFINED 20	
			19	900	SH		DEFINED 8	
			21805	1045790				
BRISTOL MYERS SQUIBB CO	PFD CV \$2	110122207	24	60	SH		DEFINED 20	
			24	60				
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	565	9119	SH		DEFINED 9	
			400	6453	SH		DEFINED 20	
			965	15572				
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	2	61	SH		DEFINED 9	
			2	61				
BROADCOM CORP	CL A	111320107	1067	57292	SH		DEFINED 9	
			719	38581	SH		DEFINED 20	
			1786	95873				

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BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	342	22191	SH		DEFINED 9	
			701	45576	SH		DEFINED 20	
			-----	-----				
			1043	67767				
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	55	9500	SH		DEFINED 9	
			1	200	SH		DEFINED 20	
			-----	-----				
			56	9700				
BROOKDALE SR LIVING INC	COM	112463104	17	793	SH		DEFINED 9	
			2	100	SH		DEFINED 20	
			-----	-----				
			20	893				
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	101	3685	SH		DEFINED 9	
			14	500	SH		DEFINED 20	
			-----	-----				
			115	4185				
BROOKFIELD HOMES CORP	COM	112723101	2	155	SH		DEFINED 20	
			-----	-----				
			2	155				
BROWN & BROWN INC	COM	115236101	389	18000	SH		DEFINED 20	
			-----	-----				
			389	18000				
BROWN FORMAN CORP	CL A	115637100	206	2900	SH		DEFINED 20	
			-----	-----				
			206	2900				
BROWN FORMAN CORP	CL B	115637209	32	441	SH		DEFINED 9	
			847	11790	SH		DEFINED 20	
			-----	-----				
			878	12231				
BROWN SHOE INC NEW	COM	115736100	178	10847	SH		DEFINED 9	
			18	1100	SH		DEFINED 20	
			-----	-----				
			196	11947				
BRUNSWICK CORP	COM	117043109	662	51790	SH		DEFINED 9	
			-----	-----				
			662	51790				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BRUSH ENGINEERED MATLS INC	COM	117421107	13	700	SH		DEFINED	20
			13	700				
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	143	3869	SH		DEFINED	9
			173	4657	SH		DEFINED	20
			316	8526				
BUCYRUS INTL INC NEW	COM	118759109	18	414	SH		DEFINED	9
			18	414				
BUILDERS FIRSTSOURCE INC	COM	12008R107	45	7500	SH		DEFINED	9
			45	7500				
BUILDING MATLS HLDG CORP	COM	120113105	1	2000	SH		DEFINED	9
			1	2000				
BURGER KING HLDGS INC	COM	121208201	3375	137415	SH		DEFINED	9
			525	21384	SH		DEFINED	20
			3900	158799				
BURLINGTON NORTHN SANTA FE C	COM	12189T104	2305	24934	SH		DEFINED	9
			927	10032	SH		DEFINED	20
			3232	34966				
CBL & ASSOC PPTYS INC	COM	124830100	26	1314	SH		DEFINED	9
			20	1000	SH		DEFINED	20
			46	2314				
CBS CORP NEW	CL A	124857103	2	107	SH		DEFINED	20
			2	107				
CBS CORP NEW	CL B	124857202	123	8460	SH		DEFINED	9
			62	4236	SH		DEFINED	20
			185	12696				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CBRL GROUP INC	COM	12489V106	3	100	SH		DEFINED 9	
			40	1516	SH		DEFINED 20	
			43	1616				
CB RICHARD ELLIS GROUP INC	CL A	12497T101	47	3534	SH		DEFINED 9	
			4	300	SH		DEFINED 20	
			51	3834				
CF INDS HLDGS INC	COM	125269100	429	4694	SH		DEFINED 9	
			127	1388	SH		DEFINED 20	
			556	6082				
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	18216	357450	SH		DEFINED 9	
			2566	50354	SH		DEFINED 20	
			20782	407804				
CIGNA CORP	COM	125509109	1833	53945	SH		DEFINED 9	
			351	10316	SH		DEFINED 20	
			2184	64261				
CIT GROUP INC	COM	125581108	37	5323	SH		DEFINED 9	
			10	1432	SH		DEFINED 20	
			47	6755				
CKE RESTAURANTS INC	COM	12561E105	2	201	SH		DEFINED 9	
			1	110	SH		DEFINED 20	
			3	311				
CLECO CORP NEW	COM	12561W105	539	21358	SH		DEFINED 9	
			25	976	SH		DEFINED 20	
			564	22334				
CME GROUP INC	COM	12572Q105	319	860	SH		DEFINED 9	
			1030	2773	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CMGI INC	COM NEW	125750307	24	2525	SH		DEFINED 9	
			24	2525				
CMS ENERGY CORP	COM	125896100	161	12944	SH		DEFINED 9	
			116	9273	SH		DEFINED 20	
			277	22217				
CNA FINL CORP	COM	126117100	430	16376	SH		DEFINED 9	
			1	56	SH		DEFINED 20	
			431	16432				
CNA SURETY CORP	COM	12612L108	3	192	SH		DEFINED 9	
			3	192				
CPFL ENERGIA S A	SPONSORED ADR	126153105	11	200	SH		DEFINED 20	
			11	200				
CP HOLDERS	DEP RCPTS CP	12616K106	47	300	SH		DEFINED 20	
			47	300				
CRH PLC	ADR	12626K203	4	172	SH		DEFINED 9	
			4	172				
CSX CORP	COM	126408103	3226	59113	SH		DEFINED 9	
			1164	21339	SH		DEFINED 20	
			4390	80452				
CTS CORP	COM	126501105	206	16147	SH		DEFINED 9	
			21	1645	SH		DEFINED 20	
			227	17792				

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CVS CAREMARK CORPORATION	COM	126650100	19314	573805	SH	DEFINED	9
			9308	276525	SH	DEFINED	20
			22	639	SH	DEFINED	8
			-----	-----			
			28644	850969			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CA INC	COM	12673P105	77	3881	SH		DEFINED	9
			78	3915	SH		DEFINED	20
			-----	-----				
			156	7796				
CABELAS INC	COM	126804301	21	1700	SH		DEFINED	20
			-----	-----				
			21	1700				
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	79	3134	SH		DEFINED	9
			61	2412	SH		DEFINED	20
			-----	-----				
			140	5546				
CABOT MICROELECTRONICS CORP	COM	12709P103	383	11950	SH		DEFINED	9
			269	8385	SH		DEFINED	20
			-----	-----				
			652	20335				
CABOT OIL & GAS CORP	COM	127097103	9	251	SH		DEFINED	9
			-----	-----				
			9	251				
CACI INTL INC	CL A	127190304	41	810	SH		DEFINED	20
			-----	-----				
			41	810				
CADBURY PLC	SPONS ADR	12721E102	1255	30663	SH		DEFINED	9
			153	3747	SH		DEFINED	20
			-----	-----				
			1409	34410				
CADENCE DESIGN SYSTEM INC	COM	127387108	270	39947	SH		DEFINED	9
			118	17468	SH		DEFINED	20
			-----	-----				
			388	57415				

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CAL MAINE FOODS INC	COM NEW	128030202	8	300 SH	DEFINED 9
			-----	-----	
			8	300	
CALAMOS CONV & HIGH INCOME F	COM SHS	12811P108	0	24 SH	DEFINED 9
			-----	-----	
				24	

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CALAMOS ASSET MGMT INC	CL A	12811R104	1	45 SH			DEFINED 9	
			-----	-----				
			1	45				
CALAMOS STRATEGIC TOTL RETN	COM SH BEN INT	128125101	18	2103 SH			DEFINED 9	
			-----	-----				
			18	2103				
CALIFORNIA WTR SVC GROUP	COM	130788102	58	1500 SH			DEFINED 9	
			-----	-----				
			58	1500				
CALLIDUS SOFTWARE INC	COM	13123E500	2	525 SH			DEFINED 20	
			-----	-----				
			2	525				
CALUMET SPECIALTY PRODS PTNR	UT LTD PARTNER	131476103	926	75012 SH			DEFINED 20	
			-----	-----				
			926	75012				
CAMDEN PPTY TR	SH BEN INT	133131102	11357	247654 SH			DEFINED 9	
			32	687 SH			DEFINED 20	
			-----	-----				
			11389	248341				
CAMECO CORP	COM	13321L108	9	400 SH			DEFINED 9	
			9	400 SH			DEFINED 20	
			-----	-----				
			18	800				
CAMERON INTERNATIONAL CORP	NOTE 2.500% 6	13342BAB1	757	6000 SH			DEFINED 9	
			-----	-----				
			757	6000				
CAMERON INTERNATIONAL CORP	COM	13342B105	532	13811 SH			DEFINED 9	

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			318	8250	SH	DEFINED	20
			-----	-----			
			850	22061			
CAMPBELL SOUP CO	COM	134429109	9074	235072	SH	DEFINED	9
			4222	109368	SH	DEFINED	20
			-----	-----			
			13295	344440			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
CANADIAN NATL RY CO	COM	136375102	18	373	SH		DEFINED	9
			49	1017	SH		DEFINED	20
			-----	-----				
			66	1390				
CANADIAN NAT RES LTD	COM	136385101	68	1000	SH		DEFINED	9
			119	1745	SH		DEFINED	20
			4	65	SH		DEFINED	8
			-----	-----				
			192	2810				
CANADIAN PAC RY LTD	COM	13645T100	8799	163363	SH		DEFINED	9
			2506	46524	SH		DEFINED	20
			-----	-----				
			11305	209887				
CANDELA CORP	COM	136907102	2	664	SH		DEFINED	20
			-----	-----				
			2	664				
CANON INC	ADR	138006309	182	4819	SH		DEFINED	9
			760	20134	SH		DEFINED	20
			5	122	SH		DEFINED	8
			-----	-----				
			947	25075				
CANTERBURY PARK HOLDING CORP	COM	13811E101	3	375	SH		DEFINED	20
			-----	-----				
			3	375				
CAPITAL BK CORP	COM	139793103	2	212	SH		DEFINED	9
			-----	-----				
			2	212				

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CAPITAL ONE FINL CORP	COM	14040H105	577 175	11316 3440	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			753	14756		
CAPITALSOURCE INC	COM	14055X102	777 170	63166 13847	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			947	77013		

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			-----	-----			
CAPITOL BANCORP LTD	COM	14056D105	208	10661	SH	DEFINED 20	
			-----	-----			
			208	10661			
CARDINAL FINL CORP	COM	14149F109	166 1	20591 74	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			167	20665			
CARDINAL HEALTH INC	COM	14149Y108	3531 4328 4	71643 87832 75	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----			
			7863	159550			
CARDTRONICS INC	COM	14161H108	676 120	86041 15297	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			797	101338			
CAREER EDUCATION CORP	COM	141665109	11	651	SH	DEFINED 9	
			-----	-----			
			11	651			
CARLISLE COS INC	COM	142339100	316 28	10557 925	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			344	11482			
CARMAX INC	COM	143130102	320 359	22865 25654	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			679	48519			

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CARNIVAL CORP	PAIRED CTF	143658300	29354	830388	SH	DEFINED	9
			5751	162699	SH	DEFINED	20
			-----	-----			
			35106	993087			
CARPENTER TECHNOLOGY CORP	COM	144285103	1	30	SH	DEFINED	9
			-----	-----			
						1	30

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
CARRIZO OIL & CO INC	COM	144577103	449	12386	SH	DEFINED	9
			50	1383	SH	DEFINED	20
			-----	-----			
			499	13769			
CARTER INC	COM	146229109	4	187	SH	DEFINED	9
			-----	-----			
						4	187
CASEYS GEN STORES INC	COM	147528103	154	5104	SH	DEFINED	9
			16	520	SH	DEFINED	20
			-----	-----			
			170	5624			
CASH AMER INTL INC	COM	14754D100	605	16798	SH	DEFINED	9
			90	2486	SH	DEFINED	20
			-----	-----			
			695	19284			
CASS INFORMATION SYS INC	COM	14808P109	33	918	SH	DEFINED	9
			28	784	SH	DEFINED	20
			-----	-----			
			61	1702			
CASTLE CONV FD INC	COM	148443104	4	193	SH	DEFINED	9
			-----	-----			
						4	193
CATERPILLAR INC DEL	COM	149123101	8388	140737	SH	DEFINED	9
			4847	81329	SH	DEFINED	20
			-----	-----			
			13235	222066			

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CEDAR FAIR L P	DEPOSITRY UNIT	150185106	796	38449	SH	DEFINED 9
			276	13308	SH	DEFINED 20
			-----	-----		
			1072	51757		
CELADON GROUP INC	COM	150838100	6891	600815	SH	DEFINED 20
			-----	-----		
			6891	600815		
CELANESE CORP DEL	COM SER A	150870103	6	220	SH	DEFINED 9
			-----	-----		
			6	220		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CELERA CORP	COM	15100E106	17	1100	SH		DEFINED 9	
			-----	-----				
			17	1100				
CELGENE CORP	COM	151020104	11809	186620	SH		DEFINED 9	
			5277	83399	SH		DEFINED 20	
			13	200	SH		DEFINED 8	
			-----	-----				
			17099	270219				
CEMEX SAB DE CV	SPON ADR NEW	151290889	36	2115	SH		DEFINED 9	
			41	2396	SH		DEFINED 20	
			-----	-----				
			78	4511				
CENTERPOINT ENERGY INC	COM	15189T107	348	23876	SH		DEFINED 9	
			487	33420	SH		DEFINED 20	
			-----	-----				
			835	57296				
CENTEX CORP	COM	152312104	36	2245	SH		DEFINED 9	
			-----	-----				
			36	2245				
CENTRAL EUROPE AND RUSSIA FD	COM	153436100	7	237	SH		DEFINED 9	
			68	2200	SH		DEFINED 20	
			-----	-----				
			75	2437				
CENTRAL SECS CORP	COM	155123102	18	813	SH		DEFINED 20	
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
			18	813				
CEPHEID	COM	15670R107	56	4066	SH		DEFINED 9	
			48	3448	SH		DEFINED 20	
			104	7514				
CENTURYTEL INC	COM	156700106	863	23551	SH		DEFINED 9	
			9	241	SH		DEFINED 20	
			872	23792				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CEPHALON INC	COM	156708109	2053	26499	SH		DEFINED 9	
			43	557	SH		DEFINED 20	
			2097	27056				
CERADYNE INC	COM	156710105	4	100	SH		DEFINED 20	
			4	100				
CERNER CORP	COM	156782104	504	11300	SH		DEFINED 9	
			68	1534	SH		DEFINED 20	
			573	12834				
CHARLES & COLVARD LTD	COM	159765106	191	317688	SH		DEFINED 9	
			191	317688				
CHARLES RIV LABS INTL INC	NOTE 2.250% 6	159864AB3	737	6000	SH		DEFINED 9	
			737	6000				
CHARLES RIV LABS INTL INC	COM	159864107	326	5865	SH		DEFINED 9	
			510	9182	SH		DEFINED 20	
			836	15047				
CHART INDS INC	COM PAR \$0.01	16115Q308	4	142	SH		DEFINED 9	
			4	142				

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CHATTEM INC	COM	162456107	313	4000 SH	DEFINED 9
			-----	-----	
			313	4000	
CHEESECAKE FACTORY INC	COM	163072101	39	2644 SH	DEFINED 9
			30	2054 SH	DEFINED 20
			-----	-----	
			69	4698	
CHEMED CORP NEW	COM	16359R103	59	1446 SH	DEFINED 9
			56	1373 SH	DEFINED 20
			-----	-----	
			116	2819	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
CHEMICAL FINL CORP	COM	163731102	434	13924 SH	DEFINED 20		
			-----	-----			
			434	13924			
CHEMTURA CORP	COM	163893100	19	4111 SH	DEFINED 9		
			-----	-----			
			19	4111			
CHEROKEE INC DEL NEW	COM	16444H102	46	2074 SH	DEFINED 20		
			-----	-----			
			46	2074			
CHESAPEAKE CORP	COM	165159104	0	300 SH	DEFINED 9		
			-----	-----			
				300			
CHESAPEAKE ENERGY CORP	COM	165167107	738	20569 SH	DEFINED 9		
			917	25576 SH	DEFINED 20		
			7	197 SH	DEFINED 8		
			-----	-----			
			1662	46342			
CHEVRON CORP NEW	COM	166764100	110546	1340275 SH	DEFINED 9		
			30061	364463 SH	DEFINED 20		
			194	2358 SH	DEFINED 8		
			-----	-----			
			140801	1707096			

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CHEVIOT FINL CORP	COM	166774109	19	2500	SH	DEFINED	9
			-----	-----			
			19	2500			
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY S	167250109	90	4675	SH	DEFINED	9
			-----	-----			
			90	4675			
CHICOS FAS INC	COM	168615102	75	13700	SH	DEFINED	9
			21	3760	SH	DEFINED	20
			-----	-----			
			96	17460			
CHILDRENS PL RETAIL STORES I	COM	168905107	1	30	SH	DEFINED	9
			-----	-----			
			1	30			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
CHINA FD INC	COM	169373107	62	2335	SH		DEFINED	20
			-----	-----				
			62	2335				
CHINA FIRE & SEC GROUP INC	COM	16938R103	21	2000	SH		DEFINED	9
			-----	-----				
			21	2000				
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	41	734	SH		DEFINED	9
			2	40	SH		DEFINED	20
			-----	-----				
			43	774				
CHINA NETCOM GROUP CORP HK L	SPONSORED ADR	16940Q101	7	150	SH		DEFINED	20
			-----	-----				
			7	150				
CHINA PRECISION STEEL INC	COM	16941J106	10	3150	SH		DEFINED	20
			-----	-----				
			10	3150				
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	2235	44633	SH		DEFINED	9
			2283	45592	SH		DEFINED	20
			4	89	SH		DEFINED	8
			-----	-----				
			4523	90314				

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CHINA PETE & CHEM CORP	SPON ADR H SHS	16941R108	320	4079 SH	DEFINED 9
			367	4679 SH	DEFINED 20
			-----	-----	
			686	8758	
CHINA UNICOM LTD	SPONSORED ADR	16945R104	3	190 SH	DEFINED 20
			-----	-----	
			3	190	
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	72	1302 SH	DEFINED 9
			7	123 SH	DEFINED 20
			-----	-----	
			79	1425	
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	23	500 SH	DEFINED 9
			-----	-----	
			23	500	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CHIQUITA BRANDS INTL INC	*W EXP 03/19/2	170032114	0	29 SH			DEFINED 9	
			-----	-----				
				29				
CHUBB CORP	COM	171232101	2119	38591 SH			DEFINED 9	
			8266	150560 SH			DEFINED 20	
			15	270 SH			DEFINED 8	
			-----	-----				
			10399	189421				
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	20	845 SH			DEFINED 9	
			19	797 SH			DEFINED 20	
			-----	-----				
			39	1642				
CHURCH & DWIGHT INC	COM	171340102	694	11173 SH			DEFINED 9	
			167	2685 SH			DEFINED 20	
			-----	-----				
			860	13858				
CHURCHILL DOWNS INC	COM	171484108	49	1000 SH			DEFINED 20	
			-----	-----				
			49	1000				

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CIENA CORP	COM NEW	171779309	2 9	195 909	SH SH	DEFINED 9 DEFINED 20
			----- 11	----- 1104		
CIMAREX ENERGY CO	COM	171798101	33	681	SH	DEFINED 9
			----- 33	----- 681		
CINCINNATI BELL INC NEW	COM	171871106	28	9152	SH	DEFINED 9
			----- 28	----- 9152		
CINCINNATI FINL CORP	COM	172062101	55535 1417	1952690 49816	SH SH	DEFINED 9 DEFINED 20
			----- 56951	----- 2002506		
CIRCUIT CITY STORE INC	COM	172737108	20	26760	SH	DEFINED 20
			----- 20	----- 26760		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CISCO SYS INC	COM	17275R102	46549 29929 111	2063353 1326641 4929	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			----- 76589	----- 3394923				
CITADEL BROADCASTING CORP	COM	17285T106	2 1 0	2323 1703 5	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			----- 3	----- 4031				
CINTAS CORP	COM	172908105	4161 266	144928 9264	SH SH		DEFINED 9 DEFINED 20	
			----- 4427	----- 154192				
CITIGROUP INC	COM	172967101	14576 7419 27	710656 361717 1294	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			----- -----	----- -----				

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			22021	1073667		
CITIZENS REPUBLIC BANCORP IN	COM	174420109	103	33504	SH	DEFINED 20
			-----	-----		
			103	33504		
CITRIX SYS INC	COM	177376100	315	12478	SH	DEFINED 9
			1590	62960	SH	DEFINED 20
			-----	-----		
			1906	75438		
CITY HLDG CO	COM	177835105	4	100	SH	DEFINED 9
			-----	-----		
			4	100		
CLARCOR INC	COM	179895107	911	24000	SH	DEFINED 9
			27	700	SH	DEFINED 20
			-----	-----		
			937	24700		
CLAYMORE EXCHANGE TRADED FD	BNY BRI&C PTF	18383M100	107	3070	SH	DEFINED 20
			-----	-----		
			107	3070		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
CLAYMORE EXCHANGE TRADED FD	ZACKS SECT RTN	18383M407	8	350	SH	DEFINED 9	
			-----	-----			
			8	350			
CLAYMORE ETF TRUST 2	S&P GBL WATER	18383Q507	57	2900	SH	DEFINED 9	
			137	6950	SH	DEFINED 20	
			-----	-----			
			194	9850			
CLEAN ENERGY FUELS CORP	COM	184499101	1	100	SH	DEFINED 9	
			1	100	SH	DEFINED 20	
			-----	-----			
			3	200			
CLEVELAND CLIFFS INC	COM	185896107	278	5260	SH	DEFINED 9	
			91	1717	SH	DEFINED 20	
			-----	-----			
			369	6977			

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CLOROX CO DEL	COM	189054109	334	5325	SH	DEFINED 9
			809	12899	SH	DEFINED 20
			-----	-----		
			1142	18224		
COACH INC	COM	189754104	1828	73001	SH	DEFINED 9
			1270	50711	SH	DEFINED 20
			-----	-----		
			3098	123712		
COCA COLA BOTTLING CO CONS	COM	191098102	189	4324	SH	DEFINED 9
			-----	-----		
			189	4324		
COCA COLA HELLENIC BTTLG CO	SPONSORED ADR	1912EP104	54	2414	SH	DEFINED 9
			834	37493	SH	DEFINED 20
			5	238	SH	DEFINED 8
			-----	-----		
			893	40145		
COCA COLA CO	COM	191216100	64561	1220897	SH	DEFINED 9
			34330	649214	SH	DEFINED 20
			66	1255	SH	DEFINED 8
			-----	-----		
			98958	1871366		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
COCA COLA ENTERPRISES INC	COM	191219104	508	30282	SH	DEFINED 9		
			201	11957	SH	DEFINED 20		
			-----	-----				
			708	42239				
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	167	3300	SH	DEFINED 20		
			-----	-----				
			167	3300				
COGENT INC	COM	19239Y108	31	3000	SH	DEFINED 9		
			-----	-----				
			31	3000				
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	387	16949	SH	DEFINED 9		
			151	6628	SH	DEFINED 20		
			-----	-----				
			538	23577				

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COHEN & STEERS INC	COM	19247A100	13	443 SH	DEFINED 9
			-----	-----	
			13	443	
COHEN & STEERS QUALITY RLTY	COM	19247L106	3	260 SH	DEFINED 9
			-----	-----	
			3	260	
COHEN & STEERS TOTAL RETURN	COM	19247R103	21	1630 SH	DEFINED 20
			-----	-----	
			21	1630	
COHEN & STEERS PREM INC RLTY	COM	19247V104	23	2000 SH	DEFINED 20
			-----	-----	
			23	2000	
COHEN & STEERS REIT & PFD IN	COM	19247X100	6	500 SH	DEFINED 9
			-----	-----	
			6	500	
COHEN & STEERS REIT & UTIL I	COM	19247Y108	6	440 SH	DEFINED 9
			4	300 SH	DEFINED 20
			-----	-----	
			9	740	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
COHEN & STEERS SELECT UTIL F	COM	19248A109	0	1 SH			DEFINED 9	
			117	7370 SH			DEFINED 20	
			-----	-----				
			117	7371				
COHEN & STEERS WRLDWD RLT IN	COM	19248J100	4	430 SH			DEFINED 9	
			-----	-----				
			4	430				
COHU INC	COM	192576106	1	84 SH			DEFINED 9	
			-----	-----				
			1	84				
COLFAX CORP	COM	194014106	2	100 SH			DEFINED 9	
			-----	-----				
			2	100				

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COLGATE PALMOLIVE CO	COM	194162103	17067	226509	SH	DEFINED 9
			4724	62692	SH	DEFINED 20
			11	144	SH	DEFINED 8
			-----	-----		
			21802	289345		
COLLECTIVE BRANDS INC	COM	19421W100	2	96	SH	DEFINED 9
			2	99	SH	DEFINED 20
			-----	-----		
			4	195		
COLONIAL PPTYS TR	COM SH BEN INT	195872106	93	5000	SH	DEFINED 9
			3	155	SH	DEFINED 20
			-----	-----		
			96	5155		
COMCAST CORP NEW	CL A	20030N101	19061	971007	SH	DEFINED 9
			3225	164272	SH	DEFINED 20
			-----	-----		
			22286	1135279		
COMCAST CORP NEW	CL A SPL	20030N200	75	3801	SH	DEFINED 9
			40	2040	SH	DEFINED 20
			7	355	SH	DEFINED 8
			-----	-----		
			122	6196		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
COMERICA INC	COM	200340107	273	8312	SH		DEFINED 9	
			2113	64441	SH		DEFINED 20	
			-----	-----				
			2386	72753				
COMMERCE BANCSHARES INC	COM	200525103	29	625	SH		DEFINED 20	
			-----	-----				
			29	625				
COMMERCIAL METALS CO	COM	201723103	12	694	SH		DEFINED 9	
			-----	-----				
			12	694				
COMMSCOPE INC	COM	203372107	566	16349	SH		DEFINED 9	
			104	3002	SH		DEFINED 20	
			-----	-----				

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			670	19351		
COMMUNITY BK SYS INC	COM	203607106	252	10033 SH	DEFINED 9	
			26	1026 SH	DEFINED 20	
			-----	-----		
			278	11059		
COMMUNITY CENTRAL BANK CORP	COM	20363J107	69	19786 SH	DEFINED 20	
			-----	-----		
			69	19786		
COMMUNITY HEALTH SYS INC NEW	COM	203668108	79	2700 SH	DEFINED 9	
			2	65 SH	DEFINED 20	
			-----	-----		
			81	2765		
COMMUNITY TR BANCORP INC	COM	204149108	10	289 SH	DEFINED 9	
			-----	-----		
			10	289		
CGG VERITAS	SPONSORED ADR	204386106	32	1000 SH	DEFINED 9	
			-----	-----		
			32	1000		
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	4	200 SH	DEFINED 9	
			2	100 SH	DEFINED 20	
			-----	-----		
			6	300		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	38	1906	SH		DEFINED 20	
			-----	-----				
			38	1906				
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	5	100	SH		DEFINED 20	
			-----	-----				
			5	100				
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	300	16945	SH		DEFINED 9	
			210	11888	SH		DEFINED 20	
			-----	-----				
			510	28833				
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	3228	168583	SH		DEFINED 9	

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			3931	205255	SH	DEFINED	20
			3	180	SH	DEFINED	8
			-----	-----			
			7163	374018			
COMPLETE PRODUCTION SERVICES	COM	20453E109	393	19538	SH	DEFINED	9
			87	4338	SH	DEFINED	20
			-----	-----			
			481	23876			
COMPUTER SCIENCES CORP	COM	205363104	2460	61211	SH	DEFINED	9
			1244	30958	SH	DEFINED	20
			-----	-----			
			3704	92169			
COMPUWARE CORP	COM	205638109	23	2336	SH	DEFINED	9
			-----	-----			
			23	2336			
COMSCORE INC	COM	20564W105	383	21709	SH	DEFINED	9
			71	4040	SH	DEFINED	20
			-----	-----			
			454	25749			
COMSTOCK RES INC	COM NEW	205768203	0	2	SH	DEFINED	9
			-----	-----			
				2			
CONAGRA FOODS INC	COM	205887102	2828	145345	SH	DEFINED	9
			1926	98997	SH	DEFINED	20
			-----	-----			
			4755	244342			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CONCUR TECHNOLOGIES INC	COM	206708109	534	13953	SH		DEFINED	9
			96	2510	SH		DEFINED	20
			-----	-----				
			630	16463				
CONOCOPHILLIPS	COM	20825C104	47830	652964	SH		DEFINED	9
			27416	374284	SH		DEFINED	20
			82	1126	SH		DEFINED	8
			-----	-----				
			75329	1028374				

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CONSECO INC	COM NEW	208464883	105 0	29868 102	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			105	29970		
CONSOL ENERGY INC	COM	20854P109	1943 227	42342 4943	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			2170	47285		
CONSOLIDATED EDISON INC	COM	209115104	2096 846	48798 19685	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			2942	68483		
CONSTELLATION BRANDS INC	CL A	21036P108	33 164	1532 7637	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			197	9169		
CONSTELLATION ENERGY GROUP I	COM	210371100	270 194	11105 8001	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			464	19106		
CONTINENTAL RESOURCES INC	COM	212015101	13	336	SH	DEFINED 20
			-----	-----		
			13	336		
CONVERGYS CORP	COM	212485106	1736 38	117437 2600	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			1774	120037		

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
COOPER TIRE & RUBR CO	COM	216831107	209	24247	SH		DEFINED 9	
			-----	-----				
			209	24247				
CORN PRODS INTL INC	COM	219023108	234 75	7250 2324	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			309	9574				

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CORNING INC	COM	219350105	1662	106240	SH	DEFINED 9
			753	48173	SH	DEFINED 20
			-----	-----		
			2415	154413		
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	1226	49342	SH	DEFINED 9
			527	21215	SH	DEFINED 20
			-----	-----		
			1753	70557		
CORUS BANKSHARES INC	COM	220873103	1	200	SH	DEFINED 9
			4	1000	SH	DEFINED 20
			-----	-----		
			5	1200		
CORVEL CORP	COM	221006109	4	150	SH	DEFINED 9
			-----	-----		
			4	150		
COSTCO WHSL CORP NEW	COM	22160K105	2158	33236	SH	DEFINED 9
			1076	16564	SH	DEFINED 20
			18	271	SH	DEFINED 8
			-----	-----		
			3251	50071		
COSTAR GROUP INC	COM	22160N109	197	4349	SH	DEFINED 9
			96	2120	SH	DEFINED 20
			-----	-----		
			294	6469		
COURIER CORP	COM	222660102	5	225	SH	DEFINED 9
			-----	-----		
			5	225		

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
COVANCE INC	COM	222816100	2547	28806	SH	DEFINED 9	
			713	8066	SH	DEFINED 20	
			-----	-----			
			3260	36872			
COVANTA HLDG CORP	COM	22282E102	42	1764	SH	DEFINED 9	
			-----	-----			
			42	1764			

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COVENTRY HEALTH CARE INC	COM	222862104	387 283	11896 SH 8696 SH	DEFINED 9 DEFINED 20
			-----	-----	
			670	20592	
CRANE CO	COM	224399105	1	49 SH	DEFINED 9
			-----	-----	
			1	49	
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	29 10	604 SH 203 SH	DEFINED 9 DEFINED 20
			-----	-----	
			39	807	
CREE INC	COM	225447101	135 65	5916 SH 2854 SH	DEFINED 9 DEFINED 20
			-----	-----	
			200	8770	
CROCS INC	COM	227046109	2 2	608 SH 500 SH	DEFINED 9 DEFINED 20
			-----	-----	
			4	1108	
CROSS TIMBERS RTY TR	TR UNIT	22757R109	322	7000 SH	DEFINED 9
			-----	-----	
			322	7000	
CROSSTEX ENERGY L P	COM	22765U102	22	1200 SH	DEFINED 9
			-----	-----	
			22	1200	
CROSSTEX ENERGY INC	COM	22765Y104	23	925 SH	DEFINED 9
			-----	-----	
			23	925	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
CROWN CASTLE INTL CORP	COM	228227104	112 32	3849 SH 1099 SH			DEFINED 9 DEFINED 20	
			-----	-----				
			143	4948				
CROWN HOLDINGS INC	COM	228368106	15	665 SH			DEFINED 9	

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			15	665		
CRUCELL N V	SPONSORED ADR	228769105	2	100 SH	DEFINED	20
			2	100		
CTRIIP COM INTL LTD	ADR	22943F100	32	839 SH	DEFINED	9
			32	839		
CUBIST PHARMACEUTICALS INC	COM	229678107	7	300 SH	DEFINED	20
			7	300		
CULLEN FROST BANKERS INC	COM	229899109	87	1450 SH	DEFINED	9
			23	380 SH	DEFINED	20
			110	1830		
CUMMINS INC	COM	231021106	1107	25324 SH	DEFINED	9
			1075	24594 SH	DEFINED	20
			2182	49918		
CURIS INC	COM	231269101	0	300 SH	DEFINED	20
				300		
CURRENCYSHARES SWISS FRANC T	SWISS FRANC SH	23129V109	312	3500 SH	DEFINED	20
			312	3500		
CURRENCYSHS JAPANESE YEN TR	JAPANESE YEN	23130A102	330	3520 SH	DEFINED	20
			19	200 SH	DEFINED	8
			349	3720		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CURRENCYSHARES EURO TR	EURO SHS	23130C108	92	650 SH			DEFINED	20
			92	650				
CYBERSOURCE CORP	COM	23251J106	314	19468 SH			DEFINED	9

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			53	3298	SH	DEFINED	20
			-----	-----			
			367	22766			
CYMER INC	COM	232572107	1	32	SH	DEFINED	9
			3	100	SH	DEFINED	20
			-----	-----			
			3	132			
CYPRESS SEMICONDUCTOR CORP	COM	232806109	0	72	SH	DEFINED	20
			-----	-----			
				72			
CYTEC INDS INC	COM	232820100	2	43	SH	DEFINED	9
			53	1359	SH	DEFINED	20
			-----	-----			
			55	1402			
DNP SELECT INCOME FD	COM	23325P104	76	8091	SH	DEFINED	9
			365	39042	SH	DEFINED	20
			-----	-----			
			441	47133			
DPL INC	COM	233293109	1346	54270	SH	DEFINED	9
			159	6392	SH	DEFINED	20
			-----	-----			
			1504	60662			
D R HORTON INC	COM	23331A109	409	31419	SH	DEFINED	9
			256	19660	SH	DEFINED	20
			-----	-----			
			665	51079			
DTE ENERGY CO	COM	233331107	620	15450	SH	DEFINED	9
			407	10154	SH	DEFINED	20
			-----	-----			
			1027	25604			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DSW INC	CL A	23334L102	2	147	SH		DEFINED	9
			5	340	SH		DEFINED	20
			-----	-----				
			7	487				

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DWS HIGH INCOME TR	SHS	23337C109	10	2991	SH	DEFINED 9
			-----	-----		
			10	2991		
DXP ENTERPRISES INC NEW	COM NEW	233377407	658	12348	SH	DEFINED 9
			111	2082	SH	DEFINED 20
			-----	-----		
			769	14430		
DWS MULTI MKT INCOME TR	SHS	23338L108	7	975	SH	DEFINED 9
			-----	-----		
			7	975		
DWS MUN INCOME TR	COM	23338M106	10	1151	SH	DEFINED 9
			42	4955	SH	DEFINED 20
			-----	-----		
			52	6106		
DWS GLOBAL HIGH INCOME FD	COM	23338W104	14	2299	SH	DEFINED 9
			-----	-----		
			14	2299		
DWS GLOBAL COMMODITIES STK F	COM	23338Y100	74	5856	SH	DEFINED 20
			-----	-----		
			74	5856		
DAKTRONICS INC	COM	234264109	233	14012	SH	DEFINED 9
			334	20071	SH	DEFINED 20
			-----	-----		
			568	34083		
DANAHER CORP DEL	NOTE	1 235851AF9	608	6000	SH	DEFINED 9
			-----	-----		
			608	6000		
DANAHER CORP DEL	COM	235851102	8342	120208	SH	DEFINED 9
			2612	37638	SH	DEFINED 20
			5	75	SH	DEFINED 8
			-----	-----		
			10960	157921		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DARDEN RESTAURANTS INC	COM	237194105	3341	116711	SH		DEFINED 9	
			2750	96043	SH		DEFINED 20	

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			6091	212754		
DARLING INTL INC	COM	237266101	8	740	SH	DEFINED 20
			8	740		
DASSAULT SYS S A	SPONSORED ADR	237545108	85	1586	SH	DEFINED 9
			63	1167	SH	DEFINED 20
			148	2753		
DAVITA INC	COM	23918K108	382	6703	SH	DEFINED 9
			534	9374	SH	DEFINED 20
			917	16077		
DEALERTRACK HLDGS INC	COM	242309102	34	2037	SH	DEFINED 9
			27	1580	SH	DEFINED 20
			61	3617		
DEAN FOODS CO NEW	COM	242370104	22	939	SH	DEFINED 9
			23	999	SH	DEFINED 20
			45	1938		
DECKERS OUTDOOR CORP	COM	243537107	424	4076	SH	DEFINED 9
			69	666	SH	DEFINED 20
			494	4742		
DEERE & CO	COM	244199105	4809	97151	SH	DEFINED 9
			5941	120021	SH	DEFINED 20
			10750	217172		
DEL MONTE FOODS CO	COM	24522P103	139	17778	SH	DEFINED 9
			30	3872	SH	DEFINED 20
			169	21650		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DELL INC	COM	24702R101	782	47463	SH		DEFINED 9	

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			1493	90618	SH	DEFINED	20
			2	105	SH	DEFINED	8
			-----	-----			
			2277	138186			
DELTA AIR LINES INC DEL	COM NEW	247361702	7	1000	SH	DEFINED	9
			-----	-----			
			7	1000			
DENBURY RES INC	COM NEW	247916208	46	2400	SH	DEFINED	9
			40	2100	SH	DEFINED	20
			-----	-----			
			86	4500			
DELUXE CORP	COM	248019101	495	34386	SH	DEFINED	20
			-----	-----			
			495	34386			
DENALI FD INC	COM	24823A102	14	980	SH	DEFINED	20
			-----	-----			
			14	980			
DENTSPLY INTL INC NEW	COM	249030107	4979	132625	SH	DEFINED	9
			3876	103257	SH	DEFINED	20
			-----	-----			
			8855	235882			
DEUTSCHE BK AG LONDON BRH	PS CRD OIL ETN	25154K809	8	200	SH	DEFINED	20
			-----	-----			
			8	200			
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	273	17953	SH	DEFINED	9
			167	10971	SH	DEFINED	20
			-----	-----			
			441	28924			
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	481	15171	SH	DEFINED	9
			60	1900	SH	DEFINED	20
			-----	-----			
			541	17071			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DEVON ENERGY CORP NEW	COM	25179M103	4277	46898	SH		DEFINED	9
			843	9242	SH		DEFINED	20

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			10	105	SH	DEFINED	8
			-----	-----			
			5130	56245			
DEVRY INC DEL	COM	251893103	7	135	SH	DEFINED	9
			-----	-----			
			7	135			
DIAGEO P L C	SPON ADR NEW	25243Q205	26841	389786	SH	DEFINED	9
			2224	32292	SH	DEFINED	20
			3	50	SH	DEFINED	8
			-----	-----			
			29068	422128			
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	21333	206995	SH	DEFINED	9
			5819	56462	SH	DEFINED	20
			-----	-----			
			27152	263457			
DIAMONDRock HOSPITALITY CO	COM	252784301	1	88	SH	DEFINED	9
			-----	-----			
			1	88			
DIAMONDS TR	UNIT SER 1	252787106	1318	12166	SH	DEFINED	9
			1810	16705	SH	DEFINED	20
			-----	-----			
			3128	28871			
DICKS SPORTING GOODS INC	COM	253393102	0	13	SH	DEFINED	9
			6	308	SH	DEFINED	20
			-----	-----			
			6	321			
DIEBOLD INC	COM	253651103	210	6338	SH	DEFINED	9
			2793	84369	SH	DEFINED	20
			-----	-----			
			3003	90707			
DIGI INTL INC	COM	253798102	44	4272	SH	DEFINED	9
			37	3664	SH	DEFINED	20
			-----	-----			
			81	7936			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----

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DIGITAL RLTY TR INC	COM	253868103	830 136 ----- 966	17567 SH 2868 SH ----- 20435	DEFINED 9 DEFINED 20
DIGITAL RIV INC	COM	25388B104	12 6 ----- 18	370 SH 200 SH ----- 570	DEFINED 9 DEFINED 20
DILLARDS INC	CL A	254067101	2 ----- 2	135 SH ----- 135	DEFINED 9
DIME BANCORP INC NEW	*W EXP 99/99/9	25429Q110	0 ----- 0	500 SH ----- 500	DEFINED 9
DIODES INC	COM	254543101	547 75 ----- 622	29642 SH 4072 SH ----- 33714	DEFINED 9 DEFINED 20
DIRECTV GROUP INC	COM	25459L106	175 71 4 ----- 251	6683 SH 2725 SH 168 SH ----- 9576	DEFINED 9 DEFINED 20 DEFINED 8
DISNEY WALT CO	COM DISNEY	254687106	11869 10663 15 ----- 22548	386743 SH 347439 SH 505 SH ----- 734687	DEFINED 9 DEFINED 20 DEFINED 8
DISH NETWORK CORP	CL A	25470M109	74 14 ----- 88	3526 SH 682 SH ----- 4208	DEFINED 9 DEFINED 20
DISCOVER FINL SVCS	COM	254709108	1806 1385 ----- 3190	130653 SH 100188 SH ----- 230841	DEFINED 9 DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DCRETN	MA
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DIVIDEND CAP RLTY INCM ALLC	COM	25537T105	0	20	SH	DEFINED 9
				20		
DR REDDYS LABS LTD	ADR	256135203	12	1100	SH	DEFINED 20
			12	1100		
DOLAN MEDIA CO	COM	25659P402	79	7875	SH	DEFINED 9
			34	3388	SH	DEFINED 20
			114	11263		
DOLLAR TREE INC	COM	256746108	1308	35987	SH	DEFINED 9
			170	4672	SH	DEFINED 20
			1478	40659		
DOMINION RES INC VA NEW	COM	25746U109	2441	57057	SH	DEFINED 9
			8876	207491	SH	DEFINED 20
			24	568	SH	DEFINED 8
			11342	265116		
DONALDSON INC	COM	257651109	443	10581	SH	DEFINED 9
			443	10581		
DONNELLEY R R & SONS CO	COM	257867101	2804	114305	SH	DEFINED 9
			1149	46845	SH	DEFINED 20
			3953	161150		
DORAL FINL CORP	COM NEW	25811P886	4	324	SH	DEFINED 20
			4	324		
DOUGLAS EMMETT INC	COM	25960P109	559	24244	SH	DEFINED 9
			2	82	SH	DEFINED 20
			561	24326		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----

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DOVER CORP	COM	260003108	1636	40342 SH	DEFINED 9
			986	24325 SH	DEFINED 20
			2	46 SH	DEFINED 8
			-----	-----	
			2624	64713	
DOW CHEM CO	COM	260543103	8250	259607 SH	DEFINED 9
			3662	115242 SH	DEFINED 20
			31	980 SH	DEFINED 8
			-----	-----	
			11944	375829	
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	452	17081 SH	DEFINED 9
			107	4027 SH	DEFINED 20
			-----	-----	
			559	21108	
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	47	1480 SH	DEFINED 9
			-----	-----	
			47	1480	
DREYFUS STRATEGIC MUNS INC	COM	261932107	30	4436 SH	DEFINED 20
			-----	-----	
			30	4436	
DREYFUS STRATEGIC MUN BD FD	COM	26202F107	44	6850 SH	DEFINED 9
			-----	-----	
			44	6850	
DU PONT E I DE NEMOURS & CO	COM	263534109	19371	480657 SH	DEFINED 9
			10332	256369 SH	DEFINED 20
			8	194 SH	DEFINED 8
			-----	-----	
			29710	737220	
DUFF & PHELPS UTIL CORP BD T	COM	26432K108	4	440 SH	DEFINED 9
			-----	-----	
			4	440	
DUKE ENERGY CORP NEW	COM	26441C105	15986	917179 SH	DEFINED 9
			9896	567740 SH	DEFINED 20
			6	350 SH	DEFINED 8
			-----	-----	
			25888	1485269	

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VALUE SHARES/ SH/ PUT/ INVSTMT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA
DUKE REALTY CORP	COM NEW	264411505	4320	175771	SH			DEFINED	9
			4791	194910	SH			DEFINED	20
			14	550	SH			DEFINED	8
			9125	371231					
DUN & BRADSTREET CORP DEL NE	COM	26483E100	143	1518	SH			DEFINED	9
			120	1269	SH			DEFINED	20
			263	2787					
DYNAMEX INC	COM	26784F103	27	932	SH			DEFINED	9
			23	802	SH			DEFINED	20
			49	1734					
DYNEGY INC DEL	CL A	26817G102	24	6598	SH			DEFINED	9
			21	5812	SH			DEFINED	20
			44	12410					
E M C CORP MASS	NOTE 1.750%12	268648AK8	892	9000	SH			DEFINED	9
			892	9000					
E M C CORP MASS	COM	268648102	14791	1236692	SH			DEFINED	9
			6388	534103	SH			DEFINED	20
			13	1070	SH			DEFINED	8
			21192	1771865					
ENSCO INTL INC	COM	26874Q100	356	6185	SH			DEFINED	9
			159	2766	SH			DEFINED	20
			516	8951					
ENI S P A	SPONSORED ADR	26874R108	210	3966	SH			DEFINED	9
			151	2849	SH			DEFINED	20
			361	6815					
EOG RES INC	COM	26875P101	2232	24954	SH			DEFINED	9
			3612	40379	SH			DEFINED	20
			17	190	SH			DEFINED	8
			5862	65523					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
E TRADE FINANCIAL CORP	COM	269246104	26	9448	SH		DEFINED 9	
			26	9448				
EAGLE CAP GROWTH FD INC	COM	269451100	14	2163	SH		DEFINED 9	
			14	2163				
EASTGROUP PPTY INC	COM	277276101	5	105	SH		DEFINED 20	
			5	105				
EASTMAN CHEM CO	COM	277432100	487	8845	SH		DEFINED 9	
			315	5717	SH		DEFINED 20	
			802	14562				
EASTMAN KODAK CO	COM	277461109	190	12335	SH		DEFINED 9	
			15	959	SH		DEFINED 20	
			204	13294				
EATON CORP	COM	278058102	243	4323	SH		DEFINED 9	
			1869	33260	SH		DEFINED 20	
			2111	37583				
EATON VANCE OH MUNI INCOME T	SH BEN INT	27826G109	28	2700	SH		DEFINED 9	
			28	2700				
EATON VANCE MUNI INCOME TRUS	SH BEN INT	27826U108	18	1500	SH		DEFINED 9	
			18	1500				
EATON VANCE CORP	COM NON VTG	278265103	462	13106	SH		DEFINED 9	
			617	17514	SH		DEFINED 20	
			1079	30620				
EATON VANCE INS MUN BD FD	COM	27827X101	273	24464	SH		DEFINED 9	
			33	2940	SH		DEFINED 20	
			305	27404				

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539

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AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
EATON VANCE ENHANCED EQ INC	COM	278274105	110	8250	SH		DEFINED 9	
			110	8250				
EATON VANCE ENH EQTY INC FD	COM	278277108	185	13250	SH		DEFINED 9	
			185	13250				
EATON VANCE TAX ADVT DIV INC	COM	27828G107	86	5489	SH		DEFINED 9	
			77	4885	SH		DEFINED 20	
			163	10374				
EATON VANCE LTD DUR INCOME F	COM	27828H105	6	500	SH		DEFINED 9	
			30	2697	SH		DEFINED 20	
			35	3197				
EATON VANCE TX MGD DIV EQ IN	COM	27828N102	37	3020	SH		DEFINED 9	
			31	2500	SH		DEFINED 20	
			68	5520				
EATON VANCE SR FLTNG RTE TR	COM	27828Q105	58	5325	SH		DEFINED 9	
			56	5143	SH		DEFINED 20	
			114	10468				
EATON VANCE INS NJ MUN BD FD	COM	27828R103	34	2900	SH		DEFINED 20	
			34	2900				
EATON VANCE TX ADV GLBL DIV	COM	27828S101	105	7300	SH		DEFINED 9	
			44	3050	SH		DEFINED 20	
			149	10350				
EATON VANCE TX ADV GLB DIV O	COM	27828U106	98	5059	SH		DEFINED 9	
			98	5059				
EATON VANCE TAX MNGED BUY WR	COM	27828X100	7	500	SH		DEFINED 20	
			7	500				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
EATON VANCE TXMGD GL BUYWR O	COM	27829C105	34	2920	SH		DEFINED 9	
			34	2920				
EATON VANCE TAX MNG GBL DV E	COM	27829F108	78	6920	SH		DEFINED 9	
			28	2500	SH		DEFINED 20	
			106	9420				
EBAY INC	COM	278642103	608	27184	SH		DEFINED 9	
			1175	52523	SH		DEFINED 20	
			1784	79707				
ECHELON CORP	COM	27874N105	23	2354	SH		DEFINED 9	
			18	1806	SH		DEFINED 20	
			41	4160				
ECHOSTAR CORP	CL A	278768106	17	698	SH		DEFINED 9	
			17	698				
ECOLAB INC	COM	278865100	23784	490198	SH		DEFINED 9	
			10626	218994	SH		DEFINED 20	
			34410	709192				
EDISON INTL	COM	281020107	1023	25640	SH		DEFINED 9	
			996	24974	SH		DEFINED 20	
			2019	50614				
EDWARDS LIFESCIENCES CORP	COM	28176E108	38	651	SH		DEFINED 9	
			38	651				
EL PASO CORP	COM	28336L109	81	6361	SH		DEFINED 9	
			26	2075	SH		DEFINED 20	
			108	8436				
EL PASO ELEC CO	COM NEW	283677854	43	2025	SH		DEFINED 20	
			43	2025				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
EL PASO ENERGY CAP TR I	PFD CV TR SECS	283678209	17	500	SH		DEFINED 9	
			17	500				
ELAN PLC	ADR	284131208	3	239	SH		DEFINED 9	
			6	600	SH		DEFINED 20	
			9	839				
ELECTRONIC ARTS INC	COM	285512109	614	16609	SH		DEFINED 9	
			1908	51595	SH		DEFINED 20	
			2523	68204				
ELLSWORTH FUND LTD	COM	289074106	6	1147	SH		DEFINED 9	
			6	1147				
EMBARQ CORP	COM	29078E105	62	1522	SH		DEFINED 9	
			4	100	SH		DEFINED 20	
			0	7	SH		DEFINED 8	
			66	1629				
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	14	504	SH		DEFINED 9	
			2	74	SH		DEFINED 20	
			16	578				
EMCOR GROUP INC	COM	29084Q100	476	18082	SH		DEFINED 9	
			685	26024	SH		DEFINED 20	
			1161	44106				
EMERGING MKTS TELECOMNC FD N	COM	290890102	2	117	SH		DEFINED 20	
			2	117				
EMERGENCY MEDICAL SVCS CORP	CL A	29100P102	244	8171	SH		DEFINED 9	
			109	3661	SH		DEFINED 20	
			354	11832				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
EMERSON ELEC CO	COM	291011104	78111	1914962	SH		DEFINED 9	
			30826	755712	SH		DEFINED 20	
			75	1850	SH		DEFINED 8	
			109012	2672524				
EMMIS COMMUNICATIONS CORP	CL A	291525103	0	100	SH		DEFINED 20	
				100				
ENBRIDGE INC	COM	29250N105	1187	31150	SH		DEFINED 9	
			1187	31150				
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	40	1000	SH		DEFINED 9	
			40	1000	SH		DEFINED 20	
			16	400	SH		DEFINED 8	
			95	2400				
ENCANA CORP	COM	292505104	888	13511	SH		DEFINED 9	
			1318	20052	SH		DEFINED 20	
			31	472	SH		DEFINED 8	
			2237	34035				
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	27	1330	SH		DEFINED 20	
			27	1330				
ENERGEN CORP	COM	29265N108	72	1588	SH		DEFINED 9	
			58	1280	SH		DEFINED 20	
			130	2868				
ENERGY CONVERSION DEVICES IN	COM	292659109	318	5461	SH		DEFINED 9	
			52	892	SH		DEFINED 20	
			370	6353				
ENERGIZER HLDGS INC	COM	29266R108	213	2647	SH		DEFINED 9	
			329	4088	SH		DEFINED 20	
			543	6735				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	221	6000	SH		DEFINED 9	
			221	6000				
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	38	1750	SH		DEFINED 20	
			38	1750				
ENERPLUS RES FD	UNIT TR G NEW	29274D604	374	10055	SH		DEFINED 9	
			348	9345	SH		DEFINED 20	
			721	19400				
ENERSIS S A	SPONSORED ADR	29274F104	85	5221	SH		DEFINED 9	
			1031	63174	SH		DEFINED 20	
			6	394	SH		DEFINED 8	
			1123	68789				
ENERSYS	COM	29275Y102	184	9334	SH		DEFINED 9	
			19	950	SH		DEFINED 20	
			203	10284				
ENNIS INC	COM	293389102	7	424	SH		DEFINED 9	
			9	578	SH		DEFINED 20	
			15	1002				
ENPRO INDS INC	COM	29355X107	261	7016	SH		DEFINED 9	
			27	719	SH		DEFINED 20	
			287	7735				
ENTEGRIS INC	COM	29362U104	22	4582	SH		DEFINED 9	
			19	3926	SH		DEFINED 20	
			41	8508				
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	38	7525	SH		DEFINED 9	
			3	558	SH		DEFINED 20	
			41	8083				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ENERGY CORP NEW	COM	29364G103	515	5784	SH		DEFINED 9	
			2448	27500	SH		DEFINED 20	
			2963	33284				
ENERGY CORP NEW	EQUITY UNIT	29364G202	3	50	SH		DEFINED 9	
			3	50				
ENTERPRISE GP HLDGS L P	UNIT LP INT	293716106	2	100	SH		DEFINED 9	
			2	100				
ENTERPRISE PRODS PARTNERS L	COM	293792107	308	11940	SH		DEFINED 9	
			29	1113	SH		DEFINED 20	
			19	750	SH		DEFINED 8	
			356	13803				
ENTERTAINMENT PPTYS TR	COM SH BEN INT	29380T105	276	5051	SH		DEFINED 9	
			113	2059	SH		DEFINED 20	
			389	7110				
ENTREMED INC	COM	29382F103	1	2000	SH		DEFINED 9	
			1	2000				
ENTRUST INC	COM	293848107	2	1000	SH		DEFINED 9	
			2	1000				
EQUIFAX INC	COM	294429105	250	7269	SH		DEFINED 9	
			876	25425	SH		DEFINED 20	
			1126	32694				
EQUINIX INC	COM NEW	29444U502	3	47	SH		DEFINED 8	
			3	47				
EQUITABLE RES INC	COM	294549100	565	15395	SH		DEFINED 9	
			81	2200	SH		DEFINED 20	
			645	17595				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
EQUITY ONE	COM	294752100	88	4271	SH		DEFINED 20	
			88	4271				
EQUITY RESIDENTIAL	SH BEN INT	29476L107	346	7783	SH		DEFINED 9	
			721	16228	SH		DEFINED 20	
			13	300	SH		DEFINED 8	
			1080	24311				
ERICSSON L M TEL CO	ADR B SEK 10	294821608	77	8114	SH		DEFINED 9	
			56	5986	SH		DEFINED 20	
			133	14100				
ESCALADE INC	COM	296056104	13	4450	SH		DEFINED 20	
			13	4450				
ESCO TECHNOLOGIES INC	COM	296315104	96	2000	SH		DEFINED 9	
			96	2000				
ETABLISSEMENTS DELHAIZE FRER	SPONSORED ADR	29759W101	54	920	SH		DEFINED 9	
			54	920				
ETRIALS WORLDWIDE INC	COM	29786P103	27	21760	SH		DEFINED 20	
			27	21760				
EURONET WORLDWIDE INC	COM	298736109	3	186	SH		DEFINED 9	
			3	186				
EVERGREEN INCOME ADVANTAGE F	COM SHS	30023Y105	13	1780	SH		DEFINED 9	
			13	1780				
EVERGREEN SOLAR INC	COM	30033R108	2	330	SH		DEFINED 9	
			3	500	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
EXELON CORP	COM	30161N101	794	12683	SH		DEFINED	9
			2304	36789	SH		DEFINED	20
			5	75	SH		DEFINED	8
			3103	49547				
EXPEDIA INC DEL	COM	30212P105	36	2357	SH		DEFINED	9
			36	2357				
EXPEDITORS INTL WASH INC	COM	302130109	167	4783	SH		DEFINED	9
			278	7985	SH		DEFINED	20
			445	12768				
EXPRESSJET HOLDINGS INC	NOTE 11.250% 8	30218UAB4	162	3000	SH		DEFINED	9
			162	3000				
EXPRESS SCRIPTS INC	COM	302182100	2982	40393	SH		DEFINED	9
			1358	18396	SH		DEFINED	20
			1	20	SH		DEFINED	8
			4341	58809				
EXTERRAN HLDGS INC	COM	30225X103	380	11893	SH		DEFINED	9
			81	2541	SH		DEFINED	20
			461	14434				
EXXON MOBIL CORP	COM	30231G102	273294	3519105	SH		DEFINED	9
			137657	1772555	SH		DEFINED	20
			531	6833	SH		DEFINED	8
			411481	5298493				
FLIR SYS INC	COM	302445101	707	18412	SH		DEFINED	9
			119	3088	SH		DEFINED	20
			826	21500				

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FMC TECHNOLOGIES INC	COM	30249U101	120	2571 SH	DEFINED 9
			40	865 SH	DEFINED 20
			-----	-----	
			160	3436	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
F M C CORP	COM NEW	302491303	947	18429	SH	DEFINED 9	
			166	3231	SH	DEFINED 20	
			-----	-----			
			1113	21660			
FNB CORP PA	COM	302520101	499	31202	SH	DEFINED 20	
			-----	-----			
			499	31202			
FPIC INS GROUP INC	COM	302563101	11	210	SH	DEFINED 20	
			-----	-----			
			11	210			
FPL GROUP INC	COM	302571104	36520	726048	SH	DEFINED 9	
			21193	421329	SH	DEFINED 20	
			158	3140	SH	DEFINED 8	
			-----	-----			
			57871	1150517			
FACTSET RESH SYS INC	COM	303075105	33	625	SH	DEFINED 9	
			2013	38525	SH	DEFINED 20	
			-----	-----			
			2046	39150			
FAIR ISAAC CORP	COM	303250104	7	305	SH	DEFINED 9	
			13	550	SH	DEFINED 20	
			-----	-----			
			20	855			
FAIRPOINT COMMUNICATIONS INC	COM	305560104	17	1995	SH	DEFINED 9	
			15	1758	SH	DEFINED 20	
			0	11	SH	DEFINED 8	
			-----	-----			
			33	3764			
FAMILY DLR STORES INC	COM	307000109	669	28239	SH	DEFINED 9	
			-----	-----			
			669	28239			

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FARO TECHNOLOGIES INC	COM	311642102	20	960 SH	DEFINED 9
			17	822 SH	DEFINED 20
			-----	-----	
			36	1782	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FASTENAL CO	COM	311900104	751	15205 SH			DEFINED 9	
			825	16703 SH			DEFINED 20	
			-----	-----				
			1576	31908				
FEDERAL HOME LN MTG CORP	COM	313400301	2	1300 SH			DEFINED 9	
			-----	-----				
			2	1300				
FEDERAL NATL MTG ASSN	COM	313586109	3	2143 SH			DEFINED 9	
			2	1010 SH			DEFINED 20	
			-----	-----				
			5	3153				
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	124	1450 SH			DEFINED 9	
			154	1800 SH			DEFINED 20	
			-----	-----				
			278	3250				
FEDERAL SIGNAL CORP	COM	313855108	3	200 SH			DEFINED 20	
			-----	-----				
			3	200				
FEDERATED INVS INC PA	CL B	314211103	48	1659 SH			DEFINED 9	
			13	466 SH			DEFINED 20	
			2	68 SH			DEFINED 8	
			-----	-----				
			63	2193				
FEDERATED PREM MUN INC FD	COM	31423P108	73	7000 SH			DEFINED 20	
			-----	-----				
			73	7000				
FEDEX CORP	COM	31428X106	4878	61715 SH			DEFINED 9	
			1798	22744 SH			DEFINED 20	
			-----	-----				
			6676	84459				

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FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	24	1295	SH	DEFINED	9
			185	10100	SH	DEFINED	20
			-----	-----			
			209	11395			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FERRO CORP	COM	315405100	255	12682	SH		DEFINED	9
			24	1218	SH		DEFINED	20
			-----	-----				
			279	13900				
F5 NETWORKS INC	COM	315616102	63	2703	SH		DEFINED	9
			23	976	SH		DEFINED	20
			-----	-----				
			86	3679				
FIDELITY NATL INFORMATION SV	COM	31620M106	86	4657	SH		DEFINED	9
			288	15600	SH		DEFINED	20
			-----	-----				
			374	20257				
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	24	1618	SH		DEFINED	9
			4	268	SH		DEFINED	20
			-----	-----				
			28	1886				
FIDUCIARY CLAYMORE MLP OPP F	COM	31647Q106	12	640	SH		DEFINED	20
			-----	-----				
			12	640				
FIFTH THIRD BANCORP	COM	316773100	160239	13465478	SH		DEFINED	9
			32916	2766024	SH		DEFINED	20
			28	2388	SH		DEFINED	8
			-----	-----				
			193183	16233890				
FIFTH THIRD BANCORP	CNV PFD DEP1/2	316773209	100	930	SH		DEFINED	9
			161	1500	SH		DEFINED	20
			-----	-----				
			261	2430				
FIRST AMERN CORP CALIF	COM	318522307	8	270	SH		DEFINED	9
			-----	-----				

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			8	270		
FIRST BANCORP N C	COM	318910106	27	1604 SH	DEFINED	9
			-----	-----		
			27	1604		
FIRST FINL BANCORP OH	COM	320209109	56	3845 SH	DEFINED	9
			-----	-----		
			56	3845		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
FIRST FINL HLDGS INC	COM	320239106	5	200 SH	DEFINED	9	
			-----	-----			
			5	200			
FIRST HORIZON NATL CORP	COM	320517105	180	19201 SH	DEFINED	9	
			31	3320 SH	DEFINED	20	
			-----	-----			
			211	22521			
FIRST INDUSTRIAL REALTY TRUS	COM	32054K103	226	7893 SH	DEFINED	9	
			392	13679 SH	DEFINED	20	
			-----	-----			
			619	21572			
FIRST MARBLEHEAD CORP	COM	320771108	30	12000 SH	DEFINED	9	
			-----	-----			
			30	12000			
FIRST MIDWEST BANCORP DEL	COM	320867104	251	10368 SH	DEFINED	20	
			-----	-----			
			251	10368			
FIRST PACTRUST BANCORP INC	COM	33589V101	110	8580 SH	DEFINED	9	
			-----	-----			
			110	8580			
FIRST POTOMAC RLTY TR	COM	33610F109	5	276 SH	DEFINED	20	
			-----	-----			
			5	276			
FIRST SOLAR INC	COM	336433107	236	1250 SH	DEFINED	9	
			37	196 SH	DEFINED	20	
			6	31 SH	DEFINED	8	

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			-----	-----		
			279	1477		
FIRST TR ENHANCED EQTY INC F	COM	337318109	2	218	SH	DEFINED 9
			-----	-----		
			2	218		
FIRST TR ISE GLB WIND ENRG E	COM SHS	33736G106	4	200	SH	DEFINED 20
			-----	-----		
			4	200		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FISERV INC	COM	337738108	11219	237081	SH		DEFINED 9	
			4199	88730	SH		DEFINED 20	
			3	56	SH		DEFINED 8	
			-----	-----				
			15420	325867				
FIRSTMERIT CORP	COM	337915102	26	1248	SH		DEFINED 9	
			0	5	SH		DEFINED 20	
			-----	-----				
			26	1253				
FIRSTENERGY CORP	COM	337932107	1458	21766	SH		DEFINED 9	
			797	11895	SH		DEFINED 20	
			-----	-----				
			2255	33661				
FISHER SCIENTIFIC INTL INC	NOTE 3.250% 3	338032AX3	731	5000	SH		DEFINED 9	
			-----	-----				
			731	5000				
FLAHERTY & CRMN/CLYMR PFD SE	COM SHS	338478100	2	323	SH		DEFINED 20	
			-----	-----				
			2	323				
FLAHERTY & CRUMRINE PFD INC	COM	33848E106	1005	243830	SH		DEFINED 9	
			3929	953708	SH		DEFINED 20	
			-----	-----				
			4934	1197538				
FLORIDA PUB UTILS CO	COM	341135101	13	1000	SH		DEFINED 9	
			-----	-----				
			13	1000				

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FLUOR CORP NEW	COM	343412102	2115	37970	SH	DEFINED	9
			269	4834	SH	DEFINED	20
			4	64	SH	DEFINED	8
			-----	-----			
			2388	42868			
FLOW INTL CORP	COM	343468104	25	5000	SH	DEFINED	9
			-----	-----			
			25	5000			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FLOWSERVE CORP	COM	34354P105	2603	29319	SH		DEFINED	9
			798	8985	SH		DEFINED	20
			-----	-----				
			3400	38304				
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	109	3813	SH		DEFINED	9
			1003	35197	SH		DEFINED	20
			6	219	SH		DEFINED	8
			-----	-----				
			1118	39229				
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	601	15745	SH		DEFINED	9
			414	10859	SH		DEFINED	20
			-----	-----				
			1015	26604				
FOOT LOCKER INC	COM	344849104	16	1000	SH		DEFINED	9
			-----	-----				
			16	1000				
FORCE PROTECTION INC	COM NEW	345203202	4	1600	SH		DEFINED	20
			-----	-----				
			4	1600				
FORD MTR CO DEL	COM PAR \$0.01	345370860	149	28737	SH		DEFINED	9
			209	40285	SH		DEFINED	20
			-----	-----				
			359	69022				
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	6	400	SH		DEFINED	9
			-----	-----				
			6	400				

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FORDING CDN COAL TR	TR UNIT	345425102	57	687	SH	DEFINED	9
			235	2836	SH	DEFINED	20
			42	500	SH	DEFINED	8
			-----	-----			
			334	4023			
FOREST CITY ENTERPRISES INC	CL A	345550107	28	900	SH	DEFINED	9

			28	900			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FOREST LABS INC	COM	345838106	3655	129243	SH		DEFINED	9
			1755	62056	SH		DEFINED	20

			5410	191299				
FOREST OIL CORP	COM PAR \$0.01	346091705	6	125	SH		DEFINED	9

			6	125				
FORESTAR REAL ESTATE GROUP I	COM	346233109	1	44	SH		DEFINED	9
			35	2399	SH		DEFINED	20

			36	2443				
FORMFACTOR INC	COM	346375108	3	183	SH		DEFINED	9

			3	183				
FORRESTER RESH INC	COM	346563109	37	1246	SH		DEFINED	9
			31	1070	SH		DEFINED	20

			68	2316				
FORTUNE BRANDS INC	COM	349631101	4365	76090	SH		DEFINED	9
			7849	136845	SH		DEFINED	20

			12214	212935				
FORWARD AIR CORP	COM	349853101	272	10006	SH		DEFINED	9
			376	13825	SH		DEFINED	20

			649	23831				

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FOUNDATION COAL HLDGS INC	COM	35039W100	34	950	SH	DEFINED	20
			-----	-----			
			34	950			
FOUNDRY NETWORKS INC	COM	35063R100	0	20	SH	DEFINED	20
			-----	-----			
				20			
FRANCE TELECOM	SPONSORED ADR	35177Q105	798	28505	SH	DEFINED	9
			580	20720	SH	DEFINED	20
			-----	-----			
			1379	49225			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
FRANKLIN ELEC INC	COM	353514102	267	6000	SH		DEFINED	20
			-----	-----				
			267	6000				
FRANKLIN RES INC	COM	354613101	8927	101290	SH		DEFINED	9
			1379	15648	SH		DEFINED	20
			-----	-----				
			10306	116938				
FRANKLIN STREET PPTYS CORP	COM	35471R106	56	4300	SH		DEFINED	9
			33	2500	SH		DEFINED	20
			-----	-----				
			88	6800				
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	22	2666	SH		DEFINED	9
			-----	-----				
			22	2666				
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	5233	92043	SH		DEFINED	9
			2822	49632	SH		DEFINED	20
			1	21	SH		DEFINED	8
			-----	-----				
			8055	141696				
FREQUENCY ELECTRS INC	COM	358010106	17	4000	SH		DEFINED	9
			-----	-----				
			17	4000				
FRESENIUS KABI PHARMACEUTHLD	RIGHT 99/99/99	35802M115	0	210	SH		DEFINED	20

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						-----	-----			
								210		
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	167	3218	SH			DEFINED	9	
							73	1404	SH	DEFINED 20
						-----	-----			
						240	4622			
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	80	40000	SH			DEFINED	9	
						-----	-----			
						80	40000			
FRISCHS RESTAURANTS INC	COM	358748101	231	10187	SH			DEFINED	9	
						-----	-----			
						231	10187			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FRONTIER COMMUNICATIONS CORP	COM	35906A108	383	33297	SH		DEFINED	9
			97	8433	SH		DEFINED	20
			-----	-----				
			480	41730				
FRONTIER FINL CORP WASH	COM	35907K105	1	78	SH		DEFINED	9
			-----	-----				
			1	78				
FRONTIER OIL CORP	COM	35914P105	24	1328	SH		DEFINED	9
			50	2690	SH		DEFINED	20
			-----	-----				
			74	4018				
FROZEN FOOD EXPRESS INDS INC	COM	359360104	5	880	SH		DEFINED	9
			-----	-----				
			5	880				
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	20	766	SH		DEFINED	9
			19	714	SH		DEFINED	20
			-----	-----				
			38	1480				
FULLER H B CO	COM	359694106	12	584	SH		DEFINED	9
			6	300	SH		DEFINED	20
			-----	-----				
			18	884				

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FULTON FINL CORP PA	COM	360271100	22	2000	SH	DEFINED 9
			3	250	SH	DEFINED 20
			-----	-----		
			25	2250		
G & K SVCS INC	CL A	361268105	43	1291	SH	DEFINED 9
			37	1114	SH	DEFINED 20
			-----	-----		
			79	2405		
GATX CORP	COM	361448103	565	14288	SH	DEFINED 9
			317	8001	SH	DEFINED 20
			-----	-----		
			882	22289		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
GEO GROUP INC	COM	36159R103	151	7482	SH		DEFINED 9	
			64	3142	SH		DEFINED 20	
			-----	-----				
			215	10624				
GT SOLAR INTL INC	COM	3623E0209	91	8372	SH		DEFINED 9	
			38	3491	SH		DEFINED 20	
			-----	-----				
			129	11863				
GABELLI EQUITY TR INC	COM	362397101	96	13894	SH		DEFINED 20	
			-----	-----				
			96	13894				
GABELLI UTIL TR	COM	36240A101	11	1217	SH		DEFINED 20	
			-----	-----				
			11	1217				
GABELLI DIVD & INCOME TR	COM	36242H104	18	1334	SH		DEFINED 9	
			17	1219	SH		DEFINED 20	
			-----	-----				
			35	2553				
GABELLI GLOBL UTIL & INCOME	COM SH BEN INT	36242L105	32	1871	SH		DEFINED 20	
			-----	-----				
			32	1871				

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GABELLI HLTHCARE & WELLNESS	SHS	36246K103	3	533	SH	DEFINED 20
			-----	-----		
			3	533		
GAFISA S A	SPONS ADR	362607301	8	325	SH	DEFINED 9
			3	100	SH	DEFINED 20
			-----	-----		
			11	425		
GALLAGHER ARTHUR J & CO	COM	363576109	97	3798	SH	DEFINED 9
			79	3070	SH	DEFINED 20
			-----	-----		
			176	6868		
GAMESTOP CORP NEW	CL A	36467W109	1587	46390	SH	DEFINED 9
			288	8409	SH	DEFINED 20
			-----	-----		
			1875	54799		

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-----	-----	-----	-----	-----	-----	-----	-----	-----
GANNETT INC	COM	364730101	665	39304	SH	DEFINED 9		
			831	49143	SH	DEFINED 20		
			-----	-----				
			1496	88447				
GAP INC DEL	COM	364760108	204	11478	SH	DEFINED 9		
			40	2251	SH	DEFINED 20		
			-----	-----				
			244	13729				
GARDNER DENVER INC	COM	365558105	447	12882	SH	DEFINED 9		
			197	5684	SH	DEFINED 20		
			-----	-----				
			645	18566				
GARTNER INC	COM	366651107	12	520	SH	DEFINED 9		
			15	651	SH	DEFINED 20		
			-----	-----				
			27	1171				
GEN-PROBE INC NEW	COM	36866T103	920	17340	SH	DEFINED 9		
			314	5921	SH	DEFINED 20		
			-----	-----				
			1234	23261				

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GENAERA CORP	COM NEW	36867G209	0	83	SH	DEFINED 20
			-----	-----		
				83		
GENENTECH INC	COM NEW	368710406	1906	21488	SH	DEFINED 9
			919	10364	SH	DEFINED 20
			-----	-----		
			2825	31852		
GENERAL AMERN INVS INC	COM	368802104	134	5187	SH	DEFINED 9
			15	570	SH	DEFINED 20
			-----	-----		
			149	5757		
GENERAL CABLE CORP DEL NEW	COM	369300108	518	14528	SH	DEFINED 9
			106	2978	SH	DEFINED 20
			-----	-----		
			624	17506		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
GENERAL DYNAMICS CORP	COM	369550108	13653	185456	SH	DEFINED 9	
			13309	180782	SH	DEFINED 20	
			46	628	SH	DEFINED 8	
			-----	-----			
			27009	366866			
GENERAL ELECTRIC CO	COM	369604103	163877	6426544	SH	DEFINED 9	
			81263	3186757	SH	DEFINED 20	
			226	8876	SH	DEFINED 8	
			-----	-----			
			245366	9622177			
GENERAL GROWTH PPTYS INC	COM	370021107	61	4018	SH	DEFINED 9	
			35	2329	SH	DEFINED 20	
			-----	-----			
			96	6347			
GENERAL MLS INC	COM	370334104	4248	61817	SH	DEFINED 9	
			9361	136223	SH	DEFINED 20	
			-----	-----			
			13609	198040			
GENERAL MTRS CORP	COM	370442105	104	11042	SH	DEFINED 9	

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			44	4649	SH	DEFINED	20
			-----	-----			
			148	15691			
GENERAL MTRS CORP	DEB SR CV C 33	370442717	2	290	SH	DEFINED	9
			9	1100	SH	DEFINED	20
			-----	-----			
			11	1390			
GENTEX CORP	COM	371901109	66	4640	SH	DEFINED	9
			329	22976	SH	DEFINED	20
			-----	-----			
			395	27616			
GENOPTIX INC	COM	37243V100	569	17416	SH	DEFINED	9
			103	3161	SH	DEFINED	20
			-----	-----			
			672	20577			
GENUINE PARTS CO	COM	372460105	2641	65669	SH	DEFINED	9
			3089	76828	SH	DEFINED	20
			-----	-----			
			5730	142497			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
GENWORTH FINL INC	COM CL A	37247D106	16	1899	SH	DEFINED	9
			14	1578	SH	DEFINED	20
			-----	-----			
			30	3477			
GENZYME CORP	COM	372917104	734	9073	SH	DEFINED	9
			1131	13982	SH	DEFINED	20
			-----	-----			
			1865	23055			
GEORGIA GULF CORP	COM PAR \$0.01	373200203	3	1000	SH	DEFINED	20
			-----	-----			
			3	1000			
GERDAU S A	SPONSORED ADR	373737105	97	8700	SH	DEFINED	9
			2	200	SH	DEFINED	20
			-----	-----			
			99	8900			

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GERMAN AMERN BANCORP INC	COM	373865104	58	5000	SH	DEFINED 9
			45	3878	SH	DEFINED 20
			-----	-----		
			104	8878		
GERON CORP	COM	374163103	126	32022	SH	DEFINED 20
			-----	-----		
			126	32022		
GILEAD SCIENCES INC	NOTE 0.625% 5	375558AH6	1141	9000	SH	DEFINED 9
			-----	-----		
			1141	9000		
GILEAD SCIENCES INC	COM	375558103	20078	440016	SH	DEFINED 9
			19447	426184	SH	DEFINED 20
			11	245	SH	DEFINED 8
			-----	-----		
			39536	866445		
GLACIER BANCORP INC NEW	COM	37637Q105	22	900	SH	DEFINED 9
			-----	-----		
			22	900		
GLADSTONE CAPITAL CORP	COM	376535100	160	10470	SH	DEFINED 9
			20	1290	SH	DEFINED 20
			-----	-----		
			179	11760		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	3951	90911	SH		DEFINED 9	
			1682	38712	SH		DEFINED 20	
			-----	-----				
			5633	129623				
GLOBALSTAR INC	COM	378973408	9	5000	SH		DEFINED 9	
			-----	-----				
			9	5000				
GLIMCHER RLTY TR	SH BEN INT	379302102	7	669	SH		DEFINED 9	
			-----	-----				
			7	669				
GLOBAL INDS LTD	COM	379336100	4	560	SH		DEFINED 20	
			-----	-----				

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			4	560		
GLOBAL PMTS INC	COM	37940X102	268	5983 SH	DEFINED 9	
			199	4434 SH	DEFINED 20	
			-----	-----		
			467	10417		
GOAMERICA INC	COM PAR \$0.01	38020R304	4	800 SH	DEFINED 20	
			-----	-----		
			4	800		
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	46	4800 SH	DEFINED 20	
			-----	-----		
			46	4800		
GOLD RESV INC	NOTE 5.500% 6	38068NAB4	32	1000 SH	DEFINED 9	
			-----	-----		
			32	1000		
GOLDCORP INC NEW	COM	380956409	261	8260 SH	DEFINED 9	
			15	460 SH	DEFINED 20	
			-----	-----		
			276	8720		
GOLDMAN SACHS GROUP INC	COM	38141G104	4158	32481 SH	DEFINED 9	
			5361	41883 SH	DEFINED 20	
			1	10 SH	DEFINED 8	
			-----	-----		
			9520	74374		

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GOODRICH CORP	COM	382388106	132	3175 SH	DEFINED 9		
			39	934 SH	DEFINED 20		
			-----	-----			
			171	4109			
GOODYEAR TIRE & RUBR CO	COM	382550101	219	14317 SH	DEFINED 9		
			8	544 SH	DEFINED 20		
			-----	-----			
			228	14861			
GOOGLE INC	CL A	38259P508	9689	23984 SH	DEFINED 9		
			3515	8702 SH	DEFINED 20		
			19	47 SH	DEFINED 8		

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			-----	-----		
			13224	32733		
GRACO INC	COM	384109104	106	2984 SH	DEFINED 9	
			2081	58440 SH	DEFINED 20	
			-----	-----		
			2187	61424		
GRAINGER W W INC	COM	384802104	1229	14127 SH	DEFINED 9	
			493	5665 SH	DEFINED 20	
			-----	-----		
			1721	19792		
GREAT NORTHN IRON ORE PPTYS	CTFS BEN INT	391064102	14	200 SH	DEFINED 9	
			-----	-----		
			14	200		
GREAT PLAINS ENERGY INC	COM	391164100	102	4598 SH	DEFINED 9	
			91	4086 SH	DEFINED 20	
			-----	-----		
			193	8684		
GREATER CHINA FD INC	COM	39167B102	35	3679 SH	DEFINED 20	
			-----	-----		
			35	3679		
GREENBRIER COS INC	COM	393657101	4	200 SH	DEFINED 20	
			-----	-----		
			4	200		
GREEN BANKSHARES INC	COM NEW	394361208	43	1836 SH	DEFINED 9	
			-----	-----		
			43	1836		

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GREENHILL & CO INC	COM	395259104	9	126 SH			DEFINED 9	
			-----	-----				
			9	126				
GREIF INC	CL A	397624107	52	800 SH			DEFINED 9	
			10	150 SH			DEFINED 20	
			-----	-----				
			62	950				

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GREY WOLF INC	COM	397888108	3	365 SH	DEFINED 9
			-----	-----	
			3	365	
GRIFFIN LD & NURSERIES INC	CL A	398231100	11	300 SH	DEFINED 20
			-----	-----	
			11	300	
GROUP 1 AUTOMOTIVE INC	COM	398905109	132	6095 SH	DEFINED 9
			13	615 SH	DEFINED 20
			-----	-----	
			146	6710	
GROUPE CGI INC	CL A SUB VTG	39945C109	4	500 SH	DEFINED 9
			6	650 SH	DEFINED 20
			-----	-----	
			10	1150	
GRUPO TELEVISA SA DE CV	SP ADR REP ORD	40049J206	3	160 SH	DEFINED 9
			2	90 SH	DEFINED 20
			1	55 SH	DEFINED 8
			-----	-----	
			7	305	
GUARANTY FINL GROUP INC	COM	40108N106	16	3999 SH	DEFINED 9
			-----	-----	
			16	3999	
GUESS INC	COM	401617105	829	23842 SH	DEFINED 9
			168	4830 SH	DEFINED 20
			-----	-----	
			998	28672	
GUIDANCE SOFTWARE INC	COM	401692108	10	2096 SH	DEFINED 9
			8	1758 SH	DEFINED 20
			-----	-----	
			18	3854	

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-----	-----	-----	-----	-----	-----	-----	-----	-----
GYMBOREE CORP	COM	403777105	9	240 SH			DEFINED 20	
			-----	-----				
			9	240				
H & Q HEALTHCARE FD	SH BEN INT	404052102	31	2271 SH			DEFINED 20	

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			31	2271		
HCC INS HLDGS INC	COM	404132102	31	1159 SH	DEFINED	9
			31	1159		
HCP INC	COM	40414L109	3982	99226 SH	DEFINED	9
			5560	138555 SH	DEFINED	20
			12	300 SH	DEFINED	8
			9554	238081		
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	93	1095 SH	DEFINED	9
			1411	16605 SH	DEFINED	20
			5	59 SH	DEFINED	8
			1509	17759		
HLTH CORPORATION	COM	40422Y101	29	2553 SH	DEFINED	9
			4	378 SH	DEFINED	20
			34	2931		
HMS HLDGS CORP	COM	40425J101	211	8826 SH	DEFINED	9
			91	3816 SH	DEFINED	20
			303	12642		
HNI CORP	COM	404251100	557	22000 SH	DEFINED	20
			557	22000		
HRPT PPTYS TR	COM SH BEN INT	40426W101	2	333 SH	DEFINED	9
			2	333		
HSBC HLDGS PLC	SPON ADR NEW	404280406	2471	30576 SH	DEFINED	9
			279	3456 SH	DEFINED	20
			2751	34032		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HSBC HLDGS PLC	ADR A 1/40PF A	404280604	82	4700 SH			DEFINED	9

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			207	11824	SH	DEFINED	20
			-----	-----			
			289	16524			
HSN INC	COM	404303109	1	107	SH	DEFINED	9
			-----	-----			
			1	107			
HAEMONETICS CORP	COM	405024100	31	500	SH	DEFINED	9
			6	100	SH	DEFINED	20
			-----	-----			
			37	600			
HAIN CELESTIAL GROUP INC	COM	405217100	40	1450	SH	DEFINED	9
			30	1076	SH	DEFINED	20
			-----	-----			
			70	2526			
HALLIBURTON CO	COM	406216101	5117	157970	SH	DEFINED	9
			1761	54360	SH	DEFINED	20
			-----	-----			
			6877	212330			
JOHN HANCOCK BK & THRIFT OPP	SH BEN INT	409735107	85	16856	SH	DEFINED	9
			9	1884	SH	DEFINED	20
			-----	-----			
			94	18740			
HANCOCK JOHN INCOME SECS TR	COM	410123103	41	4000	SH	DEFINED	9
			4	343	SH	DEFINED	20
			-----	-----			
			45	4343			
HANCOCK JOHN INV TRUST	TAX ADV GLB SH	41013P749	34	3060	SH	DEFINED	9
			-----	-----			
			34	3060			
HANCOCK JOHN PATRIOT PREM II	COM SH BEN INT	41013T105	16	2304	SH	DEFINED	9
			-----	-----			
			16	2304			
HANCOCK JOHN TAX-ADV DIV INC	COM	41013V100	3	300	SH	DEFINED	9
			-----	-----			
			3	300			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
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HANCOCK JOHN PFD INCOME FD	SH BEN INT	41013W108	15	1320	SH	DEFINED 9
			17	1463	SH	DEFINED 20
			33	2783		
HANCOCK JOHN INVS TR	COM	410142103	3	200	SH	DEFINED 9
			3	200		
HANESBRANDS INC	COM	410345102	207	9526	SH	DEFINED 9
			105	4841	SH	DEFINED 20
			312	14367		
HANMI FINL CORP	COM	410495105	41	8138	SH	DEFINED 9
			41	8138		
HANOVER INS GROUP INC	COM	410867105	36	782	SH	DEFINED 9
			36	782		
HANSEN MEDICAL INC	COM	411307101	8	600	SH	DEFINED 20
			8	600		
HANSEN NAT CORP	COM	411310105	12	411	SH	DEFINED 9
			11	378	SH	DEFINED 20
			24	789		
HARLEY DAVIDSON INC	COM	412822108	417	11192	SH	DEFINED 9
			273	7306	SH	DEFINED 20
			3	90	SH	DEFINED 8
			693	18588		
HARLEYSVILLE NATL CORP PA	COM	412850109	2	105	SH	DEFINED 9
			2	105		
HARMAN INTL INDS INC	COM	413086109	130	3816	SH	DEFINED 9
			94	2772	SH	DEFINED 20
			224	6588		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HARMONIC INC	COM	413160102	344	40751	SH		DEFINED 9	
			494	58445	SH		DEFINED 20	
			838	99196				
HARRIS CORP DEL	COM	413875105	14365	310937	SH		DEFINED 9	
			1574	34073	SH		DEFINED 20	
			15939	345010				
HARSCO CORP	COM	415864107	419	11271	SH		DEFINED 9	
			545	14657	SH		DEFINED 20	
			964	25928				
HARTE-HANKS INC	COM	416196103	5	460	SH		DEFINED 20	
			5	460				
HARTFORD FINL SVCS GROUP INC	COM	416515104	2544	62064	SH		DEFINED 9	
			1722	42020	SH		DEFINED 20	
			4266	104084				
HARTFORD INCOME SHS FD INC	COM	416537108	1	200	SH		DEFINED 9	
			1	200				
HARVEST ENERGY TR	TRUST UNIT	41752X101	10	600	SH		DEFINED 9	
			2	105	SH		DEFINED 20	
			10	600	SH		DEFINED 8	
			22	1305				
HASBRO INC	COM	418056107	2458	70791	SH		DEFINED 9	
			262	7539	SH		DEFINED 20	
			2720	78330				
HATTERAS FINL CORP	COM	41902R103	70	3011	SH		DEFINED 9	
			156	6711	SH		DEFINED 20	
			226	9722				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HAWAIIAN ELEC INDUSTRIES	COM	419870100	25	866	SH		DEFINED 9	
			49	1677	SH		DEFINED 20	
			74	2543				
HAYNES INTERNATIONAL INC	COM NEW	420877201	5	100	SH		DEFINED 20	
			5	100				
HEALTHCARE RLTY TR	COM	421946104	37	1266	SH		DEFINED 9	
			37	1266				
HEADWATERS INC	COM	42210P102	211	15804	SH		DEFINED 9	
			21	1608	SH		DEFINED 20	
			232	17412				
HEALTH CARE REIT INC	COM	42217K106	448	8423	SH		DEFINED 9	
			27	500	SH		DEFINED 20	
			475	8923				
HEALTH NET INC	COM	42222G108	36	1523	SH		DEFINED 9	
			36	1523				
HECLA MNG CO	COM	422704106	3	700	SH		DEFINED 9	
			3	700				
HECLA MNG CO	PFD CV SER B	422704205	19	450	SH		DEFINED 20	
			19	450				
HEICO CORP NEW	COM	422806109	442	13479	SH		DEFINED 9	
			73	2228	SH		DEFINED 20	
			516	15707				
HEINZ H J CO	COM	423074103	9642	192958	SH		DEFINED 9	
			2431	48644	SH		DEFINED 20	
			18	360	SH		DEFINED 8	
			12091	241962				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	567	23341	SH		DEFINED 9	
			270	11124	SH		DEFINED 20	
			837	34465				
HELMERICH & PAYNE INC	COM	423452101	614	14213	SH		DEFINED 9	
			471	10910	SH		DEFINED 20	
			1085	25123				
HENRY JACK & ASSOC INC	COM	426281101	53	2600	SH		DEFINED 9	
			53	2600				
HERCULES INC	COM	427056106	5	262	SH		DEFINED 9	
			5	262				
HERCULES OFFSHORE INC	COM	427093109	236	15562	SH		DEFINED 9	
			1	50	SH		DEFINED 20	
			237	15612				
HERITAGE CRYSTAL CLEAN INC	COM	42726M106	27	2000	SH		DEFINED 20	
			27	2000				
HERSHEY CO	COM	427866108	838	21187	SH		DEFINED 9	
			1677	42404	SH		DEFINED 20	
			2514	63591				
HESS CORP	COM	42809H107	220	2685	SH		DEFINED 9	
			130	1584	SH		DEFINED 20	
			350	4269				
HEWITT ASSOCS INC	COM	42822Q100	12	330	SH		DEFINED 20	
			12	330				
HEWLETT PACKARD CO	COM	428236103	38083	823601	SH		DEFINED 9	
			25990	562057	SH		DEFINED 20	
			18	386	SH		DEFINED 8	
			64091	1386044				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HEXCEL CORP NEW	COM	428291108	3	220	SH		DEFINED	9
			3	220				
HIGH YIELD INCOME FD INC	COM	429904105	22	6250	SH		DEFINED	9
			22	6250				
HIGHLAND CR STRATEGIES FD	COM	43005Q107	13	1323	SH		DEFINED	20
			13	1323				
HIGHWOODS PPTYS INC	COM	431284108	178	5000	SH		DEFINED	9
			178	5000				
HILB ROGAL & HOBBS CO	COM	431294107	19	400	SH		DEFINED	9
			19	400				
HILL ROM HLDGS INC	COM	431475102	8422	277873	SH		DEFINED	9
			41	1339	SH		DEFINED	20
			8463	279212				
HILLENBRAND INC	COM	431571108	5621	278809	SH		DEFINED	9
			31	1536	SH		DEFINED	20
			5652	280345				
HIMAX TECHNOLOGIES INC	SPONSORED ADR	43289P106	6	2000	SH		DEFINED	20
			6	2000				
HITACHI LIMITED	ADR 10 COM	433578507	36	525	SH		DEFINED	9
			36	525				
HITTITE MICROWAVE CORP	COM	43365Y104	246	7324	SH		DEFINED	9
			51	1518	SH		DEFINED	20
			297	8842				
HOKU SCIENTIFIC INC	COM	434712105	6	950	SH		DEFINED	9
			6	950				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HOLLY CORP	COM PAR \$0.01	435758305	1	48	SH		DEFINED 9	
			2	69	SH		DEFINED 20	
			3	117				
HOLOGIC INC	FRNT 2.000%12	436440AA9	516	7000	SH		DEFINED 9	
			516	7000				
HOLOGIC INC	COM	436440101	1140	58965	SH		DEFINED 9	
			342	17670	SH		DEFINED 20	
			1481	76635				
HOME DEPOT INC	COM	437076102	13907	537157	SH		DEFINED 9	
			5211	201265	SH		DEFINED 20	
			19118	738422				
HONDA MOTOR LTD	AMERN SHS	438128308	13988	464578	SH		DEFINED 9	
			5839	193924	SH		DEFINED 20	
			5	171	SH		DEFINED 8	
			19833	658673				
HONEYWELL INTL INC	COM	438516106	13973	336289	SH		DEFINED 9	
			7966	191729	SH		DEFINED 20	
			21939	528018				
HOOPER HOLMES INC	COM	439104100	1	1000	SH		DEFINED 20	
			1	1000				
HORMEL FOODS CORP	COM	440452100	87	2395	SH		DEFINED 9	
			7	200	SH		DEFINED 20	
			94	2595				
HORNBECK OFFSHORE SVCS INC N	COM	440543106	5	120	SH		DEFINED 9	
			5	120				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	408	19889	SH		DEFINED	9
			1664	81096	SH		DEFINED	20
			19	950	SH		DEFINED	8
			2092	101935				
HOSPIRA INC	COM	441060100	456	11946	SH		DEFINED	9
			1844	48269	SH		DEFINED	20
			2300	60215				
HOST HOTELS & RESORTS INC	COM	44107P104	43	3250	SH		DEFINED	9
			52	3880	SH		DEFINED	20
			95	7130				
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	42	1587	SH		DEFINED	9
			42	1587				
HUBBELL INC	CL A	443510102	315	7800	SH		DEFINED	9
			315	7800				
HUBBELL INC	CL B	443510201	1039	29646	SH		DEFINED	9
			38	1075	SH		DEFINED	20
			1077	30721				
HUDSON CITY BANCORP	COM	443683107	82	4461	SH		DEFINED	9
			27	1483	SH		DEFINED	20
			110	5944				
HUDSON HIGHLAND GROUP INC	COM	443792106	2	241	SH		DEFINED	9
			2	241				
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	54	2000	SH		DEFINED	9
			14	527	SH		DEFINED	20
			68	2527				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HUMANA INC	COM	444859102	1147	27840	SH		DEFINED 9	
			2005	48670	SH		DEFINED 20	
			3152	76510				
HUNT J B TRANS SVCS INC	COM	445658107	8	250	SH		DEFINED 9	
			18	531	SH		DEFINED 20	
			26	781				
HUNTINGTON BANCSHARES INC	COM	446150104	1468	183686	SH		DEFINED 9	
			216	27072	SH		DEFINED 20	
			1684	210758				
HURON CONSULTING GROUP INC	COM	447462102	490	8595	SH		DEFINED 9	
			81	1428	SH		DEFINED 20	
			571	10023				
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	5	269	SH		DEFINED 9	
			5	269				
ICT GROUP INC	COM	44929Y101	92	11399	SH		DEFINED 9	
			115	14313	SH		DEFINED 20	
			207	25712				
ING PRIME RATE TR	SH BEN INT	44977W106	52	12000	SH		DEFINED 9	
			345	79550	SH		DEFINED 20	
			397	91550				
IPG PHOTONICS CORP	COM	44980X109	286	14660	SH		DEFINED 9	
			42	2159	SH		DEFINED 20	
			328	16819				
ING CLARION GLB RE EST INCM	COM	44982G104	44	5000	SH		DEFINED 20	
			44	5000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
IPC THE HOSPITALIST CO INC	COM	44984A105	26	1016	SH		DEFINED 9	
			22	872	SH		DEFINED 20	
			49	1888				
IMS HEALTH INC	COM	449934108	321	16950	SH		DEFINED 9	
			687	36331	SH		DEFINED 20	
			1008	53281				
ISTAR FINL INC	COM	45031U101	1	200	SH		DEFINED 9	
			1	200				
ITT EDUCATIONAL SERVICES INC	COM	45068B109	52	646	SH		DEFINED 9	
			52	646				
ITT CORP NEW	COM	450911102	5148	92570	SH		DEFINED 9	
			6332	113864	SH		DEFINED 20	
			11480	206434				
ICON PUB LTD CO	SPONSORED ADR	45103T107	942	24635	SH		DEFINED 9	
			109	2846	SH		DEFINED 20	
			1051	27481				
ICONIX BRAND GROUP INC	COM	451055107	162	12380	SH		DEFINED 9	
			70	5366	SH		DEFINED 20	
			232	17746				
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	50	1173	SH		DEFINED 9	
			50	1173				
IDACORP INC	COM	451107106	7	238	SH		DEFINED 9	
			7	238				
IDEARC INC	COM	451663108	1	650	SH		DEFINED 9	
			2	1379	SH		DEFINED 20	
			3	2029				

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IDEX CORP	COM	45167R104	850	27398	SH		DEFINED 9	
			157	5077	SH		DEFINED 20	
			-----	-----				
			1007	32475				
IDEXX LABS INC	COM	45168D104	2227	40644	SH		DEFINED 20	
			-----	-----				
			2227	40644				
ILLINOIS TOOL WKS INC	COM	452308109	28334	637439	SH		DEFINED 9	
			4512	101513	SH		DEFINED 20	
			28	641	SH		DEFINED 8	
			-----	-----				
			32875	739593				
ILLUMINA INC	COM	452327109	2059	50806	SH		DEFINED 9	
			246	6064	SH		DEFINED 20	
			-----	-----				
			2305	56870				
IMATION CORP	COM	45245A107	104	4602	SH		DEFINED 9	
			5	200	SH		DEFINED 20	
			-----	-----				
			108	4802				
IMAX CORP	COM	45245E109	141	23750	SH		DEFINED 9	
			-----	-----				
			141	23750				
IMCLONE SYS INC	COM	45245W109	44	700	SH		DEFINED 9	
			-----	-----				
			44	700				
IMMUCOR INC	COM	452526106	205	6421	SH		DEFINED 9	
			-----	-----				
			205	6421				
IMMUNOMEDICS INC	COM	452907108	10	5423	SH		DEFINED 9	
			-----	-----				
			10	5423				
IMPERIAL OIL LTD	COM NEW	453038408	59	1390	SH		DEFINED 9	

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41 954 SH DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	MA
IMPERIAL SUGAR CO NEW	COM NEW	453096208	3 1 ----- 4	240 37 ----- 277	SH SH	DEFINED 9 DEFINED 20	
INDEPENDENT BANK CORP MASS	COM	453836108	10 ----- 10	336 ----- 336	SH	DEFINED 9	
INDEPENDENT BANK CORP MICH	COM	453838104	118 ----- 118	19025 ----- 19025	SH	DEFINED 20	
INDIA FD INC	COM	454089103	65 22 ----- 86	1974 660 ----- 2634	SH SH	DEFINED 9 DEFINED 20	
INDONESIA FD INC	COM	455778100	3 ----- 3	500 ----- 500	SH	DEFINED 9	
INERGY L P	UNIT LTD PTNR	456615103	176 190 ----- 366	8134 8806 ----- 16940	SH SH	DEFINED 9 DEFINED 20	
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	4 ----- 4	700 ----- 700	SH	DEFINED 9	
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	316 ----- 316	9492 ----- 9492	SH	DEFINED 9	
ING GROEP N V	SPONSORED ADR	456837103	921 451 ----- 1372	43057 21067 ----- 64124	SH SH	DEFINED 9 DEFINED 20	

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ING GLOBAL EQTY DIV & PREM O	COM	45684E107	30	2686	SH	DEFINED	9
			-----	-----			
			30	2686			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
INGRAM MICRO INC	CL A	457153104	11	689	SH		DEFINED	9
			-----	-----				
			11	689				
INLAND REAL ESTATE CORP	COM NEW	457461200	27	1728	SH		DEFINED	9
			37	2330	SH		DEFINED	20
			-----	-----				
			64	4058				
INSIGHT ENTERPRISES INC	COM	45765U103	2	153	SH		DEFINED	9
			-----	-----				
			2	153				
INSITUFORM TECHNOLOGIES INC	CL A	457667103	1	100	SH		DEFINED	9
			-----	-----				
			1	100				
INNERWORKINGS INC	COM	45773Y105	28	2480	SH		DEFINED	9
			24	2126	SH		DEFINED	20
			-----	-----				
			51	4606				
INNOPHOS HOLDINGS INC	COM	45774N108	131	5358	SH		DEFINED	9
			56	2314	SH		DEFINED	20
			-----	-----				
			187	7672				
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	44	1000	SH		DEFINED	20
			-----	-----				
			44	1000				
INTEGRA BK CORP	COM	45814P105	112	14044	SH		DEFINED	20
			-----	-----				
			112	14044				
INTEL CORP	SDCV 2.950%12	458140AD2	874	10000	SH		DEFINED	9
			-----	-----				
			874	10000				

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INTEL CORP	COM	458140100	62865	3356396	SH	DEFINED	9
			19164	1023175	SH	DEFINED	20
			29	1524	SH	DEFINED	8
			-----	-----			
			82058	4381095			

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INTEGRYS ENERGY GROUP INC	COM	45822P105	424	8492	SH		DEFINED	9
			565	11318	SH		DEFINED	20
			-----	-----				
			989	19810				
INTERCONTINENTAL HTLS GRP PL	SPONS ADR NEW	45857P301	1	114	SH		DEFINED	20
			-----	-----				
			1	114				
INTERCONTINENTALEXCHANGE INC	COM	45865V100	256	3175	SH		DEFINED	9
			92	1144	SH		DEFINED	20
			-----	-----				
			348	4319				
INTERFACE INC	CL A	458665106	1	100	SH		DEFINED	9
			-----	-----				
			1	100				
INTERDIGITAL INC	COM	45867G101	1	48	SH		DEFINED	9
			-----	-----				
			1	48				
INTERNAP NETWORK SVCS CORP	COM PAR \$.001	45885A300	1	356	SH		DEFINED	9
			1	200	SH		DEFINED	20
			-----	-----				
			2	556				
INTERNATIONAL BUSINESS MACHS	COM	459200101	71846	614277	SH		DEFINED	9
			41110	351486	SH		DEFINED	20
			11	97	SH		DEFINED	8
			-----	-----				
			112967	965860				
INTERNATIONAL COAL GRP INC N	COM	45928H106	31	5000	SH		DEFINED	20
			-----	-----				
			31	5000				

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INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	686	17394	SH	DEFINED	9
			250	6340	SH	DEFINED	20
			937	23734			
INTERNATIONAL GAME TECHNOLOG	COM	459902102	360	20931	SH	DEFINED	9
			199	11573	SH	DEFINED	20
			558	32504			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
INTL PAPER CO	COM	460146103	403	15411	SH	DEFINED	9
			121	4614	SH	DEFINED	20
			2	83	SH	DEFINED	8
			526	20108			
INTERNATIONAL RECTIFIER CORP	COM	460254105	512	26907	SH	DEFINED	9
			401	21102	SH	DEFINED	20
			913	48009			
INTERNATIONAL ROYALTY CORP	COM	460277106	2	500	SH	DEFINED	20
			2	500			
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	26	670	SH	DEFINED	9
			19	500	SH	DEFINED	20
			46	1170			
INTERSIL CORP	CL A	46069S109	4365	263256	SH	DEFINED	9
			270	16308	SH	DEFINED	20
			4635	279564			
INTERPUBLIC GROUP COS INC	COM	460690100	43	5515	SH	DEFINED	9
			43	5515			
INTEROIL CORP	COM	460951106	63	2275	SH	DEFINED	20
			63	2275			

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INTERVAL LEISURE GROUP INC	COM	46113M108	1	107	SH	DEFINED 9
			-----	-----		
			1	107		
INTUITIVE SURGICAL INC	COM NEW	46120E602	257	1065	SH	DEFINED 9
			180	746	SH	DEFINED 20
			-----	-----		
			436	1811		
INTUIT	COM	461202103	1295	40954	SH	DEFINED 9
			688	21769	SH	DEFINED 20
			-----	-----		
			1983	62723		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
INVACARE CORP	COM	461203101	19	770	SH		DEFINED 9	
			-----	-----				
			19	770				
INTREPID POTASH INC	COM	46121Y102	6	200	SH		DEFINED 20	
			-----	-----				
			6	200				
INVENTIV HEALTH INC	COM	46122E105	126	7117	SH		DEFINED 9	
			62	3498	SH		DEFINED 20	
			-----	-----				
			187	10615				
INVERNESS MED INNOVATIONS IN	COM	46126P106	259	8622	SH		DEFINED 9	
			1	20	SH		DEFINED 20	
			-----	-----				
			259	8642				
INVESTMENT GRADE MUN INCOME	COM	461368102	69	6100	SH		DEFINED 20	
			-----	-----				
			69	6100				
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	131	4317	SH		DEFINED 9	
			-----	-----				
			131	4317				
INVESTORS TITLE CO	COM	461804106	90	2106	SH		DEFINED 9	
			223	5244	SH		DEFINED 20	

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				-----	-----		
				312	7350		
INVITROGEN CORP	NOTE 1.500% 2	46185RAK6	631	7000	SH	DEFINED	9
			-----	-----			
			631	7000			
INVITROGEN CORP	COM	46185R100	227	6000	SH	DEFINED	20
			-----	-----			
			227	6000			
ION GEOPHYSICAL CORP	COM	462044108	142	10034	SH	DEFINED	9
			0	32	SH	DEFINED	20
			-----	-----			
			143	10066			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
IOWA TELECOMM SERVICES INC	COM	462594201	316	16907	SH		DEFINED	9
			32	1708	SH		DEFINED	20
			-----	-----				
			348	18615				
IRELAND BK	SPONSORED ADR	46267Q103	1	44	SH		DEFINED	9
			2	100	SH		DEFINED	20
			-----	-----				
			3	144				
IRON MTN INC	COM	462846106	3	135	SH		DEFINED	8
			-----	-----				
			3	135				
ISHARES SILVER TRUST	ISHARES	46428Q109	4	320	SH		DEFINED	9
			24	2000	SH		DEFINED	20
			-----	-----				
			27	2320				
ISHARES S&P GSCI COMMODITY I	UNIT BEN INT	46428R107	40	750	SH		DEFINED	9
			2	40	SH		DEFINED	20
			-----	-----				
			43	790				
ISHARES COMEX GOLD TR	ISHARES	464285105	114	1337	SH		DEFINED	9
			27	311	SH		DEFINED	20
			-----	-----				

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			141	1648		
ISHARES INC	MSCI AUSTRALIA	464286103	11	521 SH	DEFINED	20
			-----	-----		
			11	521		
ISHARES INC	MSCI AUSTRIA I	464286202	2	110 SH	DEFINED	20
			-----	-----		
			2	110		
ISHARES INC	MSCI BELG INVE	464286301	2	176 SH	DEFINED	20
			-----	-----		
			2	176		
ISHARES INC	MSCI BRAZIL	464286400	34	600 SH	DEFINED	9
			103	1834 SH	DEFINED	20
			-----	-----		
			137	2434		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES INC	MSCI CDA INDEX	464286509	8	300 SH			DEFINED	9
			32	1223 SH			DEFINED	20
			-----	-----				
			40	1523				
ISHARES INC	MSCI EMU INDEX	464286608	86	2156 SH			DEFINED	9
			-----	-----				
			86	2156				
ISHARES INC	MSCI PAC J IDX	464286665	437	12165 SH			DEFINED	9
			7	200 SH			DEFINED	20
			5	150 SH			DEFINED	8
			-----	-----				
			449	12515				
ISHARES INC	MSCI SINGAPORE	464286673	3	273 SH			DEFINED	20
			3	329 SH			DEFINED	8
			-----	-----				
			6	602				
ISHARES INC	MSCI UTD KINGD	464286699	9	561 SH			DEFINED	9
			3	166 SH			DEFINED	20
			-----	-----				
			12	727				

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ISHARES INC	MSCI FRANCE	464286707	2	86 SH	DEFINED 20
			-----	-----	
			2	86	
ISHARES INC	MSCI TAIWAN	464286731	193	17863 SH	DEFINED 20
			-----	-----	
			193	17863	
ISHARES INC	MSCI SWITZERLD	464286749	3	122 SH	DEFINED 20
			-----	-----	
			3	122	
ISHARES INC	MSCI SWEDEN	464286756	3	148 SH	DEFINED 20
			-----	-----	
			3	148	
ISHARES INC	MSCI SPAIN	464286764	28	596 SH	DEFINED 20
			-----	-----	
			28	596	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES INC	MSCI S KOREA	464286772	199	5000 SH			DEFINED 9	
			21	524 SH			DEFINED 20	
			-----	-----				
			219	5524				
ISHARES INC	MSCI STH AFRCA	464286780	23	468 SH			DEFINED 20	
			-----	-----				
			23	468				
ISHARES INC	MSCI GERMAN	464286806	17	715 SH			DEFINED 20	
			-----	-----				
			17	715				
ISHARES INC	MSCI NETHR INV	464286814	2	113 SH			DEFINED 20	
			-----	-----				
			2	113				
ISHARES INC	MSCI MEX INVES	464286822	47	1000 SH			DEFINED 9	
			29	628 SH			DEFINED 20	
			-----	-----				
			76	1628				

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ISHARES INC	MSCI MALAYSIA	464286830	26	3000	SH	DEFINED 9
			15	1754	SH	DEFINED 20
			-----	-----		
			41	4754		
ISHARES INC	MSCI JAPAN	464286848	170	15911	SH	DEFINED 9
			68	6425	SH	DEFINED 20
			-----	-----		
			238	22336		
ISHARES INC	MSCI ITALY	464286855	2	98	SH	DEFINED 20
			-----	-----		
			2	98		
ISHARES INC	MSCI HONG KONG	464286871	162	12283	SH	DEFINED 9
			2	170	SH	DEFINED 20
			-----	-----		
			165	12453		
ISHARES TR	S&P 100 IDX FD	464287101	291	5478	SH	DEFINED 20
			-----	-----		
			291	5478		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	LRGE GRW INDX	464287119	9	160	SH		DEFINED 9	
			-----	-----				
			9	160				
ISHARES TR	NYSE 100INX FD	464287135	26	434	SH		DEFINED 8	
			-----	-----				
			26	434				
ISHARES TR	S&P 1500 INDEX	464287150	258	4930	SH		DEFINED 20	
			-----	-----				
			258	4930				
ISHARES TR	DJ SEL DIV INX	464287168	3512	65963	SH		DEFINED 9	
			20757	389871	SH		DEFINED 20	
			115	2167	SH		DEFINED 8	
			-----	-----				
			24384	458001				
ISHARES TR	US TIPS BD FD	464287176	26316	259784	SH		DEFINED 9	
			50209	495641	SH		DEFINED 20	
			-----	-----				

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			30	300	SH	DEFINED	8
			-----	-----			
			76555	755725			
ISHARES TR	FTSE XNHUA IDX	464287184	151	4380	SH	DEFINED	9
			796	23091	SH	DEFINED	20
			-----	-----			
			947	27471			
ISHARES TR	S&P 500 INDEX	464287200	20386	174507	SH	DEFINED	9
			25068	214588	SH	DEFINED	20
			-----	-----			
			45454	389095			
ISHARES TR	LEHMAN AGG BND	464287226	18014	182719	SH	DEFINED	9
			28048	284491	SH	DEFINED	20
			-----	-----			
			46062	467210			
ISHARES TR	MSCI EMERG MKT	464287234	31150	911624	SH	DEFINED	9
			30688	898109	SH	DEFINED	20
			-----	-----			
			61839	1809733			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	IBOXX INV CPBD	464287242	16119	179514	SH	DEFINED	9
			32156	358122	SH	DEFINED	20
			-----	-----			
			48274	537636			
ISHARES TR	S&P GBL TELCM	464287275	15	275	SH	DEFINED	9
			236	4314	SH	DEFINED	20
			-----	-----			
			251	4589			
ISHARES TR	S&P GBL INF	464287291	1226	25175	SH	DEFINED	9
			79	1615	SH	DEFINED	20
			-----	-----			
			1304	26790			
ISHARES TR	S&P500 GRW	464287309	7321	128937	SH	DEFINED	9
			20148	354851	SH	DEFINED	20
			-----	-----			
			27469	483788			

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ISHARES TR	S&P GBL HLTHCR	464287325	3	57	SH	DEFINED 8
			-----	-----		
			3	57		
ISHARES TR	S&P GBL FIN	464287333	42	750	SH	DEFINED 9
			-----	-----		
			42	750		
ISHARES TR	S&P GBL ENER	464287341	14	375	SH	DEFINED 9
			85	2244	SH	DEFINED 20
			-----	-----		
			99	2619		
ISHARES TR	S&P NA NAT RES	464287374	259	7209	SH	DEFINED 20
			-----	-----		
			259	7209		
ISHARES TR	S&P LTN AM 40	464287390	82	2125	SH	DEFINED 9
			86	2225	SH	DEFINED 20
			-----	-----		
			169	4350		
ISHARES TR	S&P 500 VALUE	464287408	2722	45481	SH	DEFINED 9
			11545	192901	SH	DEFINED 20
			-----	-----		
			14267	238382		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----			-----	-----	-----	-----	-----	-----
ISHARES TR	20+ YR TRS BD	464287432	1686	17774	SH		DEFINED 9	
			2710	28562	SH		DEFINED 20	
			-----	-----				
			4396	46336				
ISHARES TR	7-10 YR TRS BD	464287440	1354	15220	SH		DEFINED 9	
			1898	21336	SH		DEFINED 20	
			-----	-----				
			3252	36556				
ISHARES TR	1-3 YR TRS BD	464287457	5649	67599	SH		DEFINED 9	
			16132	193062	SH		DEFINED 20	
			-----	-----				
			21781	260661				

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ISHARES TR	MSCI EAFE IDX	464287465	78601	1396108	SH	DEFINED	9
			71393	1268081	SH	DEFINED	20
			117	2075	SH	DEFINED	8
			-----		150111	2666264	
ISHARES TR	RUSSELL MCP VL	464287473	8022	204579	SH	DEFINED	9
			14581	371859	SH	DEFINED	20
			12	300	SH	DEFINED	8
			-----		22614	576738	
ISHARES TR	RUSSELL MCP GR	464287481	9243	213169	SH	DEFINED	9
			17473	402975	SH	DEFINED	20
			8	186	SH	DEFINED	8
			-----		26725	616330	
ISHARES TR	RUSSELL MIDCAP	464287499	43198	525775	SH	DEFINED	9
			35124	427510	SH	DEFINED	20
			1	10	SH	DEFINED	8
			-----		78323	953295	
ISHARES TR	S&P MIDCAP 400	464287507	24250	335130	SH	DEFINED	9
			21537	297642	SH	DEFINED	20
			9	123	SH	DEFINED	8
			-----		45796	632895	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
ISHARES TR	S&P NA TECH FD	464287549	970	21302	SH	DEFINED	9	
			5	100	SH	DEFINED	20	
			-----		974	21402		
ISHARES TR	NASDAQ BIO INDX	464287556	395	4850	SH	DEFINED	9	
			110	1348	SH	DEFINED	20	
			-----		504	6198		
ISHARES TR	COHEN&ST RLTY	464287564	13185	171950	SH	DEFINED	9	
			23424	305482	SH	DEFINED	20	

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			36609	477432		
ISHARES TR	CONS SRVC IDX	464287580	122	2300	SH	DEFINED 9
			36	673	SH	DEFINED 20
			2	45	SH	DEFINED 8
			-----	-----		
			160	3018		
ISHARES TR	RUSSELL1000VAL	464287598	4642	72653	SH	DEFINED 9
			10780	168722	SH	DEFINED 20
			-----	-----		
			15421	241375		
ISHARES TR	S&P MC 400 GRW	464287606	2735	36470	SH	DEFINED 9
			11758	156814	SH	DEFINED 20
			-----	-----		
			14492	193284		
ISHARES TR	RUSSELL1000GRW	464287614	9342	192422	SH	DEFINED 9
			17262	355557	SH	DEFINED 20
			-----	-----		
			26604	547979		
ISHARES TR	RUSSELL 1000	464287622	4563	71794	SH	DEFINED 9
			6879	108224	SH	DEFINED 20
			-----	-----		
			11442	180018		
ISHARES TR	RUSL 2000 VALU	464287630	6616	98392	SH	DEFINED 9
			7642	113649	SH	DEFINED 20
			-----	-----		
			14258	212041		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	RUSL 2000 GROW	464287648	3525	49853	SH		DEFINED 9	
			6451	91241	SH		DEFINED 20	
			-----	-----				
			9975	141094				
ISHARES TR	RUSSELL 2000	464287655	19833	291657	SH		DEFINED 9	
			33209	488370	SH		DEFINED 20	
			-----	-----				
			53042	780027				

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ISHARES TR	RUSL 3000 VALU	464287663	9	113	SH	DEFINED 20
			-----	-----		
			9	113		
ISHARES TR	RUSSELL 3000	464287689	269	3909	SH	DEFINED 9
			38	557	SH	DEFINED 20
			-----	-----		
			307	4466		
ISHARES TR	DJ US UTILS	464287697	156	1985	SH	DEFINED 9
			19	241	SH	DEFINED 20
			3	44	SH	DEFINED 8
			-----	-----		
			179	2270		
ISHARES TR	S&P MIDCP VALU	464287705	1507	21939	SH	DEFINED 9
			8063	117358	SH	DEFINED 20
			-----	-----		
			9570	139297		
ISHARES TR	DJ US TELECOMM	464287713	38	1871	SH	DEFINED 9
			11	539	SH	DEFINED 20
			-----	-----		
			49	2410		
ISHARES TR	DJ US TECH SEC	464287721	983	20730	SH	DEFINED 9
			73	1543	SH	DEFINED 20
			-----	-----		
			1056	22273		
ISHARES TR	DJ US REAL EST	464287739	71	1145	SH	DEFINED 9
			110	1768	SH	DEFINED 20
			-----	-----		
			180	2913		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	DJ US INDUSTRL	464287754	35	610	SH		DEFINED 20	
			-----	-----				
			35	610				
ISHARES TR	DJ US HEALTHCR	464287762	33	530	SH		DEFINED 9	
			83	1332	SH		DEFINED 20	
			-----	-----				
			115	1862				

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ISHARES TR	DJ US FINL SVC	464287770	17	225	SH	DEFINED 20
			-----	-----		
			17	225		
ISHARES TR	DJ US FINL SEC	464287788	993	14300	SH	DEFINED 9
			88	1261	SH	DEFINED 20
			-----	-----		
			1081	15561		
ISHARES TR	DJ US ENERGY	464287796	23	615	SH	DEFINED 9
			53	1410	SH	DEFINED 20
			-----	-----		
			76	2025		
ISHARES TR	S&P SMLCAP 600	464287804	9237	155223	SH	DEFINED 9
			12717	213698	SH	DEFINED 20
			2	40	SH	DEFINED 8
			-----	-----		
			21957	368961		
ISHARES TR	CONS GOODS IDX	464287812	11	185	SH	DEFINED 20
			-----	-----		
			11	185		
ISHARES TR	DJ US BAS MATL	464287838	16	280	SH	DEFINED 9
			77	1342	SH	DEFINED 20
			-----	-----		
			93	1622		
ISHARES TR	S&P EURO PLUS	464287861	22	548	SH	DEFINED 9
			47	1184	SH	DEFINED 20
			-----	-----		
			69	1732		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	S&P SMLCP VALU	464287879	1211	18617	SH		DEFINED 9	
			2604	40032	SH		DEFINED 20	
			1	15	SH		DEFINED 8	
			-----	-----				
			3816	58664				
ISHARES TR	S&P SMLCP GROW	464287887	1850	30124	SH		DEFINED 9	
			3405	55453	SH		DEFINED 20	

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			-----	-----		
			5255	85577		
ISHARES TR	MID GRWTH INDX	464288307	14	182	SH	DEFINED 8
			-----	-----		
			14	182		
ISHARES TR	S&P GLO INFRAS	464288372	4	110	SH	DEFINED 20
			-----	-----		
			4	110		
ISHARES TR	S&P NATL MUN B	464288414	1743	17907	SH	DEFINED 20
			-----	-----		
			1743	17907		
ISHARES TR	HIGH YLD CORP	464288513	484	5898	SH	DEFINED 9
			2741	33429	SH	DEFINED 20
			-----	-----		
			3225	39327		
ISHARES TR	KLD 400 IDX FD	464288570	5	100	SH	DEFINED 9
			-----	-----		
			5	100		
ISHARES TR	MBS FIXED BDFD	464288588	143	1400	SH	DEFINED 20
			-----	-----		
			143	1400		
ISHARES TR	LEHMAN INTER G	464288612	2270	22707	SH	DEFINED 9
			1897	18977	SH	DEFINED 20
			-----	-----		
			4166	41684		
ISHARES TR	LEHMAN INTER C	464288638	28	300	SH	DEFINED 20
			-----	-----		
			28	300		

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	LEHMAN 1-3 YR	464288646	2609	26689	SH		DEFINED 9	
			29	300	SH		DEFINED 20	
			-----	-----				
			2638	26989				
ISHARES TR	LEHMAN 10-20YR	464288653	1013	9500	SH		DEFINED 9	

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			-----	-----		
			1013	9500		
ISHARES TR	LEHMAN 3-7 YR	464288661	27	250 SH	DEFINED	9
			-----	-----		
			27	250		
ISHARES TR	US PFD STK IDX	464288687	3515	123781 SH	DEFINED	9
			6489	228499 SH	DEFINED	20
			-----	-----		
			10005	352280		
ISHARES TR	S&G GL MATERIA	464288695	3	60 SH	DEFINED	20
			-----	-----		
			3	60		
ISHARES TR	DJ REGIONAL BK	464288778	3	100 SH	DEFINED	9
			21	650 SH	DEFINED	20
			-----	-----		
			24	750		
ISHARES TR	DJ INS INDX FD	464288786	8	236 SH	DEFINED	20
			-----	-----		
			8	236		
ISHARES TR	KLD SL SOC INX	464288802	23	450 SH	DEFINED	9
			15	300 SH	DEFINED	20
			-----	-----		
			38	750		
ISHARES TR	DJ MED DEVICES	464288810	2	29 SH	DEFINED	8
			-----	-----		
			2	29		
ISHARES TR	RSSL MCRCP IDX	464288869	269	6030 SH	DEFINED	20
			-----	-----		
			269	6030		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	MSCI VAL IDX	464288877	854	16929 SH			DEFINED	9
			25	500 SH			DEFINED	8
			-----	-----				
			879	17429				

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ISHARES TR	MSCI GRW IDX	464288885	892	15763	SH	DEFINED 9
			-----	-----		
			892	15763		
ISIS PHARMACEUTICALS INC	COM	464330109	3	175	SH	DEFINED 20
			-----	-----		
			3	175		
ITRON INC	COM	465741106	1299	14672	SH	DEFINED 9
			802	9058	SH	DEFINED 20
			-----	-----		
			2101	23730		
IVANHOE MINES LTD	COM	46579N103	24	4000	SH	DEFINED 9
			-----	-----		
			24	4000		
J & J SNACK FOODS CORP	COM	466032109	3	95	SH	DEFINED 9
			7	205	SH	DEFINED 20
			-----	-----		
			10	300		
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	20	1920	SH	DEFINED 9
			-----	-----		
			20	1920		
J CREW GROUP INC	COM	46612H402	0	13	SH	DEFINED 9
			2	62	SH	DEFINED 20
			-----	-----		
			2	75		
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	7	861	SH	DEFINED 9
			2	293	SH	DEFINED 20
			-----	-----		
			10	1154		
JPMORGAN & CHASE & CO	COM	46625H100	82434	1765189	SH	DEFINED 9
			40907	875960	SH	DEFINED 20
			97	2085	SH	DEFINED 8
			-----	-----		
			123439	2643234		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
J2 GLOBAL COMMUNICATIONS INC	COM NEW	46626E205	119	5080	SH		DEFINED 9	

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				7	280	SH	DEFINED	20
				-----	-----			
				125	5360			
JABIL CIRCUIT INC	COM	466313103		213	22296	SH	DEFINED	9
				57	6000	SH	DEFINED	20
				-----	-----			
				270	28296			
JACK IN THE BOX INC	COM	466367109		371	17578	SH	DEFINED	9
				62	2962	SH	DEFINED	20
				-----	-----			
				433	20540			
JACOBS ENGR GROUP INC DEL	COM	469814107		3972	73127	SH	DEFINED	9
				2312	42562	SH	DEFINED	20
				-----	-----			
				6283	115689			
JANUS CAP GROUP INC	COM	47102X105		60	2483	SH	DEFINED	9
				-----	-----			
				60	2483			
JARDEN CORP	COM	471109108		8	337	SH	DEFINED	9
				-----	-----			
				8	337			
JEFFERIES GROUP INC NEW	COM	472319102		313	13959	SH	DEFINED	9
				236	10519	SH	DEFINED	20
				-----	-----			
				548	24478			
JETBLUE AIRWAYS CORP	NOTE	3.500% 7 477143AB7		298	3000	SH	DEFINED	9
				-----	-----			
				298	3000			
JO-ANN STORES INC	COM	47758P307		196	9340	SH	DEFINED	9
				11	510	SH	DEFINED	20
				-----	-----			
				207	9850			
JOHN BEAN TECHNOLOGIES CORP	COM	477839104		6	476	SH	DEFINED	9
				2	186	SH	DEFINED	20
				-----	-----			
				8	662			

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VALUE SHARES/ SH/ PUT/ INVSTMT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA
JOHNSON & JOHNSON	COM	478160104	145409	2098862	SH			DEFINED	9
			70875	1023022	SH			DEFINED	20
			164	2365	SH			DEFINED	8
			216448	3124249					
JOHNSON CTLS INC	COM	478366107	10627	350374	SH			DEFINED	9
			6208	204684	SH			DEFINED	20
			16835	555058					
JONES APPAREL GROUP INC	COM	480074103	323	17458	SH			DEFINED	9
			111	5976	SH			DEFINED	20
			434	23434					
JONES LANG LASALLE INC	COM	48020Q107	421	9686	SH			DEFINED	9
			1	20	SH			DEFINED	20
			422	9706					
JOS A BANK CLOTHIERS INC	COM	480838101	45	1347	SH			DEFINED	9
			10	300	SH			DEFINED	20
			55	1647					
JOY GLOBAL INC	COM	481165108	3592	79566	SH			DEFINED	9
			2328	51581	SH			DEFINED	20
			5920	131147					
JUNIPER NETWORKS INC	COM	48203R104	409	19430	SH			DEFINED	9
			88	4169	SH			DEFINED	20
			497	23599					
KBR INC	COM	48242W106	139	9090	SH			DEFINED	9
			23	1499	SH			DEFINED	20
			162	10589					
KLA-TENCOR CORP	COM	482480100	533	16844	SH			DEFINED	9
			5	171	SH			DEFINED	20
			539	17015					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
KMG CHEMICALS INC	COM	482564101	7	1000	SH		DEFINED 9	
			7	1000				
K V PHARMACEUTICAL CO	CL A	482740206	7	310	SH		DEFINED 20	
			7	310				
KANSAS CITY SOUTHERN	COM NEW	485170302	456	10279	SH		DEFINED 9	
			31	704	SH		DEFINED 20	
			487	10983				
KAYNE ANDERSON ENRGY TTL RT	COM	48660P104	7	300	SH		DEFINED 9	
			7	300				
KB HOME	COM	48666K109	3	174	SH		DEFINED 9	
			3	174				
KELLOGG CO	COM	487836108	33161	591108	SH		DEFINED 9	
			16819	299798	SH		DEFINED 20	
			49980	890906				
KENDLE INTERNATIONAL INC	COM	48880L107	22	500	SH		DEFINED 9	
			22	500				
KENEXA CORP	COM	488879107	1	52	SH		DEFINED 9	
			1	52				
KENNAMETAL INC	COM	489170100	54	2000	SH		DEFINED 9	
			54	2000				
KENSEY NASH CORP	COM	490057106	31	1000	SH		DEFINED 20	
			31	1000				
KEYCORP NEW	COM	493267108	965	80805	SH		DEFINED 9	
			182	15249	SH		DEFINED 20	
			1147	96054				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
KFORCE INC	COM	493732101	204	20000	SH		DEFINED	20
			204	20000				
KIMBALL INTL INC	CL B	494274103	11	1000	SH		DEFINED	20
			11	1000				
KIMBERLY CLARK CORP	COM	494368103	27563	425090	SH		DEFINED	9
			2678	41296	SH		DEFINED	20
			30240	466386				
KIMCO REALTY CORP	COM	49446R109	1313	35533	SH		DEFINED	9
			97	2618	SH		DEFINED	20
			1409	38151				
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	129	2629	SH		DEFINED	9
			391	7939	SH		DEFINED	20
			520	10568				
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	1720	33062	SH		DEFINED	9
			2621	50375	SH		DEFINED	20
			21	400	SH		DEFINED	8
			4362	83837				
KINDRED HEALTHCARE INC	COM	494580103	256	9301	SH		DEFINED	9
			26	952	SH		DEFINED	20
			283	10253				
KINETIC CONCEPTS INC	COM NEW	49460W208	74	2575	SH		DEFINED	9
			3	100	SH		DEFINED	20
			76	2675				
KING PHARMACEUTICALS INC	COM	495582108	53	5485	SH		DEFINED	9
			14	1500	SH		DEFINED	20
			67	6985				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
KIRBY CORP	COM	497266106	15	400	SH		DEFINED 20	
			15	400				
KITE RLTY GROUP TR	COM	49803T102	675	61367	SH		DEFINED 20	
			675	61367				
KNOLL INC	COM NEW	498904200	126	8363	SH		DEFINED 9	
			315	20803	SH		DEFINED 20	
			441	29166				
KOHL'S CORP	COM	500255104	1011	21948	SH		DEFINED 9	
			836	18137	SH		DEFINED 20	
			5	100	SH		DEFINED 8	
			1852	40185				
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	385	14135	SH		DEFINED 9	
			15	554	SH		DEFINED 20	
			400	14689				
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	1	100	SH		DEFINED 20	
			1	100				
KOREA FD	COM	500634100	89	5762	SH		DEFINED 9	
			89	5760	SH		DEFINED 20	
			178	11522				
KORN FERRY INTL	COM NEW	500643200	84	4687	SH		DEFINED 9	
			200	11225	SH		DEFINED 20	
			284	15912				
KOSS CORP	COM	500692108	8	500	SH		DEFINED 20	
			8	500				
KRAFT FOODS INC	CL A	50075N104	27588	842389	SH		DEFINED 9	
			13639	416446	SH		DEFINED 20	
			41227	1258835				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
KROGER CO	COM	501044101	7220	262733	SH		DEFINED 9	
			5180	188504	SH		DEFINED 20	
			-----	-----				
			12400	451237				
KRONOS WORLDWIDE INC	COM	50105F105	1	51	SH		DEFINED 9	
			-----	-----				
			1	51				
KUBOTA CORP	ADR	501173207	121	3865	SH		DEFINED 9	
			70	2214	SH		DEFINED 20	
			-----	-----				
			191	6079				
KULICKE & SOFFA INDS INC	COM	501242101	2	500	SH		DEFINED 20	
			-----	-----				
			2	500				
KYOCERA CORP	ADR	501556203	54	715	SH		DEFINED 9	
			840	11031	SH		DEFINED 20	
			5	69	SH		DEFINED 8	
			-----	-----				
			900	11815				
LCA-VISION INC	COM PAR \$.001	501803308	35	7500	SH		DEFINED 9	
			2	348	SH		DEFINED 20	
			-----	-----				
			36	7848				
LKQ CORP	COM	501889208	1069	62970	SH		DEFINED 9	
			281	16545	SH		DEFINED 20	
			-----	-----				
			1349	79515				
LL & E RTY TR	UNIT BEN INT	502003106	1	500	SH		DEFINED 9	
			9	5047	SH		DEFINED 20	
			-----	-----				
			10	5547				
LSI INDS INC	COM	50216C108	44	5303	SH		DEFINED 9	
			-----	-----				
			44	5303				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
LSI CORPORATION	COM	502161102	62	11635	SH		DEFINED 9	
			2	283	SH		DEFINED 20	
			64	11918				
LTC PPTYS INC	COM	502175102	11	385	SH		DEFINED 20	
			11	385				
L-3 COMMUNICATIONS CORP	DEBT 3.000% 8	502413AW7	327	3000	SH		DEFINED 9	
			327	3000				
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	18904	192268	SH		DEFINED 9	
			4238	43106	SH		DEFINED 20	
			3	32	SH		DEFINED 8	
			23145	235406				
LA Z BOY INC	COM	505336107	205	21951	SH		DEFINED 9	
			2041	218977	SH		DEFINED 20	
			2245	240928				
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	12783	183928	SH		DEFINED 9	
			8556	123101	SH		DEFINED 20	
			2	27	SH		DEFINED 8	
			21340	307056				
LACLEDE GROUP INC	COM	505597104	115	2380	SH		DEFINED 9	
			115	2380				
LAKELAND FINL CORP	COM	511656100	393	17912	SH		DEFINED 9	
			564	25665	SH		DEFINED 20	
			957	43577				
LAM RESEARCH CORP	COM	512807108	3	100	SH		DEFINED 9	
			50	1579	SH		DEFINED 20	
			53	1679				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
LANCE INC	COM	514606102	165 310 ----- 474	7262 SH 13646 SH ----- 20908			DEFINED 9 DEFINED 20	
LANDEC CORP	COM	514766104	22 19 ----- 41	2714 SH 2328 SH ----- 5042			DEFINED 9 DEFINED 20	
LANDAMERICA FINL GROUP INC	COM	514936103	55 136 ----- 191	2255 SH 5614 SH ----- 7869			DEFINED 9 DEFINED 20	
LAS VEGAS SANDS CORP	COM	517834107	19 ----- 19	523 SH ----- 523			DEFINED 9	
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	195 20 ----- 215	8368 SH 850 SH ----- 9218			DEFINED 9 DEFINED 20	
LATIN AMERN DISCOVERY FD INC	COM	51828C106	11 ----- 11	644 SH ----- 644			DEFINED 9	
LAUDER ESTEE COS INC	CL A	518439104	2319 266 ----- 2585	46455 SH 5338 SH ----- 51793			DEFINED 9 DEFINED 20	
LAWSON SOFTWARE INC NEW	COM	52078P102	0 ----- 0	35 SH ----- 35			DEFINED 20	
LAYNE CHRISTENSEN CO	COM	521050104	364 522 ----- 887	10286 SH 14747 SH ----- 25033			DEFINED 9 DEFINED 20	
LAZARE KAPLAN INTL INC	COM	521078105	28 ----- 28	3600 SH ----- 3600			DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVTMT	MA
LEAP WIRELESS INTL INC	COM NEW	521863308	21	552	SH	DEFINED	9	
			16	425	SH	DEFINED	20	
			37	977				
LEAR CORP	COM	521865105	0	37	SH	DEFINED	20	
				37				
LEGGETT & PLATT INC	COM	524660107	149	6832	SH	DEFINED	9	
			31	1400	SH	DEFINED	20	
			179	8232				
LEGG MASON INC	COM	524901105	709	18620	SH	DEFINED	9	
			433	11384	SH	DEFINED	20	
			1142	30004				
LEHMAN BROS HLDGS INC	COM	524908100	1	5719	SH	DEFINED	9	
			1	6822	SH	DEFINED	20	
			3	12541				
LENDER PROCESSING SVCS INC	COM	52602E102	86	2828	SH	DEFINED	9	
			238	7800	SH	DEFINED	20	
			324	10628				
LENNAR CORP	CL A	526057104	32	2114	SH	DEFINED	9	
			32	2114				
LENNAR CORP	CL B	526057302	2	180	SH	DEFINED	9	
			2	180				
LENNOX INTL INC	COM	526107107	20	609	SH	DEFINED	9	
			27	800	SH	DEFINED	20	
			47	1409				
LEUCADIA NATL CORP	COM	527288104	109	2406	SH	DEFINED	9	

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22 488 SH DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1	500	SH		DEFINED 9	
			56	20611	SH		DEFINED 20	
			57	21111				
LEXMARK INTL NEW	CL A	529771107	21	635	SH		DEFINED 9	
			33	1013	SH		DEFINED 20	
			54	1648				
LIBERTY ALL STAR EQUITY FD	SH BEN INT	530158104	9	2000	SH		DEFINED 20	
			9	2000				
LIBERTY GLOBAL INC	COM SER A	530555101	182	6017	SH		DEFINED 9	
			3	95	SH		DEFINED 20	
			185	6112				
LIBERTY GLOBAL INC	COM SER C	530555309	71	2544	SH		DEFINED 9	
			2	66	SH		DEFINED 20	
			73	2610				
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	6	475	SH		DEFINED 9	
			6	475				
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	47	1900	SH		DEFINED 9	
			47	1900				
LIBERTY PPTY TR	SH BEN INT	531172104	31	825	SH		DEFINED 9	
			31	825				
LIFEPOINT HOSPITALS INC	COM	53219L109	1	44	SH		DEFINED 9	
			91	2819	SH		DEFINED 20	

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LIGAND PHARMACEUTICALS INC	CL B	53220K207	1	500 SH	DEFINED 20
			-----	-----	
			1	500	

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-----	-----	-----	-----	-----	-----	-----	-----	-----
LIFETIME BRANDS INC	COM	53222Q103	1	80 SH			DEFINED 9	
			-----	-----				
			1	80				
LILLY ELI & CO	COM	532457108	10027	227720 SH			DEFINED 9	
			9484	215401 SH			DEFINED 20	
			15	338 SH			DEFINED 8	
			-----	-----				
			19526	443459				
LIMELIGHT NETWORKS INC	COM	53261M104	8	3000 SH			DEFINED 9	
			-----	-----				
			8	3000				
LIMITED BRANDS INC	COM	532716107	657	37924 SH			DEFINED 9	
			28	1600 SH			DEFINED 20	
			-----	-----				
			685	39524				
LINCARE HLDGS INC	COM	532791100	171	5669 SH			DEFINED 9	
			82	2709 SH			DEFINED 20	
			-----	-----				
			252	8378				
LINCOLN ELEC HLDGS INC	COM	533900106	32	490 SH			DEFINED 9	
			436	6776 SH			DEFINED 20	
			-----	-----				
			467	7266				
LINCOLN NATL CORP IND	COM	534187109	2010	46942 SH			DEFINED 9	
			2257	52711 SH			DEFINED 20	
			-----	-----				
			4266	99653				
LINEAR TECHNOLOGY CORP	COM	535678106	761	24809 SH			DEFINED 9	
			108	3515 SH			DEFINED 20	
			-----	-----				

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LIONS GATE ENTMNT CORP	COM NEW	535919203	1	100 SH	DEFINED 9
			-----	-----	
			1	100	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
LIVE NATION INC	COM	538034109	105	6452 SH			DEFINED 9	
			1	46 SH			DEFINED 20	
			-----	-----				
			106	6498				
LIZ CLAIBORNE INC	COM	539320101	734	44700 SH			DEFINED 9	
			12	720 SH			DEFINED 20	
			1	51 SH			DEFINED 8	
			-----	-----				
			747	45471				
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	208	12410 SH			DEFINED 9	
			72	4280 SH			DEFINED 20	
			-----	-----				
			279	16690				
LOCKHEED MARTIN CORP	COM	539830109	1613	14711 SH			DEFINED 9	
			6899	62906 SH			DEFINED 20	
			-----	-----				
			8512	77617				
LODGIAN INC	COM PAR \$.01	54021P403	15	1900 SH			DEFINED 20	
			-----	-----				
			15	1900				
LOEWS CORP	COM	540424108	866	21933 SH			DEFINED 9	
			4	97 SH			DEFINED 20	
			7	165 SH			DEFINED 8	
			-----	-----				
			876	22195				
LONGS DRUG STORES CORP	COM	543162101	8	100 SH			DEFINED 9	
			-----	-----				
			8	100				
LORILLARD INC	COM	544147101	83	1168 SH			DEFINED 9	
			6	81 SH			DEFINED 20	

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			89	1249		
LOUISIANA PAC CORP	COM	546347105	21	2300	SH	DEFINED 20
			21	2300		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
LOWES COS INC	COM	548661107	16524	697520	SH		DEFINED 9	
			3115	131477	SH		DEFINED 20	
			19639	828997				
LUBRIZOL CORP	COM	549271104	1785	41385	SH		DEFINED 9	
			374	8661	SH		DEFINED 20	
			2159	50046				
M & T BK CORP	COM	55261F104	123	1374	SH		DEFINED 9	
			123	1374				
MBIA INC	COM	55262C100	15	1226	SH		DEFINED 9	
			15	1226				
MBIA CAP CLAYMORE MNG DUR IN	COM	55266X100	133	13332	SH		DEFINED 20	
			133	13332				
M D C HLDGS INC	COM	552676108	2	45	SH		DEFINED 20	
			2	45				
MDU RES GROUP INC	COM	552690109	2709	93423	SH		DEFINED 9	
			446	15380	SH		DEFINED 20	
			3155	108803				
MEMC ELECTR MATLS INC	COM	552715104	112	3950	SH		DEFINED 9	
			54	1903	SH		DEFINED 20	
			165	5853				

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MFS CHARTER INCOME TR	SH BEN INT	552727109	85	11602	SH	DEFINED 9
			7	1000	SH	DEFINED 20
			-----	-----		
			93	12602		
MFS INTER INCOME TR	SH BEN INT	55273C107	89	15000	SH	DEFINED 9
			33	5500	SH	DEFINED 20
			-----	-----		
			121	20500		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
MFS MULTIMARKET INCOME TR	SH BEN INT	552737108	26	5132	SH	DEFINED 9	
			-----	-----			
			26	5132			
MGE ENERGY INC	COM	55277P104	10	272	SH	DEFINED 20	
			-----	-----			
			10	272			
MGIC INVT CORP WIS	COM	552848103	61	8748	SH	DEFINED 9	
			-----	-----			
			61	8748			
MFS GOVT MKTS INCOME TR	SH BEN INT	552939100	21	3414	SH	DEFINED 9	
			-----	-----			
			21	3414			
MGM MIRAGE	COM	552953101	57	1985	SH	DEFINED 9	
			150	5274	SH	DEFINED 20	
			-----	-----			
			207	7259			
MI DEVS INC	CL A SUB VTG	55304X104	10	558	SH	DEFINED 20	
			-----	-----			
			10	558			
MSC INDL DIRECT INC	CL A	553530106	178	3855	SH	DEFINED 9	
			7	150	SH	DEFINED 20	
			-----	-----			
			185	4005			
MSC SOFTWARE CORP	COM	553531104	11	1000	SH	DEFINED 20	
			-----	-----			
			11	1000			

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MTS SYS CORP	COM	553777103	1	33	SH	DEFINED 9
			-----	-----		
			1	33		
MWI VETERINARY SUPPLY INC	COM	55402X105	216	5490	SH	DEFINED 9
			93	2367	SH	DEFINED 20
			-----	-----		
			309	7857		
MACATAWA BK CORP	COM	554225102	91	13062	SH	DEFINED 20
			-----	-----		
			91	13062		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----
MACERICH CO	COM	554382101	32	499	SH	DEFINED 9	
			75	1178	SH	DEFINED 20	
			-----	-----			
			107	1677			
MACK CALI RLTY CORP	COM	554489104	17	495	SH	DEFINED 9	
			-----	-----			
			17	495			
MACQUARIE FT TR GB INF UT DI	COM	55607W100	26	1838	SH	DEFINED 20	
			-----	-----			
			26	1838			
MACQUARIE INFRASTR CO LLC	MEMBERSHIP INT	55608B105	20	1525	SH	DEFINED 9	
			-----	-----			
			20	1525			
MACYS INC	COM	55616P104	552	30720	SH	DEFINED 9	
			100	5547	SH	DEFINED 20	
			-----	-----			
			652	36267			
MAGELLAN MIDSTREAM HLDGS LP	COM LP INTS	55907R108	10	600	SH	DEFINED 9	
			-----	-----			
			10	600			
MAGELLAN MIDSTREAM PRNRS LP	COM UNIT RP LP	559080106	117	3600	SH	DEFINED 9	
			-----	-----			
			117	3600			

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MAGNA INTL INC	CL A	559222401	18	344 SH	DEFINED 9
			196	3825 SH	DEFINED 20
			-----	-----	
			213	4169	
MAIDENFORM BRANDS INC	COM	560305104	5	350 SH	DEFINED 20
			-----	-----	
			5	350	
MAINSOURCE FINANCIAL GP INC	COM	56062Y102	228	11614 SH	DEFINED 9
			23	1190 SH	DEFINED 20
			-----	-----	
			251	12804	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
MALAYSIA FD INC	COM	560905101	67	10000 SH		DEFINED 9	
			-----	-----			
			67	10000			
MANAGED HIGH YIELD PLUS FD I	COM	561911108	6	2678 SH		DEFINED 20	
			-----	-----			
			6	2678			
MANHATTAN ASSOCS INC	COM	562750109	28	1250 SH		DEFINED 9	
			24	1072 SH		DEFINED 20	
			-----	-----			
			52	2322			
MANITOWOC INC	COM	563571108	16	1035 SH		DEFINED 9	
			74	4783 SH		DEFINED 20	
			-----	-----			
			90	5818			
MANPOWER INC	COM	56418H100	1482	34330 SH		DEFINED 9	
			374	8659 SH		DEFINED 20	
			-----	-----			
			1855	42989			
MANULIFE FINL CORP	COM	56501R106	4218	114972 SH		DEFINED 9	
			1914	52175 SH		DEFINED 20	
			-----	-----			
			6133	167147			

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MARATHON OIL CORP	COM	565849106	22299 14941 27	559285 SH 374747 SH 665 SH	DEFINED 9 DEFINED 20 DEFINED 8
			----- 37266	----- 934697	
MARINE PETE TR	UNIT BEN INT	568423107	2	100 SH	DEFINED 20
			----- 2	----- 100	
MARINER ENERGY INC	COM	56845T305	239 338	11662 SH 16464 SH	DEFINED 9 DEFINED 20
			----- 577	----- 28126	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
MARTEL CORP	COM	570535104	121 413	343 SH 1175 SH			DEFINED 9 DEFINED 20	
			----- 534	----- 1518				
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	3 17	100 SH 500 SH			DEFINED 9 DEFINED 20	
			----- 20	----- 600				
MARKET VECTORS ETF TR	GBL ALTER ENRG	57060U407	8	200 SH			DEFINED 9	
			----- 8	----- 200				
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	3	103 SH			DEFINED 20	
			----- 3	----- 103				
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	7 20	200 SH 530 SH			DEFINED 9 DEFINED 20	
			----- 27	----- 730				
MARKET VECTORS ETF TR	COAL ETF	57060U837	28	950 SH			DEFINED 20	
			----- 28	----- 950				
MARSH & MCLENNAN COS INC	COM	571748102	898	28279 SH			DEFINED 9	

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			98	3100	SH	DEFINED	20
			-----	-----			
			997	31379			
MARSHALL & ILSLEY CORP NEW	COM	571837103	1868	92701	SH	DEFINED	9
			1499	74405	SH	DEFINED	20
			-----	-----			
			3367	167106			
MARRIOTT INTL INC NEW	CL A	571903202	10082	386414	SH	DEFINED	9
			6985	267740	SH	DEFINED	20
			-----	-----			
			17067	654154			
MARTEN TRANS LTD	COM	573075108	183	9391	SH	DEFINED	9
			19	958	SH	DEFINED	20
			-----	-----			
			202	10349			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MARTHA STEWART LIVING OMNIME	CL A	573083102	3	299	SH		DEFINED	20
			-----	-----				
			3	299				
MARTIN MARIETTA MATLS INC	COM	573284106	976	8712	SH		DEFINED	9
			298	2657	SH		DEFINED	20
			-----	-----				
			1273	11369				
MARVEL ENTERTAINMENT INC	COM	57383T103	9	275	SH		DEFINED	9
			39	1140	SH		DEFINED	20
			-----	-----				
			48	1415				
MASCO CORP	COM	574599106	330	18386	SH		DEFINED	9
			198	11044	SH		DEFINED	20
			-----	-----				
			528	29430				
MASIMO CORP	COM	574795100	531	14271	SH		DEFINED	9
			92	2475	SH		DEFINED	20
			-----	-----				
			623	16746				

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MASSEY ENERGY CORP	COM	576206106	31 4	861 100	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			34	961		
MASTERCARD INC	CL A	57636Q104	190 46 4	1069 261 23	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			240	1353		
MATSUSHITA ELEC INDL	ADR	576879209	96 638 4	5533 36806 221	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			738	42560		
MATTEL INC	COM	577081102	2886 1476	159951 81833	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			4362	241784		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MAXWELL TECHNOLOGIES INC	COM	577767106	40	3000	SH		DEFINED 9	
			-----	-----				
			40	3000				
MAXXAM INC	COM	577913106	7	500	SH		DEFINED 20	
			-----	-----				
			7	500				
MAXIMUS INC	COM	577933104	55 47	1494 1272	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			102	2766				
MBT FINL CORP	COM	578877102	2 755	500 162364	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			757	162864				
MCAFEE INC	COM	579064106	50	1487	SH		DEFINED 9	
			-----	-----				
			50	1487				

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MCCORMICK & CO INC	COM NON VTG	579780206	1767	45968	SH	DEFINED 9
			42	1098	SH	DEFINED 20
			-----	-----		
			1810	47066		
MCDERMOTT INTL INC	COM	580037109	375	14678	SH	DEFINED 9
			115	4489	SH	DEFINED 20
			3	108	SH	DEFINED 8
			-----	-----		
			492	19275		
MCDONALDS CORP	COM	580135101	50584	819832	SH	DEFINED 9
			27722	449298	SH	DEFINED 20
			137	2219	SH	DEFINED 8
			-----	-----		
			78442	1271349		
MCG CAPITAL CORP	COM	58047P107	2	850	SH	DEFINED 9
			7	2600	SH	DEFINED 20
			-----	-----		
			9	3450		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
MCGRAW HILL COS INC	COM	580645109	7063	223445	SH	DEFINED 9	
			1487	47029	SH	DEFINED 20	
			-----	-----			
			8550	270474			
MCKESSON CORP	COM	58155Q103	601	11164	SH	DEFINED 9	
			447	8301	SH	DEFINED 20	
			-----	-----			
			1047	19465			
MEADWESTVACO CORP	COM	583334107	423	18140	SH	DEFINED 9	
			1	34	SH	DEFINED 20	
			-----	-----			
			424	18174			
MECHEL OAO	SPONSORED ADR	583840103	25	1418	SH	DEFINED 9	
			4	234	SH	DEFINED 20	
			-----	-----			
			30	1652			

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MEDCATH CORP	COM	58404W109	4	220	SH	DEFINED 9
			-----	-----		
			4	220		
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	8773	194961	SH	DEFINED 9
			7864	174747	SH	DEFINED 20
			-----	-----		
			16637	369708		
MEDICAL ACTION INDS INC	COM	58449L100	10	750	SH	DEFINED 9
			-----	-----		
			10	750		
MEDICAL PPTYS TRUST INC	COM	58463J304	1	101	SH	DEFINED 9
			-----	-----		
			1	101		
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690309	25	1646	SH	DEFINED 9
			21	1410	SH	DEFINED 20
			-----	-----		
			46	3056		
MEDTOX SCIENTIFIC INC	COM NEW	584977201	10	843	SH	DEFINED 9
			9	718	SH	DEFINED 20
			-----	-----		
			19	1561		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MEDTRONIC INC	NOTE 1.500% 4	585055AL0	597	6000	SH		DEFINED 9	
			-----	-----				
			597	6000				
MEDTRONIC INC	COM	585055106	39388	786193	SH		DEFINED 9	
			17776	354804	SH		DEFINED 20	
			27	540	SH		DEFINED 8	
			-----	-----				
			57191	1141537				
MENS WEARHOUSE INC	COM	587118100	4	170	SH		DEFINED 20	
			-----	-----				
			4	170				
MENTOR CORP MINN	COM	587188103	236	9884	SH		DEFINED 9	
			336	14075	SH		DEFINED 20	

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			-----	-----		
			572	23959		
MERCANTILE BANK CORP	COM	587376104	3	346	SH	DEFINED 20
			-----	-----		
			3	346		
MERCK & CO INC	COM	589331107	16903	535594	SH	DEFINED 9
			8375	265365	SH	DEFINED 20
			32	1000	SH	DEFINED 8
			-----	-----		
			25310	801959		
MERCURY GENL CORP NEW	COM	589400100	15	275	SH	DEFINED 9
			-----	-----		
			15	275		
MEREDITH CORP	COM	589433101	91	3247	SH	DEFINED 9
			7	264	SH	DEFINED 20
			-----	-----		
			98	3511		
MERIDIAN BIOSCIENCE INC	COM	589584101	144	4956	SH	DEFINED 9
			-----	-----		
			144	4956		
MERIT MED SYS INC	COM	589889104	311	16558	SH	DEFINED 9
			445	23717	SH	DEFINED 20
			-----	-----		
			756	40275		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
MERRILL LYNCH & CO INC	COM	590188108	562	22233	SH		DEFINED 9	
			1233	48738	SH		DEFINED 20	
			9	355	SH		DEFINED 8	
			-----	-----				
			1805	71326				
MESABI TR	CTF BEN INT	590672101	6	300	SH		DEFINED 20	
			-----	-----				
			6	300				
METAVANTE TECHNOLOGIES INC	COM	591407101	37	1905	SH		DEFINED 9	
			166	8607	SH		DEFINED 20	

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			-----	-----		
			202	10512		
METHANEX CORP	COM	59151K108	3	175 SH	DEFINED	20
			-----	-----		
			3	175		
METLIFE INC	COM	59156R108	20529	366598 SH	DEFINED	9
			11044	197217 SH	DEFINED	20
			13	229 SH	DEFINED	8
			-----	-----		
			31586	564044		
METLIFE INC	UNIT 02/15/201	59156R702	4	330 SH	DEFINED	9
			-----	-----		
			4	330		
METTLER TOLEDO INTERNATIONAL	COM	592688105	1548	15798 SH	DEFINED	9
			595	6067 SH	DEFINED	20
			-----	-----		
			2143	21865		
MEXICO FD INC	COM	592835102	69	2741 SH	DEFINED	9
			-----	-----		
			69	2741		
MFS INVT GRADE MUN TR	SH BEN INT	59318B108	38	5000 SH	DEFINED	9
			3	393 SH	DEFINED	20
			-----	-----		
			41	5393		
MFS HIGH YIELD MUN TR	SH BEN INT	59318E102	8	2000 SH	DEFINED	9
			-----	-----		
			8	2000		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MFS INTERMARKET INCOME TRUST	SH BEN INT	59318R103	5	800 SH			DEFINED	9
			-----	-----				
			5	800				
MFS INTERMEDIATE HIGH INC FD	SH BEN INT	59318T109	22	11000 SH			DEFINED	9
			-----	-----				
			22	11000				

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MICROS SYS INC	COM	594901100	258 56	9664 2086	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			313	11750		
MICROSOFT CORP	COM	594918104	64950 32855 57	2433486 1230985 2118	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			97861	3666589		
MICROCHIP TECHNOLOGY INC	COM	595017104	32394 11090	1100716 376823	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			43484	1477539		
MICRON TECHNOLOGY INC	COM	595112103	71 12 1	17575 2982 181	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			84	20738		
MID-AMER APT CMNTYS INC	COM	59522J103	4 16	80 330	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			20	410		
MIDCAP SPDR TR	UNIT SER 1	595635103	2155 1077	16350 8169	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			3232	24519		
MIDDLEBY CORP	COM	596278101	7	134	SH	DEFINED 9
			-----	-----		
			7	134		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
MIDWEST BANC HOLDINGS INC	COM	598251106	23	5688	SH		DEFINED 20	
			-----	-----				
			23	5688				
MILLER HERMAN INC	COM	600544100	5 254	200 10370	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				

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				259	10570		
MILLIPORE CORP	NOTE 3.750% 6	601073AD1	284	3000	SH	DEFINED	9
			-----	-----			
			284	3000			
MILLIPORE CORP	COM	601073109	73	1067	SH	DEFINED	9
			-----	-----			
			73	1067			
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	7	208	SH	DEFINED	20
			-----	-----			
			7	208			
MINE SAFETY APPLIANCES CO	COM	602720104	12	325	SH	DEFINED	9
			-----	-----			
			12	325			
MIRANT CORP NEW	COM	60467R100	22	1195	SH	DEFINED	9
			-----	-----			
			19	1035	SH	DEFINED	20
			-----	-----			
			41	2230			
MIRANT CORP NEW	*W EXP 01/03/2	60467R118	0	34	SH	DEFINED	9
			-----	-----			
			0	28	SH	DEFINED	20
				62			
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	519	59409	SH	DEFINED	9
			-----	-----			
			391	44707	SH	DEFINED	20
			-----	-----			
			910	104116			
MITSUI & CO LTD	ADR	606827202	37	149	SH	DEFINED	9
			-----	-----			
			573	2336	SH	DEFINED	20
			-----	-----			
			4	15	SH	DEFINED	8
			-----	-----			
			613	2500			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
MOBILE MINI INC	COM	60740F105	27	1380	SH		DEFINED	9
			-----	-----				
			20	1056	SH		DEFINED	20
			-----	-----				
			47	2436				

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MOHAWK INDS INC	COM	608190104	27	400 SH	DEFINED 20
			-----	-----	
			27	400	
MOLINA HEALTHCARE INC	COM	60855R100	232	7485 SH	DEFINED 9
			24	764 SH	DEFINED 20
			-----	-----	
			256	8249	
MOLEX INC	COM	608554101	7	321 SH	DEFINED 9
			-----	-----	
			7	321	
MOLSON COORS BREWING CO	NOTE 2.500% 7	60871RAA8	757	7000 SH	DEFINED 9
			-----	-----	
			757	7000	
MOLSON COORS BREWING CO	CL B	60871R209	1790	38293 SH	DEFINED 9
			3721	79592 SH	DEFINED 20
			14	295 SH	DEFINED 8
			-----	-----	
			5525	118180	
MONACO COACH CORP	COM	60886R103	2	1000 SH	DEFINED 9
			-----	-----	
			2	1000	
MONEYGRAM INTL INC	COM	60935Y109	4	2500 SH	DEFINED 20
			-----	-----	
			4	2500	
MONRO MUFFLER BRAKE INC	COM	610236101	202	8768 SH	DEFINED 9
			21	890 SH	DEFINED 20
			-----	-----	
			223	9658	
MONSANTO CO NEW	COM	61166W101	6887	69580 SH	DEFINED 9
			10619	107288 SH	DEFINED 20
			8	85 SH	DEFINED 8
			-----	-----	
			17515	176953	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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MONSTER WORLDWIDE INC	COM	611742107	28	1894	SH	DEFINED 9
			-----	-----		
			28	1894		
MONTGOMERY STR INCOME SECS I	COM	614115103	38	3000	SH	DEFINED 9
			-----	-----		
			38	3000		
MOODYS CORP	COM	615369105	897	26373	SH	DEFINED 9
			4737	139326	SH	DEFINED 20
			2	55	SH	DEFINED 8
			-----	-----		
			5636	165754		
MORGAN STANLEY EMER MKTS FD	COM	61744G107	7	566	SH	DEFINED 9
			-----	-----		
			7	566		
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	11	812	SH	DEFINED 9
			10	767	SH	DEFINED 20
			-----	-----		
			21	1579		
MORGAN STANLEY	COM NEW	617446448	922	40103	SH	DEFINED 9
			2907	126372	SH	DEFINED 20
			-----	-----		
			3829	166475		
MORGAN STANLEY INDIA INVS FD	COM	61745C105	53	2683	SH	DEFINED 9
			-----	-----		
			53	2683		
MORGAN STANLEY	MUN PREM INCOM	61745P429	25	3890	SH	DEFINED 9
			1	120	SH	DEFINED 20
			-----	-----		
			25	4010		
MORGAN STANLEY	MUN INCOME III	61745P437	24	3515	SH	DEFINED 20
			-----	-----		
			24	3515		
MORGAN STANLEY	MUN INC OPP II	61745P445	27	4034	SH	DEFINED 9
			-----	-----		
			27	4034		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
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MORGAN STANLEY	MUN INCM OPPTN	61745P452	0	60	SH	DEFINED 9
			-----	60		
MORGAN STANLEY	QULTY MUN SECS	61745P585	21	2028	SH	DEFINED 20
			-----	2028		
MORGAN STANLEY	QUALT MUN INCM	61745P734	37	3830	SH	DEFINED 20
			-----	3830		
MORGAN STANLEY	INSD MUN INCM	61745P791	21	1900	SH	DEFINED 9
			55	5000	SH	DEFINED 20
			-----	6900		
MOSAIC CO	COM	61945A107	509	7490	SH	DEFINED 9
			296	4348	SH	DEFINED 20
			-----	11838		
MOTOROLA INC	COM	620076109	943	132008	SH	DEFINED 9
			1123	157279	SH	DEFINED 20
			-----	289287		
MURPHY OIL CORP	COM	626717102	589	9187	SH	DEFINED 9
			118	1837	SH	DEFINED 20
			-----	11024		
MYLAN INC	COM	628530107	314	27469	SH	DEFINED 9
			18	1549	SH	DEFINED 20
			-----	29018		
NBTY INC	COM	628782104	29	994	SH	DEFINED 20
			-----	994		
NCI BUILDING SYS INC	COM	628852105	288	9084	SH	DEFINED 9
			421	13263	SH	DEFINED 20
			-----	22347		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NCR CORP NEW	COM	62886E108	516 328 ----- 844	23406 14879 ----- 38285	SH SH		DEFINED 9 DEFINED 20	
NII HLDGS INC	CL B NEW	62913F201	830 111 8 ----- 949	21890 2919 216 ----- 25025	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
NRG ENERGY INC	COM NEW	629377508	646 31 ----- 677	26086 1251 ----- 27337	SH SH		DEFINED 9 DEFINED 20	
NTN BUZZTIME INC	COM NEW	629410309	0 ----- 1040	1040 ----- 1040	SH		DEFINED 9	
NTT DOCOMO INC	SPONS ADR	62942M201	2 ----- 2	104 ----- 104	SH		DEFINED 9	
NTS RLTY HLDGS LTD PARTNERSH	PARTSHIP UNITS	629422106	8 ----- 8	1586 ----- 1586	SH		DEFINED 9	
NYSE EURONEXT	COM	629491101	90 84 ----- 174	2293 2150 ----- 4443	SH SH		DEFINED 9 DEFINED 20	
NALCO HOLDING COMPANY	COM	62985Q101	36 ----- 36	1936 ----- 1936	SH		DEFINED 9	
NAM TAI ELECTRS INC	COM PAR \$0.02	629865205	7 ----- 7	800 ----- 800	SH		DEFINED 9	
NAPCO SEC SYS INC	COM	630402105	5 4 ----- 8	1559 1340 ----- 2899	SH SH		DEFINED 9 DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NASDAQ OMX GROUP INC	COM	631103108	9978	326398	SH		DEFINED 9	
			2455	80315	SH		DEFINED 20	
			12433	406713				
NATIONAL COAL CORP	COM NEW	632381208	37	7000	SH		DEFINED 20	
			37	7000				
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	2	260	SH		DEFINED 9	
			4	428	SH		DEFINED 20	
			6	688				
NATIONAL CITY CORP	COM	635405103	240	137100	SH		DEFINED 9	
			259	147830	SH		DEFINED 20	
			1	457	SH		DEFINED 8	
			499	285387				
NATIONAL FUEL GAS CO N J	COM	636180101	247	5858	SH		DEFINED 9	
			79	1880	SH		DEFINED 20	
			326	7738				
NATIONAL GRID PLC	SPON ADR NEW	636274300	425	6616	SH		DEFINED 9	
			313	4873	SH		DEFINED 20	
			738	11489				
NATIONAL HEALTH INVS INC	COM	63633D104	31	900	SH		DEFINED 9	
			31	900				
NATIONAL INSTRS CORP	COM	636518102	69	2298	SH		DEFINED 9	
			59	1954	SH		DEFINED 20	
			128	4252				
NATIONAL OILWELL VARCO INC	COM	637071101	4486	89311	SH		DEFINED 9	
			3764	74937	SH		DEFINED 20	
			12	236	SH		DEFINED 8	
			8262	164484				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NATIONAL RETAIL PROPERTIES I	COM	637417106	279	11640	SH		DEFINED	20
			279	11640				
NATIONAL SEMICONDUCTOR CORP	COM	637640103	72	4209	SH		DEFINED	9
			3	164	SH		DEFINED	20
			3	148	SH		DEFINED	8
			78	4521				
NATIONAL WESTN LIFE INS CO	CL A	638522102	24	100	SH		DEFINED	9
			24	100				
NATIONWIDE FINL SVCS INC	CL A	638612101	504	10223	SH		DEFINED	9
			1	22	SH		DEFINED	20
			505	10245				
NATIONWIDE HEALTH PPTYS INC	COM	638620104	392	10901	SH		DEFINED	9
			392	10901				
NAVIGATORS GROUP INC	COM	638904102	500	8622	SH		DEFINED	9
			728	12545	SH		DEFINED	20
			1228	21167				
NATURAL RESOURCE PARTNERS L	COM UNIT L P	63900P103	168	6650	SH		DEFINED	20
			168	6650				
NAVISTAR INTL CORP NEW	COM	63934E108	4	70	SH		DEFINED	9
			4	70				
NAVIGANT CONSULTING INC	COM	63935N107	57	2850	SH		DEFINED	9
			57	2850				
NEENAH PAPER INC	COM	640079109	4	181	SH		DEFINED	9
			4	181				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NEKTAR THERAPEUTICS	COM	640268108	18	5000	SH		DEFINED 9	
			18	5000				
NEOGEN CORP	COM	640491106	51	1813	SH		DEFINED 9	
			255	9052	SH		DEFINED 20	
			306	10865				
NEOPHARM INC	COM	640919106	0	379	SH		DEFINED 20	
				379				
NETAPP INC	COM	64110D104	313	17152	SH		DEFINED 9	
			81	4449	SH		DEFINED 20	
			394	21601				
NETGEAR INC	COM	64111Q104	2	153	SH		DEFINED 9	
			5	315	SH		DEFINED 20	
			7	468				
NEUBERGER BERMAN INTER MUNI	COM	64124P101	41	3585	SH		DEFINED 20	
			41	3585				
NEUSTAR INC	CL A	64126X201	16	814	SH		DEFINED 9	
			16	814				
NEW JERSEY RES	COM	646025106	94	2619	SH		DEFINED 9	
			94	2619				
NEW YORK CMNTY BANCORP INC	COM	649445103	1022	60849	SH		DEFINED 9	
			527	31413	SH		DEFINED 20	
			1549	92262				
NEW YORK TIMES CO	CL A	650111107	7	455	SH		DEFINED 9	
			46	3200	SH		DEFINED 20	
			52	3655				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
NEWALLIANCE BANCSHARES INC	COM	650203102	432	28724	SH		DEFINED 9	
			29	1916	SH		DEFINED 20	
			461	30640				
NEWELL RUBBERMAID INC	COM	651229106	1243	71994	SH		DEFINED 9	
			3925	227415	SH		DEFINED 20	
			5168	299409				
NEWFIELD EXPL CO	COM	651290108	483	15114	SH		DEFINED 9	
			319	9958	SH		DEFINED 20	
			802	25072				
NEWMARKET CORP	COM	651587107	119	2255	SH		DEFINED 9	
			267	5088	SH		DEFINED 20	
			386	7343				
NEWMONT MINING CORP	COM	651639106	253	6528	SH		DEFINED 9	
			78	2003	SH		DEFINED 20	
			331	8531				
NEWS CORP	CL A	65248E104	121	10063	SH		DEFINED 9	
			40	3296	SH		DEFINED 20	
			3	270	SH		DEFINED 8	
			163	13629				
NEWS CORP	CL B	65248E203	141	11580	SH		DEFINED 9	
			33	2690	SH		DEFINED 20	
			173	14270				
NEWSTAR FINANCIAL INC	COM	65251F105	261	32209	SH		DEFINED 9	
			42	5186	SH		DEFINED 20	
			303	37395				
NEXEN INC	COM	65334H102	359	15436	SH		DEFINED 9	
			260	11201	SH		DEFINED 20	
			619	26637				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NFJ DIVID INT & PREM STRTGY	COM SHS	65337H109	3	200	SH		DEFINED	9
			5	300	SH		DEFINED	20
			8	500				
NICE SYS LTD	SPONSORED ADR	653656108	447	16416	SH		DEFINED	9
			66	2408	SH		DEFINED	20
			513	18824				
NICHOLAS-APPLEGATE CV & INC	COM	65370F101	57	6995	SH		DEFINED	9
			16	2000	SH		DEFINED	20
			73	8995				
NICHOLAS APPELLEGATE CV&INC FD	COM	65370G109	8	1065	SH		DEFINED	9
			8	1065				
NICOR INC	COM	654086107	5	102	SH		DEFINED	9
			68	1526	SH		DEFINED	20
			72	1628				
NIDEC CORP	SPONSORED ADR	654090109	5	350	SH		DEFINED	9
			5	350				
NIKE INC	CL B	654106103	30012	448612	SH		DEFINED	9
			11515	172125	SH		DEFINED	20
			41527	620737				
99 CENTS ONLY STORES	COM	65440K106	1	100	SH		DEFINED	9
			1	100				
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	28	1222	SH		DEFINED	9
			24	1080	SH		DEFINED	20
			52	2302				
NISOURCE INC	COM	65473P105	1143	77450	SH		DEFINED	9
			464	31412	SH		DEFINED	20
			1607	108862				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NISSAN MOTORS	SPONSORED ADR	654744408	39	2852	SH		DEFINED 9	
			16	1170	SH		DEFINED 20	
			55	4022				
NOKIA CORP	SPONSORED ADR	654902204	6319	338798	SH		DEFINED 9	
			648	34770	SH		DEFINED 20	
			6967	373568				
NOBLE ENERGY INC	COM	655044105	27	478	SH		DEFINED 9	
			165	2968	SH		DEFINED 20	
			192	3446				
NOMURA HLDGS INC	SPONSORED ADR	65535H208	100	7640	SH		DEFINED 9	
			61	4667	SH		DEFINED 20	
			161	12307				
NORDSTROM INC	COM	655664100	4600	159599	SH		DEFINED 9	
			3389	117593	SH		DEFINED 20	
			12	415	SH		DEFINED 8	
			8001	277607				
NORFOLK SOUTHERN CORP	COM	655844108	10397	157031	SH		DEFINED 9	
			4187	63234	SH		DEFINED 20	
			14584	220265				
NORTECH SYS INC	COM	656553104	3	500	SH		DEFINED 20	
			3	500				
NORTEL NETWORKS CORP NEW	COM NEW	656568508	10	4375	SH		DEFINED 9	
			3	1288	SH		DEFINED 20	
			13	5663				
NORTH AMERN ENERGY PARTNERS	COM	656844107	2	150	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	5	168	SH		DEFINED 20	
			5	168				
NORTHEAST UTILS	COM	664397106	86	3335	SH		DEFINED 9	
			25	989	SH		DEFINED 20	
			111	4324				
NORTHERN TR CORP	COM	665859104	11523	159602	SH		DEFINED 9	
			3241	44889	SH		DEFINED 20	
			18	244	SH		DEFINED 8	
			14782	204735				
NORTHFIELD LABS INC	COM	666135108	0	1080	SH		DEFINED 20	
				1080				
NORTHROP GRUMMAN CORP	COM	666807102	2132	35220	SH		DEFINED 9	
			1021	16862	SH		DEFINED 20	
			3	53	SH		DEFINED 8	
			3156	52135				
NORTHWEST AIRLS CORP	COM	667280408	16	1720	SH		DEFINED 9	
			12	1343	SH		DEFINED 20	
			28	3063				
NOVAGOLD RES INC	COM NEW	66987E206	93	14250	SH		DEFINED 9	
			93	14250				
NOVARTIS A G	SPONSORED ADR	66987V109	23795	450321	SH		DEFINED 9	
			9439	178637	SH		DEFINED 20	
			33234	628958				
NOVELL INC	COM	670006105	46	8958	SH		DEFINED 9	
			1	100	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NOVELLUS SYS INC	COM	670008101	5	235	SH		DEFINED 9	
			1	60	SH		DEFINED 20	
			6	295				
NOVO-NORDISK A S	ADR	670100205	1205	23542	SH		DEFINED 9	
			1416	27659	SH		DEFINED 20	
			6	108	SH		DEFINED 8	
			2627	51309				
NSTAR	COM	67019E107	141	4210	SH		DEFINED 9	
			248	7415	SH		DEFINED 20	
			389	11625				
NUANCE COMMUNICATIONS INC	COM	67020Y100	654	53634	SH		DEFINED 9	
			172	14123	SH		DEFINED 20	
			826	67757				
NUCOR CORP	COM	670346105	2409	60989	SH		DEFINED 9	
			1013	25637	SH		DEFINED 20	
			3422	86626				
NUMEREX CORP PA	CL A	67053A102	570	140000	SH		DEFINED 20	
			570	140000				
NUSTAR ENERGY LP	UNIT COM	67058H102	22	509	SH		DEFINED 9	
			325	7657	SH		DEFINED 20	
			17	400	SH		DEFINED 8	
			364	8566				
NUVEEN INSD PREM INCOME MUN	COM	6706D8104	157	16182	SH		DEFINED 20	
			157	16182				

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NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	120	9250	SH	DEFINED 9
			10	755	SH	DEFINED 20
			-----	-----		
			130	10005		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NUVEEN EQUITY PREM INCOME FD	COM	6706ER101	24	1904	SH		DEFINED 20	
			-----	-----				
			24	1904				
NUVEEN EQUITY PREM & GROWTH	COM	6706EW100	124	9500	SH		DEFINED 20	
			-----	-----				
			124	9500				
NUVEEN PREM INCOME MUN FD 4	COM	6706K4105	23	2500	SH		DEFINED 20	
			-----	-----				
			23	2500				
NUVEEN INVT QUALITY MUN FD I	COM	67062E103	21	2000	SH		DEFINED 9	
			101	9596	SH		DEFINED 20	
			-----	-----				
			123	11596				
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67062F100	17	1293	SH		DEFINED 9	
			115	8760	SH		DEFINED 20	
			-----	-----				
			132	10053				
NUVEEN MUN ADVANTAGE FD INC	COM	67062H106	146	12900	SH		DEFINED 9	
			114	10072	SH		DEFINED 20	
			-----	-----				
			259	22972				
NUVEEN MUN INCOME FD INC	COM	67062J102	44	4878	SH		DEFINED 20	
			-----	-----				
			44	4878				
NUVEEN INSD QUALITY MUN FD I	COM	67062N103	72	6700	SH		DEFINED 9	
			88	8250	SH		DEFINED 20	
			-----	-----				
			160	14950				
NUVEEN PERFORMANCE PLUS MUN	COM	67062P108	8	700	SH		DEFINED 9	
			84	7575	SH		DEFINED 20	

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		-----	-----			
		92	8275			
NUVEEN PREM INCOME MUN FD	COM	67062T100	73	6700	SH	DEFINED 9
			246	22624	SH	DEFINED 20
			-----	-----		
			319	29324		

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FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NUVEEN MUN MKT OPPORTUNITY F	COM	67062W103	126	11498	SH		DEFINED 9	
			44	4000	SH		DEFINED 20	
			-----	-----				
			169	15498				
NUVEEN N Y INVT QUALITY MUN	COM	67062X101	5	461	SH		DEFINED 9	
			-----	-----				
			5	461				
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67063C106	19	1455	SH		DEFINED 9	
			184	14310	SH		DEFINED 20	
			-----	-----				
			203	15765				
NUVEEN PREM INCOME MUN FD 2	COM	67063W102	279	26300	SH		DEFINED 9	
			133	12525	SH		DEFINED 20	
			-----	-----				
			412	38825				
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67063X100	21	1635	SH		DEFINED 9	
			47	3697	SH		DEFINED 20	
			-----	-----				
			67	5332				
NUVEEN INS FL TX FR ADV MUN	COM	670655109	140	13333	SH		DEFINED 20	
			-----	-----				
			140	13333				
NVIDIA CORP	COM	67066G104	172	16057	SH		DEFINED 9	
			5	428	SH		DEFINED 20	
			-----	-----				
			177	16485				
NUVEEN DIVID ADVANTAGE MUN F	COM	67066V101	35	3200	SH		DEFINED 20	
			-----	-----				

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			35	3200		
NUVEEN SR INCOME FD	COM	67067Y104	9	1800 SH	DEFINED	9
			-----	-----		
			9	1800		
NUVEEN MUN HIGH INC OPP FD	COM	670682103	20	1600 SH	DEFINED	9
			375	30000 SH	DEFINED	20
			-----	-----		
			395	31600		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
AS OF 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NUTRI SYS INC NEW	COM	67069D108	99	5596 SH			DEFINED	9
			1	50 SH			DEFINED	20
			-----	-----				
			100	5646				
NUVEEN OH DIV ADVANTAGE MUN	COM	67070C107	137	12453 SH			DEFINED	9
			-----	-----				
			137	12453				
NUVEEN DIV ADVANTAGE MUN FD	COM	67070F100	97	8100 SH			DEFINED	9
			60	5000 SH			DEFINED	20
			-----	-----				
			157	13100				
NUVEEN OH DIV ADV MUNI FD 2	COM SH BEN INT	67070R104	68	6400 SH			DEFINED	9
			-----	-----				
			68	6400				
NUVEEN MI DIV ADV MUNI FD	COM SH BEN INT	67070W103	16	1360 SH			DEFINED	20
			-----	-----				
			16	1360				
NUVEEN DIV ADV MUNI FD 3	COM SH BEN INT	67070X101	75	6800 SH			DEFINED	9
			-----	-----				
			75	6800				
NUVASIVE INC	COM	670704105	659	13360 SH			DEFINED	9
			116	2356 SH			DEFINED	20
			-----	-----				
			775	15716				
NUVEEN QUALITY PFD INCOME FD	COM	67071S101	28	5000 SH			DEFINED	9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ PUT/ INVSTMT	MA
			28	5000		
NUVEEN QUALITY PFD INCOME FD	COM	67072C105	34	5649 SH	DEFINED	20
			34	5649		
NUVELO INC	COM NEW	67072M301	0	100 SH	DEFINED	9
				100		
NUVEEN FLOATING RATE INCOME	COM	67072T108	19	2500 SH	DEFINED	9
			19	2500		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ PUT/ INVSTMT	MA
NXSTAGE MEDICAL INC	COM	67072V103	2	400 SH	DEFINED	9
			2	400		
NUVEEN MULTI STRAT INC & GR	COM	67073B106	32	5366 SH	DEFINED	9
			11	1885 SH	DEFINED	20
			44	7251		
NUVEEN MULTI STRAT INC GR FD	COM SHS	67073D102	10	1666 SH	DEFINED	9
			10	1666		
OGE ENERGY CORP	COM	670837103	68	2200 SH	DEFINED	9
			137	4426 SH	DEFINED	20
			205	6626		
NUVEEN MUN VALUE FD INC	COM	670928100	31	3250 SH	DEFINED	9
			1212	128851 SH	DEFINED	20
			1243	132101		
NUVEEN SELECT QUALITY MUN FD	COM	670973106	85	7500 SH	DEFINED	9
			80	7000 SH	DEFINED	20
			165	14500		

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NUVEEN QUALITY INCOME MUN FD	COM	670977107	79 140	7237 12803	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			218	20040		
NUVEEN MICH QUALITY INCOME M	COM	670979103	137	12933	SH	DEFINED 20
			-----	-----		
			137	12933		
NUVEEN OHIO QUALITY INCOME M	COM	670980101	323	27863	SH	DEFINED 9
			-----	-----		
			323	27863		
NUVEEN INSD MUN OPPORTUNITY	COM	670984103	2 320	213 30215	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			323	30428		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
NUVEEN NY QUALITY INCM MUN F	COM	670986108	5	523	SH		DEFINED 9	
			-----	-----				
			5	523				
NUVEEN PREMIER MUN INCOME FD	COM	670988104	74	7300	SH		DEFINED 9	
			-----	-----				
			74	7300				
NUVEEN NJ PREM INCOME MUN FD	COM	67101N106	29	2646	SH		DEFINED 20	
			-----	-----				
			29	2646				
NUVEEN MICH PREM INCOME MUN	COM	67101Q109	7	666	SH		DEFINED 20	
			-----	-----				
			7	666				
NUVEEN INSD NY PREM INCOME F	COM	67101R107	19	1701	SH		DEFINED 9	
			-----	-----				
			19	1701				
OSI PHARMACEUTICALS INC	COM	671040103	8	170	SH		DEFINED 9	
			-----	-----				
			8	170				
OSI SYSTEMS INC	COM	671044105	12	500	SH		DEFINED 9	

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			52	2200	SH	DEFINED	20
			-----	-----			
			63	2700			
OCCIDENTAL PETE CORP DEL	COM	674599105	2032	28846	SH	DEFINED	9
			1535	21793	SH	DEFINED	20
			10	140	SH	DEFINED	8
			-----	-----			
			3577	50779			
OCEANEERING INTL INC	COM	675232102	579	10855	SH	DEFINED	9
			178	3340	SH	DEFINED	20
			-----	-----			
			757	14195			
ODYSSEY MARINE EXPLORATION I	COM	676118102	9	2000	SH	DEFINED	9
			-----	-----			
			9	2000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ODYSSEY RE HLDGS CORP	COM	67612W108	30	675	SH		DEFINED	9
			-----	-----				
			30	675				
OFFICE DEPOT INC	COM	676220106	159	27336	SH		DEFINED	9
			0	83	SH		DEFINED	8
			-----	-----				
			160	27419				
OHIO VY BANC CORP	COM	677719106	53	2591	SH		DEFINED	9
			-----	-----				
			53	2591				
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	286	1950	SH		DEFINED	20
			-----	-----				
			286	1950				
OIL STS INTL INC	COM	678026105	243	6887	SH		DEFINED	9
			15	420	SH		DEFINED	20
			-----	-----				
			258	7307				
OILSANDS QUEST INC	COM	678046103	1	410	SH		DEFINED	20
			-----	-----				

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			1	410		
OLD DOMINION FGHT LINES INC	COM	679580100	11	390 SH	DEFINED	20
			-----	-----		
			11	390		
OLD NATL BANCORP IND	COM	680033107	414	20675 SH	DEFINED	9
			1319	65874 SH	DEFINED	20
			-----	-----		
			1733	86549		
OLD REP INTL CORP	COM	680223104	7	534 SH	DEFINED	9
			40	3165 SH	DEFINED	20
			-----	-----		
			47	3699		
OLD SECOND BANCORP INC ILL	COM	680277100	307	16566 SH	DEFINED	20
			-----	-----		
			307	16566		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
OLIN CORP	COM PAR \$1	680665205	4	200	SH		DEFINED	20
			-----	-----				
			4	200				
OLYMPIC STEEL INC	COM	68162K106	68	2300	SH		DEFINED	9
			-----	-----				
			68	2300				
OMNICARE INC	COM	681904108	498	17315	SH		DEFINED	9
			193	6692	SH		DEFINED	20
			-----	-----				
			691	24007				
OMNICOM GROUP INC	NOTE	7 681919AT3	820	9000	SH		DEFINED	9
			-----	-----				
			820	9000				
OMNICOM GROUP INC	COM	681919106	14560	377597	SH		DEFINED	9
			9123	236599	SH		DEFINED	20
			23	600	SH		DEFINED	8
			-----	-----				
			23707	614796				

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OMNITURE INC	COM	68212S109	108	5898	SH	DEFINED	9
			-----	-----			
			108	5898			
OMNICARE CAP TR II	PFD B TR 4.00%	68214Q200	1	22	SH	DEFINED	20
			-----	-----			
			1	22			
ON SEMICONDUCTOR CORP	COM	682189105	25	3739	SH	DEFINED	20
			-----	-----			
			25	3739			
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	66	1300	SH	DEFINED	9
			343	6753	SH	DEFINED	20
			18	350	SH	DEFINED	8
			-----	-----			
			426	8403			
ONYX PHARMACEUTICALS INC	COM	683399109	18	500	SH	DEFINED	9
			-----	-----			
			18	500			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	22	1100	SH		DEFINED	9
			-----	-----				
			22	1100				
ORACLE CORP	COM	68389X105	28956	1425708	SH		DEFINED	9
			13510	665194	SH		DEFINED	20
			72	3540	SH		DEFINED	8
			-----	-----				
			42538	2094442				
ORANGE 21 INC	COM	685317109	27	7812	SH		DEFINED	20
			-----	-----				
			27	7812				
O REILLY AUTOMOTIVE INC	COM	686091109	444	16577	SH		DEFINED	9
			631	23578	SH		DEFINED	20
			-----	-----				
			1075	40155				
ORIX CORP	SPONSORED ADR	686330101	327	5247	SH		DEFINED	9
			227	3636	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT DSCRETN
			554		8883		
OSHKOSH CORP	COM	688239201	3	200 SH		DEFINED 9	
			28	2155 SH		DEFINED 20	
			31	2355			
OSTEOTECH INC	COM	688582105	9	2000 SH		DEFINED 9	
			9	2000			
OTTER TAIL CORP	COM	689648103	43	1400 SH		DEFINED 20	
			43	1400			
OWENS & MINOR INC NEW	COM	690732102	84	1722 SH		DEFINED 9	
			196	4048 SH		DEFINED 20	
			280	5770			
OWENS CORNING NEW	COM	690742101	26	1099 SH		DEFINED 9	
			2	95 SH		DEFINED 20	
			29	1194			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT DSCRETN
OWENS CORNING NEW	*W EXP 10/30/2	690742127	0	47 SH		DEFINED 20	
				47			
OWENS ILL INC	COM NEW	690768403	592	20139 SH		DEFINED 9	
			141	4804 SH		DEFINED 20	
			733	24943			
PG&E CORP	COM	69331C108	3777	100864 SH		DEFINED 9	
			1997	53327 SH		DEFINED 20	
			5774	154191			
PHH CORP	COM NEW	693320202	1	50 SH		DEFINED 20	
			1	50			

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PICO HLDGS INC	COM NEW	693366205	22	609	SH	DEFINED 9
			-----	-----		
			22	609		
PMC-SIERRA INC	COM	69344F106	3	400	SH	DEFINED 9
			-----	-----		
			3	400		
PMI GROUP INC	COM	69344M101	0	50	SH	DEFINED 20
			-----	-----		
				50		
PNC FINL SVCS GROUP INC	COM	693475105	39530	529186	SH	DEFINED 9
			1985	26573	SH	DEFINED 20
			-----	-----		
			41515	555759		
POSCO	SPONSORED ADR	693483109	20	216	SH	DEFINED 9
			19	202	SH	DEFINED 20
			-----	-----		
			39	418		
PPG INDS INC	COM	693506107	4347	74532	SH	DEFINED 9
			1433	24576	SH	DEFINED 20
			-----	-----		
			5780	99108		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
			-----	-----				
PPL CORP	COM	69351T106	547	14784	SH		DEFINED 9	
			434	11725	SH		DEFINED 20	
			-----	-----				
			981	26509				
PVF CAPITAL CORP	COM	693654105	52	12600	SH		DEFINED 9	
			-----	-----				
			52	12600				
PACCAR INC	COM	693718108	182	4766	SH		DEFINED 9	
			13	337	SH		DEFINED 20	
			-----	-----				
			195	5103				
PACHOLDER HIGH YIELD FD INC	COM	693742108	19	3000	SH		DEFINED 9	

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			22	3459	SH	DEFINED	20
			-----	-----			
			42	6459			
PACIFIC MERCANTILE BANCORP	COM	694552100	24	3558	SH	DEFINED	9
			-----	-----			
			24	3558			
PACIFIC SUNWEAR CALIF INC	COM	694873100	0	50	SH	DEFINED	9
			-----	-----			
				50			
PACKAGING CORP AMER	COM	695156109	35	1500	SH	DEFINED	20
			-----	-----			
			35	1500			
PACTIV CORP	COM	695257105	32	1295	SH	DEFINED	9
			25	1023	SH	DEFINED	20
			-----	-----			
			58	2318			
PAIN THERAPEUTICS INC	COM	69562K100	29	3000	SH	DEFINED	20
			-----	-----			
			29	3000			
PALL CORP	COM	696429307	1834	53320	SH	DEFINED	9
			350	10165	SH	DEFINED	20
			-----	-----			
			2183	63485			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
PALM HARBOR HOMES	COM	696639103	3	300	SH	DEFINED	20	
			-----	-----				
			3	300				
PALM INC NEW	COM	696643105	0	38	SH	DEFINED	9	
			0	20	SH	DEFINED	20	
			-----	-----				
				58				
PANERA BREAD CO	CL A	69840W108	12	234	SH	DEFINED	9	
			99	1950	SH	DEFINED	20	
			-----	-----				
			111	2184				

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PANTRY INC	COM	698657103	1	70	SH	DEFINED	9
			-----	-----			
			1	70			
PAPA JOHNS INTL INC	COM	698813102	8	300	SH	DEFINED	9
			-----	-----			
			8	300			
PAR PHARMACEUTICAL COS INC	COM	69888P106	123	9984	SH	DEFINED	9
			12	1012	SH	DEFINED	20
			-----	-----			
			135	10996			
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	8	456	SH	DEFINED	9
			-----	-----			
			8	456			
PAREXEL INTL CORP	COM	699462107	386	13474	SH	DEFINED	9
			562	19605	SH	DEFINED	20
			-----	-----			
			948	33079			
PARK NATL CORP	COM	700658107	291	3734	SH	DEFINED	9
			-----	-----			
			291	3734			
PARKER DRILLING CO	COM	701081101	6	786	SH	DEFINED	20
			-----	-----			
			6	786			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
PARKER HANNIFIN CORP	COM	701094104	1537	29008	SH		DEFINED	9
			2138	40335	SH		DEFINED	20
			6	113	SH		DEFINED	8
			-----	-----				
			3681	69456				
PARKWAY PPTYS INC	COM	70159Q104	10	260	SH		DEFINED	20
			-----	-----				
			10	260				
PATRIOT COAL CORP	COM	70336T104	52	1782	SH		DEFINED	9
			298	10274	SH		DEFINED	20

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			350	12056			
PATTERSON COMPANIES INC	COM	703395103	211	6933 SH	DEFINED	9	
			83	2730 SH	DEFINED	20	
			294	9663			
PATTERSON UTI ENERGY INC	COM	703481101	35	1768 SH	DEFINED	9	
			20	999 SH	DEFINED	20	
			55	2767			
PAYCHEX INC	COM	704326107	2499	75663 SH	DEFINED	9	
			8973	271662 SH	DEFINED	20	
			11472	347325			
PEABODY ENERGY CORP	COM	704549104	6224	138306 SH	DEFINED	9	
			3534	78530 SH	DEFINED	20	
			11	235 SH	DEFINED	8	
			9768	217071			
PEDIATRIX MED GROUP	COM	705324101	64	1188 SH	DEFINED	9	
			49	910 SH	DEFINED	20	
			113	2098			
PENGROWTH ENERGY TR	TR UNIT NEW	706902509	1	100 SH	DEFINED	9	
			15	1000 SH	DEFINED	20	
			12	800 SH	DEFINED	8	
			28	1900			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PENN NATL GAMING INC	COM	707569109	20	750 SH			DEFINED	20
			20	750				
PENN VA CORP	COM	707882106	564	10555 SH			DEFINED	9
			93	1746 SH			DEFINED	20
			657	12301				

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PENN VA RESOURCES PARTNERS L	COM	707884102	114	6900	SH	DEFINED	9
			-----	-----			
			114	6900			
PENN WEST ENERGY TR	TR UNIT	707885109	208	8625	SH	DEFINED	20
			12	500	SH	DEFINED	8
			-----	-----			
			220	9125			
PENNEY J C INC	COM	708160106	358	10748	SH	DEFINED	9
			231	6921	SH	DEFINED	20
			-----	-----			
			589	17669			
PENNSYLVANIA RL ESTATE INVT	SH BEN INT	709102107	13	700	SH	DEFINED	20
			-----	-----			
			13	700			
PENTAIR INC	COM	709631105	118	3400	SH	DEFINED	9
			48	1400	SH	DEFINED	20
			-----	-----			
			166	4800			
PEOPLES BANCORP INC	COM	709789101	692	31800	SH	DEFINED	9
			-----	-----			
			692	31800			
PEOPLES CMNTY BANCORP INC	COM	71086E107	1	419	SH	DEFINED	9
			-----	-----			
			1	419			
PEOPLES UNITED FINANCIAL INC	COM	712704105	48	2511	SH	DEFINED	20
			-----	-----			
			48	2511			

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PEP BOYS MANNY MOE & JACK	COM	713278109	1	100	SH		DEFINED	9
			-----	-----				
			1	100				
PEPCO HOLDINGS INC	COM	713291102	1448	63206	SH		DEFINED	9
			380	16604	SH		DEFINED	20
			-----	-----				

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				1828	79810		
PEPSI BOTTLING GROUP INC	COM	713409100	347	11898	SH	DEFINED	9
			14	490	SH	DEFINED	20
			3	88	SH	DEFINED	8
			-----	-----			
			364	12476			
PEPSIAMERICAS INC	COM	71343P200	173	8373	SH	DEFINED	9
			22	1082	SH	DEFINED	20
						-----	-----
			196	9455			
PEPSICO INC	COM	713448108	107277	1505223	SH	DEFINED	9
			34816	488510	SH	DEFINED	20
			201	2816	SH	DEFINED	8
						-----	-----
			142294	1996549			
PERKINELMER INC	COM	714046109	1226	49079	SH	DEFINED	9
			210	8414	SH	DEFINED	20
						-----	-----
			1436	57493			
PERMIAN BASIN RTY TR	UNIT BEN INT	714236106	28	1200	SH	DEFINED	9
						-----	-----
			28	1200			
PEROT SYS CORP	CL A	714265105	204	11759	SH	DEFINED	9
			56	3200	SH	DEFINED	20
						-----	-----
			260	14959			
PERRIGO CO	COM	714290103	6938	180400	SH	DEFINED	20
						-----	-----
			6938	180400			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	44	1476	SH	DEFINED	9	
			32	1062	SH	DEFINED	20	
						-----	-----	
			76	2538				
PETRO-CDA	COM	71644E102	26	779	SH	DEFINED	9	

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				29	868	SH	DEFINED	20
				17	500	SH	DEFINED	8
				-----	-----			
				72	2147			
PETROCHINA CO LTD	SPONSORED ADR	71646E100		57	550	SH	DEFINED	9
				-----	-----			
				57	550			
PETROHAWK ENERGY CORP	COM	716495106		5	223	SH	DEFINED	9
				23	1082	SH	DEFINED	20
				-----	-----			
				28	1305			
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101		578	15456	SH	DEFINED	9
				415	11081	SH	DEFINED	20
				-----	-----			
				993	26537			
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408		110	2512	SH	DEFINED	9
				170	3861	SH	DEFINED	20
				-----	-----			
				280	6373			
PETROLEUM & RES CORP	COM	716549100		29	983	SH	DEFINED	9
				61	2083	SH	DEFINED	20
				-----	-----			
				91	3066			
PETROLEUM DEV CORP	COM	716578109		67	1500	SH	DEFINED	20
				-----	-----			
				67	1500			
PETSMART INC	COM	716768106		119	4808	SH	DEFINED	9
				12	500	SH	DEFINED	20
				-----	-----			
				131	5308			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PFIZER INC	COM	717081103	36345	1971010	SH		DEFINED	9
			36269	1966852	SH		DEFINED	20
			29	1575	SH		DEFINED	8
			-----	-----				
			72643	3939437				

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PHARMACEUTICAL HLDRS TR	DEPOSITRY RCPT	71712A206	7	100	SH	DEFINED	20
			-----	-----			
			7	100			
PHARMACEUTICAL PROD DEV INC	COM	717124101	3353	81085	SH	DEFINED	9
			3340	80763	SH	DEFINED	20
			-----	-----			
			6692	161848			
PHARMERICA CORP	COM	71714F104	3	112	SH	DEFINED	9
			0	12	SH	DEFINED	20
			-----	-----			
			3	124			
PHASE FORWARD INC	COM	71721R406	879	42048	SH	DEFINED	9
			120	5724	SH	DEFINED	20
			-----	-----			
			999	47772			
PHILIP MORRIS INTL INC	COM	718172109	20243	420853	SH	DEFINED	9
			44690	929097	SH	DEFINED	20
			7	150	SH	DEFINED	8
			-----	-----			
			64940	1350100			
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	356	6310	SH	DEFINED	9
			250	4434	SH	DEFINED	20
			-----	-----			
			605	10744			
PHILLIPS VAN HEUSEN CORP	COM	718592108	328	8655	SH	DEFINED	9
			208	5474	SH	DEFINED	20
			-----	-----			
			536	14129			
PIEDMONT NAT GAS INC	COM	720186105	243	7600	SH	DEFINED	9
			110	3430	SH	DEFINED	20
			-----	-----			
			353	11030			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
PIMCO MUNICIPAL INCOME FD	COM	72200R107	317	23320	SH		DEFINED	20
			-----	-----				

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			317	23320		
PIMCO CORPORATE INCOME FD	COM	72200U100	141	15000 SH	DEFINED	9
			-----	-----		
			141	15000		
PIMCO MUN INCOME FD II	COM	72200W106	207	18317 SH	DEFINED	9
			103	9124 SH	DEFINED	20
			-----	-----		
			310	27441		
PIMCO STRATEGIC GBL GOV FD I	COM	72200X104	5	500 SH	DEFINED	9
			2	225 SH	DEFINED	20
			-----	-----		
			7	725		
PIMCO MUN INCOME FD III	COM	72201A103	112	10016 SH	DEFINED	20
			-----	-----		
			112	10016		
PIMCO GLOBAL STOCKSPLS INCM	COM	722011103	116	8000 SH	DEFINED	20
			-----	-----		
			116	8000		
PIMCO HIGH INCOME FD	COM SHS	722014107	67	7854 SH	DEFINED	9
			17	2000 SH	DEFINED	20
			-----	-----		
			84	9854		
PINNACLE ENTMT INC	COM	723456109	12	1638 SH	DEFINED	20
			-----	-----		
			12	1638		
PINNACLE WEST CAP CORP	COM	723484101	8	242 SH	DEFINED	9
			96	2797 SH	DEFINED	20
			-----	-----		
			105	3039		
PIONEER DRILLING CO	COM	723655106	21	1597 SH	DEFINED	9
			-----	-----		
			21	1597		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PIONEER FLOATING RATE TR	COM	72369J102	30	3000 SH			DEFINED	9

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			30	3000		
PIONEER MUN HIGH INC ADV TR	COM	723762100	41	4000 SH	DEFINED	9
			41	4000		
PIONEER NAT RES CO	COM	723787107	661	12635 SH	DEFINED	9
			434	8295 SH	DEFINED	20
			2	46 SH	DEFINED	8
			1097	20976		
PIPER JAFFRAY COS	COM	724078100	118	2721 SH	DEFINED	9
			21	483 SH	DEFINED	20
			139	3204		
PITNEY BOWES INC	COM	724479100	5948	178827 SH	DEFINED	9
			8180	245935 SH	DEFINED	20
			14128	424762		
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	106	2688 SH	DEFINED	20
			106	2688		
PLAINS EXPL& PRODTN CO	COM	726505100	25	700 SH	DEFINED	9
			4	100 SH	DEFINED	20
			17	474 SH	DEFINED	8
			45	1274		
PLANTRONICS INC NEW	COM	727493108	34	1500 SH	DEFINED	9
			34	1500		
PLUM CREEK TIMBER CO INC	COM	729251108	499	10007 SH	DEFINED	9
			1919	38482 SH	DEFINED	20
			14	275 SH	DEFINED	8
			2431	48764		

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-----	-----	-----	-----	-----	-----	-----	-----	-----

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POLARIS INDS INC	COM	731068102	33	720	SH	DEFINED 20
			-----	-----		
			33	720		
POLO RALPH LAUREN CORP	CL A	731572103	107	1611	SH	DEFINED 9
			1004	15073	SH	DEFINED 20
			-----	-----		
			1112	16684		
POLYCOM INC	COM	73172K104	525	22705	SH	DEFINED 9
			88	3784	SH	DEFINED 20
			-----	-----		
			613	26489		
POLYONE CORP	COM	73179P106	170	26388	SH	DEFINED 9
			17	2692	SH	DEFINED 20
			-----	-----		
			188	29080		
POLYPORE INTL INC	COM	73179V103	631	29322	SH	DEFINED 9
			76	3510	SH	DEFINED 20
			-----	-----		
			706	32832		
POLYMET MINING CORP	COM	731916102	9	4000	SH	DEFINED 9
			-----	-----		
			9	4000		
POPULAR INC	COM	733174106	116	14016	SH	DEFINED 9
			7	825	SH	DEFINED 20
			-----	-----		
			123	14841		
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	232	4780	SH	DEFINED 9
			57	1172	SH	DEFINED 20
			-----	-----		
			289	5952		
POST PPTYS INC	COM	737464107	9	307	SH	DEFINED 9
			-----	-----		
			9	307		
POTASH CORP SASK INC	COM	73755L107	389	2950	SH	DEFINED 9
			58	442	SH	DEFINED 20
			-----	-----		
			448	3392		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
POTLATCH CORP NEW	COM	737630103	30	642	SH		DEFINED 9	
			70	1500	SH		DEFINED 20	
			99	2142				
POWER INTEGRATIONS INC	COM	739276103	34	1428	SH		DEFINED 9	
			29	1224	SH		DEFINED 20	
			64	2652				
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	28	730	SH		DEFINED 9	
			635	16313	SH		DEFINED 20	
			663	17043				
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	8535	251848	SH		DEFINED 9	
			2215	65362	SH		DEFINED 20	
			9	261	SH		DEFINED 8	
			10759	317471				
POWERSHARES ETF TRUST	PRVT EQTY PORT	73935X195	629	38650	SH		DEFINED 9	
			634	38950	SH		DEFINED 20	
			1263	77600				
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	42	1650	SH		DEFINED 9	
			42	1650				
POWERSHARES ETF TRUST	HI YLD EQ DVDN	73935X302	33	3000	SH		DEFINED 9	
			33	3000				
POWERSHARES ETF TRUST	HLTHCR SVC POR	73935X328	1	56	SH		DEFINED 8	
			1	56				
POWERSHARES ETF TRUST	HLTHCR SEC POR	73935X351	4	153	SH		DEFINED 8	
			4	153				
POWERSHARES ETF TRUST	INDL SECT PORT	73935X369	2	62	SH		DEFINED 8	
			2	62				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
POWERSHARES ETF TRUST	GOLDEN DRG USX	73935X401	57	3000	SH		DEFINED	20
			57	3000				
POWERSHARES ETF TRUST	WNRHLL CLN EN	73935X500	33	2250	SH		DEFINED	9
			66	4465	SH		DEFINED	20
			100	6715				
POWERSHARES ETF TRUST	FTSE RAFI INDS	73935X534	2	33	SH		DEFINED	8
			2	33				
POWERSHARES ETF TRUST	WATER RESOURCE	73935X575	53	2900	SH		DEFINED	9
			24	1300	SH		DEFINED	20
			77	4200				
POWERSHARES ETF TRUST	FTSE RAFI 1000	73935X583	246	5427	SH		DEFINED	20
			14	318	SH		DEFINED	8
			261	5745				
POWERSHARES ETF TRUST	DYNM LRG CP GR	73935X609	10	655	SH		DEFINED	20
			10	655				
POWERSHARES ETF TRUST	DYN INS PTF	73935X641	1	63	SH		DEFINED	8
			1	63				
POWERSHARES ETF TRUST	DYN SEMCT PORT	73935X781	5	394	SH		DEFINED	8
			5	394				
POWERSHARES ETF TRUST	DYN PHRMA PORT	73935X799	2	122	SH		DEFINED	8
			2	122				
POWERSHARES ETF TRUST	DYN MEDIA PORT	73935X823	1	103	SH		DEFINED	8
			1	103				
POWERSHARES ETF TRUST	DYN BIOT & GEN	73935X856	6	325	SH		DEFINED	9
			6	325				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
POWERSHS DB MULTI SECT COMM	DB PREC MTLs	73936B200	4	143	SH		DEFINED	20
			4	143				
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	281	9300	SH		DEFINED	9
			66	2170	SH		DEFINED	20
			8	269	SH		DEFINED	8
			355	11739				
POWERSHS DB MULTI SECT COMM	DB BASE METALS	73936B705	3	136	SH		DEFINED	8
			3	136				
POWERSHARES GLOBAL ETF FD	S&P 500 BUYWRT	73936G308	23	1000	SH		DEFINED	20
			23	1000				
POWERSHARES GLOBAL ETF TRUST	GBL CLEAN ENER	73936T615	12	615	SH		DEFINED	9
			2	100	SH		DEFINED	20
			14	715				
PRAXAIR INC	COM	74005P104	36399	507377	SH		DEFINED	9
			18939	263993	SH		DEFINED	20
			27	383	SH		DEFINED	8
			55366	771753				
PRECISION CASTPARTS CORP	COM	740189105	883	11212	SH		DEFINED	9
			350	4440	SH		DEFINED	20
			1233	15652				
PRECISION DRILLING TR	TR UNIT	740215108	41	2500	SH		DEFINED	9
			17	1000	SH		DEFINED	20
			58	3500				
PRESIDENTIAL LIFE CORP	COM	740884101	8	530	SH		DEFINED	9
			8	530				
PRESIDENTIAL RLTY CORP NEW	CL B	741004204	4	900	SH		DEFINED	20
			4	900				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PRESTIGE BRANDS HLDGS INC	COM	74112D101	283	31834	SH		DEFINED 9	
			404	45548	SH		DEFINED 20	
			687	77382				
PRICE T ROWE GROUP INC	COM	74144T108	10976	204357	SH		DEFINED 9	
			2533	47168	SH		DEFINED 20	
			13509	251525				
PRICELINE COM INC	COM NEW	741503403	45	664	SH		DEFINED 9	
			45	664				
PRICESMART INC	COM	741511109	94	5630	SH		DEFINED 9	
			235	14012	SH		DEFINED 20	
			329	19642				
PRIDE INTL INC DEL	COM	74153Q102	63	2138	SH		DEFINED 9	
			27	899	SH		DEFINED 20	
			90	3037				
PRINCETON NATL BANCORP INC	COM	742282106	5	200	SH		DEFINED 9	
			5	200				
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	931	21412	SH		DEFINED 9	
			308	7085	SH		DEFINED 20	
			1239	28497				
PROASSURANCE CORP	COM	74267C106	869	15522	SH		DEFINED 9	
			214	3825	SH		DEFINED 20	
			1083	19347				
PROCTER & GAMBLE CO	COM	742718109	754599	10827934	SH		DEFINED 9	
			91370	1311092	SH		DEFINED 20	
			268	3848	SH		DEFINED 8	
			846237	12142874				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PRIVATEBANCORP INC	COM	742962103	4	100	SH		DEFINED	20
			4	100				
PROGENICS PHARMACEUTICALS IN	COM	743187106	13	973	SH		DEFINED	9
			13	973				
PROGRESS ENERGY INC	COM	743263105	2085	48349	SH		DEFINED	9
			2161	50112	SH		DEFINED	20
			4247	98461				
PROGRESS SOFTWARE CORP	COM	743312100	21	818	SH		DEFINED	9
			8	295	SH		DEFINED	20
			29	1113				
PROGRESSIVE CORP OHIO	COM	743315103	55	3167	SH		DEFINED	9
			169	9712	SH		DEFINED	20
			5	265	SH		DEFINED	8
			229	13144				
PROLOGIS	SH BEN INT	743410102	2097	50820	SH		DEFINED	9
			2692	65222	SH		DEFINED	20
			11	275	SH		DEFINED	8
			4800	116317				
PROS HOLDINGS INC	COM	74346Y103	332	35379	SH		DEFINED	9
			65	6906	SH		DEFINED	20
			397	42285				
PROSHARES TR	ULTRA S&P 500	74347R107	686	13940	SH		DEFINED	20
			686	13940				
PROSHARES TR	ULTRA XIN CH25	74347R321	33	350	SH		DEFINED	9
			33	350				
PROSHARES TR	SHORT S&P 500	74347R503	22	300	SH		DEFINED	20
			22	300				

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PROSHARES TR	REAL EST PRO	74347R552	4	50	SH		DEFINED	20
			4	50				
PROSHARES TR	ULTRASHRT O&G	74347R586	31	800	SH		DEFINED	9
			31	800				
PROSHARES TR	ULTRASHRT FINL	74347R628	20	200	SH		DEFINED	20
			20	200				
PROSPECT CAPITAL CORPORATION	COM	74348T102	19	1500	SH		DEFINED	8
			19	1500				
PROSPERITY BANCSHARES INC	COM	743606105	48	1420	SH		DEFINED	9
			48	1420				
PROTECTIVE LIFE CORP	COM	743674103	604	21169	SH		DEFINED	9
			231	8096	SH		DEFINED	20
			834	29265				
PROVIDENCE SVC CORP	COM	743815102	76	7791	SH		DEFINED	9
			33	3381	SH		DEFINED	20
			109	11172				
PROVIDENT BANKSHARES CORP	COM	743859100	16	1675	SH		DEFINED	9
			16	1675				
PROVIDENT ENERGY TR	TR UNIT	74386K104	41	4600	SH		DEFINED	9
			18	2000	SH		DEFINED	20
			13	1500	SH		DEFINED	8
			73	8100				
PROVIDENT FINL HLDGS INC	COM	743868101	44	4956	SH		DEFINED	9

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PRUDENTIAL FINL INC	FRNT	12 744320AG7	979	10000	SH		DEFINED 9	
			979	10000				
PRUDENTIAL FINL INC	COM	744320102	20377	283017	SH		DEFINED 9	
			11316	157171	SH		DEFINED 20	
			3	40	SH		DEFINED 8	
			31696	440228				
PRUDENTIAL PLC	ADR	74435K204	4	234	SH		DEFINED 9	
			4	234				
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	632	16653	SH		DEFINED 9	
			119	3138	SH		DEFINED 20	
			751	19791				
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	261	7952	SH		DEFINED 9	
			473	14436	SH		DEFINED 20	
			2	55	SH		DEFINED 8	
			736	22443				
PUBLIC STORAGE	COM	74460D109	96	969	SH		DEFINED 9	
			188	1902	SH		DEFINED 20	
			15	150	SH		DEFINED 8	
			299	3021				
PUBLIC STORAGE	COM A DP1/1000	74460D729	19	730	SH		DEFINED 20	
			19	730				
PUGET ENERGY INC NEW	COM	745310102	25	925	SH		DEFINED 9	
			70	2616	SH		DEFINED 20	
			95	3541				
PULTE HOMES INC	COM	745867101	210	15047	SH		DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PUTMAN HIGH INCOME SEC FUND	SHS BEN INT	746779107	4	640	SH		DEFINED 9	
			4	640				
PUTNAM MANAGED MUN INCOM TR	COM	746823103	40	6065	SH		DEFINED 9	
			39	5990	SH		DEFINED 20	
			79	12055				
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	29	5410	SH		DEFINED 9	
			16	2900	SH		DEFINED 20	
			45	8310				
PUTNAM MASTER INTER INCOME T	SH BEN INT	746909100	39	7219	SH		DEFINED 20	
			39	7219				
PUTNAM MUN OPPORTUNITIES TR	SH BEN INT	746922103	41	4000	SH		DEFINED 20	
			41	4000				
QLOGIC CORP	COM	747277101	77	4983	SH		DEFINED 9	
			77	4983				
QUALCOMM INC	COM	747525103	18348	426989	SH		DEFINED 9	
			6874	159979	SH		DEFINED 20	
			10	228	SH		DEFINED 8	
			25232	587196				
QUALITY SYS INC	COM	747582104	204	4830	SH		DEFINED 9	
			13	300	SH		DEFINED 20	
			217	5130				
QUANTA SVCS INC	SDCV 4.500%10	74762EAC6	728	3000	SH		DEFINED 9	

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			728	3000		
QUANTA SVCS INC	COM	74762E102	8	300 SH	DEFINED	9
			-----	-----		
			8	300		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
QUANTUM FUEL SYS TECH WORLDW	COM	74765E109	5	4145	SH		DEFINED	20
			-----	-----				
			5	4145				
QUEST DIAGNOSTICS INC	COM	74834L100	182	3518	SH		DEFINED	9
			105	2030	SH		DEFINED	20
			-----	-----				
			287	5548				
QUESTAR CORP	COM	748356102	15247	372599	SH		DEFINED	9
			5214	127419	SH		DEFINED	20
			8	200	SH		DEFINED	8
			-----	-----				
			20469	500218				
QWEST COMMUNICATIONS INTL IN	COM	749121109	2811	870213	SH		DEFINED	9
			1590	492392	SH		DEFINED	20
			-----	-----				
			4401	1362605				
RAIT FINANCIAL TRUST	COM	749227104	8	1520	SH		DEFINED	9
			-----	-----				
			8	1520				
RCM TECHNOLOGIES INC	COM NEW	749360400	2	1000	SH		DEFINED	20
			-----	-----				
			2	1000				
RMR ASIA REAL ESTATE FUND	COM BENE INTER	74964Q101	4	500	SH		DEFINED	20
			-----	-----				
			4	500				
RPM INTL INC	COM	749685103	1720	88951	SH		DEFINED	9
			178	9224	SH		DEFINED	20
			-----	-----				
			1899	98175				

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RF MICRODEVICES INC	COM	749941100	2	730	SH	DEFINED 9
			0	96	SH	DEFINED 20
			-----	-----		
			2	826		
RADIOSHACK CORP	COM	750438103	40	2292	SH	DEFINED 9
			-----	-----		
			40	2292		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
RAE SYS INC	COM	75061P102	3	2000	SH		DEFINED 9	
			-----	-----				
			3	2000				
RAMBUS INC DEL	COM	750917106	22	1745	SH		DEFINED 9	
			-----	-----				
			22	1745				
RANGE RES CORP	COM	75281A109	513	11970	SH		DEFINED 9	
			164	3824	SH		DEFINED 20	
			-----	-----				
			677	15794				
RAYMOND JAMES FINANCIAL INC	COM	754730109	545	16519	SH		DEFINED 9	
			438	13291	SH		DEFINED 20	
			-----	-----				
			983	29810				
RAYONIER INC	COM	754907103	74	1559	SH		DEFINED 9	
			349	7362	SH		DEFINED 20	
			-----	-----				
			422	8921				
RAYTHEON CO	*W EXP 06/16/2	755111119	2	113	SH		DEFINED 9	
			-----	-----				
			2	113				
RAYTHEON CO	COM NEW	755111507	2061	38521	SH		DEFINED 9	
			1451	27119	SH		DEFINED 20	
			4	79	SH		DEFINED 8	
			-----	-----				
			3517	65719				
RBC BEARINGS INC	COM	75524B104	6	177	SH		DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	MA
			6	177		
REALNETWORKS INC	COM	75605L104	4	800 SH	DEFINED	20
			4	800		
REALTY INCOME CORP	COM	756109104	119	4661 SH	DEFINED	9
			12	460 SH	DEFINED	20
			131	5121		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	MA
REAVES UTIL INCOME FD	COM SH BEN INT	756158101	30	1805 SH	DEFINED	20
			30	1805		
RED HAT INC	COM	756577102	19	1275 SH	DEFINED	9
			19	1275		
REDWOOD TR INC	COM	758075402	2	100 SH	DEFINED	20
			2	100		
REED ELSEVIER N V	SPONS ADR NEW	758204200	3	89 SH	DEFINED	9
			3	89		
REGAL ENTMT GROUP	CL A	758766109	75	4769 SH	DEFINED	9
			59	3730 SH	DEFINED	20
			134	8499		
REGENERON PHARMACEUTICALS	COM	75886F107	5	248 SH	DEFINED	9
			5	248		
REGIS CORP MINN	COM	758932107	23	854 SH	DEFINED	9
			23	854		
REGIONAL BK HOLDRS TR	DEPOSITRY RCPT	75902E100	21	200 SH	DEFINED	9

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			21	200			
REGIONS FINANCIAL CORP NEW	COM	7591EP100	119	12360	SH	DEFINED	9
			67	6932	SH	DEFINED	20
			-----	-----			
			185	19292			
REINSURANCE GROUP AMER INC	CL A	759351406	26	488	SH	DEFINED	9
			-----	-----			
			26	488			
REINSURANCE GROUP AMER INC	CL B	759351505	605	12767	SH	DEFINED	9
			449	9463	SH	DEFINED	20
			-----	-----			
			1054	22230			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
RELIANCE STEEL & ALUMINUM CO	COM	759509102	2	65	SH		DEFINED	9
			-----	-----				
			2	65				
RELIANT ENERGY INC	COM	75952B105	32	4302	SH		DEFINED	9
			16	2229	SH		DEFINED	20
			-----	-----				
			48	6531				
RENASANT CORP	COM	75970E107	219	10085	SH		DEFINED	9
			22	1028	SH		DEFINED	20
			-----	-----				
			241	11113				
REPSOL YPF S A	SPONSORED ADR	76026T205	6	212	SH		DEFINED	20
			-----	-----				
			6	212				
REPUBLIC BANCORP KY	CL A	760281204	18	606	SH		DEFINED	20
			-----	-----				
			18	606				
REPUBLIC SVCS INC	COM	760759100	469	15658	SH		DEFINED	9
			334	11152	SH		DEFINED	20
			-----	-----				
			804	26810				

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RES-CARE INC	COM	760943100	11	599	SH	DEFINED 9
			-----	-----		
			11	599		
RESEARCH IN MOTION LTD	COM	760975102	1467	21481	SH	DEFINED 9
			668	9783	SH	DEFINED 20
			1	21	SH	DEFINED 8
			-----	-----		
			2137	31285		
RESMED INC	COM	761152107	84	1950	SH	DEFINED 9
			-----	-----		
			84	1950		
RESOURCES CONNECTION INC	COM	76122Q105	58	2596	SH	DEFINED 9
			50	2204	SH	DEFINED 20
			-----	-----		
			108	4800		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
REX ENERGY CORPORATION	COM	761565100	17	1100	SH		DEFINED 9	
			-----	-----				
			17	1100				
REYNOLDS AMERICAN INC	COM	761713106	436	8973	SH		DEFINED 9	
			328	6756	SH		DEFINED 20	
			-----	-----				
			765	15729				
RIO TINTO PLC	SPONSORED ADR	767204100	1315	5269	SH		DEFINED 9	
			482	1931	SH		DEFINED 20	
			-----	-----				
			1796	7200				
RITE AID CORP	COM	767754104	2	2000	SH		DEFINED 9	
			-----	-----				
			2	2000				
RIVUS BOND FUND	COM	769667106	23	1637	SH		DEFINED 9	
			-----	-----				
			23	1637				
ROBERT HALF INTL INC	COM	770323103	35	1397	SH		DEFINED 9	
			-----	-----				

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			35	1397		
ROCK-TENN CO	CL A	772739207	632	15820	SH	DEFINED 9
			113	2828	SH	DEFINED 20
			-----	-----		
			746	18648		
ROCKWELL AUTOMATION INC	COM	773903109	1859	49775	SH	DEFINED 9
			844	22602	SH	DEFINED 20
			-----	-----		
			2703	72377		
ROCKWELL COLLINS INC	COM	774341101	121	2522	SH	DEFINED 9
			891	18527	SH	DEFINED 20
			-----	-----		
			1012	21049		
ROGERS COMMUNICATIONS INC	CL B	775109200	3	97	SH	DEFINED 20
			-----	-----		
			3	97		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ROHM & HAAS CO	COM	775371107	897	12832	SH		DEFINED 9	
			220	3150	SH		DEFINED 20	
			-----	-----				
			1118	15982				
ROLLINS INC	COM	775711104	64	3394	SH		DEFINED 9	
			55	2881	SH		DEFINED 20	
			-----	-----				
			119	6275				
ROPER INDS INC NEW	COM	776696106	3893	68354	SH		DEFINED 9	
			1711	30040	SH		DEFINED 20	
			-----	-----				
			5605	98394				
ROSETTA RESOURCES INC	COM	777779307	143	7792	SH		DEFINED 9	
			15	812	SH		DEFINED 20	
			-----	-----				
			158	8604				
ROSS STORES INC	COM	778296103	4	102	SH		DEFINED 9	
			-----	-----				

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			4	102		
ROWAN COS INC	COM	779382100	35	1152 SH	DEFINED	9
			-----	-----		
			35	1152		
ROYAL BK CDA MONTREAL QUE	COM	780087102	821	17095 SH	DEFINED	9
			-----	-----		
			821	17095		
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF S	780097739	9	1000 SH	DEFINED	9
			5	600 SH	DEFINED	20
			-----	-----		
			14	1600		
ROYAL BK SCOTLAND GROUP PLC	ADR PFD SER P	780097762	4	500 SH	DEFINED	9
			17	2000 SH	DEFINED	20
			-----	-----		
			21	2500		
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF M	780097796	9	1000 SH	DEFINED	9
			5	550 SH	DEFINED	20
			-----	-----		
			14	1550		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	8	800 SH	DEFINED	9		
			40	4000 SH	DEFINED	20		
			-----	-----				
			48	4800				
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	64	1120 SH	DEFINED	20		
			-----	-----				
			64	1120				
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	12836	217530 SH	DEFINED	9		
			19416	329024 SH	DEFINED	20		
			-----	-----				
			32252	546554				
ROYAL GOLD INC	COM	780287108	4	100 SH	DEFINED	20		
			-----	-----				
			4	100				

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ROYCE VALUE TR INC	COM	780910105	20	1500	SH	DEFINED 9
			-----	-----		
			20	1500		
RUBICON TECHNOLOGY INC	COM	78112T107	1	100	SH	DEFINED 20
			-----	-----		
			1	100		
RUBY TUESDAY INC	COM	781182100	1	199	SH	DEFINED 9
			-----	-----		
			1	199		
RUDOLPH TECHNOLOGIES INC	COM	781270103	9	1116	SH	DEFINED 9
			8	956	SH	DEFINED 20
			-----	-----		
			17	2072		
RUTHS HOSPITALITY GROUP INC	COM	783332109	1	300	SH	DEFINED 9
			-----	-----		
			1	300		
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	1	28	SH	DEFINED 9
			-----	-----		
			1	28		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	MA
RYDER SYS INC	COM	783549108	257	4142	SH	DEFINED 9		
			378	6090	SH	DEFINED 20		
			-----	-----				
			634	10232				
RYDEX ETF TRUST	S&P 500 EQ TRD	78355W106	11	300	SH	DEFINED 9		
			83	2194	SH	DEFINED 20		
			-----	-----				
			95	2494				
S&P 500 COVERED CALL FD INC	COM	78381P109	1	100	SH	DEFINED 9		
			-----	-----				
			1	100				
SBA COMMUNICATIONS CORP	COM	78388J106	18	715	SH	DEFINED 9		
			-----	-----				
			18	715				

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SAIC INC	COM	78390X101	20 10	1000 475	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			30	1475		
SEI INVESTMENTS CO	COM	784117103	339 67	15266 3010	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			406	18276		
SJW CORP	COM	784305104	1	40	SH	DEFINED 20
			-----	-----		
			1	40		
SK TELECOM LTD	SPONSORED ADR	78440P108	30 2	1575 90	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			31	1665		
SL GREEN RLTY CORP	COM	78440X101	59	904	SH	DEFINED 9
			-----	-----		
			59	904		
SLM CORP	COM	78442P106	59	4795	SH	DEFINED 9
			-----	-----		
			59	4795		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SPDR TR	UNIT SER 1	78462F103	12654 22504	109093 194019	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			35158	303112				
SPSS INC	COM	78462K102	7	225	SH		DEFINED 20	
			-----	-----				
			7	225				
S1 CORPORATION	COM	78463B101	1	200	SH		DEFINED 20	
			-----	-----				
			1	200				
SPDR GOLD TRUST	GOLD SHS	78463V107	7040 7360 38	82751 86512 444	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	

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			-----	-----		
			14437	169707		
SPDR INDEX SHS FDS	SPDR DJ EURO E	78463X202	5	122	SH	DEFINED 9
			-----	-----		
			5	122		
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	3	49	SH	DEFINED 20
			-----	-----		
			3	49		
SPDR INDEX SHS FDS	DJWS INTL REAL	78463X863	1652	43297	SH	DEFINED 9
			4402	115359	SH	DEFINED 20
			-----	-----		
			6055	158656		
SPX CORP	COM	784635104	2649	34402	SH	DEFINED 9
			5927	76980	SH	DEFINED 20
			10	130	SH	DEFINED 8
			-----	-----		
			8586	111512		
SPDR SERIES TRUST	DJWS SCAP GR	78464A201	26	324	SH	DEFINED 9
			-----	-----		
			26	324		
SPDR SERIES TRUST	LEHMN INTL ETF	78464A516	223	4300	SH	DEFINED 9
			1844	35546	SH	DEFINED 20
			-----	-----		
			2068	39846		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
SPDR SERIES TRUST	DJ WLSH REIT E	78464A607	16	235	SH		DEFINED 9	
			95	1405	SH		DEFINED 20	
			-----	-----				
			111	1640				
SPDR SERIES TRUST	OILGAS EQUIP	78464A748	12	375	SH		DEFINED 20	
			-----	-----				
			12	375				
SPDR SERIES TRUST	S&P METALS MNG	78464A755	14	300	SH		DEFINED 9	
			-----	-----				
			14	300				

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SPDR SERIES TRUST	S&P DIVID ETF	78464A763	46	925	SH	DEFINED 8
			-----	-----		
			46	925		
SPDR SERIES TRUST	SPDR KBW BK ET	78464A797	239	7100	SH	DEFINED 9
			291	8650	SH	DEFINED 20
			-----	-----		
			529	15750		
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	55	2800	SH	DEFINED 9
			-----	-----		
			55	2800		
SVB FINL GROUP	COM	78486Q101	58	1000	SH	DEFINED 9
			-----	-----		
			58	1000		
S Y BANCORP INC	COM	785060104	437	14280	SH	DEFINED 20
			-----	-----		
			437	14280		
SABINE ROYALTY TR	UNIT BEN INT	785688102	224	4000	SH	DEFINED 9
			-----	-----		
			224	4000		
SADIA S A	SPON ADR PFD	786326108	8	825	SH	DEFINED 9
			-----	-----		
			8	825		
SAFEGUARD SCIENTIFICS INC	COM	786449108	4	3000	SH	DEFINED 20
			-----	-----		
			4	3000		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
SAFEGUARD SCIENTIFICS INC	COM NEW	786514208	1219	51409	SH	DEFINED 9	
			790	33315	SH	DEFINED 20	
			-----	-----			
			2010	84724			
ST JOE CO	COM	790148100	25	650	SH	DEFINED 9	
			-----	-----			
			25	650			

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ST JUDE MED INC	COM	790849103	4198 1612	96532 37059	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			5810	133591		
ST MARY LD & EXPL CO	COM	792228108	10	290	SH	DEFINED 20
			-----	-----		
			10	290		
SAKS INC	COM	79377W108	5	520	SH	DEFINED 20
			-----	-----		
			5	520		
SALESFORCE COM INC	COM	79466L302	664 87	13711 1805	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			751	15516		
SALLY BEAUTY HLDGS INC	COM	79546E104	405 583	47082 67780	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			988	114862		
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	194	5096	SH	DEFINED 9
			-----	-----		
			194	5096		
SANDISK CORP	COM	80004C101	156 166	7996 8516	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			323	16512		
SANOFI AVENTIS	SPONSORED ADR	80105N105	499 471	15186 14320	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			970	29506		

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-----	-----	-----	-----	-----	-----	-----	-----	-----
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	341 1068 6	6382 19990 105	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			1415	26477				

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SARA LEE CORP	COM	803111103	2997	237272	SH	DEFINED 9
			4428	350560	SH	DEFINED 20
			-----	-----		
			7424	587832		
SASOL LTD	SPONSORED ADR	803866300	134	3162	SH	DEFINED 9
			703	16542	SH	DEFINED 20
			4	96	SH	DEFINED 8
			-----	-----		
			841	19800		
SATYAM COMPUTER SERVICES LTD	ADR	804098101	1	70	SH	DEFINED 9
			32	2000	SH	DEFINED 20
			-----	-----		
			33	2070		
SAUL CTRS INC	COM	804395101	5	102	SH	DEFINED 20
			-----	-----		
			5	102		
SAVVIS INC	COM NEW	805423308	22	1653	SH	DEFINED 20
			-----	-----		
			22	1653		
SCANA CORP NEW	COM	80589M102	147	3786	SH	DEFINED 9
			73	1872	SH	DEFINED 20
			-----	-----		
			220	5658		
SCHAWK INC	CL A	806373106	163	10780	SH	DEFINED 9
			16	1090	SH	DEFINED 20
			-----	-----		
			179	11870		
SCHEIN HENRY INC	COM	806407102	2482	46098	SH	DEFINED 9
			3028	56239	SH	DEFINED 20
			-----	-----		
			5510	102337		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SCHERING PLOUGH CORP	COM	806605101	7998	433039	SH		DEFINED 9	
			3288	178017	SH		DEFINED 20	
			-----	-----				
			11286	611056				

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SCHLUMBERGER LTD	COM	806857108	47757	611560	SH	DEFINED	9
			22376	286537	SH	DEFINED	20
			26	331	SH	DEFINED	8
			-----	-----			
			70158	898428			
SCHNITZER STL INDS	CL A	806882106	20	500	SH	DEFINED	9
			-----	-----			
			20	500			
SCHULMAN A INC	COM	808194104	50	2508	SH	DEFINED	9
			-----	-----			
			50	2508			
SCHWAB CHARLES CORP NEW	COM	808513105	24516	942927	SH	DEFINED	9
			12164	467835	SH	DEFINED	20
			16	600	SH	DEFINED	8
			-----	-----			
			36695	1411362			
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	260	13675	SH	DEFINED	9
			26	1370	SH	DEFINED	20
			-----	-----			
			286	15045			
SCICLONE PHARMACEUTICALS INC	COM	80862K104	1	500	SH	DEFINED	20
			-----	-----			
			1	500			
SCIELE PHARMA INC	COM	808627103	5	151	SH	DEFINED	9
			10	330	SH	DEFINED	20
			-----	-----			
			15	481			
SCIENTIFIC GAMES CORP	CL A	80874P109	251	10895	SH	DEFINED	9
			207	9004	SH	DEFINED	20
			-----	-----			
			458	19899			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
SCOTT'S MIRACLE GRO CO	CL A	810186106	433	18297	SH	DEFINED	9
			135	5727	SH	DEFINED	20
			-----	-----			

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			568	24024		
SCRIPPS E W CO OHIO	CL A NEW	811054402	9	1228 SH	DEFINED	9
			-----	-----		
			9	1228		
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	1659	45703 SH	DEFINED	9
			-----	-----		
			1659	45703		
SEACOR HOLDINGS INC	COM	811904101	148	1877 SH	DEFINED	9
			-----	-----		
			148	1877		
SEALED AIR CORP NEW	COM	81211K100	47	2141 SH	DEFINED	9
			4	177 SH	DEFINED	20
			5	210 SH	DEFINED	8
			-----	-----		
			56	2528		
SEARS HLDGS CORP	COM	812350106	93	991 SH	DEFINED	9
			372	3981 SH	DEFINED	20
			-----	-----		
			465	4972		
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	560	16778 SH	DEFINED	9
			354	10586 SH	DEFINED	20
			-----	-----		
			914	27364		
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	294	9794 SH	DEFINED	9
			522	17361 SH	DEFINED	20
			-----	-----		
			816	27155		
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	134	4850 SH	DEFINED	9
			195	7076 SH	DEFINED	20
			-----	-----		
			329	11926		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	495	17728 SH			DEFINED	9
			576	20639 SH			DEFINED	20
			-----	-----				

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			1070	38367		
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	75	1185 SH	DEFINED 9	
			1421	22451 SH	DEFINED 20	
			-----	-----		
			1496	23636		
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	6811	342446 SH	DEFINED 9	
			1789	89961 SH	DEFINED 20	
			6	317 SH	DEFINED 8	
			-----	-----		
			8607	432724		
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	69	2225 SH	DEFINED 9	
			57	1841 SH	DEFINED 20	
			-----	-----		
			125	4066		
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	8577	432070 SH	DEFINED 9	
			843	42474 SH	DEFINED 20	
			5	253 SH	DEFINED 8	
			-----	-----		
			9425	474797		
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	328	9860 SH	DEFINED 9	
			108	3252 SH	DEFINED 20	
			-----	-----		
			436	13112		
SELECT COMFORT CORP	COM	81616X103	1	885 SH	DEFINED 20	
			-----	-----		
			1	885		
SELECTIVE INS GROUP INC	COM	816300107	1	58 SH	DEFINED 9	
			-----	-----		
			1	58		
SELIGMAN SELECT MUN FD INC	COM	816344105	6	665 SH	DEFINED 20	
			-----	-----		
			6	665		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SEMTECH CORP	COM	816850101	333	23876	SH		DEFINED 9	
			452	32412	SH		DEFINED 20	

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			786	56288		
SEMPRA ENERGY	COM	816851109	156	3094 SH	DEFINED 9	
			178	3536 SH	DEFINED 20	
			335	6630		
SEMITOOL INC	COM	816909105	182	22264 SH	DEFINED 9	
			19	2280 SH	DEFINED 20	
			201	24544		
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	2	92 SH	DEFINED 9	
			2	92		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	40	1427 SH	DEFINED 9	
			59	2100 SH	DEFINED 20	
			99	3527		
SEPRACOR INC	COM	817315104	1	70 SH	DEFINED 20	
			1	70		
SERVICE CORP INTL	COM	817565104	117	13964 SH	DEFINED 9	
			225	26857 SH	DEFINED 20	
			341	40821		
SHAW GROUP INC	COM	820280105	2	50 SH	DEFINED 20	
			2	50		
SHERWIN WILLIAMS CO	COM	824348106	544	9517 SH	DEFINED 9	
			4186	73240 SH	DEFINED 20	
			4730	82757		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	45	638 SH		DEFINED 9	
			705	9900 SH		DEFINED 20	
			4	62 SH		DEFINED 8	

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		-----		-----			
		755	10600				
SHIRE LIMITED	SPONSORED ADR	82481R106	3	65	SH	DEFINED	9

		3	65				
SIEMENS A G	SPONSORED ADR	826197501	1541	16416	SH	DEFINED	9

		2288	24371	SH		DEFINED	20

		3829	40787				
SIERRA PAC RES NEW	COM	826428104	2	183	SH	DEFINED	20

		2	183				
SIGMA ALDRICH CORP	COM	826552101	259	4938	SH	DEFINED	9

		521	9938	SH		DEFINED	20

		780	14876				
SIGMA DESIGNS INC	COM	826565103	1	68	SH	DEFINED	9

		1	68				
SILGAN HOLDINGS INC	COM	827048109	8	160	SH	DEFINED	9

		8	160				
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	1	229	SH	DEFINED	20

		1	229				
SILVER WHEATON CORP	COM	828336107	198	24262	SH	DEFINED	9

		143	17511	SH		DEFINED	20

		340	41773				
SIMON PPTY GROUP INC NEW	COM	828806109	3998	41218	SH	DEFINED	9

		4462	46003	SH		DEFINED	20

		12	125	SH		DEFINED	8

		8473	87346				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----

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SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	2	23	SH	DEFINED 20
			-----	-----		
			2	23		
SIMPSON MANUFACTURING CO INC	COM	829073105	1	20	SH	DEFINED 20
			-----	-----		
			1	20		
SIRF TECHNOLOGY HLDGS INC	COM	82967H101	0	203	SH	DEFINED 9
			-----	-----		
				203		
SIRIUS XM RADIO INC	COM	82967N108	14	24408	SH	DEFINED 9
			-----	-----		
			14	24408		
SKYWORKS SOLUTIONS INC	COM	83088M102	60	7151	SH	DEFINED 20
			-----	-----		
			60	7151		
SMALL CAP PREM & DIV INCM FD	COM	83165P101	10	762	SH	DEFINED 9
				82	6500	SH
			-----	-----		DEFINED 20
			92	7262		
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	7	125	SH	DEFINED 9
			-----	-----		
			7	125		
SMITH A O	COM	831865209	14	364	SH	DEFINED 20
			-----	-----		
			14	364		
SMITH INTL INC	COM	832110100	525	8950	SH	DEFINED 9
				222	3788	SH
			-----	-----		DEFINED 20
			747	12738		
SMITHFIELD FOODS INC	COM	832248108	54	3405	SH	DEFINED 9
			-----	-----		
			54	3405		
SMUCKER J M CO	COM NEW	832696405	1378	27175	SH	DEFINED 9
				132	2595	SH
			-----	-----		DEFINED 20
			1509	29770		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
SMURFIT-STONE CONTAINER CORP	COM	832727101	19	4071	SH		DEFINED	9
			19	4071				
SNAP ON INC	COM	833034101	1876	35627	SH		DEFINED	9
			962	18261	SH		DEFINED	20
			4	67	SH		DEFINED	8
			2841	53955				
SOFTBRANDS INC	COM	83402A107	1	671	SH		DEFINED	9
			1	671				
SOLARFUN POWER HOLDINGS CO L	SPONSORED ADR	83415U108	12	1100	SH		DEFINED	20
			12	1100				
SOLUTIA INC	COM NEW	834376501	0	28	SH		DEFINED	9
				28				
SOMANETICS CORP	COM NEW	834445405	28	1292	SH		DEFINED	9
			24	1108	SH		DEFINED	20
			52	2400				
SONESTA INTL HOTELS CORP	CL A	835438409	1	30	SH		DEFINED	9
			1	30				
SONIC CORP	COM	835451105	2	150	SH		DEFINED	9
			2	150				
SONICWALL INC	COM	835470105	1	100	SH		DEFINED	20
			1	100				
SONOCO PRODS CO	COM	835495102	209	7025	SH		DEFINED	9
			43	1435	SH		DEFINED	20
			251	8460				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SONY CORP	ADR NEW	835699307	91	2932	SH		DEFINED 9	
			61	1976	SH		DEFINED 20	
			-----	-----				
			152	4908				
SONUS NETWORKS INC	COM	835916107	1	444	SH		DEFINED 9	
			-----	-----				
			1	444				
SOURCE CAP INC	COM	836144105	55	1157	SH		DEFINED 9	
			6	127	SH		DEFINED 20	
			-----	-----				
			61	1284				
SOURCEFORGE INC	COM	83616W101	0	100	SH		DEFINED 9	
			-----	-----				
				100				
SOUTH FINL GROUP INC	COM	837841105	374	50974	SH		DEFINED 9	
			95	12900	SH		DEFINED 20	
			-----	-----				
			468	63874				
SOUTH JERSEY INDS INC	COM	838518108	25	714	SH		DEFINED 9	
			-----	-----				
			25	714				
SOUTHERN CO	COM	842587107	2099	55701	SH		DEFINED 9	
			3495	92731	SH		DEFINED 20	
			60	1600	SH		DEFINED 8	
			-----	-----				
			5655	150032				
SOUTHERN COPPER CORP	COM	84265V105	68	3586	SH		DEFINED 9	
			160	8400	SH		DEFINED 20	
			-----	-----				
			229	11986				
SOUTHERN UN CO NEW	COM	844030106	3	140	SH		DEFINED 9	
			14	667	SH		DEFINED 20	
			-----	-----				
			17	807				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SOUTHWEST AIRLS CO	COM	844741108	235	16177	SH		DEFINED 9	
			28	1912	SH		DEFINED 20	
			-----	-----				
			262	18089				
SOUTHWEST BANCORP INC OKLA	COM	844767103	317	17918	SH		DEFINED 9	
			453	25645	SH		DEFINED 20	
			-----	-----				
			770	43563				
SOUTHWEST GAS CORP	COM	844895102	11	350	SH		DEFINED 20	
			-----	-----				
			11	350				
SOUTHWESTERN ENERGY CO	COM	845467109	54	1766	SH		DEFINED 9	
			142	4653	SH		DEFINED 20	
			-----	-----				
			196	6419				
SOVEREIGN BANCORP INC	COM	845905108	5	1247	SH		DEFINED 9	
			2	525	SH		DEFINED 20	
			-----	-----				
			7	1772				
SPARTAN MTRS INC	COM	846819100	9	2900	SH		DEFINED 20	
			-----	-----				
			9	2900				
SPARTECH CORP	COM NEW	847220209	69	7000	SH		DEFINED 20	
			-----	-----				
			69	7000				
SPECTRA ENERGY CORP	COM	847560109	7272	305539	SH		DEFINED 9	
			3679	154562	SH		DEFINED 20	
			-----	-----				
			10950	460101				
SPECTRANETICS CORP	COM	84760C107	1	150	SH		DEFINED 9	
			-----	-----				
			1	150				
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	17	1046	SH		DEFINED 20	
			-----	-----				
			17	1046				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SPRINT NEXTEL CORP	COM SER 1	852061100	332	54389	SH		DEFINED 9	
			41	6703	SH		DEFINED 20	
			2	371	SH		DEFINED 8	
			-----	-----				
			375	61463				
STANCORP FINL GROUP INC	COM	852891100	36	700	SH		DEFINED 9	
			-----	-----				
			36	700				
STANDARD REGISTER CO	COM	853887107	51101	5187920	SH		DEFINED 9	
			172	17460	SH		DEFINED 20	
			-----	-----				
			51273	5205380				
STANLEY INC	COM	854532108	52	1400	SH		DEFINED 9	
			-----	-----				
			52	1400				
STANLEY WKS	COM	854616109	218	5213	SH		DEFINED 9	
			323	7749	SH		DEFINED 20	
			-----	-----				
			541	12962				
STAPLES INC	COM	855030102	313	13919	SH		DEFINED 9	
			147	6532	SH		DEFINED 20	
			-----	-----				
			460	20451				
STARBUCKS CORP	COM	855244109	162	10907	SH		DEFINED 9	
			269	18079	SH		DEFINED 20	
			3	175	SH		DEFINED 8	
			-----	-----				
			434	29161				
STATE AUTO FINL CORP	COM	855707105	131	4504	SH		DEFINED 9	
			-----	-----				
			131	4504				
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	48	1721	SH		DEFINED 9	
			6	199	SH		DEFINED 20	
			-----	-----				
			54	1920				

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STATE STR CORP	COM	857477103	1606	28235	SH		DEFINED	9
			5667	99625	SH		DEFINED	20
			8	137	SH		DEFINED	8
			7280	127997				
STATOILHYDRO ASA	SPONSORED ADR	85771P102	201	8439	SH		DEFINED	9
			192	8048	SH		DEFINED	20
			392	16487				
STEAK N SHAKE CO	COM	857873103	137	15838	SH		DEFINED	9
			197	22704	SH		DEFINED	20
			335	38542				
STEEL DYNAMICS INC	COM	858119100	74	4338	SH		DEFINED	20
			74	4338				
STEELCASE INC	CL A	858155203	31526	2932650	SH		DEFINED	20
			31526	2932650				
STERICYCLE INC	COM	858912108	5786	98219	SH		DEFINED	9
			2849	48361	SH		DEFINED	20
			8635	146580				
STERIS CORP	COM	859152100	430	11455	SH		DEFINED	9
			422	11217	SH		DEFINED	20
			852	22672				
STEREOTAXIS INC	COM	85916J102	7	1100	SH		DEFINED	20
			7	1100				
STERLING CONSTRUCTION CO INC	COM	859241101	6	370	SH		DEFINED	20
			6	370				
STEWART ENTERPRISES INC	CL A	860370105	159	20236	SH		DEFINED	9
			16	2078	SH		DEFINED	20
			175	22314				

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STEWART INFORMATION SVCS COR	COM	860372101	6	214	SH		DEFINED	9
			6	214				
STMICROELECTRONICS N V	NY REGISTRY	861012102	28	2730	SH		DEFINED	9
			25	2422	SH		DEFINED	20
			52	5152				
STRATASYS INC	COM	862685104	32	1856	SH		DEFINED	9
			28	1592	SH		DEFINED	20
			60	3448				
STRATEGIC GLOBAL INCOME FD	COM	862719101	67	7100	SH		DEFINED	9
			25	2597	SH		DEFINED	20
			92	9697				
STRAYER ED INC	COM	863236105	100	500	SH		DEFINED	9
			100	500				
STRYKER CORP	COM	863667101	15598	250364	SH		DEFINED	9
			14094	226220	SH		DEFINED	20
			6	100	SH		DEFINED	8
			29697	476684				
STURM RUGER & CO INC	COM	864159108	97	13983	SH		DEFINED	9
			238	34286	SH		DEFINED	20
			335	48269				
SUN LIFE FINL INC	COM	866796105	715	20218	SH		DEFINED	9
			266	7525	SH		DEFINED	20
			981	27743				
SUN MICROSYSTEMS INC	COM NEW	866810203	64	8467	SH		DEFINED	9
			21	2821	SH		DEFINED	20
			86	11288				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
SUN HEALTHCARE GROUP INC	COM NEW	866933401	176	12020	SH		DEFINED 9	
			84	5756	SH		DEFINED 20	
			261	17776				
SUN HYDRAULICS CORP	COM	866942105	446	17121	SH		DEFINED 9	
			640	24578	SH		DEFINED 20	
			1086	41699				
SUNCOR ENERGY INC	COM	867229106	71	1676	SH		DEFINED 9	
			340	8074	SH		DEFINED 20	
			411	9750				
SUNOPTA INC	COM	8676EP108	2	250	SH		DEFINED 9	
			2	250				
SUNOCO LOGISTICS PRTRNS L P	COM UNITS	86764L108	22	500	SH		DEFINED 20	
			22	500				
SUNOCO INC	COM	86764P109	142	3991	SH		DEFINED 9	
			161	4530	SH		DEFINED 20	
			303	8521				
SUNPOWER CORP	COM CL A	867652109	82	1150	SH		DEFINED 9	
			10	140	SH		DEFINED 20	
			91	1290				
SUNRISE SENIOR LIVING INC	COM	86768K106	1	50	SH		DEFINED 9	
			1	50				
SUNSTONE HOTEL INVS INC NEW	COM	867892101	2	185	SH		DEFINED 20	
			2	185				
SUNTRUST BKS INC	COM	867914103	7614	169232	SH		DEFINED 9	
			2587	57496	SH		DEFINED 20	
			10201	226728				

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	35	971	SH		DEFINED 9	
			2	60	SH		DEFINED 20	
			37	1031				
SUPERIOR ENERGY SVCS INC	COM	868157108	935	30034	SH		DEFINED 9	
			641	20597	SH		DEFINED 20	
			1577	50631				
SUPERVALU INC	COM	868536103	1165	53709	SH		DEFINED 9	
			465	21420	SH		DEFINED 20	
			1630	75129				
SURMODICS INC	COM	868873100	17	544	SH		DEFINED 9	
			15	468	SH		DEFINED 20	
			32	1012				
SUSQUEHANNA BANCSHARES INC P	COM	869099101	38	1939	SH		DEFINED 9	
			38	1939				
SWIFT ENERGY CO	COM	870738101	30	774	SH		DEFINED 9	
			30	774				
SWISS HELVETIA FD INC	COM	870875101	8	625	SH		DEFINED 9	
			8	625				
SYBASE INC	COM	871130100	508	16578	SH		DEFINED 9	
			73	2368	SH		DEFINED 20	
			580	18946				
SYKES ENTERPRISES INC	COM	871237103	22	1000	SH		DEFINED 20	
			22	1000				
SYMANTEC CORP	NOTE 0.750% 6	871503AD0	664	6000	SH		DEFINED 9	
			664	6000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SYMANTEC CORP	COM	871503108	309	15763	SH		DEFINED 9	
			14	700	SH		DEFINED 20	
			-----	-----				
			322	16463				
SYMMETRICOM INC	COM	871543104	170	34274	SH		DEFINED 9	
			170	34274	SH		DEFINED 20	
			-----	-----				
			341	68548				
SYNGENTA AG	SPONSORED ADR	87160A100	5506	130107	SH		DEFINED 9	
			3605	85184	SH		DEFINED 20	
			4	94	SH		DEFINED 8	
			-----	-----				
			9115	215385				
SYNOPSYS INC	COM	871607107	31	1530	SH		DEFINED 9	
			-----	-----				
			31	1530				
SYNOVUS FINL CORP	COM	87161C105	493	47627	SH		DEFINED 9	
			167	16137	SH		DEFINED 20	
			-----	-----				
			660	63764				
SYPRIS SOLUTIONS INC	COM	871655106	16	10000	SH		DEFINED 20	
			-----	-----				
			16	10000				
SYSCO CORP	COM	871829107	16082	521633	SH		DEFINED 9	
			9820	318517	SH		DEFINED 20	
			16	535	SH		DEFINED 8	
			-----	-----				
			25918	840685				
TCF FINL CORP	COM	872275102	22	1200	SH		DEFINED 9	
			1117	62048	SH		DEFINED 20	
			-----	-----				
			1138	63248				
TD AMERITRADE HLDG CORP	COM	87236Y108	13	805	SH		DEFINED 9	
			3	200	SH		DEFINED 20	
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TECO ENERGY INC	COM	872375100	274	17442	SH		DEFINED 9	
			156	9936	SH		DEFINED 20	
			431	27378				
TEPPCO PARTNERS L P	UT LTD PARTNER	872384102	61	2350	SH		DEFINED 9	
			256	9800	SH		DEFINED 20	
			13	500	SH		DEFINED 8	
			331	12650				
THQ INC	COM NEW	872443403	388	32254	SH		DEFINED 9	
			20	1636	SH		DEFINED 20	
			408	33890				
TJX COS INC NEW	COM	872540109	6461	211692	SH		DEFINED 9	
			8464	277316	SH		DEFINED 20	
			12	380	SH		DEFINED 8	
			14936	489388				
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	24	1502	SH		DEFINED 9	
			24	1502				
TTM TECHNOLOGIES INC	COM	87305R109	333	33582	SH		DEFINED 9	
			477	48127	SH		DEFINED 20	
			811	81709				
T-3 ENERGY SRVCS INC	COM	87306E107	491	13230	SH		DEFINED 9	
			64	1737	SH		DEFINED 20	
			556	14967				
TW TELECOM INC	COM	87311L104	142	13652	SH		DEFINED 9	
			42	4070	SH		DEFINED 20	
			184	17722				

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TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	321	34299	SH	DEFINED 9
			194	20695	SH	DEFINED 20
			-----	-----		
			515	54994		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
TALEO CORP	CL A	87424N104	133	6682	SH	DEFINED 9		
			61	3053	SH	DEFINED 20		
			-----	-----				
			194	9735				
TALISMAN ENERGY INC	COM	87425E103	14	1002	SH	DEFINED 9		
			-----	-----				
			14	1002				
TANGER FACTORY OUTLET CTRS I	COM	875465106	26	603	SH	DEFINED 9		
			257	5864	SH	DEFINED 20		
			-----	-----				
			283	6467				
TARGET CORP	COM	87612E106	29956	610731	SH	DEFINED 9		
			13474	274691	SH	DEFINED 20		
			39	795	SH	DEFINED 8		
			-----	-----				
			43469	886217				
TATA COMMUNICATIONS LTD	SPONS ADR	876564105	8	375	SH	DEFINED 9		
			-----	-----				
			8	375				
TATA MTRS LTD	SPONSORED ADR	876568502	2	200	SH	DEFINED 9		
			-----	-----				
			2	200				
TECH DATA CORP	DBCV 2.750%12	878237AE6	588	7000	SH	DEFINED 9		
			-----	-----				
			588	7000				
TECH DATA CORP	COM	878237106	30	994	SH	DEFINED 9		
			21	696	SH	DEFINED 20		
			-----	-----				
			50	1690				
TECHTEAM GLOBAL INC	COM	878311109	2	240	SH	DEFINED 9		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT DSCRETN	MA
TECHNE CORP	COM	878377100	362	5024	SH		DEFINED 9	
			399	5531	SH		DEFINED 20	
			761	10555				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT DSCRETN	MA
TECHNITROL INC	COM	878555101	5	345	SH		DEFINED 20	
			5	345				
TECHNOLOGY RESH CORP	COM NEW	878727304	9	4000	SH		DEFINED 9	
			9	4000				
TECK COMINCO LTD	CL B	878742204	6	200	SH		DEFINED 20	
			6	200				
TEJON RANCH CO DEL	COM	879080109	103	2763	SH		DEFINED 9	
			255	6874	SH		DEFINED 20	
			358	9637				
TELECOM HLDRS TR	DEPOSITRY RCPT	87927P200	63	2400	SH		DEFINED 20	
			63	2400				
TELECOM ITALIA S P A NEW	SPON ADR ORD	87927Y102	2	154	SH		DEFINED 20	
			2	154				
TELEDYNE TECHNOLOGIES INC	COM	879360105	20	351	SH		DEFINED 9	
			20	351				
TELEFLEX INC	COM	879369106	1049	16525	SH		DEFINED 9	
			117	1843	SH		DEFINED 20	
			1166	18368				
TELEFONICA S A	SPONSORED ADR	879382208	452	6321	SH		DEFINED 9	

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			457	6388	SH	DEFINED	20
			-----	-----			
			909	12709			
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	62	2400	SH	DEFINED	20
			-----	-----			
			62	2400			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TELEPHONE & DATA SYS INC	COM	879433100	5	150	SH		DEFINED	9
			3	80	SH		DEFINED	20
			-----	-----				
			8	230				
TELLABS INC	COM	879664100	17	4179	SH		DEFINED	9
			6	1600	SH		DEFINED	20
			-----	-----				
			23	5779				
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	4	300	SH		DEFINED	9
			31	2400	SH		DEFINED	20
			-----	-----				
			35	2700				
TEMPLE INLAND INC	COM	879868107	185	12134	SH		DEFINED	9
			15	1000	SH		DEFINED	20
			-----	-----				
			200	13134				
TELETECH HOLDINGS INC	COM	879939106	3	212	SH		DEFINED	9
			-----	-----				
			3	212				
TEMPLETON DRAGON FD INC	COM	88018T101	135	6861	SH		DEFINED	9
			140	7100	SH		DEFINED	20
			-----	-----				
			275	13961				
TEMPLETON EMERG MKTS INCOME	COM	880192109	13	1164	SH		DEFINED	9
			2	165	SH		DEFINED	20
			-----	-----				
			14	1329				
TEMPUR PEDIC INTL INC	COM	88023U101	6	500	SH		DEFINED	9

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			640	54420	SH	DEFINED	20
			-----	-----			
			646	54920			
TENARIS S A	SPONSORED ADR	88031M109	21	571	SH	DEFINED	9
			2	59	SH	DEFINED	20
			3	71	SH	DEFINED	8
			-----	-----			
			26	701			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
TENET HEALTHCARE CORP	COM	88033G100	41	7426	SH		DEFINED	9
			-----	-----				
			41	7426				
TENNECO INC	COM	880349105	3	238	SH		DEFINED	9
			1	89	SH		DEFINED	20
			-----	-----				
			3	327				
TERADATA CORP DEL	COM	88076W103	55	2809	SH		DEFINED	9
			5	272	SH		DEFINED	20
			-----	-----				
			60	3081				
TERADYNE INC	COM	880770102	183	23460	SH		DEFINED	9
			18	2350	SH		DEFINED	20
			-----	-----				
			202	25810				
TEREX CORP NEW	COM	880779103	16	532	SH		DEFINED	9
			26	850	SH		DEFINED	20
			1	34	SH		DEFINED	8
			-----	-----				
			43	1416				
TERRA INDS INC	COM	880915103	5	160	SH		DEFINED	9
			-----	-----				
			5	160				
TERRA NITROGEN CO L P	COM UNIT	881005201	22	200	SH		DEFINED	20
			-----	-----				
			22	200				

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TESORO CORP	COM	881609101	38	2312	SH	DEFINED 9
			1	55	SH	DEFINED 20
			-----	-----		
			39	2367		
TETRA TECHNOLOGIES INC DEL	COM	88162F105	1	100	SH	DEFINED 20
			-----	-----		
			1	100		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	11090	242191	SH		DEFINED 9	
			7060	154177	SH		DEFINED 20	
			30	650	SH		DEFINED 8	
			-----	-----				
			18179	397018				
TESSERA TECHNOLOGIES INC	COM	88164L100	2	146	SH		DEFINED 9	
			-----	-----				
			2	146				
TEVA PHARMACEUTICAL FIN II L	DBCV 0.250% 2	88164RAB3	798	6000	SH		DEFINED 9	
			-----	-----				
			798	6000				
TEVA PHARMACEUTICAL FIN CO B	NOTE 1.750% 2	88165FAA0	335	3000	SH		DEFINED 9	
			-----	-----				
			335	3000				
TEXAS INDS INC	COM	882491103	54	1325	SH		DEFINED 9	
			135	3294	SH		DEFINED 20	
			-----	-----				
			189	4619				
TEXAS INSTRS INC	COM	882508104	6910	321379	SH		DEFINED 9	
			8087	376142	SH		DEFINED 20	
			18	849	SH		DEFINED 8	
			-----	-----				
			15015	698370				
TEXTRON INC	COM	883203101	1089	37188	SH		DEFINED 9	
			333	11389	SH		DEFINED 20	
			19	650	SH		DEFINED 8	
			-----	-----				
			1441	49227				

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THERMO FISHER SCIENTIFIC INC	COM	883556102	15478	281419	SH	DEFINED	9
			3909	71066	SH	DEFINED	20
			9	170	SH	DEFINED	8
			-----	-----			
			19396	352655			
THOMAS & BETTS CORP	COM	884315102	82	2100	SH	DEFINED	9
			-----	-----			
			82	2100			

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-----	-----	-----	-----	-----	-----	-----	-----
THOR INDS INC	COM	885160101	8	310	SH	DEFINED	9
			-----	-----			
			8	310			
3COM CORP	COM	885535104	257	110484	SH	DEFINED	9
			346	148480	SH	DEFINED	20
			-----	-----			
			603	258964			
3M CO	COM	88579Y101	43413	635523	SH	DEFINED	9
			20050	293520	SH	DEFINED	20
			28	405	SH	DEFINED	8
			-----	-----			
			63491	929448			
TIBCO SOFTWARE INC	COM	88632Q103	5	700	SH	DEFINED	9
			-----	-----			
			5	700			
TICKETMASTER	COM	88633P302	1	107	SH	DEFINED	9
			-----	-----			
			1	107			
TIDEWATER INC	COM	886423102	790	14262	SH	DEFINED	9
			789	14261	SH	DEFINED	20
			-----	-----			
			1579	28523			
TIERONE CORP	COM	88650R108	15	3000	SH	DEFINED	20
			-----	-----			
			15	3000			

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TIFFANY & CO NEW	COM	886547108	66 1	1848 21	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			66	1869		
TIM HORTONS INC	COM	88706M103	220 46	7422 1547	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			266	8969		
TIM PARTICIPACOES S A	SPONS ADR PFD	88706P106	1	50	SH	DEFINED 9
			-----	-----		
			1	50		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TIME WARNER INC	COM	887317105	3549 1802	270705 137436	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			5351	408141				
TIMKEN CO	COM	887389104	326	11500	SH		DEFINED 9	
			-----	-----				
			326	11500				
TITAN MACHY INC	COM	88830R101	165 72	7941 3462	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			237	11403				
TITANIUM METALS CORP	COM NEW	888339207	2 2	211 177	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			4	388				
TOLL BROTHERS INC	COM	889478103	19 0	752 3	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			19	755				
TOOTSIE ROLL INDS INC	COM	890516107	15	530	SH		DEFINED 20	
			-----	-----				
			15	530				
TORCHMARK CORP	COM	891027104	12	205	SH		DEFINED 9	

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			179	3000	SH	DEFINED	20
			-----	-----			
			192	3205			
TORO CO	COM	891092108	542	13126	SH	DEFINED	9
			368	8899	SH	DEFINED	20
			-----	-----			
			910	22025			
TORONTO DOMINION BK ONT	COM NEW	891160509	25	414	SH	DEFINED	9
			36	585	SH	DEFINED	20
			-----	-----			
			61	999			
TORTOISE ENERGY INFRSTRCTR C	COM	89147L100	14	600	SH	DEFINED	8
			-----	-----			
			14	600			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
TORTOISE ENERGY CAP CORP	COM	89147U100	17	1000	SH		DEFINED	8
			-----	-----				
			17	1000				
TOTAL S A	SPONSORED ADR	89151E109	1480	24382	SH		DEFINED	9
			663	10933	SH		DEFINED	20
			-----	-----				
			2143	35315				
TOTAL SYS SVCS INC	COM	891906109	439	26785	SH		DEFINED	9
			121	7402	SH		DEFINED	20
			-----	-----				
			561	34187				
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	410	4781	SH		DEFINED	9
			503	5868	SH		DEFINED	20
			-----	-----				
			914	10649				
TRACTOR SUPPLY CO	COM	892356106	31	730	SH		DEFINED	20
			-----	-----				
			31	730				
TRANSALTA CORP	COM	89346D107	63	2300	SH		DEFINED	9
			-----	-----				

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				63	2300		
TRANSAMERICA INCOME SHS INC	COM	893506105	3	185	SH	DEFINED	9
			-----	-----			
			3	185			
TRANSATLANTIC HLDGS INC	COM	893521104	32	592	SH	DEFINED	9
			2	36	SH	DEFINED	20
			2	45	SH	DEFINED	8
			-----	-----			
			37	673			
TRANSCANADA CORP	COM	89353D107	67	1842	SH	DEFINED	9
			36	1000	SH	DEFINED	20
			-----	-----			
			103	2842			
TRANSOCEAN SEDCO FOREX INC	NOTE 1.625%12	893830AU3	943	10000	SH	DEFINED	9
			-----	-----			
			943	10000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TRAVELERS COMPANIES INC	COM	89417E109	2850	63059	SH		DEFINED	9
			1493	33037	SH		DEFINED	20
			-----	-----				
			4344	96096				
TRAVELCENTERS OF AMERICA LLC	COM	894174101	0	52	SH		DEFINED	9
			-----	-----				
				52				
TREDEGAR CORP	COM	894650100	70	3907	SH		DEFINED	9
			173	9724	SH		DEFINED	20
			-----	-----				
			242	13631				
TREE COM INC	COM	894675107	0	17	SH		DEFINED	9
			-----	-----				
				17				
TRI CONTL CORP	COM	895436103	163	11150	SH		DEFINED	9
			74	5081	SH		DEFINED	20
			-----	-----				
			237	16231				

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TRIANGLE CAP CORP	COM	895848109	11	900 SH	DEFINED 20
			-----	-----	
			11	900	
TRICO MARINE SERVICES INC	COM NEW	896106200	195	11404 SH	DEFINED 9
			119	6952 SH	DEFINED 20
			-----	-----	
			314	18356	
TRIMBLE NAVIGATION LTD	COM	896239100	16	602 SH	DEFINED 9
			5	200 SH	DEFINED 20
			-----	-----	
			21	802	
TRINITY INDS INC	COM	896522109	177	6893 SH	DEFINED 9
			17	676 SH	DEFINED 20
			-----	-----	
			195	7569	
TRONOX INC	COM CL B	897051207	0	100 SH	DEFINED 20
			-----	-----	
				100	

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-----	-----	-----	-----	-----	-----	-----	-----
TUPPERWARE BRANDS CORP	COM	899896104	720	26070 SH	DEFINED 9		
			315	11395 SH	DEFINED 20		
			-----	-----			
			1035	37465			
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	453	30190 SH	DEFINED 9		
			536	35741 SH	DEFINED 20		
			-----	-----			
			988	65931			
II VI INC	COM	902104108	85	2200 SH	DEFINED 9		
			-----	-----			
			85	2200			
TYSON FOODS INC	CL A	902494103	411	34433 SH	DEFINED 9		
			313	26238 SH	DEFINED 20		
			-----	-----			
			724	60671			

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UAL CORP	COM NEW	902549807	2	280	SH	DEFINED 9
			-----	-----		
			2	280		
UCBH HOLDINGS INC	COM	90262T308	3	500	SH	DEFINED 9
			-----	-----		
			3	500		
UDR INC	COM	902653104	145	5556	SH	DEFINED 9
			362	13830	SH	DEFINED 20
			-----	-----		
			507	19386		
UGI CORP NEW	COM	902681105	13	505	SH	DEFINED 9
			-----	-----		
			13	505		
UMB FINL CORP	COM	902788108	98	1864	SH	DEFINED 9
			10	190	SH	DEFINED 20
			-----	-----		
			108	2054		
UST INC	COM	902911106	775	11644	SH	DEFINED 9
			1948	29274	SH	DEFINED 20
			-----	-----		
			2723	40918		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
US BANCORP DEL	COM NEW	902973304	96539	2680150	SH		DEFINED 9	
			35414	983163	SH		DEFINED 20	
			54	1495	SH		DEFINED 8	
			-----	-----				
			132006	3664808				
UQM TECHNOLOGIES INC	COM	903213106	1	500	SH		DEFINED 9	
			-----	-----				
			1	500				
URS CORP NEW	COM	903236107	13	356	SH		DEFINED 9	
			-----	-----				
			13	356				
USANA HEALTH SCIENCES INC	COM	90328M107	32	784	SH		DEFINED 9	
			28	672	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/CALL	INVSTMT DCRETN	MA
			60	1456				
U S G CORP	COM NEW	903293405	1	55	SH		DEFINED	20
			1	55				
U S AIRWAYS GROUP INC	COM	90341W108	0	41	SH		DEFINED	9
				41				
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	276	10229	SH		DEFINED	9
			84	3121	SH		DEFINED	20
			360	13350				
ULTRA PETROLEUM CORP	COM	903914109	592	10695	SH		DEFINED	9
			380	6871	SH		DEFINED	20
			972	17566				
UNDER ARMOUR INC	CL A	904311107	1	45	SH		DEFINED	20
			1	45				
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	31	307	SH		DEFINED	9
			31	307				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/CALL	INVSTMT DCRETN	MA
UNIFIRST CORP MASS	COM	904708104	30	700	SH		DEFINED	20
			30	700				
UNILEVER PLC	SPON ADR NEW	904767704	220	8072	SH		DEFINED	9
			1096	40266	SH		DEFINED	20
			6	224	SH		DEFINED	8
			1321	48562				
UNILEVER N V	N Y SHS NEW	904784709	23	800	SH		DEFINED	9
			230	8175	SH		DEFINED	20
			253	8975				

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UNION PAC CORP	COM	907818108	5717 4201	80343 SH 59042 SH	DEFINED 9 DEFINED 20
			-----	-----	
			9919	139385	
UNIONBANCAL CORP	COM	908906100	183	2495 SH	DEFINED 9
			-----	-----	
			183	2495	
UNISOURCE ENERGY CORP	COM	909205106	1	50 SH	DEFINED 9
			-----	-----	
			1	50	
UNISYS CORP	COM	909214108	2	792 SH	DEFINED 9
			-----	-----	
			2	792	
UNITED AMER INDEMNITY LTD	CL A	90933T109	1	66 SH	DEFINED 9
			-----	-----	
			1	66	
UNITED CMNTY FINL CORP OHIO	COM	909839102	155	31019 SH	DEFINED 9
			-----	-----	
			155	31019	
UNITED CMNTY BKS BLAIRSVLE G	CAP STK	90984P105	255 369	19232 SH 27812 SH	DEFINED 9 DEFINED 20
			-----	-----	
			624	47044	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
UNITED BANKSHARES INC WEST V	COM	909907107	445 492	12723 SH 14060 SH			DEFINED 9 DEFINED 20	
			-----	-----				
			937	26783				
UNITED NAT FOODS INC	COM	911163103	429 471	17158 SH 18854 SH			DEFINED 9 DEFINED 20	
			-----	-----				
			900	36012				
UNITED ONLINE INC	COM	911268100	2	230 SH			DEFINED 20	
			-----	-----				

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			2	230		
UNITED PARCEL SERVICE INC	CL B	911312106	807	12827	SH	DEFINED 9
			2338	37183	SH	DEFINED 20
			-----	-----		
			3145	50010		
UNITED RENTALS INC	COM	911363109	78	5104	SH	DEFINED 9
			8	512	SH	DEFINED 20
			-----	-----		
			86	5616		
UNITED STATES NATL GAS FUND	UNIT	912318102	86	2595	SH	DEFINED 9
			-----	-----		
			86	2595		
UNITED STATES OIL FUND LP	UNITS	91232N108	209	2550	SH	DEFINED 9
			-----	-----		
			209	2550		
U STORE IT TR	COM	91274F104	234	19035	SH	DEFINED 9
			24	1941	SH	DEFINED 20
			-----	-----		
			257	20976		
UNITED STATES STL CORP NEW	COM	912909108	1548	19947	SH	DEFINED 9
			235	3022	SH	DEFINED 20
			-----	-----		
			1783	22969		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
UNITED TECHNOLOGIES CORP	COM	913017109	72992	1215320	SH	DEFINED 9		
			53548	891569	SH	DEFINED 20		
			182	3035	SH	DEFINED 8		
			-----	-----				
			126722	2109924				
UNITED THERAPEUTICS CORP DEL	COM	91307C102	134	1272	SH	DEFINED 9		
			57	540	SH	DEFINED 20		
			-----	-----				
			191	1812				
UNITEDHEALTH GROUP INC	COM	91324P102	3616	142407	SH	DEFINED 9		
			2486	97928	SH	DEFINED 20		

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			7	260	SH	DEFINED	8
			-----	-----			
			6109	240595			
UNIVERSAL FST PRODS INC	COM	913543104	2487	71252	SH	DEFINED	20
			-----	-----			
			2487	71252			
UNIVERSAL TECHNICAL INST INC	COM	913915104	14	842	SH	DEFINED	9
			12	718	SH	DEFINED	20
			-----	-----			
			27	1560			
UNUM GROUP	COM	91529Y106	341	13586	SH	DEFINED	9
			405	16134	SH	DEFINED	20
			-----	-----			
			746	29720			
URBAN OUTFITTERS INC	COM	917047102	3517	110363	SH	DEFINED	9
			502	15755	SH	DEFINED	20
			-----	-----			
			4019	126118			
UTILITIES HOLDRS TR	DEPOSITRY RCPT	918019100	216	2000	SH	DEFINED	20
			-----	-----			
			216	2000			
VCA ANTECH INC	COM	918194101	434	14713	SH	DEFINED	9
			564	19125	SH	DEFINED	20
			-----	-----			
			997	33838			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
V F CORP	COM	918204108	21177	273920	SH		DEFINED	9
			6298	81458	SH		DEFINED	20
			-----	-----				
			27474	355378				
VIST FINANCIAL CORP	COM	918255100	58	4854	SH		DEFINED	20
			-----	-----				
			58	4854				
VAALCO ENERGY INC	COM NEW	91851C201	3	500	SH		DEFINED	20
			-----	-----				

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			3	500		
VALHI INC NEW	COM	918905100	3	163 SH	DEFINED	20
			-----	-----		
			3	163		
VALEANT PHARMACEUTICALS INTL	COM	91911X104	5	224 SH	DEFINED	9
			-----	-----		
			5	224		
VALERO ENERGY CORP NEW	COM	91913Y100	1030	33977 SH	DEFINED	9
			1797	59310 SH	DEFINED	20
			-----	-----		
			2827	93287		
VALMONT INDS INC	COM	920253101	83	1000 SH	DEFINED	9
			-----	-----		
			83	1000		
VALSPAR CORP	COM	920355104	560	25120 SH	DEFINED	9
			92	4124 SH	DEFINED	20
			-----	-----		
			652	29244		
VAN KAMPEN MUN TR	SH BEN INT	920919107	14	1300 SH	DEFINED	9
			88	7996 SH	DEFINED	20
			-----	-----		
			102	9296		
VAN KAMPEN OHIO QUALITY MUN	COM	920923109	114	8214 SH	DEFINED	9
			-----	-----		
			114	8214		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
VAN KAMPEN TR INVT GRADE MUN	COM	920929106	119	10258 SH			DEFINED	20
			-----	-----				
			119	10258				
VAN KAMPEN TR INVT GRADE N Y	COM	920931102	16	1486 SH			DEFINED	9
			-----	-----				
			16	1486				
VAN KAMPEN TR INVT GRADE N J	COM	920933108	39	2850 SH			DEFINED	20
			-----	-----				

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			39	2850		
VAN KAMPEN MUN OPPORTUNITY T	COM	920935103	3	300 SH	DEFINED 9	
			108	9848 SH	DEFINED 20	
			-----	-----		
			112	10148		
VAN KAMPEN SENIOR INCOME TR	COM	920961109	15	3690 SH	DEFINED 20	
			-----	-----		
			15	3690		
VAN KAMPEN ADVANTAGE MUN II	SH BEN INT	92112K107	137	13796 SH	DEFINED 20	
			-----	-----		
			137	13796		
VAN KAMPEN SELECT SECTOR MUN	COM	92112M103	25	2554 SH	DEFINED 9	
			69	7191 SH	DEFINED 20	
			-----	-----		
			94	9745		
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	919	19206 SH	DEFINED 20	
			-----	-----		
			919	19206		
VANGUARD BD INDEX FD INC	TOTAL BND MRKT	921937835	497	6577 SH	DEFINED 20	
			-----	-----		
			497	6577		
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	277	7874 SH	DEFINED 9	
			292	8291 SH	DEFINED 20	
			-----	-----		
			569	16165		
VANGUARD WORLD FDS	CONSUM DIS ETF	92204A108	1	17 SH	DEFINED 8	
			-----	-----		
			1	17		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
VANGUARD WORLD FDS	CONSUM STP ETF	92204A207	3	42 SH			DEFINED 8	
			-----	-----				
			3	42				
VANGUARD WORLD FDS	ENERGY ETF	92204A306	22	235 SH			DEFINED 9	
			3	34 SH			DEFINED 8	

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			25	269		
VANGUARD WORLD FDS	FINANCIALS ETF	92204A405	100	2540	SH	DEFINED 20
			5	131	SH	DEFINED 8
			105	2671		
VANGUARD WORLD FDS	HEALTH CAR ETF	92204A504	12	230	SH	DEFINED 9
			64	1196	SH	DEFINED 20
			77	1426		
VANGUARD WORLD FDS	INDUSTRIAL ETF	92204A603	1	22	SH	DEFINED 8
			1	22		
VANGUARD WORLD FDS	INF TECH ETF	92204A702	1098	23655	SH	DEFINED 9
			1098	23655		
VANGUARD WORLD FDS	MATERIALS ETF	92204A801	1	12	SH	DEFINED 8
			1	12		
VANGUARD WORLD FDS	UTILITIES ETF	92204A876	1	20	SH	DEFINED 8
			1	20		
VANGUARD WORLD FDS	TELCOMM ETF	92204A884	1	10	SH	DEFINED 8
			1	10		
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	5	109	SH	DEFINED 9
			266	6275	SH	DEFINED 20
			271	6384		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	1195	34466	SH		DEFINED 9	
			6994	201801	SH		DEFINED 20	
			11	312	SH		DEFINED 8	
			8200	236579				

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VANGUARD INTL EQUITY INDEX F	PACIFIC ETF	922042866	605 59	11700 1145	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			664	12845		
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	5 4 2	100 80 40	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			12	220		
VARIAN MED SYS INC	COM	92220P105	2727 738	47736 12914	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			3465	60650		
VARIAN INC	COM	922206107	21	500	SH	DEFINED 9
			-----	-----		
			21	500		
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	28	1125	SH	DEFINED 9
			-----	-----		
			28	1125		
VECTREN CORP	COM	92240G101	1993 9686 8	71550 347774 300	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			11687	419624		
VECTOR GROUP LTD	COM	92240M108	207	11718	SH	DEFINED 20
			-----	-----		
			207	11718		
VENTAS INC	COM	92276F100	45 346	914 6996	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			391	7910		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
VANGUARD INDEX FDS	MCAP VL IDXVIP	922908512	3	60	SH	DEFINED 9	
			-----	-----			
			3	60			

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VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	3	60	SH	DEFINED 9
			-----	-----		
			3	60		
VANGUARD INDEX FDS	REIT ETF	922908553	43	700	SH	DEFINED 20
			-----	-----		
			43	700		
VANGUARD INDEX FDS	SML CP GRW ETF	922908595	47	800	SH	DEFINED 8
			-----	-----		
			47	800		
VANGUARD INDEX FDS	MID CAP ETF	922908629	6	108	SH	DEFINED 9
			69	1169	SH	DEFINED 20
			-----	-----		
			76	1277		
VANGUARD INDEX FDS	LARGE CAP ETF	922908637	26	485	SH	DEFINED 9
			-----	-----		
			26	485		
VANGUARD INDEX FDS	EXTEND MKT ETF	922908652	31	700	SH	DEFINED 20
			-----	-----		
			31	700		
VANGUARD INDEX FDS	GROWTH ETF	922908736	1218	23321	SH	DEFINED 9
			-----	-----		
			1218	23321		
VANGUARD INDEX FDS	VALUE ETF	922908744	316	6019	SH	DEFINED 9
			-----	-----		
			316	6019		
VANGUARD INDEX FDS	SMALL CP ETF	922908751	7	117	SH	DEFINED 9
			31	524	SH	DEFINED 20
			-----	-----		
			38	641		
VANGUARD INDEX FDS	STK MRK ETF	922908769	1150	19704	SH	DEFINED 20
			-----	-----		
			1150	19704		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----

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VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	195 142	4723 3434	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			337	8157		
VERIFONE HLDGS INC	COM	92342Y109	4	222	SH	DEFINED 9
			-----	-----		
			4	222		
VERISIGN INC	COM	92343E102	358 20	13732 780	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			378	14512		
VERIZON COMMUNICATIONS INC	COM	92343V104	15375 9640 23	479133 300406 718	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			25039	780257		
VERTEX PHARMACEUTICALS INC	COM	92532F100	319	9600	SH	DEFINED 9
			-----	-----		
			319	9600		
VIACOM INC NEW	CL A	92553P102	3	107	SH	DEFINED 20
			-----	-----		
			3	107		
VIACOM INC NEW	CL B	92553P201	3561 2016	143362 81176	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			5578	224538		
VICOR CORP	COM	925815102	9	1000	SH	DEFINED 20
			-----	-----		
			9	1000		
VIRGIN MEDIA INC	*W EXP 99/99/9	92769L119	0	9	SH	DEFINED 9
			-----	-----		
				9		
VIRGINIA COMM BANCORP INC	COM	92778Q109	214 307	34218 49057	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			521	83275		

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VALUE SHARES/ SH/ PUT/ INVSTMT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA
VIROPHARMA INC	COM	928241108	4	300	SH			DEFINED	9
			4	300					
VISA INC	COM CL A	92826C839	207	3366	SH			DEFINED	9
			129	2100	SH			DEFINED	20
			336	5466					
VISHAY INTERTECHNOLOGY INC	COM	928298108	84	12761	SH			DEFINED	9
			85	12787	SH			DEFINED	20
			169	25548					
VITAL SIGNS INC	COM	928469105	30	400	SH			DEFINED	9
			12	160	SH			DEFINED	20
			41	560					
VMWARE INC	CL A COM	928563402	3	100	SH			DEFINED	9
			0	12	SH			DEFINED	20
			3	112					
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	3075	139120	SH			DEFINED	9
			1558	70476	SH			DEFINED	20
			13	596	SH			DEFINED	8
			4645	210192					
VOCUS INC	COM	92858J108	637	18765	SH			DEFINED	9
			95	2788	SH			DEFINED	20
			732	21553					
VORNADO RLTY TR	SH BEN INT	929042109	238	2619	SH			DEFINED	9
			347	3811	SH			DEFINED	20
			585	6430					
VULCAN MATLS CO	COM	929160109	170	2278	SH			DEFINED	9
			583	7830	SH			DEFINED	20
			2	25	SH			DEFINED	8
			755	10133					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
W & T OFFSHORE INC	COM	92922P106	30	1094	SH		DEFINED 9	
			30	1094				
WD-40 CO	COM	929236107	54	1500	SH		DEFINED 9	
			14	400	SH		DEFINED 20	
			68	1900				
WGL HLDGS INC	COM	92924F106	40	1220	SH		DEFINED 9	
			16	500	SH		DEFINED 20	
			56	1720				
WABCO HLDGS INC	COM	92927K102	336	9464	SH		DEFINED 9	
			82	2311	SH		DEFINED 20	
			418	11775				
WMS INDS INC	COM	929297109	238	7772	SH		DEFINED 9	
			300	9823	SH		DEFINED 20	
			538	17595				
W P CAREY & CO LLC	COM	92930Y107	26	1000	SH		DEFINED 9	
			26	1000				
WPP GROUP PLC	SPON ADR 0905	929309409	55	1344	SH		DEFINED 9	
			39	949	SH		DEFINED 20	
			93	2293				
WABASH NATL CORP	COM	929566107	6	654	SH		DEFINED 9	
			6	654				
WABTEC CORP	COM	929740108	5	101	SH		DEFINED 9	
			15	302	SH		DEFINED 20	
			21	403				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
WACHOVIA CORP NEW	COM	929903102	759	216875	SH		DEFINED 9	
			275	78513	SH		DEFINED 20	
			4	1034	SH		DEFINED 8	
			-----	-----				
			1038	296422				
WADDELL & REED FINL INC	CL A	930059100	1215	49099	SH		DEFINED 9	
			261	10548	SH		DEFINED 20	
			-----	-----				
			1476	59647				
WAL MART STORES INC	COM	931142103	17756	296470	SH		DEFINED 9	
			41681	695952	SH		DEFINED 20	
			41	687	SH		DEFINED 8	
			-----	-----				
			59477	993109				
WALGREEN CO	COM	931422109	20530	663122	SH		DEFINED 9	
			13004	420017	SH		DEFINED 20	
			2	74	SH		DEFINED 8	
			-----	-----				
			33536	1083213				
WARNACO GROUP INC	COM NEW	934390402	1257	27745	SH		DEFINED 9	
			257	5676	SH		DEFINED 20	
			-----	-----				
			1514	33421				
WARREN RES INC	COM	93564A100	74	7388	SH		DEFINED 9	
			-----	-----				
			74	7388				
WASHINGTON FED INC	COM	938824109	134	7285	SH		DEFINED 9	
			-----	-----				
			134	7285				
WASHINGTON MUT INC	COM	939322103	2	29656	SH		DEFINED 9	
			1	7608	SH		DEFINED 20	
			-----	-----				
			3	37264				
WASHINGTON POST CO	CL B	939640108	8	14	SH		DEFINED 9	
			-----	-----				
			8	14				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	121	3300	SH		DEFINED 9	
			121	3300				
WASTE MGMT INC DEL	COM	94106L109	348	11066	SH		DEFINED 9	
			2257	71676	SH		DEFINED 20	
			2606	82742				
WATERS CORP	COM	941848103	106	1820	SH		DEFINED 9	
			178	3063	SH		DEFINED 20	
			284	4883				
WATSON PHARMACEUTICALS INC	COM	942683103	139	4868	SH		DEFINED 9	
			22	788	SH		DEFINED 20	
			161	5656				
WATSON WYATT WORLDWIDE INC	CL A	942712100	7	144	SH		DEFINED 9	
			10	205	SH		DEFINED 20	
			17	349				
WAUSAU PAPER CORP	COM	943315101	61	6000	SH		DEFINED 20	
			61	6000				
WEBSense INC	COM	947684106	11	500	SH		DEFINED 9	
			11	500				
WEINGARTEN RLTY INVS	SH BEN INT	948741103	1612	45195	SH		DEFINED 9	
			1812	50808	SH		DEFINED 20	
			3424	96003				
WELLPOINT INC	COM	94973V107	3072	65673	SH		DEFINED 9	
			1631	34877	SH		DEFINED 20	
			7	148	SH		DEFINED 8	
			4710	100698				

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WELLS FARGO & CO NEW	COM	949746101	83810	2233142	SH		DEFINED	9
			31773	846612	SH		DEFINED	20
			90	2399	SH		DEFINED	8
			-----	-----				
			115673	3082153				
WENDYS INTL INC	COM	950590109	0	198	SH		DEFINED	9
			-----	-----				
				198				
WERNER ENTERPRISES INC	COM	950755108	234	10782	SH		DEFINED	9
			17	793	SH		DEFINED	20
			-----	-----				
			251	11575				
WESBANCO INC	COM	950810101	315	11830	SH		DEFINED	9
			3	119	SH		DEFINED	20
			-----	-----				
			318	11949				
WESCO FINL CORP	COM	950817106	84	234	SH		DEFINED	9
			211	590	SH		DEFINED	20
			-----	-----				
			294	824				
WESCO INTL INC	COM	95082P105	75	2316	SH		DEFINED	9
			33	1031	SH		DEFINED	20
			-----	-----				
			108	3347				
WEST PHARMACEUTICAL SVSC INC	COM	955306105	2	36	SH		DEFINED	9
			93	1900	SH		DEFINED	20
			-----	-----				
			95	1936				
WESTAR ENERGY INC	COM	95709T100	206	8951	SH		DEFINED	9
			143	6195	SH		DEFINED	20
			-----	-----				
			349	15146				
WESTERN AST EMRG MKT FLT RT	COM	95766C107	2	160	SH		DEFINED	20
			-----	-----				
			2	160				

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WESTERN ASSET EMRG MKT INCM	COM	95766E103	5	566	SH		DEFINED 9	
			5	566				
WESTERN ASSET MUN HI INCM FD	COM	95766N103	11	1662	SH		DEFINED 9	
			11	1662				
WESTERN ASSET CLYM INFL SEC	COM SH BEN INT	95766Q106	21	1989	SH		DEFINED 9	
			70	6666	SH		DEFINED 20	
			91	8655				
WESTERN ASSET CLYM INFL OPP	COM	95766R104	7	676	SH		DEFINED 20	
			7	676				
WESTERN ASSET INCOME FD	COM	95766T100	3	300	SH		DEFINED 9	
			3	300				
WESTERN ASSET 2008 WW DLR GO	COM	95766W103	10	1000	SH		DEFINED 9	
			10	1000				
WESTERN ASSET VAR RT STRG FD	COM	957667108	16	1287	SH		DEFINED 20	
			16	1287				
WESTERN DIGITAL CORP	COM	958102105	37	1736	SH		DEFINED 9	
			333	15610	SH		DEFINED 20	
			370	17346				
WESTERN ASSET INTM MUNI FD I	COM	958435109	19	2472	SH		DEFINED 9	
			19	2472				
WESTERN UN CO	COM	959802109	1316	53339	SH		DEFINED 9	
			429	17385	SH		DEFINED 20	
			6	250	SH		DEFINED 8	
			1751	70974				

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WESTPAC BKG CORP	SPONSORED ADR	961214301	28	300	SH		DEFINED 9	
			28	300				
WEYERHAEUSER CO	COM	962166104	946	15621	SH		DEFINED 9	
			626	10335	SH		DEFINED 20	
			1572	25956				
WHIRLPOOL CORP	COM	963320106	1290	16270	SH		DEFINED 9	
			1756	22150	SH		DEFINED 20	
			3046	38420				
WHITING PETE CORP NEW	COM	966387102	18	250	SH		DEFINED 9	
			6	85	SH		DEFINED 20	
			24	335				
WHITING USA TR I	TR UNIT	966389108	16	1000	SH		DEFINED 20	
			16	1000				
WHITNEY HLDG CORP	COM	966612103	243	10032	SH		DEFINED 9	
			349	14407	SH		DEFINED 20	
			593	24439				
WHOLE FOODS MKT INC	COM	966837106	29	1445	SH		DEFINED 9	
			17	830	SH		DEFINED 20	
			46	2275				
WILEY JOHN & SONS INC	CL A	968223206	23	575	SH		DEFINED 9	
			23	575				
WILLBROS GROUP INC	COM	969199108	264	9953	SH		DEFINED 9	
			62	2345	SH		DEFINED 20	
			326	12298				
WILLIAMS COAL SEAM GAS RTY T	TR UNIT	969450105	7	800	SH		DEFINED 9	
			7	800				

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WILLIAMS COS INC DEL	COM	969457100	150	6353	SH		DEFINED	9
			188	7960	SH		DEFINED	20
			24	1000	SH		DEFINED	8
			362	15313				
WILLIAMS CLAYTON ENERGY INC	COM	969490101	39	550	SH		DEFINED	20
			39	550				
WILLIAMS SONOMA INC	COM	969904101	21	1300	SH		DEFINED	9
			6	390	SH		DEFINED	20
			27	1690				
WILMINGTON TRUST CORP	COM	971807102	46	1600	SH		DEFINED	9
			46	1600				
WINDSTREAM CORP	COM	97381W104	12098	1105803	SH		DEFINED	9
			9189	839963	SH		DEFINED	20
			86	7850	SH		DEFINED	8
			21373	1953616				
WINNEBAGO INDS INC	COM	974637100	0	18	SH		DEFINED	20
				18				
WISCONSIN ENERGY CORP	COM	976657106	18239	406215	SH		DEFINED	9
			5119	114019	SH		DEFINED	20
			23359	520234				
WISDOMTREE TRUST	INTL SMCAP DIV	97717W760	37	800	SH		DEFINED	9
			37	800				
WISDOMTREE TRUST	DEFA HG YLD EQ	97717W802	642	13308	SH		DEFINED	9
			6715	139191	SH		DEFINED	20
			53	1100	SH		DEFINED	8
			7410	153599				

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WOLVERINE WORLD WIDE INC	COM	978097103	490	18500	SH		DEFINED	20
			490	18500				
WOODWARD GOVERNOR CO	COM	980745103	7	189	SH		DEFINED	9
			7	189				
WOORI FIN HLDGS CO LTD	ADR	981063100	4	121	SH		DEFINED	9
			4	121				
WORLDSPACE INC	CL A	981579105	1	455	SH		DEFINED	20
			1	455				
WORTHINGTON INDS INC	COM	981811102	45072	3016882	SH		DEFINED	9
			45072	3016882				
WRIGHT EXPRESS CORP	COM	98233Q105	4	147	SH		DEFINED	9
			4	147				
WRIGLEY WM JR CO	COM	982526105	1746	21992	SH		DEFINED	9
			5851	73694	SH		DEFINED	20
			7597	95686				
WYETH	COM	983024100	28944	783531	SH		DEFINED	9
			10269	277986	SH		DEFINED	20
			22	583	SH		DEFINED	8
			39234	1062100				
WYNDHAM WORLDWIDE CORP	COM	98310W108	8	528	SH		DEFINED	9
			28	1782	SH		DEFINED	20
			36	2310				
WYNN RESORTS LTD	COM	983134107	70	854	SH		DEFINED	9
			70	854				

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XTO ENERGY INC	COM	98385X106	19602	421366	SH		DEFINED 9	
			9216	198118	SH		DEFINED 20	
			28818	619484				
X-RITE INC	COM	983857103	3	800	SH		DEFINED 9	
			820	233075	SH		DEFINED 20	
			823	233875				
XCEL ENERGY INC	COM	98389B100	846	42319	SH		DEFINED 9	
			460	23016	SH		DEFINED 20	
			1306	65335				
XILINX INC	COM	983919101	17163	731884	SH		DEFINED 9	
			1193	50878	SH		DEFINED 20	
			18356	782762				
XEROX CORP	COM	984121103	136	11815	SH		DEFINED 9	
			7	600	SH		DEFINED 20	
			5	400	SH		DEFINED 8	
			148	12815				
YRC WORLDWIDE INC	COM	984249102	23	1896	SH		DEFINED 9	
			2	179	SH		DEFINED 20	
			25	2075				
YAHOO INC	COM	984332106	186	10779	SH		DEFINED 9	
			33	1908	SH		DEFINED 20	
			219	12687				
YAMANA GOLD INC	COM	98462Y100	46	5500	SH		DEFINED 9	
			0	1	SH		DEFINED 20	
			46	5501				
YUBET COM INC	COM	987413101	4	2500	SH		DEFINED 20	
			4	2500				

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YOUNG INNOVATIONS INC	COM	987520103	2	100	SH		DEFINED 9	
			2	100				
YUM BRANDS INC	COM	988498101	2691	82513	SH		DEFINED 9	
			6762	207345	SH		DEFINED 20	
			13	410	SH		DEFINED 8	
			9466	290268				
ZI CORP	COM	988918108	6	8000	SH		DEFINED 20	
			6	8000				
ZEBRA TECHNOLOGIES CORP	CL A	989207105	115	4147	SH		DEFINED 9	
			23	825	SH		DEFINED 20	
			138	4972				
ZEP INC	COM	98944B108	6	350	SH		DEFINED 9	
			3	164	SH		DEFINED 20	
			9	514				
ZIMMER HLDGS INC	COM	98956P102	9223	142861	SH		DEFINED 9	
			4166	64531	SH		DEFINED 20	
			13389	207392				
ZIONS BANCORPORATION	COM	989701107	57	1473	SH		DEFINED 9	
			18	455	SH		DEFINED 20	
			75	1928				
ZORAN CORP	COM	98975F101	4	500	SH		DEFINED 9	
			4	500				
ZOLTEK COS INC	COM	98975W104	37	2149	SH		DEFINED 9	
			28	1646	SH		DEFINED 20	
			65	3795				
ZWEIG TOTAL RETURN FD INC	COM	989837109	26	7140	SH		DEFINED 20	
			26	7140				

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GRAND TOTAL

9316332

TOTAL ENTRIES

4082