Huntington Bancshares Incorporated
The Huntington National Bank
Resolution Plan
Public Summary

Required Filing Date: December 31, 2014

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Introduction

Huntington Bancshares Incorporated (HBI)is a $59 billion regional bank holding company headquartered in Columbus, Ohio. The Huntington National Bank (HNB), founded in 1866, and its affiliates provide full-service commercial, small business, and consumer banking services; mortgage banking services; treasury management and foreign exchange services; equipment leasing; wealth and investment management services; trust services; brokerage services; customized insurance brokerage and service programs; and other financial products and services. The principal markets for these services are HNB's six-state retail banking franchise: Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. The primary distribution channels include a banking network of more than 700 traditional branches and convenience branches located in grocery stores and retirement centers, and through an array of alternative distribution channels including internet and mobile banking, telephone banking, and more than 1,400 ATMs. Through automotive dealership relationships within its six-state retail banking franchise area and selected other Midwest and New England states, HNB also provides commercial banking services to the automotive dealers and retail automobile financing for dealer customers.

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 HBI, 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 HBI has less than $100 billion in total nonbank assets and the assets of HNB comprise 85% or more of HBI's total consolidated assets, HBI 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 HNB, 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, HBI and HNB 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 HBI nor HNB has taken steps to enhance their capital or liquidity positions.

Unless otherwise indicated, information in this Public Summary is provided as of December 31, 2013.

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 HBI and HNB.

A. Material Entities

Consistent with the requirements of the Rules, HBI has identified two material entities for the purposes of resolution planning, as identified below.

HBI and HNB

As of December 31, 2013, Huntington Bank's assets represented 99.7% of the total consolidated assets of HBI. As a consequence of the magnitude of HNB relative to the size of the total revenue and/or assets of HBI, HNB is the only material entity of HBI.

HNB

HNB is a wholly owned banking subsidiary of HBI, the parent company, which is a multi-state diversified regional bank holding company organized under Maryland law in 1966 and headquartered in Columbus, Ohio.

B. 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. For the purposes of resolution planning and in accordance with the Rules, HNB has identified four Core Business Lines that, upon failure, would result in material loss of revenue, profit or franchise value. These Core Business Lines have been identified solely for resolution planning purposes and may differ from the operating segments that the company uses for management reporting purposes.

Retail and Business Banking

This 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. We serve customers primarily through our network of traditional branches in Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. HNB also has branches located in grocery stores in Ohio and Michigan. In addition to the extensive branch network, customers can access HNB through online banking, mobile banking, telephone banking, and ATMs.

Commercial Banking

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 HNB 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 line of business 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.

The Automotive Finance team services automobile dealerships, its owners, and consumers buying automobiles through these dealerships. HNB 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.

C. Financial Information

The asset and liability holdings of HBI and HNB as a consolidated entity are presented below, as of December 31, 2013.

Huntington Consolidated Balance Sheet as of December 31, 2013

(dollar amounts in thousands)		
Assets		
Cash and due from banks	$	1,001,132
Interest bearing deposits in banks		57,043
Trading account securities		35,573
Loans held for sale		326,212
Securities available for sale and other securities		7,308,753
Securities held-to-maturity		3,836,667
Loans and leases		43,120,500
Allowance for loan and lease losses		(648,870)
Net loans and leases		42,472,630
Bank owned life insurance		1,647,170
Premises and equipment		634,657
Goodwill		444,268
Other intangible assets		93,193
Accrued income and other assets		1,619,046
Total Assets	$	59,476,344
Liabilities and Shareholders' Equity		
Liabilities		
Deposits	$	47,506,718
Short-term borrowings		552,143
Federal Home Loan Bank advances		1,808,293
Other long-term debt		1,349,119
Subordinated notes		1,100,860
Accrued expenses and other liabilities		1,059,888
Total Liabilities		53,377,021
Shareholders' equity		
Preferred stock		386,292
Common stock		8,322
Capital surplus		7,398,515
Less treasury shares		(9,643)
Accumulated other comprehensive income (loss)		(214,009)
Retained earnings		(1,470,154)
Total Shareholders' Equity		6,099,323
Total Liabilities and Shareholders' Equity	$	59,476,344

Huntington Bank Consolidated Balance Sheet as of December 31, 2013

Unconsolidated Balance Sheet			
(dollar amounts in millions)	The Huntington National Bank	Consolidation and Elimination[1]	The Huntington National Bank (Consolidated)
Assets			
Loans held for sale	368	30	398
Securities available for sale and other securities	6,143	1,138	7,281
Securities held-to-maturity	3,837	-	3,837
Loans and leases	31,811	11,295	43,106
Allowance for loan and lease losses	(497)	(148)	(645)
Earning Assets	$ 41,662	$ 12,315	$ 53,977
Cash and due from banks	971	29	1,000
Bank owned life insurance	1,561	-	1,561
Investment in subsidiaries	26,996	(26,996)	-
Other Assets	1,008	1,757	2,765
Non-Earning Assets	$ 30,536	$ (25,210)	$ 5,326
Total Assets	$ 72,198	$ (12,895)	$ 59,303
Liabilities and Shareholders' Equity			
Liabilities			
Deposits	$ 54,050	$ (5,545)	$ 48,505
Short-term borrowings	2,464	(115)	2,349
Long Term Debt	1,372	65	1,437
Accrued expenses and other liabilities	8,335	(7,241)	1,094
Total Liabilities	$ 66,221	$ (12,836)	$ 53,385
Shareholders' Equity		-	
Total Shareholders' Equity	$ 6,091	$ (170)	$ 5,921
Total Liabilities and Shareholders' Equity	$ 72,314	$ (13,009)	$ 59,305

Capital

Regulatory capital needs of HNB are determined through a comprehensive internal capital adequacy and assessment process. This process includes identifying material or relevant risks that have an impact on earnings or capital, translating these risks into loss estimates through quantitative analyses and stress testing, developing pro forma sources and uses of capital schedules, and incorporating capital management actions in accordance with capital policies and contingency plans.

HNB quantifies and monitors capital adequacy levels primarily based on the Tier 1 common, Tier 1, and Total risk-based capital ratios. Risk-weighted assets are determined using period end total assets adjusted for Basel I risk-based guidelines.

HBI Capital Ratios as of December 31, 2013

Capital Ratio (in millions dollars)	12/31/2013
Tangible Common Equity Ratio	8.83%
Tangible Common Equity	$5,209
Tangible Assets	$58,972
Tier 1 Common Risk-Based Ratio	10.90%
Tier 1 Common Equity	$5,415
Risk-Weighted Assets	$49,690

HNB Capital Ratios as of December 31, 2013

Capital Ratio (in millions dollars)	12/31/2013
Tangible Common Equity Ratio	8.56%
Tangible Common Equity	5,034
Tangible Assets	58,802
Tier 1 Common Risk-Based Ratio	10.68%
Tier 1 Common Equity	5,299
Risk Weighted Assets	49,609

Funding and Liquidity

HBI's funding and liquidity sources are primarily comprised of consumer and commercial core deposits. To the extent HNB is unable to obtain sufficient liquidity through customer deposits HNB may meet its liquidity needs through wholesale funding. Wholesale funding sources include securitization, federal funds purchased, securities sold under repurchase agreements, non- core deposits, and medium- and long-term debt. The Bank is also a member of the Federal Home Loan Bank of Cincinnati, which provides members access to funding through advances collateralized with mortgage-related assets. We maintain a portfolio of highly- rated, marketable securities that is available as a source of liquidity.

HNB also has funding and liquidity resources available in the AFS and other securities portfolios. HNB can obtain additional funding by purchasing federal funds, selling securities under repurchase agreements, and securitizing the cash flows from its short-term commercial and automobile loans.

D. Derivatives and Hedging Activities

HNB'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 HNB 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. HNB 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). HNB 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.

E. Payment, Clearing and Settlement Systems

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

HBI 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

F. Foreign Operations

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

G. Material Supervisory Authorities

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

HBI 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. HBI is also subject to supervision by the Securities and Exchange Commission (SEC) and the Financial Industry Regulatory

Authority (FINRA) for securities broker-dealer activities and the SEC for swaps and other derivatives activities.

HNB, 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. HNB's limited purpose offices located in foreign countries are also regulated by the relevant supervisory authorities in the host country. The Consumer Financial Protection Bureau has primary supervisory and examination authority for consumer financial products and services.

H. Principal Officers of Huntington Bancshares Incorporated and Huntington National Bank[1]

Name	Huntington Bancshares Incorporated	Huntington National Bank
Mac McCullough	Chief Financial Officer, Senior Executive Vice President and Controller	Senior Executive Vice President and Controller
Barbara H. Benham	Executive Vice President	
Rick Remiker		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

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

I. 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 HBI, establishes this governance framework.

Key participants in the resolution governance structure and processes include the Boards of Directors of HBI and HNB, committees of the Board of Directors of HBI, 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 HBI'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.

J. 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.

K. Resolution Strategies

As required by the Rules, HBI and HNB have developed strategies for resolution in the unlikely and hypothetical event of failure. In conformance with the Rules, and guidance provided by the Federal Reserve and the FDIC, the strategies assume a hypothetical material event that specifically and singularly affects HBI and HNB (i.e., an idiosyncratic event) under economic conditions consistent with the Federal Reserve Supervisory Baseline, Adverse and Severely Adverse Scenarios. The strategies further assume that HBI and HNB have not taken steps to enhance their capital or liquidity positions. The resolution strategies identify a range of sale and disposition options for HBI, HNB and other assets of the Company. These resolution strategies are described at a high-level below.

Huntington National Bank

HNB would be subject to the FDIC receivership process under the FDIA. The resolution strategy for HNB 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 HNB'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 HNB include strategies either to maintain HNB as a whole and transition it to another owner or owners or, alternatively, to segment HNB into discrete parts and sell those parts in multiple transactions.

Huntington Bancshares Incorporated
HBI would be resolved under Chapter 7 of the United States Bankruptcy Code (“Chapter 7”). HBI would likely elect to reorganize itself under Chapter, and would evaluate potential buyers for the collection of its remaining businesses or simply proceed with a liquidation of individual assets.

L. Conclusion
The Resolution Plans provide for the resolution of HBI and HNB 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 HNB’s business would be able to continue their operations during the period immediately following failure, minimizing customer impact. HBI and HNB believe they have developed effective and feasible plans for resolution.