

Form 5500 Department of the Treasury Internal Revenue Service Department 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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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 <u>HUNTINGTON BANCSHARES RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1954</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1954</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1954</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HUNTINGTON BANCSHARES INCORPORATED</u> <u>SARAH HALL</u> <u>41 SOUTH HIGH STREET HC0339</u> <u>COLUMBUS, OH 43215</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0724920</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>614-480-3663</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>522110</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0724920</u>	2c Plan Sponsor's telephone number <u>614-480-3663</u>	2d Business code (see instructions) <u>522110</u>	
2b Employer Identification Number (EIN) <u>31-0724920</u>					
2c Plan Sponsor's telephone number <u>614-480-3663</u>					
2d Business code (see instructions) <u>522110</u>					

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.	10/13/2015	SARAH HALL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	SARAH HALL
	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
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor HUNTINGTON BANCSHARES INC RETIREMENT COMMITTEE SARAH HALL 41 SOUTH HIGH STREET HC0339 COLUMBUS, OH 43215	3b Administrator's EIN 31-0883768 3c Administrator's telephone number 614-480-3663
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 13255
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 5872 6a(2) 5138 6b 2789 6c 4868 6d 12795 6e 0 6f 12795 6g 6h 38
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 Characteristics Codes in the instructions: 1A 1I 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

▶ **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 HUNTINGTON BANCSHARES RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
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 01 Day 01 Year 2014	
2 Assets:	
a Market value	2a 649019531
b Actuarial value	2b 637946622
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment.....	(1) Number of participants 2568 (2) Vested Funding Target 159700410 (3) Total Funding Target 159700410
b For terminated vested participants.....	4815 156041023 156041023
c For active participants.....	5872 213410547 227784588
d Total.....	13255 529151980 543526021
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 6.59%
6 Target normal cost	6 1740000

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		04/17/2015
	Signature of actuary	Date
RACHEL A. BATTAH	Type or print name of actuary	14-06672
		Most recent enrollment number
MERCER	Firm name	614-227-5500
		Telephone number (including area code)
325 JOHN H. MCCONNELL BLVD. STE 350 COLUMBUS, OH 43215-7644	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) 2014
v. 140124

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 (line 13 from prior year)	75411190	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	75411190	0
10 Interest on line 9 using prior year's actual return of <u>8.36</u> %	6304375	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.41</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	81715565	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	102.33 %
15 Adjusted funding target attainment percentage	15	117.37 %
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	118.48 %
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 contributions 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 line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 60
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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	1740000										
b Excess assets, if applicable, but not greater than line 31a	31b	1740000										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	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	0										
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....			0									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b											
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan HUNTINGTON BANCSHARES RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUNTINGTON BANCSHARES INCORPORATED	D Employer Identification Number (EIN) 31-0724920	

Part I	Service Provider Information (see instructions)
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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

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 17	NONE	734301	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PORTER WRIGHT MORRIS & ARTHUR LLP

31-4373657

(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?
29	NONE	72830	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HUNTINGTON NATIONAL BANK

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?
14	SUBSIDIARY	141408	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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)

MASS MUTUAL

04-1590850

(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?
15	NONE	49062	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
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(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>HUNTINGTON BANCSHARES RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>001</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			
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)	2903972	3109641
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		16136004
(2) U.S. Government securities	1c(2)	57486770	69489770
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	178662109	215835709
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		118846544
(5) Partnership/joint venture interests	1c(5)	791146	2991038
(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)	388826062	226550605
(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)	20219684	
(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	648889743	652959311

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	36378	10298
k Total liabilities (add all amounts in lines 1g through 1j)	1k	36378	10298

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	648853365	652949013
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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)		
(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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5487	
(B) U.S. Government securities	2b(1)(B)	1997585	
(C) Corporate debt instruments	2b(1)(C)	8900167	
(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)		10903239
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	967561	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	19966042	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		20933603
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	698110914	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	699242051	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1131137
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	15146301	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		15146301

		(a) Amount	(b) Total
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		45852006

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	39955220	
(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)		39955220
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)	997601	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	803537	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1801138
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		41756358

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4095648
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

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: **DELOITTE & TOUCHE**

(2) EIN: **13-3891517**

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		95000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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		
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
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.			
4n			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <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>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan HUNTINGTON BANCSHARES RETIREMENT PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUNTINGTON BANCSHARES INCORPORATED				D Employer Identification Number (EIN) 31-0724920	
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	0
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): 31-6243960					
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	407
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 (include any prior year accumulated funding deficiency not waived).....				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 or other authority 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. 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) 2014 v. 140124					

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 48.0% Investment-Grade Debt: 45.0% High-Yield Debt: 4.0% Real Estate: 0.0% Other: 3.0%

- 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 line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Huntington Bancshares Retirement Plan

Employer ID No.: 31-0724920
Plan No.: 001

Financial Statements as of and for the
Years Ended December 31, 2014 and 2013,
Supplemental Schedules as of and for the
Year Ended December 31, 2014, and
Independent Auditors' Report

HUNTINGTON BANCSHARES RETIREMENT PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Compensation Committee of
the Board of Directors of
Huntington Bancshares Incorporated
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements and supplemental schedules of Huntington Bancshares Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 5, which was certified by The Huntington National Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 certifications from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2014, and Schedule H, Part IV, Line 4j — Schedule of Reportable Transactions for the year ended December 31, 2014, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental 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.

Deloitte & Touche LLP

June 26, 2015

HUNTINGTON BANCSHARES RETIREMENT PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2014 AND 2013**

	2014	2013
ASSETS:		
Investments - at fair value:		
Mutual funds	\$ 242,686,609	\$ 388,826,062
Corporate obligations	215,835,709	178,662,109
United States government securities	69,489,770	57,486,770
Other common stock	118,846,544	---
Huntington Bancshares Incorporated common stock	---	20,219,684
Limited liability partnerships	2,991,038	791,146
	<hr/>	<hr/>
Total investments	649,849,670	645,985,771
Accrued investment income and other receivables	3,109,641	2,903,972
	<hr/>	<hr/>
Total assets	652,959,311	648,889,743
	<hr/>	<hr/>
LIABILITIES - Accounts payable and other liabilities	10,298	36,378
	<hr/>	<hr/>
Total liabilities	10,298	36,378
	<hr/>	<hr/>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 652,949,013</u>	<u>\$ 648,853,365</u>

See notes to financial statements.

HUNTINGTON BANCSHARES RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
ADDITIONS:		
Dividends	\$ 20,933,603	\$ 24,421,741
Net appreciation in fair value of investments	14,015,164	17,692,500
Interest	<u>10,903,239</u>	<u>8,886,401</u>
Total additions	<u>45,852,006</u>	<u>51,000,642</u>
DEDUCTIONS:		
Distributions and withdrawals	39,955,220	33,990,400
Administrative expenses	<u>1,801,138</u>	<u>1,676,783</u>
Total deductions	<u>41,756,358</u>	<u>35,667,183</u>
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	4,095,648	15,333,459
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>648,853,365</u>	<u>633,519,906</u>
End of year	<u>\$ 652,949,013</u>	<u>\$ 648,853,365</u>

See notes to financial statements.

HUNTINGTON BANCSHARES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

1. DESCRIPTION OF THE PLAN

General — The Huntington Bancshares Retirement Plan (the “Plan”) is a noncontributory defined benefit pension plan that covers eligible employees of Huntington Bancshares Incorporated (“Huntington”) and its subsidiaries. Huntington has agreed to voluntarily contribute such amounts as are required by the Internal Revenue Code (the “Code”) and the Employee Retirement Income Security Act of 1974 (ERISA) to provide assets sufficient to meet the benefits to be paid to Plan participants. Huntington has the right under the Plan to amend and/or terminate the Plan.

Administration — The Plan administrator is Huntington. Administration of the Plan has been delegated by the Plan administrator to a committee of employees appointed by the Huntington Board of Directors. The Plan’s trustee is the Huntington National Bank, Huntington’s wholly owned bank subsidiary (the “Plan trustee”). The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the provisions of ERISA, as amended.

Funding — The funding policy is to contribute annually an amount at least equal to the minimum funding requirement under Code Section 412. The Plan also operates in compliance with the minimum funding requirements of ERISA. In 2014 and 2013, Huntington was not required to make a minimum contribution to the Plan.

Vesting — Participants’ accrued benefits are 100% vested upon completion of five years of service.

Benefits Payments — Participants with five or more years of vested service, as defined by the Plan, are entitled to annual pension benefits beginning at the normal retirement age (age 65). The Plan permits a reduced monthly benefit at age 55 with 10 years of vested service. Benefits paid to participants are based on a mathematical formula that considers length of service, retirement age, and compensation received. Participants may elect to receive benefit payments monthly or, under certain defined circumstances, in a lump sum.

Plan Amendments — From time to time, the Plan has been amended and restated. On July 17, 2013, the Board of Directors approved and Huntington authorized an amendment to the terms of the Plan to accomplish various benefit changes, including the following:

- Cessation of all future benefit accruals under the Plan after December 31, 2013
- The addition of the availability of a lump-sum distribution option for benefits accrued and payable under the Plan, without limit based on the lump-sum value of such distribution, for any participants terminating employment and commencing benefits on or after January 1, 2014
- The addition of availability of a death benefit payable to nonspouse beneficiary of a participant in the Plan for any participants terminating employment due to death on or after January 1, 2014.

In 2014, the impact of the amendment was reflected in the benefits accumulated and (gains) losses line item disclosed in Note 3, Accumulated Plan Benefits, of the notes to financial statements.

There were no other amendments as of and for the year ended December 31, 2014 and 2013 respectively.

Termination of the Plan — Pursuant to the Plan document, Huntington may terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA and the Code. In the event of termination of the Plan, the assets of the Plan shall be set aside for distribution to participants and beneficiaries, to the extent sufficient, as follows: first, for the payment of vested benefits, as defined, of (1) retired participants and (2) active participants; second, for the payment of benefits to the limit provided by the Pension Benefit Guaranty Corporation (PBGC); and third, for all other benefits under the Plan. Also, the PBGC guarantees payment of all nonforfeitable basic benefits, subject to certain limitations prescribed by ERISA. If the Plan is terminated following a change in control of Huntington, excess Plan assets may be distributed to participants.

For further information about the Plan agreement, the vesting and benefit provisions, and the PBGC's benefit guarantee participants should refer to the Plan document and summary plan description.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The financial statements of the Plan are presented on the accrual basis and are prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). In preparing these financial statements, subsequent events were evaluated through June 26, 2015, the date the financial statements were issued. Financial statements are considered issued when they are widely distributed to all shareholders and other financial statement users. In conjunction with applicable accounting standards, all material subsequent events have been either recognized in the financial statements or disclosed in the notes to financial statements.

Risks and Uncertainties — The Plan invests in various investment securities. Investment securities in general are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Use of Estimates — The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, and accumulated plan benefits at the date of the financial statements, and the reported amount of additions and deductions to net assets available for benefits and changes in accumulated plan benefits during the reporting period. Actual results could differ from those estimates.

Fair Value Measurements — Investments are stated at fair value. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. See Note 8 for description of valuation methods.

Purchases and sales of the investments of the Plan are recorded on the trade date.

Income Recognition — Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Administrative Expenses — Administrative expenses of the Plan are paid by the Plan as provided in the plan document. The Plan sponsor provides accounting and other administrative services to the Plan at no charge.

Accumulated Plan Benefits — Accumulated plan benefits under the Plan's provisions, as described in Note 3, are those estimated future periodic payments, including lump-sum distributions, that are attributable to services rendered by the employees up to the valuation date. Accumulated 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 up to the valuation date.

3. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the employees' compensation and services employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries and (2) present employees or their beneficiaries. Benefits payable as a result of retirement, death, disability or termination of employment are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by independent actuaries. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits 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.

Actuarial Present Value Benefit Calculations — The actuarial present values of accumulated plan benefits as of January 1, 2014 and 2013, the most recent valuation dates, are as follows:

	2014	2013
Vested benefits:		
Participants currently receiving payments	\$ 170,641,175	\$ 151,141,916
Other participants	426,453,373	406,857,171
Total vested benefits	597,094,548	557,999,087
Nonvested benefits	13,396,855	14,256,315
Actuarial present value of accumulated plan benefits	\$ 610,491,403	\$ 572,255,402

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended January 1, 2014, are as follows:

Actuarial present value of accumulated plan benefits at January 1, 2013	\$ 572,255,402
Increase (decrease) during the year attributable to:	
Benefits accumulated and (gains) losses	15,463,736
Increase for interest due to decrease in discount period	35,160,172
Benefits paid	(34,249,660)
Change in actuarial assumptions (1)	19,853,322
Change in plan provisions	<u>2,008,431</u>
Actuarial present value of accumulated plan benefits at January 1, 2014	<u>\$ 610,491,403</u>

(1) The change in actuarial assumptions primarily reflects a \$32.4 million increase due to a change in mortality assumptions, offset by a \$7.5 million decrease due to a change in discount rate.

Actuarial Present Value Benefit Calculation Assumptions — The actuarial cost method used in the benefits calculation is the projected unit credit method. Significant assumptions underlying the actuarial computations are as follows:

Assumed rate of return on investments	6.50% and 6.35% compounded annually for 2014 and 2013, respectively.
Mortality basis	For 2014, RP2000 Mortality Table projected to 2021 for sex distinct combined healthy white collar. For 2013, RP2000 Mortality Table projected to 2020 for sex distinct combined healthy white collar.
Retirement	Rates based on age. For terminated vested participants and post-2009 disabled participants, the assumed retirement age is either 59 or 65 depending on eligibility for early retirement. For pre-2010 disabled participants, the assumed retirement age is 65.

These actuarial assumptions are based on the presumption that the Plan will continue. In the event of Plan termination, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

4. INCOME TAXES

The Plan has received a determination letter from the Internal Revenue Services (IRS) dated August 27, 2003, stating that the Plan qualified under section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended and restated since receiving the determination letter. The restated Plan document was submitted to the IRS in January 2011. Huntington Bancshares believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires the evaluation of tax positions taken by the Plan and recognition of a tax liability if the Plan has taken an uncertain tax position that is not more likely than not to be sustained upon examination by the IRS. Huntington, on behalf of the Plan, has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014 and 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

5. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2014 and 2013, and for the years then ended included in the Plan's financial statements, notes to financial statements, and supplemental schedules that was prepared by, or derived from, information prepared by the Plan trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Plan trustee that such information is complete and accurate.

	2014	2013
* Statements of net assets available for benefits:		
Investments:		
Mutual funds	\$ 242,686,609	\$ 388,826,062
Corporate obligations	215,835,709	178,662,109
United States government securities	69,489,770	57,486,770
Common stock	118,846,544	---
Huntington Bancshares Incorporated common stock	---	20,219,684
Limited liability partnership (1)	3,045,908	926,475
Accrued investment income and other receivables	3,109,641	2,903,972
* Statements of changes in net assets available for benefits:		
Dividends	\$ 20,933,603	\$ 24,421,741
Total net appreciation in fair value of investments (1)	13,934,705	17,827,829
Interest	10,903,239	8,886,401

(1) The value certified by the Plan trustee is at cost, and to conform with fair value accounting, the statements of changes in net assets available for benefits has been adjusted to fair value at December 31, 2014 and 2013. See Note 8 for further information.

6. EXEMPT PARTIES-IN-INTEREST TRANSACTIONS

Certain Plan investments are held with the Plan trustee or are shares of mutual funds managed by Huntington Asset Advisors, Inc., a subsidiary of the Plan trustee. These investments are held by the Plan trustee and, therefore, qualify as party-in-interest investments.

The Plan at December 31, 2014 and 2013, held the following party-in-interest investments (at fair value):

	2014	2013
Huntington Bancshares Incorporated common stock (Shares: 2,095,304 in 2013; Cost: \$10,730,902 in 2013)	<u>\$ ---</u>	<u>\$ 20,219,684</u>
Mutual Funds:		
Huntington Dividend Capture Fund	22,340,900	88,788,515
Huntington Treasury Money Market Fund	16,136,004	803,075
Huntington Situs Fund	15,579,406	68,527,411
Huntington International Equity Fund	---	70,877,497
Huntington Fixed Income Securities Fund	---	32,760,290
Huntington Real Strategies Fund	---	25,414,518
Huntington Intermediate Government Income Fund	---	24,025,106
Huntington Disciplined Equity Fund	---	21,733,649
Huntington Mortgage Securities Fund	---	8,821,879
Huntington Global Select Markets Fund	---	8,411,517
Huntington World Income Fund	---	8,331,385
Huntington Rotating Markets Fund	---	5,626,224
Total mutual funds	<u>\$ 54,056,310</u>	<u>\$ 364,121,066</u>

Parties-in-interest are defined under the Department of Labor's regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. In addition to the investments outlined above, Plan transactions with parties in interest during the years ended December 31, 2014 and 2013, were as follows:

Identity	Relationship	2014	2013
Pension Benefit Guarantee Corporation	Insurance Provider	\$ 803,537	\$ 803,001
Mercer Human Resource Consultants	Actuary	734,301	418,683
Huntington	Administrator	141,408	133,004
Porter Wright, Morris, & Arthur	Legal Consultant	72,830	181,883
Mass Mutual	Consultant	49,062	67,091
Ayco	Consultant	---	73,121
Total administrative expenses		<u>\$ 1,801,138</u>	<u>\$ 1,676,783</u>

On behalf of the Plan, Huntington paid professional fees for administration, asset custody, the audit of the Plan, and certain other services.

7. INVESTMENTS

At December 31, 2014 and 2013, the Plan trustee held all Plan investment assets.

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2014 and 2013, are as follows:

	2014	2013
Federated International Leaders Fund	\$ 56,980,518	N.A.
Harbor International Fund	47,478,899	N.A.
Huntington Dividend Capture Fund	N.A.	\$ 88,788,515
Huntington International Equity Fund	N.A.	70,877,497
Huntington Situs Fund	N.A.	68,527,411
Huntington Fixed Income Securities Fund	N.A.	32,760,290

N.A., not applicable. The fair value did not represent five percent or more of the Plan's net assets available for benefits.

The Plan's investments (including investments purchased, sold, and held during the year) appreciated (depreciated) in fair value during the years ended December 31, 2014 and 2013, as follows:

	2014	2013
Net change in fair value of investments:		
Equity mutual funds	\$ (19,139,002)	\$ 36,840,102
Huntington Bancshares Incorporated common stock	(1,448)	15,292,070
Other common stock	5,324,690	---
Fixed income mutual funds	(2,689,649)	(4,059,112)
United States government securities	10,694,914	(8,476,179)
Corporate obligations	19,745,201	(21,769,052)
Limited partnership	80,458	(135,329)
Total net change in fair value	<u>\$ 14,015,164</u>	<u>\$ 17,692,500</u>

8. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides 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, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. Mutual funds are valued at quoted market prices that represent the NAV of shares held by the Plan at year-end. Corporate obligations and U.S. government securities are valued using unadjusted quoted prices from active markets for identical assets. Common stock is valued using the year-end closing price as determined by a national securities exchange. The investment in the limited partnership is reported at fair value as determined by the general partners of each limited partnership, based on their proportionate share of the partnership's fair value as recorded in the partnership's audited financial statements.

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	
December 31, 2014				
Mutual funds:				
Cash equivalent mutual funds	\$ 16,136,004	\$ ---	\$ ---	\$ 16,136,004
Fixed-income mutual funds	34,599,889	---	---	34,599,889
Equity mutual funds	191,950,716	---	---	191,950,716
Total mutual funds	242,686,609	---	---	242,686,609
Corporate obligations	---	215,835,709	---	215,835,709
United States government securities	---	69,489,770	---	69,489,770
Common stock:				
Financials	19,885,953	---	---	19,885,953
Telecommunication services	2,128,490	---	---	2,128,490
Health care	18,980,678	---	---	18,980,678
Consumer staples	10,631,548	---	---	10,631,548
Consumer discretionary	14,746,763	---	---	14,746,763
Information technology	26,871,715	---	---	26,871,715
Industrials	10,489,401	---	---	10,489,401
Energy	8,684,496	---	---	8,684,496
Materials	3,353,964	---	---	3,353,964
Utilities	3,073,536	---	---	3,073,536
Total common stock	118,846,544	---	---	118,846,544
Limited partnership	---	---	2,991,038	2,991,038
Total investments	\$ 361,533,153	\$ 285,325,479	\$ 2,991,038	\$ 649,849,670

December 31, 2013	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	
Mutual funds:				
Cash equivalent mutual funds	\$ 803,075	\$ ---	\$ ---	\$ 803,075
Fixed-income mutual funds	73,938,660	---	---	73,938,660
Equity mutual funds	314,084,327	---	---	314,084,327
Total mutual funds	388,826,062	---	---	388,826,062
Corporate obligations	---	178,662,109	---	178,662,109
United States government securities	---	57,486,770	---	57,486,770
Huntington Bancshares				
Incorporated common stock	20,219,684	---	---	20,219,684
Limited partnership	---	---	791,146	791,146
Total	\$ 409,045,746	\$ 236,148,879	\$ 791,146	\$ 645,985,771

A summary of changes in the fair value of the Plan's Level 3 asset for the year ended December 31, 2014 and 2013, is as follows:

	2014	2013
Balance, beginning of year	\$ 791,146	\$ ---
Purchases	2,119,434	926,475
Unrealized gain/(loss)	80,458	(135,329)
Balance, end of year	\$ 2,991,038	\$ 791,146

The Partnership interest represents ownership interest in a private equity fund. The fair value of this investment is referenced to the fund's underlying assets, which are principally equity securities of private businesses. The value of interest held in limited partnership is determined by the general partner.

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, transfers are reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. There were no transfers between levels for the years ended December 31, 2014 and 2013.

Commitments — The Plan has made investment commitments to the limited partnership for approximately \$10,000,000. There were approximately \$7,000,000 and \$9,000,000 in unfunded commitments to the limited partnership at December 31, 2014 and 2013, respectively.

* * * * *

SUPPLEMENTAL SCHEDULES

HUNTINGTON BANCSHARES RETIREMENT PLAN

EIN: 31-0724920

Plan Number: 001

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2014

(a)	(b)	(c)	(d)	(e)	(f)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	Face Value, Number of Units, or Shares	Cost	Current Value
	Mutual Funds:				
	Federated	Federated International Leaders Fund	1,778,973 units	\$ 58,500,000	\$ 56,980,518
	Harbor Funds	Harbor International Fund	732,925 units	51,000,000	47,478,899
	Oppenheimer	Oppenheimer Developing Markets Fund- Class Y	875,309 units	35,100,000	30,688,332
	Goldman Sachs	Goldman Sachs High Yield Fund - Institutional	3,829,201 units	27,800,000	25,847,107
*	Huntington Funds	Huntington Dividend Capture Fund	2,231,858 units	21,374,482	22,340,900
*	Huntington Funds	Huntington Treasury Money Market	16,136,004 units	16,136,004	16,136,004
*	Huntington Funds	Huntington Situs Fund	750,815 units	20,514,935	15,579,406
	Franklin Templeton	Franklin Small Cap Value Fund	215,482 units	13,500,000	12,043,309
	Federated	Federated Mortgage Fund - Institutional	900,492 units	9,563,120	8,752,782
	iShares	iShares MSCI ACWI ETF	116,912 units	6,639,944	6,839,352
	Total			\$ 260,128,485	\$ 242,686,609
	Corporate Obligations:				
	Wachovia Bank	Wachovia Bank Series BKNT 6.6% 01/15/2038	3,000,000 units	\$ 4,116,310	\$ 4,154,970
	Oracle Corp.	Oracle Corp. 6.5% 04/15/2038	3,000,000 units	4,267,410	4,036,980
	JP Morgan Chase & Co., Corp.	JP Morgan Chase & Co. Corp. Bond 6.4% 05/15/2038	3,000,000 units	3,977,300	3,919,620
	General Electric Cap Corp.	General Electric Cap Corp. 5.875% 01/14/2038	3,060,000 units	3,654,116	3,872,002
	Sysco Corp.	Sysco Corp. DTD 09/22/05 5.375% 09/21/2035	3,177,000 units	3,988,025	3,826,442
	AT&T Inc.	AT&T Inc. 6.5% 09/01/2037	3,000,000 units	3,964,620	3,706,350
	Applied Materials Inc.	Applied Materials Inc. 5.85% 06/15/2041	3,000,000 units	3,707,010	3,635,370
	3M Co.	3M Co. Series MTN 5.7% 03/15/2037	2,780,000 units	3,778,131	3,608,690
	John Sevier Comb Cycle	John Sevier Comb Cycle 4.626% 01/15/2042	2,920,449 units	3,380,870	3,319,587
	Intel Corp.	Intel Corp. 4.25% 12/15/2042	3,000,000 units	3,033,150	3,091,830
	Mississippi Power Co.	Mississippi Power Co. Series 12-A 4.25% 03/15/2042	3,000,000 units	3,098,020	3,040,830
	Illinois Tool Works Inc.	Illinois Tool Works Inc. 3.9% 09/01/2042-2042	3,000,000 units	3,011,610	3,022,200
	Metlife Inc.	Metlife Inc. 4.125% 08/13/2042	3,000,000 units	3,013,110	3,004,560
	Astrazeneca PLC	Astrazeneca PLC 4% 09/18/2042	3,000,000 units	3,068,820	2,982,180
	Manitoba Province	Manitoba Province Cn 2.1% 09/06/2022	3,000,000 units	2,991,740	2,939,940
	British Columbia Province	British Columbia Province 2% 10/23/2022	3,000,000 units	2,985,000	2,934,570
	Talisman Energy Inc.	Talisman Energy Inc. 5.5% 05/15/2042-2041	3,000,000 units	3,308,430	2,831,790
	Enbridge Inc.	Enbridge Inc 3.5% 06/10/2024-2024	3,000,000 units	2,964,030	2,818,050
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc. 6.5% 08/15/2037	2,000,000 units	2,826,420	2,752,040
	Conoco Phillips	Conoco Phillips 6.5% 02/01/2039	2,000,000 units	2,656,280	2,657,300
	CVS Health Corp.	CVS Health Corporation 6.125% 09/15/2039	2,000,000 units	2,645,880	2,584,200
	Honeywell International Inc.	Honeywell International Inc. 5.7% 03/15/2037	2,000,000 units	2,657,940	2,575,520
	CISCO Systems	CISCO Systems 5.9% 02/15/2039	2,000,000 units	2,550,200	2,517,340
	United Technology Corp.	United Technology Corp. 5.7% 04/15/2040	1,950,000 units	2,465,307	2,446,763
	Gilead Sciences Inc.	Gilead Sciences Inc. 5.65% 12/01/2041-2041	2,000,000 units	2,500,180	2,476,360
	Travelers Cos Inc.	Travelers Cos Inc. 5.35% 11/01/2040	2,000,000 units	2,187,700	2,441,100
	Eaton Corp.	Eaton Corp. 5.8% 03/15/2037	2,000,000 units	2,541,860	2,427,560
	Burlington North Santa Fe	Burlington North Santa Fe 5.4% 06/01/2041-2040	2,000,000 units	2,379,940	2,385,840
	Caterpillar Inc.	Caterpillar Inc. 5.2% 05/27/2041	2,000,000 units	2,453,460	2,372,320
	General Mills Inc.	General Mills Inc. 5.4% 06/15/2040	2,000,000 units	2,509,700	2,360,500
	Florida Power and Light	Florida Power and Light 4.95% 06/01/2035	2,000,000 units	2,381,740	2,307,180
	Canadian Natural Resources	Canadian Natural Resources 6.5% 02/15/2037	2,000,000 units	2,300,320	2,291,560
	Eli Lilly & Co.	Eli Lilly & Co. 5.95% 11/15/2037	1,750,000 units	2,111,340	2,284,415
	Air Products & Chemicals	Air Products & Chemicals 3.35% 07/31/2024-2024	2,250,000 units	2,251,643	2,283,593
	Ontario Province	Ontario Province 2.45% 06/29/2022	2,276,000 units	2,295,665	2,265,781
	Target Corp.	Target Corp. 6.5% 10/15/2037	1,642,000 units	2,102,712	2,242,479
	Microsoft Corp.	Microsoft Corp. 4.5% 10/01/2040	2,000,000 units	2,334,920	2,216,040
	Trans-Canada	Trans-Canada PL 5% 10/16/2043-2043	2,095,000 units	2,142,913	2,194,952
	Consolidated Edison Co.	Consolidated Edison Co. NY 4.45% 03/15/2044-2043	2,000,000 units	2,081,300	2,162,940
	Berkshire Hathaway	Berkshire Hathaway Fin 4.4% 05/15/2042	2,000,000 units	2,131,000	2,151,180
	Corning Inc.	Corning Inc. 4.75% 03/15/2042	2,000,000 units	2,136,700	2,134,840
	Ameriprise Financial Inc.	Ameriprise Financial Inc. 4% 10/15/2023	2,000,000 units	2,031,020	2,118,520
	South Carolina Elec & Gas Co.	South Carolina Elec & Gas Co. 4.6% 06/15/2043-2042	2,000,000 units	2,029,160	2,177,400
	Union Pacific Corp.	Union Pacific Corp. Private Placement Series 144A 3.646% 02/15/2024	2,000,000 units	1,996,360	2,116,820
	Phillips 66	Phillips 66 Series 144A Priv Placement 4.3% 04/01/2022	2,000,000 units	2,150,780	2,111,380
	Mosaic Co.	Mosaic Co/The 4.25% 11/15/2023-2023	2,000,000 units	2,003,540	2,110,400
	Xstrata Plc.	Xstrata Finance Canada Series 144A Priv Placement 4.95% 11/15/2021	2,000,000 units	2,174,540	2,109,960
	Nationwide Financial Services	Nationwide Financial Services Private Placement Series 144A 5.3% 11/18/2044	2,000,000 units	2,049,820	2,109,900

(Continued)

Howard Hughes Medical Institute	Howard Hughes Medical Institute 3.5% 09/01/2023	2,000,000	units	1,994,180	2,091,380
Wellpoint Inc.	Wellpoint Inc 4.65% 01/15/2043	2,000,000	units	2,042,700	2,081,520
Stryker Corp.	Stryker Corp. 4.375% 05/15/2044/2043	2,000,000	units	1,958,660	2,080,180
FMC Corp.	FMC Corp. 4.1% 02/01/2024-2023	2,000,000	units	2,053,480	2,069,080
BP Capital	BP Capital Markets PLC 3.561% 11/01/2021	2,000,000	units	2,101,040	2,043,380
CME Group, Inc.	CME Group, Inc. 3% 09/15/2022	2,000,000	units	1,917,400	2,032,480
Whirlpool Corp.	Whirlpool Corp. 3.7% 03/01/2023	2,000,000	units	1,991,640	2,031,100
Bed Bath & Beyond Inc.	Bed Bath & Beyond Inc. 3.749% - 08/01/2024-2024	2,000,000	units	2,002,060	2,027,580
Deere & Co.	Deere & Co. 3.9% 06/09/2042-2041	2,000,000	units	2,090,510	2,021,480
Wisconsin Electric Power Co.	Wisconsin Electric Power Co. 3.65% 12/15/2042-2042	2,000,000	units	1,999,260	2,016,260
Macys Retail Holdings Inc.	Macys Retail Hldgs Inc 4.5% 12/15/2034-2034	2,000,000	units	1,978,800	2,013,900
Celegene Corp.	Celegene Corp. 3.25% 08/15/2022	2,000,000	units	2,005,640	2,012,880
Precision Castparts Corp.	Precision Castparts Corp. 3.9% 01/15/2043-2042	2,000,000	units	2,036,700	2,011,600
Apple Inc.	Apple Inc. 3.85% 05/04/2043	2,000,000	units	1,968,820	2,001,440
J.B. Hunt	J.B. Hunt Trans Svcs 2.4% 03/15/2019	2,000,000	units	2,003,660	2,001,060
Walgreen Co.	Walgreen Co. 4.4% 09/15/2042	2,000,000	units	2,024,400	1,998,120
Baltimore Gas & Electric	Baltimore Gas & Electric 2.8% 08/15/2022-2022	2,000,000	units	2,001,040	1,993,320
United Health Group Inc.	United Health Group Inc. 3.95% 10/15/2042-2042	2,000,000	units	1,849,580	1,988,020
Sherwin-Williams Co.	Sherwin-Williams Co. 4% 12/15/2042-2042	2,000,000	units	2,035,920	1,984,800
Enterprise Products	Enterprise Products Oper 4.45% 02/15/2043	2,000,000	units	1,919,720	1,976,020
NetApp Inc.	NetApp Inc. 3.25% 12/15/2022-2022	2,000,000	units	2,003,220	1,972,560
Verizon Communications	Verizon Communications 6.9% 04/15/2038	1,500,000	units	2,080,290	1,964,985
Apache Corp.	Apache Corp. 5.1% 09/01/2040-2040	2,000,000	units	2,383,080	1,959,060
BHP Billiton Fin USA LTD	BHP Billiton Fin USA LTD 4.125% 02/24/2042	2,000,000	units	2,132,720	1,954,980
Duke Energy Carolinas	Duke Energy Carolinas 6.05% 04/15/2038	1,500,000	units	1,968,615	1,950,510
Rio Tinto Fin USA LTD	Rio Tinto Fin USA LTD 4.125% 08/21/2042-2042	2,000,000	units	2,008,160	1,941,900
Medtronic Inc.	Medtronic Inc. 4% 04/01/2043-2042	2,000,000	units	2,020,340	1,906,880
Shell International Finance	Shell International Finance 3.625% 08/21/2042	2,000,000	units	2,004,000	1,902,360
Parker-Hannifin	Parker-Hannifin Series MTN 4.2% 11/21/2034-2034	1,790,000	units	1,904,882	1,892,406
Loews Corp.	Loews Corp. 2.625% 05/15/2023-2023	2,000,000	units	1,907,800	1,889,560
PepsiCo	PepsiCo 3.6% 08/13/2042	2,000,000	units	1,930,860	1,868,380
McDonalds Corp.	McDonalds Corp. Series MTN 3.625% 05/01/2043	2,000,000	units	1,816,540	1,852,520
Verizon Communications	Verizon Communications 6% 04/01/2041	1,500,000	units	1,969,275	1,767,945
St. Jude Medical Inc.	St. Jude Medical Inc. 4.75% 04/15/2043-2042	1,610,000	units	1,528,985	1,708,951
Norfolk Southern Corp.	Norfolk Southern Corp. 4.837% 10/01/2041	1,500,000	units	1,637,340	1,663,980
Teck Resources Limited	Teck Resources Limited 5.2% 03/01/2042	2,000,000	units	1,998,440	1,635,280
Starbucks Corp.	Starbucks Corp. 3.85% 10/01/2023-2023	1,500,000	units	1,521,030	1,599,075
Becton Dickinson	Becton Dickinson 5% 11/12/2040	1,470,000	units	1,748,947	1,582,602
Quebec Province	Quebec Province CDA 7.5% 09/15/2029	1,000,000	units	1,521,620	1,477,890
Anheuser-Busch Inbev	Anheuser-Busch Inbev Wor 3.75% 07/15/2042	1,500,000	units	1,524,900	1,410,165
Southwestern Pub Service Co.	Southwestern Pub Service Co. 4.5% 08/15/2041-2041	1,210,000	units	1,179,411	1,336,856
Oklahoma Gas & Elec Co.	Oklahoma Gas & Elec Co. 5.25% 05/15/2041-2040	1,000,000	units	1,097,860	1,252,290
Amphenol Corp.	Amphenol Corp. 2.55% 01/30/2019-2018	1,235,000	units	1,243,484	1,243,583
Lowes Companies Inc.	Lowes Companies Inc. 5.125% 11/15/2041	1,000,000	units	1,160,640	1,169,460
Cummins Inc.	Cummins Inc. 4.875% 10/01/2043-2043	1,000,000	units	1,040,100	1,163,000
Allstate Corp.	Allstate Corp. 4.5% 06/15/2043	1,020,000	units	1,027,538	1,125,417
Hewlett Packard Co.	Hewlett Packard Co. 3.75% 12/01/2020	1,000,000	units	1,032,250	1,034,460
Morgan Stanley	Morgan Stanley 2.5% 01/24/2019	1,000,000	units	1,001,810	1,000,910
Total				<u>\$ 217,757,389</u>	<u>\$ 215,835,709</u>
United States Government Securities:					
U.S. Treasury	U.S. Treasury N/B 2% 02/15/2023	8,000,000	units	\$ 7,951,250	\$ 7,970,000
U.S. Treasury	U.S. Treasury N/B 1.625% 11/15/2022	7,500,000	units	7,364,941	7,275,600
U.S. Treasury	U.S. Treasury 5.375% 02/15/2031	5,000,000	units	7,246,484	6,969,150
U.S. Treasury	U.S. Treasury 4.5% 02/15/2036	5,000,000	units	6,660,742	6,669,150
U.S. Treasury	U.S. Treasury 3.125% 11/15/2041	5,000,000	units	4,991,133	5,396,100
U.S. Treasury	U.S. Treasury N/B 3.125% 02/15/2042	5,000,000	units	4,721,855	5,382,400
U.S. Treasury	U.S. Treasury N/B 3.125% 02/15/2043	5,000,000	units	4,749,063	5,368,350
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2042	5,000,000	units	5,224,219	5,255,450
U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2042	5,000,000	units	4,867,578	4,998,450
Federal Home Loan Bank	Federal Home Loan Bank 5.5% 07/15/2036	2,000,000	units	2,782,540	2,742,860
Tennessee Valley Authority	Tennessee Valley Authority 5.5% 06/15/2038	2,000,000	units	2,794,020	2,665,620
U.S. Treasury	U.S. Treasury 2.25% 11/15/2024	2,500,000	units	2,507,227	2,516,800
U.S. Treasury	U.S. Treasury 3.5% 02/15/2039	2,000,000	units	1,938,750	2,297,040
U.S. Treasury	U.S. Treasury N/B 1.625% 06/30/2019	2,000,000	units	1,995,156	2,005,000
Tennessee Valley Authority	Tennessee Valley Authority 3.5% 12/15/2042	2,000,000	units	1,949,880	1,977,800
Total				<u>\$ 67,744,838</u>	<u>\$ 69,489,770</u>

(Continued)

Common Stock:				
Cooper Companies Inc.	Cooper Companies Inc.	24,000 shares	\$ 3,737,574	\$ 3,890,160
Unitedhealth Group Inc.	Unitedhealth Group Inc.	38,100 shares	3,311,845	3,851,529
Thermo Fisher Scientific Inc.	Thermo Fisher Scientific Inc.	30,400 shares	3,742,452	3,808,816
Abbvie Inc.	Abbvie Inc.	57,800 shares	3,920,060	3,782,432
Amgen Inc.	Amgen Inc.	22,900 shares	3,304,254	3,647,741
CVS Health Corp.	CVS Health Corp.	37,000 shares	2,943,338	3,563,470
Church & Dwight Co., Inc.	Church & Dwight Co., Inc.	45,200 shares	3,141,233	3,562,212
Union Pacific Corp.	Union Pacific Corp.	29,500 shares	3,084,911	3,514,335
The Kroger Co.	The Kroger Co.	54,600 shares	2,727,925	3,505,866
Fedex Corp.	Fedex Corp.	20,100 shares	3,541,994	3,490,566
United Technologies Corp.	United Technologies Corp.	30,300 shares	3,189,222	3,484,500
Ball Corp.	Ball Corp.	49,200 shares	3,101,373	3,353,964
Prudential Financial Inc.	Prudential Financial Inc.	37,000 shares	3,301,909	3,347,020
Wells Fargo & Co.	Wells Fargo & Co.	60,900 shares	3,176,395	3,338,538
Ace Limited	Ace Limited	28,900 shares	3,092,677	3,320,032
PNC Financial Services	PNC Financial Services	36,200 shares	3,114,292	3,302,526
Blackrock Inc.	Blackrock Inc.	9,200 shares	3,309,852	3,289,552
Berkshire Hathaway Inc.	Berkshire Hathaway Inc. CL B	21,900 shares	3,053,966	3,288,285
Semptra Energy	Semptra Energy	27,600 shares	2,863,333	3,073,536
Google Inc	Google Inc	5,200 shares	2,962,512	2,759,432
Qualcomm Inc.	Qualcomm Inc.	37,100 shares	2,823,383	2,757,643
Cisco Systems	Cisco Systems	98,000 shares	2,444,473	2,725,870
Emc Corp.	Emc Corp.	90,300 shares	2,643,286	2,685,522
Texas Instruments Inc.	Texas Instruments Inc.	50,200 shares	2,424,269	2,683,943
Ebay Inc.	Ebay Inc.	47,600 shares	2,503,887	2,671,312
Facebook Inc.	Facebook Inc.	34,100 shares	2,502,554	2,660,482
Microsoft Corp.	Microsoft Corp.	57,100 shares	2,644,250	2,652,295
Apple Inc.	Apple Inc.	24,000 shares	2,303,837	2,649,120
Analog Devices Inc.	Analog Devices Inc.	47,300 shares	2,410,826	2,626,096
TIJX Companies Inc.	TIJX Companies Inc.	36,300 shares	2,093,537	2,489,454
Tiffany & Co.	Tiffany & Co.	23,200 shares	2,291,515	2,479,152
Kohls Corp.	Kohls Corp.	40,300 shares	2,461,113	2,459,912
VF Corp.	VF Corp.	32,700 shares	2,106,931	2,449,230
Comcast Crop.	Comcast Crop.	42,000 shares	2,285,298	2,436,420
Nike Inc.	Nike Inc.	25,300 shares	2,039,678	2,432,595
Schlumberger Ltd.	Schlumberger Ltd.	27,200 shares	2,659,333	2,323,152
Phillips 66	Phillips 66	30,100 shares	2,133,085	2,158,170
Verizon Communications	Verizon Communications	45,500 shares	2,253,833	2,128,490
Anadarko Petroleum Corp.	Anadarko Petroleum Corp.	25,500 shares	2,122,077	2,103,750
Conocophillips	Conocophillips	30,400 shares	2,096,736	2,099,424
Total			<u>\$ 111,865,018</u>	<u>\$ 118,846,544</u>
Drive Capital Fund I, L.P.	Limited Liability Partnership	\$ 2,991,038	<u>\$ 2,991,038</u>	<u>\$ 2,991,038</u>
Total Investments			<u>\$ 660,486,768</u>	<u>\$ 649,849,670</u>

* Indicates a party-in-interest to the Plan.

See accompanying independent auditors' report

(Concluded)

HUNTINGTON BANCSHARES RETIREMENT PLAN

EIN: 31-0724920

Plan Number: 001

SCHEDULE H, PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2014

(Amounts in dollars)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Sales Proceeds	Lease Rental	Expenses incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Category (iii) series of transactions in excess of 5% of plan's assets								
Huntington Funds *	Huntington Dividend Capture Fund	-	\$ 38,474,000	-	-	\$ 37,833,840	\$ 38,474,000	\$ 640,160
Huntington Funds *	Huntington Dividend Capture Fund	\$ 1,395,014	-	-	-	1,395,014	1,394,345	-
Huntington Funds *	Huntington International Equity Fund	-	68,967,199	-	-	58,647,962	68,967,198	10,319,237
Huntington Funds *	Huntington Situs Fund	-	45,000,000	-	-	34,048,256	45,000,000	10,951,744
Federated	Federated International Leaders Fund	58,500,000	-	-	-	58,500,000	58,500,000	-
Harbor Funds	Harbor International Fund	51,000,000	-	-	-	51,000,000	51,000,000	-
Oppenheimer	Oppenheimer Developing Markets Fund- Class Y	35,100,000	-	-	-	35,100,000	35,100,000	-

* Indicates a party in interest to the Plan.

There were no category (i) (ii) or (iv) reportable transactions during the year ended December 31, 2014.

See accompanying independent auditors' report.

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 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
► 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 HUNTINGTON BANCSHARES RETIREMENT PLAN	B Three-digit plan number (PN) <u>001</u>
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>01</u> Day <u>01</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	649019531	
b Actuarial value	2b	637946622	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	2568	159700410	159700410
b For terminated vested participants	4815	156041023	156041023
c For active participants	5872	213410547	227784588
d Total	13255	529151980	543526021
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.59%	
6 Target normal cost	6	1740000	

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>Rachel A. Battah RAB</u> Signature of actuary RACHEL A. BATTAH Type or print name of actuary MERCER Firm name 325 JOHN H. MCCONNELL BLVD. STE 350 COLUMBUS OH 43215-7644 Address of the firm	<u>4/17/2015</u> Date 1406672 Most recent enrollment number 614-227-5500 Telephone number (including area code)
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Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 0
22 Weighted average retirement age			22 60
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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1740000	
b Excess assets, if applicable, but not greater than line 31a	31b	1740000	
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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008	☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 60.

(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	10%	90,000	9,000	504,000
57	15%	81,000	12,150	692,550
58	15%	68,850	10,328	599,024
59	15%	58,522	8,778	517,902
60	15%	49,744	7,462	447,720
61	20%	42,282	8,456	515,816
62	30%	33,826	10,148	629,176
63	25%	23,678	5,920	372,960
64	20%	17,758	3,552	227,328
65	45%	14,206	6,393	415,545
66	35%	7,813	2,735	180,510
67	35%	5,078	1,777	119,059
68	35%	3,301	1,155	78,540
69	35%	2,146	751	51,819
70	100%	1,395	1,395	97,650
Total			100,000	5,999,599
Average				60.00

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2014 Funding Valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	0		
		Stabilized	Nonstabilized
• First 5 years		4.99%	1.25%
• Next 15 years		6.32%	4.06%
• Over 20 years		6.99%	5.08%

Rationale: These are the IRS prescribed rates. The plan sponsor elected this methodology from alternative IRS prescribed options.

Mortality sponsor elections

• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
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417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Rationale: These are the IRS prescribed rates and mortality tables. The valuation methodology is prescribed by the IRS.

Other economic assumptions

• Salary increases	Not applicable.
• Social Security wage base	Not applicable.
• Inflation	2.50% per year.

Rationale: Based on a long-term view of inflation using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook* dated January 2014.

• Expected investment return	6.50% per year for 2012, 6.35% per year for 2013 and 6.50% per year for 2014.
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Rationale: The expected investment return is based on the median (50th percentile) simulated investment return using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook* dated January 2014 for the plan's target asset mix, net of an adjustment of 20 basis points for investment expenses assumed to be paid from plan assets.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- Expenses \$1,740,000 added to current year normal cost.

Rationale: Expenses are based on year-by-year experience for actual administrative expenses paid from plan assets. Adjustments are made for any known significant changes.

Demographic assumptions

- Withdrawal Rates based on age and length of service. See table of sample rates.
- Disability incidence 60% of the 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 – 56	10%
57 – 60	15%
61	20%
62	30%
63	25%
64	20%
65	45%
66 – 69	35%
70 and above	100%
- Benefit commencement age for
 - Future vested deferred 59 if have 10 years of service at termination/65 if do not have 10 years of service at termination.
 - Current vested deferred 59 if have 10 years of service at termination/65 if do not have 10 years of service at termination.
 - Post-2009 disabled 59 if have 10 years of service at termination/65 if do not have 10 years of service at termination.
 - Pre-2010 disabled 65
- Spouse assumptions

	Male participants	Female participants
Percentage married	100%	100%
Spouse age difference	3 years younger	3 years older

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>100% J&S</u>	<u>75% J&S</u>	<u>QJSA</u>
• Active retirements/retirement-eligible disabled	75%	15%	0%	10%	0%
• Future vested deferred/not-retirement-eligible disabled	75%	15%	0%	10%	0%
• Future deaths	0%	0%	0%	0%	100%
• Current vested deferred	0%	50%	50%	0%	0%
• Pre-2010 disabled	0%	100%	0%	0%	0%
Unpredictable contingent event assumptions	Not applicable.				

Table of Sample Rates

Length of Service	Withdrawal Rate	
	Attained Age	Annual Percentage of Turnover
0	30/40/50/60	30%/27%/24%/21%
1	30/40/50/60	26%/22%/19%/17%
2	30/40/50/60	23%/19%/16%/15%
3	30/40/50/60	20%/16%/14%/12%
4	30/40/50/60	17%/13%/11%/10%
5+	30	14%
	40	9%
	50	8%
	60	4%

Attained Age	Disability Incidence	
	Male	Female
30	0.03%	0.05%
35	0.04%	0.08%
40	0.07%	0.13%
45	0.12%	0.19%
50	0.21%	0.32%
55	0.43%	0.57%
60	0.75%	0.70%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods***

The asset valuation method is an average of the adjusted market value for each year during the last two years 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 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 the market value.

Participant Methods

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.

Minimum Funding Methods

The funding target 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:

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

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions*****Huntington Bancshares Retirement Plan***

Effective date	Effective January 1, 1954. Restated January 1, 1986. Board resolution effective January 1, 1993, brings Huntington Federal Savings Bank employees into the plan. Board resolution effective January 1, 1994, brings employees of Railroadmen's Federal Savings and Loan Association, CB&T Financial Corporation, First National Bank of Morgantown, First Bank of Lafayette, and Charter Oak Financial Corporation into the plan. Board resolution effective January 1, 1995, brings employees of First Federal Bank for Savings of Northern Kentucky into the plan. Board resolution effective May 16, 1995, brings the Reliance Bank of Florida employees into the plan. Board resolution effective May 1, 1995, brings the Security National Bank employees into the plan. Board resolution effective April 1, 1996, brings the Peoples Bank of Lakeland employees into the plan. Board resolution effective June 30, 1996, brings the Seminole Bank of Florida employees into the plan. Board resolution effective May 1, 1997, brings the Citizens National Bank of Leesburg into the plan. Board resolution effective December 31, 1997, brings First Michigan Bank into the plan. Board resolution effective May 31, 1998, brings Barnett Bank into the plan. Board resolution effective December 31, 2000, brings Empire National Bank into the plan. Board resolution effective March 1, 2006 brings Unizan Bank into the plan. Board resolution effective July 1, 2007 brings Sky Bank into the plan. Board resolution effective March 31, 2010 brings Perpetual Savings Bank into the plan.
Most recent amendment	Last amended effective December 31, 2013.
Status of the plan	The plan has ongoing benefit accruals (prior to December 31, 2013) for participants hired prior to January 1, 2010. New employees hired on or after January 1, 2010 are not eligible to participate in the plan. Rehires on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits. Effective December 31, 2013, the plan is frozen and no participants will earn benefits in the plan in future years. Colleagues will continue to earn Service for vesting purposes after December 31, 2013.
Significant events during the year	To the best of our knowledge, there were no significant events in 2014
Definitions	
• Participation	Any Employee shall become a Participant on the January 1 or July 1 following the later of his completion of one (1) year of Continuous Employment and his twenty-first (21) birthday. Effective December 31, 2009, the plan is frozen to new entrants such that no colleagues hired on or after January 1, 2010 will be permitted to enter the plan. Colleagues rehired on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits.

Schedule SB, Part V — Summary of Plan Provisions

• Employee contributions	None
• Service considered	A Participant's Service and Credited Service are his latest period of continuous employment with the employer. Credited Service is frozen effective December 31, 2013.
• Monthly compensation	For pay earned prior to January 1, 2000, Participant's compensation is his salary, excluding bonuses, overtime pay, and other irregular payments. For pay earned after December 31, 1999, a Participant's compensation is his base salary plus 50% of short-term bonuses and overtime pay. Compensation is limited as described in section 401(a)(17) of the Internal Revenue Code. Specifically, the limit for 2013 is \$255,000.
• Final average compensation	The average monthly compensation during the highest five consecutive Plan years. Final average compensation is frozen effective December 31, 2013.
Normal retirement	
• Eligibility	A Participant may retire upon attainment of the later of age 65 or five (5) years of service.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>A monthly benefit payable for life of the Participant equal to (1) + (2) + (3) + (4) + (5) + (6) + (7)</p> <ol style="list-style-type: none"> 1. For service prior to July 1, 1999, 1.25% of Final Average Compensation times years of Credited Service not in excess of 25 years. The 1.25% increases to 1.30% for Participants born in 1938 to 1954 and 1.35% for Participants born after 1954. 2. For service prior to July 1, 1999, 0.75% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years. The 0.75% decreases to 0.70% for Participants born in 1938 to 1954 and to 0.65% for Participants born after 1954. 3. For service between June 30, 1999 and December 31, 2009, 1.00% of Final Average Compensation times years of Credited Service not in excess of 25 years (including years in part (1) above). 4. For service between June 30, 1999 and December 31, 2009, 0.65% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years (including years in part (2) above). 5. For service prior to January 1, 2010, 1.00% of the Participant's Final Average Compensation multiplied by his Credited Service in excess of 25 years up to 15 additional years. 6. For service between December 31, 2009 and December 31, 2013, 1.00% of the Participant's Monthly Compensation, up to a total of 40 years of service (40-year limitation on years of Credited Service includes years in part (1) through (5) above). 7. The participant's frozen merged plan benefit calculated as the frozen benefit using the terms of the merged plan. Such merged benefit will be added to the benefit determined above which will use credited service after the merger date. <p>No benefits will be earned in the plan after December 31, 2013.</p>
Early retirement	
• Eligibility	<p>A Participant may retire early upon attainment of age 55 and ten (10) years of Service.</p>

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The portion of the Accrued Retirement Pension from (1), (3) and (5) reduced prior to Normal Retirement by the Part A factors in the table below and the portion from (2), (4) and (6) reduced prior to Normal Retirement by the Part B factors in the table below. The factors used for (7) will be based on similar accrual-based concepts.	
Early Retirement Reduction table		
If payment starts		
at age:	Part A factors	Part B factors
64	0.97	0.92
63	0.94	0.84
62	0.91	0.76
61	0.88	0.71
60	0.85	0.66
59	0.82	0.63
58	0.79	0.60
57	0.76	0.56
56	0.73	0.52
55	0.70	0.48
Late retirement		
• Eligibility	A Participant working beyond his Normal Retirement Date is entitled to a late retirement benefit.	
• Benefit	The benefit beginning at his actual retirement date computed as if his Normal Retirement Date were his actual retirement date.	
Deferred vested		
• Eligibility	After 5 years of Service, the Participant is entitled to 100% of the accrued pension.	
• Benefit	The monthly pension computed according to the formula for normal retirement with compensation and Credited Service for benefit accrual purposes stopping at the termination of employment or December 31, 2013, if earlier. If the benefit commences early, the same factors shown under the early retirement benefit above are used to determine the benefit.	
Disability		
• Eligibility	Determination of total and permanent disability under any long term disability program sponsored by the Bank. The Normal Retirement Benefit as of the date of disability will be payable at age 65. If the participant is eligible to retire at the date of disability, benefits may commence immediately under the provisions for early, normal or late retirement, as applicable. Participants who became disabled prior to January 1, 2010, continue to accrue benefits during the period of disability until age 65 or December 31, 2013, if earlier, according to the benefit formula. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.	

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Credited Service will continue to be granted during the period of disability, for those Participants who became disabled prior to January 1, 2010, until age 65 or December 31, 2013, if earlier. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.
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 or other elected beneficiary as of the date of the Participant's death.
• Benefit	The monthly pension payable for the life of the spouse or other elected beneficiary is 50% of the monthly pension the Participant would have received under the qualified joint and survivor pension assuming that benefits commence following the later of the date of the death or the Participant's earliest retirement age. A non-spouse beneficiary must receive the pre-retirement death benefit in the form of a lump sum payment. The spouse may elect a lump sum or a monthly life annuity.
Form of benefits	
• Automatic form for unmarried participants	Single Life Annuity
• Automatic form for married participants	50% Joint and Survivor Annuity
• Optional forms	<ul style="list-style-type: none"> • 50%, 75%, 100% Joint and Survivor Annuity • Single Life Annuity • 5-year and 10-year Certain and Life Annuity • Unlimited lump sum for those who retire or terminate from active status; a 45 day window for lump sum payment is offered to participants. After 45 days, the right to the lump sum is forfeited unless the value was less than \$10,000 when originally calculated.
• Optional form conversion factors	417(e) assumptions for lump sums using interest rates for the month of August immediately preceding the first day of the plan year; 7.50% and RP2000 projected to 2015 (70% female/30% male) for all other payment forms.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit was \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.
• Administration	Plan sponsor
• Funding medium	Trust

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as restated and amended through December 31, 2013, are included in this valuation.

- **Most recent plan amendments included:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Plan amendments excluded:** None
- **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 70½. This valuation does not include increases for current participants over age 70½. There is only a small portion of the population for which this applies.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding***Additional Benefits Included or Excluded***

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum benefit amounts under IRS rules were updated from 2013 to 2014.

The plan was frozen effective December 31, 2013. Benefit accruals and Credited Service stop as of that date for all plan participants.

Schedule SB, Part V — Summary of Plan Provisions

The plan was amended effective December 31, 2013 to allow payment of death benefits to non-spouse beneficiaries.

The plan was amended effective December 31, 2013 to allow for unlimited lump sum payments to active participants who terminate employment prior to retirement eligibility. These individuals will have the right to elect a lump sum distribution for a 45 day period after termination. Otherwise, rights to a lump sum distribution are forfeited unless the value was less than \$10,000 when originally calculated.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

Funding

- Interest rates and mortality rates were updated from 2013 to 2014 in accordance with PPA.
- The expense component of normal cost increased from \$1,120,000 to \$1,740,000 to reflect our expectations for the current plan year.
- The expected investment return increased from 6.35% for 2013 to 6.50% for 2014 to reflect our expectations for the current plan year.
- The percentage of participants assumed to have a beneficiary in the plan was changed to 100% (previously 80% of males and 70% of females were assumed to be married). This change was made to account for the non-spousal beneficiary option added to the plan.
- The form of payment assumption for participants who terminate employment prior to retirement eligibility was updated to assume that 75% will take a lump sum form of payment, 15% will take a life annuity and 10% will take a 75% joint and survivor annuity. This change was made to account for the unlimited lump sum option added to the plan.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service (plan freeze December 31, 2013)										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25		6	4								10
25–29	1	72 109	210 166	10							293
30–34		83 153	455 229	150 405	12						700
35–39	2	71 220	375 297	179 511	86 699	3					716
40–44	4	65 298	382 347	164 624	130 935	46 1,477	4				795
45–49		61 336	401 347	133 742	153 926	86 1,393	42 1,739	5			881
50–54	3	59 356	412 375	169 806	120 968	71 1,397	62 2,005	47 2,158	11		954
55–59		42 346	367 358	140 732	108 1,053	65 1,392	42 1,824	43 2,504	32 2,139	3	842
60–64		19	238 337	91 757	75 1,037	39 1,411	25 2,105	14	15	12	528
65–69		4	63 304	20 587	14	12	8	3	2	1	127
70 & up			17		4	4				1	26
Total	10	482	2,924	1,056	702	326	183	112	60	17	5,872

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average frozen monthly accrued benefit. Average frozen monthly accrued benefit is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions*****Huntington Bancshares Retirement Plan***

Effective date	Effective January 1, 1954. Restated January 1, 1986. Board resolution effective January 1, 1993, brings Huntington Federal Savings Bank employees into the plan. Board resolution effective January 1, 1994, brings employees of Railroadmen's Federal Savings and Loan Association, CB&T Financial Corporation, First National Bank of Morgantown, First Bank of Lafayette, and Charter Oak Financial Corporation into the plan. Board resolution effective January 1, 1995, brings employees of First Federal Bank for Savings of Northern Kentucky into the plan. Board resolution effective May 16, 1995, brings the Reliance Bank of Florida employees into the plan. Board resolution effective May 1, 1995, brings the Security National Bank employees into the plan. Board resolution effective April 1, 1996, brings the Peoples Bank of Lakeland employees into the plan. Board resolution effective June 30, 1996, brings the Seminole Bank of Florida employees into the plan. Board resolution effective May 1, 1997, brings the Citizens National Bank of Leesburg into the plan. Board resolution effective December 31, 1997, brings First Michigan Bank into the plan. Board resolution effective May 31, 1998, brings Barnett Bank into the plan. Board resolution effective December 31, 2000, brings Empire National Bank into the plan. Board resolution effective March 1, 2006 brings Unizan Bank into the plan. Board resolution effective July 1, 2007 brings Sky Bank into the plan. Board resolution effective March 31, 2010 brings Perpetual Savings Bank into the plan.
Most recent amendment	Last amended effective December 31, 2013.
Status of the plan	The plan has ongoing benefit accruals (prior to December 31, 2013) for participants hired prior to January 1, 2010. New employees hired on or after January 1, 2010 are not eligible to participate in the plan. Rehires on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits. Effective December 31, 2013, the plan is frozen and no participants will earn benefits in the plan in future years. Colleagues will continue to earn Service for vesting purposes after December 31, 2013.
Significant events during the year	To the best of our knowledge, there were no significant events in 2014
Definitions	
• Participation	Any Employee shall become a Participant on the January 1 or July 1 following the later of his completion of one (1) year of Continuous Employment and his twenty-first (21) birthday. Effective December 31, 2009, the plan is frozen to new entrants such that no colleagues hired on or after January 1, 2010 will be permitted to enter the plan. Colleagues rehired on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits.

Schedule SB, Part V — Summary of Plan Provisions

• Employee contributions	None
• Service considered	A Participant's Service and Credited Service are his latest period of continuous employment with the employer. Credited Service is frozen effective December 31, 2013.
• Monthly compensation	For pay earned prior to January 1, 2000, Participant's compensation is his salary, excluding bonuses, overtime pay, and other irregular payments. For pay earned after December 31, 1999, a Participant's compensation is his base salary plus 50% of short-term bonuses and overtime pay. Compensation is limited as described in section 401(a)(17) of the Internal Revenue Code. Specifically, the limit for 2013 is \$255,000.
• Final average compensation	The average monthly compensation during the highest five consecutive Plan years. Final average compensation is frozen effective December 31, 2013.
Normal retirement	
• Eligibility	A Participant may retire upon attainment of the later of age 65 or five (5) years of service.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>A monthly benefit payable for life of the Participant equal to (1) + (2) + (3) + (4) + (5) + (6) + (7)</p> <ol style="list-style-type: none"> 1. For service prior to July 1, 1999, 1.25% of Final Average Compensation times years of Credited Service not in excess of 25 years. The 1.25% increases to 1.30% for Participants born in 1938 to 1954 and 1.35% for Participants born after 1954. 2. For service prior to July 1, 1999, 0.75% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years. The 0.75% decreases to 0.70% for Participants born in 1938 to 1954 and to 0.65% for Participants born after 1954. 3. For service between June 30, 1999 and December 31, 2009, 1.00% of Final Average Compensation times years of Credited Service not in excess of 25 years (including years in part (1) above). 4. For service between June 30, 1999 and December 31, 2009, 0.65% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years (including years in part (2) above). 5. For service prior to January 1, 2010, 1.00% of the Participant's Final Average Compensation multiplied by his Credited Service in excess of 25 years up to 15 additional years. 6. For service between December 31, 2009 and December 31, 2013, 1.00% of the Participant's Monthly Compensation, up to a total of 40 years of service (40-year limitation on years of Credited Service includes years in part (1) through (5) above). 7. The participant's frozen merged plan benefit calculated as the frozen benefit using the terms of the merged plan. Such merged benefit will be added to the benefit determined above which will use credited service after the merger date. <p>No benefits will be earned in the plan after December 31, 2013.</p>
Early retirement	
• Eligibility	<p>A Participant may retire early upon attainment of age 55 and ten (10) years of Service.</p>

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none">Benefit	The portion of the Accrued Retirement Pension from (1), (3) and (5) reduced prior to Normal Retirement by the Part A factors in the table below and the portion from (2), (4) and (6) reduced prior to Normal Retirement by the Part B factors in the table below. The factors used for (7) will be based on similar accrual-based concepts.	
Early Retirement Reduction table		
If payment starts		
at age:	Part A factors	Part B factors
64	0.97	0.92
63	0.94	0.84
62	0.91	0.76
61	0.88	0.71
60	0.85	0.66
59	0.82	0.63
58	0.79	0.60
57	0.76	0.56
56	0.73	0.52
55	0.70	0.48
Late retirement		
<ul style="list-style-type: none">Eligibility	A Participant working beyond his Normal Retirement Date is entitled to a late retirement benefit.	
<ul style="list-style-type: none">Benefit	The benefit beginning at his actual retirement date computed as if his Normal Retirement Date were his actual retirement date.	
Deferred vested		
<ul style="list-style-type: none">Eligibility	After 5 years of Service, the Participant is entitled to 100% of the accrued pension.	
<ul style="list-style-type: none">Benefit	The monthly pension computed according to the formula for normal retirement with compensation and Credited Service for benefit accrual purposes stopping at the termination of employment or December 31, 2013, if earlier. If the benefit commences early, the same factors shown under the early retirement benefit above are used to determine the benefit.	
Disability		
<ul style="list-style-type: none">Eligibility	Determination of total and permanent disability under any long term disability program sponsored by the Bank. The Normal Retirement Benefit as of the date of disability will be payable at age 65. If the participant is eligible to retire at the date of disability, benefits may commence immediately under the provisions for early, normal or late retirement, as applicable. Participants who became disabled prior to January 1, 2010, continue to accrue benefits during the period of disability until age 65 or December 31, 2013, if earlier, according to the benefit formula. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.	

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Credited Service will continue to be granted during the period of disability, for those Participants who became disabled prior to January 1, 2010, until age 65 or December 31, 2013, if earlier. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.
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 or other elected beneficiary as of the date of the Participant's death.
• Benefit	The monthly pension payable for the life of the spouse or other elected beneficiary is 50% of the monthly pension the Participant would have received under the qualified joint and survivor pension assuming that benefits commence following the later of the date of the death or the Participant's earliest retirement age. A non-spouse beneficiary must receive the pre-retirement death benefit in the form of a lump sum payment. The spouse may elect a lump sum or a monthly life annuity.
Form of benefits	
• Automatic form for unmarried participants	Single Life Annuity
• Automatic form for married participants	50% Joint and Survivor Annuity
• Optional forms	<ul style="list-style-type: none"> • 50%, 75%, 100% Joint and Survivor Annuity • Single Life Annuity • 5-year and 10-year Certain and Life Annuity • Unlimited lump sum for those who retire or terminate from active status; a 45 day window for lump sum payment is offered to participants. After 45 days, the right to the lump sum is forfeited unless the value was less than \$10,000 when originally calculated.
• Optional form conversion factors	417(e) assumptions for lump sums using interest rates for the month of August immediately preceding the first day of the plan year; 7.50% and RP2000 projected to 2015 (70% female/30% male) for all other payment forms.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit was \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.
• Administration	Plan sponsor
• Funding medium	Trust

Schedule SB, Part V — Summary of Plan Provisions

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through December 31, 2013, are included in this valuation.

- **Most recent plan amendments included:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Plan amendments excluded:** None
- **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 70½. This valuation does not include increases for current participants over age 70½. There is only a small portion of the population for which this applies.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum benefit amounts under IRS rules were updated from 2013 to 2014.

The plan was frozen effective December 31, 2013. Benefit accruals and Credited Service stop as of that date for all plan participants.

Schedule SB, Part V — Summary of Plan Provisions

The plan was amended effective December 31, 2013 to allow payment of death benefits to non-spouse beneficiaries.

The plan was amended effective December 31, 2013 to allow for unlimited lump sum payments to active participants who terminate employment prior to retirement eligibility. These individuals will have the right to elect a lump sum distribution for a 45 day period after termination. Otherwise, rights to a lump sum distribution are forfeited unless the value was less than \$10,000 when originally calculated.

Schedule SB, line 24 — Change in Actuarial Assumptions**Actuarial Assumption Changes Since Prior Valuation*****Funding***

- Interest rates and mortality rates were updated from 2013 to 2014 in accordance with PPA.
- The expense component of normal cost increased from \$1,120,000 to \$1,740,000 to reflect our expectations for the current plan year.
- The expected investment return increased from 6.35% for 2013 to 6.50% for 2014 to reflect our expectations for the current plan year.
- The percentage of participants assumed to have a beneficiary in the plan was changed to 100% (previously 80% of males and 70% of females were assumed to be married). This change was made to account for the non-spousal beneficiary option added to the plan.
- The form of payment assumption for participants who terminate employment prior to retirement eligibility was updated to assume that 75% will take a lump sum form of payment, 15% will take a life annuity and 10% will take a 75% joint and survivor annuity. This change was made to account for the unlimited lump sum option added to the plan.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service (plan freeze December 31, 2013)										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25		6	4								10
25–29	1	72 109	210 166	10							293
30–34		83 153	455 229	150 405	12						700
35–39	2	71 220	375 297	179 511	86 699	3					716
40–44	4	65 298	382 347	164 624	130 935	46 1,477	4				795
45–49		61 336	401 347	133 742	153 926	86 1,393	42 1,739	5			881
50–54	3	59 356	412 375	169 806	120 968	71 1,397	62 2,005	47 2,158	11		954
55–59		42 346	367 358	140 732	108 1,053	65 1,392	42 1,824	43 2,504	32 2,139	3	842
60–64		19	238 337	91 757	75 1,037	39 1,411	25 2,105	14	15	12	528
65–69		4	63 304	20 587	14	12	8	3	2	1	127
70 & up			17		4	4				1	26
Total	10	482	2,924	1,056	702	326	183	112	60	17	5,872

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average frozen monthly accrued benefit. Average frozen monthly accrued benefit is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2014 Funding Valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	0		
		Stabilized	Nonstabilized
• First 5 years		4.99%	1.25%
• Next 15 years		6.32%	4.06%
• Over 20 years		6.99%	5.08%

Rationale: These are the IRS prescribed rates. The plan sponsor elected this methodology from alternative IRS prescribed options.

Mortality sponsor elections

- Healthy and disabled participants Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Rationale: These are the IRS prescribed rates and mortality tables. The valuation methodology is prescribed by the IRS.

Other economic assumptions

- Salary increases Not applicable.
- Social Security wage base Not applicable.
- Inflation 2.50% per year.

Rationale: Based on a long-term view of inflation using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook* dated January 2014.

- Expected investment return 6.50% per year for 2012, 6.35% per year for 2013 and 6.50% per year for 2014.

Rationale: The expected investment return is based on the median (50th percentile) simulated investment return using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook* dated January 2014 for the plan's target asset mix, net of an adjustment of 20 basis points for investment expenses assumed to be paid from plan assets.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- Expenses \$1,740,000 added to current year normal cost.

Rationale: Expenses are based on year-by-year experience for actual administrative expenses paid from plan assets. Adjustments are made for any known significant changes.

Demographic assumptions

- Withdrawal Rates based on age and length of service. See table of sample rates.
- Disability incidence 60% of the 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 – 56	10%
57 – 60	15%
61	20%
62	30%
63	25%
64	20%
65	45%
66 – 69	35%
70 and above	100%
- Benefit commencement age for
 - Future vested deferred 59 if have 10 years of service at termination/65 if do not have 10 years of service at termination.
 - Current vested deferred 59 if have 10 years of service at termination/65 if do not have 10 years of service at termination.
 - Post-2009 disabled 59 if have 10 years of service at termination/65 if do not have 10 years of service at termination.
 - Pre-2010 disabled 65
- Spouse assumptions

	Male participants	Female participants
Percentage married	100%	100%
Spouse age difference	3 years younger	3 years older

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>100% J&S</u>	<u>75% J&S</u>	<u>QJSA</u>
• Active retirements/retirement-eligible disabled	75%	15%	0%	10%	0%
• Future vested deferred/not-retirement-eligible disabled	75%	15%	0%	10%	0%
• Future deaths	0%	0%	0%	0%	100%
• Current vested deferred	0%	50%	50%	0%	0%
• Pre-2010 disabled	0%	100%	0%	0%	0%
Unpredictable contingent event assumptions	Not applicable.				

Table of Sample Rates

Withdrawal Rate		
Length of Service	Attained Age	Annual Percentage of Turnover
0	30/40/50/60	30%/27%/24%/21%
1	30/40/50/60	26%/22%/19%/17%
2	30/40/50/60	23%/19%/16%/15%
3	30/40/50/60	20%/16%/14%/12%
4	30/40/50/60	17%/13%/11%/10%
5+	30	14%
	40	9%
	50	8%
	60	4%

Disability Incidence		
Attained Age	Male	Female
30	0.03%	0.05%
35	0.04%	0.08%
40	0.07%	0.13%
45	0.12%	0.19%
50	0.21%	0.32%
55	0.43%	0.57%
60	0.75%	0.70%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods***

The asset valuation method is an average of the adjusted market value for each year during the last two years 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 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 the market value.

Participant Methods

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.

Minimum Funding Methods

The funding target 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:

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

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 60.

(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	10%	90,000	9,000	504,000
57	15%	81,000	12,150	692,550
58	15%	68,850	10,328	599,024
59	15%	58,522	8,778	517,902
60	15%	49,744	7,462	447,720
61	20%	42,282	8,456	515,816
62	30%	33,826	10,148	629,176
63	25%	23,678	5,920	372,960
64	20%	17,758	3,552	227,328
65	45%	14,206	6,393	415,545
66	35%	7,813	2,735	180,510
67	35%	5,078	1,777	119,059
68	35%	3,301	1,155	78,540
69	35%	2,146	751	51,819
70	100%	1,395	1,395	97,650
Total			100,000	5,999,599
Average				60.00

HUNTINGTON BANCSHARES RETIREMENT PLAN

EIN: 31-0724920

Plan Number: 001

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2014

(a)	(b)	(c)	(d)		(e)	(f)
			Face Value, Number of Units, or Shares		Cost	Current Value
Mutual Funds:						
	Federated	Federated International Leaders Fund	1,778,973	units	\$ 58,500,000	\$ 56,980,518
	Harbor Funds	Harbor International Fund	732,925	units	51,000,000	47,478,899
	Oppenheimer	Oppenheimer Developing Markets Fund- Class Y	875,309	units	35,100,000	30,688,332
	Goldman Sachs	Goldman Sachs High Yield Fund - Institutional	3,829,201	units	27,800,000	25,847,107
*	Huntington Funds	Huntington Dividend Capture Fund	2,231,858	units	21,374,482	22,340,900
*	Huntington Funds	Huntington Treasury Money Market	16,136,004	units	16,136,004	16,136,004
*	Huntington Funds	Huntington Situs Fund	750,815	units	20,514,935	15,579,406
	Franklin Templeton	Franklin Small Cap Value Fund	215,482	units	13,500,000	12,043,309
	Federated	Federated Mortgage Fund - Institutional	900,492	units	9,563,120	8,752,782
	iShares	iShares MSCI ACWI ETF	116,912	units	6,639,944	6,839,352
Total					\$ 260,128,485	\$ 242,686,609
Corporate Obligations:						
	Wachovia Bank	Wachovia Bank Series BKNT 6.6% 01/15/2038	3,000,000	units	\$ 4,116,310	\$ 4,154,970
	Oracle Corp.	Oracle Corp. 6.5% 04/15/2038	3,000,000	units	4,267,410	4,036,980
	JP Morgan Chase & Co., Corp.	JP Morgan Chase & Co. Corp. Bond 6.4% 05/15/2038	3,000,000	units	3,977,300	3,919,620
	General Electric Cap Corp.	General Electric Cap Corp. 5.875% 01/14/2038	3,060,000	units	3,654,116	3,872,002
	Sysco Corp.	Sysco Corp. DTD 09/22/05 5.375% 09/21/2035	3,177,000	units	3,988,025	3,826,442
	AT&T Inc.	AT&T Inc. 6.5% 09/01/2037	3,000,000	units	3,964,620	3,706,350
	Applied Materials Inc.	Applied Materials Inc. 5.85% 06/15/2041	3,000,000	units	3,707,010	3,635,370
	3M Co.	3M Co. Series MTN 5.7% 03/15/2037	2,780,000	units	3,778,131	3,608,690
	John Sevier Comb Cycle	John Sevier Comb Cycle 4.626% 01/15/2042	2,920,449	units	3,380,870	3,319,587
	Intel Corp.	Intel Corp. 4.25% 12/15/2042	3,000,000	units	3,033,150	3,091,830
	Mississippi Power Co.	Mississippi Power Co. Series 12-A 4.25% 03/15/2042	3,000,000	units	3,098,020	3,040,830
	Illinois Tool Works Inc.	Illinois Tool Works Inc. 3.9% 09/01/2042-2042	3,000,000	units	3,011,610	3,022,200
	Metlife Inc.	Metlife Inc. 4.125% 08/13/2042	3,000,000	units	3,013,110	3,004,560
	Astrazeneca PLC	Astrazeneca PLC 4% 09/18/2042	3,000,000	units	3,068,820	2,982,180
	Manitoba Province	Manitoba Province Cn 2.1% 09/06/2022	3,000,000	units	2,991,740	2,939,940
	British Columbia Province	British Columbia Province 2% 10/23/2022	3,000,000	units	2,985,000	2,934,570
	Talisman Energy Inc.	Talisman Energy Inc. 5.5% 05/15/2042-2041	3,000,000	units	3,308,430	2,831,790
	Enbridge Inc.	Enbridge Inc 3.5% 06/10/2024-2024	3,000,000	units	2,964,030	2,818,050
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc. 6.5% 08/15/2037	2,000,000	units	2,826,420	2,752,040
	Conoco Phillips	Conoco Phillips 6.5% 02/01/2039	2,000,000	units	2,656,280	2,657,300
	CVS Health Corp.	CVS Health Corporation 6.125% 09/15/2039	2,000,000	units	2,645,880	2,584,200
	Honeywell International Inc.	Honeywell International Inc. 5.7% 03/15/2037	2,000,000	units	2,657,940	2,575,520
	CISCO Systems	CISCO Systems 5.9% 02/15/2039	2,000,000	units	2,550,200	2,517,340
	United Technology Corp.	United Technology Corp. 5.7% 04/15/2040	1,950,000	units	2,465,307	2,446,763
	Gilead Sciences Inc.	Gilead Sciences Inc. 5.65% 12/01/2041-2041	2,000,000	units	2,500,180	2,476,360
	Travelers Cos Inc.	Travelers Cos Inc. 5.35% 11/01/2040	2,000,000	units	2,187,700	2,441,100
	Eaton Corp.	Eaton Corp. 5.8% 03/15/2037	2,000,000	units	2,541,860	2,427,560
	Burlington North Santa Fe	Burlington North Santa Fe 5.4% 06/01/2041-2040	2,000,000	units	2,379,940	2,385,840
	Caterpillar Inc.	Caterpillar Inc. 5.2% 05/27/2041	2,000,000	units	2,453,460	2,372,320
	General Mills Inc.	General Mills Inc. 5.4% 06/15/2040	2,000,000	units	2,509,700	2,360,500
	Florida Power and Light	Florida Power and Light 4.95% 06/01/2035	2,000,000	units	2,381,740	2,307,180
	Canadian Natural Resources	Canadian Natural Resources 6.5% 02/15/2037	2,000,000	units	2,300,320	2,291,560
	Eli Lilly & Co.	Eli Lilly & Co. 5.95% 11/15/2037	1,750,000	units	2,111,340	2,284,415
	Air Products & Chemicals	Air Products & Chemicals 3.35% 07/31/2024-2024	2,250,000	units	2,251,643	2,283,593
	Ontario Province	Ontario Province 2.45% 06/29/2022	2,276,000	units	2,295,665	2,265,781
	Target Corp.	Target Corp. 6.5% 10/15/2037	1,642,000	units	2,102,712	2,242,479
	Microsoft Corp.	Microsoft Corp. 4.5% 10/01/2040	2,000,000	units	2,334,920	2,216,040
	Trans-Canada	Trans-Canada PL 5% 10/16/2043-2043	2,095,000	units	2,142,913	2,194,952
	Consolidated Edison Co.	Consolidated Edison Co. NY 4.45% 03/15/2044-2043	2,000,000	units	2,081,300	2,162,940
	Berkshire Hathaway	Berkshire Hathaway Fin 4.4% 05/15/2042	2,000,000	units	2,131,000	2,151,180
	Corning Inc.	Corning Inc. 4.75% 03/15/2042	2,000,000	units	2,136,700	2,134,840
	Ameriprise Financial Inc.	Ameriprise Financial Inc. 4% 10/15/2023	2,000,000	units	2,031,020	2,118,520
	South Carolina Elec & Gas Co.	South Carolina Elec & Gas Co. 4.6% 06/15/2043-2042	2,000,000	units	2,029,160	2,177,400
	Union Pacific Corp.	Union Pacific Corp. Private Placement Series 144A 3.646% 02/15/2024	2,000,000	units	1,996,360	2,116,820
	Phillips 66	Phillips 66 Series 144A Priv Placement 4.3% 04/01/2022	2,000,000	units	2,150,780	2,111,380
	Mosaic Co.	Mosaic Co/The 4.25% 11/15/2023-2023	2,000,000	units	2,003,540	2,110,400
	Xstrata Plc.	Xstrata Finance Canada Series 144A Priv Placement 4.95% 11/15/2021	2,000,000	units	2,174,540	2,109,960
	Nationwide Financial Services	Nationwide Financial Services Private Placement Series 144A 5.3% 11/18/2044	2,000,000	units	2,049,820	2,109,900

Howard Hughes Medical Institute	Howard Hughes Medical Institute 3.5% 09/01/2023	2,000,000	units	1,994,180	2,091,380
Wellpoint Inc.	Wellpoint Inc 4.65% 01/15/2043	2,000,000	units	2,042,700	2,081,520
Stryker Corp.	Stryker Corp. 4.375% 05/15/2044/2043	2,000,000	units	1,958,660	2,080,180
FMC Corp.	FMC Corp. 4.1% 02/01/2024-2023	2,000,000	units	2,053,480	2,069,080
BP Capital	BP Capital Markets PLC 3.561% 11/01/2021	2,000,000	units	2,101,040	2,043,380
CME Group, Inc.	CME Group, Inc. 3% 09/15/2022	2,000,000	units	1,917,400	2,032,480
Whirlpool Corp.	Whirlpool Corp. 3.7% 03/01/2023	2,000,000	units	1,991,640	2,031,100
Bed Bath & Beyond Inc.	Bed Bath & Beyond Inc. 3.749% - 08/01/2024-2024	2,000,000	units	2,002,060	2,027,580
Deere & Co.	Deere & Co. 3.9% 06/09/2042-2041	2,000,000	units	2,090,510	2,021,480
Wisconsin Electric Power Co.	Wisconsin Electric Power Co. 3.65% 12/15/2042-2042	2,000,000	units	1,999,260	2,016,260
Macys Retail Holdings Inc.	Macys Retail Hldgs Inc 4.5% 12/15/2034-2034	2,000,000	units	1,978,800	2,013,900
Celegene Corp.	Celegene Corp. 3.25% 08/15/2022	2,000,000	units	2,005,640	2,012,880
Precision Castparts Corp.	Precision Castparts Corp. 3.9% 01/15/2043-2042	2,000,000	units	2,036,700	2,011,600
Apple Inc.	Apple Inc. 3.85% 05/04/2043	2,000,000	units	1,968,820	2,001,440
J.B. Hunt	J.B. Hunt Trans Svcs 2.4% 03/15/2019	2,000,000	units	2,003,660	2,001,060
Walgreen Co.	Walgreen Co. 4.4% 09/15/2042	2,000,000	units	2,024,400	1,998,120
Baltimore Gas & Electric	Baltimore Gas & Electric 2.8% 08/15/2022-2022	2,000,000	units	2,001,040	1,993,320
United Health Group Inc.	United Health Group Inc. 3.95% 10/15/2042-2042	2,000,000	units	1,849,580	1,988,020
Sherwin-Williams Co.	Sherwin-Williams Co. 4% 12/15/2042-2042	2,000,000	units	2,035,920	1,984,800
Enterprise Products	Enterprise Products Oper 4.45% 02/15/2043	2,000,000	units	1,919,720	1,976,020
NetApp Inc.	NetApp Inc. 3.25% 12/15/2022-2022	2,000,000	units	2,003,220	1,972,560
Verizon Communications	Verizon Communications 6.9% 04/15/2038	1,500,000	units	2,080,290	1,964,985
Apache Corp.	Apache Corp. 5.1% 09/01/2040-2040	2,000,000	units	2,383,080	1,959,060
BHP Billiton Fin USA LTD	BHP Billiton Fin USA LTD 4.125% 02/24/2042	2,000,000	units	2,132,720	1,954,980
Duke Energy Carolinas	Duke Energy Carolinas 6.05% 04/15/2038	1,500,000	units	1,968,615	1,950,510
Rio Tinto Fin USA LTD	Rio Tinto Fin USA LTD 4.125% 08/21/2042-2042	2,000,000	units	2,008,160	1,941,900
Medtronic Inc.	Medtronic Inc. 4% 04/01/2043-2042	2,000,000	units	2,020,340	1,906,880
Shell International Finance	Shell International Finance 3.625% 08/21/2042	2,000,000	units	2,004,000	1,902,360
Parker-Hannifin	Parker-Hannifin Series MTN 4.2% 11/21/2034-2034	1,790,000	units	1,904,882	1,892,406
Loews Corp.	Loews Corp. 2.625% 05/15/2023-2023	2,000,000	units	1,907,800	1,889,560
PepsiCo	PepsiCo 3.6% 08/13/2042	2,000,000	units	1,930,860	1,868,380
McDonalds Corp.	McDonalds Corp. Series MTN 3.625% 05/01/2043	2,000,000	units	1,816,540	1,852,520
Verizon Communications	Verizon Communications 6% 04/01/2041	1,500,000	units	1,969,275	1,767,945
St. Jude Medical Inc.	St. Jude Medical Inc. 4.75% 04/15/2043-2042	1,610,000	units	1,528,985	1,708,951
Norfolk Southern Corp.	Norfolk Southern Corp. 4.837% 10/01/2041	1,500,000	units	1,637,340	1,663,980
Teck Resources Limited	Teck Resources Limited 5.2% 03/01/2042	2,000,000	units	1,998,440	1,635,280
Starbucks Corp.	Starbucks Corp. 3.85% 10/01/2023-2023	1,500,000	units	1,521,030	1,599,075
Becton Dickinson	Becton Dickinson 5% 11/12/2040	1,470,000	units	1,748,947	1,582,602
Quebec Province	Quebec Province CDA 7.5% 09/15/2029	1,000,000	units	1,521,620	1,477,890
Anheuser-Busch Inbev	Anheuser-Busch Inbev Wor 3.75% 07/15/2042	1,500,000	units	1,524,900	1,410,165
Southwestern Pub Service Co.	Southwestern Pub Service Co. 4.5% 08/15/2041-2041	1,210,000	units	1,179,411	1,336,856
Oklahoma Gas & Elec Co.	Oklahoma Gas & Elec Co. 5.25% 05/15/2041-2040	1,000,000	units	1,097,860	1,252,290
Amphenol Corp.	Amphenol Corp. 2.55% 01/30/2019-2018	1,235,000	units	1,243,484	1,243,583
Lowes Companies Inc.	Lowes Companies Inc. 5.125% 11/15/2041	1,000,000	units	1,160,640	1,169,460
Cummins Inc.	Cummins Inc. 4.875% 10/01/2043-2043	1,000,000	units	1,040,100	1,163,000
Allstate Corp.	Allstate Corp. 4.5% 06/15/2043	1,020,000	units	1,027,538	1,125,417
Hewlett Packard Co.	Hewlett Packard Co. 3.75% 12/01/2020	1,000,000	units	1,032,250	1,034,460
Morgan Stanley	Morgan Stanley 2.5% 01/24/2019	1,000,000	units	1,001,810	1,000,910
Total				<u>\$ 217,757,389</u>	<u>\$ 215,835,709</u>
United States Government Securities:					
U.S. Treasury	U.S. Treasury N/B 2% 02/15/2023	8,000,000	units	\$ 7,951,250	\$ 7,970,000
U.S. Treasury	U.S. Treasury N/B 1.625% 11/15/2022	7,500,000	units	7,364,941	7,275,600
U.S. Treasury	U.S. Treasury 5.375% 02/15/2031	5,000,000	units	7,246,484	6,969,150
U.S. Treasury	U.S. Treasury 4.5% 02/15/2036	5,000,000	units	6,660,742	6,669,150
U.S. Treasury	U.S. Treasury 3.125% 11/15/2041	5,000,000	units	4,991,133	5,396,100
U.S. Treasury	U.S. Treasury N/B 3.125% 02/15/2042	5,000,000	units	4,721,855	5,382,400
U.S. Treasury	U.S. Treasury N/B 3.125% 02/15/2043	5,000,000	units	4,749,063	5,368,350
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2042	5,000,000	units	5,224,219	5,255,450
U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2042	5,000,000	units	4,867,578	4,998,450
Federal Home Loan Bank	Federal Home Loan Bank 5.5% 07/15/2036	2,000,000	units	2,782,540	2,742,860
Tennessee Valley Authority	Tennessee Valley Authority 5.5% 06/15/2038	2,000,000	units	2,794,020	2,665,620
U.S. Treasury	U.S. Treasury 2.25% 11/15/2024	2,500,000	units	2,507,227	2,516,800
U.S. Treasury	U.S. Treasury 3.5% 02/15/2039	2,000,000	units	1,938,750	2,297,040
U.S. Treasury	U.S. Treasury N/B 1.625% 06/30/2019	2,000,000	units	1,995,156	2,005,000
Tennessee Valley Authority	Tennessee Valley Authority 3.5% 12/15/2042	2,000,000	units	1,949,880	1,977,800
Total				<u>\$ 67,744,838</u>	<u>\$ 69,489,770</u>

(Continued)

Common Stock:				
Cooper Companies Inc.	Cooper Companies Inc.	24,000 shares	\$ 3,737,574	\$ 3,890,160
Unitedhealth Group Inc.	Unitedhealth Group Inc.	38,100 shares	3,311,845	3,851,529
Thermo Fisher Scientific Inc.	Thermo Fisher Scientific Inc.	30,400 shares	3,742,452	3,808,816
Abbvie Inc.	Abbvie Inc.	57,800 shares	3,920,060	3,782,432
Amgen Inc.	Amgen Inc.	22,900 shares	3,304,254	3,647,741
CVS Health Corp.	CVS Health Corp.	37,000 shares	2,943,338	3,563,470
Church & Dwight Co., Inc.	Church & Dwight Co., Inc.	45,200 shares	3,141,233	3,562,212
Union Pacific Corp.	Union Pacific Corp.	29,500 shares	3,084,911	3,514,335
The Kroger Co.	The Kroger Co.	54,600 shares	2,727,925	3,505,866
Fedex Corp.	Fedex Corp.	20,100 shares	3,541,994	3,490,566
United Technologies Corp.	United Technologies Corp.	30,300 shares	3,189,222	3,484,500
Ball Corp.	Ball Corp.	49,200 shares	3,101,373	3,353,964
Prudential Financial Inc.	Prudential Financial Inc.	37,000 shares	3,301,909	3,347,020
Wells Fargo & Co.	Wells Fargo & Co.	60,900 shares	3,176,395	3,338,538
Ace Limited	Ace Limited	28,900 shares	3,092,677	3,320,032
PNC Financial Services	PNC Financial Services	36,200 shares	3,114,292	3,302,526
Blackrock Inc.	Blackrock Inc.	9,200 shares	3,309,852	3,289,552
Berkshire Hathaway Inc.	Berkshire Hathaway Inc. CL B	21,900 shares	3,053,966	3,288,285
Semptra Energy	Semptra Energy	27,600 shares	2,863,333	3,073,536
Google Inc	Google Inc	5,200 shares	2,962,512	2,759,432
Qualcomm Inc.	Qualcomm Inc.	37,100 shares	2,823,383	2,757,643
Cisco Systems	Cisco Systems	98,000 shares	2,444,473	2,725,870
Emc Corp.	Emc Corp.	90,300 shares	2,643,286	2,685,522
Texas Instruments Inc.	Texas Instruments Inc.	50,200 shares	2,424,269	2,683,943
Ebay Inc.	Ebay Inc.	47,600 shares	2,503,887	2,671,312
Facebook Inc.	Facebook Inc.	34,100 shares	2,502,554	2,660,482
Microsoft Corp.	Microsoft Corp.	57,100 shares	2,644,250	2,652,295
Apple Inc.	Apple Inc.	24,000 shares	2,303,837	2,649,120
Analog Devices Inc.	Analog Devices Inc.	47,300 shares	2,410,826	2,626,096
TJX Companies Inc.	TJX Companies Inc.	36,300 shares	2,093,537	2,489,454
Tiffany & Co.	Tiffany & Co.	23,200 shares	2,291,515	2,479,152
Kohls Corp.	Kohls Corp.	40,300 shares	2,461,113	2,459,912
VF Corp.	VF Corp.	32,700 shares	2,106,931	2,449,230
Comcast Crop.	Comcast Crop.	42,000 shares	2,285,298	2,436,420
Nike Inc.	Nike Inc.	25,300 shares	2,039,678	2,432,595
Schlumberger Ltd.	Schlumberger Ltd.	27,200 shares	2,659,333	2,323,152
Phillips 66	Phillips 66	30,100 shares	2,133,085	2,158,170
Verizon Communications	Verizon Communications	45,500 shares	2,253,833	2,128,490
Anadarko Petroleum Corp.	Anadarko Petroleum Corp.	25,500 shares	2,122,077	2,103,750
Conocophillips	Conocophillips	30,400 shares	2,096,736	2,099,424
Total			<u>\$ 111,865,018</u>	<u>\$ 118,846,544</u>
Drive Capital Fund I, L.P.	Limited Liability Partnership	\$ 2,991,038	<u>\$ 2,991,038</u>	<u>\$ 2,991,038</u>
Total Investments			<u>\$ 660,486,768</u>	<u>\$ 649,849,670</u>

* Indicates a party-in-interest to the Plan.

See accompanying independent auditors' report

(Concluded)

HUNTINGTON BANCSHARES RETIREMENT PLAN

EIN: 31-0724920

Plan Number: 001

SCHEDULE H, PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2014

(Amounts in dollars)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identify of Party Involved	Description of Asset	Purchase Price	Sales Proceeds	Lease Rental	Expenses incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Category (iii) series of transactions in excess of 5% of plan's assets								
Huntington Funds *	Huntington Dividend Capture Fund	-	\$ 38,474,000	-	-	\$ 37,833,840	\$ 38,474,000	\$ 640,160
Huntington Funds *	Huntington Dividend Capture Fund	\$ 1,395,014	-	-	-	1,395,014	1,394,345	-
Huntington Funds *	Huntington International Equity Fund	-	68,967,199	-	-	58,647,962	68,967,198	10,319,237
Huntington Funds *	Huntington Situs Fund	-	45,000,000	-	-	34,048,256	45,000,000	10,951,744
Federated	Federated International Leaders Fund	58,500,000	-	-	-	58,500,000	58,500,000	-
Harbor Funds	Harbor International Fund	51,000,000	-	-	-	51,000,000	51,000,000	-
Oppenheimer	Oppenheimer Developing Markets Fund- Class Y	35,100,000	-	-	-	35,100,000	35,100,000	-

* Indicates a party in interest to the Plan.

There were no category (i) (ii) or (iv) reportable transactions during the year ended December 31, 2014.

See accompanying independent auditors' report.