



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3628

August 5, 2019

James Leonard  
Director and President  
Fifth Third Holdings Funding, LLC  
38 Fountain Square Plaza, MD 109053  
Cincinnati, Ohio 45263

**Re: Fifth Third Holdings Funding, LLC  
Registration Statement on Form SF-3  
Filed August 2, 2019  
File No. 333-232977**

Dear Mr. Leonard:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

You may contact Benjamin Meeks, Special Counsel, at (202) 551-7146 or me at (202) 551-3262 if you have any questions.

Sincerely,

/s/ Arthur C. Sandel

Arthur C. Sandel  
Special Counsel  
Office of Structured Finance

cc: Samuel Lind  
Fifth Third Bank

Stuart M. Litwin  
Mayer Brown LLP