

Edgar Filing: FIFTH THIRD BANCORP - Form SC 13G

FIFTH THIRD BANCORP
Form SC 13G
March 27, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.)

Strategic Distribution

(Name of Issuer)

Common Stock

(Title of Class of Securities)

862-701-307

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. 862-701-307

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- (1) Names of Reporting Persons
I.R.S. Identification No. of Above Persons (Entities Only)

FIFTH THIRD BANCORP
31-0854434

- (2) Check the Appropriate Box if a Member of a Group*
(a) [X]
(b) []

- (3) SEC Use Only

- (4) Citizenship or Place of Organization

OHIO

Number of Shares Beneficially Owned by Each Reporting Person With

- (5) Sole Voting Power 83,080 shares
(6) Shared Voting Power 147,400 shares
(7) Sole Dispositive Power 83,080 shares
(8) Shared Dispositive Power 149,400 shares
(9) Aggregate Amount Beneficially Owned by Each Reporting Person
232,480 shares
(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* []
(11) Percent of Class Represented by Amount in Row 9
7.5%
(12) Type of Reporting Person*
HC

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- (1) Names of Reporting Persons
I.R.S. Identification No. of Above Persons (Entities Only)

FIFTH THIRD BANK
31-0676865

- (2) Check the Appropriate Box if a Member of a Group*
(a) [X]
(b) []

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(3) SEC Use Only

(4) Citizenship or Place of Organization

OHIO

Number of Shares Beneficially Owned by Each Reporting Person With

(5) Sole Voting Power 83,080 shares

(6) Shared Voting Power 147,400 shares

(7) Sole Dispositive Power 83,080 shares

(8) Shared Dispositive Power 149,400 shares

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
232,480 shares

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* []

(11) Percent of Class Represented by Amount in Row 9
7.5%

(12) Type of Reporting Person*
BK

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ITEM 1(a). NAME OF ISSUER:

Strategic Distribution , Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3220 Tillman Drive Suite 200
Bensalem, PA 19020

ITEM 2(a). NAME OF PERSON FILING:

(1) Fifth Third Bancorp
(2) Fifth Third Bank

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

(1) Fifth Third Center, Cincinnati, Ohio 45263
(2) Fifth Third Center, Cincinnati, Ohio 45263

ITEM 2(c). CITIZENSHIP:

(1) Ohio
(2) Ohio

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

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Common Stock

ITEM 2(e). CUSIP NUMBER:

862-701-307

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP.

- (a) Amount Beneficially Owned: 232,480 shares
- (b) Percent of Class: 7.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote 83,080 shares
 - (ii) Shared power to vote or to direct the vote 147,400 shares

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(iii) Sole power to dispose or to direct the disposition of

83,080 shares

(iv) Shared power to dispose or to direct the disposition of

149,400 shares

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Fifth Third Bank, is a subsidiary of Fifth Third Bancorp.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

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ITEM 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 26, 2002

Fifth Third Bancorp

By: /s/ Neal E. Arnold

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Executive Vice President, CFO

Fifth Third Bancorp

March 26, 2002

Fifth Third Bank

By: /s/ Neal E. Arnold
Executive Vice President, CFO

Fifth Third Bank