# Huntington Bancshares Incorporated
# The Huntington National Bank
# Resolution Plan
# Public Summary

**Required Filing Date: December 31, 2013**

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## A. Introduction

Huntington Bancshares Incorporated ("Huntington") is a $56 billion regional financial holding company headquartered in Columbus, Ohio. Founded in 1866, The Huntington National Bank ("Huntington Bank", and together with Huntington, the "Companies"), which is the only bank subsidiary of Huntington and accounts for more than 99% of Huntington's assets, provides full-service consumer, small business and commercial banking, and investment services. With a focus on consumer banking and middle market business, Huntington has implemented various strategies to help position it as "THE Bank of the Midwest", including products and services unique to the industry, such as 24-Hour Grace® and Asterisk-Free Checking®. These products and services offer simplicity, fairness, value, and transparency, and have propelled consistent growth within Huntington's core Midwest footprint of Indiana, Kentucky, Michigan, Ohio, Pennsylvania and West Virginia.

Section 165(d)(1) of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") and its implementing regulations ("DFA Rule") require bank holding companies with total consolidated assets of $50 billion or more, including Huntington, periodically to submit to the Board of Governors of the Federal Reserve System ("Federal Reserve") and the Federal Deposit Insurance Corporation ("FDIC") a plan for its rapid and orderly resolution under the U.S. Bankruptcy Code in the event of material financial distress or failure. Because Huntington has less than $100 billion in total nonbank assets and the assets of Huntington Bank comprise 85% or more of Huntington's total consolidated assets, Huntington has been advised by the Federal Reserve that it is eligible for the tailored resolution plan alternative provided in the DFA Rule.

In addition, the Federal Deposit Insurance Act ("FDIA") and its implementing regulations ("IDI Rule") require insured depository institutions with $50 billion or more in total assets, including Huntington Bank, periodically to submit to the FDIC a similar plan of resolution in the event of failure. The plan must enable the FDIC to resolve the institution, under its receivership authority outlined in Sections 11 and 13 of the FDIA (12 U.S.C. 1821 and 1823), in a manner that (1) ensures that depositors receive access to their insured deposits within one business day of the institution's failure (two business days if the failure occurs on a day other than Friday), (2) maximizes the net present value return from the sale or disposition of its assets, and (3) minimizes the amount of any loss to be realized by the institution's creditors.

In the unlikely event of material financial distress or failure, the resolution plans of the Companies (herein, the "Resolution Plans" or the "Plans") provide for the resolution of the Companies in a rapid and orderly way, without posing systemic risk to the larger financial system and without the need for any government or taxpayer support. The Plans are a roadmap to facilitate the orderly resolution of the Companies upon their failure under applicable insolvency processes. These include receivership under the FDIA and reorganization or liquidation under the United States Bankruptcy Code.

In accordance with the DFA Rule and the IDI Rule (together, the "Rules"), and guidance provided by the Federal Reserve and the FDIC, the Resolution Plans assume an idiosyncratic material financial event that affects, respectively, Huntington and Huntington Bank under economic conditions consistent with applicable regulatory requirements. The Resolution Plans further assume that there is no disruption to the capital markets, other market participants are functioning normally and neither Huntington nor Huntington Bank has taken steps to enhance their capital or liquidity positions.

Unless otherwise indicated, information in this Public Summary is provided as of December 31, 2012.

Consistent with the requirements set forth in the DFA Rule and the IDI Rule, this Public Summary highlights key elements of the resolution plans being concurrently submitted by Huntington and Huntington Bank.

### B. Material Entities

Under the DFA Rule, a material entity is any subsidiary that is significant to the activities of a critical operation[1] or core business line (as described below) of a covered company. Huntington does not have any subsidiaries, the failure of which would pose a threat to the financial stability of the United States. A material entity under the IDI Rule is a company that is significant to the activities of a critical service[2] or core business line (as described below) of a covered insured depository institution.

As of December 31, 2012, Huntington Bank's assets represented 99.6% of the total consolidated assets of Huntington. As a consequence of the magnitude of Huntington Bank relative to the size of the total revenue and/or assets of Huntington, Huntington Bank is the only material entity in Huntington's corporate family. Huntington has no non-bank material entities.

### C. Core Business Lines

Core business lines are those business lines of the covered company or covered insured depository institution, including associated operations, services, functions and support, that upon failure would result in a material loss of revenue, profit or franchise value.

Huntington and Huntington Bank have only one core business line, namely, regional banking. Huntington Bank offers full-service consumer, small business and commercial banking, and investment services as part of its core business line.

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[1] Critical operations under the DFA Rule are those operations, including associated services, functions and support, the failure or discontinuance of which, in the view of the covered company or as jointly directed by the Federal Reserve and the FDIC, would pose a threat to the financial stability of the United States.

[2] Critical services under the IDI Rule mean services and operation of the covered insured depository institution, such as servicing information, technology support and operations, and human resources and personnel, that are necessary to continue the day-to-day operations of the institution.

## D. Financial Information

### Figure D.1 – Huntington Consolidated Balance Sheet as of December 31, 2012

| *(dollar amounts in thousands)* | | |
|---|---|---|
| **Assets** | | |
| Cash and due from banks | $ | 1,262,806 |
| Interest bearing deposits in banks | | 70,921 |
| Trading account securities | | 91,205 |
| Loans held for sale | | 764,309 |
| Securities available for sale and other securities | | 7,566,175 |
| Securities held-to-maturity | | 1,743,876 |
| Loans and leases | | 40,728,425 |
| Allowance for loan and lease losses | | (769,075) |
| Net loans and leases | | 39,959,350 |
| Bank owned life insurance | | 1,596,056 |
| Premises and equipment | | 617,257 |
| Goodwill | | 444,268 |
| Other intangible assets | | 132,157 |
| Accrued income and other assets | | 1,904,805 |
| **Total Assets** | $ | 56,153,185 |
| | | |
| **Liabilities and Shareholders' Equity** | | |
| **Liabilities** | | |
| Deposits | $ | 46,252,683 |
| Short-term borrowings | | 589,814 |
| Federal Home Loan Bank advances | | 1,008,959 |
| Other long-term debt | | 158,784 |
| Subordinated notes | | 1,197,091 |
| Accrued expenses and other liabilities | | 1,155,643 |
| **Total Liabilities** | | 50,362,974 |
| | | |
| **Shareholders' equity** | | |
| Preferred stock | | 386,292 |
| Common stock | | 8,441 |
| Capital surplus | | 7,475,149 |
| Less treasury shares | | (10,921) |
| Accumulated other comprehensive income (loss) | | (150,817) |
| Retained earnings | | (1,917,933) |
| **Total Shareholders' Equity** | | 5,790,211 |
| **Total Liabilities and Shareholders' Equity** | $ | 56,153,185 |

**Figure D.2 – Huntington Bank Consolidated Balance Sheet as of December 31, 2012**

| *(dollar amounts in thousands)* | | |
|---|---|---|
| **Assets** | | |
| Cash and due from banks | $ | 1,261,946 |
| Interest bearing deposits in banks | | 117,440 |
| Trading account securities | | 38,002 |
| Loans held for sale | | 764,309 |
| Securities available for sale and other securities | | 7,519,157 |
| Securities held-to-maturity | | 1,743,876 |
| Loans and leases | | 40,710,931 |
| Allowance for loan and lease losses | | (766,098) |
| Net loans and leases | | 39,944,833 |
| Bank owned life insurance | | 1,549,287 |
| Premises and equipment | | 612,393 |
| Goodwill | | 388,920 |
| Other intangible assets | | 115,329 |
| Investment in subsidiaries | | - |
| Accrued income and other assets | | 1,899,393 |
| **Total Assets** | $ | 55,954,885 |
| | | |
| **Liabilities and Shareholders' Equity** | | |
| Deposits | $ | 47,217,554 |
| Short-term borrowings | | 608,367 |
| Federal Home Loan Bank Advances | | 1,008,959 |
| Other long-term debt | | 341,361 |
| Subordinated notes | | 483,648 |
| Accrued expenses and other liabilities | | 942,579 |
| **Total Liabilities** | $ | 50,602,468 |
| | | |
| **Shareholders' Equity** | | |
| Common stock | | 39,999 |
| Capital surplus | | 5,589,892 |
| Accumulated other comprehensive income (loss) | | (130,747) |
| Retained earnings | | (146,727) |
| **Total Shareholders' Equity** | | 5,352,417 |
| **Total Liabilities and Shareholders' Equity** | $ | 55,954,885 |

**Figure D.3 – Huntington Capital Ratios as of December 31, 2012**

| Capital Ratio (in millions dollars) | 12/31/2012 |
|---|---|
| Tangible Common Equity Ratio | 8.76% |
| Tangible Common Equity | $4,874 |
| Tangible Assets | $55,623 |
| | |
| Tier 1 Common Risk-Based Ratio | 10.48% |
| Tier 1 Common Equity | $5,006 |
| Risk-Weighted Assets | $47,773 |

**Figure D.4 – Huntington Bank Capital Ratios as of December 31, 2012**

| Capital Ratio (in millions dollars) | 12/31/2012 |
|---|---|
| Tangible Common Equity Ratio | 7.82% |
| Tangible Common Equity | 4,291 |
| Tangible Assets | 54,893 |
| | |
| Tier 1 Common Risk-Based Ratio | 9.24% |
| Tier 1 Common Equity | 4,406 |
| Risk Weighted Assets | 47,676 |

***Funding***

Huntington's funding and liquidity sources are primarily comprised of consumer and commercial core deposits. To the extent Huntington Bank is unable to obtain sufficient liquidity through customer deposits, Huntington Bank may meet its liquidity needs through wholesale funding. Sources of wholesale funding include short-term borrowings, other long-term debt and subordinated notes. As a member of the Federal Home Loan Bank of Cincinnati, Huntington Bank has access to advances. These advances are generally secured by residential mortgages, other mortgage-related loans and available-for-sale securities. Huntington Bank also has funding and liquidity resources available in the available-for-sale and other securities portfolios.

## E. Derivatives and Hedging Activities

Huntington Bank's trading activities are marked-to-market daily, and designed to support client-driven activity or to manage the price volatility in a trading asset or liability related to client-driven activity. All Huntington Bank customer trading activity is offset in the market with back-to-back transactions, mitigating potential price risk. Risk management policies are in place to ensure residual price risk is identified, measured, monitored and controlled through the Capital Markets Risk Committee. Huntington Bank does not engage in proprietary trading. Trading activity is comprised of the following components: customer derivatives, foreign exchange, and mortgage-related activity (*i.e.* hedging mortgage servicing rights and mortgage originations). Huntington Bank is also involved in derivative activity for its balance sheet, which involves fair value and cash flow hedges that receive hedge accounting treatment and are not accounted for as trading assets or liabilities.

## F. Payment, Clearing and Settlement Systems

Huntington Bank participates in a number of payment, clearing, and settlement systems. These systems are listed below together with the type of system represented.

**Figure F.1 – Huntington Payment, Clearing and Settlement Systems**

| Name | Type |
|---|---|
| MasterCard Worldwide | Payments |
| FedWire Funds & Security Services | Payments |
| FedACH Origination & Receipt | Payments |
| SWIFT | Payments |
| The Clearing House Payments Company (SVPCO) | Clearing & Settlement |
| Promontory Interfinancial Network LLC | Clearing & Settlement |
| Depository Trust Company (DTC) | Clearing & Settlement |
| National Securities Clearing Corporation (NSCC) | Clearing & Settlement |
| Intercontinental Exchange (ICE) | Clearing & Settlement |

## G. Foreign Operations

Huntington's foreign banking activities, in total or within any individual country, are not material. International banking services are available through Huntington's headquarters office in Columbus, Ohio. A limited purpose office of Huntington Bank located in the Cayman Islands accepts deposits from existing Huntington Bank customers and affiliates of Huntington Bank. A non-material affiliate of Huntington Bank operates a limited purpose office in Hong Kong to process commercial letters of credit on behalf of customers of Huntington Bank who are importing from Asian vendors. A non-material subsidiary of Huntington provides payment processing services in Ontario, Canada.

## H. Material Supervisory Authorities

Huntington and Huntington Bank are subject to various laws and regulations and the supervision and examination by several material supervisory authorities.

Huntington is subject to supervision and examination by the Federal Reserve by virtue of its status as a registered bank holding company under the Bank Holding Company Act and its election to be treated as a financial holding company under the Gramm-Leach-Bliley Act. Huntington is also subject to supervision by the Securities and Exchange Commission as a publicly traded company.

Huntington Bank, as a national bank, is primarily supervised and examined by the Office of the Comptroller of the Currency, and with respect to deposit insurance coverage and related matters, by the FDIC. The Consumer Financial Protection Bureau has primary supervisory and examination authority for consumer financial products and services.

## I. Principal Officers of Huntington and Huntington Bank[3]

| Name | Huntington | Huntington Bank |
|---|---|---|
| David S. Anderson | Interim Chief Financial Officer, Executive Vice President and Controller | Executive Vice President and Controller |
| Barbara H. Benham | Executive Vice President | |
| Daniel B. Benhase | | Senior Executive Vice President |
| Richard A. Cheap | General Counsel and Secretary | Executive Vice President, General Counsel, Secretary and Cashier |
| James E. Dunlap | | Senior Executive Vice President |
| Paul G. Heller | Senior Executive Vice President and Chief Technology and Operations Officer | |
| Helga Houston | Senior Executive Vice President and Chief Risk Officer | |
| Mary W. Navarro | | Senior Executive Vice President |
| Daniel J. Neumeyer | | Senior Executive Vice President and Chief Credit Officer |
| Keith D. Sanders | Senior Executive Vice President | |
| Nicholas G. Stanutz | | Senior Executive Vice President |
| Stephen D. Steinour | Chairman, President and Chief Executive Officer | Chairman, President and Chief Executive Officer |
| Mark E. Thompson | | Senior Executive Vice President |

[3] Principal officer list is the Huntington and Huntington Bank Regulation O designation of executive officers as of June 19, 2013.

## J. Corporate Governance

The Companies have developed a strong governance framework with respect to their resolution planning obligations under the Rules. This framework has been guided and informed by the Companies' resolution planning experience since the adoption of the Dodd-Frank Act. A resolution planning policy, adopted by the Resolution Planning Committee of Huntington, establishes this governance framework.

Key participants in the resolution governance structure and processes include the Boards of Directors of Huntington and Huntington Bank, committees of the Board of Directors of Huntington, the Companies' senior executive leadership and all relevant support groups, risk groups and lines of business. Each of these groups has been appropriately engaged in the preparation of the Resolution Plans.

The Companies have dedicated significant resources and effort to their resolution planning responsibilities. This effort commenced earlier this year when the obligations of the Companies to develop resolution plans as a third wave filer became effective.

The Capital Planning Director has responsibility for the development and maintenance of resolution planning. This position reports directly to the Chief Risk Officer. In addition, the Resolution Planning Committee, comprised of senior management, was established by the executive level Risk Management Committee. The Risk Management Committee reports to and is overseen by the Risk Oversight Committee of Huntington's Board of Directors. Collectively, these committees constitute the Companies' oversight and governance of resolution planning.

The Resolution Plans have been approved, respectively for each of the Companies, by its Board of Directors.

## K. Management Information Systems

The Companies utilize comprehensive management information systems ("MIS") to enable their businesses access to timely, accurate management information in areas of risk management, accounting, finance, operations, and regulatory reporting, as well as internal management reporting.

Key MIS, including systems and applications for risk management, accounting, and financial and regulatory reporting used by the Companies, can be broadly categorized as material risk systems, which are systems of record for:

- ***i.*** ***Transaction processing***, including record systems that process a large volume of routine, recurring transactions. These provide product accounting and business records for customers and account holders of material size based on the Companies' Sarbanes-Oxley materiality thresholds, and address both asset and liability accounting.

- ***ii.*** ***Operational information systems*** that gather organize and summarize comprehensive data, in forms useful for managers and operational processes.

- ***iii.*** ***Regulatory reporting systems*** that provide necessary information to fulfill the Companies' regulatory reporting obligations.

- ***iv.*** ***Financial reporting systems*** that provide necessary information to fulfill the Companies' financial reporting obligations.

- ***v.*** ***Risk management systems*** that provide management of specific risk classifications or data.

MIS at the Companies generally take the form of purchased and internally written platform and mainframe technologies and user interfaces, along with interface applications used to collect, maintain and report to management and externally for regulatory compliance. MIS are also used by the Companies' business and operational areas to perform necessary functions, provide relevant analytics, receive standard reporting, and create ad hoc reporting necessary to manage their business and operations. MIS capabilities are enabled through a centralized data warehouse and comprehensive systems of record used to aggregate and manage the Companies' operations. The Companies' key MIS generate numerous reports used during normal business to monitor the financial health, risks, and operations of the Companies.

The Companies have policy and governance processes in place to ensure technology infrastructure and computing systems are consistently planned, implemented, secured, supported, and managed. These processes enable the technology organization to meet the demands of the Companies through continued confidentiality, integrity, and availability, to allow for capacity planning, business continuity and metric management.

## L. Resolution Strategies

Each of the Companies has developed resolution strategies under the assumption that an idiosyncratic event of failure has occurred. The Companies have planned for their rapid and orderly resolution without government intervention or taxpayer support by formulating appropriate resolution strategies. These resolution strategies are described at a high-level below.

***Huntington Bank***

Huntington Bank would be subject to the FDIC receivership process under the FDIA. The resolution strategy for Huntington Bank considers a range of sale and disposition options for the FDIC to consider. The options identified are intended to achieve maximum value for the receivership, incur the least cost to the FDIC's deposit insurance fund, ensure access to Huntington Bank's insured deposits within one business day, and limit contagion and loss of franchise value that might be caused by a lengthy resolution process. The options for sale and disposition of Huntington Bank include strategies either to maintain Huntington Bank as a whole and transition it to another owner or owners or, alternatively, to segment Huntington Bank into discrete parts and sell those parts in multiple transactions.

***Huntington***

Huntington would be resolved under Chapter 11 of the United States Bankruptcy Code ("Chapter 11"). Huntington would likely elect to reorganize itself under Chapter 11, and would evaluate potential buyers for the collection of its remaining businesses or simply proceed with a liquidation of individual assets.

## M. Conclusion

The Resolution Plans provide for the resolution of Huntington and Huntington Bank in a rapid and orderly way without posing systemic risk to the larger financial system and without the need for any government or taxpayer support. The resolution options proposed are designed to ensure that key components of Huntington Bank's business would be able to continue their operations during the period immediately following failure, minimizing customer impact. Huntington and Huntington Bank believe they have developed effective and feasible plans for resolution.