HUNTINGTON BANCSHARES INC/MD
Form 10-Q
April 28, 2014
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# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**QUARTERLY PERIOD ENDED March 31, 2014**

**Commission File Number 1-34073**

# Huntington Bancshares Incorporated

| **Maryland** | **31-0724920** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |

**41 South High Street, Columbus, Ohio 43287**

**Registrant s telephone number (614) 480-8300**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|---|---|---|
| Large accelerated filer | x | Accelerated filer | ¨ |
| Non-accelerated filer | ¨ (Do not check if a smaller reporting company) | Smaller reporting company | ¨ |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

There were 827,771,805 shares of Registrant s common stock ($0.01 par value) outstanding on March 31, 2014.

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## Glossary of Acronyms and Terms

The following listing provides a comprehensive reference of common acronyms and terms used throughout the document:

| | |
|---|---|
| 2013 Form 10-K | Annual Report on Form 10-K for the year ended December 31, 2013 |
| ABL | Asset Based Lending |
| ACL | Allowance for Credit Losses |
| AFCRE | Automobile Finance and Commercial Real Estate |
| AFS | Available-for-Sale |
| ALCO | Asset-Liability Management Committee |
| ALLL | Allowance for Loan and Lease Losses |
| ARM | Adjustable Rate Mortgage |
| ASC | Accounting Standards Codification |
| ASU | Accounting Standards Update |
| ATM | Automated Teller Machine |
| AULC | Allowance for Unfunded Loan Commitments |
| AVM | Automated Valuation Methodology |
| Basel III | Refers to the final rule issued by the FRB and OCC and published in the Federal Register on October 11, 2013 |
| BHC | Bank Holding Companies |
| C&I | Commercial and Industrial |
| Camco Financial | Camco Financial Corp. |
| CCAR | Comprehensive Capital Analysis and Review |
| CDO | Collateralized Debt Obligations |
| CDs | Certificate of Deposit |
| CFPB | Bureau of Consumer Financial Protection |
| CMO | Collateralized Mortgage Obligations |
| CRE | Commercial Real Estate |
| Dodd-Frank Act | Dodd-Frank Wall Street Reform and Consumer Protection Act |
| EPS | Earnings Per Share |
| ERISA | Employee Retirement Income Security Act |
| EVE | Economic Value of Equity |
| Fannie Mae | (see FNMA) |
| FASB | Financial Accounting Standards Board |
| FDIC | Federal Deposit Insurance Corporation |
| FDICIA | Federal Deposit Insurance Corporation Improvement Act of 1991 |
| FHA | Federal Housing Administration |
| FHFA | Federal Housing Finance Agency |

| | |
|---|---|
| FHLB | Federal Home Loan Bank |
| FHLMC | Federal Home Loan Mortgage Corporation |
| FICA | Federal Insurance Contributions Act |
| FICO | Fair Isaac Corporation |
| FNMA | Federal National Mortgage Association |
| FRB | Federal Reserve Bank |
| Freddie Mac | (see FHLMC) |
| FTE | Fully-Taxable Equivalent |
| FTP | Funds Transfer Pricing |

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|---|---|
| GAAP | Generally Accepted Accounting Principles in the United States of America |
| HAMP | Home Affordable Modification Program |
| HARP | Home Affordable Refinance Program |
| HIP | Huntington Investment and Tax Savings Plan |
| HQLA | High Quality Liquid Asset |
| HTM | Held-to-Maturity |
| IRC | Internal Revenue Code of 1986, as amended |
| IRS | Internal Revenue Service |
| ISE | Interest Sensitive Earnings |
| LCR | Liquidity Coverage Ratio |
| LIBOR | London Interbank Offered Rate |
| LGD | Loss-Given-Default |
| LIHTC | Low Income Housing Tax Credit |
| LTV | Loan to Value |
| MD&A | Management s Discussion and Analysis of Financial Condition and Results of Operations |
| MSA | Metropolitan Statistical Area |
| MSR | Mortgage Servicing Rights |
| NALs | Nonaccrual Loans |
| NAV | Net Asset Value |
| NCO | Net Charge-off |
| NIM | Net interest margin |
| NCUA | National Credit Union Administration |
| NPAs | Nonperforming Assets |
| NPR | Notice of Proposed Rulemaking |
| N.R. | Not relevant. Denominator of calculation is a gain in the current period compared with a loss in the prior period, or vice-versa |
| NSF / OD | Nonsufficient Funds and Overdraft |
| OCC | Office of the Comptroller of the Currency |
| OCI | Other Comprehensive Income (Loss) |
| OCR | Optimal Customer Relationship |
| OLEM | Other Loans Especially Mentioned |
| OREO | Other Real Estate Owned |
| OTTI | Other-Than-Temporary Impairment |
| PD | Probability-Of-Default |
| Plan | Huntington Bancshares Retirement Plan |
| Problem Loans | Includes nonaccrual loans and leases (Table 12), troubled debt restructured loans (Table 13), accruing loans and leases past due 90 days or more (aging analysis section of Footnote 3), and Criticized commercial loans (credit quality indicators section of Footnote 3). |

| | |
|---|---|
| REIT | Real Estate Investment Trust |
| Reg E | Regulation E, of the Electronic Fund Transfer Act |
| RBHPCG | Regional Banking and The Huntington Private Client Group |
| ROC | Risk Oversight Committee |
| SAD | Special Assets Division |
| SBA | Small Business Administration |
| SEC | Securities and Exchange Commission |
| SERP | Supplemental Executive Retirement Plan |
| Sky Financial | Sky Financial Group, Inc. |
| SRIP | Supplemental Retirement Income Plan |

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| | |
|---|---|
| TCE | Tangible Common Equity |
| TDR | Troubled Debt Restructured loan |
| TLGP | Temporary Liquidity Guarantee Program |
| U.S. Treasury | U.S. Department of the Treasury |
| UCS | Uniform Classification System |
| UPB | Unpaid Principal Balance |
| USDA | U.S. Department of Agriculture |
| VA | U.S. Department of Veteran Affairs |
| VIE | Variable Interest Entity |

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## PART I. FINANCIAL INFORMATION

When we refer to we, our, and us in this report, we mean Huntington Bancshares Incorporated and our consolidated subsidiaries, unless the context indicates that we refer only to the parent company, Huntington Bancshares Incorporated. When we refer to the Bank in this report, we mean our only bank subsidiary, The Huntington National Bank, and its subsidiaries.

### Item 2: Management s Discussion and Analysis of Financial Condition and Results of Operations

### INTRODUCTION

We are a multi-state diversified regional bank holding company organized under Maryland law in 1966 and headquartered in Columbus, Ohio. Through the Bank, we have 148 years of servicing the financial needs of our customers. Through our subsidiaries, we provide full-service commercial and consumer banking services, mortgage banking services, automobile financing, equipment leasing, investment management, trust services, brokerage services, insurance service programs, and other financial products and services. Our 727 branches are located in Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. Selected financial services and other activities are also conducted in various other states. International banking services are available through the headquarters office in Columbus, Ohio and a limited purpose office located in the Cayman Islands and another limited purpose office located in Hong Kong. Our foreign banking activities, in total or with any individual country, are not significant.

This MD&A provides information we believe necessary for understanding our financial condition, changes in financial condition, results of operations, and cash flows. The MD&A included in our 2013 Form 10-K should be read in conjunction with this MD&A as this discussion provides only material updates to the 2013 Form 10-K. This MD&A should also be read in conjunction with the financial statements, notes and other information contained in this report.

Our discussion is divided into key segments:

- **Executive Overview** Provides a summary of our current financial performance and business overview, including our thoughts on the impact of the economy, legislative and regulatory initiatives, and recent industry developments. This section also provides our outlook regarding our expectations for the next several quarters.

- **Discussion of Results of Operations** Reviews financial performance from a consolidated Company perspective. It also includes a Significant Items section that summarizes key issues helpful for understanding performance trends. Key consolidated average balance sheet and income statement trends are also discussed in this section.

- **Risk Management and Capital** Discusses credit, market, liquidity, operational, and compliance risks, including how these are managed, as well as performance trends. It also includes a discussion of liquidity policies, how we obtain funding, and related performance. In addition, there is a discussion of guarantees and / or commitments made for items such as standby letters of credit and commitments to sell loans, and a discussion that reviews the adequacy of capital, including regulatory capital requirements.

- **Business Segment Discussion** Provides an overview of financial performance for each of our major business segments and provides additional discussion of trends underlying consolidated financial performance.

- **Additional Disclosures** Provides comments on important matters including forward-looking statements, critical accounting policies and use of significant estimates, and recent accounting pronouncements and developments.

A reading of each section is important to understand fully the nature of our financial performance and prospects.

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## EXECUTIVE OVERVIEW

### Summary of 2014 First Quarter Results

For the quarter, we reported net income of $149.1 million, or $0.17 per common share, compared with $153.3 million, or $0.17 per common share, in the year-ago quarter (*see Table 1*).

Fully-taxable equivalent net interest income was $443.4 million for the quarter, up $13.3 million, or 3%, from the year-ago quarter. The results reflected a $2.6 billion, or 6%, increase in average loans, as well as a $1.4 billion, or 14%, increase in other earning assets. These were partially offset by a 15 basis point decrease in the net interest margin. The primary items affecting the net interest margin were a 22 basis point negative impact from the mix and yield of earning assets, partially offset by a 7 basis point reduction in funding costs.

The provision for credit losses decreased $5.0 million, or 17%, from the year-ago quarter. This reflected the continued decline in classified, criticized and nonaccrual loans. NCOs decreased $8.7 million, or 17%, to $43.0 million, primarily due to improvement of the CRE portfolio. Given the absolute low level of C&I and CRE NCOs, there will continue to be some volatility in quarter to quarter comparisons. NCOs were an annualized 0.40% of average loans and leases in the current quarter, compared to 0.51% in the year-ago quarter.

Noninterest income decreased $8.1 million, or 3%, from the year-ago quarter. Mortgage banking income declined $22.2 million, or 49%, primarily driven by 41% reduction in volume, lower gain on sale, and a higher percentage of originations held on the balance sheet. Other income declined by $7.0 million, or 18%, as the year-ago quarter included an $8.8 million gain on the sale of LIHTC investments. Securities gains increased $17.5 million, as we adjusted the mix of our securities portfolio to prepare for the Liquidity Coverage Ratio rules. Service charges on deposit accounts increased $3.7 million, or 6%, which reflected 7% consumer household and 3% commercial relationship growth. This more than offset the negative impact of the February 2013 implementation of a new posting order for consumer transaction accounts. Electronic banking increased $2.9 million, or 14%, due to continued consumer household growth.

Noninterest expense increased $17.3 million, or 4%, from the year-ago quarter. The current quarter results were negatively affected by $12.6 million of one-time merger related expenses related to our acquisition of Camco Financial (see below), $9.0 million addition to litigation reserves, and $3.0 million goodwill impairment related to the reorganization of our business segments (see below). Personnel costs decreased $9.4 million, or 4%, primarily reflecting the curtailment of the pension plan as of the end of 2013. Also, the year-ago quarter included $6.9 million of franchise repositioning related expense.

The tangible common equity to tangible assets ratio at March 31, 2014, was 8.63%, down 28 basis points from a year ago. Our Tier 1 common risk-based capital ratio was 10.60%, down slightly from 10.62% a year ago. The regulatory Tier 1 risk-based capital ratio at March 31, 2014, was 11.95%, down slightly from 12.16% a year ago. The decrease in the regulatory Tier 1 risk-based capital ratio reflected the redemption of $50 million of qualifying preferred securities on December 31, 2013 and an increase in risk-weighted assets caused by organic balance sheet growth, as well as assets acquired from Camco Financial. These declines were offset by an increase in retained earnings. All capital ratios were impacted by the repurchase of 27 million common shares over the last four quarters, 15 million of which were repurchased during the 2014 first quarter, as well as the issuance of 9 million common shares in the Camco Financial acquisition.

The Federal Reserve completed its review of our January 2014 capital plan submission and did not object to our proposed capital actions. These actions include a 20% increase in the dividend per common share to $0.06, potentially starting in the fourth quarter of 2014, and the potential repurchase of up to $250 million of common stock through the first quarter of 2015. Huntington s proposed capital actions represent an 11% increase in the capital return relative to the dividends paid during the four quarters covered by last year s plan and the recently completed $227 million share repurchase program. Our capital priorities remain the same, with reinvesting excess capital to organically grow the business our top priority.

### Business Overview

#### *General*

Our general business objectives are: (1) grow net interest income and fee income, (2) increase cross-sell and share-of-wallet across all business segments, (3) improve efficiency ratio, (4) continue to strengthen risk management, including sustained improvement in credit metrics, and (5) maintain strong capital and liquidity positions.

We continued to deliver solid financial performance in the 2014 first quarter with strong balance sheet growth that drove increased net interest income year over year. We also invested in key businesses and our distribution network for future growth. We are particularly pleased that we

have been able to proceed with our ongoing investments, while controlling expenses across the enterprise and achieving positive operating leverage. In addition, we saw significant increases in C&I and automobile lending and our customer base once again expanded.

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OTHER HIGHLIGHTS

*Camco Financial Acquisition* On March 1, 2014, we completed our acquisition of Camco Financial and converted their banking offices to Huntington branches. As a result, we acquired $0.6 billion of deposits and $0.6 billion of loans.

*Business Segments* Our business segments are based on our internally-aligned segment leadership structure, which is how we monitor results and assess performance. During the 2014 first quarter, we reorganized our business segments to drive our ongoing growth and leverage the knowledge of our highly experienced team. We now have five major business segments: Retail and Business Banking, Commercial Banking, Automobile Finance and Commercial Real Estate (AFCRE), Regional Banking and The Huntington Private Client Group (RBHPCG), and Home Lending. A Treasury / Other function includes our insurance brokerage business, along with technology and operations, other support groups, other unallocated assets, liabilities, revenue, and expense.

*Accounting Standards Update* We early adopted ASU 2014-01 (see Note 1). The amendments are required to be applied retroactively to all periods presented. We elected to change the method of recognition in investments that previously qualified for the effective yield method to the proportional amortization method. As a result of these changes, we recorded a cumulative-effect adjustment to beginning retained earnings.

*Branch Acquisition Announcement* On April 9, 2014, we announced the signing of a definitive agreement to acquire 11 branches in Central and East Michigan from Bank of America Corporation. We will purchase approximately $450 million of deposits, with a deposit premium of 3.5% based on deposit balances near the time the transaction closes. The transaction is expected to be completed in the second half of 2014.

***Economy***

Our loan pipelines are strong and we see signs that our customers are more confident in the economy. Our Midwestern markets are recovering with downward unemployment trends and ongoing investments by manufacturers and other businesses. Notwithstanding these tailwinds, we continue to face a challenging regulatory and competitive environment.

**2014 Expectations**

Net interest income is expected to increase moderately. We anticipate an increase in earning assets as total loans moderately grow and investment securities remain near current levels. However, those benefits to net interest income are expected to be mostly offset by continued downward pressure on NIM. While we are maintaining a disciplined approach to loan pricing, asset yields remain under pressure but the continued opportunity of deposit repricing remains, albeit closer to current levels.

The C&I portfolio is expected to see growth consistent with the anticipated increase in customer activity. Our C&I loan pipeline remains robust with much of this reflecting the positive impact from our investments in specialized commercial verticals, automotive dealer relationships, focused OCR sales process, and continued support of middle market and small business lending. Automobile loan originations remain strong and portfolio balances are expected to continue to grow. Residential mortgages, home equity, and CRE loan balances are expected to increase modestly.

We anticipate the increase in total loans will outpace growth in total deposits modestly. This reflects our continued focus on the overall cost of funds, through the issuance of long-term debt as well as the continued shift towards low- and no-cost demand deposits and money market deposit accounts.

Noninterest income, excluding the impact of any net MSR activity and securities gains, is expected to be slightly higher than current seasonally low levels. Beginning in July, we anticipate a change in our consumer checking accounts that is estimated to impact service charges on deposits negatively by $6 million per quarter.

Noninterest expense is expected to be slightly higher than current levels, excluding the net $22 million of negative impact from Significant Items we experienced in the 2014 first quarter. The 2014 second quarter is expected to be negatively impacted by annual peak marketing expenses, a full quarter s inclusion of Camco Financial, and annual merit increases to personnel expense. We are committed to delivering positive operating leverage for the 2014 full year.

NPAs are expected to show continued improvement. NCOs are within our expected normalized range of 35 to 55 basis points. The level of provision for credit losses was below our long-term expectation, and we continue to expect moderate quarterly volatility.

The effective tax rate for the remainder of 2014 is expected to be in the range of 25% to 28%, primarily reflecting the impacts of tax-exempt income, tax-advantaged investments, and general business credits.

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**DISCUSSION OF RESULTS OF OPERATIONS**

This section provides a review of financial performance from a consolidated perspective. It also includes a Significant Items section that summarizes key issues important for a complete understanding of performance trends. Key Unaudited Condensed Consolidated Balance Sheet and Unaudited Condensed Statement of Income trends are discussed. All earnings per share data are reported on a diluted basis. For additional insight on financial performance, please read this section in conjunction with the Business Segment Discussion.

**Table 1 Selected Quarterly Income Statement Data (1)**

| | **2014** | | **2013** | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands, except per share amounts)* | **First** | Fourth | Third | Second | First |
| Interest income | **$ 472,455** | $ 469,824 | $ 462,912 | $ 462,582 | $ 465,319 |
| Interest expense | **34,949** | 39,175 | 38,060 | 37,645 | 41,149 |
| Net interest income | **437,506** | 430,649 | 424,852 | 424,937 | 424,170 |
| Provision for credit losses | **24,630** | 24,331 | 11,400 | 24,722 | 29,592 |
| Net interest income after provision for credit losses | **412,876** | 406,318 | 413,452 | 400,215 | 394,578 |
| Service charges on deposit accounts | **64,582** | 69,992 | 72,918 | 68,009 | 60,883 |
| Mortgage banking income | **23,089** | 24,327 | 23,621 | 33,659 | 45,248 |
| Trust services | **29,565** | 30,711 | 30,470 | 30,666 | 31,160 |
| Electronic banking | **23,642** | 24,251 | 24,282 | 23,345 | 20,713 |
| Insurance income | **16,496** | 15,556 | 17,269 | 17,187 | 19,252 |
| Brokerage income | **17,071** | 15,116 | 16,532 | 19,546 | 17,995 |
| Bank owned life insurance income | **13,307** | 13,816 | 13,740 | 15,421 | 13,442 |
| Capital markets fees | **9,194** | 12,332 | 12,825 | 12,229 | 7,834 |
| Gain on sale of loans | **3,570** | 7,144 | 5,063 | 3,348 | 2,616 |
| Securities gains (losses) | **16,970** | 1,239 | 98 | (410) | (509) |
| Other income | **30,999** | 35,407 | 36,950 | 28,919 | 37,984 |
| Total noninterest income | **248,485** | 249,891 | 253,768 | 251,919 | 256,618 |
| Personnel costs | **249,477** | 249,554 | 229,326 | 263,862 | 258,895 |
| Outside data processing and other services | **51,490** | 51,071 | 49,313 | 49,898 | 49,265 |
| Net occupancy | **33,433** | 31,983 | 35,591 | 27,656 | 30,114 |
| Equipment | **28,750** | 28,775 | 28,191 | 24,947 | 24,880 |
| Marketing | **10,686** | 13,704 | 12,271 | 14,239 | 10,971 |
| Deposit and other insurance expense | **13,718** | 10,056 | 11,155 | 13,460 | 15,490 |
| Amortization of intangibles | **9,291** | 10,320 | 10,362 | 10,362 | 10,320 |
| Professional services | **12,231** | 11,567 | 12,487 | 9,341 | 7,192 |
| Other expense | **51,045** | 38,979 | 34,640 | 32,100 | 35,666 |
| Total noninterest expense | **460,121** | 446,009 | 423,336 | 445,865 | 442,793 |
| Income before income taxes | **201,240** | 210,200 | 243,884 | 206,269 | 208,403 |
| Provision for income taxes | **52,097** | 52,029 | 65,047 | 55,269 | 55,129 |
| Net income | **$ 149,143** | $ 158,171 | $ 178,837 | $ 151,000 | $ 153,274 |
| Dividends on preferred shares | **7,964** | 7,965 | 7,967 | 7,967 | 7,970 |
| Net income applicable to common shares | **$ 141,179** | $ 150,206 | $ 170,870 | $ 143,033 | $ 145,304 |

| | | | | | |
|---|---|---|---|---|---|
| Average common shares basic | **829,659** | 830,590 | 830,398 | 834,730 | 841,103 |
| Average common shares diluted | **842,677** | 842,324 | 841,025 | 843,840 | 848,708 |
| Net income per common share basic | **$ 0.17** | $ 0.18 | $ 0.21 | $ 0.17 | $ 0.17 |
| Net income per common share diluted | **0.17** | 0.18 | 0.20 | 0.17 | 0.17 |
| Cash dividends declared per common share | **0.05** | 0.05 | 0.05 | 0.05 | 0.04 |
| Return on average total assets | **1.01%** | 1.09% | 1.27% | 1.08% | 1.12% |
| Return on average common shareholders equity | **9.9** | 10.5 | 12.3 | 10.4 | 10.8 |
| Return on average tangible common shareholders equity (2) | **11.3** | 12.1 | 14.2 | 12.1 | 12.6 |
| Net interest margin (3) | **3.27** | 3.28 | 3.34 | 3.38 % | 3.42 |
| Efficiency ratio (4) | **66.4** | 63.4 | 60.3 | 63.7 | 62.9 |
| Effective tax rate | **25.9** | 24.8 | 26.7 | 26.8 | 26.5 |

| Revenue FTE | | | | | |
|---|---|---|---|---|---|
| Net interest income | **$ 437,506** | $ 430,649 | $ 424,852 | $ 424,937 | $ 424,170 |
| FTE adjustment | **5,885** | 8,196 | 6,634 | 6,587 | 5,923 |
| Net interest income (3) | **443,391** | 438,845 | 431,486 | 431,524 | 430,093 |
| Noninterest income | **248,485** | 249,891 | 253,768 | 251,919 | 256,618 |
| Total revenue (3) | **$ 691,876** | $ 688,736 | $ 685,254 | $ 683,443 | $ 686,711 |

(1) Comparisons for presented periods are impacted by a number of factors. Refer to the "Significant Items" for additional discussion regarding these key factors.

(2) Net income excluding expense for amortization of intangibles for the period divided by average tangible common shareholders equity. Average tangible common shareholders equity equals average total common shareholders equity less average intangible assets and goodwill. Expense for amortization of intangibles and average intangible assets are net of deferred tax liability, and calculated assuming a 35% tax rate.

(3) On a fully-taxable equivalent (FTE) basis assuming a 35% tax rate.

(4) Noninterest expense less amortization of intangibles divided by the sum of FTE net interest income and noninterest income excluding securities gains.

**Significant Items**

***Definition of Significant Items***

From time-to-time, revenue, expenses, or taxes are impacted by items judged by us to be outside of ordinary banking activities and / or by items that, while they may be associated with ordinary banking activities, are so unusually large that their outsized impact is believed by us at that time to be infrequent or short-term in nature. We refer to such items as Significant Items. Most often, these Significant Items result from factors originating outside the company; e.g., regulatory actions / assessments, windfall gains, changes in accounting principles, one-time tax assessments / refunds, litigation actions, etc. In other cases, they may result from our decisions associated with significant corporate actions outside of the ordinary course of business; e.g., merger / restructuring charges, recapitalization actions, goodwill impairment, etc.

Even though certain revenue and expense items are naturally subject to more volatility than others due to changes in market and economic environment conditions, as a general rule volatility alone does not define a Significant Item. For example, changes in the provision for credit losses, gains / losses from investment activities, asset valuation writedowns, etc., reflect ordinary banking activities and are, therefore, typically excluded from consideration as a Significant Item.

We believe the disclosure of Significant Items provides a better understanding of our performance and trends to ascertain which of such items, if any, to include or exclude from an analysis of our performance; i.e., within the context of determining how that performance differed from expectations, as well as how, if at all, to adjust estimates of future performance accordingly. To this end, we adopted a practice of listing Significant Items in our external disclosure documents; e.g., earnings press releases, investor presentations, Forms 10-Q and 10-K.

Significant Items for any particular period are not intended to be a complete list of items that may materially impact current or future period performance.

***Significant Items Influencing Financial Performance Comparisons***

Earnings comparisons were impacted by the Significant Items summarized below:

1. **Camco Financial Acquisition.** During the 2014 first quarter, $11.8 million of net one-time merger related costs were recorded related to the acquisition of Camco Financial. This resulted in a negative impact of $0.01 per common share.

2. **Litigation Reserve.** During the 2014 first quarter, $9.0 million of additions to litigation reserves were recorded as other noninterest expense. This resulted in a negative impact of $0.01 per common share.

3. **Franchise Repositioning Related Expense.** During the 2013 fourth quarter, $6.9 million of franchise repositioning related expense was recorded. This resulted in a negative impact of $0.01 per common share.

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The following table reflects the earnings impact of the above-mentioned Significant Items for periods affected by this Results of Operations discussion:

**Table 2 Significant Items Influencing Earnings Performance Comparison**

| | Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | **March 31, 2014** | | December 31, 2013 | | March 31, 2013 | |
| *(dollar amounts in thousands, except per share amounts)* | **After-tax** | **EPS (2)(3)** | After-tax | EPS (2)(3) | After-tax | EPS (2)(3) |
| Net income | **$ 149,143** | | $ 158,171 | | $ 153,274 | |
| Earnings per share, after-tax | | **$ 0.17** | | $ 0.18 | | $ 0.17 |
| Significant Items favorable (unfavorable) impact: | **Earnings (1)** | **EPS (2)(3)** | Earnings (1) | EPS (2)(3) | Earnings (1) | EPS (2)(3) |
| Camco Financial Acquisition | **(11,823)** | **(0.01)** | | | | |
| Addition to Litigation Reserve | **(9,000)** | **(0.01)** | | | | |
| Franchise repositioning related expense | | | (6,909) | (0.01) | | |

(1) Pretax.
(2) Based on average outstanding diluted common shares
(3) After-tax

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**Net Interest Income / Average Balance Sheet**

The following tables detail the change in our average balance sheet and the net interest margin:

**Table 3 - Consolidated Quarterly Average Balance Sheets**

| | Average Balances | | | | | Change | |
|---|---|---|---|---|---|---|---|
| | **2014** | 2013 | | | | 1Q14 vs. 1Q13 | |
| *(dollar amounts in millions)* | **First** | Fourth | Third | Second | First | Amount | Percent |
| Assets: | | | | | | | |
| Interest-bearing deposits in banks | **$ 83** | $ 71 | $ 54 | $ 84 | $ 72 | $ 11 | 15% |
| Loans held for sale | **279** | 322 | 379 | 678 | 709 | (430) | (61) |
| Securities: | | | | | | | |
| Available-for-sale and other securities: | | | | | | | |
| Taxable | **6,240** | 5,818 | 6,040 | 6,728 | 6,964 | (724) | (10) |
| Tax-exempt | **1,115** | 548 | 565 | 591 | 549 | 566 | 103 |
| Total available-for-sale and other securities | **7,355** | 6,366 | 6,605 | 7,319 | 7,513 | (158) | (2) |
| Trading account securities | **38** | 76 | 76 | 84 | 85 | (47) | (55) |
| Held-to-maturity securities taxable | **3,783** | 3,038 | 2,139 | 1,711 | 1,717 | 2,066 | 120 |
| Total securities | **11,176** | 9,480 | 8,820 | 9,114 | 9,315 | 1,861 | 20 |
| Loans and leases: (1) | | | | | | | |
| Commercial: | | | | | | | |
| Commercial and industrial | **17,631** | 17,671 | 17,032 | 17,033 | 16,954 | 677 | 4 |
| Commercial real estate: | | | | | | | |
| Construction | **612** | 573 | 565 | 586 | 598 | 14 | 2 |
| Commercial | **4,289** | 4,331 | 4,345 | 4,429 | 4,694 | (405) | (9) |
| Commercial real estate | **4,901** | 4,904 | 4,910 | 5,015 | 5,292 | (391) | (7) |
| Total commercial | **22,532** | 22,575 | 21,942 | 22,048 | 22,246 | 286 | 1 |
| Automobile | 6,786 | 6,502 | 6,075 | 5,283 | 4,833 | 1,953 | 40 |
| Home equity | **8,340** | 8,346 | 8,341 | 8,263 | 8,395 | (55) | (1) |
| Residential mortgage | **5,379** | 5,331 | 5,256 | 5,225 | 4,978 | 401 | 8 |
| Other consumer | **386** | 385 | 380 | 461 | 412 | (26) | (6) |
| Total consumer | **20,891** | 20,564 | 20,052 | 19,232 | 18,618 | 2,273 | 12 |
| Total loans and leases | **43,423** | 43,139 | 41,994 | 41,280 | 40,864 | 2,559 | 6 |
| Allowance for loan and lease losses | **(649)** | (668) | (717) | (746) | (772) | 123 | (16) |
| Net loans and leases | **42,774** | 42,471 | 41,277 | 40,534 | 40,092 | 2,682 | 7 |
| Total earning assets | **54,961** | 53,012 | 51,247 | 51,156 | 50,960 | 4,001 | 8 |
| Cash and due from banks | **904** | 846 | 944 | 940 | 904 | | |
| Intangible assets | **535** | 542 | 552 | 563 | 571 | (36) | (6) |
| All other assets | **3,941** | 3,917 | 3,889 | 3,976 | 4,065 | (124) | (3) |
| Total assets | **$ 59,692** | $ 57,649 | $ 55,915 | $ 55,889 | $ 55,728 | $ 3,964 | 7% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| *Liabilities and Shareholders Equity:* | | | | | | | |
| Deposits: | | | | | | | |
| Demand deposits noninterest-bearing | **$ 13,192** | $ 13,337 | $ 13,088 | $ 12,879 | $ 12,165 | $ 1,027 | 8% |
| Demand deposits interest-bearing | **5,775** | 5,755 | $ 5,763 | $ 5,927 | $ 5,977 | (202) | (3) |
| Total demand deposits | **18,967** | 19,092 | 18,851 | 18,806 | 18,142 | 825 | 5 |
| Money market deposits | **17,648** | 16,827 | 15,739 | 15,069 | 15,045 | 2,603 | 17 |
| Savings and other domestic deposits | **4,967** | 4,912 | 5,007 | 5,115 | 5,083 | (116) | (2) |
| Core certificates of deposit | **3,613** | 3,916 | 4,176 | 4,778 | 5,346 | (1,733) | (32) |
| Total core deposits | **45,195** | 44,747 | 43,773 | 43,768 | 43,616 | 1,579 | 4 |
| Other domestic time deposits of $250,000 or more | **284** | 275 | 268 | 324 | 360 | (76) | (21) |
| Brokered deposits and negotiable CDs | **1,782** | 1,398 | 1,553 | 1,779 | 1,697 | 85 | 5 |
| Deposits in foreign offices | **328** | 354 | 376 | 316 | 340 | (12) | (4) |
| Total deposits | **47,589** | 46,774 | 45,970 | 46,187 | 46,013 | 1,576 | 3 |
| Short-term borrowings | **883** | 629 | 710 | 701 | 762 | 121 | 16 |
| Federal Home Loan Bank advances | **1,499** | 851 | 549 | 757 | 686 | 813 | 119 |
| Subordinated notes and other long-term debt | **2,503** | 2,244 | 1,753 | 1,292 | 1,348 | 1,155 | 86 |
| Total interest-bearing liabilities | **39,282** | 37,161 | 35,894 | 36,058 | 36,644 | 2,638 | 7 |
| All other liabilities | **1,035** | 1,095 | 1,054 | 1,064 | 1,085 | (50) | (5) |
| Shareholders equity | **6,183** | 6,056 | 5,879 | 5,888 | 5,834 | 349 | 6 |
| Total liabilities and shareholders equity | **$ 59,692** | $ 57,649 | $ 55,915 | $ 55,889 | $ 55,728 | $ 3,964 | 7% |

(1) For purposes of this analysis, NALs are reflected in the average balances of loans.

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**Table 4 Consolidated Quarterly Net Interest Margin Analysis**

| | Average Rates (2) | | | | |
|---|---|---|---|---|---|
| | **2014** | 2013 | | | |
| Fully-taxable equivalent basis (1) | **First** | Fourth | Third | Second | First |
| Assets | | | | | |
| Interest-bearing deposits in banks | **0.03%** | 0.04% | 0.07% | 0.27% | 0.16% |
| Loans held for sale | **3.74** | 4.46 | 3.89 | 3.39 | 3.22 |
| Securities: | | | | | |
| Available-for-sale and other securities: | | | | | |
| Taxable | **2.47** | 2.38 | 2.34 | 2.29 | 2.31 |
| Tax-exempt | **3.03** | 6.34 | 4.04 | 3.94 | 3.96 |
| Total available-for-sale and other securities | **2.55** | 2.72 | 2.48 | 2.42 | 2.43 |
| Trading account securities | **1.12** | 0.42 | 0.23 | 0.60 | 0.50 |
| Held-to-maturity securities taxable | **2.47** | 2.42 | 2.29 | 2.29 | 2.29 |
| Total securities | **2.52** | 2.60 | 2.41 | 2.38 | 2.39 |
| Loans and leases: (3) | | | | | |
| Commercial: | | | | | |
| Commercial and industrial | **3.56** | 3.54 | 3.68 | 3.75 | 3.83 |
| Commercial real estate: | | | | | |
| Construction | **3.99** | 4.04 | 3.91 | 3.93 | 4.05 |
| Commercial | **3.84** | 3.97 | 4.10 | 4.13 | 4.00 |
| Commercial real estate | **3.86** | 3.98 | 4.08 | 4.09 | 4.01 |
| Total commercial | **3.63** | 3.63 | 3.77 | 3.83 | 3.87 |
| Consumer: | | | | | |
| Automobile | **3.54** | 3.67 | 3.80 | 3.96 | 4.28 |
| Home equity | **4.12** | 4.11 | 4.10 | 4.16 | 4.20 |
| Residential mortgage | **3.78** | 3.77 | 3.81 | 3.82 | 3.97 |
| Other consumer | **6.84** | 6.64 | 6.98 | 6.66 | 7.05 |
| Total consumer | **3.89** | 3.93 | 3.99 | 4.07 | 4.22 |
| Total loans and leases | **3.75** | 3.77 | 3.87 | 3.95 | 4.03 |
| Total earning assets | **3.53%** | 3.58% | 3.64% | 3.68% | 3.75% |
| Liabilities | | | | | |
| Deposits: | | | | | |
| Demand deposits noninterest-bearing | **%** | % | % | % | % |
| Demand deposits interest-bearing | **0.04** | 0.04 | 0.04 | 0.04 | 0.04 |
| Total demand deposits | **0.01** | 0.01 | 0.01 | 0.01 | 0.01 |
| Money market deposits | **0.25** | 0.27 | 0.26 | 0.24 | 0.23 |
| Savings and other domestic deposits | **0.20** | 0.24 | 0.25 | 0.27 | 0.30 |
| Core certificates of deposit | **0.94** | 1.05 | 1.05 | 1.13 | 1.19 |
| Total core deposits | **0.28** | 0.32 | 0.32 | 0.34 | 0.37 |

| | | | | | |
|---|---|---|---|---|---|
| Other domestic time deposits of $250,000 or more | **0.41** | 0.39 | 0.44 | 0.50 | 0.52 |
| Brokered deposits and negotiable CDs | **0.28** | 0.39 | 0.55 | 0.62 | 0.67 |
| Deposits in foreign offices | **0.13** | 0.14 | 0.14 | 0.14 | 0.17 |
| Total deposits | **0.28** | 0.32 | 0.33 | 0.36 | 0.38 |
| Short-term borrowings | **0.07** | 0.08 | 0.09 | 0.10 | 0.12 |
| Federal Home Loan Bank advances | **0.12** | 0.14 | 0.14 | 0.14 | 0.18 |
| Subordinated notes and other long-term debt | **1.66** | 2.10 | 2.29 | 2.35 | 2.54 |
| Total interest-bearing liabilities | **0.36%** | 0.42% | 0.42% | 0.42% | 0.45% |
| Net interest rate spread | **3.17%** | 3.15% | 3.20% | 3.26% | 3.30% |
| Impact of noninterest-bearing funds on margin | **0.10** | 0.13 | 0.14 | 0.12 | 0.12 |
| Net interest margin | **3.27%** | 3.28% | 3.34% | 3.38% | 3.42% |

(1) FTE yields are calculated assuming a 35% tax rate.
(2) Loan and lease and deposit average rates include impact of applicable derivatives, non-deferrable fees, and amortized deferred fees.
(3) For purposes of this analysis, NALs are reflected in the average balances of loans.

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**Table 5 Average Loans/Leases and Deposits**

| (dollar amounts in millions) | First Quarter 2014 | First Quarter 2013 | Fourth Quarter 2013 | 1Q14 vs 1Q13 Amount | 1Q14 vs 1Q13 Percent | 1Q14 vs 4Q13 Amount | 1Q14 vs 4Q13 Percent |
|---|---|---|---|---|---|---|---|
| *Loans/Leases:* | | | | | | | |
| Commercial and industrial | **$ 17,631** | $ 16,954 | $ 17,671 | $ 677 | 4% | $ (40) | (0)% |
| Commercial real estate | **4,901** | 5,292 | 4,904 | (391) | (7) | (3) | (0) |
| Total commercial | **22,532** | 22,246 | 22,575 | 286 | 1 | (43) | (0) |
| Automobile | **6,786** | 4,833 | 6,502 | 1,953 | 40 | 284 | 4 |
| Home equity | **8,340** | 8,395 | 8,346 | (55) | (1) | (6) | (0) |
| Residential mortgage | **5,379** | 4,978 | 5,331 | 401 | 8 | 48 | 1 |
| Other loans | **386** | 412 | 385 | (26) | (6) | 1 | 0 |
| Total consumer | **20,891** | 18,618 | 20,564 | 2,273 | 12 | 327 | 2 |
| Total loans and leases | **$ 43,423** | $ 40,864 | 43,139 | $ 2,559 | 6% | $ 284 | 1% |
| *Deposits:* | | | | | | | |
| Demand deposits noninterest-bearing | **$ 13,192** | $ 12,165 | $ 13,337 | $ 1,027 | 8% | $ (145) | (1)% |
| Demand deposits interest-bearing | **5,775** | 5,977 | 5,755 | (202) | (3) | 20 | 0 |
| Total demand deposits | **18,967** | 18,142 | 19,092 | 825 | 5 | (125) | (1) |
| Money market deposits | **17,648** | 15,045 | 16,827 | 2,603 | 17 | 821 | 5 |
| Savings and other domestic time deposits | **4,967** | 5,083 | 4,912 | (116) | (2) | 55 | 1 |
| Core certificates of deposit | **3,613** | 5,346 | 3,916 | (1,733) | (32) | (303) | (8) |
| Total core deposits | **45,195** | 43,616 | 44,747 | 1,579 | 4 | 448 | 1 |
| Other deposits | **2,394** | 2,397 | 2,027 | (3) | (0) | 367 | 18 |
| Total deposits | **$ 47,589** | $ 46,013 | $ 46,774 | $ 1,576 | 3% | $ 815 | 2% |

***2014 First Quarter versus 2013 First Quarter***

Fully-taxable equivalent (FTE) net interest income increased $13.3 million, or 3%, from the 2013 first quarter. This reflected the benefit from the $2.6 billion, or 6%, of average loan growth and a $1.4 billion, or 14%, increase in other earnings assets, the majority of which were investment securities that meet the requirements for HQLA as proposed in the LCR rules issued by the regulators in October 2013. This was partially offset by the 15 basis point decrease in the FTE net interest margin to 3.27%. The 22 basis point negative impact on NIM from the mix and yield of earning assets was partially offset by the 7 basis point reduction in funding costs.

Average loans and leases increased $2.6 billion, or 6%, from the prior year, driven by:

- $2.0 billion, or 40%, increase in average automobile loans, as originations remained strong and our investments throughout the Northeast and upper Midwest continued to grow as planned.

- $0.7 billion, or 4%, increase in average C&I loans and leases. This reflected the continued growth within Business Banking, dealer floorplan, and domestic subsidiaries of foreign owned companies.

Partially offset by:

- $0.4 billion, or 7%, decrease in average CRE loans. This decrease reflected continued runoff of the noncore portfolio.

Average noninterest bearing deposits increased $1.0 billion, or 8%, while average interest-bearing liabilities increased $2.6 billion, or 7%, from the 2013 first quarter, primarily reflecting:

- $2.6 billion, or 17%, increase in money market deposits, reflecting the strategic focus on customer growth and increased share of wallet among both consumer and commercial customers.

- $2.1 billion, or 75%, increase in short- and long-term borrowings, which were used to efficiently finance growth in loans and HQLA securities while continuing to lower the overall cost of funds.

Partially offset by:

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$1.7 billion, or 32%, decrease in average core certificates of deposit due to the strategic focus on changing the funding sources to no-cost demand deposits and lower cost money market deposits.

***2014 First Quarter versus 2013 Fourth Quarter***

Compared to the 2013 fourth quarter, fully-taxable equivalent net interest income increased $4.5 million, or 1%, reflecting a $1.9 billion, or 4% increase in average earnings assets, partially offset by a 1 basis point decrease in NIM. The primary items affecting the NIM were a 5 basis point negative impact from the mix and yield of earning assets, partially offset by a 4 basis point reduction in funding costs.

**Provision for Credit Losses**

*(This section should be read in conjunction with the Credit Risk section.)*

The provision for credit losses is the expense necessary to maintain the ALLL and the AULC at levels appropriate to absorb our estimate of credit losses in the loan and lease portfolio and the portfolio of unfunded loan commitments and letters-of-credit.

The provision for credit losses for the 2014 first quarter was $24.6 million and increased $0.3 million, or 1%, from the prior quarter and declined $5.0 million, or 17%, from the year-ago quarter. The current quarter s provision for credit losses was $18.4 million less than total NCOs for the same period. *(See Credit Quality discussion).* Given the absolute low level of the provision for credit losses and the uncertain and uneven nature of the economic recovery, some degree of volatility on a quarter-to-quarter basis is expected.

**Noninterest Income**

The following table reflects noninterest income for each of the past five quarters:

**Table 6 Noninterest Income**

| | **2014** | 2013 | | | | 1Q14 vs 1Q13 | | 1Q14 vs 4Q13 | |
|---|---|---|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **First** | Fourth | Third | Second | First | Amount | Percent | Amount | Percent |
| Service charges on deposit accounts | **$ 64,582** | $ 69,992 | $ 72,918 | $ 68,009 | $ 60,883 | $ 3,699 | 6% | $ (5,410) | (8)% |
| Mortgage banking income | **23,089** | 24,327 | 23,621 | 33,659 | 45,248 | (22,159) | (49) | (1,238) | (5) |
| Trust services | **29,565** | 30,711 | 30,470 | 30,666 | 31,160 | (1,595) | (5) | (1,146) | (4) |
| Electronic banking | **23,642** | 24,251 | 24,282 | 23,345 | 20,713 | 2,929 | 14 | (609) | (3) |
| Insurance income | **16,496** | 15,556 | 17,269 | 17,187 | 19,252 | (2,756) | (14) | 940 | 6 |
| Brokerage income | **17,071** | 15,116 | 16,532 | 19,546 | 17,995 | (924) | (5) | 1,955 | 13 |
| Bank owned life insurance income | **13,307** | 13,816 | 13,740 | 15,421 | 13,442 | (135) | (1) | (509) | (4) |
| Capital markets fees | **9,194** | 12,332 | 12,825 | 12,229 | 7,834 | 1,360 | 17 | (3,138) | (25) |
| Gain on sale of loans | **3,570** | 7,144 | 5,063 | 3,348 | 2,616 | 954 | 36 | (3,574) | (50) |
| Securities gains (losses) | **16,970** | 1,239 | 98 | (410) | (509) | 17,479 | N.R. | 15,731 | 1,270 |
| Other income | **30,999** | 35,407 | 36,950 | 28,919 | 37,984 | (6,985) | (18) | (4,408) | (12) |
| Total noninterest income | **$ 248,485** | $ 249,891 | $ 253,768 | $ 251,919 | $ 256,618 | $ (8,133) | (3)% | $ (1,406) | (1)% |

N.R. - Not relevant, as denominator of calculation is a loss in prior period compared with income in current period.

***2014 First Quarter versus 2013 First Quarter***

In the 2014 first quarter, noninterest income decreased $8.1 million, or 3%, from the year-ago quarter, primarily reflecting:

$22.2 million, or 49%, decrease in mortgage banking income primarily driven by 41% reduction in volume, lower gain on sale, and a higher percentage of originations held on the balance sheet.

$7.0 million, or 18%, decrease in other income as the year-ago quarter included an $8.8 million gain on the sale of LIHTC investments.

Partially offset by:

$17.5 million increase in securities gains as we adjusted the mix of our securities portfolio to prepare for the LCR.

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$3.7 million, or 6%, increase in service charges on deposit accounts reflecting 7% consumer household and 3% commercial relationship growth. This more than offset the negative impact of the February 2013 implementation of a new posting order for consumer transaction accounts.

$2.9 million, or 14%, increase in electronic banking due to continued consumer household growth.

***2014 First Quarter versus 2013 Fourth Quarter***

Compared to the 2013 fourth quarter, noninterest income decreased $1.4 million, or 1%, reflecting typical seasonality within service charges on deposit accounts, which decreased $5.4 million. Other linked quarter changes were a $3.6 million decrease in gain on sale of loans from reduced SBA loan sales, a $4.4 million decrease in other income, and a $3.1 million decrease in capital market fees related to customer derivatives. These were partially offset by a $15.7 million increase in securities gains.

**Noninterest Expense**

*(This section should be read in conjunction with Significant Item 1, 2, and 3.)*

The following table reflects noninterest expense for each of the past five quarters:

**Table 7 Noninterest Expense**

| | **2014** | 2013 | | | | 1Q14 vs 1Q13 | | 1Q14 vs 4Q13 | |
|---|---|---|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **First** | Fourth | Third | Second | First | Amount | Percent | Amount | Percent |
| Personnel costs | **$ 249,477** | $ 249,554 | $ 229,326 | $ 263,862 | $ 258,895 | $ (9,418) | (4)% | $ (77) | (0)% |
| Outside data processing and other services | **51,490** | 51,071 | 49,313 | 49,898 | 49,265 | 2,225 | 5 | 419 | 1 |
| Net occupancy | **33,433** | 31,983 | 35,591 | 27,656 | 30,114 | 3,319 | 11 | 1,450 | 5 |
| Equipment | **28,750** | 28,775 | 28,191 | 24,947 | 24,880 | 3,870 | 16 | (25) | (0) |
| Marketing | **10,686** | 13,704 | 12,271 | 14,239 | 10,971 | (285) | (3) | (3,018) | (22) |
| Deposit and other insurance expense | **13,718** | 10,056 | 11,155 | 13,460 | 15,490 | (1,772) | (11) | 3,662 | 36 |
| Amortization of intangibles | **9,291** | 10,320 | 10,362 | 10,362 | 10,320 | (1,029) | (10) | (1,029) | (10) |
| Professional services | **12,231** | 11,567 | 12,487 | 9,341 | 7,192 | 5,039 | 70 | 664 | 6 |
| Other expense | **51,045** | 38,979 | 34,640 | 32,100 | 35,666 | 15,379 | 43 | 12,066 | 31 |
| Total noninterest expense | **$ 460,121** | $ 446,009 | $ 423,336 | $ 445,865 | $ 442,793 | $ 17,328 | 4% | $ 14,112 | 3% |
| Number of employees (average full-time equivalent) | **11,848** | 11,765 | 12,080 | 12,063 | 11,949 | (101) | (1)% | 83 | 1% |

***2014 First Quarter versus 2013 First Quarter***

In the 2014 first quarter, noninterest expense increased $17.3 million, or 4%, from the year-ago quarter. When adjusting for the $21.6 million of Significant Items, noninterest expense decreased $4.3 million. The $17.3 million increase in the reported noninterest expenses primarily reflects:

$15.4 million, or 43%, increase in other expense, reflecting a $9.0 million addition to litigation reserves and a $3.0 million goodwill impairment.

$5.0 million, or 70%, increase in professional services, including $2.2 million of one-time merger related expenses.

- $3.9 million, or 16%, increase in equipment expense, reflecting increased depreciation on technology investments.

- $3.3 million, or 11%, increase in net occupancy, reflecting $1.7 million of one-time merger related expenses.

- $2.2 million, or 5%, increase in outside data processing and other services, reflecting $4.3 million of one-time merger related expenses.

Partially offset by:

- $9.4 million, or 4%, decrease in personnel costs, primarily reflecting the curtailment of the pension plan of the end of 2013 that was partially offset by $2.3 million of one-time merger related expenses.

***2014 First Quarter versus 2013 Fourth Quarter***

Noninterest expense of $460.1 million for the 2014 first quarter included $21.6 million of Significant Items and was up $14.1 million, or 3%, from the 2013 fourth quarter noninterest expense of $446.0 million, which included a $6.9 million Significant Item. After excluding the impact of Significant Items from both quarters, noninterest expense was essentially unchanged as the remaining $3.7 million increase in deposit and other insurance was largely offset by the remaining $3.0 million decline in marketing.

**Provision for Income Taxes**

The provision for income taxes in the 2014 first quarter was $52.1 million. This compared with a provision for income taxes of $52.0 million in the 2013 fourth quarter and $55.1 million in the 2013 first quarter. All three quarters included the benefits from tax-exempt income, tax-advantaged investments, and general business credits. At March 31, 2014, we had a net federal deferred tax asset of $123.7 million and a net state deferred tax asset of $42.3 million. Based on both positive and negative evidence and our level of forecasted future taxable income, we determined no impairment existed to the net federal and state deferred tax asset at March 31, 2014. For regulatory capital purposes, there was no disallowed net deferred tax asset at March 31, 2014.

We file income tax returns with the IRS and various state, city, and foreign jurisdictions. Federal income tax audits have been completed for tax years through 2009. In the first quarter of 2013, the IRS began an examination of our 2010 and 2011 consolidated federal income tax returns. We have appealed certain proposed adjustments resulting from the IRS examination of our 2006, 2007, 2008, 2009, and 2010 tax returns. We believe the tax positions taken related to such proposed adjustments are correct and supported by applicable statutes, regulations, and judicial authority, and intend to vigorously defend them. It is possible the ultimate resolution of the proposed adjustments, if unfavorable, may be material to the results of operations in the period it occurs. Nevertheless, although no assurances can be given, we believe the resolution of these examinations will not, individually or in the aggregate, have a material adverse impact on our consolidated financial position. Various state and other jurisdictions remain open to examination, including Kentucky, Indiana, Michigan, Pennsylvania, West Virginia, and Illinois.

On September 13, 2013, the IRS released final tangible property regulations under Sections 162(a) and 263(a) of the IRC and proposed regulations under Section 168 of the IRC. These regulations generally apply to taxable years beginning on or after January 1, 2014 and will affect all taxpayers that acquire, produce, or improve tangible property. Based upon preliminary analysis, we do not expect that the adoption of these regulations will have a material impact on the Company s Consolidated Financial Statements.

**RISK MANAGEMENT AND CAPITAL**

Risk awareness, identification and assessment, reporting, and active management are key elements in overall risk management. We manage risk to an aggregate moderate-to-low risk profile through a control framework and by monitoring and responding to identified potential risks. Controls include, among others, effective segregation of duties, access, authorization and reconciliation procedures, as well as staff education and a disciplined assessment process.

We identify primary risks, and the sources of those risks, within each business unit. We utilize Risk and Control Self-Assessments (RCSA) to identify exposure risks. Through this RCSA process, we continually assess the effectiveness of controls associated with the identified risks, regularly monitor risk profiles and material exposure to losses, and identify stress events and scenarios to which we may be exposed. Our chief risk officer is responsible for ensuring that appropriate systems of controls are in place for managing and monitoring risk across the Company. Potential risk concerns are shared with the Risk Management Committee, Risk Oversight Committee, and the board of directors, as appropriate. Our internal audit department performs on-going independent reviews of the risk management process and ensures the adequacy of documentation. The results of these reviews are reported regularly to the audit committee and board of directors.

We believe that our primary risk exposures are credit, market, liquidity, operational, and compliance oriented. More information on risk can be found in the Risk Factors section included in Item 1A of our 2013 Form 10-K and subsequent filings with the SEC. Additionally, the MD&A included in our 2013 Form 10-K should be read in conjunction with this MD&A as this discussion provides only material updates to the 2013 Form 10-K. Our definition, philosophy, and approach to risk management have not materially changed from the discussion presented in the 2013 Form 10-K.

**Credit Risk**

Credit risk is the risk of financial loss if a counterparty is not able to meet the agreed upon terms of the financial obligation. The majority of our credit risk is associated with lending activities, as the acceptance and management of credit risk is central to profitable lending. We also have significant credit risk associated with our AFS and HTM securities portfolios *(see Note 4 and Note 5 of the Notes to the Unaudited Condensed*

*Consolidated Financial Statements)*. We engage with other financial counterparties for a variety of purposes including investing, asset and liability management, mortgage banking, and trading activities. While there is credit risk associated with derivative activity, we believe this exposure is minimal.

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We continue to focus on the identification, monitoring, and managing of our credit risk. In addition to the traditional credit risk mitigation strategies of credit policies and processes, market risk management activities, and portfolio diversification, we use additional quantitative measurement capabilities utilizing external data sources, enhanced use of modeling technology, and internal stress testing processes. Our portfolio management resources demonstrate our commitment to maintaining an aggregate moderate-to-low risk profile. In our efforts to continue to identify risk mitigation techniques, we have focused on product design features, origination policies, and treatment strategies for delinquent or stressed borrowers.

***Loan and Lease Credit Exposure Mix***

At March 31, 2014, loans and leases totaled $44.4 billion, representing a $1.2 billion, or 3%, increase compared to $43.1 billion at December 31, 2013, primarily reflecting growth in the C&I and automobile portfolio. In addition, we added $559.4 million in loans from our acquisition of Camco Financial during the 2014 first quarter. The Camco Financial portfolio represents approximately 50% of the growth in the quarter, centered in CRE, home equity and residential mortgage.

At March 31, 2014, commercial loans and leases totaled $23.1 billion and represented 53% of our total loan and lease credit exposure. Our commercial portfolio is diversified along product type, customer size, and geography across our footprint, and is comprised of the following loan types (*see Commercial Credit discussion).*

*C&I* C&I loans and leases are made to commercial customers for use in normal business operations to finance working capital needs, equipment purchases, or other projects. The majority of these borrowers are customers doing business within our geographic regions. C&I loans and leases are generally underwritten individually and secured with the assets of the company and/or the personal guarantee of the business owners. The financing of owner occupied facilities is considered a C&I loan even though there is improved real estate as collateral. This treatment is a result of the credit decision process, which focuses on cash flow from operations of the business to repay the debt. The operation, sale, rental, or refinancing of the real estate is not considered the primary repayment source for these types of loans. As we have expanded our C&I portfolio, we have developed a series of verticals to ensure that new products or lending types are embedded within a structured, centralized Commercial Lending area with designated experienced credit officers.

*CRE* CRE loans consist of loans to developers and REITs supporting income-producing or for-sale commercial real estate properties. We mitigate our risk on these loans by requiring collateral values that exceed the loan amount and underwriting the loan with projected cash flow in excess of the debt service requirement. These loans are made to finance properties such as apartment buildings, office and industrial buildings, and retail shopping centers, and are repaid through cash flows related to the operation, sale, or refinance of the property.

*Construction CRE* Construction CRE loans are loans to developers, companies, or individuals used for the construction of a commercial or residential property for which repayment will be generated by the sale or permanent financing of the property. Our construction CRE portfolio primarily consists of retail, multi family, office, and warehouse project types. Generally, these loans are for construction projects that have been presold or preleased, or have secured permanent financing, as well as loans to real estate companies with significant equity invested in each project. These loans are underwritten and managed by a specialized real estate lending group that actively monitors the construction phase and manages the loan disbursements according to the predetermined construction schedule.

Total consumer loans and leases were $21.3 billion at March 31, 2014, and represented 47% of our total loan and lease credit exposure. The consumer portfolio is comprised primarily of automobile, home equity loans and lines-of-credit, and residential mortgages *(see Consumer Credit discussion).*

*Automobile* Automobile loans are comprised primarily of loans made through automotive dealerships and include exposure in selected states outside of our primary banking markets. The exposure outside of our primary banking markets represents 18% of the total exposure, with no individual state representing more than 5%. Applications are underwritten utilizing an automated underwriting system that applies consistent policies and processes across the portfolio.

*Home equity* Home equity lending includes both home equity loans and lines-of-credit. This type of lending, which is secured by a first-lien or junior-lien on the borrower s residence, allows customers to borrow against the equity in their home or refinance existing mortgage debt. Products include closed-end loans which are generally fixed-rate with principal and interest payments, and variable-rate, interest-only lines-of-credit which do not require payment of principal during the 10-year revolving period. The home equity line of credit may convert to a 20-year amortizing structure at the end of the revolving period. Applications are underwritten centrally in conjunction with an automated underwriting system. The home equity underwriting criteria is based on minimum credit scores, debt-to-income ratios, and LTV ratios, with current collateral valuations.

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*Residential mortgage* Residential mortgage loans represent loans to consumers for the purchase or refinance of a residence. These loans are generally financed over a 15-year to 30-year term, and in most cases, are extended to borrowers to finance their primary residence. Applications are underwritten centrally using consistent credit policies and processes. All residential mortgage loan decisions utilize a full appraisal for collateral valuation. Huntington has not originated or acquired residential mortgages that allow negative amortization or allow the borrower multiple payment options.

*Other consumer* Primarily consists of consumer loans not secured by real estate, including personal unsecured loans. We introduced a consumer credit card product during 2013, utilizing a centralized underwriting system and focusing on existing Huntington customers.

The table below provides the composition of our total loan and lease portfolio:

**Table 8 Loan and Lease Portfolio Composition**

| | **2014** | | 2013 | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| *(dollar amounts in millions)* | **March 31,** | | December 31, | | September 30, | | June 30, | | March 31, | |
| Commercial:[1] | | | | | | | | | | |
| Commercial and industrial | **$ 18,046** | **41%** | $ 17,594 | 41% | $ 17,335 | 41% | $ 17,113 | 41% | $ 17,267 | 42% |
| Commercial real estate: | | | | | | | | | | |
| Construction | **692** | **2** | 557 | 1 | 544 | 1 | 607 | 1 | 574 | 1 |
| Commercial | **4,339** | **10** | 4,293 | 10 | 4,328 | 10 | 4,286 | 10 | 4,485 | 11 |
| Total commercial real estate | **5,031** | **12** | 4,850 | 11 | 4,872 | 11 | 4,893 | 11 | 5,059 | 12 |
| Total commercial | **23,077** | **53** | 22,444 | 52 | 22,207 | 52 | 22,006 | 52 | 22,326 | 54 |
| Consumer: | | | | | | | | | | |
| Automobile | **6,999** | **16** | 6,639 | 15 | 6,317 | 15 | 5,810 | 14 | 5,036 | 12 |
| Home equity | **8,373** | **19** | 8,336 | 18 | 8,347 | 20 | 8,369 | 20 | 8,474 | 21 |
| Residential mortgage | **5,542** | **12** | 5,321 | 12 | 5,307 | 12 | 5,168 | 12 | 5,051 | 12 |
| Other consumer | **363** | | 380 | 2 | 378 | 1 | 387 | 2 | 397 | 1 |
| Total consumer | **21,277** | **47** | 20,676 | 48 | 20,349 | 48 | 19,734 | 48 | 18,958 | 46 |
| Total loans and leases | **$ 44,354** | **100%** | $ 43,120 | 100% | $ 42,556 | 100% | $ 41,740 | 100% | $ 41,284 | 100% |

(1) As defined by regulatory guidance, there were no commercial loans outstanding that would be considered a concentration of lending to a particular industry or group of industries.

As shown in the table above, our loan portfolio is diversified by consumer and commercial credit. At the corporate level, we manage the credit exposure via a credit concentration policy. The policy designates specific loan types, collateral types, and loan structures to be formally tracked and assigned limits as a percentage of capital. C&I lending by segment, specific limits for CRE primary project types, loans secured by residential real estate, shared national credit exposure, unsecured lending, and designated high risk loan definitions represent examples of specifically tracked components of our concentration management process. Our concentration management process is approved by our board level Risk Oversight Committee and is one of the strategies utilized to ensure a high quality, well diversified portfolio that is consistent with our overall objective of maintaining an aggregate moderate-to-low risk profile.

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The table below provides our total loan and lease portfolio segregated by the type of collateral securing the loan or lease:

**Table 9 Loan and Lease Portfolio by Collateral Type**

| | 2014 | | 2013 | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| *(dollar amounts in millions)* | March 31, | | December 31, | | September 30, | | June 30, | | March 31, | |
| Secured loans: | | | | | | | | | | |
| Real estate commercial | **$ 8,612** | **19%** | $ 8,622 | 20% | $ 8,769 | 21% | $ 8,749 | 21% | $ 9,041 | 22% |
| Real estate consumer | **13,916** | **31** | 13,657 | 32 | 13,654 | 32 | 13,537 | 32 | 13,525 | 33 |
| Vehicles | **9,270** | **21** | 8,989 | 21 | 8,275 | 19 | 7,763 | 19 | 6,924 | 17 |
| Receivables/Inventory | **5,717** | **13** | 5,534 | 13 | 5,367 | 13 | 5,260 | 13 | 5,383 | 13 |
| Machinery/Equipment | **2,930** | **7** | 2,738 | 6 | 2,778 | 7 | 2,831 | 7 | 2,815 | 7 |
| Securities/Deposits | **1,064** | **2** | 786 | 2 | 905 | 2 | 924 | 2 | 840 | 2 |
| Other | **870** | **3** | 1,016 | 2 | 948 | 2 | 1,020 | 2 | 1,014 | 2 |
| Total secured loans and leases | **42,379** | **96** | 41,342 | 96 | 40,696 | 96 | 40,084 | 96 | 39,542 | 96 |
| Unsecured loans and leases | **1,975** | **4** | 1,778 | 4 | 1,860 | 4 | 1,656 | 4 | 1,742 | 4 |
| Total loans and leases | **$ 44,354** | **100%** | $ 43,120 | 100% | $ 42,556 | 100% | $ 41,740 | 100% | $ 41,284 | 100% |

***Commercial Credit***

Refer to the Commercial Credit section of our 2013 Form 10-K for our commercial credit underwriting and on-going credit management processes.

C&I PORTFOLIO

The C&I portfolio continues to have strong origination activity as evidenced by the growth over the past 12 months. The credit quality of the portfolio continues to improve as we maintain focus on high quality originations. Problem loans have trended downward, reflecting a combination of proactive risk identification and effective workout strategies implemented by the SAD. We continue to maintain a proactive approach to identifying borrowers that may be facing financial difficulty in order to maximize the potential solutions.

CRE PORTFOLIO

We manage the risks inherent in this portfolio specific to CRE lending, focusing on the quality of the developer and the specifics associated with each project. Generally, we: (1) limit our loans to 80% of the appraised value of the commercial real estate at origination, (2) require net operating cash flows to be 125% of required interest and principal payments, and (3) if the commercial real estate is nonowner occupied, require that at least 50% of the space of the project be preleased. We actively monitor both geographic and project-type concentrations and performance metrics of all CRE loan types, with a focus on loans identified as higher risk based on the risk rating methodology. Both macro-level and loan-level stress-test scenarios based on existing and forecast market conditions are part of the on-going portfolio management process for the CRE portfolio.

Dedicated real estate professionals originated the majority of the portfolio, with the remainder obtained from prior bank acquisitions. Appraisals are obtained from approved vendors, and are reviewed by an internal appraisal review group comprised of certified appraisers to ensure the quality of the valuation used in the underwriting process. The portfolio is diversified by project type and loan size, and this diversification represents a significant portion of the credit risk management strategies employed for this portfolio. Subsequent to the origination of the loan, the Credit Review group provides an independent review and assessment of the quality of the underwriting and/or risk of new loan originations.

Appraisal values are obtained in conjunction with all originations and renewals, and on an as needed basis, in compliance with regulatory requirements. We continue to perform on-going portfolio level reviews within the CRE portfolio. These reviews generate action plans based on occupancy levels or sales volume associated with the projects being reviewed. Property values are updated using appraisals on a regular basis to ensure appropriate decisions regarding the on-going management of the portfolio reflect the changing market conditions. This highly individualized process requires working closely with all of our borrowers, as well as an in-depth knowledge of CRE project lending and the market environment.

***Consumer Credit***

Refer to the "Consumer Credit" section of our 2013 Form 10-K for our consumer credit underwriting and on-going credit management processes.

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AUTOMOBILE PORTFOLIO

Our strategy in the automobile portfolio continued to focus on high quality borrowers as measured by both FICO and internal custom scores, combined with appropriate LTVs, terms, and profitability. Our strategy and operational capabilities allow us to appropriately manage the origination quality across the entire portfolio, including our newer markets. Although increased origination volume and entering new markets can be associated with increased risk levels, we believe our disciplined strategy and operational processes significantly mitigate these risks.

We have continued to consistently execute our value proposition and take advantage of available market opportunities. Importantly, we have maintained our high credit quality standards while expanding the portfolio.

RESIDENTIAL REAL ESTATE SECURED PORTFOLIOS

The properties securing our residential mortgage and home equity portfolios are primarily located within our geographic footprint. While home prices have rebounded from the 2009-2010 levels, they remain below the peak. Huntington continues to support our local markets with consistent underwriting across all residential secured products. The residential-secured portfolio originations continue to be of high quality, with the majority of the negative credit impact coming from loans originated in 2006 and earlier. Our portfolio management strategies associated with our Home Savers group allows us to focus on effectively helping our customers with appropriate solutions for their specific circumstances.

**Table 10 Selected Home Equity and Residential Mortgage Portfolio Data**

*(dollar amounts in millions)*

| | Home Equity | | | | Residential Mortgage | |
|---|---|---|---|---|---|---|
| | Secured by first-lien | | Secured by junior-lien | | | |
| | **03/31/14** | 12/31/13 | **03/31/14** | 12/31/13 | **03/31/14** | 12/31/13 |
| Ending balance | **$ 4,886** | $ 4,842 | **$ 3,487** | $ 3,494 | **$ 5,542** | $ 5,321 |
| Portfolio weighted average LTV ratio[1] | **71%** | 71% | **81%** | 81% | **74%** | 74% |
| Portfolio weighted average FICO score[2] | **757** | 758 | **746** | 741 | **745** | 743 |

| | Home Equity | | | | Residential Mortgage (3) | |
|---|---|---|---|---|---|---|
| | Secured by first-lien | | Secured by junior-lien | | | |
| | Three Months Ended March 31, | | | | | |
| | **2014** | 2013 | **2014** | 2013 | **2014** | 2013 |
| Originations | **$ 300** | $ 548 | **$ 163** | $ 106 | **$ 198** | $ 319 |
| Origination weighted average LTV ratio[1] | **72%** | 66% | **83%** | 81% | **81%** | 75% |
| Origination weighted average FICO score[2] | **763** | 778 | **756** | 751 | **752** | 759 |

(1) The LTV ratios for home equity loans and home equity lines-of-credit are cumulative and reflect the balance of any senior loans. LTV ratios reflect collateral values at the time of loan origination.
(2) Portfolio weighted average FICO scores reflect currently updated customer credit scores whereas origination weighted average FICO scores reflect the customer credit scores at the time of loan origination.
(3) Represents only owned-portfolio originations.

Home Equity Portfolio

Within the home equity portfolio, the standard product is a 10-year interest-only draw period with a 20-year fully amortizing term at the end of the draw period. Prior to 2007, the standard product was a 10-year draw period with a balloon payment. After the 10-year draw period, the borrower must reapply to extend the existing structure or begin repaying the debt in a traditional term structure.

The principal and interest payment associated with the term structure will be higher than the interest-only payment, resulting in maturity risk. Our maturity risk can be segregated into two distinct segments: (1) home equity lines-of-credit underwritten with a balloon payment at maturity and (2) home equity lines-of-credit with an automatic conversion to a 20-year amortizing loan. We manage this risk based on both the actual maturity date of the line-of-credit structure and at the end of the 10-year draw period. This maturity risk is embedded in the portfolio which we address with proactive contact strategies beginning one year prior to maturity. In certain circumstances, our Home Saver group is able to provide

payment and structure relief to borrowers experiencing significant financial hardship associated with the payment adjustment.

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The table below summarizes our home equity line-of-credit portfolio by maturity date:

**Table 11 Maturity Schedule of Home Equity Line-of-Credit Portfolio**

| | March 31, 2014 | | | | | |
|---|---|---|---|---|---|---|
| *(dollar amounts in millions)* | 1 year or less | 1 to 2 years | 2 to 3 years | 3 to 4 years | More than 4 years | Total |
| Secured by first-lien | **$ 53** | **$ 20** | **$ 3** | **$ 2** | **$ 2,472** | **$ 2,550** |
| Secured by junior-lien | **237** | **183** | **135** | **92** | **2,337** | **2,984** |
| Total home equity line-of-credit | **$ 290** | **$ 203** | **$ 138** | **$ 94** | **$ 4,809** | **$ 5,534** |

The amounts in the above table maturing in four years or less primarily consist of balloon payment structures and represent the most significant maturity risk. The amounts maturing in more than four years primarily consist of exposure with a 20-year amortization period after the 10-year draw period.

Historically, less than 30% of our home equity lines-of-credit that are one year or less from maturity actually reach the maturity date, and we anticipate this percentage will decline in future periods as our proactive approach to managing maturity risk continues to evolve.

Residential Mortgages Portfolio

We focus on higher quality borrowers and underwrite all applications centrally. We do not originate residential mortgages that allow negative amortization or allow the borrower multiple payment options. We have incorporated regulatory requirements and guidance into our underwriting process. All residential mortgages are originated based on a completed full appraisal during the credit underwriting process. We update values on a regular basis in compliance with applicable regulations to facilitate our portfolio management, as well as our workout and loss mitigation functions.

Several government programs continued to impact the residential mortgage portfolio, including various refinance programs such as HARP and HAMP, which positively affected the availability of credit for the industry. During the period ended March 31, 2014, we closed $96 million in HARP residential mortgages. The HARP and HAMP residential mortgage loans are part of our residential mortgage portfolio or serviced for others.

We are subject to repurchase risk associated with residential mortgage loans sold in the secondary market. An appropriate level of reserve for representations and warranties related to residential mortgage loans sold has been established to address this repurchase risk inherent in the portfolio *(see Operational Risk discussion).*

***Credit Quality***

*(This section should be read in conjunction with Note 3 of the Notes to Unaudited Condensed Consolidated Financial Statements.)*

We believe the most meaningful way to assess overall credit quality performance is through an analysis of credit quality performance ratios. This approach forms the basis of most of the discussion in the sections immediately following: NPAs and NALs, TDRs, ACL, and NCOs. In addition, we utilize delinquency rates, risk distribution and migration patterns, and product segmentation in the analysis of our credit quality performance.

Credit quality performance in the 2014 first quarter reflected continued overall improvement. However, the level of NPA s increased 4% to $365.3 million compared to the prior quarter, primarily attributable to the Camco Financial acquisition. The level of Consumer OREO increased over the prior quarter as there were relatively few sales in the first quarter. We expect the sales activity in the second quarter to be substantially stronger. NCOs decreased by $3.5 million or 7% in the quarter, primarily as a result of recovery levels in the CRE and home equity portfolios. Commercial criticized loans increased compared to the prior quarter, again driven by the impact of Camco Financial, and reflecting our continued focus on proactively identifying potential problem credits. There was no specific industry or region that drove the increase in the quarter. Commercial classified loans declined, reflecting the continued improvement across the portfolio. The ACL to total loans ratio declined to 1.56%, but our coverage ratios as demonstrated by the ACL to NAL ratio of 211% remained strong.

NPAs, NALs, AND TDRs

*(This section should be read in conjunction with Note 3 of the Notes to Unaudited Condensed Consolidated Financial Statements.)*

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NPAs and NALs

NPAs consist of (1) NALs, which represent loans and leases no longer accruing interest, (2) impaired loans held for sale, (3) OREO properties, and (4) other NPAs. Any loan in our portfolio may be placed on nonaccrual status prior to the policies described below when collection of principal or interest is in doubt. Also, when a borrower with discharged non-reaffirmed debt in a Chapter 7 bankruptcy is identified and the loan is determined to be collateral dependent, the consumer loan is placed on nonaccrual status.

C&I and CRE loans are placed on nonaccrual status at 90-days past due, or earlier if repayment of principal and interest is in doubt.

Of the $128.4 million of CRE and C&I-related NALs at March 31, 2014, $55.9 million, or 44%, represented loans that were less than 30 days past due, demonstrating our continued commitment to proactive credit risk management. With the exception of residential mortgage loans guaranteed by government organizations which continue to accrue interest, residential mortgage loans are placed on nonaccrual status at 150-days past due. First-lien home equity loans are placed on nonaccrual status at 150-days past due. Junior-lien home equity loans are placed on nonaccrual status at the earlier of 120-days past due or when the related first-lien loan has been identified as nonaccrual. Automobile and other consumer loans are generally charged-off when the loan is 120-days past due.

When loans are placed on nonaccrual, accrued interest income is reversed with current year accruals charged to earnings and prior year amounts generally charged-off as a credit loss. When, in our judgment, the borrower s ability to make required interest and principal payments has resumed and collectability is no longer in doubt, the loan or lease is returned to accrual status.

The following table reflects period-end NALs and NPAs detail for each of the last five quarters:

**Table 12 Nonaccrual Loans and Leases and Nonperforming Assets**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **March 31,** | December 31, | September 30, | June 30, | March 31, |
| Nonaccrual loans and leases: | | | | | |
| Commercial and industrial | **$ 57,053** | $ 56,615 | $ 68,034 | $ 80,037 | $ 80,928 |
| Commercial real estate | **71,344** | 73,417 | 80,295 | 93,643 | 110,803 |
| Automobile | **6,218** | 6,303 | 5,972 | 7,743 | 6,770 |
| Residential mortgage | **121,681** | 119,532 | 116,260 | 122,040 | 118,405 |
| Home equity | **70,862** | 66,189 | 62,545 | 60,083 | 63,405 |
| Total nonaccrual loans and leases | **327,158** | 322,056 | 333,106 | 363,546 | 380,311 |
| Other real estate owned, net | | | | | |
| Residential | **30,581** | 23,447 | 16,610 | 17,353 | 19,538 |
| Commercial | **5,110** | 4,217 | 12,544 | 3,713 | 5,601 |
| Total other real estate owned, net | **35,691** | 27,664 | 29,154 | 21,066 | 25,139 |
| Other nonperforming assets(1) | **2,440** | 2,440 | 12,000 | 12,087 | 10,045 |
| Total nonperforming assets | **$ 365,289** | $ 352,160 | $ 374,260 | $ 396,699 | $ 415,495 |
| Nonaccrual loans as a % of total loans and leases | **0.74%** | 0.75% | 0.78% | 0.87% | 0.92% |
| Nonperforming assets ratio(2) | **0.82** | 0.82 | 0.88 | 0.95 | 1.01 |
| (NPA+90days)/(Loan+OREO)(3) | **1.17** | 1.20 | 1.29 | 1.38 | 1.48 |

(1) Other nonperforming assets includes certain impaired investment securities.
(2) This ratio is calculated as nonperforming assets divided by the sum of loans and leases, other nonperforming assets, and net other real estate owned.
(3) This ratio is calculated as the sum of nonperforming assets and total accruing loans and leases past due 90 days or more divided by the sum of loans and leases and net other real estate owned.

The $13.1 million, or 4%, increase in NPAs compared with December 31, 2013, primarily reflected the impact of the acquisition of the Camco Financial portfolio:

$8.0 million, or 29%, increase in net OREO properties was primarily related to consumer OREO, reflecting limited sales in the first quarter and the addition of $3.0 million of properties from Camco Financial.

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$4.7 million, or 7%, increase in home equity NALs was related to the addition of Camco Financial. Additionally, while the number of nonaccrual home equity lines/loans is flat to slightly down, the NAL balances are increasing due to new NALs having a relatively higher balance than in prior periods, as a result of the improving home values.

$2.2 million, or 2%, increase in residential mortgage NALs, reflecting the addition of Camco Financial.

Partially offset by:

$2.1 million, or 3%, decline in CRE NALs, reflecting both NCO activity and problem credit resolutions, including borrower payments and payoffs partially resulting from successful workout strategies implemented by our commercial loan workout group.

TDR Loans

*(This section should be read in conjunction with Note 3 of the Notes to Unaudited Condensed Consolidated Financial Statements.)*

TDRs are modified loans in which a concession is provided to a borrower experiencing financial difficulties. TDRs can be classified as either accrual or nonaccrual loans. Nonaccrual TDRs are included in NALs whereas accruing TDRs are excluded from NALs, as it is probable that all contractual principal and interest due under the restructured terms will be collected. TDRs primarily reflect our loss mitigation efforts to proactively work with borrowers having difficulty making their payments.

The table below presents our accruing and nonaccruing TDRs at period-end for each of the past five quarters:

**Table 13 Accruing and Nonaccruing Troubled Debt Restructured Loans**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **March 31,** | December 31, | September 30, | June 30, | March 31, |
| Troubled debt restructured loans accruing: | | | | | |
| Commercial and industrial | **$ 102,970** | $ 83,857 | $ 85,687 | $ 94,583 | $ 90,642 |
| Commercial real estate | **210,876** | 204,668 | 204,597 | 184,372 | 192,167 |
| Automobile | **27,393** | 30,781 | 30,981 | 32,768 | 34,379 |
| Home equity | **202,044** | 188,266 | 153,591 | 135,759 | 162,087 [1] |
| Residential mortgage | **284,194** | 305,059 | 300,809 | 293,933 | 288,041 |
| Other consumer | **1,727** | 1,041 | 959 | 3,383 | 2,514 |
| Total troubled debt restructured loans accruing | **829,204** | 813,672 | 776,624 | 744,798 | 769,830 |
| Troubled debt restructured loans nonaccruing: | | | | | |
| Commercial and industrial | **7,197** | 7,291 | 8,643 | 14,541 | 14,970 |
| Commercial real estate | **27,972** | 23,981 | 22,695 | 26,118 | 26,588 |
| Automobile | **5,676** | 6,303 | 5,972 | 7,743 | 6,770 |
| Home equity | **20,992** | 20,715 | 11,434 | 10,227 | 11,235 |
| Residential mortgage | **84,441** | 82,879 | 77,525 | 80,563 | 84,317 |
| Other consumer | **120** | | | | |
| Total troubled debt restructured loans nonaccruing | **146,398** | 141,169 | 126,269 | 139,192 | 143,880 |
| Total troubled debt restructured loans | **$ 975,602** | $ 954,841 | $ 902,893 | $ 883,990 | $ 913,710 |

(1) Included $46,031 thousand incorrectly reflected as TDRs in the 2013 first quarter.

Our strategy is to structure commercial TDRs in a manner that avoids new concessions subsequent to the initial TDR terms. However, there are times when subsequent modifications are required, such as when the modified loan matures. Often the loans are performing in accordance with

the TDR terms, and a new note is originated with similar modified terms. These loans are subjected to the normal underwriting standards and processes for other similar credit extensions, both new and existing. If the loan is not performing in accordance with the existing TDR terms, typically an individualized approach to repayment is established. In accordance with ASC 310-20-35, the refinanced note is evaluated to determine if it is considered a new loan or a continuation of the prior loan. A new loan is considered for removal of the TDR designation. A continuation of the prior note requires the continuation of the TDR designation, and because the refinanced note constitutes a new or amended debt instrument, it is included in our TDR activity table (below) as a new TDR and a restructured TDR removal during the period.

The types of concessions granted are consistent with those granted on new TDRs and include interest rate reductions, amortization or maturity date changes beyond what the collateral supports, and principal forgiveness based on the borrower s specific needs at a point in time. Our policy does not limit the number of times a loan may be modified. A loan may be modified multiple times if it is considered to be in the best interest of both the borrower and us.

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Loans are not automatically considered to be accruing TDRs upon the granting of a new concession. If the loan is in accruing status and no loss is expected based on the modified terms, the modified TDR remains in accruing status. For loans that are on nonaccrual status before the modification, collection of both principal and interest must not be in doubt, and the borrower must be able to exhibit sufficient cash flows for a six-month period of time to service the debt in order to return to accruing status. This six-month period could extend before or after the restructure date.

TDRs in the home equity and residential mortgage portfolio may continue to increase for a time as we continue to appropriately manage the portfolio. Any granted change in terms or conditions that are not readily available in the market for that borrower, requires the designation as a TDR.

The following table reflects TDR activity for each of the past five quarters:

**Table 14 Troubled Debt Restructured Loan Activity**

| | 2014 | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **First** | Fourth | Third | Second | First |
| TDRs, beginning of period | **$ 954,841** | $ 902,893 | $ 883,990 | $ 913,710 | $ 875,625 |
| New TDRs | **219,656** | 169,383 | 161,812 | 115,955 | 164,407[2] |
| Payments | **(55,130)** | (46,974) | (60,392) | (39,818) | (44,183) |
| Charge-offs | **(10,774)** | (5,980) | (10,439) | (8,083) | (5,395) |
| Sales | **(14,169)** | (613) | (2,999) | (2,738) | (4,814) |
| Transfer to OREO | **(2,597)** | (2,609) | (2,056) | (2,453) | (1,124) |
| Restructured TDRs accruing[1] | **(86,012)** | (51,709) | (58,499) | (46,987) | (53,936) |
| Restructured TDRs nonaccruing[1] | **(23,038)** | (7,415) | (6,163) | (2,520) | (10,674) |
| Other | **(7,175)** | (2,135) | (2,361) | (43,076)[2] | (6,196) |
| TDRs, end of period | **$ 975,602** | $ 954,841 | $ 902,893 | $ 883,990 | $ 913,710 |

(1) Represents existing TDRs that were re-underwritten with new terms providing a concession. A corresponding amount is included in the New TDRs amount above.
(2) Included $46,031 thousand of home equity TDRs incorrectly reflected as new TDRs in the 2013 first quarter.

ACL

*(This section should be read in conjunction with Note 3 of the Notes to Unaudited Condensed Consolidated Financial Statements.)*

Our total credit reserve is comprised of two different components, both of which in our judgment are appropriate to absorb credit losses inherent in our loan and lease portfolio: the ALLL and the AULC. Combined, these reserves comprise the total ACL. Our Credit Administration group is responsible for developing the methodology assumptions and estimates used in the calculation, as well as determining the appropriateness of the ACL. The ALLL represents the estimate of losses inherent in the loan portfolio at the reported date. Additions to the ALLL result from recording provision expense for loan losses or increased risk levels resulting from loan risk-rating downgrades, while reductions reflect charge-offs (net of recoveries), decreased risk levels resulting from loan risk-rating upgrades, or the sale of loans. The AULC is determined by applying the transaction reserve process to the unfunded portion of the loan exposures adjusted by an applicable funding expectation.

A provision for credit losses is recorded to adjust the ACL to the level we have determined to be appropriate to absorb credit losses inherent in our loan and lease portfolio. The provision for credit losses in the 2014 first quarter was $24.6 million, compared with $24.3 million in the prior quarter and $29.6 million in the year-ago quarter. *(See Provision for Credit Losses discussion within Results of Operations section).*

We regularly evaluate the appropriateness of the ACL by performing on-going evaluations of the loan and lease portfolio, including such factors as the differing economic risks associated with each loan category, the financial condition of specific borrowers, the level of delinquent loans, the value of any collateral and, where applicable, the existence of any guarantees or other documented support. We evaluate the impact of changes in interest rates and overall economic conditions on the ability of borrowers to meet their financial obligations when quantifying our exposure to credit losses and assessing the appropriateness of our ACL at each reporting date. In addition to general economic conditions and the

other factors described above, we also consider the impact of collateral value trends and portfolio diversification.

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Our ACL evaluation process includes the on-going assessment of credit quality metrics, and a comparison of certain ACL benchmarks to current performance. While the total ACL balance has declined in recent quarters, all of the relevant benchmarks remain strong.

The table below reflects the allocation of our ACL among our various loan categories during each of the past five quarters:

**Table 15 Allocation of Allowance for Credit Losses (1)**

| | **2014** | | 2013 | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **March 31,** | | December 31, | | September 30, | | June 30, | | March 31, | |
| Commercial | | | | | | | | | | |
| Commercial and industrial | **$ 266,979** | **41%** | $ 265,801 | 41% | $ 262,048 | 41% | $ 233,679 | 41% | $ 238,098 | 42% |
| Commercial real estate | **160,306** | **12** | 162,557 | 11 | 164,522 | 11 | 255,849 | 11 | 267,436 | 12 |
| Total commercial | **427,285** | **53** | 428,358 | 52 | 426,570 | 52 | 489,528 | 52 | 505,534 | 54 |
| Consumer | | | | | | | | | | |
| Automobile | **25,178** | **16** | 31,053 | 15 | 27,087 | 15 | 39,990 | 14 | 35,973 | 12 |
| Home equity | **113,177** | **19** | 111,131 | 19 | 124,068 | 20 | 115,626 | 20 | 115,858 | 21 |
| Residential mortgage | **39,068** | **12** | 39,577 | 12 | 51,252 | 12 | 63,802 | 12 | 63,062 | 12 |
| Other consumer | **27,210** | | 37,751 | 2 | 37,053 | 1 | 24,130 | 2 | 26,342 | 1 |
| Total consumer | **204,633** | **47** | 219,512 | 48 | 239,460 | 48 | 243,548 | 48 | 241,235 | 46 |
| Total allowance for loan and lease losses | **631,918** | **100%** | 647,870 | 100% | 666,030 | 100% | 733,076 | 100% | 746,769 | 100% |
| Allowance for unfunded loan commitments | **59,368** | | 62,899 | | 66,857 | | 44,223 | | 40,855 | |
| Total allowance for credit losses | **$ 691,286** | | $ 710,769 | | $ 732,887 | | $ 777,299 | | $ 787,624 | |
| Total allowance for loan and leases losses as % of: | | | | | | | | | | |
| Total loans and leases | | **1.42%** | | 1.50% | | 1.57% | | 1.76% | | 1.81% |
| Nonaccrual loans and leases | | **193** | | 201 | | 200 | | 202 | | 196 |
| Nonperforming assets | | **174** | | 184 | | 178 | | 185 | | 180 |
| Total allowance for credit losses as % of: | | | | | | | | | | |
| Total loans and leases | | **1.56%** | | 1.65% | | 1.72% | | 1.86% | | 1.91% |
| Nonaccrual loans and leases | | **211** | | 221 | | 220 | | 214 | | 207 |
| Nonperforming assets | | **191** | | 202 | | 196 | | 196 | | 190 |

(1) Percentages represent the percentage of each loan and lease category to total loans and leases.

The $19.4 million, or 3%, decline in ACL compared with December 31, 2013, primarily reflected:

$10.5 million, or 28%, decline in other consumer, reflecting the changing risk profile of the overdraft portfolio and the seasonal reduction in the overall exposure. The ALLL for the other consumer portfolio is consistent with expectations given the level of overdraft exposure.

$5.9 million, or 19%, decline in automobile, reflecting the continued positive performance metrics and the high quality origination strategy.

$3.5 million, or 6%, decline in AULC, reflecting lower risk exposures.

The ACL to total loans declined to 1.56% at March 31, 2014, compared to 1.65% at December 31, 2013. We believe the decline in the ratio is appropriate given the significant continued improvement in the risk profile of our loan portfolio. Further, we believe that early identification of loans with changes in credit metrics and proactive action plans for these loans, combined with originating high quality new loans will contribute to continued improvement in our key credit quality metrics.

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We have significant exposure to loans secured by residential real estate and continue to be an active lender in our communities. The impact of the downturn in real estate values over the past several years has had a significant impact on some of our borrowers as evidenced by the higher delinquencies and NCOs since late 2007. Recently, real estate values have begun to rebound from their 2007 levels in our primary markets.

Given the combination of these noted positive and negative factors, we believe that our ACL is appropriate and its coverage level is reflective of the quality of our portfolio and the current operating environment.

NCOs

Any loan in any portfolio may be charged-off prior to the policies described below if a loss confirming event has occurred. Loss confirming events include, but are not limited to, bankruptcy (unsecured), continued delinquency, foreclosure, or receipt of an asset valuation indicating a collateral deficiency and that asset is the sole source of repayment. Additionally, discharged, collateral dependent non-reaffirmed debt in Chapter 7 bankruptcy filings will result in a charge-off to estimated collateral value, less anticipated selling costs at the time of the modification.

C&I and CRE loans are either charged-off or written down to net realizable value at 90-days past due. Automobile loans and other consumer loans are charged-off at 120-days past due. First-lien and junior-lien home equity loans are charged-off to the estimated fair value of the collateral, less anticipated selling costs, at 150-days past due and 120-days past due, respectively. Residential mortgages are charged-off to the estimated fair value of the collateral, less anticipated selling costs, at 150-days past due.

The following table reflects NCO detail for each of the last five quarters:

**Table 16 Quarterly Net Charge-off Analysis**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **First** | Fourth | Third | Second | First |
| Net charge-offs by loan and lease type: | | | | | |
| Commercial: | | | | | |
| Commercial and industrial | **$ 8,606** | $ 9,826 | $ 1,661 | $ 1,586 | $ 3,317 |
| Commercial real estate: | | | | | |
| Construction | **918** | (88) | 6,165 | 1,079 | (798) |
| Commercial | **(1,905)** | (2,783) | 6,398 | 1,305 | 13,575 |
| Commercial real estate | **(987)** | (2,871) | 12,563 | 2,384 | 12,777 |
| Total commercial | **7,619** | 6,955 | 14,224 | 3,970 | 16,094 |
| Consumer: | | | | | |
| Automobile | **4,642** | 3,759 | 2,721 | 1,463 | 2,594 |
| Home equity | **15,687** | 20,451 | 27,175 | 14,654 | 19,983 |
| Residential mortgage | **7,859** | 7,605 | 4,789 | 8,620 | 6,148 |
| Other consumer | **7,179** | 7,677 | 6,833 | 6,083 | 6,868 |
| Total consumer | **35,367** | 39,492 | 41,518 | 30,820 | 35,593 |
| Total net charge-offs | **$ 42,986** | $ 46,447 | $ 55,742 | $ 34,790 | $ 51,687 |
| Net charge-offs annualized percentages: | | | | | |
| Commercial: | | | | | |
| Commercial and industrial | **0.20%** | 0.22% | 0.04% | 0.04% | 0.08% |
| Commercial real estate: | | | | | |
| Construction | **0.60** | (0.06) | 4.36 | 0.74 | (0.53) |
| Commercial | **(0.18)** | (0.26) | 0.59 | 0.12 | 1.16 |

| | | | | | |
|---|---|---|---|---|---|
| Commercial real estate | **(0.08)** | (0.23) | 1.02 | 0.19 | 0.97 |
| Total commercial | **0.14** | 0.12 | 0.26 | 0.07 | 0.29 |
| Consumer: | | | | | |
| Automobile | **0.27** | 0.23 | 0.18 | 0.11 | 0.21 |
| Home equity | **0.75** | 0.98 | 1.30 | 0.71 | 0.95 |
| Residential mortgage | **0.58** | 0.57 | 0.36 | 0.66 | 0.49 |
| Other consumer | **7.44** | 7.98 | 7.19 | 5.28 | 6.67 |
| Total consumer | **0.68** | 0.77 | 0.83 | 0.64 | 0.76 |
| Net charge-offs as a % of average loans | **0.40%** | 0.43% | 0.53% | 0.34% | 0.51% |

In assessing NCO trends, it is helpful to understand the process of how commercial loans are treated as they deteriorate over time. The ALLL established is consistent with the level of risk associated with the original underwriting. As a part of our normal portfolio management process for commercial loans, the loan is periodically reviewed and the ALLL is increased or decreased based on the enhanced risk rating. In certain cases, the standard ALLL is determined to not be appropriate, and a specific reserve is established based on the projected cash flow or collateral value of the specific loan. Charge-offs, if necessary, are generally recognized in a period after the specific ALLL was established. If the previously established ALLL exceeds that necessary to satisfactorily resolve the problem loan, a reduction in the overall level of the ALLL could be recognized. Consumer loans are treated in much the same manner as commercial loans, with increasing reserve factors applied based on the risk characteristics of the loan, although specific reserves are not identified for consumer loans. In summary, if loan quality deteriorates, the typical credit sequence would be periods of reserve building, followed by periods of higher NCOs as the previously established ALLL is utilized. Additionally, an increase in the ALLL either precedes or is in conjunction with increases in NALs. When a loan is classified as NAL, it is evaluated for specific ALLL or charge-off. As a result, an increase in NALs does not necessarily result in an increase in the ALLL or an expectation of higher future NCOs.

Our overall NCOs are returning to normal levels, however, we anticipate NCO levels for both the residential mortgage and home equity portfolios will remain at elevated levels in the near future. The home equity portfolio will continue to be impacted by borrowers that are seeking to refinance, but are in a negative equity position because of the junior-lien loan. Right-sizing and debt forgiveness associated with these situations are becoming more frequent as borrowers realize the impact to their credit is minor, and that a default on a junior-lien loan is not likely to cause borrowers to lose their home.

All residential mortgage loans greater than 150-days past due are charged-down to the estimated value of the collateral, less anticipated selling costs. The remaining balance is in delinquent status until a modification can be completed, or the loan goes through the foreclosure process. For the home equity portfolio, virtually all of the defaults represent full charge-offs, as there is no remaining equity, creating a lower delinquency rate but a higher NCO impact.

2014 First Quarter versus 2013 Fourth Quarter

NCOs decreased $3.5 million in the current quarter to $43.0 million, primarily as a result of continued expected improvement and the impact of recovery activity in the quarter for the home equity and other consumer portfolios. NCOs were an annualized 0.40% of average loans and leases in the current quarter, down from 0.43% in the 2013 fourth quarter, and still within our long term expectation of 0.35% - 0.55%. Automobile NCOs increased in the quarter, reflecting a more normalized charge-off level for the portfolio. Given the absolute low level of C&I and CRE NCO s, there will continue to be some volatility on a quarter to quarter comparison basis.

**Market Risk**

Market risk represents the risk of loss due to changes in market values of assets and liabilities. We incur market risk in the normal course of business through exposures to market interest rates, foreign exchange rates, equity prices, and credit spreads. We have identified two primary sources of market risk: interest rate risk and price risk.

***Interest Rate Risk***

OVERVIEW

Huntington actively manages interest rate risk, as changes in market interest rates can have a significant impact on reported earnings. The interest rate risk process is designed to compare income simulations in market scenarios designed to alter the direction, magnitude, and speed of interest rate changes, as well as the slope of the yield curve. These scenarios are designed to illustrate the embedded optionality in the balance sheet from, among other things, faster or slower mortgage prepayments and changes in deposit mix.

INCOME SIMULATION AND ECONOMIC VALUE ANALYSIS

Interest rate risk measurement is calculated and reported to the ALCO monthly and ROC at least quarterly. The information reported includes period-end results and identifies any policy limits exceeded, along with an assessment of the policy limit breach and the action plan and timeline for resolution, mitigation, or assumption of the risk.

Huntington uses two approaches to model interest rate risk: Net Interest Income at Risk (NII at Risk) and Economic Value of Equity (EVE). Under NII at Risk, net interest income is modeled utilizing various assumptions for assets, liabilities, and derivative positions under various interest rate scenarios over a one-year time horizon. EVE measures the market value of assets minus the market value of liabilities and the

change in this value as rates change.

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**Table 17 Net Interest Income at Risk**

| | Interest Sensitive Earnings at Risk (%) | | |
|---|---|---|---|
| Basis point change scenario | -25 | +100 | +200 |
| Board policy limits | | -2.0% | -4.0% |
| **March 31, 2014** | **-0.5%** | **0.3%** | **0.1%** |

In previous quarters, we reported ISE at Risk. We now report NII at Risk to isolate the change in income related solely to interest earning assets and interest bearing liabilities. The difference between the results for ISE at Risk and NII at Risk are not significant for this or any previous quarterly period.

The NII at Risk results included in the table above reflect the analysis used monthly by management. It models gradual -25, +100 and +200 basis point parallel shifts in market interest rates, implied by the forward yield curve over the next one-year period. Due to the current low level of short-term interest rates, the analysis reflects a declining interest rate scenario of 25 basis points, the point at which many assets and liabilities reach zero percent.

Huntington is within Board policy limits for the +100 and +200 basis point scenarios. There is no policy limit for the -25 basis point scenario. The NII at Risk reported at March 31, 2014, shows that Huntington s earnings are not sensitive to changes in interest rates over the next year. In recent periods, the amount of fixed rate assets, primarily indirect auto loans and securities, increased resulting in a reduction in asset sensitivity. This reduction is somewhat accentuated by our portfolio of mortgage-related loans and securities, whose expected maturities lengthen as rates rise. The reduced asset sensitivity for the +200 basis points scenario relates to the modeled migration of money market accounts balances into CDs thereby shifting from variable to fixed rate.

**Table 18 Economic Value of Equity at Risk**

| | Economic Value of Equity at Risk (%) | | |
|---|---|---|---|
| Basis point change scenario | -25 | +100 | +200 |
| Board policy limits | | -5.0% | -12.0% |
| **March 31, 2014** | **0.5%** | **-3.5%** | **-8.8%** |

The EVE results included in the table above reflect the analysis used monthly by management. It models immediate -25, +100 and +200 basis point parallel shifts in market interest rates. Due to the current low level of short-term interest rates, the analysis reflects a declining interest rate scenario of 25 basis points, the point at which many assets and liabilities reach zero percent.

Huntington is within Board policy limits for the +100 and +200 basis point scenarios. There is no policy limit for the -25 basis point scenario. The EVE reported at March 31, 2014 shows that as interest rates increase (decrease) immediately, the economic value of equity position will decrease (increase). When interest rates rise, fixed rate assets generally lose economic value; the longer the duration, the greater the value lost. The opposite is true when interest rates fall. Compared to recent periods, the EVE results for March 31, 2014, reflect the impact of HQLA, added to our investment portfolio to prepare for the LCR rules.

MSRs

*(This section should be read in conjunction with Note 6 of Notes to Unaudited Condensed Consolidated Financial Statements.)*

At March 31, 2014 we had a total of $ 163.3 million of capitalized MSRs representing the right to service $ 15.4 billion in mortgage loans. Of this $ 163.3 million, $30.6 million was recorded using the fair value method and $132.7 million was recorded using the amortization method.

MSR fair values are very sensitive to movements in interest rates as expected future net servicing income depends on the projected outstanding principal balances of the underlying loans, which can be greatly reduced by prepayments. Prepayments usually increase when mortgage interest

rates decline and decrease when mortgage interest rates rise. We have employed strategies to reduce the risk of MSR fair value changes or impairment. In addition, we engage a third party to provide valuation tools and assistance with our strategies with the objective to decrease the volatility from MSR fair value changes. However, volatile changes in interest rates can diminish the effectiveness of these hedges. We typically report MSR fair value adjustments net of hedge-related trading activity in the mortgage banking income category of noninterest income. Changes in fair value between reporting dates are recorded as an increase or a decrease in mortgage banking income.

MSRs recorded using the amortization method generally relate to loans originated with historically low interest rates, resulting in a lower probability of prepayments and, ultimately, impairment. MSR assets are included in accrued income and other assets in the Unaudited Condensed Consolidated Financial Statements.

***Price Risk***

Price risk represents the risk of loss arising from adverse movements in the prices of financial instruments that are carried at fair value and are subject to fair value accounting. We have price risk from trading securities, securities owned by our broker-dealer subsidiaries, foreign exchange positions, equity investments, investments in securities backed by mortgage loans, and marketable equity securities held by our insurance subsidiaries. We have established loss limits on the trading portfolio, on the amount of foreign exchange exposure that can be maintained, and on the amount of marketable equity securities that can be held by the insurance subsidiaries.

**Liquidity Risk**

Liquidity risk is the risk of loss due to the possibility that funds may not be available to satisfy current or future commitments resulting from external macro market issues, investor and customer perception of financial strength, and events unrelated to us, such as war, terrorism, or financial institution market specific issues. In addition, the mix and maturity structure of Huntington s balance sheet, the amount of on-hand cash and unencumbered securities, and the availability of contingent sources of funding can have an impact on Huntington s ability to satisfy current or future funding commitments. We manage liquidity risk at both the Bank and the parent company.

The overall objective of liquidity risk management is to ensure that we can obtain cost-effective funding to meet current and future obligations, and can maintain sufficient levels of on-hand liquidity, under both normal business-as-usual and unanticipated stressed circumstances. The ALCO was appointed by the ROC to oversee liquidity risk management and the establishment of liquidity risk policies and limits. Contingency funding plans are in place, which measure forecasted sources and uses of funds under various scenarios in order to prepare for unexpected liquidity shortages. Liquidity risk is reviewed monthly for the Bank and the parent company, as well as its subsidiaries. In addition, liquidity working groups meet regularly to identify and monitor liquidity positions, provide policy guidance, review funding strategies, and oversee the adherence to, and maintenance of, the contingency funding plans.

***Investment securities portfolio***

The expected weighted average maturities of our AFS and HTM portfolios are significantly shorter than their contractual maturities as reflected in Note 4 and Note 5 of the Notes to Unaudited Condensed Consolidated Financial Statements. Particularly regarding the MBS and ABS, prepayments of principal and interest that historically occur in advance of scheduled maturities will shorten the expected life of these portfolios. The expected weighted average maturities, which take into account expected prepayments of principal and interest under existing interest rate conditions, are shown in the following table:

**Table 19 Expected life of investment securities**

| | March 31, 2014 | | | |
|---|---|---|---|---|
| | Available-for-Sale & Other Securities | | Held-to-Maturity Securities | |
| *(dollar amounts in thousands)* | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Under 1 year | **$ 631,398** | **$ 628,655** | **$** | **$** |
| 1 - 5 years | **3,559,423** | **3,604,150** | **586,445** | **580,470** |
| 6 - 10 years | **2,902,205** | **2,875,486** | **3,148,278** | **3,121,026** |
| Over 10 years | **363,875** | **306,286** | | |
| Other securities | **339,711** | **340,213** | | |
| Total | **$ 7,796,612** | **$ 7,754,790** | **$ 3,734,723** | **$ 3,701,496** |

***Bank Liquidity and Sources of Liquidity***

Our primary sources of funding for the Bank are retail and commercial core deposits. At March 31, 2014, these core deposits funded 76% of total assets (105% of total loans). At March 31, 2014 and December 31, 2013, total core deposits represented 94% and 95% of total deposits, respectively.

Core deposits are comprised of interest-bearing and noninterest-bearing demand deposits, money market deposits, savings and other domestic deposits, consumer certificates of deposit both over and under $250,000, and nonconsumer certificates of deposit less than $250,000. Noncore deposits consist of brokered money market deposits and certificates of deposit, foreign time deposits, and other domestic deposits of $250,000 or more comprised primarily of public fund certificates of deposit more than $250,000.

Core deposits may increase our need for liquidity as certificates of deposit mature or are withdrawn before maturity and as nonmaturity deposits, such as checking and savings account balances, are withdrawn. Noninterest-bearing demand deposits increased $ 0.7 billion from December 31, 2013, but include certain large commercial deposits that may be more short-term in nature.

Demand deposit overdrafts that have been reclassified as loan balances were $15.7 million and $19.3 million at March 31, 2014 and December 31, 2013, respectively. Other domestic time deposits of $250,000 or more and brokered deposits and negotiable CDs totaled $ 2.4 billion and $ 1.9 billion at March 31, 2014 and December 31, 2013, respectively.

The following tables reflect deposit composition and short-term borrowings detail for each of the last five quarters:

**Table 20 Deposit Composition**

| | **2014** | | 2013 | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| *(dollar amounts in millions)* | **March 31,** | | December 31, | | September 30, | | June 30, | | March 31, | |
| By Type | | | | | | | | | | |
| Demand deposits noninterest-bearing | **$ 14,314** | **29%** | $ 13,650 | 29% | $ 13,421 | 29% | $ 13,491 | 29% | 12,757 | 27% |
| Demand deposits interest-bearing | **5,970** | **12** | 5,880 | 12 | 5,856 | 13 | 5,977 | 13 | 6,135 | 13 |
| Money market deposits | **17,693** | **36** | 17,213 | 36 | 16,212 | 34 | 15,131 | 33 | 15,165 | 32 |
| Savings and other domestic deposits | **5,115** | **10** | 4,871 | 10 | 4,946 | 11 | 5,054 | 11 | 5,174 | 11 |
| Core certificates of deposit | **3,557** | **7** | 3,723 | 8 | 4,108 | 9 | 4,353 | 9 | 5,170 | 11 |
| Total core deposits | **46,649** | **94** | 45,337 | 95 | 44,543 | 96 | 44,006 | 95 | 44,401 | 94 |
| Other domestic deposits of $250,000 or more | **289** | **1** | 274 | 1 | 268 | 1 | 283 | 1 | 355 | 1 |
| Brokered deposits and negotiable CDs | **2,074** | **4** | 1,580 | 3 | 1,366 | 3 | 1,695 | 4 | 1,807 | 4 |
| Deposits in foreign offices | **337** | **1** | 316 | 1 | 387 | | 347 | | 304 | 1 |
| Total deposits | **$ 49,349** | **100%** | $ 47,507 | 100% | $ 46,564 | 100% | $ 46,331 | 100% | $ 46,867 | 100% |
| Total core deposits: | | | | | | | | | | |
| Commercial | **$ 20,507** | **44%** | $ 19,982 | 44% | $ 19,526 | 44% | $ 18,922 | 43% | $ 18,502 | 42% |
| Consumer | **26,142** | **56** | 25,355 | 56 | 25,017 | 56 | 25,084 | | 25,899 | 58 |
| Total core deposits | **$ 46,649** | **100%** | $ 45,337 | 100% | $ 44,543 | 100% | $ 44,006 | 43% | $ 44,401 | 100% |

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**Table 21 Federal Funds Purchased and Repurchase Agreements**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in millions)* | **March 31,** | December 31, | September 30, | June 30, | March 31, |
| Balance at period-end | | | | | |
| Federal Funds purchased and securities sold under agreements to repurchase | **$ 1,342** | $ 549 | $ 655 | $ 627 | $ 725 |
| Other short-term borrowings | **56** | 4 | 6 | 3 | 8 |
| Weighted average interest rate at period-end | | | | | |
| Federal Funds purchased and securities sold under agreements to repurchase | **0.06%** | 0.06% | 0.07% | 0.09% | 0.09% |
| Other short-term borrowings | **0.26** | 2.59 | 1.41 | 3.63 | 2.50 |
| Maximum amount outstanding at month-end during the period | | | | | |
| Federal Funds purchased and securities sold under agreements to repurchase | **$ 1,342** | $ 787 | $ 787 | $ 757 | $ 781 |
| Other short-term borrowings | **56** | 19 | 9 | 10 | 9 |
| Average amount outstanding during the period | | | | | |
| Federal Funds purchased and securities sold under agreements to repurchase | **$ 875** | $ 692 | $ 703 | $ 693 | $ 752 |
| Other short-term borrowings | **8** | 8 | 7 | 9 | 10 |
| Weighted average interest rate during the period | | | | | |
| Federal Funds purchased and securities sold under agreements to repurchase | **0.06%** | 0.08% | 0.08% | 0.08% | 0.10% |
| Other short-term borrowings | **1.06** | 1.79 | 1.32 | 1.91 | 2.13 |

To the extent we are unable to obtain sufficient liquidity through core deposits, we may meet our liquidity needs through sources of wholesale funding or asset securitization or sale. Sources of wholesale funding include other domestic time deposits of $250,000 or more, brokered deposits and negotiable CDs, deposits in foreign offices, short-term borrowings, FHLB advances, other long-term debt, and subordinated notes. In February 2014, the Bank issued $500.0 million of senior notes at 99.842% of face value. The senior bank note issuances mature on April 1, 2019 and have a fixed coupon rate of 2.20%. The senior note issuance may be redeemed one month prior to the maturity date at 100% of principal plus accrued and unpaid interest. At March 31, 2014, total wholesale funding was $7.3 billion, an increase from $7.0 billion at December 31, 2013. The increase from prior quarter-end primarily relates to an increase in other long-term debt and short-term borrowings, partially offset by a decrease in subordinated notes and FHLB borrowings.

We can also obtain funding through other methods including: (1) purchasing federal funds, (2) selling securities under repurchase agreements, (3) selling or maturity of investment securities, (4) selling or securitization of loans, (5) selling of national market certificates of deposit, (6) the relatively shorter-term structure of our commercial loans and automobile loans, and (7) issuing of common and preferred stock.

The Bank also has access to the Federal Reserve s discount window. These borrowings are secured by non-real estate related commercial loans. The Bank is also a member of the FHLB, and as such, has access to advances from the FHLB. These advances are may be secured by residential mortgages, other mortgage-related loans, and available-for-sale securities.

On October 24, 2013, the OCC, U.S. Treasury, FRB, and the FDIC, issued an NPR regarding the implementation of a quantitative liquidity requirement consistent with the LCR standard established by the Basel Committee on Banking Supervision. The requirements are designed to promote the short term resilience of the liquidity risk profile of banks to which it applies. If implemented as proposed, among other things, the requirement will likely cause some banks, including us, to purchase additional amounts of unencumbered, high quality liquid assets, which can easily be converted into cash. In preparation for the January 2015 LCR requirements, we sold securities that will not qualify for liquidity coverage and reinvested the proceeds into High Quality Liquid Assets.

At March 31, 2014, we believe the Bank had sufficient liquidity to meet its cash flow obligations for the foreseeable future.

***Parent Company Liquidity***

The parent company s funding requirements consist primarily of dividends to shareholders, debt service, income taxes, operating expenses, funding of nonbank subsidiaries, repurchases of our stock, and acquisitions. The parent company obtains funding to meet obligations from interest received from the Bank, interest and dividends received from direct subsidiaries, net taxes collected from subsidiaries included in the federal consolidated tax return, fees for services provided to subsidiaries, and the issuance of debt securities.

At March 31, 2014 and December 31, 2013, the parent company had $0.8 billion and $1.0 billion, respectively, in cash and cash equivalents.

On April 16, 2014, we announced that the board of directors had declared a quarterly common stock cash dividend of $0.05 per common share. The dividend is payable on July 1, 2014, to shareholders of record on June 17, 2014. Based on the current quarterly dividend of $0.05 per common share, cash demands required for common stock dividends are estimated to be approximately $41.4 million per quarter. Based on the current dividend, cash demands required for Series A Preferred Stock are estimated to be approximately $7.7 million per quarter. Cash demands required for Series B Preferred Stock are expected to be approximately $0.3 million per quarter.

At March 31, 2014, the Bank no longer has a regulatory dividend limitation due to the deficit position of its undivided profits. We anticipate that the Bank will declare dividends to the holding company during the first half of 2014. To help meet any additional liquidity needs, we have an open-ended, automatic shelf registration statement filed and effective with the SEC, which permits us to issue an unspecified amount of debt or equity securities.

With the exception of the items discussed above, the parent company does not have any significant cash demands. It is our policy to keep operating cash on hand at the parent company to satisfy cash demands for the next 18 months.

Considering the factors discussed above, and other analyses that we have performed, we believe the parent company has sufficient liquidity to meet its cash flow obligations for the foreseeable future.

***Off-Balance Sheet Arrangements***

In the normal course of business, we enter into various off-balance sheet arrangements. These arrangements include interest rate swaps, financial guarantees contained in standby letters-of-credit issued by the Bank and commitments by the Bank to sell mortgage loans.

Standby letters-of-credit are conditional commitments issued to guarantee the performance of a customer to a third party. These guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. Most of these arrangements mature within two years and are expected to expire without being drawn upon. Standby letters-of-credit are included in the determination of the amount of risk-based capital that the parent company and the Bank are required to hold.

Through our credit process, we monitor the credit risks of outstanding standby letters-of-credit. When it is probable that a standby letter-of-credit will be drawn and not repaid in full, a loss is recognized in the provision for credit losses. At March 31, 2014, we had $470.3 million of standby letters-of-credit outstanding, of which 84% were collateralized. Included in this $470.3 million are letters-of-credit issued by the Bank that support securities that were issued by our customers and remarketed by The Huntington Investment Company, our broker-dealer subsidiary.

We enter into forward contracts relating to the mortgage banking business to hedge the exposures we have from commitments to extend new residential mortgage loans to our customers and from our mortgage loans held for sale. At March 31, 2014 and December 31, 2013, we had commitments to sell residential real estate loans of $523.0 million and $452.6 million, respectively. These contracts mature in less than one year.

We do not believe that off-balance sheet arrangements will have a material impact on our liquidity or capital resources.

**Operational Risk**

As with all companies, we are subject to operational risk. Operational risk is the risk of loss due to human error; inadequate or failed internal systems and controls; violations of, or noncompliance with, laws, rules, regulations, prescribed practices, or ethical standards; and external influences such as market conditions, fraudulent activities, disasters, and security risks. We continuously strive to strengthen our system of internal controls to ensure compliance with laws, rules, and regulations, and to improve the oversight of our operational risk. For example, we actively and continuously monitor cyber-attacks such as attempts related to eFraud and loss of sensitive customer data. We evaluate internal systems, processes and controls to mitigate loss from cyber-attacks and, to date, have not experienced any material losses.

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To mitigate operational risks, we have established a senior management Operational Risk Committee and a senior management Legal, Regulatory, and Compliance Committee. The responsibilities of these committees, among other duties, include establishing and maintaining management information systems to monitor material risks and to identify potential concerns, risks, or trends that may have a significant impact and ensuring that recommendations are developed to address the identified issues. Both of these committees report any significant findings and recommendations to the Risk Management Committee. Additionally, potential concerns may be escalated to our ROC, as appropriate.

The goal of this framework is to implement effective operational risk techniques and strategies, minimize operational and fraud losses, and enhance our overall performance.

***Representation and Warranty Reserve***

We primarily conduct our mortgage loan sale and securitization activity with FNMA and FHLMC. In connection with these and other securitization transactions, we make certain representations and warranties that the loans meet certain criteria, such as collateral type and underwriting standards. We may be required to repurchase individual loans and / or indemnify these organizations against losses due to a loan not meeting the established criteria. We have a reserve for such losses and exposure, which is included in accrued expenses and other liabilities. The reserves are estimated based on historical and expected repurchase activity, average loss rates, and current economic trends. The level of mortgage loan repurchase losses depends upon economic factors, investor demand strategies and other external conditions containing a level of uncertainty and risk that may change over the life of the underlying loans. We currently do not have sufficient information to estimate the range of reasonably possible loss related to representation and warranty exposure.

The tables below reflect activity in the representations and warranties reserve:

**Table 22 Summary of Reserve for Representations and Warranties on Mortgage Loans Serviced for Others**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **First** | Fourth | Third | Second | First |
| Reserve for representations and warranties, beginning of period | **$ 22,027** | $ 27,502 | $ 28,039 | $ 28,932 | $ 28,588 |
| Reserve charges | **(6,132)** | (6,024) | (2,490) | (1,531) | (2,470) |
| Provision for representations and warranties | **1,199** | 549 | 1,952 | 638 | 2,814 |
| Reserve for representations and warranties, end of period | **$ 17,094** | $ 22,027 | $ 27,501 | $ 28,039 | $ 28,932 |

**Table 23 Mortgage Loan Repurchase Statistics**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **First** | Fourth | Third | Second | First |
| Number of loans sold | **3,882** | 4,856 | 5,839 | 5,747 | 5,798 |
| Amount of loans sold (UPB) | **$ 487,822** | $ 625,958 | $ 861,897 | $ 921,458 | $ 846,419 |
| Number of loans repurchased (1) | **89** | 41 | 40 | 32 | 46 |
| Amount of loans repurchased (UPB) (1) | **$ 10,557** | $ 5,204 | $ 4,055 | $ 2,969 | $ 5,874 |
| Number of claims received | **35** | 341 | 222 | 71 | 146 |
| Successful dispute rate (2) | **34%** | 40% | 36% | 45% | 62 |
| Number of make whole payments (3) | **91** | 91 | 28 | 19 | 29 |
| Amount of make whole payments (3) | **$ 5,693** | $ 5,742 | $ 2,125 | $ 1,304 | $ 2,274 |

(1) Loans repurchased are loans that fail to meet the purchaser s terms.
(2) Successful disputes are a percent of close out requests.
(3) Make whole payments are payments to reimburse for losses on foreclosed properties.

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*Foreclosure Documentation*

Compared to the high volume servicers, we service a relatively low volume of residential mortgage foreclosures. We have reviewed our residential foreclosure process. We have not found evidence of financial injury to any borrowers from any foreclosure by the Bank that should not have proceeded. We continuously review our processes and controls to ensure that our foreclosure processes are appropriate.

**Compliance Risk**

Financial institutions are subject to several laws, rules, and regulations at both the federal and state levels. These broad-based mandates include, but are not limited to, expectations relating to anti-money laundering, lending limits, client privacy, fair lending, and community reinvestment. Additionally, the volume and complexity of recent regulatory changes have increased our overall compliance risk. As such, we utilize various resources to help ensure expectations are met, including a team of compliance experts dedicated to ensuring our conformance with all applicable laws, rules, and regulations. Our colleagues receive training for several broad-based laws and regulations including, but not limited to, anti-money laundering and customer privacy. Additionally, colleagues engaged in lending activities receive training for laws and regulations related to flood disaster protection, equal credit opportunity, fair lending, and / or other courses related to the extension of credit. We set a high standard of expectation for adherence to compliance management and seek to continuously enhance our performance.

**Capital**

Both regulatory capital and shareholders equity are managed at the Bank and on a consolidated basis. We have an active program for managing capital and maintain a comprehensive process for assessing the Company s overall capital adequacy. We believe our current levels of both regulatory capital and shareholders equity are adequate.

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***Regulatory Capital***

The following table presents risk-weighted assets and other financial data necessary to calculate certain financial ratios, including the Tier 1 common equity ratio, which we use to measure capital adequacy.

**Table 24 Capital Adequacy**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| *(dollar amounts in millions)* | **March 31,** | December 31, | September 30, | June 30, | March 31, |
| Consolidated capital calculations: | | | | | |
| Common shareholders equity | **$ 5,790** | $ 5,704 | $ 5,566 | $ 5,388 | $ 5,471 |
| Preferred shareholders equity | **386** | 386 | 386 | 386 | 386 |
| Total shareholders equity | **6,176** | 6,090 | 5,952 | 5,774 | 5,857 |
| Goodwill | **(505)** | (444) | (444) | (444) | (444) |
| Other intangible assets | **(91)** | (93) | (104) | (114) | (124) |
| Other intangible assets deferred tax liability (1) | **32** | 33 | 36 | 40 | 43 |
| Total tangible equity (2) | **5,612** | 5,586 | 5,440 | 5,256 | 5,332 |
| Preferred shareholders equity | **(386)** | (386) | (386) | (386) | (386) |
| Total tangible common equity (2) | **$ 5,226** | $ 5,200 | $ 5,054 | $ 4,870 | $ 4,946 |
| Total assets | **$ 61,146** | $ 59,467 | $ 56,639 | $ 56,104 | $ 56,045 |
| Goodwill | **(505)** | (444) | (444) | (444) | (444) |
| Other intangible assets | **(91)** | (93) | (104) | (114) | (124) |
| Other intangible assets deferred tax liability (1) | **32** | 33 | 36 | 40 | 43 |
| Total tangible assets (2) | **$ 60,582** | $ 58,963 | $ 56,127 | $ 55,586 | $ 55,520 |
| Tier 1 capital | **$ 6,107** | $ 6,100 | $ 6,018 | $ 5,885 | $ 5,829 |
| Preferred shareholders equity | **(386)** | (386) | (386) | (386) | (386) |
| Trust preferred securities | **(304)** | (299) | (299) | (299) | (299) |
| REIT preferred stock | | | (50) | (50) | (50) |
| Tier 1 common equity (2) | **$ 5,417** | $ 5,415 | $ 5,283 | $ 5,150 | $ 5,094 |
| Risk-weighted assets (RWA) | **$ 51,120** | $ 49,690 | $ 48,687 | $ 48,080 | $ 47,937 |
| Tier 1 common equity / RWA ratio (2) | **10.60%** | 10.90% | 10.85% | 10.71% | 10.62% |
| Tangible equity / tangible asset ratio (2) | **9.26** | 9.47 | 9.69 | 9.46 | 9.60 |
| Tangible common equity / tangible asset ratio (2) | **8.63** | 8.82 | 9.01 | 8.76 | 8.91 |
| Tangible common equity / RWA ratio (2) | **10.22** | 10.46 | 10.38 | 10.13 | 10.32 |

(1) Other intangible assets are net of deferred tax liability, and calculated assuming a 35% tax rate.

(2) Tangible equity, Tier 1 common equity, tangible common equity, and tangible assets are non-GAAP financial measures. Additionally, any ratios utilizing these financial measures are also non-GAAP. These financial measures have been included as they are considered to be critical metrics with which to analyze and evaluate financial condition and capital strength. Other companies may calculate these financial measures differently.

Our Tier 1 common equity risk-based ratio declined 30 basis points to 10.60% at March 31, 2014, compared with 10.90% at December 31, 2013. This decrease primarily reflected the repurchase of 14.6 million common shares and the impacts related to the increase in risk-weighted assets, partially offset by an increase in retained earnings, as well as the issuance of 8.7 million common shares in the Camco Financial acquisition.

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The following table presents certain regulatory capital data at both the consolidated and Bank levels for each of the past five quarters:

**Table 25 Regulatory Capital Data**

| | | **2014** | 2013 | | | |
|---|---|---|---|---|---|---|
| *(dollar amounts in millions)* | | **March 31,** | December 31, | September 30, | June 30, | March 31, |
| Total risk-weighted assets | Consolidated | **$ 51,120** | $ 49,690 | $ 48,687 | $ 48,080 | $ 47,937 |
| | Bank | **51,021** | 49,609 | 48,570 | 48,026 | 47,842 |
| Tier 1 risk-based capital | Consolidated | **6,107** | 6,100 | 6,017 | 5,885 | 5,829 |
| | Bank | **5,872** | 5,682 | 5,540 | 5,343 | 5,162 |
| Tier 2 risk-based capital | Consolidated | **1,118** | 1,139 | 1,127 | 1,120 | 1,144 |
| | Bank | **817** | 838 | 825 | 819 | 947 |
| Total risk-based capital | Consolidated | **7,225** | 7,239 | 7,144 | 7,005 | 6,973 |
| | Bank | **6,689** | 6,520 | 6,365 | 6,162 | 6,109 |
| Tier 1 leverage ratio | Consolidated | **10.32%** | 10.67% | 10.85% | 10.64% | 10.57% |
| | Bank | **9.96** | 9.97 | 10.01 | 9.68 | 9.38 |
| Tier 1 risk-based capital ratio | Consolidated | **11.95** | 12.28 | 12.36 | 12.24 | 12.16 |
| | Bank | **11.51** | 11.45 | 11.41 | 11.13 | 10.79 |
| Total risk-based capital ratio | Consolidated | **14.13** | 14.57 | 14.67 | 14.57 | 14.55 |
| | Bank | **13.11** | 13.14 | 13.11 | 12.83 | 12.77 |

The decrease in our consolidated Tier 1 risk-based capital ratios compared with December 31, 2013, primarily reflected the repurchase of 14.6 million common shares and the impacts related to the increase in risk-weighted assets, partially offset by an increase in retained earnings, as well as the issuance of 8.7 million common shares in the Camco Financial acquisition.

***Shareholders Equity***

We generate shareholders equity primarily through the retention of earnings, net of dividends. Other potential sources of shareholders equity include issuances of common and preferred stock. Our objective is to maintain capital at an amount commensurate with our risk profile and risk tolerance objectives, to meet both regulatory and market expectations, and to provide the flexibility needed for future growth and business opportunities. Shareholders equity totaled $6.2 billion at March 31, 2014, an increase of $0.1 billion when compared with December 31, 2013.

*Dividends*

We consider disciplined capital management as a key objective, with dividends representing one component. Our strong capital ratios and expectations for continued earnings growth positions us to continue to actively explore additional capital management opportunities.

On April 16, 2014, our board of directors declared a quarterly cash dividend of $0.05 per common share, payable on July 1, 2014. Also, cash dividends of $0.05 per share were declared on January 16, 2014.

On April 16, 2014, our board of directors also declared a quarterly cash dividend on our 8.50% Series A Non-Cumulative Perpetual Convertible Preferred Stock of $21.25 per share. The dividend is payable on July 15, 2014. Also, cash dividends of $21.25 per share were declared on January 16, 2014.

On April 16, 2014, our board of directors also declared a quarterly cash dividend on our Floating Rate Series B Non-Cumulative Perpetual Preferred Stock of $7.32 per share. The dividend is payable on July 15, 2014. Also, cash dividends of $7.35 per share were declared on January 16, 2014.

*Share Repurchases*

From time to time the board of directors authorizes the Company to repurchase shares of our common stock. Although we announce when the board of directors authorizes share repurchases, we typically do not give any public notice before we repurchase our shares. Future stock repurchases may be private or open-market repurchases, including block transactions, accelerated or delayed block transactions, forward transactions, and similar transactions. Various factors determine the amount and timing of our share repurchases, including our capital requirements, the number of shares we expect to issue for employee benefit plans and acquisitions, market conditions (including the trading

price of our stock), and regulatory and legal considerations, including the FRB s response to our capital plan.

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In 2013, our board of directors has authorized a share repurchase program consistent with our capital plan submitted in January of that year of the potential repurchase of up to $227 million of common stock. During the 2014 first quarter, we concluded our share repurchase activity under this program resulting in 14.6 million common shares repurchased at a weighted average share price of $9.32.

On March 26, 2014, Huntington announced that the Federal Reserve did not object to Huntington s proposed capital actions included in Huntington s capital plan submitted to the Federal Reserve in January 2014. These actions included a potential repurchase of up to $250 million of common stock through the first quarter of 2015. The new repurchase authorization represents a $23 million, or 10%, increase from the recently completed common stock repurchase authorization. Purchases of common stock may include open market purchases, privately negotiated transactions, and accelerated repurchase programs. Huntington s board of directors authorized a share repurchase program consistent with Huntington s capital plan.

**Fair Value**

***Fair Value Measurements***

The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Assets and liabilities carried at fair value inherently result in a higher degree of financial statement volatility. We estimate the fair value of a financial instrument using a variety of valuation methods. Where financial instruments are actively traded and have quoted market prices, quoted market prices are used for fair value. We characterize active markets as those where transaction volumes are sufficient to provide objective pricing information, with reasonably narrow bid/ask spreads, and where received quoted prices do not vary widely. When the financial instruments are not actively traded, other observable market inputs, such as quoted prices of securities with similar characteristics, may be used, if available, to determine fair value. Inactive markets are characterized by low transaction volumes, price quotations that vary substantially among market participants, or in which minimal information is released publicly. When observable market prices do not exist, we estimate fair value primarily by using cash flow and other financial modeling methods. Our valuation methods consider factors such as liquidity and concentration concerns and, for the derivatives portfolio, counterparty credit risk. Other factors such as model assumptions, market dislocations, and unexpected correlations can affect estimates of fair value. Changes in these underlying factors, assumptions, or estimates in any of these areas could materially impact the amount of revenue or loss recorded.

The FASB ASC Topic 820, Fair Value Measurements, establishes a framework for measuring the fair value of financial instruments that considers the attributes specific to particular assets or liabilities and establishes a three-level hierarchy for determining fair value based on the transparency of inputs to each valuation as of the fair value measurement date. The three levels are defined as follows:

Level 1 quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices of identical or similar assets or liabilities in markets that are not active, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs that are unobservable and significant to the fair value measurement. Financial instruments are considered Level 3 when values are determined using pricing models, discounted cash flow methodologies, or similar techniques, and at least one significant model assumption or input is unobservable.

At the end of each quarter, we assess the valuation hierarchy for each asset or liability measured. As necessary, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs at the measurement date. The fair values measured at each level of the fair value hierarchy, additional discussion regarding fair value measurements, and a brief description of how fair value is determined for categories that have unobservable inputs, can be found in Note 14 of the Notes to Unaudited Condensed Consolidated Financial Statements.

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**BUSINESS SEGMENT DISCUSSION**

**Overview**

Our business segments are based on our internally-aligned segment leadership structure, which is how we monitor results and assess performance. During the 2014 first quarter, we reorganized our business segments to drive our ongoing growth and leverage the knowledge of our highly experienced team. We now have five major business segments: Retail and Business Banking, Commercial Banking, Automobile Finance and Commercial Real Estate (AFCRE), Regional Banking and The Huntington Private Client Group (RBHPCG), and Home Lending. A Treasury / Other function includes our insurance brokerage business, along with technology and operations, other unallocated assets, liabilities, revenue, and expense. All periods presented have been reclassified to conform to the current period classification.

Business segment results are determined based upon our management reporting system, which assigns balance sheet and income statement items to each of the business segments. The process is designed around our organizational and management structure and, accordingly, the results derived are not necessarily comparable with similar information published by other financial institutions.

***Revenue Sharing***

Revenue is recorded in the business segment responsible for the related product or service. Fee sharing is recorded to allocate portions of such revenue to other business segments involved in selling to, or providing service to, customers. Results of operations for the business segments reflect these fee sharing allocations.

***Expense Allocation***

The management accounting process that develops the business segment reporting utilizes various estimates and allocation methodologies to measure the performance of the business segments. Expenses are allocated to business segments using a two-phase approach. The first phase consists of measuring and assigning unit costs (activity-based costs) to activities related to product origination and servicing. These activity-based costs are then extended, based on volumes, with the resulting amount allocated to business segments that own the related products. The second phase consists of the allocation of overhead costs to all five business segments from Treasury / Other. We utilize a full-allocation methodology, where all Treasury / Other expenses, except those related to our insurance business, reported Significant Items (except for the goodwill impairment), and a small amount of other residual unallocated expenses, are allocated to the five business segments.

***Funds Transfer Pricing (FTP)***

We use an active and centralized FTP methodology to attribute appropriate income to the business segments. The intent of the FTP methodology is to transfer interest rate risk from the business segments by providing matched duration funding of assets and liabilities. The result is to centralize the financial impact, management, and reporting of interest rate risk in the Treasury / Other function where it can be centrally monitored and managed. The Treasury / Other function charges (credits) an internal cost of funds for assets held in (or pays for funding provided by) each business segment. The FTP rate is based on prevailing market interest rates for comparable duration assets (or liabilities).

***Net Income by Business Segment***

The segregation of net income by business segment for the quarters ended March 31, 2014 and March 31, 2013 is presented in the following table:

**Table 26 Net Income (Loss) by Business Segment**

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Retail and Business Banking | **$ 45,544** | $ 26,606 |
| Commercial Banking | **28,735** | 38,847 |
| AFCRE | **43,194** | 46,049 |
| RBHPCG | **6,416** | 8,897 |
| Home Lending | **(8,919)** | 8,328 |

| | | |
|---|---|---|
| Treasury/Other | **34,173** | 24,547 |
| Total net income | **$ 149,143** | $ 153,274 |

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***Treasury / Other***

The Treasury / Other function includes revenue and expense related to our insurance business, and assets, liabilities, and equity not directly assigned or allocated to one of the four business segments. Other assets include investment securities and bank owned life insurance. The financial impact associated with our FTP methodology, as described above, is also included.

Net interest income includes the impact of administering our investment securities portfolios and the net impact of derivatives used to hedge interest rate sensitivity. Noninterest income includes insurance income, miscellaneous fee income not allocated to other business segments, such as bank owned life insurance income and any investment security and trading asset gains or losses. Noninterest expense includes any insurance-related expenses, as well as certain corporate administrative, merger, and other miscellaneous expenses not allocated to other business segments. The provision for income taxes for the business segments is calculated at a statutory 35% tax rate, though our overall effective tax rate is lower. As a result, Treasury / Other reflects a credit for income taxes representing the difference between the lower actual effective tax rate and the statutory tax rate used to allocate income taxes to the business segments.

The $9.6 million, or 39%, year over year increase in net income for Treasury/Other was primarily the result of the FTP process described above. The FTP process produced increased net income for Treasury/Other as the sustained low market interest rate environment, combined with a shift in funding mix to include additional wholesale sources, resulted in lower FTP credits paid to the business segments.

***Optimal Customer Relationship (OCR)***

Our OCR strategy is focused on building and deepening relationships with our customers through superior interactions, product penetration, and quality of service. We will deliver high-quality customer and prospect interactions through a fully integrated sales culture which will include all partners necessary to deliver a total Huntington solution The quality of our relationships will lead to our ability to be the Primary Bank for our customers, yielding quality, annuitized revenue and profitable share of customers overall financial services revenue. We believe our relationship oriented approach will drive a competitive advantage through our local market delivery channels.

CONSUMER OCR PERFORMANCE

For both consumer and commercial OCR performance there are three key performance metrics: (1) the number of checking account households, (2) the number of product penetration per consumer checking household, and (3) the revenue generated from the consumer households of all business segments.

The growth in consumer checking account number of households is a result of both new sales of checking accounts and improved retention of existing checking account households. The overall objective is to grow the number of households, along with an increase in product penetration.

We use the checking account since it typically represents the primary banking relationship product. We count additional services by type, not number of services. For example, a household that has one checking account and one mortgage, we count as having two services. A household with four checking accounts, we count as having one service. The household relationship utilizing four or more services is viewed to be more profitable and loyal. The overall objective, therefore, is to decrease the percentage of 1-3 services per consumer checking account household, while increasing the percentage of those with 4 or more services. Since we have made significant strides toward having the vast majority of our customers with 4+ services, during the 2013 second quarter, we changed our measurement to 6+ services. We are holding ourselves to a higher performance standard.

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The following table presents consumer checking account household OCR metrics:

**Table 27 Consumer Checking Household OCR Cross-sell Report**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| | **First** | Fourth | Third | Second | First |
| | **1,359,158** | 1,324,971 | 1,314,587 | 1,291,177 | 1,265,086 |
| Product Penetration by Number of Services (1) | | | | | |
| 1 Service | **3.0%** | 3.0% | 3.2% | 3.3% | 2.7% |
| 2-3 Services | **18.8** | 19.2 | 19.5 | 19.9 | 17.3 |
| 4-5 Services | **30.2** | 30.2 | 30.0 | 30.1 | 29.3 |
| 6+ Services | **48.0** | 47.6 | 47.3 | 46.7 | 50.7 |
| Total revenue *(in millions)* | **$ 239.9** | $ 232.5 | $ 237.1 | $ 239.1 | $ 239.4 |

(1) The definitions and measurements used in our OCR process are periodically reviewed and updated prospectively.

Our emphasis on cross-sell, coupled with customers being attracted by the benefits offered through our Fair Play banking philosophy with programs such as 24-Hour Grace® on overdrafts and Asterisk-Free Checking , are having a positive effect. The percent of consumer households with 6 or more products at the end of the 2014 first quarter was 48.0%, up from 47.6% at the end of 2013 fourth quarter due to increased product sales and services provided.

COMMERCIAL OCR PERFORMANCE

For commercial OCR performance, there are three key performance metrics: (1) the number of commercial relationships, (2) the number of services penetration per commercial relationship, and (3) the revenue generated. Commercial relationships include relationships from all business segments.

The growth in the number of commercial relationships is a result of both new sales of checking accounts and improved retention of existing commercial accounts. The overall objective is to grow the number of relationships, along with an increase in product service distribution.

The commercial relationship is defined as a business banking or commercial banking customer with a checking account relationship. We use this metric because we believe that the checking account anchors a business relationship and creates the opportunity to increase our cross-sell. Multiple sales of the same type of service are counted as one service, the same as consumer.

The following table presents commercial relationship OCR metrics:

**Table 28 Commercial Relationship OCR Cross-sell Report**

| | **2014** | 2013 | | | |
|---|---|---|---|---|---|
| | **First** | Fourth | Third | Second | First |
| Commercial Relationships (1) | **159,973** | 159,716 | 159,878 | 158,010 | 155,584 |
| Product Penetration by Number of Services (2) | | | | | |
| 1 Service | **19.4%** | 21.1% | 22.1% | 22.8% | 23.7% |
| 2-3 Services | **41.1** | 41.4 | 41.1 | 40.9 | 40.2 |
| 4+ Services | **39.5** | 37.5 | 36.8 | 36.3 | 36.1 |
| Total revenue *(in millions)* | **$ 213.3** | $ 190.9 | $ 193.9 | $ 178.6 | $ 175.1 |

(1) Checking account required.
(2) The definitions and measurements used in our OCR process are periodically reviewed and updated prospectively.

By focusing on targeted relationships we are able to achieve higher product service penetration among our commercial relationships, and leverage these relationships to generate a deeper share of wallet.

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**Table 29 Average Loans/Leases and Deposits by Business Segment**

| | Three Months Ended March 31, 2014 | | | | | | |
|---|---|---|---|---|---|---|---|
| *(dollar amounts in millions)* | Retail and Business Banking | Commercial Banking | AFCRE | RBHPCG | Home Lending | Treasury / Other | TOTAL |
| Average Loans/Leases | | | | | | | |
| Commercial and industrial | $ 3,569 | $ 10,555 | $ 2,820 | $ 613 | $ | $ 74 | $ 17,631 |
| Commercial real estate | 365 | 300 | 4,035 | 202 | | (1) | 4,901 |
| Total commercial | 3,934 | 10,855 | 6,855 | 815 | | 73 | 22,532 |
| Automobile | | | 6,788 | | | (2) | 6,786 |
| Home equity | 7,474 | 2 | 1 | 735 | 166 | (38) | 8,340 |
| Residential mortgage | 1,089 | | | 1,281 | 3,010 | (1) | 5,379 |
| Other consumer | 310 | 4 | 35 | 9 | 22 | 6 | 386 |
| Total consumer | 8,873 | 6 | 6,824 | 2,025 | 3,198 | (35) | 20,891 |
| Total loans and leases | $ 12,807 | $ 10,861 | $ 13,679 | $ 2,840 | $ 3,198 | 38 | $ 43,423 |
| Average Deposits | | | | | | | |
| Demand deposits noninterest-bearing | $ 5,696 | $ 4,573 | $ 735 | $ 1,663 | $ 257 | $ 268 | $ 13,192 |
| Demand deposits interest-bearing | 4,687 | 695 | 64 | 317 | | 12 | 5,775 |
| Money market deposits | 9,800 | 3,786 | 260 | 3,794 | | 8 | 17,648 |
| Savings and other domestic deposits | 4,800 | 85 | 5 | 79 | | (2) | 4,967 |
| Core certificates of deposit | 3,546 | 15 | 1 | 50 | | 1 | 3,613 |
| Total core deposits | 28,529 | 9,154 | 1,065 | 5,903 | 257 | 287 | 45,195 |
| Other deposits | 104 | 906 | 77 | 3 | | 1,304 | 2,394 |
| Total deposits | $ 28,633 | $ 10,060 | $ 1,142 | $ 5,906 | $ 257 | $ 1,591 | $ 47,589 |

| | Three Months Ended March 31, 2013 | | | | | | |
|---|---|---|---|---|---|---|---|
| *(dollar amounts in millions)* | Retail and Business Banking | Commercial Banking | AFCRE | RBHPCG | Home Lending | Treasury / Other | TOTAL |
| Average Loans/Leases | | | | | | | |
| Commercial and industrial | $ 3,454 | $ 10,205 | $ 2,629 | $ 607 | $ | $ 59 | $ 16,954 |
| Commercial real estate | 436 | 406 | 4,245 | 204 | 1 | | 5,292 |
| Total commercial | 3,890 | 10,611 | 6,874 | 811 | 1 | 59 | 22,246 |
| Automobile | | | 4,832 | | | 1 | 4,833 |
| Home equity | 7,379 | 3 | 1 | 749 | 172 | 91 | 8,395 |
| Residential mortgage | 1,060 | 6 | | 1,260 | 2,757 | (105) | 4,978 |
| Other consumer | 317 | 5 | 62 | 20 | 22 | (14) | 412 |
| Total consumer | 8,756 | 14 | 4,895 | 2,029 | 2,951 | (27) | 18,618 |
| Total loans and leases | $ 12,646 | $ 10,625 | $ 11,769 | $ 2,840 | $ 2,952 | $ 32 | $ 40,864 |
| Average Deposits | | | | | | | |
| Demand deposits noninterest-bearing | $ 5,142 | $ 4,094 | $ 612 | $ 1,627 | $ 383 | $ 307 | $ 12,165 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Demand deposits interest-bearing | 4,742 | 887 | 50 | 290 | | 8 | 5,977 |
| Money market deposits | 8,169 | 3,096 | 244 | 3,527 | | 9 | 15,045 |
| Savings and other domestic deposits | 4,897 | 95 | 6 | 85 | 2 | (2) | 5,083 |
| Core certificates of deposit | 5,235 | 25 | 2 | 79 | | 5 | 5,346 |
| Total core deposits | 28,185 | 8,197 | 914 | 5,608 | 385 | 327 | 43,616 |
| Other deposits | 139 | 1,024 | 61 | 30 | | 1,143 | 2,397 |
| Total deposits | $ 28,324 | $ 9,221 | $ 975 | $ 5,638 | $ 385 | $ 1,470 | $ 46,013 |

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**Retail and Business Banking**

**Table 30 Key Performance Indicators for Retail and Business Banking**

| *(dollar amounts in thousands unless otherwise noted)* | Three Months Ended March 31, **2014** | 2013 | Change Amount | Percent |
|---|---|---|---|---|
| Net interest income | **$ 219,841** | $ 226,538 | $ (6,697) | (3)% |
| Provision for credit losses | **7,460** | 32,510 | (25,050) | (77) |
| Noninterest income | **92,962** | 87,240 | 5,722 | 7 |
| Noninterest expense | **235,275** | 240,336 | (5,061) | (2) |
| Provision for income taxes | **24,524** | 14,326 | 10,198 | 71 |
| Net income | **$ 45,544** | $ 26,606 | $ 18,938 | 71% |
| Number of employees (average full-time equivalent) | **5,126** | 5,266 | (140) | (3)% |
| Total average assets *(in millions)* | **$ 14,536** | $ 14,359 | $ 177 | 1 |
| Total average loans/leases *(in millions)* | **12,807** | 12,646 | 161 | 1 |
| Total average deposits *(in millions)* | **28,633** | 28,324 | 309 | 1 |
| Net interest margin | **3.15%** | 3.28% | (0.13)% | (4) |
| NCOs | **$ 23,968** | $ 30,690 | $ (6,722) | (22) |
| NCOs as a % of average loans and leases | **0.75%** | 0.97% | (0.22)% | (23) |
| Return on average common equity | **14.1** | 7.6 | 6.5 | 86 |

***2014 First Three Months vs. 2013 First Three Months***

Retail and Business Banking reported net income of $45.5 million in the first three-month period of 2014. This was an increase of $18.9 million, or 71%, when compared to the year-ago period. The increase in net income reflected a combination of factors described below.

**The decrease in net interest income from the year-ago period reflected:**

- 13 basis point decrease in the net interest margin. This decrease was mainly due to a 15 basis point decrease in deposit spreads that resulted from a reduction in the funds transfer price rates assigned to those deposits.

Partially offset by:

- $0.3 billion, or 1%, increase in total average deposits.
- 9 basis points increase in loan spreads, primarily due to a reduction in the funds transfer price assigned to loans.

**The increase in total average loans and leases from the year-ago period reflected:**

- $117 million, or 1%, increase in consumer loans, primarily due to growth in home equity lines of credit and residential mortgages.
- $44 million, or 1%, increase in commercial loans, primarily due to C&I loan growth.

**The increase in total average deposits from the year-ago period reflected:**

A continued focus on product mix in reducing the overall cost of deposits as evidenced by an increase in money market and noninterest bearing deposits and a corresponding decrease in core certificates of deposit.

**The decrease in the provision for credit losses from the year-ago period reflected:**

Decrease in NCOs, reduced overdraft reserves, and improved credit factors in business banking and consumer loans.

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**The increase in noninterest income from the year-ago period reflected:**

- $3.1 million, or 6%, increase in service charges on deposit accounts, primarily due to higher service fees related to an increase in the number of households.

- $2.9 million, or 14%, increase in electronic banking income, primarily due to higher transaction volumes and an increase in the number of households.

- $1.9 million, or 45% increase in other noninterest income, primarily due to gains on SBA loan sales and loan servicing.

Partially offset by:

- $3.6 million, or 58% decline in mortgage banking income related to fee sharing with Home Lending.

**The decrease in noninterest expense from the year-ago period reflected:**

- $3.9 million, or 5%, decrease in personnel costs, primarily due to the curtailment of the pension plan at the end of 2013. Branch consolidations and various efficiency improvement initiatives also contributed to the decrease in personnel costs.

- $1.8 million, or 46%, reduction in deposit and other insurance.

- $0.8 million, or 11%, reduction in amortization of intangibles.

Partially offset by:

- $1.0 million, or 13% increase in equipment expense, primarily due to technology investments.

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**Commercial Banking**

**Table 31 Key Performance Indicators for Commercial Banking**

| *(dollar amounts in thousands unless otherwise noted)* | Three Months Ended March 31, **2014** | 2013 | Change Amount | Percent |
|---|---|---|---|---|
| Net interest income | **$ 68,436** | $ 70,823 | $ (2,387) | (3)% |
| Provision for credit losses | **10,960** | (7,102) | 18,062 | (254) |
| Noninterest income | **32,854** | 30,189 | 2,665 | 9 |
| Noninterest expense | **46,122** | 48,349 | (2,227) | (5) |
| Provision for income taxes | **15,473** | 20,918 | (5,445) | (26) |
| Net income | **$ 28,735** | $ 38,847 | $ (10,112) | (26)% |
| Number of employees (average full-time equivalent) | **640** | 684 | (44) | (6)% |
| Total average assets *(in millions)* | **$ 12,580** | $ 11,631 | $ 949 | 8 |
| Total average loans/leases *(in millions)* | **10,861** | 10,625 | 236 | 2 |
| Total average deposits *(in millions)* | **10,060** | 9,221 | 839 | 9 |
| Net interest margin | **2.57%** | 2.81% | (0.24)% | (9) |
| NCOs | **$ 2,464** | $ (3,784) | $ 6,248 | N.R. |
| NCOs as a % of average loans and leases | **0.09%** | (0.14)% | 0.23% | N.R. |
| Return on average common equity | **9.1** | 16.2 | (7.1) | (44) |

N.R. Not relevant, as denominator of calculation is negative in prior period compared with positive in current period.

***2014 First Three Months vs. 2013 First Three Months***

Commercial Banking reported net income of $28.7 million in the first three-month period of 2014. This was a decrease of $10.1 million, or 26%, compared to the year-ago period. The decrease in net income reflected a combination of factors described below.

**The decrease in net interest income from the year-ago period reflected:**

24 basis point decrease in the net interest margin, primarily due to an 11 basis point negative impact from the mix and yield of earning assets and a 13 basis point increase in funding costs driven by a decreased funds transfer pricing credit on deposits.

Partially offset by:

$0.8 billion, or 9%, increase in average total deposits.

$0.2 billion, or 2%, increase in total average loans and leases.

**The increase in total average loans and leases from the year-ago period reflected:**

$0.3 billion, or 395%, increase in the international loan portfolio average balance (primarily bankers acceptances), which reflected our focus on developing a new vertical strategy in the domestic subsidiaries of foreign owned companies.

$0.1 billion, or 40%, increase in the franchise finance portfolio average balance, reflecting a focused effort to become an approved lender for specific franchise businesses and establishing relationships with targeted prospects within our footprint.

$0.1 billion, or 3%, increase in the middle market portfolio average balance primarily attributed to a $0.6 billion, or 23%, increase in the funded balances of lines of credit due to an increase in the average utilization rate, partially offset by the $0.6 billion reclassification of direct purchase municipal instruments from loans to available-for-sale securities.

Partially offset by:

$0.2 billion, or 55%, decrease in commercial loans managed by SAD, which reflected improved credit quality in the portfolio.

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**The increase in total average deposits from the year-ago period reflected:**

- $1.0 billion, or 12%, increase in core deposits, which primarily reflected a $0.5 billion increase in noninterest-bearing demand deposits. Middle market accounts, such as not-for-profit universities and healthcare, contributed $0.6 billion of the balance growth, while large corporate accounts contributed $0.3 billion.

**The increase in the provision for credit losses from the year-ago period reflected:**

- Increase in NCOs and increased reserves on the private equity portfolio.

**The increase in noninterest income from the year-ago period reflected:**

- $1.5 million, or 19%, increase in capital market fees, primarily due to a $1.0 million, or 45%, increase in sales of customer interest rate protection products, a $0.5 million, or 15%, increase in institutional brokerage income driven by stronger underwriting fees and fixed-income commissions than the prior year, and a $0.2 million increase in commodities revenue stemming from a new product capability.
- $0.9 million, or 9%, increase in service charges on deposit accounts, primarily due to a new commercial card product implemented in 2013.
- $0.7 million, or 37%, increase in international related revenue, primarily due to bankers acceptances and foreign insured receivables.
- $0.6 million, or 145%, increase in revenue associated with the sale of Huntington Investment Company related products.

Partially offset by:

- $1.6 million, or 20%, decrease in commitment and other loan related fees primarily reflecting a significant one-time fee in the 2013 first quarter.

**The decrease in noninterest expense from the year-ago period reflected:**

- $1.4 million, or 46%, decrease in deposit and other insurance expense.
- $1.1 million, or 10%, decrease in allocated overhead expense.

Partially offset by:

- $0.6 million, or 56%, increase in treasury management related data processing expense, driven primarily by the new commercial card product.

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**Automobile Finance and Commercial Real Estate**

**Table 32 Key Performance Indicators for Automobile Finance and Commercial Real Estate**

| *(dollar amounts in thousands unless otherwise noted)* | Three Months Ended March 31, 2014 | 2013 | Change Amount | Percent |
|---|---|---|---|---|
| Net interest income | **$ 91,018** | $ 90,648 | $ 370 | 0% |
| Provision (reduction in allowance) for credit losses | **(8,021)** | (7,757) | 264 | 3 |
| Noninterest income | **6,695** | 10,839 | (4,144) | (38) |
| Noninterest expense | **39,282** | 38,400 | 882 | 2 |
| Provision for income taxes | **23,258** | 24,795 | (1,537) | (6) |
| Net income | **$ 43,194** | $ 46,049 | $ (2,855) | (6)% |
| Number of employees (average full-time equivalent) | **286** | 278 | 8 | 3% |
| Total average assets *(in millions)* | **$ 13,997** | $ 12,451 | $ 1,546 | 12 |
| Total average loans/leases *(in millions)* | **13,679** | 11,771 | 1,908 | 16 |
| Total average deposits *(in millions)* | **1,142** | 975 | 167 | 17 |
| Net interest margin | **2.64%** | 2.94% | (0.30)% | (10) |
| NCOs | **$ 4,884** | $ 15,264 | $ (10,380) | (68) |
| NCOs as a % of average loans and leases | **0.14%** | 0.52% | (0.38)% | (73) |
| Return on average common equity | **27.8** | 32.1 | (4.3) | (13) |

***2014 First Three Months vs. 2013 First Three Months***

AFCRE reported net income of $43.2 million in the first three-month period of 2014. This was a decrease of $2.9 million, or 6%, compared to the year-ago period. The decrease in net income reflected a combination of factors described below.

**The increase in net interest income from the year ago period reflected:**

$2.0 billion, or 40%, increase in automobile loans and leases, primarily due to strong originations and growth from investments throughout the Northeast and upper Midwest.

Partially offset by:

30 basis point decrease in the net interest margin, primarily due to 26 basis point reduction in loan spreads. This decline reflects the impact of competitive pricing pressures in all of our portfolios as well as a decline in yield benefit of purchase accounting adjustments related to certain acquired commercial real estate loans.

**The increase in the provision (reduction in allowance) for credit losses from the year-ago period reflected:**

Decline in NCOs, partially offset by less improvement in the underlying credit quality of the loan portfolio than in the year-ago period.

**The decrease in noninterest income from the year-ago period reflected:**

$3.9 million, or 40%, decrease in other noninterest income, primarily due to a decrease in market related gains associated with certain investments and loans carried at fair value.

**The increase in noninterest expense from the year-ago period reflected:**

- $1.8 million, or 7%, increase in other noninterest expense, primarily due to a $2.6 million increase in allocated expenses, generally reflecting higher levels of business activity.

Partially offset by:

- $1.2 million, or 37%, decrease in deposit and other insurance expense.

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**Regional Banking and The Huntington Private Client Group**

**Table 33 Key Performance Indicators for Regional Banking and The Huntington Private Client Group**

| | Three Months Ended March 31, | | Change | |
|---|---|---|---|---|
| *(dollar amounts in thousands unless otherwise noted)* | **2014** | 2013 | Amount | Percent |
| Net interest income | **$ 25,438** | $ 27,345 | $ (1,907) | (7)% |
| Provision for credit losses | **2,319** | 9,632 | (7,313) | (76) |
| Noninterest income | **43,114** | 54,096 | (10,982) | (20) |
| Noninterest expense | **56,362** | 58,122 | (1,760) | (3) |
| Provision for income taxes | **3,455** | 4,790 | (1,335) | (28) |
| Net income | **$ 6,416** | $ 8,897 | $ (2,481) | (28)% |
| Number of employees (average full-time equivalent) | **1,058** | 1,079 | (21) | (2)% |
| Total average assets *(in millions)* | **$ 3,778** | $ 3,725 | $ 53 | 1 |
| Total average loans/leases *(in millions)* | **2,840** | 2,840 | | |
| Total average deposits *(in millions)* | **5,906** | 5,638 | 268 | 5 |
| Net interest margin | **1.81%** | 2.01% | (0.20)% | (10) |
| NCOs | **$ 3,252** | $ 4,157 | $ (905) | (22) |
| NCOs as a % of average loans and leases | **0.46%** | 0.59% | (0.13)% | (22) |
| Return on average common equity | **5.1** | 7.2 | (2.1) | (29) |
| Total assets under management *(in billions) eop* | **16.5** | 17.3 | (0.8) | (5) |
| Total trust assets *(in billions) eop* | **81.6** | 76.5 | 5.1 | 7 |

eop End of Period.

***2014 First Three Months vs. 2013 First Three Months***

RBHPCG reported net income of $6.4 million in the first three-month period of 2014. This was a decrease of $2.5 million, or 28%, when compared to the year-ago period. The decrease in net income reflected a combination of factors described below.

**The decrease in net interest income from the year-ago period reflected:**

- 20 basis point decrease in the net interest margin, primarily due to lower spreads on deposits, resulting from lower funds transfer pricing rates.

Partially offset by:

- $0.3 billion, or 5%, increase in average total deposits.

**The decrease in provision for credit losses reflected:**

- Improved credit quality of commercial loans.

**The decrease in noninterest income from the year-ago period reflected:**

$7.2 million, or 82%, decrease in other noninterest income, primarily due to a gain realized from LIHTC investment sales in the 2013 first quarter.

$2.3 million, or 7%, decrease in trust services, primarily due to reduced proprietary mutual fund revenue mainly due to a reduction in asset values as well as mutual fund fee reductions.

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**The decrease in noninterest expense from the year-ago period reflected:**

$2.3 million, or 16%, decrease in other noninterest expense, primarily due to a decrease in allocated costs.

Partially offset by:

$1.0 million, or 23%, increase in outside data processing and other services, primarily due to increased trust tax return preparation fees.

**Home Lending**

**Table 34 Key Performance Indicators for Home Lending**

| | Three Months Ended March 31, | | Change | |
|---|---|---|---|---|
| *(dollar amounts in thousands unless otherwise noted)* | **2014** | 2013 | Amount | Percent |
| Net interest income | **$ 13,028** | $ 12,405 | $ 623 | 5% |
| Provision for credit losses | **11,912** | 2,310 | 9,602 | 416 |
| Noninterest income | **20,286** | 39,150 | (18,864) | (48) |
| Noninterest expense | **35,123** | 36,433 | (1,310) | (4) |
| Provision for income taxes | **(4,802)** | 4,484 | 9,286 | 207 |
| Net income (Loss) | **$ (8,919)** | $ 8,328 | $ 17,247 | 207% |
| Number of employees (average full-time equivalent) | **981** | 1,100 | (119) | (11)% |
| Total average assets *(in millions)* | **$ 3,687** | $ 3,528 | $ 159 | 5 |
| Total average loans/leases *(in millions)* | **3,198** | 2,952 | 246 | 8 |
| Total average deposits *(in millions)* | **257** | 385 | (128) | (33) |
| Net interest margin | **1.52%** | 1.51% | 0.01 | 1 |
| NCOs | **$ 8,418** | $ 5,374 | $ 3,044 | 57 |
| NCOs as a % of average loans and leases | **1.05%** | 0.73% | 0.32 | 44 |
| Return on average common equity | **(20.8)** | 18.0 | 38.8 | N.R. |
| Mortgage banking origination volume (in millions) | **$ 657** | $ 1,119 | $ (462.0) | (41) |

N.R. Not relevant, as denominator of calculation is a loss in prior period compared with income in current period.

***2014 First Three Months vs. 2013 First Three Months***

Home Lending reported a net loss of $8.9 million in the first three-month period of 2014 compared to net income of $8.3 million in the year-ago period. The decrease in net income reflected a combination of factors described below.

**The increase in net interest income from the year-ago period reflected:**

$0.2 billion, or 8%, increase in average total loans.

Partially offset by:

$0.1 billion, or 33%, decrease in average total deposits.

**The increase in provision for credit losses reflected:**

Increase in NCOs and transfer of student loans to held-for-sale.

**The decrease in noninterest income from the year-ago period reflected:**

$17.8 million, or 48%, decrease in mortgage banking income, primarily due to a reduction in volume, lower gain on sale, and a higher percentage of originations being held on the balance sheet.

$0.8 million, or 54%, decrease in insurance income, primarily due to lower refinance volume related to title insurance referrals**.**

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**The decrease in noninterest expense from the year-ago period reflected:**

$4.6 million, or 19%, decrease in personnel costs, primarily due to lower mortgage production volume and lower headcount.

$0.4 million, or 44%, decrease in deposit and other insurance expense.

Partially offset by:

$3.6 million, or 58%, increase in other noninterest income, primarily due to goodwill impairment.

**ADDITIONAL DISCLOSURES**

**Forward-Looking Statements**

This report, including MD&A, contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as expect, anticipate, believe, intend, estimate, plan, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: (1) worsening of credit quality performance due to a number of factors such as the underlying value of collateral that could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in general economic, political, or industry conditions; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Federal Reserve Board; volatility and disruptions in global capital and credit markets; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success, impact, and timing of our business strategies, including market acceptance of any new products or services implementing our Fair Play banking philosophy; (6) changes in accounting policies and principles and the accuracy of our assumptions and estimates used to prepare our financial statements; (7) extended disruption of vital infrastructure; (8) the final outcome of significant litigation; (9) the nature, extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations, including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Basel III regulatory capital reforms, as well as those involving the OCC, Federal Reserve, FDIC, and CFPB; and (10) the outcome of judicial and regulatory decisions regarding practices in the residential mortgage industry, including among other things the processes followed for foreclosing residential mortgages. Additional factors that could cause results to differ materially from those described above can be found in our 2013 Annual Report on Form 10-K and documents subsequently filed by us with the Securities and Exchange Commission.

All forward-looking statements speak only as of the date they are made and are based on information available at that time. We assume no obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

**Non-Regulatory Capital Ratios**

In addition to capital ratios defined by banking regulators, the Company considers various other measures when evaluating capital utilization and adequacy, including:

Tangible common equity to tangible assets,

Tier 1 common equity to risk-weighted assets using Basel I and Basel III definitions, and

Tangible common equity to risk-weighted assets using Basel I definition.

These non-regulatory capital ratios are viewed by management as useful additional methods of reflecting the level of capital available to withstand unexpected market conditions. Additionally, presentation of these ratios allows readers to compare the Company s capitalization to other financial services companies. These ratios differ from capital ratios defined by banking regulators principally in that the numerator excludes preferred securities, the nature and extent of which varies among different financial services companies. These ratios are not defined in Generally Accepted Accounting Principles ( GAAP ) or federal banking regulations. As a result, these non-regulatory capital ratios disclosed by the Company are considered non-GAAP financial measures.

Because there are no standardized definitions for these non-regulatory capital ratios, the Company s calculation methods may differ from those used by other financial services companies. Also, there may be limits in the usefulness of these measures to investors. As a result, the Company encourages readers to consider the consolidated financial statements and other financial information contained in this Form 10-Q in their entirety, and not to rely on any single financial measure.

**Risk Factors**

Information on risk is discussed in the Risk Factors section included in Item 1A of our 2013 Form 10-K. Additional information regarding risk factors can also be found in the Risk Management and Capital discussion of this report.

**Critical Accounting Policies and Use of Significant Estimates**

Our financial statements are prepared in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires us to establish critical accounting policies and make accounting estimates, assumptions, and judgments that affect amounts recorded and reported in our financial statements. Note 1 of Notes to Consolidated Financial Statements included in our 2013 Form 10-K, as supplemented by this report, lists significant accounting policies we use in the development and presentation of our financial statements. This MD&A, the significant accounting policies, and other financial statement disclosures identify and address key variables and other qualitative and quantitative factors necessary for an understanding and evaluation of our company, financial position, results of operations, and cash flows.

An accounting estimate requires assumptions about uncertain matters that could have a material effect on the financial statements if a different amount within a range of estimates were used or if estimates changed from period to period. Estimates are made under facts and circumstances at a point in time, and changes in those facts and circumstances could produce results that significantly differ from when those estimates were made.

Our most significant accounting estimates relate to our ACL, income taxes and deferred tax assets, and fair value measurements of investment securities, goodwill, pension, and other real estate owned. These significant accounting estimates and their related application are discussed in our 2013 Form 10-K.

**Recent Accounting Pronouncements and Developments**

Note 2 of the Notes to Unaudited Condensed Consolidated Financial Statements discusses new accounting pronouncements adopted during 2014 and the expected impact of accounting pronouncements recently issued but not yet required to be adopted. To the extent the adoption of new accounting standards materially affect financial condition, results of operations, or liquidity, the impacts are discussed in the applicable section of this MD&A and the Notes to Unaudited Condensed Consolidated Financial Statements.

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**Item 1: Financial Statements**

**Huntington Bancshares Incorporated**

**Condensed Consolidated Balance Sheets**

***(Unaudited)***

| *(dollar amounts in thousands, except number of shares)* | **2014 March 31,** | 2013 December 31, |
|---|---|---|
| **Assets** | | |
| Cash and due from banks | **$ 973,264** | $ 1,001,132 |
| Interest-bearing deposits in banks | **71,231** | 57,043 |
| Trading account securities | **40,439** | 35,573 |
| Loans held for sale (includes $280,108 and $278,928 respectively, measured at fair value) (1) | **295,312** | 326,212 |
| Available-for-sale and other securities | **7,754,790** | 7,308,753 |
| Held-to-maturity securities | **3,734,723** | 3,836,667 |
| Loans and leases (includes $37,268 and $52,286 respectively, measured at fair value) (1) | **44,353,908** | 43,120,500 |
| Allowance for loan and lease losses | **(631,918)** | (647,870) |
| Net loans and leases | **43,721,990** | 42,472,630 |
| Bank owned life insurance | **1,681,898** | 1,647,170 |
| Premises and equipment | **628,966** | 634,657 |
| Goodwill | **505,448** | 444,268 |
| Other intangible assets | **90,757** | 93,193 |
| Accrued income and other assets | **1,646,935** | 1,609,877 |
| **Total assets** | **$ 61,145,753** | $ 59,467,175 |
| **Liabilities and shareholders equity** | | |
| **Liabilities** | | |
| Deposits | **$ 49,348,753** | $ 47,506,718 |
| Short-term borrowings | **1,398,393** | 552,143 |
| Federal Home Loan Bank advances | **333,233** | 1,808,293 |
| Other long-term debt | **1,842,684** | 1,349,119 |
| Subordinated notes | **980,735** | 1,100,860 |
| Accrued expenses and other liabilities | **1,065,721** | 1,059,888 |
| **Total liabilities** | **54,969,519** | 53,377,021 |
| **Shareholders equity** | | |
| Preferred stock authorized 6,617,808 shares: | | |
| Series A, 8.50% fixed rate, non-cumulative perpetual convertible preferred stock, par value of $0.01, and liquidation value per share of $1,000 | **362,507** | 362,507 |
| Series B, floating rate, non-voting, non-cumulative perpetual preferred stock, par value of $0.01, and liquidation value per share of $1,000 | **23,785** | 23,785 |
| Common stock | **8,290** | 8,322 |
| Capital surplus | **7,372,024** | 7,398,515 |
| Less treasury shares, at cost | **(8,793)** | (9,643) |
| Accumulated other comprehensive loss | **(201,747)** | (214,009) |
| Retained (deficit) earnings | **(1,379,832)** | (1,479,323) |
| **Total shareholders equity** | **6,176,234** | 6,090,154 |

| | | |
|---|---|---|
| **Total liabilities and shareholders equity** | **$ 61,145,753** | $ 59,467,175 |
| | | |
| Common shares authorized (par value of $0.01) | **1,500,000,000** | 1,500,000,000 |
| Common shares issued | **828,989,905** | 832,217,098 |
| Common shares outstanding | **827,771,805** | 830,963,427 |
| Treasury shares outstanding | **1,218,100** | 1,253,671 |
| Preferred shares issued | **1,967,071** | 1,967,071 |
| Preferred shares outstanding | **398,007** | 398,007 |

*(1) Amounts represent loans for which Huntington has elected the fair value option.*
*See Notes to Unaudited Condensed Consolidated Financial Statements*

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**Huntington Bancshares Incorporated**

**Condensed Consolidated Statements of Income**

***(Unaudited)***

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands, except per share amounts)* | **2014** | 2013 |
| Interest and fee income: | | |
| Loans and leases | **$ 402,522** | $ 406,879 |
| Available-for-sale and other securities | | |
| Taxable | **38,456** | 40,185 |
| Tax-exempt | **5,471** | 2,615 |
| Held-to-maturity securities - taxable | **23,320** | 9,838 |
| Other | **2,686** | 5,802 |
| Total interest income | **472,455** | 465,319 |
| Interest expense: | | |
| Deposits | **23,938** | 32,035 |
| Short-term borrowings | **150** | 234 |
| Federal Home Loan Bank advances | **453** | 301 |
| Subordinated notes and other long-term debt | **10,408** | 8,579 |
| Total interest expense | **34,949** | 41,149 |
| Net interest income | **437,506** | 424,170 |
| Provision for credit losses | **24,630** | 29,592 |
| Net interest income after provision for credit losses | **412,876** | 394,578 |
| Service charges on deposit accounts | **64,582** | 60,883 |
| Mortgage banking income | **23,089** | 45,248 |
| Trust services | **29,565** | 31,160 |
| Electronic banking | **23,642** | 20,713 |
| Insurance income | **16,496** | 19,252 |
| Brokerage income | **17,071** | 17,995 |
| Bank owned life insurance income | **13,307** | 13,442 |
| Capital markets fees | **9,194** | 7,834 |
| Gain on sale of loans | **3,570** | 2,616 |
| Net gains on sales of securities | **16,970** | 187 |
| Impairment losses recognized in earnings on available-for-sale securities | | (696) |
| Other noninterest income | **30,999** | 37,984 |
| Total noninterest income | **248,485** | 256,618 |
| Personnel costs | **249,477** | 258,895 |
| Outside data processing and other services | **51,490** | 49,265 |
| Net occupancy | **33,433** | 30,114 |
| Equipment | **28,750** | 24,880 |
| Marketing | **10,686** | 10,971 |
| Deposit and other insurance expense | **13,718** | 15,490 |
| Amortization of intangibles | **9,291** | 10,320 |

| | | |
|---|---|---|
| Professional services | **12,231** | 7,192 |
| Other noninterest expense | **51,045** | 35,666 |
| Total noninterest expense | **460,121** | 442,793 |
| Income before income taxes | **201,240** | 208,403 |
| Provision for income taxes | **52,097** | 55,129 |
| Net income | **149,143** | 153,274 |
| Dividends on preferred shares | **7,964** | 7,970 |
| Net income applicable to common shares | **$ 141,179** | $ 145,304 |
| Average common shares basic | **829,659** | 841,103 |
| Average common shares diluted | **842,677** | 848,708 |
| Per common share: | | |
| Net income basic | **$ 0.17** | $ 0.17 |
| Net income diluted | **0.17** | 0.17 |
| Cash dividends declared | **0.05** | 0.04 |
| OTTI losses for the periods presented: | | |
| Total OTTI losses | **$** | $ (696) |
| Noncredit-related portion of loss recognized in OCI | | |
| Impairment losses recognized in earnings on available-for-sale securities | **$** | $ (696) |

*See Notes to Unaudited Condensed Consolidated Financial Statements*

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**Huntington Bancshares Incorporated**

**Condensed Consolidated Statements of Comprehensive Income**

***(Unaudited)***

| *(dollar amounts in thousands)* | **Three Months Ended March 31, 2014** | **2013** |
|---|---|---|
| Net income | **$ 149,143** | $ 153,274 |
| Other comprehensive income, net of tax: | | |
| Unrealized gains on available-for-sale and other securities: | | |
| Non-credit-related impairment recoveries on debt securities not expected to be sold | **4,789** | 3,831 |
| Unrealized net gains (losses) on available-for-sale and other securities arising during the period, net of reclassification for net realized gains | **6,953** | (5,347) |
| Total unrealized gains (losses) on available-for-sale and other securities | **11,742** | (1,516) |
| Unrealized gains (losses) on cash flow hedging derivatives | **(57)** | (12,970) |
| Change in accumulated unrealized losses for pension and other post-retirement obligations | **577** | 5,348 |
| Other comprehensive income (loss) | **12,262** | (9,138) |
| Comprehensive income | **$ 161,405** | $ 144,136 |

*See Notes to Unaudited Condensed Consolidated Financial Statements*

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**Huntington Bancshares Incorporated**

**Condensed Consolidated Statements of Changes in Shareholders Equity**

***(Unaudited)***

| | Preferred Stock | | | | | | | | | Accumulated | Retained | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Series B | | | | | | | Other | Earnings | |
| *(All amounts in thousands, except for per share amounts)* | Series A | | Floating Rate | | Common Stock | | Capital | Treasury Stock | | Comprehensive | | |
| | Shares | Amount | Shares | Amount | Shares | Amount | Surplus | Shares | Amount | Loss | (Deficit) | Total |
| Three Months Ended March 31, 2013 | | | | | | | | | | | | |
| Balance, beginning of period | 363 | $ 362,507 | 35 | $ 23,785 | 844,105 | $ 8,441 | $ 7,475,149 | (1,292) | $ (10,921) | $ (150,817) | $ (1,917,933) | $ 5,790,211 |
| Cumulative effect of change in accounting principle for low income housing tax credits, net of tax of $53,896 | | | | | | | | | | | (11,711) | (11,711) |
| Balance, beginning of period - as adjusted | 363 | $ 362,507 | 35 | $ 23,785 | 844,105 | $ 8,441 | $ 7,475,149 | (1,292) | $ (10,921) | $ (150,817) | $ (1,929,644) | $ 5,778,500 |
| Net income | | | | | | | | | | | 153,274 | 153,274 |
| Other comprehensive income (loss) | | | | | | | | | | (9,138) | | (9,138) |
| Repurchase of common stock | | | | | (4,738) | (47) | (33,553) | | | | | (33,600) |
| Cash dividends declared: | | | | | | | | | | | | |
| Common ($0.04 per share) | | | | | | | | | | | (33,569) | (33,569) |
| Preferred Series A ($21.25 per share) | | | | | | | | | | | (7,703) | (7,703) |
| Preferred Series B ($7.51 per share) | | | | | | | | | | | (267) | (267) |
| Recognition of the fair value of share-based compensation | | | | | | | 8,021 | | | | | 8,021 |
| Other share-based compensation activity | | | | | 720 | 7 | 1,706 | | | | (83) | 1,630 |
| Other | | | | | | | (36) | (37) | (220) | | 29 | (227) |
| Balance, end of period | 363 | $ 362,507 | 35 | $ 23,785 | 840,087 | $ 8,401 | $ 7,451,287 | (1,329) | $ (11,141) | $ (159,955) | $ (1,817,963) | $ 5,856,921 |
| Three Months Ended March 31, 2014 | | | | | | | | | | | | |
| Balance, beginning of period | **363** | **$ 362,507** | **35** | **$ 23,785** | **832,217** | **$ 8,322** | **$ 7,398,515** | **(1,331)** | **$ (9,643)** | **$ (214,009)** | **$ (1,470,154)** | **$ 6,099,323** |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Cumulative effect of change in accounting principle for low income housing tax credits, net of tax of $65,556 | | | | | | | | | | | **(9,169)** | **(9,169)** |
| Balance, beginning of period - as adjusted | **363** | **$ 362,507** | **35** | **$ 23,785** | **832,217** | **$ 8,322** | **$ 7,398,515** | **(1,331)** | **$ (9,643)** | **$ (214,009)** | **$ (1,479,323)** | **$ 6,090,154** |
| Net income | | | | | | | | | | | **149,143** | **149,143** |
| Other comprehensive income (loss) | | | | | | | | | | **12,262** | | **12,262** |
| Shares issued pursuant to acquisition | | | | | **8,670** | **87** | **91,577** | | | | | **91,664** |
| Shares issued to HIP | | | | | **276** | **3** | **2,594** | | | | | **2,597** |
| Repurchases of common stock | | | | | **(14,571)** | **(146)** | **(135,991)** | | | | | **(136,137)** |
| Cash dividends declared: | | | | | | | | | | | | |
| Common ($0.05 per share) | | | | | | | | | | | **(41,377)** | **(41,377)** |
| Preferred Series A ($21.25 per share) | | | | | | | | | | | **(7,703)** | **(7,703)** |
| Preferred Series B ($7.35 per share) | | | | | | | | | | | **(261)** | **(261)** |
| Recognition of the fair value of share-based compensation | | | | | | | **9,418** | | | | | **9,418** |
| Other share-based compensation activity | | | | | **2,380** | **24** | **6,405** | | | | **(331)** | **6,098** |
| Other | | | | | **18** | | **(494)** | **113** | **850** | | **20** | **376** |
| Balance, end of period | **363** | **$ 362,507** | **35** | **$ 23,785** | **828,990** | **$ 8,290** | **$ 7,372,024** | **(1,218)** | **$ (8,793)** | **$ (201,747)** | **$ (1,379,832)** | **$ 6,176,234** |

*See Notes to Unaudited Condensed Consolidated Financial Statements*

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**Huntington Bancshares Incorporated**

**Condensed Consolidated Statements of Cash Flows**

***(Unaudited)***

| *(dollar amounts in thousands)* | **Three Months Ended March 31, 2014** | 2013 |
|---|---|---|
| Operating activities | | |
| Net income | **$ 149,143** | $ 153,274 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Impairment of goodwill | **3,000** | |
| Provision for credit losses | **24,630** | 29,592 |
| Depreciation and amortization | **82,015** | 67,177 |
| Share-based compensation expense | **9,418** | 8,021 |
| Change in deferred income taxes | **(17,054)** | 48,565 |
| Originations of loans held for sale | **(461,764)** | (798,655) |
| Principal payments on and proceeds from loans held for sale | **447,907** | 865,553 |
| Gain on sale of loans held for sale | **(4,890)** | (20,258) |
| Net gain on sales of securities | **(16,970)** | (187) |
| Impairment losses recognized in earnings on available-for-sale securities | | 696 |
| Net change in: | | |
| Trading account securities | **(4,866)** | 4,685 |
| Accrued income and other assets | **(21,970)** | (11,854) |
| Accrued expense and other liabilities | **(32,635)** | (134,700) |
| Net cash provided by (used for) operating activities | **155,964** | 211,909 |
| Investing activities | | |
| Increase (decrease) in interest bearing deposits in banks | **(14,188)** | 37,292 |
| Cash paid for acquisition, net of cash received | **(13,452)** | |
| Proceeds from: | | |
| Maturities and calls of available-for-sale and other securities | **265,286** | 438,838 |
| Maturities of held-to-maturity securities | **100,965** | 50,136 |
| Sales of available-for-sale and other securities | **1,063,118** | 230,038 |
| Purchases of available-for-sale and other securities | **(1,655,751)** | (618,975) |
| Net proceeds from sales of loans | **58,847** | 39,150 |
| Net loan and lease activity, excluding sales | **(718,861)** | (660,070) |
| Proceeds from sale of operating lease assets | **287** | 3,786 |
| Purchases of premises and equipment | **(10,613)** | (23,942) |
| Proceeds from sales of other real estate | **6,261** | 9,206 |
| Purchases of loans and leases | **(40,121)** | (21,541) |
| Other, net | **1,704** | 401 |
| Net cash provided by (used for) investing activities | **(956,518)** | (515,681) |
| Financing activities | | |
| Increase (decrease) in deposits | **1,284,940** | 616,206 |
| Increase (decrease) in short-term borrowings | **836,892** | 154,490 |
| Maturity/redemption of subordinated notes | **(124,908)** | |
| Proceeds from Federal Home Loan Bank advances | **325,000** | 175,000 |
| Maturity/redemption of Federal Home Loan Bank advances | **(1,873,791)** | (1,000,481) |
| Proceeds from issuance of long-term debt | **500,000** | |
| Maturity/redemption of long-term debt | | (2,086) |

| | | |
|---|---|---|
| Dividends paid on preferred stock | **(7,964)** | (7,973) |
| Dividends paid on common stock | **(41,146)** | (33,683) |
| Repurchases of common stock | **(136,137)** | (33,600) |
| Net proceeds from issuance of common stock | **2,597** | |
| Other, net | **7,203** | 1,781 |
| Net cash provided by (used for) financing activities | **772,686** | (130,346) |
| Increase (decrease) in cash and cash equivalents | **(27,868)** | (434,118) |
| Cash and cash equivalents at beginning of period | **1,001,132** | 1,262,806 |
| Cash and cash equivalents at end of period | **$ 973,264** | $ 828,688 |
| Supplemental disclosures: | | |
| Income taxes paid (refunded) | **$ 114** | $ 3,254 |
| Interest paid | **35,341** | 38,312 |
| Non-cash activities | | |
| Loans transferred to held-for-sale from portfolio | | 26,316 |
| Loans transferred to portfolio from held-for-sale | **46,619** | |
| Dividends accrued, paid in subsequent quarter | **48,019** | 40,195 |

*See Notes to Unaudited Condensed Consolidated Financial Statements.*

**Huntington Bancshares Incorporated**

**Notes to Unaudited Condensed Consolidated Financial Statements**

## 1. BASIS OF PRESENTATION

The accompanying Unaudited Condensed Consolidated Financial Statements of Huntington reflect all adjustments consisting of normal recurring accruals which are, in the opinion of Management, necessary for a fair presentation of the consolidated financial position, the results of operations, and cash flows for the periods presented. These Unaudited Condensed Consolidated Financial Statements have been prepared according to the rules and regulations of the SEC and, therefore, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been omitted. The Notes to Consolidated Financial Statements appearing in Huntington s 2013 Form 10-K, which include descriptions of significant accounting policies, as updated by the information contained in this report, should be read in conjunction with these interim financial statements.

For statement of cash flows purposes, cash and cash equivalents are defined as the sum of Cash and due from banks which includes amounts on deposit with the Federal Reserve and Federal funds sold and securities purchased under resale agreements.

In conjunction with applicable accounting standards, all material subsequent events have been either recognized in the Unaudited Condensed Consolidated Financial Statements or disclosed in the Notes to Unaudited Condensed Consolidated Financial Statements.

## 2. ACCOUNTING STANDARDS UPDATE

**ASU 2013-11 Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.** The ASU requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. However, if a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The amendments were applied prospectively and were effective for interim and annual reporting periods beginning January 1, 2014. The amendments did not have a material impact on Huntington s Unaudited Condensed Consolidated Financial Statements.

**ASU 2014-01 Investments (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects.**

The amendments in ASU 2014-01 permit entities to make an accounting policy election to account for investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity recognizes the net investment performance in the income statement as a component of income tax expense (benefit). Huntington elected to early adopt the amended guidance during the first quarter of 2014. The guidance was applied retrospectively to all prior periods presented. The adoption resulted in an immaterial adjustment reducing retained earnings at the beginning of 2010. The impact to current period net income was not material. See discussion on Low Income Housing Tax Credit Partnerships in Note 16 for further information on this topic.

**ASU 2014-04 Receivables (Topic 310): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure.** The ASU clarifies that an in substance repossession or foreclosure occurs upon either the creditor obtaining legal title to the residential real estate property or the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014. The amendments may be adopted using either a modified retrospective transition method or a prospective transition method. Early adoption is permitted. Management does not believe the amendments will have a material impact on Huntington s Unaudited Condensed Consolidated Financial Statements.

## 3. LOANS / LEASES AND ALLOWANCE FOR CREDIT LOSSES

Loans and leases for which Huntington has the intent and ability to hold for the foreseeable future, or until maturity or payoff, are classified in the Unaudited Condensed Consolidated Balance Sheets as loans and leases. Except for loans which are accounted for at fair value, loans and leases are carried at the principal amount outstanding, net of unamortized deferred loan origination fees and costs and net of unearned income. At March 31, 2014, and December 31, 2013, the aggregate amount of these net unamortized deferred loan origination fees and costs and net unearned income was $182.7 million and $192.9 million, respectively.

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**Loan and Lease Portfolio Composition**

The following table provides a detailed listing of Huntington s loan and lease portfolio at March 31, 2014 and December 31, 2013:

| (dollar amounts in thousands) | March 31, 2014 | December 31, 2013 |
|---|---|---|
| Loans and leases: | | |
| Commercial and industrial | **$ 18,045,856** | $ 17,594,276 |
| Commercial real estate | **5,031,778** | 4,850,094 |
| Automobile | **6,998,792** | 6,638,713 |
| Home equity | **8,373,382** | 8,336,318 |
| Residential mortgage | **5,542,166** | 5,321,088 |
| Other consumer | **361,934** | 380,011 |
| Loans and leases | **44,353,908** | 43,120,500 |
| Allowance for loan and lease losses | **(631,918)** | (647,870) |
| Net loans and leases | **$ 43,721,990** | $ 42,472,630 |

As shown in the table above, the primary loan and lease portfolios are: C&I, CRE, automobile, home equity, residential mortgage, and other consumer. For ACL purposes, these portfolios are further disaggregated into classes. The classes within each portfolio are as follows:

| Portfolio | Class |
|---|---|
| Commercial and industrial | Owner occupied<br>Purchased credit-impaired<br>Other commercial and industrial |
| Commercial real estate | Retail properties<br>Multi family<br>Office<br>Industrial and warehouse<br>Purchased credit-impaired<br>Other commercial real estate |
| Automobile | NA (1) |
| Home equity | Secured by first-lien<br>Secured by junior-lien |
| Residential mortgage | Residential mortgage<br>Purchased credit-impaired |
| Other consumer | Other consumer<br>Purchased credit-impaired |

(1) Not applicable. The automobile loan portfolio is not further segregated into classes.

**Camco Financial acquisition**

On March 1, 2014, Huntington completed its acquisition of Camco Financial in a stock and cash transaction valued at $109.5 million. Loans with a fair value of $559.4 million were transferred to Huntington. These loans were recorded at fair value in accordance with applicable accounting guidance, ASC 805. The fair values for the loans were estimated using discounted cash flow analyses using interest rates currently being offered for loans with similar terms (Level 3), and reflected an estimate of probable losses and the credit risk associated with the loans.

Purchased Credit-Impaired Loans

Purchased loans with evidence of deterioration in credit quality since origination for which it is probable at acquisition that we will be unable to collect all contractually required payments are considered to be credit impaired. Purchased credit-impaired loans are initially recorded at fair value, which is estimated by discounting the cash flows expected to be collected at the acquisition date. Because the estimate of expected cash flows reflects an estimate of future credit losses expected to be incurred over the life of the loans, an allowance for credit losses is not recorded at the acquisition date. The excess of cash flows expected at acquisition over the

estimated fair value, referred to as the accretable yield, is recognized in interest income over the remaining life of the loan, or pool of loans, on a level-yield basis. The difference between the contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. A subsequent decrease in the estimate of cash flows expected to be received on purchased credit-impaired loans generally results in the recognition of an allowance for credit losses. Subsequent increases in cash flows result in reversal of any nonaccretable difference (or allowance for loan and lease losses to the extent any has been recorded) with a positive impact on interest income subsequently recognized. The measurement of cash flows involves assumptions and judgments for interest rates, prepayments, default rates, loss severity, and collateral values. All of these factors are inherently subjective and significant changes in the cash flow estimates over the life of the loan can result.

The following table reflects the contractually required payments receivable, cash flows expected to be collected, and fair value of the credit impaired Camco Financial loans at acquisition date:

| *(dollar amounts in thousands)* | **March 1, 2014** |
|---|---|
| Contractually required payments including interest | **$ 14,363** |
| Less: nonaccretable difference | **(11,234)** |
| Cash flows expected to be collected | **3,129** |
| Less: accretable yield | **(143)** |
| Fair value of loans acquired | **$ 2,986** |

The following table presents a rollforward of the accretable yield for purchased credit impaired loans by acquisition for three-month periods ended March 31, 2014 and 2013:

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Camco Financial | | |
| Balance, beginning of period | **$** | $ |
| Impact of acquisition/purchase on March 1, 2014 | **143** | |
| Additions | | |
| Accretion | **(9)** | |
| Reclassification from nonaccretable difference | | |
| Balance, end of period | **$ 134** | $ |
| Fidelity Bank | | |
| Balance, beginning of period | **$ 27,995** | $ 23,251 |
| Additions | | |
| Accretion | **(4,004)** | (3,319) |
| Reclassification from nonaccretable difference | **767** | 15,228 |
| Balance, end of period | **$ 24,758** | $ 35,160 |

The allowance for loan losses recorded on the purchased credit-impaired loan portfolio at March 31, 2014 and December 31, 2013 was $1.6 million and $2.4 million, respectively. The decrease is attributed to a reduction in the C&I component of the purchased credit-impaired loan portfolio. The following table reflects the ending and unpaid balances of all contractually required payments and carrying amounts of the acquired loans by acquisition at March 31, 2014 and December 31, 2013:

| (dollar amounts in thousands) | March 31, 2014 Ending Balance | March 31, 2014 Unpaid Balance | December 31, 2013 Ending Balance | December 31, 2013 Unpaid Balance |
|---|---|---|---|---|
| Camco Financial | | | | |
| Commercial and industrial | **$ 709** | **$ 1,717** | $ | $ |
| Commercial real estate | **2,286** | **11,820** | | |
| Total | **$ 2,995** | **$ 13,537** | $ | $ |
| Fidelity Bank | | | | |
| Commercial and industrial | **$ 35,688** | **$ 50,876** | $ 35,526 | $ 50,798 |
| Commercial real estate | **74,434** | **144,676** | 82,073 | 154,869 |
| Residential mortgage | **2,258** | **3,197** | 2,498 | 3,681 |
| Other consumer | **128** | **213** | 129 | 219 |
| Total | **$ 112,508** | **$ 198,962** | $ 120,226 | $ 209,567 |

**Loan Purchases and Sales**

The following table summarizes significant portfolio loan purchase and sale activity for the three-month periods ended March 31, 2014 and 2013. The table below excludes mortgage loans originated for sale.

| (dollar amounts in thousands) | Commercial and Industrial | Commercial Real Estate | Automobile | Home Equity | Residential Mortgage | Other Consumer | Total |
|---|---|---|---|---|---|---|---|
| Portfolio loans and leases purchased during the: | | | | | | | |
| Three-month period ended March 31, 2014 | **$ 40,121** | **$** | **$** | **$** | **$** | **$** | **$ 40,121** |
| Three-month period ended March 31, 2013 | $ 21,541 | $ | $ | $ | $ | $ | $ 21,541 |
| Portfolio loans and leases sold or transferred to loans held for sale during the: | | | | | | | |
| Three-month period ended March 31, 2014 | **$ 54,258** | **$ 39** | **$** | **$** | **$** | **$** | **$ 54,297** |
| Three-month period ended March 31, 2013 | $ 27,602 | $ 3,903 | $ | $ | $ 4,391 | $ | $ 35,896 |

**NALs and Past Due Loans**

Loans are considered past due when the contractual amounts due with respect to principal and interest are not received within 30 days of the contractual due date.

Any loan in any portfolio may be placed on nonaccrual status prior to the policies described below when collection of principal or interest is in doubt. When a borrower with debt is discharged in a Chapter 7 bankruptcy and not reaffirmed by the borrower, the loan is determined to be collateral dependent and placed on nonaccrual status.

All classes within the C&I and CRE portfolios (except for purchased credit-impaired loans) are placed on nonaccrual status at 90-days past due. Residential mortgage loans are placed on nonaccrual status at 150-days past due, with the exception of residential mortgages guaranteed by government organizations which continue to accrue interest at the rate guaranteed by the government agency. First-lien home equity loans are placed on nonaccrual status at 150-days past due. Junior-lien home equity loans are placed on nonaccrual status at the earlier of 120-days past due or when the related first-lien loan has been identified as nonaccrual. Automobile and other consumer loans are generally charged-off when the loan is 120-days past due.

For all classes within all loan portfolios, when a loan is placed on nonaccrual status, any accrued interest income is reversed with current year accruals charged to interest income, and prior year amounts charged-off as a credit loss.

For all classes within all loan portfolios, cash receipts received on NALs are applied entirely against principal until the loan or lease has been collected in full, after which time any additional cash receipts are recognized as interest income. However, for secured non-reaffirmed debt in a Chapter 7 bankruptcy, payments are applied to principal and interest when the borrower has demonstrated a capacity to continue payment of the debt and collection of the debt is reasonably assured. For unsecured non-reaffirmed debt in a Chapter 7 bankruptcy where the carrying value has been fully charged-off, payments are recorded as loan recoveries.

Regarding all classes within the C&I and CRE portfolios, the determination of a borrower s ability to make the required principal and interest payments is based on an examination of the borrower s current financial statements, industry, management capabilities, and other qualitative measures. For all classes within the consumer loan portfolio, the determination of a borrower s ability to make the required principal and interest payments is based on multiple factors, including number of days past due and, in some instances, an evaluation of the borrower s financial condition. When, in Management s judgment, the borrower s ability to make required principal and interest payments resumes and collectability is no longer in doubt, the loan or lease is returned to accrual status. For these loans that have been returned to accrual status, cash receipts are applied according to the contractual terms of the loan.

The following table presents NALs by loan class at March 31, 2014 and December 31, 2013:

| *(dollar amounts in thousands)* | **2014 March 31,** | 2013 December 31, |
|---|---|---|
| Commercial and industrial: | | |
| Owner occupied | **$ 35,971** | $ 38,321 |
| Other commercial and industrial | **21,082** | 18,294 |
| Total commercial and industrial | **$ 57,053** | $ 56,615 |
| Commercial real estate: | | |
| Retail properties | **$ 29,638** | $ 27,328 |
| Multi family | **12,884** | 9,289 |
| Office | **13,130** | 18,995 |
| Industrial and warehouse | **4,063** | 6,310 |
| Other commercial real estate | **11,629** | 11,495 |
| Total commercial real estate | **$ 71,344** | $ 73,417 |
| Automobile | **$ 6,218** | $ 6,303 |
| Home equity: | | |
| Secured by first-lien | **$ 39,267** | $ 36,288 |
| Secured by junior-lien | **31,595** | 29,901 |
| Total home equity | **$ 70,862** | $ 66,189 |
| Residential mortgage | **$ 121,681** | $ 119,532 |
| Other consumer | **$** | $ |
| Total nonaccrual loans | **$ 327,158** | $ 322,056 |

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The following table presents an aging analysis of loans and leases, including past due loans, by loan class at March 31, 2014 and December 31, 2013: (1)

| | March 31, 2014 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Past Due | | | | | Total Loans | 90 or more days past due and |
| *(dollar amounts in thousands)* | 30-59 Days | 60-89 Days | 90 or more days | Total | Current | and Leases | accruing |
| Commercial and industrial: | | | | | | | |
| Owner occupied | **$ 11,167** | **$ 1,355** | **$ 24,523** | **$ 37,045** | **$ 4,364,856** | **$ 4,401,901** | **$** |
| Purchased credit-impaired | **2,799** | **163** | **11,554** | **14,516** | **21,881** | **36,397** | **11,554** |
| Other commercial and industrial | **21,666** | **1,487** | **12,266** | **35,419** | **13,572,139** | **13,607,558** | |
| Total commercial and industrial | **$ 35,632** | **$ 3,005** | **$ 48,343** | **$ 86,980** | **$ 17,958,876** | **$ 18,045,856** | **$ 11,554(2)** |
| Commercial real estate: | | | | | | | |
| Retail properties | **$ 2,317** | **$ 2,523** | **$ 8,098** | **$ 12,938** | **$ 1,402,485** | **$ 1,415,423** | **$** |
| Multi family | **2,509** | **3,977** | **6,464** | **12,950** | **1,039,757** | **1,052,707** | |
| Office | **2,532** | **62** | **5,801** | **8,395** | **944,575** | **952,970** | |
| Industrial and warehouse | **211** | **225** | **1,012** | **1,448** | **486,567** | **488,015** | |
| Purchased credit-impaired | **1,817** | **2,231** | **36,711** | **40,759** | **35,961** | **76,720** | **36,711** |
| Other commercial real estate | **6,247** | **331** | **6,584** | **13,162** | **1,032,781** | **1,045,943** | |
| Total commercial real estate | **$ 15,633** | **$ 9,349** | **$ 64,670** | **$ 89,652** | **$ 4,942,126** | **$ 5,031,778** | **$ 36,711(2)** |
| Automobile | **$ 34,281** | **$ 5,993** | **$ 4,347** | **$ 44,621** | **$ 6,954,171** | **$ 6,998,792** | **$ 4,252** |
| Home equity: | | | | | | | |
| Secured by first-lien | **$ 16,346** | **$ 8,098** | **$ 32,357** | **$ 56,801** | **$ 4,829,556** | **$ 4,886,357** | **$ 7,778** |
| Secured by junior-lien | **31,693** | **13,261** | **31,969** | **76,923** | **3,410,102** | **3,487,025** | **7,716** |
| Total home equity | **$ 48,039** | **$ 21,359** | **$ 64,326** | **$ 133,724** | **$ 8,239,658** | **$ 8,373,382** | **$ 15,494** |
| Residential mortgage: | | | | | | | |
| Residential mortgage | **$ 107,113** | **$ 45,789** | **$ 154,607** | **$ 307,509** | **$ 5,232,399** | **$ 5,539,908** | **$ 85,901(3)** |
| Purchased credit-impaired | **125** | | **117** | **242** | **2,016** | **2,258** | **117** |
| Total residential mortgage | **$ 107,238** | **$ 45,789** | **$ 154,724** | **$ 307,751** | **$ 5,234,415** | **$ 5,542,166** | **$ 86,018** |
| Other consumer: | | | | | | | |
| Other consumer | **$ 4,757** | **$ 793** | **$ 867** | **$ 6,417** | **$ 355,389** | **$ 361,806** | **$ 867** |
| Purchased credit-impaired | **69** | | | **69** | **59** | **128** | |
| Total other consumer | **$ 4,826** | **$ 793** | **$ 867** | **$ 6,486** | **$ 355,448** | **$ 361,934** | **$ 867** |
| Total loans and leases | **$ 245,649** | **$ 86,288** | **$ 337,277** | **$ 669,214** | **$ 43,684,694** | **$ 44,353,908** | **$ 154,896** |

| | December 31, 2013 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Past Due | | | | | Total Loans | 90 or more days past due and |
| *(dollar amounts in thousands)* | 30-59 Days | 60-89 Days | 90 or more days | Total | Current | and Leases | accruing |
| Commercial and industrial: | | | | | | | |
| Owner occupied | $ 5,935 | $ 1,879 | $ 25,658 | $ 33,472 | $ 4,314,400 | $ 4,347,872 | $ |
| Purchased credit-impaired | 241 | 433 | 14,562 | 15,236 | 20,290 | 35,526 | 14,562 |
| Other commercial and industrial | 10,342 | 3,075 | 11,210 | 24,627 | 13,186,251 | 13,210,878 | |
| Total commercial and industrial | $ 16,518 | $ 5,387 | $ 51,430 | $ 73,335 | $ 17,520,941 | $ 17,594,276 | $ 14,562(2) |
| Commercial real estate: | | | | | | | |
| Retail properties | $ 19,372 | $ 1,228 | $ 5,252 | $ 25,852 | $ 1,237,717 | $ 1,263,569 | $ |

| | | | | | | |
|---|---|---|---|---|---|---|
| Multi family | 2,425 | 943 | 6,726 | 10,094 | 1,015,497 | 1,025,591 |
| Office | 1,635 | 545 | 12,700 | 14,880 | 927,413 | 942,293 |

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| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Industrial and warehouse | 465 | 3,714 | 4,395 | 8,574 | 464,319 | 472,893 | |
| Purchased credit-impaired | 1,311 | | 39,142 | 40,453 | 41,620 | 82,073 | 39,142 |
| Other commercial real estate | 5,922 | 1,134 | 7,192 | 14,248 | 1,049,427 | 1,063,675 | |
| Total commercial real estate | $ 31,130 | $ 7,564 | $ 75,407 | $ 114,101 | $ 4,735,993 | $ 4,850,094 | $ 39,142(2) |
| Automobile | $ 45,174 | $ 8,863 | $ 5,140 | $ 59,177 | $ 6,579,536 | $ 6,638,713 | $ 5,055 |
| Home equity | | | | | | | |
| Secured by first-lien | $ 20,551 | $ 8,746 | $ 28,472 | $ 57,769 | $ 4,784,375 | $ 4,842,144 | $ 6,338 |
| Secured by junior-lien | 28,965 | 13,071 | 31,392 | 73,428 | 3,420,746 | 3,494,174 | 7,645 |
| Total home equity | $ 49,516 | $ 21,817 | $ 59,864 | $ 131,197 | $ 8,205,121 | $ 8,336,318 | $ 13,983 |
| Residential mortgage | | | | | | | |
| Residential mortgage | $ 101,584 | $ 41,784 | $ 158,956 | $ 302,324 | $ 5,016,266 | $ 5,318,590 | $ 90,115(4) |
| Purchased credit-impaired | 194 | | 339 | 533 | 1,965 | 2,498 | 339 |
| Total residential mortgage | $ 101,778 | $ 41,784 | $ 159,295 | $ 302,857 | $ 5,018,231 | $ 5,321,088 | $ 90,454 |
| Other consumer | | | | | | | |
| Other consumer | $ 6,465 | $ 1,276 | $ 998 | $ 8,739 | $ 371,143 | $ 379,882 | $ 998 |
| Purchased credit-impaired | 69 | | | 69 | 60 | 129 | |
| Total other consumer | $ 6,534 | $ 1,276 | $ 998 | $ 8,808 | $ 371,203 | $ 380,011 | $ 998 |
| Total loans and leases | $ 250,650 | $ 86,691 | $ 352,134 | $ 689,475 | $ 42,431,025 | $ 43,120,500 | $ 164,194 |

(1) NALs are included in this aging analysis based on the loan s past due status.
(2) All amounts represent accruing purchased impaired loans related to acquisitions. Under the applicable accounting guidance (ASC 310-30), the loans were recorded at fair value upon acquisition and remain in accruing status.
(3) Includes $56,484 thousand guaranteed by the U.S. government.
(4) Includes $87,985 thousand guaranteed by the U.S. government.

**Allowance for Credit Losses**

Huntington maintains two reserves, both of which reflect Management s judgment regarding the appropriate level necessary to absorb credit losses inherent in our loan and lease portfolio: the ALLL and the AULC. Combined, these reserves comprise the total ACL. The determination of the ACL requires significant estimates, including the timing and amounts of expected future cash flows on impaired loans and leases, consideration of current economic conditions, and historical loss experience pertaining to pools of homogeneous loans and leases, all of which may be susceptible to change.

The appropriateness of the ACL is based on Management s current judgments about the credit quality of the loan portfolio. These judgments consider on-going evaluations of the loan and lease portfolio, including such factors as the differing economic risks associated with each loan category, the financial condition of specific borrowers, the level of delinquent loans, the value of any collateral and, where applicable, the existence of any guarantees or other documented support. Further, Management evaluates the impact of changes in interest rates and overall economic conditions on the ability of borrowers to meet their financial obligations when quantifying our exposure to credit losses and assessing the appropriateness of our ACL at each reporting date. In addition to general economic conditions and the other factors described above, additional factors also considered include: the impact of increasing or decreasing residential real estate values; the diversification of CRE loans; the development of new or expanded Commercial business segments such as healthcare, ABL, and energy, and the overall condition of the manufacturing industry. Also, the ACL assessment includes the on-going assessment of credit quality metrics, and a comparison of certain ACL benchmarks to current performance. Management s determinations regarding the appropriateness of the ACL are reviewed and approved by the Company s board of directors.

The ALLL consists of two components: (1) the transaction reserve, which includes a loan level allocation, specific reserves related to loans considered to be impaired, and loans involved in troubled debt restructurings, and (2) the general reserve. The transaction reserve component includes both (1) an estimate of loss based on pools of commercial and consumer loans and leases with similar characteristics and (2) an estimate of loss based on an impairment review of each impaired C&I and CRE loan greater than $1.0 million. For the C&I and CRE portfolios, the estimate of loss based on pools of loans and leases with similar characteristics is made by applying a PD factor and a LGD factor to each individual loan based on a regularly updated loan grade, using a standardized loan grading system. The PD factor and an LGD factor are determined for each loan grade using statistical models based on historical performance data. The PD factor considers on-going reviews of the

financial performance of the specific borrower, including cash

flow, debt-service coverage ratio, earnings power, debt level, and equity position, in conjunction with an assessment of the borrower s industry and future prospects. The LGD factor considers analysis of the type of collateral and the relative LTV ratio. These reserve factors are developed based on credit migration models that track historical movements of loans between loan ratings over time and a combination of long-term average loss experience of our own portfolio and external industry data using a 24-month emergence period.

In the case of more homogeneous portfolios, such as automobile loans, home equity loans, and residential mortgage loans, the determination of the transaction reserve also incorporates PD and LGD factors. The estimate of loss is based on pools of loans and leases with similar characteristics. The PD factor considers current credit scores unless the account is delinquent, in which case a higher PD factor is used. The credit score provides a basis for understanding the borrower s past and current payment performance, and this information is used to estimate expected losses over the 12-month emergence period. The performance of first-lien loans ahead of our junior-lien loans is available to use as part of our updated score process. The LGD factor considers analysis of the type of collateral and the relative LTV ratio. Credit scores, models, analyses, and other factors used to determine both the PD and LGD factors are updated frequently to capture the recent behavioral characteristics of the subject portfolios, as well as any changes in loss mitigation or credit origination strategies, and adjustments to the reserve factors are made as required. Models utilized in the ALLL estimation process are subject to the Company s model validation policies.

The general reserve consists of the economic reserve and risk-profile reserve components. The economic reserve component considers the potential impact of changing market and economic conditions on portfolio performance. The risk-profile component considers items unique to our structure, policies, processes, and portfolio composition, as well as qualitative measurements and assessments of the loan portfolios including, but not limited to, management quality, concentrations, portfolio composition, industry comparisons, and internal review functions.

The estimate for the AULC is determined using the same procedures and methodologies as used for the ALLL. The loss factors used in the AULC are the same as the loss factors used in the ALLL while also considering a historical utilization of unused commitments. The AULC is reflected in accrued expenses and other liabilities in the Unaudited Condensed Consolidated Balance Sheet.

The ACL is increased through a provision for credit losses that is charged to earnings, based on Management s quarterly evaluation of the factors previously mentioned, and is reduced by charge-offs, net of recoveries, and the ACL associated with securitized or sold loans. There were no material changes in assumptions or estimation techniques compared with prior periods that impacted the determination of the current period s ALLL and AULC.

The following table presents ALLL and AULC activity by portfolio segment for the three-month periods ended March 31, 2014 and 2013:

| *(dollar amounts in thousands)* | Commercial and Industrial | Commercial Real Estate | Automobile | Home Equity | Residential Mortgage | Other Consumer | Total |
|---|---|---|---|---|---|---|---|
| Three-month period ended March 31, 2014: | | | | | | | |
| ALLL balance, beginning of period | **$ 265,801** | **$ 162,557** | **$ 31,053** | **$ 111,131** | **$ 39,577** | **$ 37,751** | **$ 647,870** |
| Loan charge-offs | **(16,337)** | **(10,110)** | **(8,044)** | **(21,059)** | **(8,986)** | **(8,475)** | **(73,011)** |
| Recoveries of loans previously charged-off | **7,731** | **11,097** | **3,402** | **5,372** | **1,127** | **1,296** | **30,025** |
| Provision for loan and lease losses | **9,784** | **(3,238)** | **(1,233)** | **17,733** | **7,350** | **(2,235)** | **28,161** |
| Allowance for loans sold or transferred to loans held for sale | | | | | | **(1,127)** | **(1,127)** |
| ALLL balance, end of period | **$ 266,979** | **$ 160,306** | **$ 25,178** | **$ 113,177** | **$ 39,068** | **$ 27,210** | **$ 631,918** |
| AULC balance, beginning of period | **$ 49,596** | **$ 9,891** | **$** | **$ 1,763** | **$ 9** | **$ 1,640** | **$ 62,899** |
| Provision for unfunded loan commitments and letters of credit | **(3,280)** | **(764)** | | **28** | **(1)** | **486** | **(3,531)** |
| AULC balance, end of period | **$ 46,316** | **$ 9,127** | **$** | **$ 1,791** | **$ 8** | **$ 2,126** | **$ 59,368** |
| ACL balance, end of period | **$ 313,295** | **$ 169,433** | **$ 25,178** | **$ 114,968** | **$ 39,076** | **$ 29,336** | **$ 691,286** |

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| *(dollar amounts in thousands)* | Commercial and Industrial | Commercial Real Estate | Automobile | Home Equity | Residential Mortgage | Other Consumer | Total |
|---|---|---|---|---|---|---|---|
| Three-month period ended March 31, 2013: | | | | | | | |
| ALLL balance, beginning of period | $ 241,051 | $ 285,369 | $ 34,979 | $ 118,764 | $ 61,658 | $ 27,254 | $ 769,075 |
| Loan charge-offs | (13,013) | (22,368) | (5,688) | (26,531) | (7,901) | (8,641) | (84,142) |
| Recoveries of loans previously charged-off | 9,696 | 9,590 | 3,094 | 6,549 | 1,753 | 1,773 | 32,455 |
| Provision for loan and lease losses | 364 | (5,155) | 3,588 | 17,076 | 7,559 | 5,956 | 29,388 |
| Allowance for loans sold or transferred to loans held for sale | | | | | (7) | | (7) |
| ALLL balance, end of period | $ 238,098 | $ 267,436 | $ 35,973 | $ 115,858 | $ 63,062 | $ 26,342 | $ 746,769 |
| AULC balance, beginning of period | $ 33,868 | $ 4,740 | $ | $ 1,356 | $ 3 | $ 684 | $ 40,651 |
| Provision for unfunded loan commitments and letters of credit | (33) | (336) | | 556 | 3 | 14 | 204 |
| AULC balance, end of period | $ 33,835 | $ 4,404 | $ | $ 1,912 | $ 6 | $ 698 | $ 40,855 |
| ACL balance, end of period | $ 271,933 | $ 271,840 | $ 35,973 | $ 117,770 | $ 63,068 | $ 27,040 | $ 787,624 |

Any loan in any portfolio may be charged-off prior to the policies described below if a loss confirming event has occurred. Loss confirming events include, but are not limited to, bankruptcy (unsecured), continued delinquency, foreclosure, or receipt of an asset valuation indicating a collateral deficiency and that asset is the sole source of repayment. Additionally, discharged, collateral dependent non-reaffirmed debt in Chapter 7 bankruptcy filings will result in a charge-off to estimated collateral value, less anticipated selling costs.

C&I and CRE loans are either charged-off or written down to net realizable value at 90-days past due. Automobile loans and other consumer loans are charged-off at 120-days past due. First-lien and junior-lien home equity loans are charged-off to the estimated fair value of the collateral, less anticipated selling costs, at 150-days past due and 120-days past due, respectively. Residential mortgages are charged-off to the estimated fair value of the collateral, less anticipated selling costs, at 150-days past due.

**Credit Quality Indicators**

To facilitate the monitoring of credit quality for C&I and CRE loans, and for purposes of determining an appropriate ACL level for these loans, Huntington utilizes the following categories of credit grades:

Pass = Higher quality loans that do not fit any of the other categories described below.

OLEM = The credit risk may be relatively minor yet represent a risk given certain specific circumstances. If the potential weaknesses are not monitored or mitigated, the loan may weaken or the collateral may be inadequate to protect Huntington s position in the future. For these reasons, Huntington considers the loans to be potential problem loans.

Substandard = Inadequately protected loans by the borrower s ability to repay, equity, and/or the collateral pledged to secure the loan. These loans have identified weaknesses that could hinder normal repayment or collection of the debt. It is likely Huntington will sustain some loss if any identified weaknesses are not mitigated.

Doubtful = Loans that have all of the weaknesses inherent in those loans classified as Substandard, with the added elements of the full collection of the loan is improbable and that the possibility of loss is high.

The categories above, which are derived from standard regulatory rating definitions, are assigned upon initial approval of the loan or lease and subsequently updated as appropriate.

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Commercial loans categorized as OLEM, Substandard, or Doubtful are considered Criticized loans. Commercial loans categorized as Substandard or Doubtful are also considered Classified loans.

For all classes within all consumer loan portfolios, each loan is assigned a specific PD factor that is partially based on the borrower s most recent credit bureau score (FICO), which we update quarterly. A FICO credit bureau score is a credit score developed by Fair Isaac Corporation based on data provided by the credit bureaus. The FICO credit bureau score is widely accepted as the standard measure of consumer credit risk used by lenders, regulators, rating agencies, and consumers. The higher the FICO credit bureau score, the higher likelihood of repayment and therefore, an indicator of higher credit quality.

Huntington assesses the risk in the loan portfolio by utilizing numerous risk characteristics. The classifications described above, and also presented in the table below, represent one of those characteristics that are closely monitored in the overall credit risk management processes. The table below also shows an increase in FICO scores less than 650 for the automobile portfolio. This increase is proportional to growth in the portfolio and does not reflect a deterioration in asset quality for the portfolio, as other risk characteristics mitigate any increased level of risk associated with the FICO score distribution.

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The following table presents each loan and lease class by credit quality indicator at March 31, 2014 and December 31, 2013:

| | **March 31, 2014** | | | | |
|---|---|---|---|---|---|
| | Credit Risk Profile by UCS classification | | | | |
| *(dollar amounts in thousands)* | Pass | OLEM | Substandard | Doubtful | Total |
| Commercial and industrial: | | | | | |
| Owner occupied | **$ 4,118,040** | **$ 107,617** | **$ 170,600** | **$ 5,644** | **$ 4,401,901** |
| Purchased credit-impaired | **4,933** | **642** | **27,420** | **3,402** | **36,397** |
| Other commercial and industrial | **13,045,701** | **216,139** | **341,836** | **3,882** | **13,607,558** |
| Total commercial and industrial | **$ 17,168,674** | **$ 324,398** | **$ 539,856** | **$ 12,928** | **$ 18,045,856** |
| Commercial real estate: | | | | | |
| Retail properties | **$ 1,310,593** | **$ 13,185** | **$ 91,455** | **$ 190** | **$ 1,415,423** |
| Multi family | **987,389** | **23,051** | **42,150** | **117** | **1,052,707** |
| Office | **849,428** | **6,137** | **95,257** | **2,148** | **952,970** |
| Industrial and warehouse | **447,762** | **14,368** | **25,885** | | **488,015** |
| Purchased credit-impaired | **8,378** | **1,088** | **64,561** | **2,693** | **76,720** |
| Other commercial real estate | **960,169** | **15,491** | **69,695** | **588** | **1,045,943** |
| Total commercial real estate | **$ 4,563,719** | **$ 73,320** | **$ 389,003** | **$ 5,736** | **$ 5,031,778** |

| | Credit Risk Profile by FICO score (1) | | | | |
|---|---|---|---|---|---|
| | 750+ | 650-749 | <650 | Other (2) | Total |
| Automobile | **$ 3,186,518** | **$ 2,664,896** | **$ 948,010** | **$ 199,368** | **$ 6,998,792** |
| Home equity: | | | | | |
| Secured by first-lien | **$ 3,047,848** | **$ 1,412,622** | **$ 285,738** | **$ 140,149** | **$ 4,886,357** |
| Secured by junior-lien | **1,802,250** | **1,169,131** | **413,056** | **102,588** | **3,487,025** |
| Total home equity | **$ 4,850,098** | **$ 2,581,753** | **$ 698,794** | **$ 242,737** | **$ 8,373,382** |
| Residential mortgage: | | | | | |
| Residential mortgage | **$ 2,999,267** | **$ 1,781,821** | **$ 701,108** | **$ 57,712** | **$ 5,539,908** |
| Purchased credit-impaired | **630** | **1,034** | **594** | | **2,258** |
| Total residential mortgage | **$ 2,999,897** | **$ 1,782,855** | **$ 701,702** | **$ 57,712** | **$ 5,542,166** |
| Other consumer: | | | | | |
| Other consumer | **$ 159,113** | **$ 161,376** | **$ 41,007** | **$ 310** | **$ 361,806** |
| Purchased credit-impaired | | **59** | **69** | | **128** |
| Total other consumer | **$ 159,113** | **$ 161,435** | **$ 41,076** | **$ 310** | **$ 361,934** |

| | December 31, 2013 | | | | |
|---|---|---|---|---|---|
| | Credit Risk Profile by UCS classification | | | | |
| *(dollar amounts in thousands)* | Pass | OLEM | Substandard | Doubtful | Total |
| Commercial and industrial: | | | | | |
| Owner occupied | $ 4,052,579 | $ 130,645 | $ 155,994 | $ 8,654 | $ 4,347,872 |
| Purchased credit-impaired | 5,015 | 661 | 27,693 | 2,157 | 35,526 |
| Other commercial and industrial | 12,630,512 | 211,860 | 364,343 | 4,163 | 13,210,878 |
| Total commercial and industrial | $ 16,688,106 | $ 343,166 | $ 548,030 | $ 14,974 | $ 17,594,276 |
| Commercial real estate: | | | | | |
| Retail properties | $ 1,153,747 | $ 16,003 | $ 93,819 | $ | $ 1,263,569 |
| Multi family | 972,526 | 16,540 | 36,411 | 114 | 1,025,591 |
| Office | 847,411 | 4,866 | 87,722 | 2,294 | 942,293 |
| Industrial and warehouse | 431,057 | 14,138 | 27,698 | | 472,893 |
| Purchased credit-impaired | 13,127 | 3,586 | 62,577 | 2,783 | 82,073 |

| | | | | | |
|---|---|---|---|---|---|
| Other commercial real estate | 977,987 | 16,270 | 68,653 | 765 | 1,063,675 |
| Total commercial real estate | $ 4,395,855 | $ 71,403 | $ 376,880 | $ 5,956 | $ 4,850,094 |

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| | Credit Risk Profile by FICO score (1) | | | | |
|---|---|---|---|---|---|
| | 750+ | 650-749 | <650 | Other (2) | Total |
| Automobile | $ 2,987,323 | $ 2,517,756 | $ 945,604 | $ 188,030 | $ 6,638,713(3) |
| Home equity: | | | | | |
| Secured by first-lien | $ 3,018,784 | $ 1,412,445 | $ 299,681 | $ 111,234 | $ 4,842,144 |
| Secured by junior-lien | 1,811,102 | 1,213,024 | 413,695 | 56,353 | 3,494,174 |
| Total home equity | $ 4,829,886 | $ 2,625,469 | $ 713,376 | $ 167,587 | $ 8,336,318 |
| Residential mortgage | | | | | |
| Residential mortgage | $ 2,837,590 | $ 1,710,183 | $ 699,541 | $ 71,276 | $ 5,318,590 |
| Purchased credit-impaired | 588 | 989 | 921 | | 2,498 |
| Total residential mortgage | $ 2,838,178 | $ 1,711,172 | $ 700,462 | $ 71,276 | $ 5,321,088 |
| Other consumer | | | | | |
| Other consumer | $ 161,858 | $ 157,675 | $ 45,370 | $ 14,979 | $ 379,882 |
| Purchased credit-impaired | | 60 | 69 | | 129 |
| Total other consumer | $ 161,858 | $ 157,735 | $ 45,439 | $ 14,979 | $ 380,011 |

(1) Reflects currently updated customer credit scores.
(2) Reflects deferred fees and costs, loans in process, loans to legal entities, etc.
(3) Included $0.3 billion of loans reflected as loans held for sale related to an automobile securitization expected to be completed in 2013. During the 2013 second quarter, this amount was transferred from loans held for sale to the automobile portfolio based on Management s intent and ability to hold these loans for the foreseeable future.

**Impaired Loans**

For all classes within the C&I and CRE portfolios, all loans with an outstanding balance of $1.0 million or greater are evaluated on a quarterly basis for impairment. Generally, consumer loans within any class are not individually evaluated on a regular basis for impairment. All TDRs, regardless of the outstanding balance amount, are also considered to be impaired. Loans acquired with evidence of deterioration of credit quality since origination for which it is probable at acquisition that all contractually required payments will not be collected are also considered to be impaired.

Once a loan has been identified for an assessment of impairment, the loan is considered impaired when, based on current information and events, it is probable that all amounts due according to the contractual terms of the loan agreement will not be collected. This determination requires significant judgment and use of estimates, and the eventual outcome may differ significantly from those estimates.

When a loan in any class has been determined to be impaired, the amount of the impairment is measured using the present value of expected future cash flows discounted at the loan s effective interest rate or, as a practical expedient, the observable market price of the loan, or the fair value of the collateral, less anticipated selling costs, if the loan is collateral dependent. When the present value of expected future cash flows is used, the effective interest rate is the original contractual interest rate of the loan adjusted for any premium or discount. When the contractual interest rate is variable, the effective interest rate of the loan changes over time. A specific reserve is established as a component of the ALLL when a loan has been determined to be impaired. Subsequent to the initial measurement of impairment, if there is a significant change to the impaired loan s expected future cash flows, or if actual cash flows are significantly different from the cash flows previously estimated, Huntington recalculates the impairment and appropriately adjusts the specific reserve. Similarly, if Huntington measures impairment based on the observable market price of an impaired loan or the fair value of the collateral of an impaired collateral dependent loan, Huntington will adjust the specific reserve.

When a loan within any class is impaired, the accrual of interest income is discontinued unless the receipt of principal and interest is no longer in doubt. Interest income on TDRs is accrued when all principal and interest is expected to be collected under the post-modification terms. Cash receipts received on nonaccruing impaired loans within any class are generally applied entirely against principal until the loan has been collected in full, after which time any additional cash receipts are recognized as interest income. Cash receipts received on accruing impaired loans within any class are applied in the same manner as accruing loans that are not considered impaired.

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The following tables present the balance of the ALLL attributable to loans by portfolio segment individually and collectively evaluated for impairment and the related loan and lease balance at March 31, 2014 and December 31, 2013:

| *(dollar amounts in thousands)* | Commercial and Industrial | Commercial Real Estate | Automobile | Home Equity | Residential Mortgage | Other Consumer | Total |
|---|---|---|---|---|---|---|---|
| ALLL at March 31, 2014: | | | | | | | |
| Portion of ALLL balance: | | | | | | | |
| Attributable to purchased credit-impaired loans | **$ 1,517** | **$** | **$** | **$** | **$ 119** | **$** | **$ 1,636** |
| Attributable to loans individually evaluated for impairment | **11,985** | **32,673** | **597** | **8,209** | **9,876** | **34** | **63,374** |
| Attributable to loans collectively evaluated for impairment | **253,477** | **127,633** | **24,581** | **104,968** | **29,073** | **27,176** | **566,908** |
| Total ALLL balance | **$ 266,979** | **$ 160,306** | **$ 25,178** | **$ 113,177** | **$ 39,068** | **$ 27,210** | **$ 631,918** |
| Loan and Lease Ending Balances at March 31, 2014: | | | | | | | |
| Portion of loan and lease ending balance: | | | | | | | |
| Attributable to purchased credit-impaired loans | **$ 36,397** | **$ 76,720** | **$** | **$** | **$ 2,258** | **$ 128** | **$ 115,503** |
| Individually evaluated for impairment | **125,398** | **268,949** | **33,068** | **223,037** | **368,636** | **1,846** | **1,020,934** |
| Collectively evaluated for impairment | **17,884,061** | **4,686,109** | **6,965,724** | **8,150,345** | **5,171,272** | **359,960** | **43,217,471** |
| Total loans and leases evaluated for impairment | **$ 18,045,856** | **$ 5,031,778** | **$ 6,998,792** | **$ 8,373,382** | **$ 5,542,166** | **$ 361,934** | **$ 44,353,908** |

| *(dollar amounts in thousands)* | Commercial and Industrial | Commercial Real Estate | Automobile | Home Equity | Residential Mortgage | Other Consumer | Total |
|---|---|---|---|---|---|---|---|
| ALLL at December 31, 2013 | | | | | | | |
| Portion of ALLL balance: | | | | | | | |
| Attributable to purchased credit-impaired loans | $ 2,404 | $ | $ | $ | $ 36 | $ | $ 2,440 |
| Attributable to loans individually evaluated for impairment | 6,129 | 34,935 | 682 | 8,003 | 10,555 | 136 | 60,440 |
| Attributable to loans collectively evaluated for impairment | 257,268 | 127,622 | 30,371 | 103,128 | 28,986 | 37,615 | 584,990 |
| Total ALLL balance: | $ 265,801 | $ 162,557 | $ 31,053 | $ 111,131 | $ 39,577 | $ 37,751 | $ 647,870 |
| Loan and Lease Ending Balances at December 31, 2013 | | | | | | | |
| Portion of loan and lease ending balances: | | | | | | | |
| Attributable to purchased credit-impaired loans | $ 35,526 | $ 82,073 | $ | $ | $ 2,498 | $ 129 | $ 120,226 |
| Individually evaluated for impairment | 108,316 | 268,362 | 37,084 | 208,981 | 387,937 | 1,041 | 1,011,721 |
| Collectively evaluated for impairment | 17,450,434 | 4,499,659 | 6,601,629 | 8,127,337 | 4,930,653 | 378,841 | 41,988,553 |
| Total loans and leases evaluated for impairment | $ 17,594,276 | $ 4,850,094 | $ 6,638,713 | $ 8,336,318 | $ 5,321,088 | $ 380,011 | $ 43,120,500 |

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The following tables present by class the ending, unpaid principal balance, and the related ALLL, along with the average balance and interest income recognized only for loans and leases individually evaluated for impairment and purchased credit-impaired loans: (1), (2)

| | March 31, 2014 | | | Three Months Ended March 31, 2014 | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | Ending Balance | Unpaid Principal Balance (5) | Related Allowance | Average Balance | Interest Income Recognized |
| *With no related allowance recorded:* | | | | | |
| Commercial and industrial: | | | | | |
| Owner occupied | **$ 4,108** | **$ 4,403** | **$** | **$ 4,906** | **$ 49** |
| Purchased credit-impaired | | | | | |
| Other commercial and industrial | **8,548** | **16,944** | | **7,610** | **97** |
| Total commercial and industrial | **$ 12,656** | **$ 21,347** | **$** | **$ 12,516** | **$ 146** |
| Commercial real estate: | | | | | |
| Retail properties | **$ 59,637** | **$ 71,718** | **$** | **$ 54,290** | **$ 605** |
| Multi family | | | | | |
| Office | **1,167** | **3,647** | | **6,406** | **189** |
| Industrial and warehouse | **7,990** | **8,070** | | **9,087** | **108** |
| Purchased credit-impaired | **76,720** | **156,497** | | **79,396** | **2,666** |
| Other commercial real estate | **5,650** | **5,715** | | **5,827** | **57** |
| Total commercial real estate | **$ 151,164** | **$ 245,647** | **$** | **$ 155,006** | **$ 3,625** |
| Automobile | **$** | **$** | **$** | **$** | **$** |
| Home equity: | | | | | |
| Secured by first-lien | **$** | **$** | **$** | **$** | **$** |
| Secured by junior-lien | | | | | |
| Total home equity | **$** | **$** | **$** | **$** | **$** |
| Residential mortgage: | | | | | |
| Residential mortgage | **$** | **$** | **$** | **$** | **$** |
| Purchased credit-impaired | | | | | |
| Total residential mortgage | **$** | **$** | **$** | **$** | **$** |
| Other consumer | | | | | |
| Other consumer | **$** | **$** | **$** | **$** | **$** |
| Purchased credit-impaired | **128** | **213** | | **128** | **4** |
| Total other consumer | **$ 128** | **$ 213** | **$** | **$ 128** | **$ 4** |
| *With an allowance recorded:* | | | | | |
| Commercial and industrial: (3) | | | | | |
| Owner occupied | **$ 41,046** | **$ 45,658** | **$ 3,811** | **$ 39,229** | **$ 399** |
| Purchased credit-impaired | **36,397** | **52,593** | **1,517** | **35,961** | **1,265** |
| Other commercial and industrial | **71,696** | **79,269** | **8,174** | **51,532** | **592** |
| Total commercial and industrial | **$ 149,139** | **$ 177,520** | **$ 13,502** | **$ 126,722** | **$ 2,256** |
| Commercial real estate: (4) | | | | | |
| Retail properties | **$ 62,338** | **$ 81,106** | **$ 5,740** | **$ 68,637** | **$ 577** |
| Multi family | **17,113** | **22,958** | **2,142** | **14,739** | **152** |
| Office | **56,148** | **58,645** | **13,192** | **51,189** | **536** |
| Industrial and warehouse | **8,875** | **10,320** | **763** | **9,196** | **48** |
| Purchased credit-impaired | | | | | |
| Other commercial real estate | **50,031** | **61,614** | **10,836** | **44,090** | **474** |

| | | | | | |
|---|---|---|---|---|---|
| Total commercial real estate | **$ 194,505** | **$ 234,643** | **$ 32,673** | **$ 187,851** | **$ 1,787** |

| | | | | | |
|---|---|---|---|---|---|
| Automobile | **$ 33,068** | **$ 34,797** | **$ 597** | **$ 35,076** | **$ 683** |
| Home equity: | | | | | |
| Secured by first-lien | **$ 114,817** | **$ 122,197** | **$ 2,457** | **$ 112,420** | **$ 1,239** |
| Secured by junior-lien | **108,220** | **151,006** | **5,752** | **103,589** | **1,314** |
| Total home equity | **$ 223,037** | **$ 273,203** | **$ 8,209** | **$ 216,009** | **$ 2,553** |
| Residential mortgage (6): | | | | | |
| Residential mortgage | **$ 368,636** | **$ 408,589** | **$ 9,876** | **$ 378,287** | **$ 2,864** |
| Purchased credit-impaired | **2,258** | **3,197** | **119** | **2,378** | **78** |
| Total residential mortgage | **$ 370,894** | **$ 411,786** | **$ 9,995** | **$ 380,665** | **$ 2,942** |
| Other consumer: | | | | | |
| Other consumer | **$ 1,846** | **$ 1,908** | **$ 34** | **$ 1,444** | **$ 33** |
| Purchased credit-impaired | | | | | |
| Total other consumer | **$ 1,846** | **$ 1,908** | **$ 34** | **$ 1,444** | **$ 33** |

| | December 31, 2013 | | | Three Months Ended March 31, 2013 | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | Ending Balance | Unpaid Principal Balance (5) | Related Allowance | Average Balance | Interest Income Recognized |
| *With no related allowance recorded:* | | | | | |
| Commercial and industrial: | | | | | |
| Owner occupied | $ 5,332 | $ 5,373 | $ | $ 3,741 | $ 42 |
| Purchased credit-impaired | | | | 53,900 | 1,017 |
| Other commercial and industrial | 11,884 | 15,031 | | 16,310 | 234 |
| Total commercial and industrial | $ 17,216 | $ 20,404 | $ | $ 73,951 | $ 1,293 |
| Commercial real estate: | | | | | |
| Retail properties | $ 55,773 | $ 64,780 | $ | $ 54,237 | $ 704 |
| Multi family | | | | 5,642 | 88 |
| Office | 9,069 | 13,721 | | 17,849 | 220 |
| Industrial and warehouse | 9,682 | 10,803 | | 14,496 | 197 |
| Purchased credit-impaired | 82,073 | 154,869 | | 122,528 | 2,254 |
| Other commercial real estate | 6,002 | 6,924 | | 10,277 | 97 |
| Total commercial real estate | $ 162,599 | $ 251,097 | $ | $ 225,029 | $ 3,560 |
| Home equity: | | | | | |
| Secured by first-lien | $ | $ | $ | $ | $ |
| Secured by junior-lien | | | | | |
| Total home equity | $ | $ | $ | $ | $ |
| Residential mortgage: | | | | | |
| Residential mortgage | $ | $ | $ | $ | $ |
| Purchased credit-impaired | | | | | |
| Total residential mortgage | $ | $ | $ | $ | $ |
| Other consumer | | | | | |
| Other consumer | $ | $ | $ | $ | $ |
| Purchased credit-impaired | 129 | 219 | | 148 | 3 |
| Total other consumer | $ 129 | $ 219 | $ | $ 148 | $ 3 |
| *With an allowance recorded:* | | | | | |
| Commercial and industrial: (3) | | | | | |
| Owner occupied | $ 40,271 | $ 52,810 | $ 3,421 | $ 44,251 | $ 351 |
| Purchased credit-impaired | 35,526 | 50,798 | 2,404 | | |

| | | | | | |
|---|---|---|---|---|---|
| Other commercial and industrial | 50,829 | 64,497 | 2,708 | 51,313 | 658 |
| Total commercial and industrial | $ 126,626 | $ 168,105 | $ 8,533 | $ 95,564 | $ 1,009 |
| Commercial real estate: (4) | | | | | |
| Retail properties | $ 72,339 | $ 93,395 | $ 5,984 | $ 55,818 | $ 456 |
| Multi family | 13,484 | 15,408 | 1,944 | 17,103 | 177 |
| Office | 50,307 | 54,921 | 9,927 | 41,787 | 384 |
| Industrial and warehouse | 9,162 | 10,561 | 808 | 20,166 | 186 |
| Purchased credit-impaired | | | | | |
| Other commercial real estate | 42,544 | 50,960 | 16,272 | 44,980 | 379 |
| Total commercial real estate | $ 187,836 | $ 225,245 | $ 34,935 | $ 179,854 | $ 1,582 |
| Automobile | $ 37,084 | $ 38,758 | $ 682 | $ 42,378 | $ 437 |
| Home equity: | | | | | |
| Secured by first-lien | $ 110,024 | $ 116,846 | $ 2,396 | $ 94,494 | $ 942 |
| Secured by junior-lien | 98,957 | 143,967 | 5,607 | 50,933 | 592 |
| Total home equity | $ 208,981 | $ 260,813 | $ 8,003 | $ 145,427 | $ 1,534 |
| Residential mortgage (6): | | | | | |
| Residential mortgage | $ 387,937 | $ 427,924 | $ 10,555 | $ 373,441 | $ 2,872 |
| Purchased credit-impaired | 2,498 | 3,681 | 36 | 2,296 | 45 |
| Total residential mortgage | $ 390,435 | $ 431,605 | $ 10,591 | $ 375,737 | $ 2,917 |
| Other consumer: | | | | | |
| Other consumer | $ 1,041 | $ 1,041 | $ 136 | $ 2,585 | $ 23 |
| Purchased credit-impaired | | | | | |
| Total other consumer | $ 1,041 | $ 1,041 | $ 136 | $ 2,585 | $ 23 |

(1) These tables do not include loans fully charged-off.

(2) All automobile, home equity, residential mortgage, and other consumer impaired loans included in these tables are considered impaired due to their status as a TDR.

(3) At March 31, 2014, $48,212 thousand of the $149,139 thousand commercial and industrial loans with an allowance recorded were considered impaired due to their status as a TDR. At December 31, 2013, $43,805 thousand of the $126,626 thousand commercial and industrial loans with an allowance recorded were considered impaired due to their status as a TDR.

(4) At March 31, 2014, $25,749 thousand of the $194,505 thousand commercial real estate loans with an allowance recorded were considered impaired due to their status as a TDR. At December 31, 2013, $24,805 thousand of the $187,836 thousand commercial real estate loans with an allowance recorded were considered impaired due to their status as a TDR.

(5) The differences between the ending balance and unpaid principal balance amounts represent partial charge-offs.

(6) At March 31, 2014, $32,251 thousand of the $370,894 thousand residential mortgages loans with an allowance recorded were guaranteed by the U.S. government. At December 31, 2013, $49,225 thousand of the $390,435 thousand residential mortgage loans with an allowance recorded were guaranteed by the U.S. government.

**TDR Loans**

TDRs are modified loans where a concession was provided to a borrower experiencing financial difficulties. Loan modifications are considered TDRs when the concessions provided are not available to the borrower through either normal channels or other sources. However, not all loan modifications are TDRs.

TDR Concession Types

The Company s standards relating to loan modifications consider, among other factors, minimum verified income requirements, cash flow analysis, and collateral valuations. Each potential loan modification is reviewed individually and the terms of the loan are modified to meet a borrower s specific circumstances at a point in time. All commercial TDRs are reviewed and approved by our SAD. The types of concessions provided to borrowers include:

Interest rate reduction: A reduction of the stated interest rate to a nonmarket rate for the remaining original life of the debt.

Amortization or maturity date change beyond what the collateral supports, including any of the following:

(1) Lengthens the amortization period of the amortized principal beyond market terms. This concession reduces the minimum monthly payment and increases the amount of the balloon payment at the end of the term of the loan. Principal is generally not forgiven.
(2) Reduces the amount of loan principal to be amortized and increases the amount of the balloon payment at the end of the term of the loan. This concession also reduces the minimum monthly payment. Principal is generally not forgiven.
(3) Extends the maturity date or dates of the debt beyond what the collateral supports. This concession generally applies to loans without a balloon payment at the end of the term of the loan.

Chapter 7 bankruptcy: A bankruptcy court s discharge of a borrower s debt is considered a concession when the borrower does not reaffirm the discharged debt.

Other: A concession that is not categorized as one of the concessions described above. These concessions include, but are not limited to: principal forgiveness, collateral concessions, covenant concessions, and reduction of accrued interest.

Principal forgiveness may result from any TDR modification of any concession type. However, the aggregate amount of principal forgiven as a result of loans modified as TDRs during the three-month periods ended March 31, 2014 and 2013, was not significant.

Following is a description of TDRs by the different loan types:

*Commercial loan TDRs* Commercial accruing TDRs often result from loans receiving a concession with terms that are not considered a market transaction to Huntington. The TDR remains in accruing status as long as the customer is less than 90-days past due on payments per the restructured loan terms and no loss is expected.

Commercial nonaccrual TDRs result from either: (1) an accruing commercial TDR being placed on nonaccrual status, or (2) a workout where an existing commercial NAL is restructured and a concession was given. At times, these workouts restructure the NAL so that two or more new notes are created. The primary note is underwritten based upon our normal underwriting standards and is sized so projected cash flows are sufficient to repay contractual principal and interest. The terms on the secondary note(s) vary by situation, and may include notes that defer principal and interest payments until after the primary note is repaid. Creating two or more notes often allows the borrower to continue a project or weather a temporary economic downturn and allows Huntington to right-size a loan based upon the current expectations for a borrower s or project s performance.

Our strategy involving TDR borrowers includes working with these borrowers to allow them to refinance elsewhere, as well as allow them time to improve their financial position and remain our customer through refinancing their notes according to market terms and conditions in the future. A subsequent refinancing or modification of a loan may occur when either the loan matures according to the terms of the TDR-modified agreement or the borrower requests a change to the loan agreements. At that time, the loan is evaluated to determine if it is creditworthy. It is subjected to the normal underwriting standards and processes for other similar credit extensions, both new and existing. The refinanced note is evaluated to determine if it is considered a new loan or a continuation of the prior loan. A new loan is considered for removal of the TDR designation, whereas a continuation of the prior note requires a continuation of the TDR designation. In order for a TDR designation to be removed, the borrower must no longer be experiencing financial difficulties and the terms of the refinanced loan must not represent a concession.

*Residential Mortgage loan TDRs* Residential mortgage TDRs represent loan modifications associated with traditional first-lien mortgage loans in which a concession has been provided to the borrower. The primary concessions given to residential mortgage borrowers are amortization or maturity date changes and interest rate reductions. Residential mortgages identified as TDRs involve borrowers unable to refinance their mortgages through the Company s normal mortgage origination channels or through other independent sources. Some, but not all, of the loans may be delinquent.

*Automobile, Home Equity, and Other Consumer loan TDRs* The Company may make similar interest rate, term, and principal concessions as with residential mortgage loan TDRs.

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TDR Impact on Credit Quality

Huntington s ALLL is largely determined by updated risk ratings assigned to commercial loans, updated borrower credit scores on consumer loans, and borrower delinquency history in both the commercial and consumer portfolios. These updated risk ratings and credit scores consider the default history of the borrower, including payment redefaults. As such, the provision for credit losses is impacted primarily by changes in borrower payment performance rather than the TDR classification. TDRs can be classified as either accrual or nonaccrual loans. Nonaccrual TDRs are included in NALs whereas accruing TDRs are excluded from NALs as it is probable that all contractual principal and interest due under the restructured terms will be collected.

Our TDRs may include multiple concessions and the disclosure classifications are presented based on the primary concession provided to the borrower. The majority of our concessions for the C&I and CRE portfolios are the extension of the maturity date coupled with an increase in the interest rate. In these instances, the primary concession is the maturity date extension.

TDR concessions may also result in the reduction of the ALLL within the C&I and CRE portfolios. This reduction is derived from payments and the resulting application of the reserve calculation within the ALLL. The transaction reserve for non-TDR C&I and CRE loans is calculated based upon several estimated probability factors, such as PD and LGD, both of which were previously discussed. Upon the occurrence of a TDR in our C&I and CRE portfolios, the reserve is measured based on discounted expected cash flows or collateral value, less anticipated selling costs, of the modified loan in accordance with ASC 310-10. The resulting TDR ALLL calculation often results in a lower ALLL amount because (1) the discounted expected cash flows or collateral value, less anticipated selling costs, indicate a lower estimated loss, (2) if the modification includes a rate increase, the discounting of the cash flows on the modified loan, using the pre-modification interest rate, exceeds the carrying value of the loan, or (3) payments may occur as part of the modification. The ALLL for C&I and CRE loans may increase as a result of the modification, as the discounted cash flow analysis may indicate additional reserves are required.

TDR concessions on consumer loans may increase the ALLL. The concessions made to these borrowers often include interest rate reductions, and therefore, the TDR ALLL calculation results in a greater ALLL compared with the non-TDR calculation as the reserve is measured based on the estimation of the discounted expected cash flows or collateral value, less anticipated selling costs, on the modified loan in accordance with ASC 310-10. The resulting TDR ALLL calculation often results in a higher ALLL amount because (1) the discounted expected cash flows or collateral value, less anticipated selling costs, indicate a higher estimated loss or, (2) due to the rate decrease, the discounting of the cash flows on the modified loan, using the pre-modification interest rate, indicates a reduction in the expected cash flows or collateral value, less anticipated selling costs. In certain instances, the ALLL may decrease as a result of payments made in connection with the modification.

*Commercial loan TDRs* In instances where the bank substantiates that it will collect its outstanding balance in full, the note is considered for return to accrual status upon the borrower sustaining sufficient cash flows for a six-month period of time. This six-month period could extend before or after the restructure date. If a charge-off was taken as part of the restructuring, any interest or principal payments received on that note are applied to first reduce the bank s outstanding book balance and then to recoveries of charged-off principal, unpaid interest, and/or fee expenses while the TDR is in nonaccrual status.

*Residential Mortgage, Automobile, Home Equity, and Other Consumer loan TDRs* Modified loans identified as TDRs are aggregated into pools for analysis. Cash flows and weighted average interest rates are used to calculate impairment at the pooled-loan level. Once the loans are aggregated into the pool, they continue to be classified as TDRs until contractually repaid or charged-off.

Residential mortgage loans not guaranteed by a U.S. government agency such as the FHA, VA, and the USDA, including TDR loans, are reported as accrual or nonaccrual based upon delinquency status. Nonaccrual TDRs are those that are greater than 150-days contractually past due. Loans guaranteed by U.S. government organizations continue to accrue interest upon delinquency.

The following tables present by class and by the reason for the modification, the number of contracts, post-modification outstanding balance, and the financial effects of the modification for the three-month periods ended March 31, 2014 and 2013:

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| | New Troubled Debt Restructurings During The Three-Month Period Ended[1] | | | | | |
|---|---|---|---|---|---|---|
| | **March 31, 2014** | | | March 31, 2013 | | |
| *(dollar amounts in thousands)* | Number of Contracts | Post-modification Outstanding Ending Balance | Financial effects of modification[2] | Number of Contracts | Post-modification Outstanding Ending Balance | Financial effects of modification[2] |
| C&I Owner occupied: | | | | | | |
| Interest rate reduction | **6** | **$ 924** | **$ (1)** | 9 | $ 4,668 | $ (465) |
| Amortization or maturity date change | **18** | **4,609** | **4** | 11 | 4,853 | (25) |
| Other | **2** | **840** | **(1)** | 5 | 1,673 | (1) |
| Total C&I Owner occupied | **26** | **$ 6,373** | **$ 2** | 25 | $ 11,194 | $ (491) |
| C&I Other commercial and industrial: | | | | | | |
| Interest rate reduction | **10** | **$ 27,994** | **$ (147)** | 5 | $ 17,569 | $ 1 |
| Amortization or maturity date change | **54** | **32,600** | **937** | 35 | 22,060 | 2,705 |
| Other | **4** | **4,366** | **23** | 7 | 5,039 | 211 |
| Total C&I Other commercial and industrial | **68** | **$ 64,960** | **$ 813** | 47 | $ 44,668 | $ 2,917 |
| CRE Retail properties: | | | | | | |
| Interest rate reduction | **3** | **$ 11,105** | **$ 421** | | $ | $ |
| Amortization or maturity date change | **5** | **12,238** | **52** | 4 | 499 | (1) |
| Other | **6** | **9,897** | **(91)** | 2 | 3,829 | (19) |
| Total CRE Retail properties | **14** | **$ 33,240** | **$ 382** | 6 | $ 4,328 | $ (20) |
| CRE Multi family: | | | | | | |
| Interest rate reduction | **10** | **$ 645** | **$** | 3 | $ 2,164 | $ 11 |
| Amortization or maturity date change | **4** | **203** | **(1)** | 2 | 742 | (1) |
| Other | **2** | **323** | | 1 | 3,956 | (33) |
| Total CRE Multi family | **16** | **$ 1,171** | **$ (1)** | 6 | $ 6,862 | $ (23) |
| CRE Office: | | | | | | |
| Interest rate reduction | **2** | **$ 120** | **$ (1)** | | $ | $ |
| Amortization or maturity date change | **4** | **3,132** | | 5 | 3,864 | 12 |
| Other | **1** | **10,784** | | | | |
| Total CRE Office | **7** | **$ 14,036** | **$ (1)** | 5 | $ 3,864 | $ 12 |
| CRE Industrial and warehouse: | | | | | | |
| Interest rate reduction | **2** | **$ 4,046** | **$** | | $ | $ |
| Amortization or maturity date change | **3** | **1,173** | **(4)** | 3 | 641 | 1 |
| Other | **1** | **977** | | 1 | 5,867 | |
| Total CRE Industrial and Warehouse | **6** | **$ 6,196** | **$ (4)** | 4 | $ 6,508 | $ 1 |
| CRE Other commercial real estate: | | | | | | |
| Interest rate reduction | **4** | **$ 4,304** | **$ 7** | 7 | $ 643 | $ (1) |
| Amortization or maturity date change | **21** | **46,536** | **126** | | | |
| Other | **2** | **928** | **(1)** | | | |

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| | | | | | | |
|---|---|---|---|---|---|---|
| Total CRE Other commercial real estate | 27 | $ 51,768 | $ 132 | 7 | $ 643 | $ (1) |
| Automobile: | | | | | | |
| Interest rate reduction | 1 | $ 2 | $ | 4 | $ 42 | $ |
| Amortization or maturity date change | 206 | 1,349 | (7) | 328 | 1,925 | (20) |
| Chapter 7 bankruptcy | 180 | 1,361 | (26) | 249 | 1,639 | 136 |
| Total Automobile | 387 | $ 2,712 | $ (33) | 581 | $ 3,606 | $ 116 |
| Residential mortgage: | | | | | | |
| Interest rate reduction | 8 | $ 788 | $ 18 | 6 | $ 6,417 | $ (43) |
| Amortization or maturity date change | 68 | 8,018 | 103 | 54 | 7,664 | 25 |
| Chapter 7 bankruptcy | 85 | 9,007 | 282 | 44 | 4,839 | 133 |
| Other | 1 | 105 | | 6 | 708 | 16 |
| Total Residential mortgage | 162 | $ 17,918 | $ 403 | 110 | $ 19,628 | $ 131 |
| First-lien home equity: | | | | | | |
| Interest rate reduction | 50 | $ 3,808 | $ 191 | 16 | $ 1,662 | $ 142 |
| Amortization or maturity date change | 40 | 2,590 | (426) | 335 | 34,990 | (3,906) |
| Chapter 7 bankruptcy | 21 | 1,389 | 3 | 42 | 2,467 | 577 |
| Total First-lien home equity | 111 | $ 7,787 | $ (232) | 393 | $ 39,119 | $ (3,187) |
| Junior-lien home equity: | | | | | | |
| Interest rate reduction | 87 | $ 2,867 | $ (50) | 5 | $ 150 | $ 20 |
| Amortization or maturity date change | 241 | 9,660 | (1,852) | 534 | 21,924 | (2,826) |
| Chapter 7 bankruptcy | 59 | 925 | 536 | 125 | 1,689 | 1,770 |
| Total Junior-lien home equity | 387 | $ 13,452 | $ (1,366) | 664 | $ 23,763 | $ (1,036) |
| Other consumer: | | | | | | |
| Interest rate reduction | | $ | $ | 1 | $ 24 | $ 1 |
| Amortization or maturity date change | 4 | 20 | | 4 | 63 | 2 |
| Chapter 7 bankruptcy | 3 | 23 | (1) | 14 | 137 | 16 |
| Total Other consumer | 7 | $ 43 | $ (1) | 19 | $ 224 | $ 19 |
| Total new troubled debt restructurings | 1,218 | $ 219,656 | $ 94 | 1,867 | $ 164,407 | $ (1,562) |

(1) TDRs may include multiple concessions and the disclosure classifications are based on the primary concession provided to the borrower.
(2) Amounts represent the financial impact via provision for loan and lease losses as a result of the modification.
Any loan within any portfolio or class is considered as payment redefaulted at 90-days past due.

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The following tables present TDRs that have defaulted within one year of modification during the three-month periods ended March 31, 2014 and 2013:

| | **Troubled Debt Restructurings That Have Redefaulted[(1)] Within One Year Of Modification During The Three Months Ended** | | | |
|---|---|---|---|---|
| | **March 31, 2014** | | **March 31, 2013** | |
| *(dollar amounts in thousands)* | Number of Contracts | Ending Balance | Number of Contracts | Ending Balance |
| C&I Owner occupied: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | | | 3 | 479 |
| Other | **1** | **230** | 3 | 484 |
| Total C&I Owner occupied | **1** | **$ 230** | 6 | $ 963 |
| C&I Other commercial and industrial: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | **4** | **324** | 6 | 42 |
| Other | | | | |
| Total C&I Other commercial and industrial | **4** | **$ 324** | 6 | $ 42 |
| CRE Retail Properties: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | | | 3 | 945 |
| Other | | | | |
| Total CRE Retail properties | | **$** | 3 | $ 945 |
| CRE Multi family: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | | | | |
| Other | | | | |
| Total CRE Multi family | | **$** | | $ |
| CRE Office: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | | | | |
| Other | | | | |
| Total CRE Office | | **$** | | $ |
| CRE Industrial and Warehouse: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | | | | |
| Other | | | | |
| Total CRE Industrial and Warehouse | | **$** | | $ |
| CRE Other commercial real estate: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | **1** | **561** | | |
| Other | | | | |
| Total CRE Other commercial real estate | **1** | **$ 561** | | $ |
| Automobile: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | **19** | **104** | 13 | 97 |
| Chapter 7 bankruptcy | **13** | **70** | 67 | 315 |

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| | | | | |
|---|---|---|---|---|
| Other | | | | |
| Total Automobile | **32** | **$ 174** | 80 | $ 412 |
| Residential mortgage: | | | | |
| Interest rate reduction | **2** | **$** | | $ |
| Amortization or maturity date change | **29** | **3** | 22 | 2,758 |
| Chapter 7 bankruptcy | **15** | **2** | 17 | 1,864 |
| Other | | | 1 | 101 |
| Total Residential mortgage | **46** | **$ 5** | 40 | $ 4,723 |
| First-lien home equity: | | | | |
| Interest rate reduction | **1** | **$ 113** | | $ |
| Amortization or maturity date change | **4** | **615** | | |
| Chapter 7 bankruptcy | **3** | **201** | 4 | 731 |
| Other | | | | |
| Total First-lien home equity | **8** | **$ 929** | 4 | $ 731 |
| Junior-lien home equity: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | **6** | **330** | | |
| Chapter 7 bankruptcy | **16** | **570** | 14 | 409 |
| Other | | | | |
| Total Junior-lien home equity | **22** | **$ 900** | 14 | $ 409 |
| Other consumer: | | | | |
| Interest rate reduction | | **$** | | $ |
| Amortization or maturity date change | | | | |
| Chapter 7 bankruptcy | | | 1 | 2 |
| Other | | | | |
| Total Other consumer | | **$** | 1 | $ 2 |
| Total troubled debt restructurings with subsequent redefault | **114** | **$ 3,123** | 154 | $ 8,227 |

(1) Subsequent redefault is defined as a payment redefault within 12 months of the restructuring date. Payment redefault is defined as 90-days past due for any loan within any portfolio or class. Any loan may be considered to be in payment redefault prior to the guidelines noted above when collection of principal or interest is in doubt.

**Pledged Loans and Leases**

At March 31, 2014, the Bank has access to the Federal Reserve s discount window and advances from the FHLB Cincinnati. As of March 31, 2014, these borrowings and advances are secured by $20.4 billion of loans and securities.

**4. AVAILABLE-FOR-SALE AND OTHER SECURITIES**

Listed below are the contractual maturities (under 1 year, 1-5 years, 6-10 years, and over 10 years) of available-for-sale and other securities at March 31, 2014 and December 31, 2013:

| | **March 31, 2014** | | December 31, 2013 | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | **Amortized Cost** | **Fair Value** | Amortized Cost | Fair Value |
| U.S. Treasury: | | | | |
| Under 1 year | **$ 50,278** | **$ 50,471** | $ 50,793 | $ 51,086 |
| 1-5 years | **506** | **516** | 507 | 516 |
| 6-10 years | | | | |
| Over 10 years | **1** | **2** | 1 | 2 |
| Total U.S. Treasury | **50,785** | **50,989** | 51,301 | 51,604 |
| Federal agencies: mortgage-backed securities: | | | | |
| Under 1 year | **14,961** | **15,018** | 16,548 | 16,607 |
| 1-5 years | **262,104** | **264,306** | 164,794 | 166,946 |
| 6-10 years | **333,078** | **337,954** | 440,116 | 443,456 |
| Over 10 years | **3,948,814** | **3,948,601** | 2,940,986 | 2,939,212 |
| Total Federal agencies: mortgage-backed securities | **4,558,957** | **4,565,879** | 3,562,444 | 3,566,221 |
| Other agencies: | | | | |
| Under 1 year | **2,633** | **2,682** | 2,833 | 2,880 |
| 1-5 years | **41,070** | **42,044** | 291,726 | 297,510 |
| 6-10 years | **27,513** | **27,626** | 19,318 | 19,498 |
| Over 10 years | **62,101** | **62,248** | | |
| Total other agencies | **133,317** | **134,600** | 313,877 | 319,888 |
| Total U.S. Government backed agencies | **4,743,059** | **4,751,468** | 3,927,622 | 3,937,713 |
| Municipal securities: | | | | |
| Under 1 year | **224,398** | **222,746** | 191,788 | 190,762 |
| 1-5 years | **182,603** | **186,351** | 206,719 | 211,916 |
| 6-10 years | **612,741** | **621,873** | 556,873 | 554,772 |
| Over 10 years | **190,145** | **195,016** | 184,883 | 188,542 |
| Total municipal securities | **1,209,887** | **1,225,986** | 1,140,263 | 1,145,992 |
| Private-label CMO: | | | | |
| Under 1 year | | | | |
| 1-5 years | | | | |
| 6-10 years | **1,837** | **1,924** | 1,997 | 2,089 |
| Over 10 years | **47,568** | **45,603** | 49,241 | 47,015 |
| Total private-label CMO | **49,405** | **47,527** | 51,238 | 49,104 |
| Asset-backed securities: | | | | |
| Under 1 year | **5,323** | **5,322** | | |
| 1-5 years | **345,512** | **347,760** | 434,825 | 438,156 |

| | | | | |
|---|---|---|---|---|
| 6-10 years | **84,864** | **83,950** | 260,354 | 260,880 |
| Over 10 years | **568,329** | **496,324** | 477,105 | 392,004 |
| Total asset-backed securities | **1,004,028** | **933,356** | 1,172,284 | 1,091,040 |
| Covered bonds: | | | | |
| Under 1 year | | | | |
| 1-5 years | | | 280,595 | 285,874 |
| 6-10 years | | | | |
| Over 10 years | | | | |
| Total covered bonds | | | 280,595 | 285,874 |
| Corporate debt: | | | | |
| Under 1 year | **902** | **909** | 903 | 916 |
| 1-5 years | **266,068** | **277,104** | 283,079 | 292,989 |
| 6-10 years | **179,652** | **174,407** | 161,398 | 152,608 |
| Over 10 years | | | 10,113 | 10,727 |
| Total corporate debt | **446,622** | **452,420** | 455,493 | 457,240 |

| | | | | |
|---|---|---|---|---|
| Other: | | | | |
| Under 1 year | **750** | **750** | 500 | 500 |
| 1-5 years | **3,150** | **3,070** | 3,399 | 3,327 |
| 6-10 years | | | | |
| Over 10 years | | | | |
| Non-marketable equity securities | **323,150** | **323,151** | 320,991 | 320,992 |
| Marketable equity securities | **16,561** | **17,062** | 16,522 | 16,971 |
| Total other | **343,611** | **344,033** | 341,412 | 341,790 |
| Total available-for-sale and other securities | **$ 7,796,612** | **$ 7,754,790** | $ 7,368,907 | $ 7,308,753 |

Other securities at March 31, 2014 and December 31, 2013 include $157.0 million and $ 165.6 million of stock issued by the FHLB of Cincinnati, and $166.1 million and $ 155.4 million, respectively, of Federal Reserve Bank stock. Nonmarketable equity securities are recorded at amortized cost. Other securities also include marketable equity securities.

The following tables provide amortized cost, fair value, and gross unrealized gains and losses recognized in OCI by investment category at March 31, 2014 and December 31, 2013:

| | | Unrealized | | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | **Amortized Cost** | **Gross Gains** | **Gross Losses** | **Fair Value** |
| March 31, 2014 | | | | |
| U.S. Treasury | **$ 50,785** | **$ 204** | **$** | **$ 50,989** |
| Federal agencies: | | | | |
| Mortgage-backed securities | **4,558,957** | **42,926** | **(36,004)** | **4,565,879** |
| Other agencies | **133,317** | **1,389** | **(106)** | **134,600** |
| Total U.S. Government backed securities | **4,743,059** | **44,519** | **(36,110)** | **4,751,468** |
| Municipal securities | **1,209,887** | **25,767** | **(9,668)** | **1,225,986** |
| Private-label CMO | **49,405** | **1,218** | **(3,096)** | **47,527** |
| Asset-backed securities | **1,004,028** | **3,779** | **(74,451)** | **933,356** |
| Covered bonds | | | | |
| Corporate debt | **446,622** | **11,716** | **(5,918)** | **452,420** |
| Other securities | **343,611** | **551** | **(129)** | **344,033** |
| Total available-for-sale and other securities | **$ 7,796,612** | **$ 87,550** | **$ (129,372)** | **$ 7,754,790** |

| | | Unrealized | | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | **Amortized Cost** | **Gross Gains** | **Gross Losses** | **Fair Value** |
| December 31, 2013 | | | | |
| U.S. Treasury | $ 51,301 | $ 303 | $ | $ 51,604 |
| Federal agencies: | | | | |
| Mortgage-backed securities | 3,562,444 | 42,319 | (38,542) | 3,566,221 |
| Other agencies | 313,877 | 6,105 | (94) | 319,888 |
| Total U.S. Government backed securities | 3,927,622 | 48,727 | (38,636) | 3,937,713 |
| Municipal securities | 1,140,263 | 18,825 | (13,096) | 1,145,992 |
| Private-label CMO | 51,238 | 1,188 | (3,322) | 49,104 |
| Asset-backed securities | 1,172,284 | 6,771 | (88,015) | 1,091,040 |
| Covered bonds | 280,595 | 5,279 | | 285,874 |
| Corporate debt | 455,493 | 11,241 | (9,494) | 457,240 |

| | | | | |
|---|---|---|---|---|
| Other securities | 341,412 | 511 | (133) | 341,790 |
| Total available-for-sale and other securities | $ 7,368,907 | $ 92,542 | $ (152,696) | $ 7,308,753 |

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At March 31, 2014, the carrying value of investment securities pledged to secure public and trust deposits, trading account liabilities, U.S. Treasury demand notes, and security repurchase agreements totaled $3.7 billion. There were no securities of a single issuer, which are not governmental or government-sponsored, that exceeded 10% of shareholders equity at March 31, 2014.

The following tables provide detail on investment securities with unrealized losses aggregated by investment category and the length of time the individual securities have been in a continuous loss position, at March 31, 2014 and December 31, 2013:

| | Less than 12 Months | | Over 12 Months | | Total | |
|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** |
| March 31, 2014 | | | | | | |
| U.S. Treasury | **$** | **$** | **$** | **$** | **$** | **$** |
| Federal agencies: | | | | | | |
| Mortgage-backed securities | **1,836,191** | **(32,057)** | **52,032** | **(3,947)** | **1,888,223** | **(36,004)** |
| Other agencies | **13,268** | **(106)** | | | **13,268** | **(106)** |
| Total U.S. Government backed securities | **1,849,459** | **(32,163)** | **52,032** | **(3,947)** | **1,901,491** | **(36,110)** |
| Municipal securities | **472,500** | **(8,802)** | **15,409** | **(866)** | **487,909** | **(9,668)** |
| Private-label CMO | | | **22,832** | **(3,096)** | **22,832** | **(3,096)** |
| Asset-backed securities | **414,910** | **(7,699)** | **109,969** | **(66,752)** | **524,879** | **(74,451)** |
| Covered bonds | | | | | | |
| Corporate debt | **113,744** | **(2,323)** | **71,480** | **(3,595)** | **185,224** | **(5,918)** |
| Other securities | **1,420** | **(79)** | **1,949** | **(50)** | **3,369** | **(129)** |
| Total temporarily impaired securities | **$ 2,852,033** | **$ (51,066)** | **$ 273,671** | **$ (78,306)** | **$ 3,125,704** | **$ (129,372)** |

| | Less than 12 Months | | Over 12 Months | | Total | |
|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** | **Fair Value** | **Unrealized Losses** |
| December 31, 2013 | | | | | | |
| U.S. Treasury | $ | $ | $ | $ | $ | $ |
| Federal agencies: | | | | | | |
| Mortgage-backed securities | 1,628,454 | (37,174) | 12,682 | (1,368) | 1,641,136 | (38,542) |
| Other agencies | 2,069 | (94) | | | 2,069 | (94) |
| Total U.S. Government backed securities | 1,630,523 | (37,268) | 12,682 | (1,368) | 1,643,205 | (38,636) |
| Municipal securities | 551,114 | (12,395) | 7,531 | (701) | 558,645 | (13,096) |
| Private-label CMO | | | 22,639 | (3,322) | 22,639 | (3,322) |
| Asset-backed securities | 391,665 | (9,720) | 107,419 | (78,295) | 499,084 | (88,015) |
| Covered bonds | | | | | | |
| Corporate debt | 146,308 | (7,729) | 26,155 | (1,765) | 172,463 | (9,494) |
| Other securities | 3,078 | (72) | 2,530 | (61) | 5,608 | (133) |
| Total temporarily impaired securities | $ 2,722,688 | $ (67,184) | $ 178,956 | $ (85,512) | $ 2,901,644 | $ (152,696) |

The following table is a summary of realized securities gains and losses for the three-month and periods ended March 31, 2014 and 2013:

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | **2013** |
| Gross gains on sales of securities | **$ 16,990** | $ 199 |

| | | |
|---|---|---|
| Gross (losses) on sales of securities | **(20)** | (12) |
| Net gain on sales of securities | **$ 16,970** | $ 187 |

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Collateralized Debt Obligations and Private-Label CMO Securities

Our highest risk segments of our investment portfolio are the CDO and 2003-2006 vintage private-label CMO portfolios. Of the $47.5 million of the private-label CMO securities reported at fair value at March 31, 2014, approximately $20.5 million are rated below investment grade. The CDOs are in the asset-backed securities portfolio. These segments are in run off, and we have not purchased these types of securities since 2008. The performance of the underlying securities in each of these segments reflects the deterioration of CDO issuers and 2003-2006 non-agency mortgages. Each of these securities in these two segments is subjected to a rigorous review of its projected cash flows. These reviews are supported with analysis from independent third parties.

The fair values of the private label CMO and CDO assets have been impacted by various market conditions. The unrealized losses were primarily the result of wider liquidity spreads on asset-backed securities and increased market volatility on non-agency mortgage and asset-backed securities that are collateralized by certain mortgage loans. In addition, the expected average lives of the asset-backed securities backed by trust-preferred securities have been extended, due to changes in the expectations of when the underlying securities would be repaid. The contractual terms and / or cash flows of the investments do not permit the issuer to settle the securities at a price less than the amortized cost. Huntington does not intend to sell, nor does it believe it will be required to sell these securities until the fair value is recovered, which may be maturity and; therefore, does not consider them to be other-than-temporarily impaired at March 31, 2014.

The following table summarizes the relevant characteristics of our CDO securities portfolio, which are included in asset-backed securities, at March 31, 2014. Each security is part of a pool of issuers and supports a more senior tranche of securities except for the I-Pre TSL II, and MM Comm III securities which are the most senior class.

**Collateralized Debt Obligation Data**

March 31, 2014

*(dollar amounts in thousands)* Actual

| | | | | | | | Actual | | |
|---|---|---|---|---|---|---|---|---|---|
| **Deal Name** | **Par Value** | **Amortized Cost** | **Fair Value** | **Unrealized Loss (2)** | **Lowest Credit Rating(3)** | **# of Issuers Currently Performing/ Remaining(4)** | **Deferrals and Defaults as a % of Original Collateral** | **Expected Defaults as a % of Remaining Performing Collateral** | **Excess Subordination(5)** |
| Alesco II (1) | $ 41,646 | $ 29,432 | $ 14,847 | $ (14,585) | C | 29/33 | 10% | 9% | % |
| ICONS | 20,000 | 20,000 | 15,876 | (4,124) | BB | 20/21 | 3 | 14 | 51 |
| I-Pre TSL II | 12,321 | 12,291 | 11,626 | (665) | A | 20/22 | 5 | 10 | 85 |
| MM Comm III | 5,669 | 5,417 | 4,416 | (1,001) | BB | 5/9 | 5 | 9 | 31 |
| Pre TSL IX (1) | 5,000 | 3,955 | 2,318 | (1,637) | C | 30/42 | 19 | 10 | 5 |
| Pre TSL XI (1) | 25,000 | 20,982 | 10,685 | (10,297) | C | 43/60 | 25 | 12 | 2 |
| Pre TSL XIII (1) | 27,813 | 20,916 | 12,622 | (8,294) | C | 44/61 | 26 | 20 | 4 |
| Reg Diversified (1) | 25,500 | 6,908 | 913 | (5,995) | D | 23/41 | 38 | 10 | |
| Soloso (1) | 12,500 | 2,440 | 257 | (2,183) | C | 38/61 | 28 | 20 | |
| Tropic III | 31,000 | 31,000 | 13,563 | (17,437) | CCC+ | 26/40 | 24 | 11 | 37 |
| **Total at March 31, 2014** | **$ 206,449** | **$ 153,341** | **$ 87,123** | **$ (66,218)** | | | | | |
| Total at December 31, 2013 | $ 214,419 | $ 161,730 | $ 84,136 | $ (77,594) | | | | | |

(1) Security was determined to have OTTI. As such, the book value is net of recorded credit impairment.
(2) The majority of securities have been in a continuous loss position for 12 months or longer.
(3) For purposes of comparability, the lowest credit rating expressed is equivalent to Fitch ratings even where the lowest rating is based on another nationally recognized credit rating agency.
(4) Includes both banks and/or insurance companies.
(5) Excess subordination percentage represents the additional defaults in excess of both current and projected defaults that the CDO can absorb before the bond experiences credit impairment. Excess subordinated percentage is calculated by (a) determining what percentage of defaults a deal can experience before the bond has credit impairment, and (b) subtracting from this default breakage percentage both total current and expected future default percentages.

**Security Impairment**

Huntington evaluated OTTI on the debt security types listed below.

Alt-A mortgage-backed and private-label CMO securities are collateralized by first-lien residential mortgage loans. The securities are valued by a third party pricing specialist using a discounted cash flow approach and proprietary pricing model. The model uses inputs such as estimated prepayment speeds, losses, recoveries, default rates that are implied by the underlying performance of collateral in the structure or similar structures, discount rates that are implied by market prices for similar securities, collateral structure types, and house price depreciation / appreciation rates that are based upon macroeconomic forecasts.

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Collateralized Debt Obligations are backed by a pool of debt securities issued by financial institutions. The collateral generally consists of trust-preferred securities and subordinated debt securities issued by banks, bank holding companies, and insurance companies. A full cash flow analysis is used to estimate fair values and assess impairment for each security within this portfolio. A third party pricing specialist with direct industry experience in pooled-trust-preferred security evaluations is engaged to provide assistance estimating the fair value and expected cash flows on this portfolio. The full cash flow analysis is completed by evaluating the relevant credit and structural aspects of each pooled-trust-preferred security in the portfolio, including collateral performance projections for each piece of collateral in the security and terms of the security s structure. The credit review includes an analysis of profitability, credit quality, operating efficiency, leverage, and liquidity using available financial and regulatory information for each underlying collateral issuer. The analysis also includes a review of historical industry default data, current/near term operating conditions, and the impact of macroeconomic and regulatory changes. Using the results of our analysis, we estimate appropriate default and recovery probabilities for each piece of collateral then estimate the expected cash flows for each security. The cumulative probability of default ranges from a low of 2.4% to 100%.

Many collateral issuers have the option of deferring interest payments on their debt for up to five years. For issuers who are deferring interest, assumptions are made regarding the issuers ability to resume interest payments and make the required principal payment at maturity; the cumulative probability of default for these issuers currently ranges from 31% to 100%, and a 10% recovery assumption. The fair value of each security is obtained by discounting the expected cash flows at a market discount rate, ranging from LIBOR plus 3.3% to LIBOR plus 13.5% as of March 31, 2014. The market discount rate is determined by reference to yields observed in the market for similarly rated collateralized debt obligations, specifically high-yield collateralized loan obligations. The relatively high market discount rate is reflective of the uncertainty of the cash flows and illiquid nature of these securities. The large differential between the fair value and amortized cost of some of the securities reflects the high market discount rate and the expectation that the majority of the cash flows will not be received until near the final maturity of the security (the final maturities range from 2032 to 2035).

On December 10, 2013, the Federal Reserve, the OCC, the FDIC, the CFTC and the SEC issued final rules to implement the Volcker Rule contained in section 619 of the Dodd-Frank Act, generally to become effective on July 21, 2015. The Volcker Rule prohibits an insured depository institution and its affiliates (referred to as banking entities ) from: (i) engaging in proprietary trading and (ii) investing in or sponsoring certain types of funds ( covered funds ) subject to certain limited exceptions. These prohibitions impact the ability of U.S. banking entities to provide investment management products and services that are competitive with nonbanking firms generally and with non-U.S. banking organizations in overseas markets. The rule also effectively prohibits short-term trading strategies by any U.S. banking entity if those strategies involve instruments other than those specifically permitted for trading.

On January 14, 2014, the five federal agencies approved an interim final rule to permit banking entities to retain interests in certain collateralized debt obligations backed primarily by trust preferred securities from the investment prohibitions of section 619 of the Volcker Rule. Under the interim final rule, the agencies permit the retention of an interest in or sponsorship of covered funds by banking entities if certain qualifications are met. In addition, the agencies released a non-exclusive list of issuers that meet the requirements of the interim final rule. At March 31, 2014, we had investments in ten different pools of trust preferred securities. Eight of our pools are included in the list of non-exclusive issuers. We have analyzed the ICONS and I-Pre TSL II pools that were not included on the list and believe that it is more likely than not that we would not be required to sell and will be able to hold these securities to recovery under the final Volcker Rule regulations.

For the three-month periods ended March 31, 2014 and 2013, the following table summarizes by security type the total OTTI losses recognized in the Unaudited Condensed Consolidated Statements of Income for securities evaluated for impairment as described above.

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Available-for-sale and other securities: | | |
| Alt-A Mortgage-backed | **$** | $ |
| Pooled-trust-preferred | | (360) |
| Private label CMO | | (336) |
| Total debt securities | | (696) |
| Equity securities | | |
| Total available-for-sale and other securities | **$** | $ (696) |

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The following table rolls forward the OTTI recognized in earnings on debt securities held by Huntington for the three-month periods ended March 31, 2014 and 2013 as follows:

| *(dollar amounts in thousands)* | Three Months Ended March 31, 2014 | 2013 |
|---|---|---|
| Balance, beginning of period | **$ 30,869** | $ 49,433 |
| Reductions from sales/maturities | | |
| Credit losses not previously recognized | | |
| Additional credit losses | | 696 |
| Balance, end of period | **$ 30,869** | $ 50,129 |

As of March 31, 2014, Management has evaluated all other investment securities with unrealized losses and all non-marketable securities for impairment and concluded no additional OTTI is required.

**5. HELD-TO-MATURITY SECURITIES**

These are debt securities that Huntington has the intent and ability to hold until maturity. The debt securities are carried at amortized cost and adjusted for amortization of premiums and accretion of discounts using the interest method.

Listed below are the contractual maturities (under 1 year, 1-5 years, 6-10 years, and over 10 years) of held-to-maturity securities at March 31, 2014 and December 31, 2013:

| | **March 31, 2014** | | December 31, 2013 | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | **Amortized Cost** | **Fair Value** | Amortized Cost | Fair Value |
| Federal agencies: mortgage-backed securities: | | | | |
| Under 1 year | **$** | **$** | $ | $ |
| 1-5 years | | | | |
| 6-10 years | **24,901** | **23,222** | 24,901 | 22,549 |
| Over 10 years | **3,478,163** | **3,450,923** | 3,574,156 | 3,506,018 |
| Total Federal agencies: mortgage-backed securities | **3,503,064** | **3,474,145** | 3,599,057 | 3,528,567 |
| Other agencies: | | | | |
| Under 1 year | | | | |
| 1-5 years | | | | |
| 6-10 years | **57,431** | **57,652** | 38,588 | 39,075 |
| Over 10 years | **165,424** | **161,433** | 189,999 | 185,097 |
| Total other agencies | **222,855** | **219,085** | 228,587 | 224,172 |
| Total U.S. Government backed agencies | **3,725,919** | **3,693,230** | 3,827,644 | 3,752,739 |
| Municipal securities: | | | | |
| Under 1 year | | | | |
| 1-5 years | | | | |
| 6-10 years | | | | |
| Over 10 years | **8,804** | **8,266** | 9,023 | 8,159 |

| | | | | |
|---|---|---|---|---|
| Total municipal securities | **8,804** | **8,266** | 9,023 | 8,159 |
| Total held-to-maturity securities | **$ 3,734,723** | **$ 3,701,496** | $ 3,836,667 | $ 3,760,898 |

The following table provides amortized cost, gross unrealized gains and losses, and fair value by investment category at March 31, 2014 and December 31, 2013:

| | | Unrealized | | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | Amortized Cost | Gross Gains | Gross Losses | Fair Value |
| March 31, 2014 | | | | |
| Federal Agencies: | | | | |
| Mortgage-backed securities | $ 3,503,064 | $ 13,868 | $ (42,787) | $ 3,474,145 |
| Other agencies | 222,855 | 654 | (4,424) | 219,085 |
| Total U.S. Government backed securities | 3,725,919 | 14,522 | (47,211) | 3,693,230 |
| Municipal securities | 8,804 | | (538) | 8,266 |
| Total held-to-maturity securities | $ 3,734,723 | $ 14,522 | $ (47,749) | $ 3,701,496 |

| | | Unrealized | | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | Amortized Cost | Gross Gains | Gross Losses | Fair Value |
| December 31, 2013 | | | | |
| Federal Agencies: | | | | |
| Mortgage-backed securities | $ 3,599,057 | $ 5,573 | $ (76,063) | $ 3,528,567 |
| Other agencies | 228,587 | 776 | (5,191) | 224,172 |
| Total U.S. Government backed securities | 3,827,644 | 6,349 | (81,254) | 3,752,739 |
| Municipal securities | 9,023 | | (864) | 8,159 |
| Total held-to-maturity securities | $ 3,836,667 | $ 6,349 | $ (82,118) | $ 3,760,898 |

| | Less than 12 Months | | Over 12 Months | | Total | |
|---|---|---|---|---|---|---|
| *(dollar amounts in thousands )* | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| March 31, 2014 | | | | | | |
| Federal Agencies: | | | | | | |
| Mortgage-backed securities | $ 2,442,257 | $(41,107) | $23,222 | $(1,680) | $2,465,479 | $(42,787) |
| Other agencies | 160,958 | (4,424) | | | 160,958 | (4,424) |
| Total U.S. Government backed securities | 2,603,215 | (45,531) | 23,222 | (1,680) | 2,626,437 | (47,211) |
| Municipal securities | 8,266 | (538) | | | 8,266 | (538) |
| Total temporarily impaired securities | $ 2,611,481 | $ (46,069) | $ 23,222 | $ (1,680) | $ 2,634,703 | $ (47,749) |

| | Less than 12 Months | | Over 12 Months | | Total | |
|---|---|---|---|---|---|---|
| *(dollar amounts in thousands )* | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2013 | | | | | | |
| Federal Agencies: | | | | | | |
| Mortgage-backed securities | $ 2,849,198 | $ (73,711) | $ 22,548 | $ (2,352) | $ 2,871,746 | $ (76,063) |
| Other agencies | 144,417 | (5,191) | | | 144,417 | (5,191) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Total U.S. Government backed securities | 2,993,615 | (78,902) | 22,548 | (2,352) | 3,016,163 | (81,254) |
| Municipal securities | 8,159 | (864) | | | 8,159 | (864) |
| Total temporarily impaired securities | $ 3,001,774 | $ (79,766) | $ 22,548 | $ (2,352) | $ 3,024,322 | $ (82,118) |

**Security Impairment**

Huntington evaluates the held-to-maturity securities portfolio on a quarterly basis for impairment. Impairment would exist when the present value of the expected cash flows is not sufficient to recover the entire amortized cost basis at the balance sheet date. Under these circumstances, any impairment would be recognized in earnings. As of March 31, 2014, Management has evaluated held-to-maturity securities with unrealized losses for impairment and concluded no OTTI is required.

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**6. LOAN SALES AND SECURITIZATIONS**

**Residential Mortgage Loans**

The following table summarizes activity relating to residential mortgage loans sold with servicing retained for the three-month periods ended March 31, 2014 and 2013:

| *(dollar amounts in thousands)* | Three Months Ended March 31, **2014** | 2013 |
|---|---|---|
| Residential mortgage loans sold with servicing retained | **$ 481,837** | $ 836,134 |
| Pretax gains resulting from above loan sales (1) | **12,076** | 35,569 |

(1) Recorded in mortgage banking income.

A MSR is established only when the servicing is contractually separated from the underlying mortgage loans by sale or securitization of the loans with servicing rights retained. At initial recognition, the MSR asset is established at its fair value using assumptions consistent with assumptions used to estimate the fair value of existing MSRs. At the time of initial capitalization, MSRs may be recorded using either the fair value method or the amortization method. The election of the fair value method or amortization method is made at the time each servicing class is established. Subsequently, servicing rights are accounted for based on the methodology chosen for each respective servicing class. Any increase or decrease in the fair value of MSRs carried under the fair value method, as well as amortization or impairment of MSRs recorded using the amortization method, during the period is recorded as an increase or decrease in mortgage banking income, which is reflected in noninterest income in the Unaudited Condensed Consolidated Statements of Income.

The following tables summarize the changes in MSRs recorded using either the fair value method or the amortization method for the three-month periods ended March 31, 2014 and 2013:

| Fair Value Method:<br>*(dollar amounts in thousands)* | Three Months Ended March 31, **2014** | 2013 |
|---|---|---|
| Fair value, beginning of period | **$ 34,236** | $ 35,202 |
| Change in fair value during the period due to: | | |
| Time decay (1) | **(725)** | (609) |
| Payoffs (2) | **(1,915)** | (3,157) |
| Changes in valuation inputs or assumptions (3) | **(968)** | 4,146 |
| Fair value, end of period: | **$ 30,628** | $ 35,582 |
| Weighted-average life (years) | **4.1** | 3.6 |

(1) Represents decrease in value due to passage of time, including the impact from both regularly scheduled loan principal payments and partial loan paydowns.
(2) Represents decrease in value associated with loans that paid off during the period.
(3) Represents change in value resulting primarily from market-driven changes in interest rates and prepayment speeds.

| Amortization Method:<br>*(dollar amounts in thousands)* | Three Months Ended March 31, **2014** | 2013 |
|---|---|---|

| | | |
|---|---|---|
| Carrying value, beginning of period | **$ 128,064** | $ 85,545 |
| New servicing assets created | **5,053** | 9,286 |
| Servicing assets acquired | **3,505** | |
| Impairment (charge) / recovery | **(629)** | 13,651 |
| Amortization and other | **(3,342)** | (4,137) |
| Carrying value, end of period | **$ 132,651** | $ 104,345 |
| Fair value, end of period | **$ 144,694** | $ 104,512 |
| Weighted-average life (years) | **6.5** | 4.6 |

MSRs do not trade in an active, open market with readily observable prices. While sales of MSRs occur, the precise terms and conditions are typically not readily available. Therefore, the fair value of MSRs is estimated using a discounted future cash flow model. The model considers portfolio characteristics, contractually specified servicing fees and assumptions related to prepayments, delinquency rates, late charges, other ancillary revenues, costs to service, and other economic factors. Changes in the assumptions used may have a significant impact on the valuation of MSRs.

MSR values are very sensitive to movements in interest rates as expected future net servicing income depends on the projected outstanding principal balances of the underlying loans, which can be greatly impacted by the level of prepayments. Huntington hedges the value of certain MSRs against changes in value attributable to changes in interest rates using a combination of derivative instruments and trading securities.

For MSRs under the fair value method, a summary of key assumptions and the sensitivity of the MSR value at March 31, 2014 and December 31, 2013, to changes in these assumptions follows:

| | March 31, 2014 | | | December 31, 2013 | | |
|---|---|---|---|---|---|---|
| | | Decline in fair value due to | | | Decline in fair value due to | |
| *(dollar amounts in thousands)* | Actual | 10% adverse change | 20% adverse change | Actual | 10% adverse change | 20% adverse change |
| Constant prepayment rate *(annualized)* | **12.60 %** | **$ (1,804)** | **$ (3,699)** | 11.90 % | $ (1,935) | $ (3,816) |
| Spread over forward interest rate swap rates | **1,081 bps** | **(1,200)** | **(2,400)** | 1,069 bps | (1,376) | (2,753) |

For MSRs under the amortization method, a summary of key assumptions and the sensitivity of the MSR value at March 31, 2014 and December 31, 2013, to changes in these assumptions follows:

| | March 31, 2014 | | | December 31, 2013 | | |
|---|---|---|---|---|---|---|
| | | Decline in fair value due to | | | Decline in fair value due to | |
| *(dollar amounts in thousands)* | Actual | 10% adverse change | 20% adverse change | Actual | 10% adverse change | 20% adverse change |
| Constant prepayment rate *(annualized)* | **7.20 %** | **$ (6,672)** | **$ (13,599)** | 6.70 % | $ (6,813) | $ (12,977) |
| Spread over forward interest rate swap rates | **959 bps** | **(6,029)** | **(12,058)** | 940 bps | (6,027) | (12,054) |

Total servicing fees included in mortgage banking income amounted to $10.9 million and $11.2 million for the three-month periods ended March 31, 2014 and 2013, respectively. The unpaid principal balance of residential mortgage loans serviced for third parties was $15.6 billion and $15.2 billion at March 31, 2014 and December 31, 2013, respectively.

**Automobile Loans and Leases**

Huntington has retained servicing responsibilities on sold automobile loans and receives annual servicing fees and other ancillary fees on the outstanding loan balances. Automobile loan servicing rights are accounted for using the amortization method. A servicing asset is established at fair value at the time of the sale. The servicing asset is then amortized against servicing income. Impairment, if any, is recognized when carrying value exceeds the fair value as determined by calculating the present value of expected net future cash flows. The primary risk characteristic for measuring servicing assets is payoff rates of the underlying loan pools. Valuation calculations rely on the predicted payoff assumption and, if actual payoff is quicker than expected, then future value would be impaired.

Changes in the carrying value of automobile loan servicing rights for the three-month periods ended March 31, 2014 and 2013, and the fair value at the end of each period were as follows:

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| *(dollar amounts in thousands)* | Three Months Ended March 31, **2014** | 2013 |
|---|---|---|
| Carrying value, beginning of period | **$ 17,672** | $ 35,606 |
| New servicing assets created | | |
| Amortization and other | **(3,315)** | (5,170) |
| Carrying value, end of period | **$ 14,357** | $ 30,436 |
| Fair value, end of period | **$ 14,357** | $ 30,823 |
| Weighted-average life (years) | **3.2** | 4.1 |

A summary of key assumptions and the sensitivity of the automobile loan servicing rights value to changes in these assumptions at March 31, 2014 and December 31, 2013 follows:

| | March 31, 2014 | | | December 31, 2013 | | |
|---|---|---|---|---|---|---|
| | | Decline in fair value due to | | | Decline in fair value due to | |
| *(dollar amounts in thousands)* | Actual | 10% adverse change | 20% adverse change | Actual | 10% adverse change | 20% adverse change |
| Constant prepayment rate *(annualized)* | **14.64 %** | **$ (414)** | **$ (895)** | 14.65 % | $ (584) | $ (1,183) |
| Spread over forward interest rate swap rates | **500 bps** | **(5)** | **(10)** | 500 bps | (7) | (15) |

Servicing income, net of amortization of capitalized servicing assets and impairment, amounted to $2.1 million and $2.7 million for the three-month periods ending March 31, 2014, and 2013, respectively. The unpaid principal balance of automobile loans serviced for third parties was $1.4 billion and $1.6 billion at March 31, 2014 and December 31, 2013, respectively.

**Small Business Association (SBA) Portfolio**

The following table summarizes activity relating to SBA loans sold with servicing retained for the three-month periods ended March 31, 2014 and 2013:

| *(dollar amounts in thousands)* | Three Months Ended March 31, **2014** | 2013 |
|---|---|---|
| SBA loans sold with servicing retained | **$ 40,871** | $ 26,908 |
| Pretax gains resulting from above loan sales (1) | **4,375** | 3,076 |

(1) Recorded in mortgage banking income.

Huntington has retained servicing responsibilities on sold SBA loans and receives annual servicing fees on the outstanding loan balances. SBA loan servicing rights are accounted for using the amortization method. A servicing asset is established at fair value at the time of the sale using a discounted future cash flow model. The servicing asset is then amortized against servicing income. Impairment, if any, is recognized when carrying value exceeds the fair value as determined by calculating the present value of expected net future cash flows.

The following tables summarize the changes in the carrying value of the servicing asset for the three-month periods ended March 31, 2014 and 2013, and the fair value at the end of each period were as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Carrying value, beginning of period | **$ 16,865** | $ 15,147 |
| New servicing assets created | **1,335** | 883 |
| Amortization and other | **(1,172)** | (1,136) |
| Carrying value, end of period | **$ 17,028** | $ 14,894 |
| Fair value, end of period | **$ 17,028** | $ 14,894 |
| Weighted-average life (years) | **3.5** | 3.5 |

A summary of key assumptions and the sensitivity of the SBA loan servicing rights value to changes in these assumptions at March 31, 2014 and December 31, 2013 follows:

| | March 31, 2014 | | | December 31, 2013 | | |
|---|---|---|---|---|---|---|
| | | Decline in fair value due to | | | Decline in fair value due to | |
| *(dollar amounts in thousands)* | Actual | 10% adverse change | 20% adverse change | Actual | 10% adverse change | 20% adverse change |
| Constant prepayment rate *(annualized)* | **5.80 %** | **$ (189)** | **$ (375)** | 5.90 % | $ (221) | $ (438) |
| Discount rate | **15 bps** | **(488)** | **(955)** | 1,500 bps | (446) | (873) |

Servicing income, net of amortization of capitalized servicing assets, amounted to $1.7 million and $1.5 million for the three-month periods ending March 31, 2014, and 2013, respectively. The unpaid principal balance of SBA loans serviced for third parties was $969.2 million and $885.4 million at March 31, 2014 and December 31, 2013, respectively.

## 7. GOODWILL AND OTHER INTANGIBLE ASSETS

Business segments are based on segment leadership structure, which reflects how segment performance is monitored and assessed. During the 2014 first quarter, we realigned our business segments to drive our ongoing growth and leverage the knowledge of our highly experienced team. We now have five major business segments: Retail and Business Banking, Commercial Banking, Automobile Finance and Commercial Real Estate (AFCRE), Regional Banking and The Huntington Private Client Group (RBHPCG), and Home Lending. A Treasury / Other function includes our insurance brokerage business, along with technology and operations, other unallocated assets, liabilities, revenue, and expense. All periods presented have been reclassified to conform to the current period classification. Amounts relating to the realignment are disclosed in the table below.

A rollforward of goodwill by business segment for the first three-month period of 2014 is presented in the table below:

| *(dollar amounts in thousands)* | Retail & Business Banking | Commercial Banking | AFCRE | RBHPCG | Home Lending | Treasury/ Other | Huntington Consolidated |
|---|---|---|---|---|---|---|---|
| Balance, beginning of period | **$ 286,824** | **$ 16,169** | **$** | **$ 98,951** | **$** | **$ 42,324** | **$ 444,268** |
| Goodwill acquired during the period | **64,180** | | | | | | **64,180** |
| Adjustments | | **5,939** | | **(8,939)** | **3,000** | | |
| Impairment | | | | | **(3,000)** | | **(3,000)** |

| | | | | | | |
|---|---|---|---|---|---|---|
| Balance, end of period | **$ 351,004** | **$ 22,108** | **$** | **$ 90,012** | **$** | **$ 42,324** | **$ 505,448** |

Goodwill acquired during the period was the result of the Camco Financial acquisition, which was completed on March 1, 2014. For additional information, see Business Combinations footnote.

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Goodwill is not amortized but is evaluated for impairment on an annual basis at October 1 of each year or whenever events or changes in circumstances indicate the carrying value may not be recoverable. As a result of the reorganization in our reported business segments, goodwill was reallocated among the business segments. Immediately following the reallocation, impairment of $3.0 million was recorded in the Home Lending reporting segment.

At March 31, 2014 and December 31, 2013, Huntington s other intangible assets consisted of the following:

| *(dollar amounts in thousands)* | Gross Carrying Amount | Accumulated Amortization | Net Carrying Value |
|---|---|---|---|
| March 31, 2014 | | | |
| Core deposit intangible | **$ 387,105** | **$ (342,981)** | **$ 44,124** |
| Customer relationship | **106,974** | **(60,534)** | **46,440** |
| Other | **25,164** | **(24,971)** | **193** |
| Total other intangible assets | **$ 519,243** | **$ (428,486)** | **$ 90,757** |
| December 31, 2013 | | | |
| Core deposit intangible | $ 380,249 | $ (335,552) | $ 44,697 |
| Customer relationship | 106,974 | (58,675) | 48,299 |
| Other | 25,164 | (24,967) | 197 |
| Total other intangible assets | $ 512,387 | $ (419,194) | $ 93,193 |

The estimated amortization expense of other intangible assets for the remainder of 2014 and the next five years is as follows:

| *(dollar amounts in thousands)* | Amortization Expense |
|---|---|
| 2014 | $ 28,458 |
| 2015 | 21,693 |
| 2016 | 8,354 |
| 2017 | 7,747 |
| 2018 | 6,752 |
| 2019 | 6,205 |

**8. OTHER LONG-TERM DEBT**

In February 2014, the Bank issued $500.0 million of senior notes at 99.842% of face value. The senior bank note issuances mature on April 1, 2019 and have a fixed coupon rate of 2.20%. The senior note issuance may be redeemed one month prior to the maturity date at 100% of principal plus accrued and unpaid interest.

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**9. OTHER COMPREHENSIVE INCOME**

The components of other comprehensive income for the three-month periods ended March 31, 2014 and 2013, were as follows:

| | **Three Months Ended March 31, 2014** | | |
|---|---|---|---|
| *(dollar amounts in thousands)* | Pretax | Tax (Expense) Benefit | After-tax |
| Noncredit-related impairment recoveries (losses) on debt securities not expected to be sold | **$ 7,408** | **$ (2,619)** | **$ 4,789** |
| Unrealized holding gains (losses) on available-for-sale debt securities arising during the period | **26,245** | **(9,332)** | **16,913** |
| Less: Reclassification adjustment for net losses (gains) included in net income | **(15,375)** | **5,381** | **(9,994)** |
| Net change in unrealized holding gains (losses) on available-for-sale debt securities | **18,278** | **(6,570)** | **11,708** |
| Net change in unrealized holding gains (losses) on available-for-sale equity securities | **53** | **(19)** | **34** |
| Unrealized gains (losses) on derivatives used in cash flow hedging relationships arising during the period | **2,805** | **(982)** | **1,823** |
| Less: Reclassification adjustment for net (gains) losses included in net income | **(2,892)** | **1,012** | **(1,880)** |
| Net change in unrealized gains (losses) on derivatives used in cash flow hedging relationships | **(87)** | **30** | **(57)** |
| Unrealized gains (losses) for pension and other post-retirement obligations | **888** | **(311)** | **577** |
| Total other comprehensive income (loss) | **$ 19,132** | **$ (6,870)** | **$ 12,262** |

| | Three Months Ended March 31, 2013 | | |
|---|---|---|---|
| *(dollar amounts in thousands)* | Pretax | Tax (Expense) Benefit | After-tax |
| Noncredit-related impairment recoveries (losses) on debt securities not expected to be sold | $ 5,894 | (2,063) | 3,831 |
| Unrealized holding gains (losses) on available-for-sale debt securities arising during the period | (8,847) | 3,062 | (5,785) |
| Less: Reclassification adjustment for net losses (gains) included in net income | 454 | (159) | 295 |
| Net change in unrealized holding gains (losses) on available-for-sale debt securities | (2,499) | 840 | (1,659) |
| Net change in unrealized holding gains (losses) on available-for-sale equity securities | 220 | (77) | 143 |
| Unrealized gains (losses) on derivatives used in cash flow hedging relationships arising during the period | (15,929) | 5,575 | (10,354) |
| Less: Reclassification adjustment for net (gains) losses included in net income | (4,026) | 1,410 | (2,616) |
| Net change in unrealized gains (losses) on derivatives used in cash flow hedging relationships | (19,955) | 6,985 | (12,970) |
| Amortization of net actuarial loss and prior service cost included in net income | 8,227 | (2,879) | 5,348 |
| Total other comprehensive income | $ (14,007) | $ 4,869 | $ (9,138) |

The following table presents activity in accumulated other comprehensive income (loss), net of tax, for the three-month periods ended March 31, 2014 and 2013:

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| (dollar amounts in thousands) | Unrealized gains and (losses) on debt securities (1) | Unrealized gains and (losses) on equity securities | Unrealized gains and (losses) on cash flow hedging derivatives | Unrealized gains (losses) for pension and other post-retirement obligations | Total |
|---|---|---|---|---|---|
| Balance, December 31, 2012 | $ 38,304 | $ 194 | $ 47,084 | $ (236,399) | $ (150,817) |
| Other comprehensive income before reclassifications | (1,954) | 143 | (10,354) | | (12,165) |
| Amounts reclassified from accumulated OCI | 295 | | (2,616) | 5,348 | 3,027 |
| Period change | (1,659) | 143 | (12,970) | 5,348 | (9,138) |
| Balance, March 31, 2013 | $ 36,645 | $ 337 | $ 34,114 | $ (231,051) | $ (159,955) |
| Balance, December 31, 2013 | $ (39,234) | $ 292 | $ (18,844) | $ (156,223) | $ (214,009) |
| Other comprehensive income before reclassifications | 21,702 | 34 | 1,823 | | 23,559 |
| Amounts reclassified from accumulated OCI to earnings | (9,994) | | (1,880) | 577 | (11,297) |
| Period change | 11,708 | 34 | (57) | 577 | 12,262 |
| Balance, March 31, 2014 | **$ (27,526)** | **$ 326** | **$ (18,901)** | **$ (155,646)** | **$ (201,747)** |

(1) Amounts at March 31, 2014 and December 31, 2013 include $0.3 and $0.2 million, respectively, of net unrealized losses on securities transferred from the available-for-sale securities portfolio to the held-to-maturity securities portfolio. Any unrealized gains (losses) will be recognized in earnings over the remaining life of the security using the effective interest method.

The following table presents the reclassification adjustments out of accumulated OCI included in net income and the impacted line items as listed on the Unaudited Condensed Consolidated Statements of Income for the three-month periods ended March 31, 2014 and 2013:

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**Reclassifications out of accumulated OCI**

| Accumulated OCI components | Amounts reclassified from accumulated OCI | | Location of net gain (loss) reclassified from accumulated OCI into earnings |
|---|---|---|---|
| *(dollar amounts in thousands)* | **Three Months Ended March 31, 2014** | Three Months Ended March 31, 2013 | |
| Gains (losses) on debt securities: | | | |
| Amortization of unrealized gains (losses) | **$ 175** | $ 55 | Interest income - held-to-maturity securities - taxable |
| Realized gain (loss) on sale of securities | **15,200** | 187 | Noninterest income - net gains (losses) on sale of securities |
| OTTI recorded | | (696) | Noninterest income - net gains (losses) on sale of securities |
| | **15,375** | (454) | Total before tax |
| | **(5,381)** | 159 | Tax (expense) benefit |
| | **$ 9,994** | $ (295) | Net of tax |
| Gains (losses) on cash flow hedging relationships: | | | |
| Interest rate contracts | **$ 2,892** | $ 3,916 | Interest income - loans and leases |
| Interest rate contracts | | 110 | Noninterest income - other income |
| | **2,892** | 4,026 | Total before tax |
| | **(1,012)** | (1,410) | Tax (expense) benefit |
| | **$ 1,880** | $ 2,616 | Net of tax |
| Amortization of defined benefit pension and post-retirement items: | | | |
| Actuarial gains (losses) | **$ (888)** | $ (9,954) | Noninterest expense - personnel costs |
| Prior service costs | | 1,727 | Noninterest expense - personnel costs |
| Curtailment | | | Noninterest expense - personnel costs |
| | **(888)** | (8,227) | Total before tax |
| | **311** | 2,879 | Tax (expense) benefit |
| | **$ (577)** | $ (5,348) | Net of tax |

**10. SHAREHOLDERS EQUITY**

**Share Repurchase Program**

On March 26, 2014, Huntington announced that the Federal Reserve did not object to Huntington s proposed capital actions included in Huntington s capital plan submitted to the Federal Reserve in January 2014. These actions included a potential repurchase of up to $250 million of common stock through the first quarter of 2015. The new repurchase authorization represents a $23 million, or 10%, increase from the recently completed common stock repurchase authorization. Purchases of common stock may include open market purchases, privately negotiated transactions, and accelerated repurchase programs. Huntington s board of directors authorized a share repurchase program consistent with Huntington s capital plan.

During the three-month periods ended March 31, 2014, and 2013 Huntington repurchased a total of 14.6 and 4.7 million shares of common stock, at a weighted average share price of $9.32 and $7.07, respectively.

**Other Share Activity**

On March 1, 2014, Huntington issued approximately 8.7 million shares pursuant to the acquisition of Camco Financial.

During the three-month period ended March 31, 2014, Huntington sold approximately 0.3 million shares to the HIP, due to the blackout period associated with the Camco Financial acquisition.

**11. EARNINGS PER SHARE**

Basic earnings per share is the amount of earnings (adjusted for dividends declared on preferred stock) available to each share of common stock outstanding during the reporting period. Diluted earnings per share is the amount of earnings available to each share of

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common stock outstanding during the reporting period adjusted to include the effect of potentially dilutive common shares. Potentially dilutive common shares include incremental shares issued for stock options, restricted stock units and awards, distributions from deferred compensation plans, and the conversion of the Company s convertible preferred. Potentially dilutive common shares are excluded from the computation of diluted earnings per share in periods in which the effect would be antidilutive. For diluted earnings per share, net income available to common shares can be affected by the conversion of the Company s convertible preferred stock. Where the effect of this conversion would be dilutive, net income available to common shareholders is adjusted by the associated preferred dividends and deemed dividend. The calculation of basic and diluted earnings per share for each of the three-month periods ended March 31, 2014 and 2013, was as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands, except per share amounts)* | **2014** | 2013 |
| Basic earnings per common share: | | |
| Net income | **$ 149,143** | $ 153,274 |
| Preferred stock dividends | **(7,964)** | (7,970) |
| Net income available to common shareholders | **$ 141,179** | $ 145,304 |
| Average common shares issued and outstanding | **829,659** | 841,103 |
| Basic earnings per common share | **$ 0.17** | $ 0.17 |
| Diluted earnings per common share: | | |
| Net income available to common shareholders | **$ 141,179** | $ 145,304 |
| Effect of assumed preferred stock conversion | | |
| Net income applicable to diluted earnings per share | **$ 141,179** | $ 145,304 |
| Average common shares issued and outstanding | **829,659** | 841,103 |
| Dilutive potential common shares: | | |
| Stock options and restricted stock units and awards | **11,456** | 6,281 |
| Shares held in deferred compensation plans | **1,256** | 1,324 |
| Other | **306** | |
| Dilutive potential common shares: | **13,018** | 7,605 |
| Total diluted average common shares issued and outstanding | **842,677** | 848,708 |
| Diluted earnings per common share | **$ 0.17** | $ 0.17 |

For the three-month periods ended March 31, 2014 and 2013, approximately 2.2 million and 10.6 million, respectively, of options to purchase shares of common stock were not included in the computation of diluted earnings per share because the effect would be antidilutive.

**12. SHARE-BASED COMPENSATION**

Huntington sponsors nonqualified and incentive share based compensation plans. These plans provide for the granting of stock options and other awards to officers, directors, and other employees. Compensation costs are included in personnel costs on the Unaudited Condensed Consolidated Statements of Income. Stock options are granted at the closing market price on the date of the grant. Options granted typically vest ratably over four years or when other conditions are met. Stock options, which represented a portion of our grant values, have no intrinsic value until the stock price increases. Options granted prior to May 2004 have a term of ten years. All options granted after May 2004 have a term of seven years.

In 2012, shareholders approved the Huntington Bancshares Incorporated 2012 Long-Term Incentive Plan (the Plan) which authorized 51.0 million shares for future grants. The Plan is the only active plan under which Huntington is currently granting share based options and awards. At March 31, 2014, 23.7 million shares from the Plan were available for future grants. Huntington issues shares to fulfill stock option exercises and restricted stock unit and award vesting from available authorized common shares. At March 31, 2014, the Company believes there are adequate authorized common shares to satisfy anticipated stock option exercises and restricted stock unit and award vesting in 2014.

Huntington uses the Black-Scholes option pricing model to value options in determining our share-based compensation expense. Forfeitures are estimated at the date of grant based on historical rates, and updated as necessary, and reduce the compensation expense recognized. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the date of grant. The expected dividend yield is based on the dividend rate and

stock price at the date of the grant. Expected volatility is based on the estimated volatility of Huntington s stock over the expected term of the option.

There were no options granted for each of the three-month periods ended March 31, 2014 and 2013.

The following table illustrates total share-based compensation expense and related tax benefit for the three-month and periods ended March 31, 2014 and 2013:

| | Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Share-based compensation expense | **$ 9,418** | $ 8,021 |
| Tax benefit | **3,163** | 2,684 |

Huntington s stock option activity and related information for the three-month period ended March 31, 2014, was as follows:

| *(amounts in thousands, except years and per share amounts)* | Options | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Life (Years) | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at January 1, 2014 | 23,300 | $ 7.61 | | |
| Granted | | | | |
| Assumed | 214 | | | |
| Exercised | (1,138) | 5.87 | | |
| Forfeited/expired | (761) | 16.42 | | |
| Outstanding at March 31, 2014 | **21,615** | **$ 7.40** | **4.1** | **$ 74,034** |
| Expected to vest at March 31, 2014 (1) | **8,570** | **$ 6.58** | **5.1** | **$ 29,090** |
| Exercisable at March 31, 2014 | **12,409** | **$ 8.00** | **3.3** | **$ 42,926** |

(1) The number of options expected to vest includes an estimate of 636 shares expected to be forfeited.

The aggregate intrinsic value represents the amount by which the fair value of underlying stock exceeds the in-the-money option exercise price. For the three-month periods ended March 31, 2014 and 2013, cash received for the exercises of stock options was $6.7 million and $2.5 million, respectively. The tax benefit realized from stock option exercises was $0.3 million and $0.2 million for each respective period.

Huntington also grants restricted stock, restricted stock units, performance share awards and other stock-based awards. Restricted stock units and awards are issued at no cost to the recipient, and can be settled only in shares at the end of the vesting period. Restricted stock awards provide the holder with full voting rights and cash dividends during the vesting period. Restricted stock units do not provide the holder with voting rights or cash dividends during the vesting period, but do accrue a dividend equivalent that is paid upon vesting, and are subject to certain service restrictions. Performance share awards are payable contingent upon Huntington achieving certain predefined performance objectives over the three-year measurement period. The fair value of these awards is the closing market price of Huntington s common stock on the date of award.

The weighted-average grant date fair value of nonvested shares granted for the periods ended March 31, 2014 and 2013, were $9.13 and $7.14, respectively. The total fair value of awards vested was $9.6 million and $2.1 million during the periods ended March 31, 2014, and 2013, respectively. As of March 31, 2014, the total unrecognized compensation cost related to nonvested awards was $55.6 million with a weighted-average expense recognition period of 2.3 years.

The following table summarizes the status of Huntington s restricted stock units, performance share awards, and restricted stock awards as of March 31, 2014, and activity for the period ended March 31, 2014:

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| (amounts in thousands, except per share amounts) | Restricted Stock Awards | Weighted-Average Grant Date Fair Value Per Share | Restricted Stock Units | Weighted-Average Grant Date Fair Value Per Share | Performance Share Awards | Weighted-Average Grant Date Fair Value Per Share |
|---|---|---|---|---|---|---|
| Nonvested at January 1, 2014 | | $ | 12,064 | $ 6.80 | 1,646 | $ 6.95 |
| Granted | | | 1,036 | 9.13 | | |
| Assumed | 27 | | | | | |
| Vested | (11) | 9.53 | (1,335) | 7.12 | | |
| Forfeited | | | (245) | 6.98 | (108) | 6.94 |
| Nonvested at March 31, 2014 | 16 | $ 9.53 | 11,520 | $ 6.97 | 1,538 | $ 6.95 |

**13. BENEFIT PLANS**

Huntington sponsors the Plan, a non-contributory defined benefit pension plan covering substantially all employees hired or rehired prior to January 1, 2010. The Plan, which was modified in 2013 and no longer accrues service benefits to participants, provides benefits based upon length of service and compensation levels. The funding policy of Huntington is to contribute an annual amount that is at least equal to the minimum funding requirements but not more than the amount deductible under the Internal Revenue Code. There is no required minimum contribution for 2014. During the 2013 third quarter, the board of directors approved, and management communicated, a curtailment of the Company s pension plan effective December 31, 2013.

In addition, Huntington has an unfunded defined benefit post-retirement plan that provides certain healthcare and life insurance benefits to retired employees who have attained the age of 55 and have at least 10 years of vesting service under this plan. For any employee retiring on or after January 1, 1993, post-retirement healthcare benefits are based upon the employee s number of months of service and are limited to the actual cost of coverage. Life insurance benefits are a percentage of the employee s base salary at the time of retirement, with a maximum of $50,000 of coverage. The employer paid portion of the post-retirement health and life insurance plan was eliminated for employees retiring on and after March 1, 2010. Eligible employees retiring on and after March 1, 2010, who elect retiree medical coverage, will pay the full cost of this coverage. Huntington will not provide any employer paid life insurance to employees retiring on and after March 1, 2010. Eligible employees will be able to convert or port their existing life insurance at their own expense under the same terms that are available to all terminated employees.

The following table shows the components of net periodic benefit expense of the Plan and the Post-Retirement Benefit Plan:

| | Pension Benefits Three Months Ended March 31, | | Post Retirement Benefits Three Months Ended March 31, | |
|---|---|---|---|---|
| (dollar amounts in thousands) | **2014** | 2013 | **2014** | 2013 |
| Service cost[1] | **$ 435** | $ 7,134 | **$** | $ |
| Interest cost | **8,100** | 7,307 | **259** | 216 |
| Expected return on plan assets | **(11,446)** | (12,091) | | |
| Amortization of prior service cost | | (1,442) | **(339)** | (338) |
| Amortization of gain | **1,442** | 9,784 | **(144)** | (150) |
| Settlements | **2,500** | 1,500 | | |
| Benefit expense | **$ 1,031** | $ 12,192 | **$ (224)** | $ (272) |

(1) Since no participants will be earning benefits after December 31, 2013, the 2014 service cost represents only administrative expenses.

The Bank, as trustee, held all Plan assets at March 31, 2014 and December 31, 2013. The Plan assets consisted of the following investments:

| *(dollar amounts in thousands)* | Fair Value | | | |
|---|---|---|---|---|
| | **March 31, 2014** | | December 31, 2013 | |
| Cash | **$** | **%** | $ | % |
| Cash equivalents: | | | | |
| Huntington funds money market | **2,932** | | 803 | |
| Fixed income: | | | | |
| Huntington funds fixed income funds | **62,381** | **11** | 74,048 | 11 |
| Corporate obligations | **201,499** | **31** | 180,757 | 28 |
| U.S. Government Obligations | **54,541** | **8** | 51,932 | 8 |
| U.S. Government Agencies | **6,574** | **1** | 6,146 | 1 |
| Equities: | | | | |
| Huntington funds | **257,501** | **39** | 289,379 | 45 |
| Exchange traded funds | **39,580** | **6** | 24,705 | 4 |
| Huntington common stock | **15,987** | **2** | 20,324 | 3 |
| Other common stock | **15,314** | **2** | | |
| Limited partnerships | **1,310** | | 926 | |
| Fair value of plan assets | **$ 657,619** | **100%** | $ 649,020 | 100% |

Investments of the Plan are accounted for at cost on the trade date and are reported at fair value. All of the Plan s investments at March 31, 2014, are classified as Level 1 within the fair value hierarchy, except for corporate obligations, U.S. government obligations, and U.S. government agencies, which are classified as Level 2, and limited partnerships, which are classified as Level 3. In general, investments of the Plan are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible changes in the values of investments will occur in the near term and such changes could materially affect the amounts reported in the Plan assets.

The investment objective of the Plan is to maximize the return on Plan assets over a long time period, while meeting the Plan obligations. At March 31, 2014, Plan assets were invested 50% in equity investments, 50% in bonds, and less than 1% in cash with an average duration of 11.9 years on bond investments. The estimated life of benefit obligations was 12 years. Although it may fluctuate with market conditions, Management has targeted a long-term allocation of Plan assets of 20% to 50% in equity investments and 80% to 50% in bond investments. The allocation of Plan assets between equity investments and fixed income investments will change from time to time with the allocation to fixed income investments increasing as the funding level increases.

Huntington also sponsors other nonqualified retirement plans, the most significant being the SERP and the SRIP. The SERP provides certain former officers and directors, and the SRIP provides certain current and former officers and directors of Huntington and its subsidiaries with defined pension benefits in excess of limits imposed by federal tax law. During the 2013 third quarter, the board of directors approved, and management communicated, a curtailment of the Company s SRIP plan effective December 31, 2013.

Huntington has a defined contribution plan that is available to eligible employees. Huntington matches participant contributions, up to the first 4% of base pay contributed to the Plan.

The following table shows the costs of providing the SERP, SRIP, and defined contribution plans:

| *(dollar amounts in thousands)* | Three Months Ended March 31, | |
|---|---|---|
| | **2014** | 2013 |
| SERP & SRIP | **$ 475** | $ 1,192 |
| Defined contribution plan | **6,105** | 4,374 |
| Benefit cost | **$ 6,580** | $ 5,566 |

**14. FAIR VALUES OF ASSETS AND LIABILITIES**

Huntington follows the fair value accounting guidance under ASC 820 and ASC 825.

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Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A three-level valuation hierarchy was established for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

*Level 1* inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

*Level 2* inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

*Level 3* inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Transfers in and out of Level 1, 2, or 3 are recorded at fair value at the beginning of the reporting period.

Following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

***Mortgage loans held for sale***

Huntington elected to apply the fair value option for mortgage loans originated with the intent to sell which are included in loans held for sale. Mortgage loans held for sale are classified as Level 2 and are estimated using security prices for similar product types.

***Available-for-sale securities and trading account securities***

Securities accounted for at fair value include both the available-for-sale and trading portfolios. Huntington uses prices obtained from third party pricing services and recent trades to determine the fair value of securities. AFS and trading securities are classified as Level 1 using quoted market prices (unadjusted) in active markets for identical securities that Huntington has the ability to access at the measurement date. 1% of the positions in these portfolios are Level 1, and consist of U.S. Treasury securities and money market mutual funds. When quoted market prices are not available, fair values are classified as Level 2 using quoted prices for similar assets in active markets, quoted prices of identical or similar assets in markets that are not active, and inputs that are observable for the asset, either directly or indirectly, for substantially the full term of the financial instrument. 87% of the positions in these portfolios are Level 2, and consist of U.S. Government and agency debt securities, agency mortgage backed securities, asset-backed securities, municipal securities and other securities. For both Level 1 and Level 2 securities, management uses various methods and techniques to corroborate prices obtained from the pricing service, including reference to dealer or other market quotes, and by reviewing valuations of comparable instruments. If relevant market prices are limited or unavailable, valuations may require significant management judgment or estimation to determine fair value, in which case the fair values are classified as Level 3. 12% of our positions are Level 3, and consist of non-agency ALT-A asset-backed securities, private-label CMO securities, CDO-preferred CDO securities and municipal securities. A significant change in the unobservable inputs for these securities may result in a significant change in the ending fair value measurement of these securities.

The Alt-A, private label CMO and CDO-preferred securities portfolios are classified as Level 3 and as such use significant estimates to determine the fair value of these securities which results in greater subjectivity. The Alt-A and private label CMO securities portfolios are subjected to a monthly review of the projected cash flows, while the cash flows of the CDO-preferred securities portfolio are reviewed quarterly. These reviews are supported with analysis from independent third parties, and are used as a basis for impairment analysis.

Alt-A mortgage-backed and private-label CMO securities are collateralized by first-lien residential mortgage loans. The securities valuation methodology incorporates values obtained from a third party pricing specialist using a discounted cash flow approach and a proprietary pricing model and includes assumptions management believes market participants would use to value the securities under current market conditions. The model uses inputs such as estimated prepayment speeds, losses, recoveries, default rates that are implied by the underlying performance of collateral in the structure or similar structures, house price depreciation / appreciation rates that are based upon macroeconomic forecasts and discount rates that are implied by market prices for similar securities with similar collateral structures.

CDO-preferred securities are CDOs backed by a pool of debt securities issued by financial institutions. The collateral generally consists of trust-preferred securities and subordinated debt securities issued by banks, bank holding companies, and insurance companies. A full cash flow analysis is used to estimate fair values and assess impairment for each security within this portfolio. We engage a third party pricing specialist with direct industry experience in CDO-preferred securities valuations to provide assistance in estimating the fair value and expected cash flows

for each security in this portfolio. The PD of each issuer and the market discount rate are the most significant inputs in determining fair value. Management evaluates the PD assumptions provided by the third party pricing specialist by comparing the current PD to the assumptions used the previous quarter, actual defaults and deferrals in the current period, and trend data on certain financial ratios of the issuers. Huntington also evaluates the assumptions related to discount rates. Relying on cash flows is necessary because there was a lack of observable transactions in the market and many of the original sponsors or dealers for these securities are no longer able to provide a fair value that is compliant with ASC 820.

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Huntington utilizes the same processes to determine the fair value of investment securities classified as held-to-maturity for impairment evaluation purposes.

***Automobile loans***

Effective January 1, 2010, Huntington consolidated an automobile loan securitization that previously had been accounted for as an off-balance sheet transaction. As a result, Huntington elected to account for these automobile loan receivables at fair value per guidance supplied in ASC 825. The automobile loan receivables are classified as Level 3. The key assumptions used to determine the fair value of the automobile loan receivables included projections of expected losses and prepayment of the underlying loans in the portfolio and a market assumption of interest rate spreads. Certain interest rates are available from similarly traded securities while other interest rates are developed internally based on similar asset-backed security transactions in the market. During the first quarter of 2014 Huntington cancelled the 2009 and 2006 Automobile Trust. Huntington continues to report the associated automobile loan receivables at fair value due to its 2010 election.

***MSRs***

MSRs do not trade in an active market with readily observable prices. Accordingly, the fair value of these assets is classified as Level 3. Huntington determines the fair value of MSRs using an income approach model based upon our month-end interest rate curve and prepayment assumptions. The model, which is operated and maintained by a third party, utilizes assumptions to estimate future net servicing income cash flows, including estimates of time decay, payoffs, and changes in valuation inputs and assumptions. Servicing brokers and other sources of information (e.g. discussion with other mortgage servicers and industry surveys) are used to obtain information on market practice and assumptions. On at least a quarterly basis, third party marks are obtained from at least one service broker. Huntington reviews the valuation assumptions against this market data for reasonableness and adjusts the assumptions if deemed appropriate. Any recommended change in assumptions and / or inputs are presented for review to the Mortgage Price Risk Subcommittee for final approval.

***Derivatives***

Derivatives classified as Level 1 consist of exchange traded options and forward commitments to deliver mortgage-backed securities which are valued using quoted prices. Asset and liability conversion swaps and options, and interest rate caps are classified as Level 2. These derivative positions are valued using a discounted cash flow method that incorporates current market interest rates. Derivatives classified as Level 3 consist primarily of interest rate lock agreements related to mortgage loan commitments. The determination of fair value includes assumptions related to the likelihood that a commitment will ultimately result in a closed loan, which is a significant unobservable assumption. A significant increase or decrease in the external market price would result in a significantly higher or lower fair value measurement.

**Assets and Liabilities measured at fair value on a recurring basis**

Assets and liabilities measured at fair value on a recurring basis at March 31, 2014 and December 31, 2013 are summarized below:

| | Fair Value Measurements at Reporting Date Using | | | Netting | **Balance at** |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | Level 1 | Level 2 | Level 3 | Adjustments (1) | **March 31, 2014** |
| Assets | | | | | |
| Loans held for sale | **$** | **$ 280,108** | **$** | **$** | **$ 280,108** |
| Trading account securities: | | | | | |
| U.S. Treasury securities | | | | | |
| Federal agencies: Mortgage-backed | | | | | |
| Federal agencies: Other agencies | | | | | |
| Municipal securities | | **4,418** | | | **4,418** |
| Other securities | **33,015** | **3,006** | | | **36,021** |
| | **33,015** | **7,424** | | | **40,439** |

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| | | | | | |
|---|---|---|---|---|---|
| Available-for-sale and other securities: | | | | | |
| U.S. Treasury securities | **50,989** | | | | **50,989** |
| Federal agencies: Mortgage-backed | | **4,565,879** | | | **4,565,879** |
| Federal agencies: Other agencies | | **134,600** | | | **134,600** |
| Municipal securities | | **491,608** | **734,378** | | **1,225,986** |
| Private-label CMO | | **15,630** | **31,897** | | **47,527** |
| Asset-backed securities | | **823,387** | **109,969** | | **933,356** |
| Covered bonds | | | | | |
| Corporate debt | | **452,420** | | | **452,420** |
| Other securities | **17,062** | **3,820** | | | **20,882** |
| | **68,051** | **6,487,344** | **876,244** | | **7,431,639** |
| Automobile loans | | | **37,268** | | **37,268** |
| MSRs | | | **30,628** | | **30,628** |
| Derivative assets | **62,174** | **218,416** | **4,525** | **(58,186)** | **226,929** |
| Liabilities | | | | | |
| Derivative liabilities | **49,853** | **123,706** | **825** | **(23,465)** | **150,919** |
| Short-term borrowings | | | | | |

| | Fair Value Measurements at Reporting Date Using | | | Netting | Balance at |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | Level 1 | Level 2 | Level 3 | Adjustments (1) | December 31, 2013 |
| Assets | | | | | |
| Mortgage loans held for sale | $ | $ 278,928 | $ | $ | $ 278,928 |
| Trading account securities: | | | | | |
| U.S. Treasury securities | | | | | |
| Federal agencies: Mortgage-backed | | | | | |
| Federal agencies: Other agencies | | 834 | | | 834 |
| Municipal securities | | 2,180 | | | 2,180 |
| Other securities | 32,081 | 478 | | | 32,559 |
| | 32,081 | 3,492 | | | 35,573 |
| Available-for-sale and other securities: | | | | | |
| U.S. Treasury securities | 51,604 | | | | 51,604 |
| Federal agencies: Mortgage-backed | | 3,566,221 | | | 3,566,221 |
| Federal agencies: Other agencies | | 319,888 | | | 319,888 |
| Municipal securities | | 491,455 | 654,537 | | 1,145,992 |
| Private-label CMO | | 16,964 | 32,140 | | 49,104 |
| Asset-backed securities | | 983,621 | 107,419 | | 1,091,040 |
| Covered bonds | | 285,874 | | | 285,874 |
| Corporate debt | | 457,240 | | | 457,240 |
| Other securities | 16,971 | 3,828 | | | 20,799 |
| | 68,575 | 6,125,091 | 794,096 | | 6,987,762 |
| Automobile loans | | | 52,286 | | 52,286 |
| MSRs | | | 34,236 | | 34,236 |
| Derivative assets | 36,774 | 219,045 | 3,066 | (58,856) | 200,029 |
| Liabilities | | | | | |
| Derivative liabilities | 22,787 | 124,123 | 676 | (18,312) | 129,274 |
| Short-term borrowings | | 1,089 | | | 1,089 |

(1) Amounts represent the impact of legally enforceable master netting agreements that allow the Company to settle positive and negative positions and cash collateral held or placed with the same counterparties.

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The tables below present a rollforward of the balance sheet amounts for the three-month periods ended March 31, 2014 and 2013, for financial instruments measured on a recurring basis and classified as Level 3. The classification of an item as Level 3 is based on the significance of the unobservable inputs to the overall fair value measurement. However, Level 3 measurements may also include observable components of value that can be validated externally. Accordingly, the gains and losses in the table below include changes in fair value due in part to observable factors that are part of the valuation methodology.

**Level 3 Fair Value Measurements**
**Three Months Ended March 31, 2014**

| | | | Available-for-sale securities | | | |
|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | MSRs | Derivative instruments | Municipal securities | Private-label CMO | Asset-backed securities | Automobile loans |
| Opening balance | **$ 34,236** | **$ 2,390** | **$ 654,537** | **$ 32,140** | **$ 107,419** | **$ 52,286** |
| Transfers into Level 3 | | | | | | |
| Transfers out of Level 3 | | | | | | |
| Total gains/losses for the period: | | | | | | |
| Included in earnings | **(3,608)** | **1,675** | | **9** | **22** | **(251)** |
| Included in OCI | | | **7,272** | **252** | **11,543** | |
| Purchases | | | **80,185** | | | |
| Sales | | | | | | |
| Repayments | | | | | | **(14,767)** |
| Issues | | | | | | |
| Settlements | | **(365)** | **(7,616)** | **(504)** | **(9,015)** | |
| Closing balance | **$ 30,628** | **$ 3,700** | **$ 734,378** | **$ 31,897** | **$ 109,969** | **$ 37,268** |
| Change in unrealized gains or losses for the period included in earnings (or changes in net assets) for assets held at end of the reporting date | **$ (3,608)** | **$ 1,675** | **$ 7,272** | **$ 252** | **$ 11,543** | **$ (251)** |

**Level 3 Fair Value Measurements**
**Three Months Ended March 31, 2013**

| | | | Available-for-sale securities | | | |
|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | MSRs | Derivative instruments | Municipal securities | Private-label CMO | Asset-backed securities | Automobile loans |
| Opening balance | $ 35,202 | $ 12,702 | $ 61,228 | $ 48,775 | $ 110,037 | $ 142,762 |
| Transfers into Level 3 | | | | | | |
| Transfers out of Level 3 | | | | | | |
| Total gains/losses for the period: | | | | | | |
| Included in earnings | 380 | (1,482) | | (270) | (738) | 1,137 |
| Included in OCI | | | 155 | 891 | 12,789 | |
| Purchases | | | | | | |
| Sales | | | | | | |
| Repayments | | | | | | (27,860) |
| Issues | | | | | | |
| Settlements | | (2,214) | (2,285) | (3,850) | (6,633) | |
| Closing balance | $ 35,582 | $ 9,006 | $ 59,098 | $ 45,546 | $ 115,455 | $ 116,039 |
| Change in unrealized gains or losses for the period included in earnings (or changes in net assets) for assets held at end of the reporting date | $ 380 | $ (3,696) | $ 155 | $ 891 | $ 12,789 | $ 1,137 |

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The table below summarizes the classification of gains and losses due to changes in fair value, recorded in earnings for Level 3 assets and liabilities for the three-month periods ended March 31, 2014 and 2013:

| | Level 3 Fair Value Measurements Three Months Ended March 31, 2014 | | | | | |
|---|---|---|---|---|---|---|
| | | | Available-for-sale securities | | | |
| *(dollar amounts in thousands)* | MSRs | Derivative instruments | Municipal securities | Private-label CMO | Asset-backed securities | Automobile loans |
| Classification of gains and losses in earnings: | | | | | | |
| Mortgage banking income (loss) | **$ (3,608)** | **$ 1,675** | **$** | **$** | **$** | **$** |
| Securities gains (losses) | | | | | | |
| Interest and fee income | | | | **9** | **22** | **(332)** |
| Noninterest income | | | | | | **81** |
| Total | **$ (3,608)** | **$ 1,675** | **$** | **$ 9** | **$ 22** | **$ (251)** |

| | Level 3 Fair Value Measurements Three Months Ended March 31, 2013 | | | | | |
|---|---|---|---|---|---|---|
| | | | Available-for-sale securities | | | |
| *(dollar amounts in thousands)* | MSRs | Derivative instruments | Municipal securities | Private-label CMO | Asset-backed securities | Automobile loans |
| Classification of gains and losses in earnings: | | | | | | |
| Mortgage banking income (loss) | $ 380 | $ (1,482) | $ | $ | $ | $ |
| Securities gains (losses) | | | | (336) | (359) | |
| Interest and fee income | | | | 66 | (379) | (859) |
| Noninterest income | | | | | | 1,996 |
| Total | $ 380 | $ (1,482) | $ | $ (270) | $ (738) | $ 1,137 |

**Assets and liabilities under the fair value option**

The following table presents the fair value and aggregate principal balance of certain assets and liabilities under the fair value option:

| | March 31, 2014 | | | December 31, 2013 | | |
|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | Fair value carrying amount | Aggregate unpaid principal | Difference | Fair value carrying amount | Aggregate unpaid principal | Difference |
| Assets | | | | | | |
| Mortgage loans held for sale | **$ 280,108** | **$ 269,763** | **$ 10,345** | $ 278,928 | $ 276,945 | $ 1,983 |
| Automobile loans | **37,268** | **36,034** | **1,234** | 52,286 | 50,800 | 1,486 |

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The following tables present the net gains (losses) from fair value changes, including net gains (losses) associated with instrument specific credit risk for the three-month periods ended March 31, 2014 and 2013:

| | Net gains (losses) from fair value changes Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Assets | | |
| Mortgage loans held for sale | **$ 3,151** | $ (4,663) |
| Automobile loans | **(251)** | 1,137 |

| | Gains (losses) included in fair value changes associated with instrument specific credit risk Three Months Ended March 31, | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Assets | | |
| Automobile loans | **$ 323** | $ 326 |

**Assets and Liabilities measured at fair value on a nonrecurring basis**

Certain assets and liabilities may be required to be measured at fair value on a nonrecurring basis in periods subsequent to their initial recognition. These assets and liabilities are not measured at fair value on an ongoing basis; however, they are subject to fair value adjustments in certain circumstances, such as when there is evidence of impairment. At March 31, 2014, assets measured at fair value on a nonrecurring basis were as follows:

| | | Fair Value Measurements Using | | | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | Fair Value at March 31, 2014 | Quoted Prices In Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Other Unobservable Inputs (Level 3) | Total Gains/(Losses) For the Three Months Ended March 31, 2014 |
| Impaired loans | **$ 13,615** | **$** | **$** | **$ 13,615** | **$ 5,223** |
| Other real estate owned | **35,691** | | | **35,691** | **353** |

Periodically, Huntington records nonrecurring adjustments of collateral-dependent loans measured for impairment when establishing the ACL. Such amounts are generally based on the fair value of the underlying collateral supporting the loan. Appraisals are generally obtained to support the fair value of the collateral and incorporate measures such as recent sales prices for comparable properties and cost of construction. In cases where the carrying value exceeds the fair value of the collateral less cost to sell, an impairment charge is recognized.

Other real estate owned properties are included in accrued income and other assets and valued based on appraisals and third party price opinions, less estimated selling costs.

**Significant unobservable inputs for assets and liabilities measured at fair value on a recurring and nonrecurring basis**

The table below presents quantitative information about the significant unobservable inputs for assets and liabilities measured at fair value on a recurring and nonrecurring basis at March 31, 2014 and December 31, 2013:

**Quantitative Information about Level 3 Fair Value Measurements**

| *(dollar amounts in thousands)* | Fair Value at March 31, 2014 | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) |
|---|---|---|---|---|
| MSRs | $ 30,628 | Discounted cash flow | Constant prepayment rate | 7.0% - 36.0% (13.0%) |
| | | | Spread over forward interest rate swap rates | -129 - 4,244 (1,081) |
| Derivative assets | 4,525 | Consensus Pricing | Net market price | -4.8% - 16.1% (1.5%) |
| Derivative liabilities | 825 | | Estimated Pull through % | 50.0% - 89.0% (77.0%) |
| Municipal securities | 734,378 | Discounted cash flow | Discount rate | 1.4% - 4.1% (2.4%) |
| Private-label CMO | 31,897 | Discounted cash flow | Discount rate | 2.7% - 7.8% (6.0%) |
| | | | Constant prepayment rate | 12.7% - 31.6% (19.0%) |
| | | | Probability of default | 0.1% - 4.0% (0.7%) |
| | | | Loss severity | 8.0% - 64.0% (33.5%) |
| Asset-backed securities | 109,969 | Discounted cash flow | Discount rate | 3.5% - 13.7% (7.4%) |
| | | | Constant prepayment rate | 5.7% - 5.7% (5.7%) |
| | | | Cumulative prepayment rate | 0.0% - 100.0% (16.1%) |
| | | | Constant default | 1.4% - 4.0% (2.8%) |
| | | | Cumulative default | 2.4% - 100.0% (17.5%) |
| | | | Loss given default | 20.0% - 100.0% (93.9%) |
| | | | Cure given deferral | 0.0% - 75.0% (30.0%) |
| | | | Loss severity | 49.0% - 69.0% (63.4%) |
| Automobile loans | 37,268 | Discounted cash flow | Constant prepayment rate | 77.8% |
| | | | Discount rate | 0.3% - 5.0% (1.6%) |
| Impaired loans | 13,615 | Appraisal value | NA | NA |
| Other real estate owned | 35,691 | Appraisal value | NA | NA |

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**Quantitative Information about Level 3 Fair Value Measurements**

| *(dollar amounts in thousands)* | Fair Value at December 31, 2013 | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) |
|---|---|---|---|---|
| MSRs | $ 34,236 | Discounted cash flow | Constant prepayment rate | 7% - 32% (12%) |
| | | | Spread over forward interest rate swap rates | -158 - 4,216 (1,069) |
| Derivative assets | 3,066 | Consensus Pricing | Net market price | -5.25% - 13.53% (1.3%) |
| Derivative liabilities | 676 | | Estimated Pull through % | 50% - 89% (78%) |
| Municipal securities | 654,537 | Discounted cash flow | Discount rate | 1.6% - 4.5% (2.4%) |
| Private-label CMO | 32,140 | Discounted cash flow | Discount rate | 2.9% - 8.3% (6.3%) |
| | | | Constant prepayment rate | 12.0% - 31.6% (18.0%) |
| | | | Probability of default | 0.1% - 4.0% (0.7%) |
| | | | Loss severity | 8.0% - 64.0% (38.2%) |
| Asset-backed securities | 107,419 | Discounted cash flow | Discount rate | 3.7% - 15.5% (8.1%) |
| | | | Constant prepayment rate | 5.7% - 5.7% (5.7%) |
| | | | Cumulative prepayment rate | 0.0% - 100% (16.6%) |
| | | | Constant default | 1.4% - 4.0% (2.8%) |
| | | | Cumulative default | 0.5% - 100% (18.2%) |
| | | | Loss given default | 20% - 100% (93.7%) |
| | | | Cure given deferral | 0.0% - 75% (35.8%) |
| | | | Loss severity | 49.0% - 69.0% (63.5%) |
| Automobile loans | 52,286 | Discounted cash flow | Constant prepayment rate | 79.2% |
| | | | Discount rate | 0.3% - 5.0% (1.5%) |
| Impaired loans | 114,256 | Appraisal value | NA | NA |
| Other real estate owned | 27,664 | Appraisal value | NA | NA |

The following provides a general description of the impact of a change in an unobservable input on the fair value measurement and the interrelationship between unobservable inputs, where relevant/significant. Interrelationships may also exist between observable and unobservable inputs. Such relationships have not been included in the discussion below.

A significant change in the unobservable inputs may result in a significant change in the ending fair value measurement of Level 3 instruments. In general, prepayment rates increase when market interest rates decline and decrease when market interest rates rise and higher prepayment rates generally result in lower fair values for MSR assets, Private-label CMO securities, Asset-backed securities, and automobile loans.

Credit loss estimates, such as probability of default, constant default, cumulative default, loss given default, cure given deferral, and loss severity, are driven by the ability of the borrowers to pay their loans and the value of the underlying collateral and are impacted by changes in macroeconomic conditions, typically increasing when economic conditions worsen and decreasing when conditions improve. An increase in the estimated prepayment rate typically results in a decrease in estimated credit losses and vice versa. Higher credit loss estimates generally result in lower fair values. Credit spreads generally increase when liquidity risks and market volatility increase and decrease when liquidity conditions and market volatility improve.

Discount rates and spread over forward interest rate swap rates typically increase when market interest rates increase and/or credit and liquidity risks increase and decrease when market interest rates decline and/or credit and liquidity conditions improve. Higher discount rates and credit spreads generally result in lower fair market values.

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Net market price and pull through percentages generally increase when market interest rates increase and decline when market interest rates decline. Higher net market price and pull through percentages generally result in higher fair values.

**Fair values of financial instruments**

The following table provides the carrying amounts and estimated fair values of Huntington s financial instruments that are carried either at fair value or cost at March 31, 2014 and December 31, 2013:

| | **March 31, 2014** | | December 31, 2013 | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | **Carrying Amount** | **Fair Value** | Carrying Amount | Fair Value |
| Financial Assets | | | | |
| Cash and short-term assets | **$ 1,044,495** | **$ 1,044,495** | $ 1,058,175 | $ 1,058,175 |
| Trading account securities | **40,439** | **40,439** | 35,573 | 35,573 |
| Loans held for sale | **295,312** | **295,312** | 326,212 | 326,212 |
| Available-for-sale and other securities | **7,754,790** | **7,754,790** | 7,308,753 | 7,308,753 |
| Held-to-maturity securities | **3,734,723** | **3,701,496** | 3,836,667 | 3,760,898 |
| Net loans and leases | **43,721,990** | **42,083,186** | 42,472,630 | 40,976,014 |
| Derivatives | **13,180** | **13,180** | 200,029 | 200,029 |
| Financial Liabilities | | | | |
| Deposits | **49,348,753** | **49,896,607** | 47,506,718 | 48,132,550 |
| Short-term borrowings | **1,398,393** | **1,389,037** | 552,143 | 543,552 |
| Federal Home Loan Bank advances | **333,233** | **333,484** | 1,808,293 | 1,808,558 |
| Other long-term debt | **1,842,684** | **1,853,063** | 1,349,119 | 1,342,890 |
| Subordinated notes | **980,735** | **1,060,557** | 1,100,860 | 1,073,116 |
| Derivatives | **478** | **478** | 129,274 | 129,274 |

The following table presents the level in the fair value hierarchy for the estimated fair values of only Huntington s financial instruments that are not already on the Unaudited Condensed Consolidated Balance Sheets at fair value at March 31, 2014 and December 31, 2013:

| | Estimated Fair Value Measurements at Reporting Date Using | | | **Balance at** |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | Level 1 | Level 2 | Level 3 | **March 31, 2014** |
| Financial Assets | | | | |
| Loans held for sale | **$** | **$** | **$** | **$** |
| Held-to-maturity securities | | **3,701,496** | | **3,701,496** |
| Net loans and leases | | | **42,083,186** | **42,083,186** |
| Financial Liabilities | | | | |
| Deposits | | **44,371,020** | **5,525,587** | **49,896,607** |
| Short-term borrowings | | | **1,389,037** | **1,389,037** |
| Federal Home Loan Bank advances | | | **333,484** | **333,484** |
| Other long-term debt | | | **1,853,063** | **1,853,063** |
| Subordinated notes | | | **1,060,557** | **1,060,557** |

| | Estimated Fair Value Measurements at Reporting Date Using | | | Balance at |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | Level 1 | Level 2 | Level 3 | December 31, 2013 |
| Financial Assets | | | | |
| Loans held for sale | $ | $ | $ | $ |
| Held-to-maturity securities | | 3,760,898 | | 3,760,898 |
| Net loans and leases | | | 40,976,014 | 40,976,014 |
| Financial Liabilities | | | | |
| Deposits | | 42,279,542 | 5,853,008 | 48,132,550 |
| Short-term borrowings | | | 543,552 | 543,552 |
| Federal Home Loan Bank advances | | | 1,808,558 | 1,808,558 |
| Other long-term debt | | | 1,342,890 | 1,342,890 |
| Subordinated notes | | | 1,073,116 | 1,073,116 |

The short-term nature of certain assets and liabilities result in their carrying value approximating fair value. These include trading account securities, customers acceptance liabilities, short-term borrowings, bank acceptances outstanding, FHLB advances, and cash and short-term assets, which include cash and due from banks, interest-bearing deposits in banks, and federal funds sold and securities purchased under resale agreements. Loan commitments and letters-of-credit generally have short-term, variable-rate features and contain clauses that limit Huntington s exposure to changes in customer credit quality. Accordingly, their carrying values, which are immaterial at the respective balance sheet dates, are reasonable estimates of fair value. Not all the financial instruments listed in the table above are subject to the disclosure provisions of ASC Topic 820.

Certain assets, the most significant being operating lease assets, bank owned life insurance, and premises and equipment, do not meet the definition of a financial instrument and are excluded from this disclosure. Similarly, mortgage and nonmortgage servicing rights, deposit base, and other customer relationship intangibles are not considered financial instruments and are not included above. Accordingly, this fair value information is not intended to, and does not, represent Huntington s underlying value. Many of the assets and liabilities subject to the disclosure requirements are not actively traded, requiring fair values to be estimated by Management. These estimations necessarily involve the use of judgment about a wide variety of factors, including but not limited to, relevancy of market prices of comparable instruments, expected future cash flows, and appropriate discount rates.

The following methods and assumptions were used by Huntington to estimate the fair value of the remaining classes of financial instruments:

Held-to-maturity securities

Fair values are determined by using models that are based on security-specific details, as well as relevant industry and economic factors. The most significant of these inputs are quoted market prices, and interest rate spreads on relevant benchmark securities.

Loans and Direct Financing Leases

Variable-rate loans that reprice frequently are based on carrying amounts, as adjusted for estimated credit losses. The fair values for other loans and leases are estimated using discounted cash flow analyses and employ interest rates currently being offered for loans and leases with similar terms. The rates take into account the position of the yield curve, as well as an adjustment for prepayment risk, operating costs, and profit. This value is also reduced by an estimate of expected losses and the credit risk associated in the loan and lease portfolio. The valuation of the loan portfolio reflected discounts that Huntington believed are consistent with transactions occurring in the marketplace.

Deposits

Demand deposits, savings accounts, and money market deposits are, by definition, equal to the amount payable on demand. The fair values of fixed-rate time deposits are estimated by discounting cash flows using interest rates currently being offered on certificates with similar maturities.

Debt

Fixed-rate, long-term debt is based upon quoted market prices, which are inclusive of Huntington s credit risk. In the absence of quoted market prices, discounted cash flows using market rates for similar debt with the same maturities are used in the determination of fair value.

**15. DERIVATIVE FINANCIAL INSTRUMENTS**

Derivative financial instruments are recorded in the Unaudited Condensed Consolidated Balance Sheet as either an asset or a liability (in accrued income and other assets or accrued expenses and other liabilities, respectively) and measured at fair value.

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**Derivatives used in Asset and Liability Management Activities**

Huntington engages in balance sheet hedging activity, principally for asset liability management purposes, to convert fixed rate assets or liabilities into floating rate or vice versa. Balance sheet hedging activity is arranged to receive hedge accounting treatment and is classified as either fair value or cash flow hedges. Fair value hedges are purchased to convert deposits and subordinated and other long-term debt from fixed-rate obligations to floating rate. Cash flow hedges are also used to convert floating rate loans made to customers into fixed rate loans.

The following table presents the gross notional values of derivatives used in Huntington s asset and liability management activities at March 31, 2014, identified by the underlying interest rate-sensitive instruments:

| *(dollar amounts in thousands )* | Fair Value Hedges | Cash Flow Hedges | Total |
|---|---|---|---|
| Instruments associated with: | | | |
| Loans | $ | $ 9,315,000 | $ 9,315,000 |
| Deposits | 84,300 | | 84,300 |
| Subordinated notes | 475,000 | | 475,000 |
| Other long-term debt | 1,785,000 | | 1,785,000 |
| Total notional value at March 31, 2014 | **$ 2,344,300** | **$ 9,315,000** | **$ 11,659,300** |

The following table presents additional information about the interest rate swaps used in Huntington s asset and liability management activities at March 31, 2014:

| | | | | Weighted-Average Rate | |
|---|---|---|---|---|---|
| *(dollar amounts in thousands )* | Notional Value | Average Maturity (years) | Fair Value | Receive | Pay |
| Asset conversion swaps | | | | | |
| Receive fixed - generic | $ 9,315,000 | 2.7 | $ (28,484) | 0.80% | 0.24% |
| Total asset conversion swaps | 9,315,000 | 2.7 | (28,484) | 0.80 | 0.24 |
| Liability conversion swaps | | | | | |
| Receive fixed - generic | 2,344,300 | 4.0 | 52,871 | 1.88 | 0.26 |
| Total liability conversion swaps | 2,344,300 | 4.0 | 52,871 | 1.88 | 0.26 |
| Total swap portfolio | $ 11,659,300 | 3.0 | $ 24,387 | 1.02% | 0.24% |

These derivative financial instruments were entered into for the purpose of managing the interest rate risk of assets and liabilities. Consequently, net amounts receivable or payable on contracts hedging either interest earning assets or interest bearing liabilities were accrued as an adjustment to either interest income or interest expense. The net amounts resulted in an increase to net interest income of $24.6 million and $25.1 million for the three-month periods ended March 31, 2014, and 2013, respectively.

In connection with the sale of Huntington s Class B Visa® shares, Huntington entered into a swap agreement with the purchaser of the shares. The swap agreement adjusts for dilution in the conversion ratio of Class B shares resulting from the Visa® litigation. At March 31, 2014, the fair value of the swap liability of $0.4 million is an estimate of the exposure liability based upon Huntington s assessment of the potential Visa® litigation losses.

The following table presents the fair values at March 31, 2014 and December 31, 2013 of Huntington s derivatives that are designated and not designated as hedging instruments. Amounts in the table below are presented gross without the impact of any net collateral arrangements:

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Asset derivatives included in accrued income and other assets:

| *(dollar amounts in thousands)* | **March 31, 2014** | December 31, 2013 |
|---|---|---|
| Interest rate contracts designated as hedging instruments | **$ 52,160** | $ 49,998 |
| Interest rate contracts not designated as hedging instruments | **166,256** | 169,047 |
| Foreign exchange contracts not designated as hedging instruments | **48,871** | 28,499 |
| Commodities contracts not designated as hedging instruments | **11,326** | 4,278 |
| Total contracts | **$ 278,613** | $ 251,822 |

Liability derivatives included in accrued expenses and other liabilities:

| *(dollar amounts in thousands)* | **March 31, 2014** | December 31, 2013 |
|---|---|---|
| Interest rate contracts designated as hedging instruments | **$ 27,773** | $ 25,321 |
| Interest rate contracts not designated as hedging instruments | **96,378** | 99,247 |
| Foreign exchange contracts not designated as hedging instruments | **38,750** | 18,909 |
| Commodities contracts not designated as hedging instruments | **10,921** | 3,838 |
| Total contracts | **$ 173,822** | $ 147,315 |

The changes in fair value of the fair value hedges are, to the extent that the hedging relationship is effective, recorded through earnings and offset against changes in the fair value of the hedged item.

The following table presents the change in fair value for derivatives designated as fair value hedges as well as the offsetting change in fair value on the hedged item for the three-month periods ended March 31, 2014 and 2013:

| | **Three Months Ended March 31,** | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Interest rate contracts | | |
| Change in fair value of interest rate swaps hedging deposits (1) | **$ (267)** | $ (1,754) |
| Change in fair value of hedged deposits (1) | **266** | 1,748 |
| Change in fair value of interest rate swaps hedging subordinated notes (2) | **1,066** | (8,121) |
| Change in fair value of hedged subordinated notes (2) | **(1,066)** | 8,121 |
| Change in fair value of interest rate swaps hedging other long-term debt (2) | **(4,051)** | (397) |
| Change in fair value of hedged other long-term debt (2) | **6,474** | 397 |

(1) Effective portion of the hedging relationship is recognized in Interest expense - deposits in the Unaudited Condensed Consolidated Statements of Income. Any resulting ineffective portion of the hedging relationship is recognized in noninterest income in the Unaudited Condensed Consolidated Statements of Income.

(2) Effective portion of the hedging relationship is recognized in Interest expense - subordinated notes and other long-term debt in the Unaudited Condensed Consolidated Statements of Income. Any resulting ineffective portion of the hedging relationship is recognized in noninterest income in the Unaudited Condensed Consolidated Statements of Income.

To the extent these derivatives are effective in offsetting the variability of the hedged cash flows, changes in the derivatives fair value will not be included in current earnings but are reported as a component of OCI in the Unaudited Condensed Consolidated Statements of Shareholders Equity. These changes in fair value will be included in earnings of future periods when earnings are also affected by the changes in the hedged cash flows. To the extent these derivatives are not effective, changes in their fair values are immediately included in noninterest income.

The following table presents the gains and (losses) recognized in OCI and the location in the Unaudited Condensed Consolidated Statements of Income of gains and (losses) reclassified from OCI into earnings for the three-month periods ended March 31, 2014 and 2013 for derivatives designated as effective cash flow hedges:

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| Derivatives in cash flow hedging relationships | Amount of gain or (loss) recognized in OCI on derivatives (effective portion) (after-tax) | | Location of gain or (loss) reclassified from accumulated OCI into earnings (effective portion) | Amount of (gain) or loss reclassified from accumulated OCI into earnings (effective portion) | |
|---|---|---|---|---|---|
| | **Three Months Ended March 31,** | | | **Three Months Ended March 31,** | |
| *(dollar amounts in thousands)* | **2014** | 2013 | | **2014** | 2013 |
| Interest rate contracts | | | | | |
| Loans | **$ 1,823** | $ (10,339) | Interest and fee income - loans and leases | **$ (2,892)** | $ (3,916) |
| Investment Securities | | | Noninterest income - other income | | (110) |
| FHLB Advances | | | Interest expense - federal home loan bank advances | | |
| Deposits | | | Interest expense - deposits | | |
| Subordinated notes | | | Interest expense - subordinated notes and other long-term debt | | |
| Other long term debt | | | Interest expense - subordinated notes and other long-term debt | | |
| Total | **$ 1,823** | $ (10,339) | | **$ (2,892)** | $ (4,026) |

Reclassified gains and losses on swaps related to loans and investment securities and swaps related to subordinated debt are recorded within interest income and interest expense, respectively. During the next twelve months, Huntington expects to reclassify to earnings $31.3 million after-tax unrealized gains on cash flow hedging derivatives currently in OCI.

The following table details the gains and (losses) recognized in noninterest income on the ineffective portion on interest rate contracts for derivatives designated as cash flow hedges for the three-month periods ended March 31, 2014 and 2013.

| | **Three Months Ended March 31,** | |
|---|---|---|
| *(dollar amounts in thousands)* | **2014** | 2013 |
| Derivatives in cash flow hedging relationships | | |
| Interest rate contracts | | |
| Loans | **$ 132** | $ 288 |
| FHLB Advances | | |

**Derivatives used in trading activities**

Various derivative financial instruments are offered to enable customers to meet their financing and investing objectives and for their risk management purposes. Derivative financial instruments used in trading activities consisted predominantly of interest rate swaps, but also included interest rate caps, floors, and futures, as well as foreign exchange options and commodity contracts. Interest rate options grant the option holder the right to buy or sell an underlying financial instrument for a predetermined price before the contract expires. Interest rate futures are commitments to either purchase or sell a financial instrument at a future date for a specified price or yield and may be settled in cash or through delivery of the underlying financial instrument. Interest rate caps and floors are option-based contracts that entitle the buyer to receive cash payments based on the difference between a designated reference rate and a strike price, applied to a notional amount. Written options, primarily caps, expose Huntington to market risk but not credit risk. Purchased options contain both credit and market risk. The interest rate risk of these customer derivatives is mitigated by entering into similar derivatives having offsetting terms with other counterparties. The credit risk to these customers is evaluated and included in the calculation of fair value.

The net fair values of these derivative financial instruments, for which the gross amounts are included in accrued income and other assets or accrued expenses and other liabilities at March 31, 2014 and December 31, 2013, were $80.0 million and $80.5 million, respectively. The total notional values of derivative financial instruments used by Huntington on behalf of customers, including offsetting derivatives, were $14.7 billion and $14.3 billion at March 31, 2014 and December 31, 2013, respectively. Huntington s credit risks from interest rate swaps used for trading purposes were $161.2 million and $160.4 million at the same dates, respectively.

**Financial assets and liabilities that are offset in the Condensed Consolidated Balance Sheets**

Huntington records derivatives at fair value as further described in Note 14. Huntington records these derivatives net of any master netting arrangement in the Unaudited Condensed Consolidated Balance Sheets. Collateral agreements are regularly entered into as part of the underlying derivative agreements with Huntington s counterparties to mitigate counterparty credit risk.

All derivatives are carried on the Unaudited Condensed Consolidated Balance Sheets at fair value. Derivative balances are presented on a net basis taking into consideration the effects of legally enforceable master netting agreements. Cash collateral exchanged with counterparties is also netted against the applicable derivative fair values. Huntington enters into derivative transactions with two primary groups: broker-dealers and banks, and Huntington s customers. Different methods are utilized for managing counterparty credit exposure and credit risk for each of these groups.

Huntington enters into transactions with broker-dealers and banks for various risk management purposes. These types of transactions generally are high dollar volume. Huntington enters into bilateral collateral and master netting agreements with these counterparties, and routinely exchange cash and high quality securities collateral with these counterparties. Huntington enters into transactions with customers to meet their financing, investing, payment and risk management needs. These types of transactions generally are low dollar volume. Huntington generally enters into master netting agreements with customer counterparties, however collateral is generally not exchanged with customer counterparties.

At March 31, 2014 and December 31, 2013, aggregate credit risk associated with these derivatives, net of collateral that has been pledged by the counterparty, was $18.8 million and $15.2 million, respectively. The credit risk associated with interest rate swaps is calculated after considering master netting agreements with broker-dealers and banks.

At March 31, 2014, Huntington pledged $118.8 million of investment securities and cash collateral to counterparties, while other counterparties pledged $104.7 million of investment securities and cash collateral to Huntington to satisfy collateral netting agreements. In the event of credit downgrades, Huntington would not be required to provide additional collateral.

The following tables present the gross amounts of these assets and liabilities with any offsets to arrive at the net amounts recognized in the Unaudited Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013:

**Offsetting of Financial Assets and Derivative Assets**

| | | | | | Gross amounts not offset in the condensed consolidated balance sheets | | |
|---|---|---|---|---|---|---|---|
| *(dollar amounts in thousands)* | | Gross amounts of recognized assets | Gross amounts offset in the condensed consolidated balance sheets | Net amounts of assets presented in the condensed consolidated balance sheets | Financial instruments | cash collateral received | Net amount |
| Offsetting of Financial Assets and Derivative Assets | | | | | | | |
| March 31, 2014 | Derivatives | **$ 319,744** | **$ (102,043)** | **$ 217,701** | **$ (42,125)** | **$ (1,659)** | **$ 173,917** |
| December 31, 2013 | Derivatives | 300,903 | (111,458) | 189,445 | (35,205) | (360) | 153,880 |

**Offsetting of Financial Liabilities and Derivative Liabilities**

| *(dollar amounts in thousands)* | | Gross amounts of recognized liabilities | Gross amounts offset in the condensed consolidated balance sheets | Net amounts of liabilities presented in the condensed consolidated balance sheets | Gross amounts not offset in the condensed consolidated balance sheets: Financial instruments | cash collateral received | Net amount |
|---|---|---|---|---|---|---|---|
| Offsetting of Financial Liabilities and Derivative Liabilities | | | | | | | |
| March 31, 2014 | Derivatives | **$ 214,954** | **$ (79,412)** | **$ 135,542** | **$ (77,733)** | **$ (2,763)** | **$ 55,046** |
| December 31, 2013 | Derivatives | 196,397 | (76,539) | 119,858 | (86,204) | 290 | 33,944 |

**Derivatives used in mortgage banking activities**

Huntington also uses certain derivative financial instruments to offset changes in value of its residential MSRs. These derivatives consist primarily of forward interest rate agreements and forward commitments to deliver mortgage-backed securities. The derivative instruments used are not designated as hedges. Accordingly, such derivatives are recorded at fair value with changes in fair value reflected in mortgage banking income. The following table summarizes the derivative assets and liabilities used in mortgage banking activities

| *(dollar amounts in thousands)* | **March 31, 2014** | December 31, 2013 |
|---|---|---|
| Derivative assets: | | |
| Interest rate lock agreements | **$ 4,525** | $ 3,066 |
| Forward trades and options | **1,977** | 3,997 |
| Total derivative assets | **6,502** | 7,063 |
| Derivative liabilities: | | |
| Interest rate lock agreements | **(380)** | (231) |
| Forward trades and options | **(181)** | (40) |
| Total derivative liabilities | **(561)** | (271) |
| Net derivative asset (liability) | **$ 5,941** | $ 6,792 |

The total notional value of these derivative financial instruments at March 31, 2014 and December 31, 2013, was $0.4 billion and $0.5 billion, respectively. The total notional amount at March 31, 2014, corresponds to trading assets with a fair value of $0.8 million and trading liabilities with a fair value of $0.1 million. Net trading gains and (losses) related to MSR hedging for the three-month periods ended March 31, 2014 and 2013, were $1.7 million and $ (7.9) million, respectively. These amounts are included in mortgage banking income in the Unaudited Condensed Consolidated Statements of Income.

**16. VIEs**

**Consolidated VIEs**

Consolidated VIEs at March 31, 2014, consisted of automobile loan and lease securitization trusts formed in 2009 and 2006. Huntington has determined the trusts are VIEs. Huntington has concluded that it is the primary beneficiary of these trusts because it has the power to direct the activities of the entity that most significantly affect the entity s economic performance and it has either the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the

VIE. During the 2014 first quarter, Huntington cancelled the 2009 and 2006 Automobile Trusts. As a result, any remaining assets at the time of the cancellation are no longer part of the trusts.

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The following tables present the carrying amount and classification of the consolidated trusts assets and liabilities that were included in the Unaudited Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013:

| | **March 31, 2014** | | | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | **2009 Automobile Trust** | **2006 Automobile Trust** | **Other Consolidated Trusts** | **Total** |
| Assets: | | | | |
| Cash | **$** | **$** | **$** | **$** |
| Loans and leases | | | | |
| Allowance for loan and lease losses | | | | |
| Net loans and leases | | | | |
| Accrued income and other assets | | | **256** | **256** |
| Total assets | **$** | **$** | **$ 256** | **$ 256** |
| Liabilities: | | | | |
| Other long-term debt | **$** | **$** | **$** | **$** |
| Accrued interest and other liabilities | | | **256** | **256** |
| Total liabilities | **$** | **$** | **$ 256** | **$ 256** |

| | December 31, 2013 | | | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | 2009 Automobile Trust | 2006 Automobile Trust | Other Consolidated Trusts | Total |
| Assets: | | | | |
| Cash | $ 8,580 | $ 79,153 | $ | $ 87,733 |
| Loans and leases | 52,286 | 151,171 | | 203,457 |
| Allowance for loan and lease losses | | (711) | | (711) |
| Net loans and leases | 52,286 | 150,460 | | 202,746 |
| Accrued income and other assets | 235 | 485 | 262 | 982 |
| Total assets | $ 61,101 | $ 230,098 | $ 262 | $ 291,461 |
| Liabilities: | | | | |
| Other long-term debt | $ | $ | $ | $ |
| Accrued interest and other liabilities | | | 262 | 262 |
| Total liabilities | $ | $ | $ 262 | $ 262 |

The automobile loans and leases were designated to repay the securitized notes. Huntington services the loans and leases and uses the proceeds from principal and interest payments to pay the securitized notes during the amortization period. Huntington has not provided financial or other support that was not previously contractually required.

**Unconsolidated VIEs**

The following tables provide a summary of the assets and liabilities included in Huntington s Unaudited Condensed Consolidated Financial Statements, as well as the maximum exposure to losses, associated with its interests related to unconsolidated VIEs for which Huntington holds an interest, but is not the primary beneficiary, to the VIE at March 31, 2014, and December 31, 2013:

| | March 31, 2014 | | |
|---|---|---|---|
| *(dollar amounts in thousands)* | **Total Assets** | **Total Liabilities** | **Maximum Exposure to Loss** |
| 2012-1 Automobile Trust | **$ 4,809** | **$** | **$ 4,809** |
| 2012-2 Automobile Trust | **6,098** | | **6,098** |
| 2011 Automobile Trust | **2,385** | | **2,385** |
| Tower Hill Securities, Inc. | **66,436** | **65,000** | **66,436** |
| Trust Preferred Securities | **13,919** | **317,052** | **13,919** |
| Low Income Housing Tax Credit Partnerships | **309,962** | **120,675** | **309,962** |
| Total | **$ 403,609** | **$ 502,727** | **$ 403,609** |

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| | December 31, 2013 | | |
|---|---|---|---|
| *(dollar amounts in thousands)* | Total Assets | Total Liabilities | Maximum Exposure to Loss |
| 2012-1 Automobile Trust | $ 5,975 | $ | $ 5,975 |
| 2012-2 Automobile Trust | 7,396 | | 7,396 |
| 2011 Automobile Trust | 3,040 | | 3,040 |
| Tower Hill Securities, Inc. | 66,702 | 65,000 | 66,702 |
| Trust Preferred Securities | 13,764 | 312,894 | |
| Low Income Housing Tax Credit Partnerships | 317,226 | 134,604 | 317,226 |
| Total | $ 414,103 | $ 512,498 | $ 400,339 |

2012-1 AUTOMOBILE TRUST, 2012-2 AUTOMOBILE TRUST, and 2011 AUTOMOBILE TRUST

During the 2012 fourth quarter, 2012 first quarter and 2011 third quarter, we transferred automobile loans totaling $1.0 billion, $1.3 billion and $1.0 billion, respectively, to trusts in securitization transactions. The securitizations and the resulting sale of all underlying securities qualified for sale accounting. Huntington has concluded that it is not the primary beneficiary of these trusts because it has neither the obligation to absorb losses of the entities that could potentially be significant to the VIEs nor the right to receive benefits from the entities that could potentially be significant to the VIEs. Huntington is not required and does not currently intend to provide any additional financial support to the trusts. Investors and creditors only have recourse to the assets held by the trusts. The interest Huntington holds in the VIEs relates to servicing rights which are included within accrued income and other assets of Huntington s Unaudited Condensed Consolidated Balance Sheets. The maximum exposure to loss is equal to the carrying value of the servicing asset.

TOWER HILL SECURITIES, INC.

In 2010, we transferred approximately $92.1 million of municipal securities, $86.0 million in Huntington Preferred Capital, Inc. (Real Estate Investment Trust) Class E Preferred Stock and cash of $6.1 million to Tower Hill Securities, Inc. in exchange for $184.1 million of Common and Preferred Stock of Tower Hill Securities, Inc. The municipal securities and the REIT Shares will be used to satisfy $65.0 million of mandatorily redeemable securities issued by Tower Hill Securities, Inc. and are not available to satisfy the general debts and obligations of Huntington or any consolidated affiliates. The transfer was recorded as a secured financing. Interests held by Huntington consist of municipal securities within available for sale and other securities and Series B preferred securities within other long term debt of Huntington s Unaudited Condensed Consolidated Balance Sheets. The maximum exposure to loss is equal to the carrying value of the municipal securities.

TRUST PREFERRED SECURITIES

Huntington has certain wholly-owned trusts whose assets, liabilities, equity, income, and expenses are not included within Huntington s Unaudited Condensed Consolidated Financial Statements. These trusts have been formed for the sole purpose of issuing trust-preferred securities, from which the proceeds are then invested in Huntington junior subordinated debentures, which are reflected in Huntington s Unaudited Condensed Consolidated Balance Sheets as subordinated notes. The trust securities are the obligations of the trusts, and as such, are not consolidated within Huntington s Unaudited Condensed Consolidated Financial Statements. A list of trust preferred securities outstanding at March 31, 2014 follows:

| *(dollar amounts in thousands)* | Rate | Principal amount of subordinated note/ debenture issued to trust (1) | Investment in unconsolidated subsidiary |
|---|---|---|---|
| Huntington Capital I | 0.94 %(2) | $ 111,816 | $ 6,186 |
| Huntington Capital II | 0.86(3) | 54,593 | 3,093 |
| Sky Financial Capital Trust III | 1.63(4) | 72,165 | 2,165 |
| Sky Financial Capital Trust IV | 1.65(4) | 74,320 | 2,320 |
| Camco Financial Trust | 2.67(5) | 4,158 | 155 |
| Total | | $ 317,052 | $ 13,919 |

(1) Represents the principal amount of debentures issued to each trust, including unamortized original issue discount.

(2) Variable effective rate at March 31, 2014, based on three month LIBOR + 0.70.
(3) Variable effective rate at March 31, 2014, based on three month LIBOR + 0.625.
(4) Variable effective rate at March 31, 2014, based on three month LIBOR + 1.40.
(5) Variable effective rate (including impact of purchase accounting accretion) at March 31, 2014, based on three month LIBOR + 1.33.

Each issue of the junior subordinated debentures has an interest rate equal to the corresponding trust securities distribution rate. Huntington has the right to defer payment of interest on the debentures at any time, or from time-to-time for a period not exceeding five years provided that no extension period may extend beyond the stated maturity of the related debentures. During any such extension period, distributions to the trust securities will also be deferred and Huntington s ability to pay dividends on its common stock will be restricted. Periodic cash payments and payments upon liquidation or redemption with respect to trust securities are guaranteed by Huntington to the extent of funds held by the trusts. The guarantee ranks subordinate and junior in right of payment to all indebtedness of the Company to the same extent as the junior subordinated debt. The guarantee does not place a limitation on the amount of additional indebtedness that may be incurred by Huntington.

LOW INCOME HOUSING TAX CREDIT PARTNERSHIPS

Huntington makes certain equity investments in various limited partnerships that sponsor affordable housing projects utilizing the Low Income Housing Tax Credit (LIHTC) pursuant to Section 42 of the Internal Revenue Code. The purpose of these investments is to achieve a satisfactory return on capital, to facilitate the sale of additional affordable housing product offerings, and to assist in achieving goals associated with the Community Reinvestment Act. The primary activities of the limited partnerships include the identification, development, and operation of multi family housing that is leased to qualifying residential tenants. Generally, these types of investments are funded through a combination of debt and equity.

Huntington is a limited partner in each Low Income Housing Tax Credit Partnership. A separate unrelated third party is the general partner. Each limited partnership is managed by the general partner, who exercises full and exclusive control over the affairs of the limited partnership. The general partner has all the rights, powers and authority granted or permitted to be granted to a general partner of a limited partnership under the Ohio Revised Uniform Limited Partnership Act. Duties entrusted to the general partner of each limited partnership include, but are not limited to: investment in operating companies, company expenditures, investment of excess funds, borrowing funds, employment of agents, disposition of fund property, prepayment and refinancing of liabilities, votes and consents, contract authority, disbursement of funds, accounting methods, tax elections, bank accounts, insurance, litigation, cash reserve, and use of working capital reserve funds. Except for limited rights granted to consent to certain transactions, the limited partner(s) may not participate in the operation, management, or control of the limited partnership s business, transact any business in the limited partnership s name or have any power to sign documents for or otherwise bind the limited partnership. In addition, the general partner may only be removed by the limited partner(s) in the event the general partner fails to comply with the terms of the agreement and/or is negligent in performing its duties.

Huntington believes the general partner of each limited partnership has the power to direct the activities which most significantly affect the performance of each partnership, therefore, Huntington has determined that it is not the primary beneficiary of any LIHTC partnership. Huntington uses the proportional amortization method to account for a majority of its investments in these entities. These investments are included in accrued income and other assets. Investments that do not meet the requirements of the proportional amortization method are recognized using the equity method. Investment losses related to these investments are included in non-interest-income in the Unaudited Condensed Consolidated Statements of Income.

During the 2014 first quarter, Huntington early adopted ASU 2014-01 (see Note 2). The amendments are required to be applied retrospectively to all periods presented. As a result of these changes, Huntington recorded a cumulative-effect adjustment to beginning retained earnings.

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The following table summarizes the balance sheet and income statement amounts impacted by the change at the dates or for the periods indicated:

| *(dollar amounts in thousands)* | December 31, 2013 |
|---|---|
| Accrued Income and other assets | |
| As previous reported | $ 1,619,046 |
| As reported under the new guidance | 1,609,877 |
| Retained Earnings | |
| As previous reported | (1,470,154) |
| As reported under the new guidance | (1,479,323) |

| *(dollar amounts in thousands)* | Three Months Ended March 31, 2013 |
|---|---|
| Noninterest income | |
| As previous reported | $ 252,209 |
| As reported under the new guidance | 256,618 |
| Provision for income taxes | |
| As previous reported | 52,214 |
| As reported under the new guidance | 55,129 |
| Net income | |
| As previous reported | 151,780 |
| As reported under the new guidance | 153,274 |

The following table presents the balances of Huntington s affordable housing tax credit investments and related unfunded commitments at March 31, 2014 and December 31, 2013.

| *(dollar amounts in thousands)* | **March 31, 2014** | December 31, 2013 |
|---|---|---|
| Affordable housing tax credit investments | **$ 487,119** | $ 484,799 |
| Less: amortization | **(177,157)** | (167,573) |
| Net affordable housing tax credit investments | **$ 309,962** | $ 317,226 |
| Unfunded commitments | **$ 120,675** | $ 134,604 |

The following table presents other information relating to Huntington s affordable housing tax credit investments for the three-month periods ended March 31, 2014 and 2013.

| *(dollar amounts in thousands)* | **Three Months Ended March 31,** | |
|---|---|---|
| | **2014** | 2013 |
| Tax credits and other tax benefits recognized | **$ 14,316** | $ 13,788 |
| Proportional amortization method | | |
| Tax credit amortization expense included in provision for income taxes | **9,360** | 8,197 |
| Equity method | | |
| Tax credit investment losses included in non-interest income | **223** | 294 |

Huntington did not recognize any impairment losses on tax credit investments during the three-month period ended March 31, 2014. Huntington did recognize immaterial impairment losses for the three-months ended March 31, 2013. The impairment losses recognized related to the fair value of the tax credit investments that were less than carrying value.

**17. COMMITMENTS AND CONTINGENT LIABILITIES**

**Commitments to extend credit**

In the ordinary course of business, Huntington makes various commitments to extend credit that are not reflected in the Unaudited Condensed Consolidated Financial Statements. The contractual amounts of these financial agreements at March 31, 2014 and December 31, 2013, were as follows:

| *(dollar amounts in thousands)* | **March 31, 2014** | December 31, 2013 |
|---|---|---|
| Contract amount represents credit risk: | | |
| Commitments to extend credit | | |
| Commercial | **$ 10,421,846** | $ 10,198,327 |
| Consumer | **6,832,944** | 6,544,606 |
| Commercial real estate | **794,895** | 765,982 |
| Standby letters-of-credit | **470,279** | 439,834 |

Commitments to extend credit generally have fixed expiration dates, are variable-rate, and contain clauses that permit Huntington to terminate or otherwise renegotiate the contracts in the event of a significant deterioration in the customer s credit quality. These arrangements normally require the payment of a fee by the customer, the pricing of which is based on prevailing market conditions, credit quality, probability of funding, and other relevant factors. Since many of these commitments are expected to expire without being drawn upon, the contract amounts are not necessarily indicative of future cash requirements. The interest rate risk arising from these financial instruments is insignificant as a result of their predominantly short-term, variable-rate nature.

Standby letters-of-credit are conditional commitments issued to guarantee the performance of a customer to a third party. These guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. Most of these arrangements mature within two years. The carrying amount of deferred revenue associated with these guarantees was $4.4 million and $2.1 million at March 31, 2014 and December 31, 2013, respectively.

Through the Company s credit process, Huntington monitors the credit risks of outstanding standby letters-of-credit. When it is probable that a standby letter-of-credit will be drawn and not repaid in full, losses are recognized in the provision for credit losses. At March 31, 2014, Huntington had $470 million of standby letters-of-credit outstanding, of which 84% were collateralized. Included in this $470 million total are letters-of-credit issued by the Bank that support securities that were issued by customers and remarketed by The Huntington Investment Company, the Company s broker-dealer subsidiary.

Huntington uses an internal grading system to assess an estimate of loss on its loan and lease portfolio. This same loan grading system is used to monitor credit risk associated with standby letters-of-credit. Under this grading system as of March 31, 2014, approximately $119 million of the standby letters-of-credit were rated strong with sufficient asset quality, liquidity, and good debt capacity and coverage; approximately $351 million were rated average with acceptable asset quality, liquidity, and modest debt capacity; and approximately $470 million were rated substandard with negative financial trends, structural weaknesses, operating difficulties, and higher leverage.

Commercial letters-of-credit represent short-term, self-liquidating instruments that facilitate customer trade transactions and generally have maturities of no longer than 90 days. The goods or cargo being traded normally secures these instruments.

**Commitments to sell loans**

Huntington enters into forward contracts relating to its mortgage banking business to hedge the exposures from commitments to make new residential mortgage loans with existing customers and from mortgage loans classified as loans held for sale. At March 31, 2014 and December 31, 2013, Huntington had commitments to sell residential real estate loans of $523.0 million and $452.6 million, respectively. These contracts mature in less than one year.

**Income Taxes**

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state, city, and foreign jurisdictions. Federal income tax audits have been completed through 2009. In the first quarter of 2013, the IRS began an examination of our 2010 and 2011

consolidated federal income tax returns. The Company has appealed certain proposed adjustments resulting from the IRS examination of the 2006, 2007, 2008, 2009, and 2010 tax returns. Management believes the tax positions taken related to such proposed adjustments were correct and supported by applicable statutes, regulations, and judicial authority, and intend to

vigorously defend them. It is possible the ultimate resolution of the proposed adjustments, if unfavorable, may be material to the results of operations in the period it occurs. However, although no assurance can be given, Management believes the resolution of these examinations will not, individually or in the aggregate, have a material adverse impact on our consolidated financial position. Various state and other jurisdictions remain open to examination, including Kentucky, Indiana, Michigan, Pennsylvania, West Virginia, and Illinois.

Huntington accounts for uncertainties in income taxes in accordance with ASC 740, Income Taxes. At March 31, 2014, Huntington had gross unrecognized tax benefits of $2.8 million in income tax liability related to uncertain tax positions. Total interest accrued on the unrecognized tax benefits was $0.1 million as of March 31, 2014. Huntington recognizes interest and penalties on income tax assessments or income tax refunds in the financial statements as a component of provision for income taxes. It is reasonably possible the liability for unrecognized tax benefits could decrease in the next twelve months.

**Litigation**

The nature of Huntington s business ordinarily results in a certain amount of claims, litigation, investigations, and legal and administrative cases and proceedings, all of which are considered incidental to the normal conduct of business. When the Company determines it has meritorious defenses to the claims asserted, it vigorously defends itself. The Company will consider settlement of cases when, in Management s judgment, it is in the best interests of both the Company and its shareholders to do so.

On at least a quarterly basis, Huntington assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. For matters where it is probable the Company will incur a loss and the amount can be reasonably estimated, Huntington establishes an accrual for the loss. Once established, the accrual is adjusted as appropriate to reflect any relevant developments. For matters where a loss is not probable or the amount of the loss cannot be estimated, no accrual is established.

In certain cases, exposure to loss exists in excess of the accrual to the extent such loss is reasonably possible, but not probable. Management believes an estimate of the aggregate range of reasonably possible losses, in excess of amounts accrued, for current legal proceedings is from $0 to approximately $125.0 million at March 31, 2014. For certain other cases, Management cannot reasonably estimate the possible loss at this time. Any estimate involves significant judgment, given the varying stages of the proceedings (including the fact that many of them are currently in preliminary stages), the existence of multiple defendants in several of the current proceedings whose share of liability has yet to be determined, the numerous unresolved issues in many of the proceedings, and the inherent uncertainty of the various potential outcomes of such proceedings. Accordingly, Management s estimate will change from time-to-time, and actual losses may be more or less than the current estimate.

While the final outcome of legal proceedings is inherently uncertain, based on information currently available, advice of counsel, and available insurance coverage, Management believes that the amount it has already accrued is adequate and any incremental liability arising from the Company s legal proceedings will not have a material negative adverse effect on the Company s consolidated financial position as a whole. However, in the event of unexpected future developments, it is possible that the ultimate resolution of these matters, if unfavorable, may be material to the Company s consolidated financial position in a particular period.

The following supplements the discussion of certain matters previously reported in Item 3 (Legal Proceedings) of the 2013 Form 10-K for events occurring through the date of this filing:

The Bank has been a defendant in three lawsuits, which collectively may be material, arising from its commercial lending, depository, and equipment leasing relationships with Cyberco Holdings, Inc. (Cyberco), based in Grand Rapids, Michigan. In November 2004, the Federal Bureau of Investigation and the IRS raided the Cyberco facilities and Cyberco s operations ceased. An equipment leasing fraud was uncovered, whereby Cyberco sought financing from equipment lessors and financial institutions, including the Bank, allegedly to purchase computer equipment from Teleservices Group, Inc. (Teleservices). Cyberco created fraudulent documentation to close the financing transactions while, in fact, no computer equipment was ever purchased or leased from Teleservices which proved to be a shell corporation.

On June 22, 2007, a complaint in the United States District Court for the Western District of Michigan (District Court) was filed by El Camino Resources, Ltd, ePlus Group, Inc., and Bank Midwest, N.A., all of whom had financing relationships with Cyberco, against the Bank, which alleged that Cyberco defrauded plaintiffs and converted plaintiffs property through various means in connection with the equipment leasing scheme and alleged that the Bank aided and abetted Cyberco in committing the alleged fraud and conversion. The complaint further alleged that the Bank s actions entitled one of the plaintiffs to recover $1.9 million from the Bank as a form of unjust enrichment. In addition, plaintiffs claimed direct damages of approximately $32.0 million and additional consequential damages in excess of $20.0 million. On July 1, 2010, the District Court issued an Opinion and Order adopting in full a federal magistrate s recommendation for summary judgment in favor of the Bank on all claims except the unjust enrichment claim, and a partial summary judgment was entered on July 1, 2010. On February 6, 2012, the District

Court dismissed the remaining count for unjust enrichment following a finding by the bankruptcy court that the plaintiff must pursue its rights, if any, with respect to that count

in a bankruptcy court. The plaintiffs filed a notice of appeal on March 2, 2012, appealing the District Court s judgment against them on the aiding and abetting and conversion claims. Oral arguments before the Sixth Circuit Court of Appeals were held January 24, 2013, and the Sixth Circuit Court of Appeals affirmed the District Court s judgment in an opinion issued on April 8, 2013. The plaintiffs then filed a motion for rehearing en banc, which the Sixth Circuit denied on May 30, 2013. The period for plaintiffs to seek review in the United States Supreme Court has passed, and the case is completed.

The Bank has also been involved with the Chapter 7 bankruptcy proceedings of both Cyberco, filed on December 9, 2004, and Teleservices, filed on January 21, 2005. The Cyberco bankruptcy trustee commenced an adversary proceeding against the Bank on December 8, 2006, seeking over $70.0 million he alleged was transferred to the Bank. The Bank responded with a motion to dismiss and all but the preference claims were dismissed on January 29, 2008. The Cyberco bankruptcy trustee alleged preferential transfers in the amount of approximately $1.2 million. The Bankruptcy Court ordered the case to be tried in July 2012, and entered a pretrial order governing all pretrial conduct. The Bank filed a motion for summary judgment based on the Cyberco trustee seeking recovery in connection with the same alleged transfers as the Teleservices trustee in the case described below. The Bankruptcy Court granted the motion in principal part and the parties stipulated to a full dismissal which was entered on June 19, 2012.

The Teleservices bankruptcy trustee filed an adversary proceeding against the Bank on January 19, 2007, seeking to avoid and recover alleged transfers that occurred in two ways: (1) checks made payable to the Bank to be applied to Cyberco s indebtedness to the Bank, and (2) deposits into Cyberco s bank accounts with the Bank. A trial was held as to only the Bank s defenses. Subsequently, the trustee filed a summary judgment motion on her affirmative case, alleging the fraudulent transfers to the Bank totaled approximately $73.0 million and seeking judgment in that amount (which includes the $1.2 million alleged to be preferential transfers by the Cyberco bankruptcy trustee). On March 17, 2011, the Bankruptcy Court issued an Opinion determining the alleged transfers made to the Bank were not received in good faith from the time period of April 30, 2004, through November 2004, and that the Bank had failed to show a lack of knowledge of the avoidability of the alleged transfers from September 2003, through April 30, 2004. The trustee then filed an amended motion for summary judgment on her affirmative case and a hearing was held on July 1, 2011.

On March 30, 2012, the Bankruptcy Court issued an Opinion on the trustee s motion determining the Bank was the initial transferee of the checks made payable to it and was a subsequent transferee of all deposits into Cyberco s accounts. The Bankruptcy Court ruled Cyberco s deposits were themselves transfers to the Bank under the Bankruptcy Code, and the Bank was liable for both the checks and the deposits, totaling approximately $73.0 million. The Bankruptcy Court ruled the Bank may be entitled to a credit of approximately $4.0 million for the Cyberco trustee s recoveries in preference actions filed against third parties that received payments from Cyberco within 90 days preceding Cyberco s bankruptcy. Lastly, the Bankruptcy Court ruled that it will award prejudgment interest to the Teleservices trustee at a rate to be determined. A trial was held on these remaining issues on April 30, 2012, and the Court gave a bench opinion on July 23, 2012. In that opinion, the Court denied the Bank the $4.0 million credit, but ruled approximately $0.9 million in deposits were either double-counted or were outside the timeframe in which the Teleservices trustee can recover. Therefore, the Bankruptcy Court s recommended award will be reduced by this $0.9 million. Further, the Bankruptcy Court ruled the interest rate specified in the federal statute governing post-judgment interest, which is based on treasury bill rates, will be the rate of interest for determining prejudgment interest. The rulings of the Bankruptcy Court in its March 2011 and March 2012 opinions, as well as its July 23, 2012, bench opinion, will not be reduced to judgment by the Bankruptcy Court. Rather, the Bankruptcy Court has delivered a report and recommendation to the District Court for the Western District of Michigan, recommending a judgment be entered in the principal amount of $71.8 million, plus interest through July 27, 2012, in the amount of $8.8 million. The District Court is conducting a *de novo* review of the fact findings and legal conclusions in the Bankruptcy Court s opinions.

In the pending bankruptcy cases of Cyberco and Teleservices, the Bank moved to substantively consolidate the two bankruptcy estates, principally on the ground that Teleservices was the alter ego and a mere instrumentality of Cyberco at all times. On July 2, 2010, the Bankruptcy Court issued an Opinion and Order denying the Bank s motions for substantive consolidation of the two bankruptcy estates. The Bank appealed that decision to the Bankruptcy Appellate Panel (BAP) for the Sixth Circuit, which ruled that the order denying substantive consolidation would not be a final order until the Bankruptcy Court issued its opinion on the Bank s defenses in the Teleservices adversary proceeding, and dismissed the appeal. The Bank appealed the BAP s decision to the Sixth Circuit. When the Bankruptcy Court issued its March 17, 2010, opinion in the Teleservices adversary proceeding, the Bank again appealed the order denying substantive consolidation to the BAP, which appeal was held in abeyance pending decision by the Sixth Circuit on the appeal of the BAP s 2010 order. On August 30, 2013, the Sixth Circuit affirmed the BAP s 2010 decision dismissing the original appeal. The Bank filed a status report with the BAP on the second appeal and the trustees moved to dismiss the second appeal on the ground that the Bankruptcy Court s orders denying substantive consolidation were still not final orders. The BAP granted the trustees motion in an Order dated December 23, 2013.

On January 17, 2012, the Company was named a defendant in a putative class action filed on behalf of all 88 counties in Ohio against MERSCORP, Inc. and numerous other financial institutions that participate in the mortgage electronic registration system (MERS). The complaint alleges that recording of mortgages and assignments thereof is mandatory under Ohio law and seeks a declaratory judgment that the defendants are required to record every mortgage and assignment on real property located in Ohio and pay the attendant statutory recording fees.

The complaint also seeks damages, attorneys fees and costs. Although Huntington has not been named as a defendant in the other cases, similar litigation has been initiated against MERSCORP, Inc. and other financial institutions in other jurisdictions throughout the country.

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**18. PARENT COMPANY FINANCIAL STATEMENTS**

The parent company unaudited condensed financial statements, which include transactions with subsidiaries, are as follows:

| **Balance Sheets** *(dollar amounts in thousands)* | **March 31, 2014** | December 31, 2013 |
|---|---|---|
| Assets | | |
| Cash and cash equivalents | **$ 765,465** | $ 966,065 |
| Due from The Huntington National Bank | **246,841** | 246,841 |
| Due from non-bank subsidiaries | **58,795** | 57,747 |
| Investment in The Huntington National Bank | **5,803,570** | 5,537,582 |
| Investment in non-bank subsidiaries | **593,887** | 587,388 |
| Accrued interest receivable and other assets | **307,759** | 286,037 |
| Total assets | **$ 7,776,317** | $ 7,681,660 |
| Liabilities and Shareholders Equity | | |
| Long-term borrowings | **1,040,720** | 1,034,266 |
| Dividends payable, accrued expenses, and other liabilities | **559,363** | 557,240 |
| Total liabilities | **1,600,083** | 1,591,506 |
| Shareholders equity (1) | **6,176,234** | 6,090,154 |
| Total liabilities and shareholders equity | **$ 7,776,317** | $ 7,681,660 |

(1) See Huntington s Unaudited Condensed Consolidated Statements of Changes in Shareholders Equity.

| **Statements of Income** *(dollar amounts in thousands)* | **Three Months Ended March 31, 2014** | 2013 |
|---|---|---|
| Income | | |
| Dividends from | | |
| The Huntington National Bank | **$** | $ |
| Non-bank subsidiaries | **1,819** | |
| Interest from | | |
| The Huntington National Bank | **997** | 4,152 |
| Non-bank subsidiaries | **699** | 821 |
| Other | **1,602** | 396 |
| Total income | **5,117** | 5,369 |
| Expense | | |
| Personnel costs | **11,177** | 13,413 |
| Interest on borrowings | **4,252** | 6,117 |
| Other | **15,997** | 5,064 |
| Total expense | **31,426** | 24,594 |
| | **(26,309)** | (19,225) |

| | | |
|---|---|---|
| Income (loss) before income taxes and equity in undistributed net income of subsidiaries | | |
| Income taxes (benefit) | **(14,347)** | (4,937) |
| Income (loss) before equity in undistributed net income of subsidiaries | **(11,962)** | (14,288) |
| Increase in undistributed net income of: | | |
| The Huntington National Bank | **157,229** | 160,045 |
| Non-bank subsidiaries | **3,876** | 7,517 |
| Net income | **$ 149,143** | $ 153,274 |
| Other comprehensive income (loss) (1) | **12,262** | (9,138) |
| Comprehensive income | **$ 161,405** | $ 144,136 |

(1) See Huntington s Unaudited Condensed Consolidated Statements of Comprehensive Income for other comprehensive income (loss) detail.

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| **Statements of Cash Flows** *(dollar amounts in thousands)* | **Three Months Ended March 31, 2014** | 2013 |
|---|---|---|
| Operating activities | | |
| Net income | **$ 149,143** | $ 153,274 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Equity in undistributed net income of subsidiaries | **(165,501)** | (167,048) |
| Depreciation and amortization | **110** | 70 |
| Other, net | **1,464** | 19,363 |
| Net cash provided by (used for) operating activities | **(14,784)** | 5,659 |
| Investing activities | | |
| Repayments from subsidiaries | **2,685** | 112,469 |
| Advances to subsidiaries | **(350)** | (1,250) |
| Cash paid for acquisition, net of cash received | **(13,452)** | |
| Net cash provided by (used for) investing activities | **(11,117)** | 111,219 |
| Financing activities | | |
| Dividends paid on stock | **(49,110)** | (41,656) |
| Repurchases of common stock | **(136,137)** | (33,600) |
| Proceeds from issuance of common stock | **2,597** | |
| Other, net | **7,951** | 1,600 |
| Net cash provided by (used for) financing activities | **(174,699)** | (73,656) |
| Change in cash and cash equivalents | **(200,600)** | 43,222 |
| Cash and cash equivalents at beginning of period | **966,065** | 921,471 |
| Cash and cash equivalents at end of period | **$ 765,465** | $ 964,693 |
| Supplemental disclosure: | | |
| Interest paid | **$ 4,252** | $ 6,117 |

**19. SEGMENT REPORTING**

Our business segments are based on our internally-aligned segment leadership structure, which is how we monitor results and assess performance. During the 2014 first quarter, we reorganized our business segments to drive our ongoing growth and leverage the knowledge of our highly experienced team. We now have five major business segments: Retail and Business Banking, Commercial Banking, Automobile Finance and Commercial Real Estate (AFCRE), Regional Banking and The Huntington Private Client Group (RBHPCG), and Home Lending. A Treasury / Other function includes our insurance brokerage business, along with technology and operations, other unallocated assets, liabilities, revenue, and expense. All periods presented have been reclassified to conform to the current period classification.

**Retail and Business Banking**: The Retail and Business Banking segment provides a wide array of financial products and services to consumer and small business customers including but not limited to checking accounts, savings accounts, money market accounts, certificates of deposit, consumer loans, and small business loans and leases. Other financial services available to consumer and small business customers include investments, insurance services, interest rate risk protection products, foreign exchange hedging, and treasury management services. Huntington serves customers primarily through our network of traditional branches in Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. Huntington also has branches located in grocery stores in Ohio and Michigan. In addition to our extensive branch network, customers can access Huntington through online banking, mobile banking, telephone banking, and ATMs.

Huntington established a Fair Play banking philosophy and built a reputation for meeting the banking needs of consumers in a manner which makes them feel supported and appreciated. Huntington believes customers are recognizing this and other efforts as key differentiators and it is earning us more customers and deeper relationships.

Business Banking is a dynamic and growing part of our business and we are committed to being the bank of choice for small businesses in our markets. Business Banking is defined as companies with revenues up to $25 million and consists of approximately 163,000 businesses. Huntington continues to develop products and services that are designed specifically to meet the needs of small business. Huntington continues to look for ways to help companies find solutions to their capital needs.

**Commercial Banking**: Through a relationship banking model, this segment provides a wide array of products and services to the middle market, large corporate, and government public sector customers located primarily within our geographic footprint. The segment is divided into five business units: middle market, large corporate, specialty banking, capital markets and treasury management.

Middle Market Banking primarily focuses on providing banking solutions to companies with annual revenues of $25 million to $250 million. Through a relationship management approach, various products, capabilities and solutions are seamlessly orchestrated in a client centric way.

Large Corporate Banking works with larger, often more complex companies with revenues greater than $250 million. These entities, many of which are publically traded, require a different and customized approach to their banking needs.

Specialty Banking offers tailored products and services to select industries that have a foothold in the Midwest. Each banking team is comprised of industry experts with a dynamic understanding of the market and industry. Many of these industries are experiencing tremendous change, which creates opportunities for Huntington to leverage our expertise and help clients navigate, adapt and succeed.

Capital Markets has two distinct product capabilities: corporate risk management services and institutional sales, trading & underwriting. The Capital Markets Group offers a full suite of risk management tools including commodities, foreign exchange and interest rate hedging services. The Institutional Sales, Trading & Underwriting team provides access to capital and investment solutions for both municipal and corporate institutions.

The Treasury Management team helps businesses manage their working capital programs and reduce expenses. Our liquidity solutions help customers save and invest wisely, while our payables and receivables capabilities help them manage purchases and the receipt of payments for good and services. All of this is provided while helping customers take a sophisticated approach to managing their overhead, inventory, equipment and labor.

**Automobile Finance and Commercial Real Estate**: This segment provides lending and other banking products and services to customers outside of our normal retail and commercial banking segments. Our products and services include financing for the purchase of automobiles by customers at automotive dealerships, financing the acquisition of new and used vehicle inventory of automotive dealerships, and financing for land, buildings, and other commercial real estate owned or constructed by real estate developers, automobile dealerships, or other customers with real estate project financing needs. Products and services are delivered through highly specialized relationship-focused bankers and product partners. Huntington creates well-defined relationship plans which identify needs where solutions are developed and customer commitments are obtained.

The Automotive Finance team services automobile dealerships, its owners, and consumers buying automobiles through these dealerships. Huntington has provided new and used automobile financing and dealer services throughout the Midwest since the early 1950s. This consistency in the market and our focus on working with strong dealerships, has allowed us to expand into selected markets outside of the Midwest and to actively deepen relationships while building a strong reputation.

The Commercial Real Estate team serves real estate developers, REITs, and other customers with lending needs that are secured by commercial properties. Most of our customers are located within our footprint.

**Regional Banking and The Huntington Private Client Group**: RBHPCG business segment was created as the result of an organizational and management realignment that occurred in January 2014. Regional Banking and The Huntington Private Client Group is well positioned competitively as we have closely aligned with our eleven regional banking markets. A fundamental point of differentiation is our commitment to be actively engaged within our local markets - building connections with community and business leaders and offering a uniquely personal experience delivered by colleagues working within those markets.

The Huntington Private Client Group is organized into units consisting of The Huntington Private Bank, The Huntington Trust, The Huntington Investment Company, Huntington Community Development, Huntington Asset Advisors, and Huntington Asset Services. Our private banking, trust, investment and community development functions focus their efforts in our Midwest footprint and Florida; while our proprietary funds and ETFs, fund administration, custody and settlements functions target a national client base.

The Huntington Private Bank provides high net-worth customers with deposit, lending (including specialized lending options) and banking services.

The Huntington Trust also serves high net-worth customers and delivers wealth management and legacy planning through investment and portfolio management, fiduciary administration, trust services and trust operations. This group also provides retirement plan services and corporate trust to businesses.

The Huntington Investment Company, a registered investment advisor, consists of registered representatives who work with our Retail and Private Bank to provide investment solutions for our customers. This team offers a wide range of products and services, including financial planning, brokerage, annuities, IRAs, 529 plans, market linked CDs and other investment products.

Huntington Community Development focuses on improving the quality of life for our communities and the residents of low-to moderate-income neighborhoods by developing and delivering innovative products and services to support affordable housing and neighborhood stabilization.

Huntington Asset Advisors provides investment management services through a variety of internal and external channels, including advising the Huntington Funds, our proprietary family of mutual funds and Huntington Strategy Shares, our Exchange Trade Funds.

Huntington Asset Services has a national clientele and offers administrative and operational support to fund complexes, including fund accounting, transfer agency, administration, custody and distribution services. This group also works with law firms and the court system to provide custody and settlement distribution services.

**Home Lending**: Home Lending originates and services consumer loans and mortgages for customers who are generally located in our primary banking markets. Consumer and mortgage lending products are primarily distributed through the Retail and Business Banking segment, as well as through commissioned loan originators. Home lending earns interest on loans held in the warehouse and portfolio, earns fee income from the origination and servicing of mortgage loans, and recognizes gains or losses from the sale of mortgage loans.

Listed below is certain operating basis financial information reconciled to Huntington s March 31, 2014, December 31, 2013, and March 31, 2013, reported results by business segment:

| | Three Months Ended March 31, | | | | | | |
|---|---|---|---|---|---|---|---|
| Income Statements<br>*(dollar amounts in thousands)* | Retail &<br>Business<br>Banking | Commercial<br>Banking | AFCRE | RBHPCG | Home<br>Lending | Treasury/<br>Other | Huntington<br>Consolidated |
| 2014 | | | | | | | |
| Net interest income | **$ 219,841** | **$ 68,436** | **$ 91,018** | **$ 25,438** | **$ 13,028** | **$ 19,745** | **$ 437,506** |
| Provision for credit losses | **7,460** | **10,960** | **(8,021)** | **2,319** | **11,912** | | **24,630** |
| Noninterest income | **92,962** | **32,854** | **6,695** | **43,114** | **20,286** | **52,574** | **248,485** |
| Noninterest expense | **235,275** | **46,122** | **39,282** | **56,362** | **35,123** | **47,957** | **460,121** |
| Income taxes | **24,524** | **15,473** | **23,258** | **3,455** | **(4,802)** | **(9,811)** | **52,097** |
| Net income | **$ 45,544** | **$ 28,735** | **$ 43,194** | **$ 6,416** | **$ (8,919)** | **$ 34,173** | **$ 149,143** |
| 2013 | | | | | | | |
| Net interest income | $ 226,538 | $ 70,823 | $ 90,648 | $ 27,345 | $ 12,405 | $ (3,589) | $ 424,170 |
| Provision for credit losses | 32,510 | (7,102) | (7,757) | 9,632 | 2,310 | (1) | 29,592 |
| Noninterest income | 87,240 | 30,189 | 10,839 | 54,096 | 39,150 | 35,104 | 256,618 |
| Noninterest expense | 240,336 | 48,349 | 38,400 | 58,122 | 36,433 | 21,153 | 442,793 |
| Income taxes | 14,326 | 20,918 | 24,795 | 4,790 | 4,484 | (14,184) | 55,129 |
| Net income | $ 26,606 | $ 38,847 | $ 46,049 | $ 8,897 | $ 8,328 | $ 24,547 | $ 153,274 |

| | Assets at | | Deposits at | |
|---|---|---|---|---|
| *(dollar amounts in thousands)* | **March 31, 2014** | December 31, 2013 | **March 31, 2014** | December 31, 2013 |
| Retail & Business Banking | **$ 14,842,218** | $ 14,440,869 | **$ 29,370,470** | $ 28,293,993 |
| Commercial Banking | **12,724,945** | 12,410,339 | **10,216,877** | 6,920,713 |
| AFCRE | **14,437,308** | 14,081,112 | **1,202,833** | 1,170,518 |
| RBHPCG | **3,792,666** | 3,736,790 | **6,266,556** | 9,361,313 |
| Home Lending | **3,747,013** | 3,742,527 | **281,383** | 329,511 |
| Treasury / Other | **11,601,603** | 11,055,538 | **2,010,634** | 1,430,670 |
| Total | **$ 61,145,753** | $ 59,467,175 | **$ 49,348,753** | $ 47,506,718 |

**20. BUSINESS COMBINATIONS**

On March 1, 2014, Huntington completed its acquisition of Camco Financial in a stock and cash transaction valued at $109.5 million. Camco Financial operated 22 banking offices and served communities in Southeast Ohio. The acquisition provides Huntington the opportunity to enhance our presence in several areas within our existing footprint and to expand into several new attractive geographies.

Under the terms of the merger agreement, Camco Financial shareholders received 0.7264 shares of Huntington common stock, on a tax-free basis, or a taxable cash payment of $6.00 for each share of Camco Financial common stock. The aggregate purchase price was $109.5 million, including $17.8 million of cash and $91.7 million of common stock and options to purchase common stock. The value of the 8.7 million shares issued in connection with the merger was determined based on the closing price of Huntington s common stock on February 28, 2014.

Under the agreement, Huntington acquired approximately $559.4 million of loans and $557.4 million of deposits. Assets acquired and liabilities assumed were recorded at fair value in accordance with ASC 805, Business Combinations . The fair values for loans were estimated using discounted cash flow analyses using interest rates currently being offered for loans with similar terms (Level 3). This value was reduced by an estimate of probable losses and the credit risk associated with the loans. The fair values of deposits were estimated by discounting cash flows using interest rates currently being offered on deposits with similar maturities (Level 3). As part of the acquisition, Huntington recorded $64.2 million of goodwill, all of which is nondeductible for tax purposes.

Pro forma results have not been disclosed, as those amounts are not significant to the unaudited condensed consolidated financial statements.

**21. SUBSEQUENT EVENTS**

On April 9, 2014, Huntington announced the signing of a definitive agreement under which Huntington National Bank will purchase 11 branches in Central and East Michigan from Bank of America Corporation. Huntington will purchase approximately $450 million in deposits, for a deposit premium of 3.5 percent based on deposit balances near the time the transaction closes. The transaction to acquire branches and deposits excludes loans and is expected to be completed in the second half of 2014, subject to the satisfaction of customary closing conditions, including regulatory approvals.

In April 2014, the Bank issued $500.0 million of senior notes at 99.842% of face value. The senior note issuances mature on April 24, 2017 and have a fixed coupon rate of 1.375%. In April 2014, the Bank also issued $250.0 million of senior notes at 100.0% of face value. The senior bank note issuances mature on April 24, 2017 and have a variable coupon rate equal to the three month LIBOR plus 0.425%. Both senior note issuances may be redeemed one month prior to their maturity date at 100% of principal plus accrued and unpaid interest.

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**Item 3: Quantitative and Qualitative Disclosures about Market Risk**

Quantitative and qualitative disclosures for the current period can be found in the Market Risk section of this report, which includes changes in market risk exposures from disclosures presented in Huntington s 2013 Form 10-K.

**Item 4: Controls and Procedures**

**Disclosure Controls and Procedures**

Huntington maintains disclosure controls and procedures designed to ensure that the information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, are recorded, processed, summarized, and reported within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Huntington s Management, with the participation of its Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of Huntington s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon such evaluation, Huntington s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, Huntington s disclosure controls and procedures were effective.

There have not been any significant changes in Huntington s internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, Huntington s internal controls over financial reporting.

**PART II. OTHER INFORMATION**

In accordance with the instructions to Part II, the other specified items in this part have been omitted because they are not applicable or the information has been previously reported.

**Item 1: Legal Proceedings**

Information required by this item is set forth in Note 17 of the Notes to Unaudited Condensed Consolidated Financial Statements included in Item 1 of this report and incorporated herein by reference.

**Item 1A: Risk Factors**

Information required by this item is set forth in Part 1 Item 2- Management s Discussion and Analysis of Financial Condition and Results of Operations of this report and incorporated herein by reference.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(a) and (b)

Not Applicable

(c)

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) | Maximum Number of Shares (or Approximate Dollar Value) that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|

| | | | | | | |
|---|---|---|---|---|---|---|
| | | | | | | (2) |
| January 1, 2014 to January 31, 2014 | | $ | | 11,969,724 | $ | 135,845,179 |
| February 1, 2014 to February 28, 2014 | 11,046,840 | | 9.23 | 23,016,564 | | 33,882,846 |
| March 1, 2014 to March 31, 2014 | 3,523,791 | | 9.61 | 26,540,355 | | 19,214 |
| Total | 14,570,631 | $ | 9.32 | 26,540,355 | $ | 19,214 |

(1) The reported shares were repurchased pursuant to Huntington s publicly announced stock repurchase authorizations.

(2) The number shown represents, as of the end of each period, the maximum number of shares (approximate dollar value) of Common Stock that may yet be purchased under publicly announced stock repurchase authorizations. The shares may be purchased, from time-to-time, depending on market conditions.

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On March 26, 2014, Huntington Bancshares Incorporated was notified by the Federal Reserve that it had no objection to Huntington s proposed capital actions included in Huntington s capital plan submitted to the Federal Reserve in January 2014. These actions included the potential repurchase of up to $250 million shares of common stock, through the first quarter of 2015. Huntington s Board of Directors authorized a share repurchase program consistent with Huntington s capital plan. During the 2014 first quarter, Huntington repurchased a total of 14.6 million shares at a weighted average share price of $9.32.

**Item 6. Exhibits**

**Exhibit Index**

This report incorporates by reference the documents listed below that we have previously filed with the SEC. The SEC allows us to incorporate by reference information in this document. The information incorporated by reference is considered to be a part of this document, except for any information that is superseded by information that is included directly in this document.

This information may be read and copied at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The SEC also maintains an Internet web site that contains reports, proxy statements, and other information about issuers, like us, who file electronically with the SEC. The address of the site is *http://www.sec.gov*. The reports and other information filed by us with the SEC are also available at our Internet web site. The address of the site is *http://www.huntington.com*. Except as specifically incorporated by reference into this Quarterly Report on Form 10-Q, information on those web sites is not part of this report. You also should be able to inspect reports, proxy statements, and other information about us at the offices of the NASDAQ National Market at 33 Whitehall Street, New York, New York.

| Exhibit Number | Document Description | Report or Registration Statement | SEC File or Registration Number | Exhibit Reference |
|---|---|---|---|---|
| 3.1 | Articles of Restatement of Charter. | Annual Report on Form 10-K for the year ended December 31, 1993 | 000-02525 | 3(i) |
| 3.2 | Articles of Amendment to Articles of Restatement of Charter. | Current Report on Form 8-K dated May 31, 2007 | 000-02525 | 3.1 |
| 3.3 | Articles of Amendment to Articles of Restatement of Charter. | Current Report on Form 8-K dated May 7, 2008 | 000-02525 | 3.1 |
| 3.4 | Articles of Amendment to Articles of Restatement of Charter. | Current Report on Form 8-K dated April 27, 2010 | 001-34073 | 3.1 |
| 3.5 | Articles Supplementary of Huntington Bancshares Incorporated, as of April 22, 2008. | Current Report on Form 8-K dated April 22, 2008 | 000-02525 | 3.1 |
| 3.6 | Articles Supplementary of Huntington Bancshares Incorporated, as of April 22. 2008. | Current Report on Form 8-K dated April 22, 2008 | 000-02525 | 3.2 |
| 3.7 | Articles Supplementary of Huntington Bancshares Incorporated, as of November 12, 2008. | Current Report on Form 8-K dated November 12, 2008 | 001-34073 | 3.1 |
| 3.8 | Articles Supplementary of Huntington Bancshares Incorporated, as of December 31, 2006. | Annual Report on Form 10-K for the year ended December 31, 2006 | 000-02525 | 3.4 |
| 3.9 | Articles Supplementary of Huntington Bancshares Incorporated, as of December 28, 2011. | Current Report on Form 8-K dated December 28, 2011. | 001-34073 | 3.1 |
| 3.10 | Bylaws of Huntington Bancshares Incorporated, as amended and restated, as of July 18, 2012. | Current Report on Form 8-K dated July 24, 2012 | 001-34073 | 3.1 |
| 10.1 | * Form of Executive Agreement for certain executive officers. | | | |

| | |
|---|---|
| 10.2 | * Form of Restricted Stock Unit Grant Agreement for certain executive officers. |
| 4.1 | Instruments defining the Rights of Security Holders - reference is made to Articles Fifth, Eighth, and Tenth of Articles of Restatement of Charter, as amended and supplemented. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request. |
| 31.1 | Rule 13a-14(a) Certification Chief Executive Officer. |
| 31.2 | Rule 13a-14(a) Certification Chief Financial Officer. |
| 32.1 | Section 1350 Certification Chief Executive Officer. |

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| | |
|---|---|
| 32.2 | Section 1350 Certification Chief Financial Officer. |
| 101 ** | The following material from Huntington s Form 10-Q Report for the quarterly period ended March 31, 2014, formatted in XBRL: (1) Unaudited Condensed Consolidated Balance Sheets, (2) Unaudited Condensed Consolidated Statements of Income, (3) Unaudited Condensed Consolidated Statements of Comprehensive Income (4) Unaudited Condensed Consolidated Statement of Changes in Shareholders Equity, (5) Unaudited Condensed Consolidated Statements of Cash Flows, and (6) the Notes to Unaudited Condensed Consolidated Financial Statements. |

* Denotes management contract or compensatory plan or arrangement.

** Furnished, not filed.

**Table of Contents**

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Huntington Bancshares Incorporated

(Registrant)

| | |
|---|---|
| Date: April 28, 2014 | /s/ Stephen D. Steinour<br>Stephen D. Steinour<br>Chairman, Chief Executive Officer and President |
| Date: April 28, 2014 | /s/ Howell D. McCullough III<br>Howell D. McCullough III<br>Chief Financial Officer |

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