

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan THE EMPLOYEES RETIREMENT PLAN OF THE SECOND NATIONAL BANK OF WARREN
1b	Three-digit plan number (PN) ▶ 004
1c	Effective date of plan 01/01/1949
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) HUNTINGTON BANCSHARES INCORPORATED 41 SOUTH HIGH STREET, HC0339 COLUMBUS, OH 43215
2b	Employer Identification Number (EIN) 31-0724920
2c	Sponsor's telephone number 614-480-3073
2d	Business code (see instructions) 522120

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2010	ROXANNA MCCULLOCH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") HUNTINGTON BANCSHARES INCORPORATED 41 SOUTH HIGH STREET, HC0339 COLUMBUS, OH 43215	3b Administrator's EIN 31-0724920 3c Administrator's telephone number 614-480-3073
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	628
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 1I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE EMPLOYEES RETIREMENT PLAN OF THE SECOND NATIONAL BANK OF WARREN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HUNTINGTON BANCSHARES INCORPORATED</u>	D Employer Identification Number (EIN) <u>31-0724920</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>13450687</u>
b Actuarial value	2b <u>14795756</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>139</u> <u>6458220</u>
b For terminated vested participants	3b <u>348</u> <u>5899165</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>398045</u>
(2) Vested benefits	3c(2) <u>2391529</u>
(3) Total active	3c(3) <u>141</u> <u>2789574</u>
d Total	3d <u>628</u> <u>15146959</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>8.09</u> %
6 Target normal cost	6 <u>190000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/29/2010</u>
Signature of actuary	Date
<u>RACHEL A BATTAH</u>	<u>08-06672</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>614-227-5500</u>
Firm name	Telephone number (including area code)
<u>325 JOHN H MCCONNELL BLVD STE 350</u> <u>COLUMBUS, OH 43215-2671</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2900545	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)		
9	Amount remaining (Item 7 minus item 8).....	2900545	
10	Interest on item 9 using prior year's actual return of <u>-24.98</u> %	-724556	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		675865
b	Interest on (a) using prior year's effective rate of <u>6.18</u> %		41768
c	Total available at beginning of current plan year to add to prefunding balance		717633
d	Portion of (c) to be added to prefunding balance.....		
12	Reduction in balances due to elections or deemed elections.....	1944665	
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	231324	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	96.15 %
15	Adjusted funding target attainment percentage.....	15	97.68 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	95.34 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	190000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment		
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	190000
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	190000	190000
36 Additional cash requirement (item 34 minus item 35).....	36	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	
38 Interest-adjusted excess contributions for current year (see instructions).....	38	
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	
40 Unpaid minimum required contribution for all years	40	

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<div>A Name of plan</div> <div>THE EMPLOYEES RETIREMENT PLAN OF THE SECOND NATIONAL BANK OF WARREN</div>	<div>B Three-digit plan number (PN)</div> <div>▶ 004</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>HUNTINGTON BANCSHARES INCORPORATED</div>	<div>D Employer Identification Number (EIN)</div> <div>31-0724920</div>

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERCER HUMAN RESOURCE CONSULTING

325 JOHN H MCCONNELL BLVD STE 350
COLUMBUS, OH 43215

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARY	25575	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HUNTINGTON TRUST

41 SOUTH HIGH STREET, HC0339
COLUMBUS, OH 43215

31-0966785

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	PLAN SPONSOR	95519	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>THE EMPLOYEES RETIREMENT PLAN OF THE SECOND NATIONAL BANK OF WARREN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HUNTINGTON BANCSHARES INCORPORATED</u>	D Employer Identification Number (EIN) <u>31-0724920</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	74803	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1421807	0
(2) U.S. Government securities.....	1c(2)	1502583	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	1607184	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	8063110	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	89170	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	12758657	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	8109	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	8109	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	12750548	0
---	-----------	----------	---

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	730000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		730000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5759	
(B) U.S. Government securities	2b(1)(B)	22096	
(C) Corporate debt instruments	2b(1)(C)	74597	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		102452
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	199127	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1567	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		200694
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	3735742	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3742420	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-6678

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	2140151	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		2140151
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		32783
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3199402

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	739747	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		739747
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	95519	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	50511	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		146030
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		885777

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2313625
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		15064173

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PACKER THOMAS

(2) EIN: 34-1667340

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		7000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
HUNTINGTON BANCSHARES RETIREMENT PLAN	31-0724920	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>THE EMPLOYEES RETIREMENT PLAN OF THE SECOND NATIONAL BANK OF WARREN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HUNTINGTON BANCSHARES INCORPORATED</u>	D Employer Identification Number (EIN) <u>31-0724920</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>31-6243960</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>10</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Proven TRUE

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PACKER·THOMAS

Certified Public Accountants & Business Consultants

THE EMPLOYEES' RETIREMENT PLAN OF THE SECOND NATIONAL BANK OF WARREN

AUDIT OF FINANCIAL STATEMENTS

Years ended December 31, 2009 and 2008

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REPORT OF INDEPENDENT AUDITORS

HUNTINGTON BANCSHARES, INC. BENEFIT PLAN COMMITTEE
EMPLOYEES' RETIREMENT PLAN OF THE SECOND NATIONAL
BANK OF WARREN

We were engaged to audit the financial statements of the Employees' Retirement Plan of the Second National Bank of Warren as of December 31, 2009 and 2008 and for the years then ended and the supplemental schedules as of and for December 31, 2009 as listed in the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Huntington Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Youngstown, Ohio
September 30, 2010

Chase Tower
6 Federal Plaza Central
Suite 1000
Youngstown, Ohio
44503-1513

330-744-4277
1-800-943-4278
Fax: 330-744-1734
www.packerthomas.com

Employees' Retirement Plan of the Second National Bank of Warren

**STATEMENTS OF NET ASSETS AVAILABLE FOR
BENEFITS**

	December 31,	
	2009	2008
ASSETS		
Investments, at fair value	\$ -	\$ 12,683,854
Due from insurance company	-	27,527
Accrued income	-	47,276
TOTAL ASSETS	-	12,758,657
LIABILITIES		
Accrued administrative expenses	-	8,109
TOTAL LIABILITIES	-	8,109
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ 12,750,548

Employees' Retirement Plan of the Second National Bank of Warren

**STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

	Years ended December 31,	
	2009	2008
ADDITIONS		
Investment income:		
Net realized and unrealized appreciation (depreciation) in fair value of investments	\$ 2,166,256	\$ (4,804,116)
Interest and dividends	303,146	401,306
Total investment income	2,469,402	(4,402,810)
Contributions:		
Employer	730,000	-
TOTAL ADDITIONS	3,199,402	(4,402,810)
DEDUCTIONS		
Benefits paid to participants	739,747	675,444
Administrative expenses	146,030	181,314
Transfer of plan assets due to merger	15,064,173	-
TOTAL DEDUCTIONS	15,949,950	856,758
NET CHANGE	(12,750,548)	(5,259,568)
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	12,750,548	18,010,116
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAF	\$ -	\$ 12,750,548

Employees' Retirement Plan of the Second National Bank of Warren

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE A - DESCRIPTION OF PLAN

The following description of the Employees' Retirement Plan of the Second National Bank of Warren (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

On December 31, 2009, the Plan was merged into the Huntington Bancshares Retirement Plan. As a result, Plan net assets of \$15,064,173 were transferred to the Huntington Bancshares Retirement Plan at that time. The terms of the plan document shall continue to apply for any participant who has an accrued benefit hereunder.

The Second National Bank of Warren (the "Bank") established the Plan effective January 1, 1949, to provide benefits for its eligible employees. From time to time, the Plan has been amended and restated to satisfy the requirements of federal law.

Effective July 1, 2004, Second National Bank was acquired by Sky Financial Group. The Plan was amended to grant 100% vesting for employees in the Plan who were employed on or after July 1, 2004. The Plan has been frozen as of January 1, 2005. On July 1, 2007, Sky Financial Group, Inc. merged into a wholly owned subsidiary of Huntington Bancshares, Inc.

Employees became participants in the Plan upon attaining age 21 and completing 1,000 hours of service.

A participant became eligible to receive normal retirement benefits upon attaining age 65 and became fully vested after completing 5 years of service. Normal retirement benefits were reduced on a pro-rata basis for those retirees not completing 5 years of service at their date of retirement. Early retirement benefits were available for participants attaining age 55 with a minimum of 10 years of service. Retirement benefits paid to participants are based upon an average of the employee's earnings during the highest five consecutive calendar years occurring within the 10 calendar years immediately preceding retirement date.

The first monthly payment of a participant's retirement benefit becomes payable on the first day of the month after the participant has actually retired and applied, in writing, for benefits. The calculation of benefits is made by the Plan's actuary, and the retiree selects from a choice of payment options. Benefit payments to participants are recorded upon distribution.

The Plan can be terminated in whole or in part. In the event of termination of the Plan, the net assets available for benefits shall be allocated in accordance with applicable law for the purpose of paying benefits provided for in the Plan.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Pension benefits prior to 1989 are funded through a group annuity contract with Lincoln National Insurance Company purchased by the Plan. No premiums are due on the contract.

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Accordingly, actual results may differ from these estimates.

Actuarial Present Value of Accrued Plan Benefits

Accrued plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accrued plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits payable under all circumstances--retirement, death, disability, and termination of employment--are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Contributions

Contributions are made to the Plan based on an amount at least equal to the amount certified annually by the actuary as the amount necessary to keep the Plan in full force and effect in accordance with requirements of the Internal Revenue Code and the Employee Retirement Income Security Act of 1974 (ERISA). A minimum required contribution of \$190,000 is required for 2009 but may be reduced to zero by an available credit balance. No contributions were required for 2008.

Investment Valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

NOTE C - INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2009 and 2008 and net change in investment income and expenses for the years ended December 31, 2009 and 2008, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Plan's trustee.

The following presents investments that represent 5 percent or more of the Plan's net assets.

	2009	December 31, 2008
Federated Government Obligations Fund	\$ -	\$ 1,421,807

Employees' Retirement Plan of the Second National Bank of Warren

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE C - INVESTMENTS (continued)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated / (depreciated) by investment type as follows:

	2009	2008
Mutual funds	\$ 32,783	\$ (69,433)
Corporate bonds	\$ 63,019	\$ (35,990)
U.S. government securities	\$ (6,428)	\$ (5,387)
Common stock	\$ 2,076,882	\$ (4,693,306)

Investments held by Huntington Bank, trustee of the Plan, comprise all of the investments of the Plan and were certified by the trustee. The market value of these assets as of December 31, 2009 and 2008 was comprised of the following:

	December 31,	
	2009	2008
Corporate bonds	\$ -	\$ 1,607,184
U.S. government securities	-	1,502,583
Mutual funds	-	89,170
Common stocks	-	8,063,110
Short-term investments	-	1,421,807
Total	\$ -	\$ 12,683,854

NOTE D - FAIR VALUE MEASUREMENTS

Financial accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 fair values are based on inputs other than quoted prices within Level 1 that are observable for the asset, either directly or indirectly.

Level 3 fair values are based on at least one significant unobservable input for the asset.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds, corporate debt, government securities and short term investments: Valued at quoted market prices which represent the net asset value (NAV) of shares held by the Plan at year end.

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE D - FAIR VALUE MEASUREMENTS (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

Assets Measured at Fair Value at December 31, 2008 on a Recurring Basis			
Description	Level 1	Level 2	Level 3
Short-term investments	\$ 1,421,807	\$ -	\$ -
Corporate bonds	-	1,607,184	-
U.S. government securities	1,502,583	-	-
Common stock	8,063,110	-	-
Mutual funds	89,170	-	-
Total	\$ 11,076,670	\$ 1,607,184	\$ -

NOTE E - TAX STATUS

The Plan has received a favorable determination letter from the Internal Revenue Service which qualifies the Plan under its current form under the Internal Revenue Code. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

NOTE F - RISKS AND UNCERTAINTIES

The Plan provides various investment options which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE G - ACCUMULATED PLAN BENEFITS

The Plan's actuary estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE G - ACCUMULATED PLAN BENEFITS (continued)

The significant actuarial assumptions used in the valuations as of January 1, 2009 and 2008 were (a) life expectancy of participants (the RP2000 Mortality Table) (b) retirement age assumptions (based on the participant's age) and (c) an average investment rate of return of 7.50%. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accrued plan benefits.

The actuarial present value of accumulated plan benefits at January 1, 2009 was as follows:

	January 1, 2009
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 6,916,095
Other participants	9,154,851
	16,070,946
Nonvested benefits	393,046
Total	\$ 16,463,992

The actuarial present value of accumulated plan benefits at January 1, 2008 was as follows:

	January 1, 2008
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 6,446,878
Other participants	9,050,272
	15,497,150
Nonvested benefits	478,218
Total	\$ 15,975,368

The changes in accumulated plan benefits are as follows:

	January 1, 2009
Actuarial present value of accumulated plan benefits at beginning of year	\$ 15,975,368
Change in actuarial assumptions	-
Decrease in discount period	1,169,594
Benefits paid	(702,971)
Benefits accumulated	22,001
Actuarial present value of accumulated plan benefits transferred at end of year	\$ 16,463,992

Employees' Retirement Plan of the Second National Bank of Warren

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE G - ACCUMULATED PLAN BENEFITS (continued)

The changes in accumulated plan benefits are as follows:

	January 1, 2008
Actuarial present value of accumulated plan benefits at beginning of year	\$ 13,971,261
Change in actuarial assumptions	1,438,271
Decrease in discount period	1,115,479
Benefits paid	(831,331)
Benefits accumulated	281,688
Actuarial present value of accumulated plan benefits at end of year	\$ 15,975,368

The change in actuarial assumptions is due in part to the change in the interest discount from segmented rates of 5.31%, 5.92% and 6.43% with no phase-in or look-back in 2008 to the full yield curve with two-month look-back in 2009. The mortality table was updated from the 2008 separate static annuitant/nonannuitant tables to the 2009 separate static annuitant/nonannuitant tables. The mortality table used for valuing lump sum benefits was updated to the 2009 separate static annuitant/nonannuitant tables.

NOTE H - RELATED PARTY TRANSACTIONS

Huntington Bancshares, Inc. is the Plan sponsor and affiliated with Huntington National Bank, the trustee. Therefore, transactions with these entities qualify as exempt party-in-interest transactions. For the years ended December 31, 2009 and 2008, the Plan paid Huntington Bank trustee fees of \$95,519 and \$110,310, respectively.

The Plan sponsor pays the audit fee.

NOTE I - SUBSEQUENT EVENTS

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through September 30, 2010, which is the date the financial statements were available to be issued.

Employees' Retirement Plan of The Second National Bank of Warren

SCHEDULE H, LINE 4j--SCHEDULE OF REPORTABLE TRANSACTIONS

EIN: 31-0724920

Plan Number: 004

December 31, 2009

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(i) Net Gain or (Loss)
<u>Category (iii) - A series of transactions in excess of 5% of the current value of plan assets.</u>					
Federated Investors	Government Obligations Fund 39 transactions	N/A	\$ 1,860,587	\$ 1,860,587	\$ -
Federated Investors	Government Obligations Fund 108 transactions	\$ 3,214,182	N/A	\$ 3,214,182	\$ -

There were no category (i), (ii) or (iv) reportable transactions in 2009



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Schedule SB, Part V — Summary of plan provisions

Plan provisions

Effective date and plan year	December 29, 1949
Most recent amendment	December 24, 2008
Definitions	
▪ Participation	Plan frozen to new entrants effective July 1, 2004.
▪ Employee contributions	None
▪ Service Considered	Vesting Service – continuous service rounded up to the next highest 1/12th of a year. Benefit Service – continuous service rounded up to the next highest 1/12th of a year. For purposes of determining Credited Service at termination, no service is credited for time worked after December 31, 2004.
▪ Average annual earnings	Highest 5 consecutive plan years. For all terminations after December 31, 2004, average annual compensation is determined using compensation earned on or before December 31, 2004.
▪ Integration level	\$11,600 for 1989 and increased or decreased by percentage equal to the percentage increase or decrease in the Social Security Wage Base after January 1, 1989 and prior to January 1, 2005, rounded to the nearest \$100.
Normal retirement	
▪ Eligibility	A Participant may retire upon attainment of age 65 and five (5) years of service.
▪ Benefit	1.5% of Average Annual Compensation (AAC), plus 0.6% of AAC in excess of Integration Level multiplied by Benefit Service not to exceed 25 years.
Early retirement	
▪ Eligibility	A Participant may retire early upon attainment of age 55 and ten (10) years of vesting service.

Schedule SB, Part V — Summary of plan provisions

▪ Benefit	Normal Retirement Benefit multiplied by percentage as follows:																								
	<table> <tr> <th data-bbox="821 365 1036 394">Retirement Age*</th><th data-bbox="1224 365 1373 394">Percentage</th></tr> <tr><td data-bbox="911 415 946 445">55</td><td data-bbox="1268 415 1330 445">45%</td></tr> <tr><td data-bbox="911 453 946 483">56</td><td data-bbox="1268 453 1330 483">50%</td></tr> <tr><td data-bbox="911 491 946 520">57</td><td data-bbox="1268 491 1330 520">55%</td></tr> <tr><td data-bbox="911 529 946 558">58</td><td data-bbox="1268 529 1330 558">60%</td></tr> <tr><td data-bbox="911 567 946 596">59</td><td data-bbox="1268 567 1330 596">65%</td></tr> <tr><td data-bbox="911 604 946 634">60</td><td data-bbox="1268 604 1330 634">70%</td></tr> <tr><td data-bbox="911 642 946 672">61</td><td data-bbox="1268 642 1330 672">76%</td></tr> <tr><td data-bbox="911 680 946 709">62</td><td data-bbox="1268 680 1330 709">82%</td></tr> <tr><td data-bbox="911 718 946 747">63</td><td data-bbox="1268 718 1330 747">88%</td></tr> <tr><td data-bbox="911 756 946 785">64</td><td data-bbox="1268 756 1330 785">94%</td></tr> <tr><td data-bbox="911 793 946 823">65</td><td data-bbox="1268 793 1330 823">100%</td></tr> </table>	Retirement Age*	Percentage	55	45%	56	50%	57	55%	58	60%	59	65%	60	70%	61	76%	62	82%	63	88%	64	94%	65	100%
Retirement Age*	Percentage																								
55	45%																								
56	50%																								
57	55%																								
58	60%																								
59	65%																								
60	70%																								
61	76%																								
62	82%																								
63	88%																								
64	94%																								
65	100%																								
	* Age at which payments first commence shall be determined in full years and completed months.																								
Late retirement																									
▪ Eligibility	A Participant working beyond his Normal Retirement Date is entitled to a late retirement benefit.																								
▪ Benefit	The benefit payable beginning on his Normal Retirement Date actuarially adjusted to his actual retirement date.																								
Deferred vested																									
▪ Eligibility	After 5 years of Service, the Participant is entitled to 100% of the accrued pension.																								
▪ Benefit	1.5% of Average Annual Compensation (AAC), plus 0.6% of AAC in excess of Integration Level multiplied by Age 65 Projected Benefit Service not to exceed 25 years multiplied by Benefit Service at termination, divided by Age 65 Projected Benefit Service.																								
Disability																									
▪ Eligibility	Determination of total and permanent disability under any long term disability program sponsored by the Bank																								

Schedule SB, Part V — Summary of plan provisions

▪ Benefit	Temporary benefit from disability to actual retirement. The amount of the benefit is based on the Deferred Vested, Early Retirement or Normal Retirement Benefit the participant would have been eligible for. Both Vesting and Benefit Service will include up to two additional years of service. Benefit Service cannot add additional years past December 31, 2004.
Pre-retirement death	
▪ Eligibility	On the death of any Participant who has not yet retired and who has a vested benefit under the Plan, a pension will become payable to the Participant's spouse provided the spouse and the Participant were married for at least one year as of the date of the Participant's death.
▪ Benefit	Amount participant could have received if participant had terminated on date of death, elected a 50% Joint and Survivor annuity and retired at earliest eligibility date.
Form of benefits	
▪ Automatic form for unmarried participants	10 Year Certain and Life Annuity
▪ Automatic form for married participants	50% Joint and Survivor Annuity
▪ Optional forms	50%, 75%, 100% Joint and Survivor Annuity 10 Year Certain and Life Annuity
▪ Optional form conversion factors	UP84 Unisex mortality table set back four years and 7.00% interest.
Miscellaneous	
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2009, the limit is \$195,000.
▪ Administration	Plan sponsor
▪ Funding medium	Trust
▪ Changes since the prior valuation	The IRC Section 415 limit (defined annual pension benefit limit) was increased from \$185,000 to \$195,000. There were no other significant changes in plan provisions since the prior valuation.

Schedule SB, Part V — Summary of plan provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70 ½. 100% of active participants are assumed to retire at age 65 and there are currently no active participants over age 70.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increase since the total liability impact is immaterial. There is currently 1 terminated vested participant over age 65.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **Benefit restrictions:** Benefit restrictions are not applicable in this valuation.

Significant events

Effective December 31, 2009, the Employees' Retirement Plan of the Second National Bank of Warren was merged into the Huntington Bancshares Retirement Plan.

To the best of our knowledge, there were no other events that occurred during the year that would significantly affect the valuation results.

Schedule SB, Line 26 — Schedule of active participant data

Attained age	Years of credited service*										
	< 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 +	Total
< 25											
25 - 29		6	1								7
30 - 34		12	3								15
35 - 39		12	6								18
40 - 44		3	6	4	2						15
45 - 49		15	6	2	3	1	2				29
50 - 54		6	6	2	3	3	1	1			22
55 - 59		7	5	8	1				1		22
60 - 64		1	3		1				1		6
65 - 69		4	2	1							7
70+											
Total		66	38	17	10	4	3	1	2		141

In each cell, the number is the count of active participants for each age/service combination.
*Note Credited Service is frozen as of December 31, 2004.

Schedule SB, Part V — Statement of actuarial assumptions/methods

Discount rate elections	Full yield curve with two-month look-back	
Mortality elections		
▪ Healthy participants	2009 PPA separate static annuitant and nonannuitant mortality tables	
▪ Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995	
▪ Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994	
Other economic assumptions		
▪ Expected investment return	8.00% for 2007 and 7.50% for 2008 to 2009	
▪ Expenses	Prior year actual expenses rounded to the next \$10,000. \$190,000 for 2009.	
Demographic assumptions		
Withdrawal	2003 Society of Actuaries turnover rates based on age. See table of sample rates.	
Disability incidence	1985 Pension Disability Table (Class 1); they are based on a participant's attained age and sex. See table of sample rates.	
Retirement age	Rates based on age.	
	Attained age	Percentage
	Under 55	0%
	55	10%
	56 - 59	5%
	60 - 61	10%
	62	35%
	63 – 64	25%
	65 and older	100%
Benefit commencement age for		
▪ Future vested deferred	Age 65	
▪ Current vested deferred	Age 65	

Schedule SB, Part V — Statement of actuarial assumptions/methods

Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
▪ Percentage married	75%	75%	
▪ Spouse age difference	3 years younger	3 years older	
Form of payment	<u>10 year certain and life</u>	<u>75% J&S</u>	<u>QJSA</u>
▪ Active retirements	60%	40%	0%
▪ Future vested deferred	45%	55%	0%
▪ Future disabilities	100%	0%	0%
▪ Future deaths	0%	0%	100%
▪ Current vested deferred	45%	55%	0%

Table of sample rates

Attained age	Percentage			
	Withdrawal		Disability incidence	
	Male	Female	Male	Female
25	18.51%	18.51%	0.038%	0.047%
30	12.19%	12.19%	0.048%	0.080%
35	8.78%	8.78%	0.069%	0.136%
40	7.00%	7.00%	0.117%	0.211%
45	6.21%	6.21%	0.202%	0.323%
50	5.63%	5.63%	0.358%	0.533%
55	2.92%	2.92%	0.722%	0.952%
60	2.20%	2.20%	1.256%	1.159%

Schedule SB, Part V — Statement of actuarial assumptions/methods

Asset methods

We used financial data submitted by the trustee as of January 1, 2009 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an annual average of the adjusted market value over the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset valuation method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than market.

Participant methods

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.

Minimum funding method

Target liability for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

Schedule SB, Part V — Statement of actuarial assumptions/methods

- An individual's **accrued liability** is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected funding target liability** is the sum of the projected accrued liabilities for all participants under the plan. The excess of the plan's projected accrued liability over the plan's funding target is included in the "cushion amount."

Schedule SB, Line 25 — Change in method

Beginning with the 2009 valuation, the interest rate methodology was changed from the segment rates with no look-back and no phase-in to the full yield curve with a two-month look-back. The sponsor elected to change the asset method from market value to average market value over the 24 months preceding the valuation date using annual measurement dates. Expected expenses were added to the normal cost.

Schedule SB, Line 22 — Description of weighted average retirement age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10%	100,000	10,000	550,000
56	5%	90,000	4,500	252,000
57	5%	85,500	4,275	243,675
58	5%	81,225	4,061	235,553
59	5%	77,164	3,858	227,633
60	10%	73,306	7,331	439,833
61	10%	65,975	6,598	402,448
62	35%	59,378	20,782	1,288,492
63	25%	38,595	9,649	607,877
64	25%	28,947	7,237	463,145
65	100%	21,710	21,710	1,411,144
Total			100,000	6,121,799
Average				61.22

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos 1210 - 0110
1210 - 0089**2009****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan THE EMPLOYEES RETIREMENT PLAN OF THE SECOND NATIONAL BANK OF WARREN	1b Three-digit plan number (PN) ▶ 004
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) HUNTINGTON BANCSHARES INCORPORATED 41 SOUTH HIGH STREET, HC0339 COLUMBUS OH 43215	1c Effective date of plan 01/01/1949
	2b Employer Identification Number (EIN) 31-0724920
	2c Sponsor's telephone number (614) 480-3073
	2d Business code (see instructions) 522120

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE Roxanna McCulloch, VP	10/5/10	Roxanna McCulloch
Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE Roxanna McCulloch, VP	10/5/10	Roxanna McCulloch
Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE		
Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
V.092307.1

3a Plan administrator's name and address (If same as plan sponsor, enter "Same")**HUNTINGTON BANCSHARES INCORPORATED****41 SOUTH HIGH STREET, HC0339****COLUMBUS OH 43215****3b** Administrator's EIN**31-0724920****3c** Administrator's telephone number**614-480-3073****4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5****628****6** Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).**a** Active participants**6a****0****b** Retired or separated participants receiving benefits**6b****0****c** Other retired or separated participants entitled to future benefits**6c****0****d** Subtotal. Add lines 6a, 6b, and 6c**6d****0****e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits**6e****0****f** Total. Add lines 6d and 6e**6f****0****g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested**6h****7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans

complete this item)

7**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:**1A 1G 1I****b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a** Pension Schedules(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☒**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b** General Schedules(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information - Small Plan)(3) ☐**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☐**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

5500 e-file Signature Authorization

Under penalties of perjury, I declare that I have examined a copy of my electronic Form 5500 and accompanying schedules and statements for the tax year ending 12/31/2009 and to the best of my knowledge and belief, it is true, correct, and complete.

I consent to allow my service provider, Packer Thomas, to electronically sign my return on my behalf and subsequently transmit an electronic copy of my return to the Department of Labor.

I understand that by selecting this electronic signature option, the image of my manual signature on Page 1 of Form 5500 will be included with the rest of the return/report posted by the Department of Labor on the Internet for public disclosure.

Further, I understand that Packer Thomas will communicate with me regarding any inquiries and information received from EFAST2, DOL, IRS or PBGC regarding the return/report.

Name of Plan: The Employees Retirement Plan of The Second National Bank of Denver

Name of Plan Administrator: Roxanna McCulloch

Signature of Plan Administrator: Roxanna McCulloch, VP

Date: 10/5/10

Schedule SB, Line 21b – Explanation of discount rate applicable month discrepancy

The full yield curve with an applicable look-back month of November 2008 was used to value funding liabilities as of January 1, 2009.

The applicable month has not been entered here due to restrictions within the EFAST2 system which did not allow for an entry in line 21b if the "N/A, full yield curve used" option was selected in line 21a. Since the applicable month was the second month preceding the month including the valuation date (November 2008), "2" would have been entered in line 21b had the system allowed an entry.

Line 21b was completed on the pdf attachment of the Schedule SB.

Huntington Bancshares, Inc.

Employees' Retirement Plan of The Second National Bank of Warren

Schedule H, line 4j--SCHEDULE OF REPORTABLE TRANSACTIONS

EIN: 31-0724920

Plan Number: 004

December 31, 2009

(a)	(b)	(c)	(d)	(g)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Net Gain or (Loss)

Category (iii) - A series of transactions in excess of 5% of the current value of plan assets.

Cash Management Fund

1,860,587 shares	N/A	\$ 1,860,587	\$	1,860,587	\$	-
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Cash Management Fund

3,214,182 shares	\$ 3,214,182	N/A	\$	3,214,182	\$	-
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There were no category (i), (ii) or (iv) reportable transactions in 2009

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan EMPLOYEES' RETIREMENT PLAN OF THE SECOND	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HUNTINGTON BANCSHARES INCORPORATED	D Employer Identification Number (EIN) 31-0724920	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value	2a	13,450,687	
b Actuarial value	2b	14,795,756	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	139	6,458,220
b For terminated vested participants	3b	348	5,899,165
c For active participants:			
(1) Non-vested benefits	3c(1)		398,045
(2) Vested benefits	3c(2)		2,391,529
(3) Total active	3c(3)	141	2,789,574
d Total	3d	628	15,146,959
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	8.09 %	
6 Target normal cost	6	190,000	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<div style="text-align: center;"> Signature of actuary </div> <div style="text-align: center;"> RACHEL A. BATTAH Type or print name of actuary MERCER Firm name 325 JOHN H. MCCONNELL BLVD. STE 350 COLUMBUS OH 43215-2671 Address of the firm </div>	<div style="text-align: center;"> Date 08-06672 Most recent enrollment number (614) 227-5500 Telephone number (including area code) </div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2,900,545	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	2,900,545	0
10 Interest on item 9 using prior year's actual return of <u>(24.98)%</u>	(724,556)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		675,865
b Interest on (a) using prior year's effective rate of <u>6.18 %</u>		41,768
c Total available at beginning of current plan year to add to prefunding balance		717,633
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	1,944,665	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	231,324	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	96.15 %
15 Adjusted funding target attainment percentage.....	15	97.68 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	95.34 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	190,000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	190,000
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	190,000	190,000
36 Additional cash requirement (item 34 minus item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	0
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, Line 22 — Description of weighted average retirement age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10%	100,000	10,000	550,000
56	5%	90,000	4,500	252,000
57	5%	85,500	4,275	243,675
58	5%	81,225	4,061	235,553
59	5%	77,164	3,858	227,633
60	10%	73,306	7,331	439,833
61	10%	65,975	6,598	402,448
62	35%	59,378	20,782	1,288,492
63	25%	38,595	9,649	607,877
64	25%	28,947	7,237	463,145
65	100%	21,710	21,710	1,411,144
Total			100,000	6,121,799
Average				61.22

Schedule SB, Part V — Statement of actuarial assumptions/methods

Discount rate elections	Full yield curve with two-month look-back																
Mortality elections																	
▪ Healthy participants	2009 PPA separate static annuitant and nonannuitant mortality tables																
▪ Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995																
▪ Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994																
Other economic assumptions																	
▪ Expected investment return	8.00% for 2007 and 7.50% for 2008 to 2009																
▪ Expenses	Prior year actual expenses rounded to the next \$10,000. \$190,000 for 2009.																
Demographic assumptions																	
Withdrawal	2003 Society of Actuaries turnover rates based on age. See table of sample rates.																
Disability incidence	1985 Pension Disability Table (Class 1); they are based on a participant's attained age and sex. See table of sample rates.																
Retirement age	Rates based on age.																
	<table> <tr> <th>Attained age</th><th>Percentage</th></tr> <tr> <td>Under 55</td><td>0%</td></tr> <tr> <td>55</td><td>10%</td></tr> <tr> <td>56 - 59</td><td>5%</td></tr> <tr> <td>60 - 61</td><td>10%</td></tr> <tr> <td>62</td><td>35%</td></tr> <tr> <td>63 - 64</td><td>25%</td></tr> <tr> <td>65 and older</td><td>100%</td></tr> </table>	Attained age	Percentage	Under 55	0%	55	10%	56 - 59	5%	60 - 61	10%	62	35%	63 - 64	25%	65 and older	100%
Attained age	Percentage																
Under 55	0%																
55	10%																
56 - 59	5%																
60 - 61	10%																
62	35%																
63 - 64	25%																
65 and older	100%																
Benefit commencement age for																	
▪ Future vested deferred	Age 65																
▪ Current vested deferred	Age 65																

Schedule SB, Part V — Statement of actuarial assumptions/methods

Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
▪ Percentage married	75%	75%	
▪ Spouse age difference	3 years younger	3 years older	
Form of payment	<u>10 year certain and life</u>	<u>75% J&S</u>	<u>QJSA</u>
▪ Active retirements	60%	40%	0%
▪ Future vested deferred	45%	55%	0%
▪ Future disabilities	100%	0%	0%
▪ Future deaths	0%	0%	100%
▪ Current vested deferred	45%	55%	0%

Table of sample rates

Attained age	Percentage			
	Withdrawal		Disability incidence	
	Male	Female	Male	Female
25	18.51%	18.51%	0.038%	0.047%
30	12.19%	12.19%	0.048%	0.080%
35	8.78%	8.78%	0.069%	0.136%
40	7.00%	7.00%	0.117%	0.211%
45	6.21%	6.21%	0.202%	0.323%
50	5.63%	5.63%	0.358%	0.533%
55	2.92%	2.92%	0.722%	0.952%
60	2.20%	2.20%	1.256%	1.159%

Schedule SB, Part V — Statement of actuarial assumptions/methods

Asset methods

We used financial data submitted by the trustee as of January 1, 2009 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an annual average of the adjusted market value over the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset valuation method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than market.

Participant methods

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.

Minimum funding method

Target liability for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

Schedule SB, Part V — Statement of actuarial assumptions/methods

- An individual's **accrued liability** is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected funding target liability** is the sum of the projected accrued liabilities for all participants under the plan. The excess of the plan's projected accrued liability over the plan's funding target is included in the "cushion amount."

Schedule SB, Part V — Summary of plan provisions

Plan provisions

Effective date and plan year	December 29, 1949
Most recent amendment	December 24, 2008
Definitions	
▪ Participation	Plan frozen to new entrants effective July 1, 2004.
▪ Employee contributions	None
▪ Service Considered	Vesting Service – continuous service rounded up to the next highest 1/12th of a year. Benefit Service – continuous service rounded up to the next highest 1/12th of a year. For purposes of determining Credited Service at termination, no service is credited for time worked after December 31, 2004.
▪ Average annual earnings	Highest 5 consecutive plan years. For all terminations after December 31, 2004, average annual compensation is determined using compensation earned on or before December 31, 2004.
▪ Integration level	\$11,600 for 1989 and increased or decreased by percentage equal to the percentage increase or decrease in the Social Security Wage Base after January 1, 1989 and prior to January 1, 2005, rounded to the nearest \$100.
Normal retirement	
▪ Eligibility	A Participant may retire upon attainment of age 65 and five (5) years of service.
▪ Benefit	1.5% of Average Annual Compensation (AAC), plus 0.6% of AAC in excess of Integration Level multiplied by Benefit Service not to exceed 25 years.
Early retirement	
▪ Eligibility	A Participant may retire early upon attainment of age 55 and ten (10) years of vesting service.

Schedule SB, Part V — Summary of plan provisions

▪ Benefit	Normal Retirement Benefit multiplied by percentage as follows:																								
	<table> <tr> <th data-bbox="824 369 1040 405">Retirement Age*</th><th data-bbox="1227 369 1382 405">Percentage</th></tr> <tr><td data-bbox="914 422 951 449">55</td><td data-bbox="1276 422 1333 449">45%</td></tr> <tr><td data-bbox="914 457 951 485">56</td><td data-bbox="1276 457 1333 485">50%</td></tr> <tr><td data-bbox="914 493 951 520">57</td><td data-bbox="1276 493 1333 520">55%</td></tr> <tr><td data-bbox="914 529 951 556">58</td><td data-bbox="1276 529 1333 556">60%</td></tr> <tr><td data-bbox="914 564 951 592">59</td><td data-bbox="1276 564 1333 592">65%</td></tr> <tr><td data-bbox="914 600 951 627">60</td><td data-bbox="1276 600 1333 627">70%</td></tr> <tr><td data-bbox="914 636 951 663">61</td><td data-bbox="1276 636 1333 663">76%</td></tr> <tr><td data-bbox="914 672 951 699">62</td><td data-bbox="1276 672 1333 699">82%</td></tr> <tr><td data-bbox="914 707 951 735">63</td><td data-bbox="1276 707 1333 735">88%</td></tr> <tr><td data-bbox="914 743 951 770">64</td><td data-bbox="1276 743 1333 770">94%</td></tr> <tr><td data-bbox="914 779 951 806">65</td><td data-bbox="1276 779 1333 806">100%</td></tr> </table>	Retirement Age*	Percentage	55	45%	56	50%	57	55%	58	60%	59	65%	60	70%	61	76%	62	82%	63	88%	64	94%	65	100%
Retirement Age*	Percentage																								
55	45%																								
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58	60%																								
59	65%																								
60	70%																								
61	76%																								
62	82%																								
63	88%																								
64	94%																								
65	100%																								
	* Age at which payments first commence shall be determined in full years and completed months.																								
Late retirement																									
▪ Eligibility	A Participant working beyond his Normal Retirement Date is entitled to a late retirement benefit.																								
▪ Benefit	The benefit payable beginning on his Normal Retirement Date actuarially adjusted to his actual retirement date.																								
Deferred vested																									
▪ Eligibility	After 5 years of Service, the Participant is entitled to 100% of the accrued pension.																								
▪ Benefit	1.5% of Average Annual Compensation (AAC), plus 0.6% of AAC in excess of Integration Level multiplied by Age 65 Projected Benefit Service not to exceed 25 years multiplied by Benefit Service at termination, divided by Age 65 Projected Benefit Service.																								
Disability																									
▪ Eligibility	Determination of total and permanent disability under any long term disability program sponsored by the Bank																								

Schedule SB, Part V — Summary of plan provisions

▪ Benefit	Temporary benefit from disability to actual retirement. The amount of the benefit is based on the Deferred Vested, Early Retirement or Normal Retirement Benefit the participant would have been eligible for. Both Vesting and Benefit Service will include up to two additional years of service. Benefit Service cannot add additional years past December 31, 2004.
Pre-retirement death	
▪ Eligibility	On the death of any Participant who has not yet retired and who has a vested benefit under the Plan, a pension will become payable to the Participant's spouse provided the spouse and the Participant were married for at least one year as of the date of the Participant's death.
▪ Benefit	Amount participant could have received if participant had terminated on date of death, elected a 50% Joint and Survivor annuity and retired at earliest eligibility date.
Form of benefits	
▪ Automatic form for unmarried participants	10 Year Certain and Life Annuity
▪ Automatic form for married participants	50% Joint and Survivor Annuity
▪ Optional forms	50%, 75%, 100% Joint and Survivor Annuity 10 Year Certain and Life Annuity
▪ Optional form conversion factors	UP84 Unisex mortality table set back four years and 7.00% interest.
Miscellaneous	
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2009, the limit is \$195,000.
▪ Administration	Plan sponsor
▪ Funding medium	Trust
▪ Changes since the prior valuation	The IRC Section 415 limit (defined annual pension benefit limit) was increased from \$185,000 to \$195,000. There were no other significant changes in plan provisions since the prior valuation.

Schedule SB, Part V — Summary of plan provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70 ½. 100% of active participants are assumed to retire at age 65 and there are currently no active participants over age 70.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increase since the total liability impact is immaterial. There is currently 1 terminated vested participant over age 65.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Section 415(b):** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **Benefit restrictions:** Benefit restrictions are not applicable in this valuation.

Significant events

Effective December 31, 2009, the Employees' Retirement Plan of the Second National Bank of Warren was merged into the Huntington Bancshares Retirement Plan.

To the best of our knowledge, there were no other events that occurred during the year that would significantly affect the valuation results.

Schedule SB, Line 25 — Change in method

Beginning with the 2009 valuation, the interest rate methodology was changed from the segment rates with no look-back and no phase-in to the full yield curve with a two-month look-back. The sponsor elected to change the asset method from market value to average market value over the 24 months preceding the valuation date using annual measurement dates. Expected expenses were added to the normal cost.

Schedule SB, Line 26 — Schedule of active participant data

Attained age	Years of credited service*										
	< 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 +	Total
< 25											
25 - 29		6	1								7
30 - 34		12	3								15
35 - 39		12	6								18
40 - 44		3	6	4	2						15
45 - 49		15	6	2	3	1	2				29
50 - 54		6	6	2	3	3	1	1			22
55 - 59		7	5	8	1				1		22
60 - 64		1	3		1				1		6
65 - 69		4	2	1							7
70+											
Total		66	38	17	10	4	3	1	2		141

In each cell, the number is the count of active participants for each age/service combination.

*Note Credited Service is frozen as of December 31, 2004.

Schedule SB, Line 21b – Explanation of discount rate applicable month discrepancy

The full yield curve with an applicable look-back month of November 2008 was used to value funding liabilities as of January 1, 2009.

The applicable month has not been entered here due to restrictions within the EFAST2 system which did not allow for an entry in line 21b if the "N/A, full yield curve used" option was selected in line 21a. Since the applicable month was the second month preceding the month including the valuation date (November 2008), "2" would have been entered in line 21b had the system allowed an entry.

Line 21b was completed on the pdf attachment of the Schedule SB.