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 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
HUNTINGTON BANCSHARES RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1954

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

HUNTINGTON BANCSHARES INCORPORATED

SARAH HALL

41 SOUTH HIGH STREET HC0339
COLUMBUS, OH 43215

2b Employer Identification Number (EIN) 31-0724920

2c Plan Sponsor's telephone number 614-480-3663

2d Business code (see instructions) 522110

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.	10/12/2017	SARAH HALL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2017	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)

Preparer's telephone number

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**	12184
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	**6a(1)**	4567
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	4213
b	Retired or separated participants receiving benefits	**6b**	3078
c	Other retired or separated participants entitled to future benefits	**6c**	4652
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	11943
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	11943
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	737986133
b Actuarial value	**2b**	769765435

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	2937	189148192	189148192
b For terminated vested participants	4700	148161757	148161757
c For active participants	4653	194845282	201886086
d Total	12290	532155231	539196035

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**	6.21 %
6 Target normal cost	**6**	4100000

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

Signature of actuary

Date

RACHEL A. BATTAH

Type or print name of actuary

17-06672

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 [ ]

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)	87713487	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)	87713487	0
10	Interest on line 9 using prior year's actual return of -2.00%	-1754270	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		133295562
	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 6.38 %		8504257
	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		141799819
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	85959217	0

Part III Funding Percentages

14	Funding target attainment percentage	14	126.81%
15	Adjusted funding target attainment percentage	15	142.76%
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	115.61%
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? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.43%	5.91%	6.65%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is 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**	4100000
b Excess assets, if applicable, but not greater than line 31a	**31b**	4100000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (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 C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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)

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

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	585821	Yes [ ] No [X]	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	3478	Yes [ ] No [X]	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	SUBSIDARY	151526	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

FINDLEY DAVIES

34-1213174

(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	39746	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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 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	9129	69114
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	150000000	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	3136426	3927630
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	15580238	16013913
(2) U.S. Government securities	1c(2)	70852920	163543700
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	202806040	210809921
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		4705800
(B) Common	1c(4)(B)	119937633	144596169
(5) Partnership/joint venture interests	1c(5)	8478456	10791999
(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)	175257711	190659504
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**		
	(2) Employer real property	**1d(2)**		
e	Buildings and other property used in plan operation	**1e**		
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	746058553	745117750
	Liabilities			
g	Benefit claims payable	**1g**		
h	Operating payables	**1h**		
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**	107327	35252
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	107327	35252
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	745951226	745082498

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)**	36881	
	(B) U.S. Government securities	**2b(1)(B)**	2501048	
	(C) Corporate debt instruments	**2b(1)(C)**	9177812	
	(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)**		11715741
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	237345	
	(B) Common stock	**2b(2)(B)**	2985124	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	5734353	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		8956822
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	418569401	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	413883635	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		4685766
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**	13407926	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		13407926

		(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		38766255
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	38068492	
(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)		38068492
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)	780571	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	785920	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1566491
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		39634983
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-868728
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: PRICEWATERHOUSECOOPERS LLP **(2)** EIN: 13-4008324

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		95000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
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			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4003555 . (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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** 300

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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**

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: 38.8 % Investment-Grade Debt: 57.4 % High-Yield Debt: 1.1 % Real Estate: 0.0 % Other: 2.7 %

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes	☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Current year" ADP test	☐ "Prior year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test	☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes	☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

Huntington Bancshares Retirement Plan

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

Financial Statements as of and for the
Years Ended December 31, 2016 and 2015,
Supplemental Schedules as of and for the
Year Ended December 31, 2016, and
Report of Independent Auditors

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.	

Report of Independent Auditors

To the Administrator of the Huntington Bancshares Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Huntington Bancshares Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, 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 the 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 the 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 6, 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 December 31, 2016 and 2015 and for the years then ended, 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 the financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016 and Schedule of Reportable Transactions for the year ended December 31, 2016 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 DOL 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.

PricewaterhouseCoopers LLP

Columbus, Ohio
September 25, 2017

HUNTINGTON BANCSHARES RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments - at fair value:		
Cash equivalent money market fund	$ 16,013,913	$ 15,580,238
Mutual funds	190,659,504	175,257,711
Corporate obligations	210,809,921	202,806,040
United States government securities	163,543,700	70,852,920
Preferred stock	4,705,800	—
Common stock	144,596,169	119,937,633
Limited liability partnerships	10,791,999	8,478,456
Total investments	741,121,006	592,912,998
Employer contribution receivable	—	150,000,000
Cash	69,114	9,129
Accrued investment income	3,927,630	3,136,426
Total assets	745,117,750	746,058,553
LIABILITIES:		
Accounts payable and other liabilities	35,252	107,327
Total liabilities	35,252	107,327
NET ASSETS AVAILABLE FOR BENEFITS	$ 745,082,498	$ 745,951,226

The accompanying notes are an integral part of these financial statements.

HUNTINGTON BANCSHARES RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
ADDITIONS:		
Dividends	$ 8,956,822	$ 10,158,211
Net appreciation in fair value of investments	18,093,692	—
Interest	11,715,741	11,136,419
	38,766,255	21,294,630
Employer contributions	—	150,000,000
Total additions	38,766,255	171,294,630
DEDUCTIONS:		
Distributions and withdrawals	38,068,492	42,429,692
Net depreciation in fair value of investments	—	32,268,627
Administrative expenses	1,566,491	3,594,098
Total deductions	39,634,983	78,292,417
(DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(868,728)	93,002,213
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	745,951,226	652,949,013
End of year	$ 745,082,498	$ 745,951,226

The accompanying notes are an integral part of these financial statements.

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 2016 and 2015, 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 — Payments may be made upon termination of employment, retirement, death or disability. 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. Payments as a result of death or disability are permitted, subject to provisions of the Plan.

Plan Amendments — From time to time, the Plan has been amended and restated. Effective January 1, 2015, the Plan was amended and restated in accordance with the IRS cycle "E" program. No substantive changes were made to the Plan. 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 cessation of all future benefit accruals under the Plan after December 31, 2013.

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 terminated vested 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 the date the financial statements were available to be 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. Expenses that are paid directly by the Company are excluded from these financial statements. In addition, certain investment related expenses are included in net appreciation (depreciation) in fair value of investments presented in the accompanying statements of changes in net assets available for benefits. 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 4, 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. ACCOUNTING STANDARDS UPDATE

In July 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient (ASU 2015-12). The guidance amends the requirements so that fully benefit-responsive investment contracts will be measured, presented, and disclosed only at contract value. The guidance also eliminates the requirement to disclose certain individual investments and simplifies the level of disaggregation of investments that are measured using fair value. The amendments in ASU 2015-12 applicable to the Plan are effective retrospectively for the fiscal year starting after December 15, 2015. The Plan adopted Parts I and II. Part III is not applicable to the Plan. The adoption of ASU 2015-12 did not have a material effect on the Plan's net assets available for benefits or the respective changes to the Plan's net assets available for benefits.

In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-07, Fair Value Measurement: Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent). The guidance modifies the disclosure requirements for certain investments in the Plan's financial statements. The amendments in ASU 2015-07 applicable to the Plan are effective retrospectively for the fiscal year starting after December 15, 2016. The Plan early adopted the provisions of ASU 2015-07 for the 2016 Plan year. The adoption of this accounting guidance did not have a material effect on the Plan's net assets available for benefits or the respective changes to the Plan's net assets available for benefits.

There were no other new accounting pronouncements that were issued or became effective during the year ended December 31, 2016, that had, or are expected to have, a material impact on the Plan’s net assets available for benefits or financial statement disclosures.

4. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments that are attributable under the Plan’s provisions to the employees for services the 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 value of accumulated plan benefits as of January 1, 2016, the most recent valuation date, is as follows:

Vested benefits:		
Participants currently receiving payments	$	198,132,855
Other participants		396,343,751
Total vested benefits		594,476,606
Nonvested benefits		6,579,442
Actuarial present value of accumulated plan benefits	$	601,056,048

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year beginning January 1, 2015, are as follows:

Actuarial present value of accumulated plan benefits at January 1, 2015	$	640,162,411
Increase/decrease during the year attributable to:		
Benefits accumulated and (gains) losses		(3,588,894)
Increase for interest due to decrease in discount period		37,022,849
Benefits paid		(42,429,692)
Change in actuarial assumptions		(30,110,626)
Actuarial present value of accumulated plan benefits at January 1, 2016	$	601,056,048

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	6.10% and 6.00% compounded annually for 2016 and 2015, respectively.
Mortality basis	For 2016, RP2014 separate white collar annuitant and non-annuitant generational mortality tables backed off to 2006 and projected forward using the MP2016 projection scale. For 2015, RP2014 separate white collar annuitant and non-annuitant generational mortality tables backed off to 2006 and projected forward using the MP2015 projection scale.
Retirement	Rates based on age. For terminated vested participants and post-2009 disabled participants, the assumed retirement age is either 63 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.

5. INCOME TAXES

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated August 27, 2003, stating that the Plan is 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 believes 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, 2016 and 2015, 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 2013.

6. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, 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.

	2016	2015
Statements of net assets available for benefits:		
Investments:		
Cash equivalent money market fund	$ 16,013,913	$ 15,580,238
Mutual funds	190,659,504	175,257,711
Corporate obligations	210,809,921	202,806,040
United States government securities	163,543,700	70,852,920
Preferred stock	4,705,800	—
Common stock	144,596,169	119,937,633
Limited liability partnerships (1)	11,390,220	6,634,579
Cash	69,114	9,129
Accrued investment income and other receivables (2)	3,936,232	3,144,786
Statements of changes in net assets available for benefits:		
Dividends (2)	$ 8,888,533	$ 10,156,251
Total net (depreciation) appreciation in fair value of investments (1)	20,535,789	(34,167,374)
Interest (2)	10,992,826	11,111,595

(1) The value certified by the Plan trustee, as shown here, is based on results prior to December 31, 2016. To conform with fair value accounting, the statements of net assets available for benefits and the statements of changes in net assets available for benefits has been adjusted to fair value at December 31, 2016 and 2015. See Note 8 for further information.

(2) The values certified by the Plan trustee are accounted for on a cash basis, and to conform with accrual basis accounting, the statements of net assets available for benefits and statements of changes in net assets available for benefits has been adjusted at December 31, 2016 and 2015. See Note 1 for further information.

7. EXEMPT PARTIES-IN-INTEREST TRANSACTIONS

There were no party-in-interest investments at December 31, 2015. The Plan, at December 31, 2016, held the following party-in-interest investments (at fair value):

	2016	2015
Equity Investments:		
Huntington Bancshares Inc. Series D Preferred Stock	$ 4,705,800	$ —
Total equity investments	$ 4,705,800	$ —

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. Plan transactions with parties in interest during the years ended December 31, 2016 and 2015, were as follows:

Identity	Relationship	2016	2015
Pension Benefit Guarantee Corporation	Insurance Provider	$ 785,920	$ 2,829,162
Mercer Human Resource Consultants	Actuary	585,821	569,498
Huntington	Administrator	151,526	149,782
Porter Wright, Morris, & Arthur	Legal Consultant	3,478	2,986
Mass Mutual	Consultant	—	32,330
Findley Davies	Consultant	39,746	10,340
Total administrative expenses		$ 1,566,491	$ 3,594,098

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

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. Cash equivalent money market funds are valued at the closing price reported from an actively traded exchange. Mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. The mutual funds held by the Plan are actively traded. Corporate obligations and U.S. government securities are valued using unadjusted quoted prices from active markets for similar 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 net asset value per share 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			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
December 31, 2016				
Cash equivalent money market fund	$ 16,013,913	$ —	$ —	$ 16,013,913
Mutual funds	190,659,504	—	—	190,659,504
Corporate obligations	—	210,809,921	—	210,809,921
United States government securities	—	163,543,700	—	163,543,700
Preferred stock	4,705,800	—	—	4,705,800
Common stock	144,596,169	—	—	144,596,169
Limited partnerships [(a)]	—	—	—	10,791,999
Total investments	$ 355,975,386	$ 374,353,621	$ —	$ 741,121,006

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
December 31, 2015				
Cash equivalent money market fund	$ 15,580,238	$ —	$ —	$ 15,580,238
Mutual funds	175,257,711	—	—	175,257,711
Corporate obligations	—	202,806,040	—	202,806,040
United States government securities	—	70,852,920	—	70,852,920
Common stock	119,937,633	—	—	119,937,633
Limited partnership [(a)]	—	—	—	8,478,456
Total investments	$ 310,775,582	$ 273,658,960	$ —	$ 592,912,998

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

The Partnership interest represents ownership interest in a private equity fund. The net asset value per share 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 partnerships 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.

The Plan evaluates 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. For the year ending December 31, 2015, $15,580,238 was reclassified from mutual funds into money market funds. There were no transfers between levels for the years ended December 31, 2016 and 2015.

Commitments — During 2016, the Plan invested in one additional limited partnership. The Plan has investment commitments for approximately $10,000,000 each in two limited partnerships for a total of $20,000,000. There were approximately $1,700,000 and $9,700,000, in unfunded commitments in the two limited partnerships at December 31, 2016. At December 31, 2015, there were approximately $4,000,000 in unfunded commitments to the limited partnership. The limited partnership has a no withdrawal clause with the Plan, therefore has no stated redemption policy.

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SUPPLEMENTAL SCHEDULE

HUNTINGTON BANCSHARES RETIREMENT PLAN
EIN: 31-0724920
Plan Number: 001
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost (*)	(e) Current value (*)
	Cash Equivalent Money Market Fund:			
	Federated Treasury Obligation Fund - Institutional Shares	Money Market Fund	$ 16,013,913	$ 16,013,913
	Total		**$ 16,013,913**	**$ 16,013,913**
	Mutual Funds:			
	iShares MSCI ACWI ETF	Mutual Fund	27,521,404	28,100,543
	Goldman Sachs High Yield Fund - Institutional	Mutual Fund	30,322,429	27,727,236
	DFA Emerging Markets Core Equity Portfolio	Mutual Fund	11,882,919	10,062,804
	Federated International Leaders Fund	Mutual Fund	61,800,000	54,951,982
	Fidelity Advisor Small Cap Value Fund - Class I	Mutual Fund	16,100,000	15,680,963
	Harbor International Fund	Mutual Fund	64,800,000	54,135,976
	Total		**$ 212,426,752**	**$ 190,659,504**
	Corporate Obligations:			
	Amphenol Corp.	Amphenol Corp. - 2.55% 01/30/2019 - 2018	1,243,484	1,249,820
	BP Capital	BP Capital Markets PLC 3.561% 11/01/2021	2,101,040	2,085,360
	Xstrata Plc.	Xstrata Finance Canada Series 144A Priv Placement 4.95% 11/15/2021	2,174,540	2,140,000
	Phillips 66	Phillips 66 - Series 144A Priv Placement 4.3% 04/01/2022	2,150,780	2,147,440
	Baltimore Gas & Electric	Baltimore Gas & Electric 2.8% 08/15/2022-2022	2,001,040	2,008,780
	Manitoba Province	Manitoba Province Cn 2.1% 09/06/2022	2,991,740	2,947,530
	British Columbia Province	British Columbia Province 2% 10/23/2022	2,985,000	2,935,860
	NetApp Inc.	NetApp Inc. 3.25% 12/15/2022-2022	2,003,220	1,980,900
	Whirlpool Corp.	Whirlpool Corp. 3.7% 03/01/2023	1,991,640	2,042,620
	Loews Corp.	Loews Corp. 2.625% 05/15/2023-2023	1,907,800	1,943,560
	Howard Hughes Medical Institute	Howard Hughes Medical Institute 3.5% 09/01/2023	1,994,180	2,085,440
	Starbucks Corp.	Starbucks Corp. 3.85% 10/01/2023-2023	1,521,030	1,600,455
	Union Pacific Corp.	Union Pacific Corp. Private Placement Series 144A 3.646% 02/15/2024	1,996,360	2,087,960
	Enbridge Inc.	Enbridge Inc. 3.5% 06/10/2024-2024	2,964,030	2,921,760
	Air Products & Chemicals	Air Products & Chemicals 3.35% 07/31/2024-2024	2,251,643	2,307,060
	QualComm Inc.	QualComm Inc. 3.45% 05/20/2025-2025	1,953,500	2,035,040
	Key Bank NA	Key Bank NA 3.3% 06/01/2025	1,955,140	1,996,820
	Rolls-Royce PLC	Rolls-Royce PLC Private Placement Series 144A 3.625% 10/14/2025-2025	2,034,900	2,001,760
	Schwab (Charles) Corp.	Schwab (Charles) Corp. 3.45% 02/13/2026-2025	2,043,520	2,017,700
	Quebec Province	Quebec Province CDA 7.5% 09/15/2029	1,521,620	1,397,758
	Dow Chemical	Dow Chemical 03/2005 554.25% 10/01/2034-2034	2,070,380	1,971,120
	Parker-Hannifin	Parker-Hannifin Series MTN 4.2% 11/21/2034-2034	1,904,882	1,829,058
	Macys Retail Holdings Inc.	Macys Retail Hldgs Inc. 4.5% 12/15/2034-2034	1,978,800	1,787,880
	Florida Power and Light	Florida Power and Light 4.95% 06/01/2035	2,381,740	2,281,760
	Sysco Corp.	Sysco Corp. DTD 09/22/05 5.375% 09/21/2035	3,988,025	3,474,081

Visa Inc.	Visa Inc. 4.15% 12/14/2035-2035	2,111,040	2,093,960
Canadian Natural Resources	Canadian Natural Resources 6.5% 02/15/2037	2,300,320	2,288,520
Eaton Corp.	Eaton Corp. 5.8% 03/15/2037	2,541,860	2,327,800
Honeywell International Inc.	Honeywell International Inc. 5.7% 03/15/2037	2,657,940	2,463,960
3M Co.	3M Co. Series MTN 5.7% 03/15/2037	3,778,131	3,496,851
Wal-Mart Stores Inc.	Wal-Mart Stores Inc. 6.5% 08/15/2037	2,826,420	2,710,420
General Electric Cap Corp.	General Electric Cap Corp. 5.875% 01/14/2038	3,654,116	3,851,102
Wachovia Bank	Wachovia Bank Series BKNT 6.6% 01/15/2038	4,116,310	3,816,150
Duke Energy Carolinas	Duke Energy Carolinas 6.05% 04/15/2038	1,968,615	1,892,025
Oracle Corp.	Oracle Corp. 6.5% 04/15/2038	4,267,410	3,919,770
Verizon Communications	Verizon Communications 6.9% 04/15/2038	2,080,290	1,857,960
JP Morgan Chase & Co., Corp.	JP Morgan Chase & Co. Corp. Bond 6.4% 05/15/2038	3,977,300	3,887,340
Conoco Phillips	Conoco Phillips 6.5% 02/01/2039	2,656,280	2,531,820
CISCO Systems	CISCO Systems 5.9% 02/15/2039	2,550,200	2,539,960
United Technology Corp.	United Technology Corp. 5.7% 04/15/2040	2,465,307	2,383,661
General Mills Inc.	General Mills Inc. 5.4% 06/15/2040	2,509,700	2,268,580
Apache Corp.	Apache Corp. 5.1% 09/01/2040-2040	2,383,080	2,092,360
Microsoft Corp.	Microsoft Corp. 4.5% 10/01/2040	2,334,920	2,125,180
Travelers Cos Inc.	Travelers Cos Inc. 5.35% 11/01/2040	2,187,700	2,355,900
Becton Dickinson	Becton Dickinson 5% 11/12/2040	1,748,947	1,532,563
Verizon Communications	Verizon Communications 6% 04/01/2041	1,969,275	1,722,870
Oklahoma Gas & Elec Co.	Oklahoma Gas & Elec Co. 5.25% 05/15/2041-2040	1,097,860	1,114,530
Caterpillar Inc.	Caterpillar Inc. 5.2% 05/27/2041	2,453,460	2,319,620
Burlington North Santa Fe	Burlington North Santa Fe 5.4% 06/01/2041-2040	2,379,940	2,360,740
Applied Materials Inc.	Applied Materials Inc. 5.85% 06/15/2041	3,707,010	3,590,820
Southwestern Pub Service Co.	Southwestern Pub Service Co. 4.5% 08/15/2041-2041	1,179,411	1,279,357
Norfolk Southern Corp.	Norfolk Southern Corp. 4.837% 10/01/2041	1,637,340	1,628,835
Lowes Companies Inc.	Lowes Companies Inc. 5.125% 11/15/2041	1,160,640	1,133,610
Gilead Sciences Inc.	Gilead Sciences Inc. 5.65% 12/01/2041-2041	2,500,180	2,311,660
John Sevier Comb Cycle	John Sevier Comb Cycle 4.626% 01/15/2042	3,280,534	2,978,866
BHP Billiton Fin USA LTD	BHP Billiton Fin USA LTD 4.125% 02/24/2042	2,132,720	1,967,280
Westar Energy Inc.	Westar Energy Inc. 4.125% 03/01/2042-2041	1,536,365	1,420,439
Corning Inc.	Corning Inc. 4.75% 03/15/2042	2,136,700	1,987,560
Mississippi Power Co.	Mississippi Power Co. Series 12-A 4.25% 03/15/2042	3,098,020	2,595,240
Berkshire Hathaway	Berkshire Hathaway Fin 4.4% 05/15/2042	2,131,000	2,105,500
United Technology Corp.	United Technology Corp. 4.5% 06/01/2042	2,063,540	2,140,800
Deere & Co.	Deere & Co. 3.9% 06/09/2042-2041	2,090,510	2,002,680
Anheuser-Busch Inbev	Anheuser-Busch Inbev Wor 3.75% 07/15/2042	1,524,900	1,349,085
Metlife Inc.	Metlife Inc. 4.125% 08/13/2042	3,013,110	2,952,510
PepsiCo	PepsiCo 3.6% 08/13/2042	1,930,860	1,864,560
Rio Tinto Fin USA LTD	Rio Tinto Fin USA LTD 4.125% 08/21/2042-2042	2,008,160	1,960,624
Shell International Finance	Shell International Finance 3.625% 08/21/2042	2,004,000	1,808,136
Illinois Tool Works Inc.	Illinois Tool Works Inc. 3.9% 09/01/2042-2042	3,011,610	2,997,960
Merck & Co. Inc.	Merck & Co. Inc. 3.6% 09/15/242-2042	2,045,320	1,880,780
Walgreen Co.	Walgreen Co. 4.4% 09/15/2042	2,024,400	1,930,860
Astrazeneca PLC	Astrazeneca PLC 4% 09/18/2042	3,068,820	2,842,800
United Health Group Inc.	United Health Group Inc. 3.95% 10/15/2042-2042	1,849,580	1,947,720
Intel Corp.	Intel Corp. 4.25% 12/15/2042	3,033,150	3,028,560
Sherwin-Williams Co.	Sherwin-Williams Co. 4% 12/15/2042-2042	2,035,920	1,818,600

	Wisconsin Electric Power Co.	Wisconsin Electric Power Co. 3.65% 12/15/2042-2042	1,999,260	1,883,460
	Precision Castparts Corp.	Precision Castparts Corp. 3.9% 01/15/2043-2042	2,036,700	1,972,820
	Wellpoint Inc.	Wellpoint Inc. 4.65% 01/15/2043	2,042,700	2,007,800
	Enterprise Products	Enterprise Products Oper 4.45% 02/15/2043	1,919,720	1,895,640
	St. Jude Medical Inc.	St. Jude Medical Inc. 4.75% 04/15/2043-2042	1,528,985	1,575,868
	McDonalds Corp.	McDonalds Corp. Series MTN 3.625% 05/01/2043	1,816,540	1,759,000
	Apple Inc.	Apple Inc. 3.85% 05/04/2043	1,968,820	1,912,480
	Allstate Corp.	Allstate Corp. 4.5% 06/15/2043	1,027,538	1,081,832
	South Carolina Elec & Gas Co.	South Carolina Elec & Gas Co. 4.6% 06/15/2043-2042	2,029,160	2,102,120
	Cummins Inc.	Cummins Inc. 4.875% 10/01/2043-2043	1,040,100	1,112,520
	Consolidated Edison Co.	Consolidated Edison Co. NY 4.45% 03/15/2044-2043	2,081,300	2,082,200
	Hasbro Inc.	Hasbro Inc. 5.1% 05/15/2044-2043	2,044,240	2,022,640
	Stryker Corp.	Stryker Corp. 4.375% 05/15/2044/2043	1,958,660	1,939,880
	Trans-Canada	Trans-Canada PL 5% 10/16/2043-2043	2,142,913	2,327,126
	Nationwide Financial Services	Nationwide Financial Services Private Placement Series 144A 5.3% 11/18/2044	2,049,820	2,082,700
	Home Depot Inc.	Home Depot Inc. 4.4% 03/15/2045-2044	1,147,170	1,065,700
	Smucker (J.M.) Co.	Smucker (J.M.) Co 4.375% 03/15/2045	1,951,700	1,984,400
	Grainger WW Inc.	Grainger WW Inc. 4.6% 06/15/2045-2044	2,282,940	2,141,280
	Blackstone Holdings	Blackstone Holdings Fina Private Placement Series 144A 4.45% 07/15/2045	1,984,490	1,827,420
	Visa Inc.	Visa Inc. 4.3% 12/14/2045-2045	2,083,000	2,111,020
	Boeing Co.	Boeing Co. 3.375% 06/15/2046-2045	1,801,100	1,821,400
	Nike Inc.	Nike Inc. 3.375% 11/01/2046-2046	1,794,780	1,806,040
	AT&T Inc.	AT&T Inc. 4.5% 03/09/2048-2047	3,964,489	3,538,569
	Total		**$ 218,026,380**	**$ 210,809,921**
	United States Government Securities:			
	U.S. Treasury	U.S. Treasury N/B 1.625% 11/15/2022	1,472,998	1,459,800
	U.S. Treasury	U.S. Treasury N/B 2% 02/15/2023	7,951,250	7,934,080
	U.S. Treasury	U.S. Treasury 2.25% 11/15/2024	2,507,227	2,484,675
	U.S. Treasury	U.S. Treasury 6.25% 05/15/2030	7,710,938	7,073,650
	U.S. Treasury	U.S. Treasury 5.375% 02/15/2031	21,741,797	19,978,200
	U.S. Treasury	U.S. Treasury N/B 4.5% 02/15/2036	20,457,227	18,979,650
	Federal Home Loan Bank	Federal Home Loan Bank 5.5% 07/15/2036	2,782,540	2,623,460
	U.S. Treasury	U.S. Treasury 4.75% 02/15/2037	14,292,383	13,015,200
	Tennessee Valley Authority	Tennessee Valley Authority 5.5% 06/15/2038	2,794,020	2,563,900
	U.S. Treasury	U.S. Treasury N/B 3% 05/15/2042	5,224,219	4,958,200
	U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2042	4,867,578	4,723,650
	Tennessee Valley Authority	Tennessee Valley Authority 3.5% 12/15/2042	1,949,880	1,954,440
	U.S. Treasury	U.S. Treasury N/B 3.125% 02/15/2043	4,749,063	5,066,200
	U.S. Treasury	U.S. Treasury N/B 3% 11/15/2045	7,355,273	6,905,360
	U.S. Treasury	U.S. Treasury N/B 3% 11/15/2045	5,519,883	5,424,815
	U.S. Treasury	U.S. Treasury N/B 2.5% 02/15/2046	18,556,445	16,883,210
	U.S. Treasury	U.S. Treasury N/B 2.875% 11/15/2046	40,982,695	41,515,210
	Total		**$ 170,915,416**	**$ 163,543,700**
	Preferred Stock:			
**	Huntington Bancshares Inc. Series D Preferred Stock	Preferred Stock	4,685,526	4,705,800
	Total		**$ 4,685,526**	**$ 4,705,800**
	Common Stock:			
	Alphabet Inc. Class A	Common Stock	3,994,015	3,883,005
	Amgen Inc.	Common Stock	3,239,620	3,026,547

Analog Devices Inc.	Common Stock	3,128,019	3,950,528
Applied Materials Inc.	Common Stock	3,178,435	3,967,597
Automatic Data Processing	Common Stock	3,368,969	4,018,697
Becton Dickinson	Common Stock	2,852,738	3,013,010
Berkshire Hathaway Inc. Class B	Common Stock	4,277,676	4,807,910
Blackrock Inc.	Common Stock	4,436,189	4,737,723
Broadcom Ltd.	Common Stock	3,651,098	3,888,940
Celgene Corp.	Common Stock	3,128,145	3,021,075
Church & Dwight Co., Inc.	Common Stock	3,440,626	3,636,837
Cisco Systems	Common Stock	3,701,243	3,979,974
Comcast Corp. Class A	Common Stock	2,486,698	2,672,235
Constellation Brands Inc. Class A	Common Stock	3,215,603	3,702,437
Crown Castle Intl Corp.	Common Stock	3,836,696	3,653,017
CVS Health Corp.	Common Stock	4,047,330	3,629,860
Dow Chemical	Common Stock	3,232,800	3,650,636
Facebook Inc. Class A	Common Stock	3,375,613	3,877,185
Fiserv Inc.	Common Stock	3,777,873	3,921,732
Honeywell International Inc.	Common Stock	3,882,752	4,263,280
Johnson & Johnson	Common Stock	2,820,279	3,018,502
JP Morgan Chase & Co.	Common Stock	3,715,672	4,858,127
Lockheed Martin Corporation	Common Stock	3,848,051	4,273,974
Lowes Companies Inc.	Common Stock	2,626,718	2,627,884
M & T Bank Corp.	Common Stock	4,489,678	4,896,259
Marriott International Inc. New Class A	Common Stock	2,124,470	2,670,564
Masco Corp.	Common Stock	4,024,597	4,161,192
Nextera Energy Inc.	Common Stock	3,953,362	4,091,505
Nike Inc. Class B	Common Stock	2,638,334	2,666,034
Pioneer Natural Resource	Common Stock	3,188,971	3,151,225
PNC Financial Services	Common Stock	3,491,812	4,678,400
Priceline Group Inc.	Common Stock	2,633,811	2,638,908
Schlumberger Ltd.	Common Stock	2,939,264	3,156,520
Stryker Corp.	Common Stock	2,881,910	3,031,193
T-Mobile US Inc.	Common Stock	2,527,490	3,709,395
Thermo Fisher Scientific Inc.	Common Stock	3,081,836	3,033,650
TJX Companies Inc.	Common Stock	2,419,624	2,659,602
Valero Energy Corp.	Common Stock	2,725,783	3,258,864
Visa Inc. Class A Shares	Common Stock	3,873,002	4,002,426
Walt Disney Co.	Common Stock	2,548,850	2,709,720
Total		**$ 132,805,652**	**$ 144,596,169**
Limited Partnerships:			
Drive Capital Fund I, L.P.	Limited Liability Partnership	8,303,248	10,627,872
Drive Capital Fund II (TE), L.P.	Limited Liability Partnership	299,588	164,127
Total		**$ 8,602,836**	**$ 10,791,999**
Total Investments		**$ 763,476,475**	**$ 741,121,006**

Note: This schedule includes those assets required to be reported under ERISA Section 2520.103-11 and Form 5500 Schedule H, Line 4i.

(*) Information certified as to completeness and accuracy by Huntington National Bank.

(**) Indicates a party-in-interest investment.

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, 2016

(Amounts in dollars)

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of party involved	**Description of asset**	**Purchase price (**)**	**Selling price (**)**	**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						
Citigroup Global Markets Inc./ Salomon Brothers	U.S. Treasury N/ B 2.875%	$ 40,982,695	$ —	$ 40,982,695	$ 41,237,860	$ —

Note: This schedule includes those assets purchased and/or sold during the current year that are in excess of 5% of the fair market value of the Plan assets as required by ERISA Section 2520.103-6 and Form 5500 Schedule H, Line 4j.

(*) Columns (e) and (f) have been omitted as they were not applicable.

(**) Information certified as to completeness and accuracy by Huntington National Bank.

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

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 and restated effective January 1, 2015.
Status of the plan	The plan is frozen so there are no ongoing benefit accruals. Participants hired prior to January 1, 2010 earned accruals through December 31, 2013. 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 that occurred during the year	To the best of our knowledge, there were no significant events in 2016.
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.
• Employee contributions	None

Schedule SB, Part V — Summary of Plan Provisions

• 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.
• 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.
• Benefit	A monthly benefit payable for life of the Participant equal to (1) + (2) + (3) + (4) + (5) + (6) + (7) 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. No benefits will be earned in the plan after December 31, 2013.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement

- Eligibility

A Participant may retire early upon attainment of age 55 and ten (10) years of Service.

- 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 (a Participant must attain age 55 and have ten (10) years of service to do so), the same factors shown under the early retirement benefit above are used to determine the benefit.

Schedule SB, Part V — Summary of Plan Provisions

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.
• 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	• 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 60 day window for lump sum payment is offered to participants. After 60 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 RP-2000 projected to 2015 (70% female/30% male) for all other payment forms.

Schedule SB, Part V — Summary of Plan Provisions

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 2016, the limit is $210,000.
• Administration	Plan sponsor
• Funding medium	Trust

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through January 1, 2015, 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.

Schedule SB, Part V — Summary of Plan Provisions

- **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 2015 to 2016.

Effective January 1, 2016 participants have 60 days rather than 45 days to elect a one-time lump sum distribution. This change has no effect on the valuation.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service (plan freeze effective 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		1									1
25–29		20 94	61 156								81
30–34		50 156	305 209	69 374							424
35–39		59 203	333 266	184 477	49 609						625
40–44	1	38 334	305 319	135 565	109 854	18					606
45–49		46 359	312 332	119 688	133 950	71 1,464	24 1,367				705
50–54		51 387	357 385	136 819	129 952	62 1,436	55 2,141	24 1,760			814
55–59		38 428	328 362	132 627	115 986	53 1,303	36 1,825	60 2,484	27 2,088	1	790
60–64		20 396	195 350	86 784	64 1,178	36 1,582	20 1,879	14	19	8	462
65–69		6	63 357	13	16	9	7	5	2	1	122
70 & up			14		5	2			1	1	23
Total	1	329	2,273	874	620	251	142	103	49	11	4,653

* Includes rehire from non-vested terminated status

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, 2016 Funding Valuation

Discount rate sponsor elections

- Segment rates or full yield curve: Segment
- Look-back months: 0

	Stabilized	Nonstabilized
• First 5 years	4.43%	1.41%
• Next 15 years	5.91%	3.96%
• Over 20 years	6.65%	4.97%

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.

Other economic assumptions

- Salary increases: Not applicable
- Social Security taxable wage base increases: Not applicable
- Inflation: 2.20% per year
- Expected investment return: 6.50% per year for 2014, 6.00% per year for 2015, and 6.10% per year for 2016
- Expenses: $4,100,000 added to current year normal cost.

Demographic assumptions

- Withdrawal: Rates based on 2003 Society of Actuaries Turnover study plus 4%. 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 - 61	10%
62	15%
63 - 65	20%
66 - 70	35%
71 and above	100%

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

• Benefit commencement age for					
— Future vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.				
— Current vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.				
— Post-2009 disabled	63 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	
Form of payment	**Lump sum**	**Single life**	**100% J&S**	**50% J&S**	
• Active retirements/retirement-eligible disabled	75%	15%	10%	0%	
• Future vested deferred/not-retirement-eligible disabled	55%	22.5%	22.5%	0%	
• Future deaths	0%	0%	0%	100%	
• Current vested deferred	0%	50%	50%	0%	
• Pre-2010 disabled	0%	100%	0%	0%	
Unpredictable contingent event assumptions	Not applicable.				

Table of Sample Rates

Withdrawal Rate

Attained Age	Annual Percentage of Turnover
20	21.46%
30	16.19%
40	11.00%
50	9.63%
60	6.20%

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

Rationale for Economic Assumptions

- **Discount rate sponsor elections for funding –** Given the segment rate and look-back elections made by the plan sponsor, the stabilized and non-stabilized rates are prescribed by IRC Section 430 and relevant regulations.
- **417(e) lump sums for funding –** These are the IRC Section 430 prescribed rates and IRC 417(e) mortality tables. The valuation methodology is prescribed by the IRS.
- **Inflation –** Based on a long-term view of inflation using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook*.
- **Expected investment return for funding –** The expected investment return is based on the median (50^{th} percentile) simulated investment return using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook* 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.
- **Expenses –** Expenses are based on year-by-year experience for actual administrative expenses paid from plan assets. Adjustments are made for any known significant changes.

Rationale for Demographic Assumptions

- **Withdrawal –** Termination rates were developed based on an experience study undertaken in 2016 using data from 2011 through 2015. The tables used are based on the 2003 Society of Actuaries Turnover Study (plus 4%). The assumption will be reviewed annually for reasonability to ensure this table produces a reasonable approximation of the rates of termination expected to be experienced by the plan.
- **Disability incidence –** The disability incidence table is based on the Conference of Consulting Actuaries 1985 Pension Disability Study Class 1 rates multiplied by 60% because the plan's disability requirements are less stringent than Social Security Disability, which was the basis of the 1985 study.
- **Retirement age –** The retirement rates are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future retirement patterns and circumstances of the employer will not differ significantly from the period studied.
- **Benefit commencement age –** The benefit commencement ages are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future age at which benefit commencement occurs will not differ significantly from the period studied.
- **Spouse assumptions –** The assumption regarding percent married is based on the plan provision that allows a death benefit to all participants regardless of marital status. The assumption regarding spouse age difference at benefit commencement is based on the actuary's experience with many plans.
- **Forms of payment –** The assumptions regarding the form of payment are reviewed annually for experience. The current assumption is supported by actual experience of the plan using data since 2011.

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

- **Mortality for funding –** Given the mortality election made by the plan sponsor, the mortality rates are prescribed by IRC Section 430 and relevant regulations.

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 24 — Change in Actuarial Assumptions

- Interest rates and mortality rates (including lump sums) were updated from 2015 to 2016 in accordance with PPA.
- The expense component of normal cost increased from $1,830,000 to $4,100,000 to reflect our expectations for the current plan year.
- The expected investment return increased from 6.00% for 2015 to 6.10% for 2016 to reflect our expectations for the current plan year.
- Withdrawal and retirement rates were updated to reflect the experience study completed in 2016 and actual plan experience.
- Benefit commencement age was updated from age 59 to age 63 for both current and future deferred vested participants with 10 years of service, reflecting the experience study completed in 2016 and actual plan experience.
- Future deferred vested and not retirement-eligible disabled benefit election percentages were updated from 75% lump sum/15% single life/10% 100% J&S to 55% lump sum/22.5% single life/22.5% 100% J&S to reflect the experience study completed in 2016 and actual plan experience.

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2016			
2	Assets:			
	a Market value	2a		737,986,133
	b Actuarial value	2b		769,765,435
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		2,937	189,148,192	189,148,192
	b For terminated vested participants		4,700	148,161,757	148,161,757
	c For active participants		4,653	194,845,282	201,886,086
	d Total		12,290	532,155,231	539,196,035
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		6.21%
6	Target normal cost	6		4,100,000

Statement by Enrolled Actuary

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

SIGN HERE Rachel A. Battah RAB — Signature of actuary — 9/20/2017 — Date

RACHEL A. BATTAH — Type or print name of actuary — 1706672 — 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 [ ]

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)	87,713,487	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)	87,713,487	0
10	Interest on line 9 using prior year's actual return of -2.00%	-1,754,270	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		133,295,562
	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 6.38%		8,504,257
	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		141,799,819
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	85,959,217	0

Part III Funding Percentages

14	Funding target attainment percentage	14	126.81%
15	Adjusted funding target attainment percentage	15	142.76%
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	115.61%
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? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.43 %	5.91 %	6.65%	

b Applicable month (enter code)	21b	0
22 Weighted average retirement age	22	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

27 If the plan is 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	4,100,000
b Excess assets, if applicable, but not greater than line 31a	31b	4,100,000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (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 61.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10%	100,000	10,000	550,000
56	10%	90,000	9,000	504,000
57	10%	81,000	8,100	461,700
58	10%	72,900	7,290	422,820
59	10%	65,610	6,561	387,099
60	10%	59,049	5,905	354,294
61	10%	53,144	5,314	324,179
62	15%	47,830	7,174	444,816
63	20%	40,655	8,131	512,256
64	20%	32,524	6,505	416,310
65	20%	26,019	5,204	338,252
66	35%	20,815	7,285	480,838
67	35%	13,530	4,736	317,280
68	35%	8,795	3,078	209,310
69	35%	5,716	2,001	138,052
70	35%	3,716	1,300	91,034
71	100%	2,415	2,415	171,479
Total			100,000	6,123,719
Average				61.24

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

Actuarial Assumptions for January 1, 2016 Funding Valuation

Discount rate sponsor elections

• Segment rates or full yield curve	Segment	
• Look-back months	0	
	Stabilized	**Nonstabilized**
• First 5 years	4.43%	1.41%
• Next 15 years	5.91%	3.96%
• Over 20 years	6.65%	4.97%

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.

Other economic assumptions

• Salary increases	Not applicable
• Social Security taxable wage base increases	Not applicable
• Inflation	2.20% per year
• Expected investment return	6.50% per year for 2014, 6.00% per year for 2015, and 6.10% per year for 2016
• Expenses	$4,100,000 added to current year normal cost.

Demographic assumptions

• Withdrawal	Rates based on 2003 Society of Actuaries Turnover study plus 4%. 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 - 61	10%
62	15%
63 - 65	20%
66 - 70	35%
71 and above	100%

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

• Benefit commencement age for					
— Future vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.				
— Current vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.				
— Post-2009 disabled	63 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	
Form of payment	**Lump sum**	**Single life**	**100% J&S**	**50% J&S**	
• Active retirements/retirement-eligible disabled	75%	15%	10%	0%	
• Future vested deferred/not-retirement-eligible disabled	55%	22.5%	22.5%	0%	
• Future deaths	0%	0%	0%	100%	
• Current vested deferred	0%	50%	50%	0%	
• Pre-2010 disabled	0%	100%	0%	0%	
Unpredictable contingent event assumptions	Not applicable.				

Table of Sample Rates

Withdrawal Rate

Attained Age	Annual Percentage of Turnover
20	21.46%
30	16.19%
40	11.00%
50	9.63%
60	6.20%

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

Rationale for Economic Assumptions

- **Discount rate sponsor elections for funding** – Given the segment rate and look-back elections made by the plan sponsor, the stabilized and non-stabilized rates are prescribed by IRC Section 430 and relevant regulations.
- **417(e) lump sums for funding** – These are the IRC Section 430 prescribed rates and IRC 417(e) mortality tables. The valuation methodology is prescribed by the IRS.
- **Inflation** – Based on a long-term view of inflation using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook*.
- **Expected investment return for funding** – 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* 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.
- **Expenses** – Expenses are based on year-by-year experience for actual administrative expenses paid from plan assets. Adjustments are made for any known significant changes.

Rationale for Demographic Assumptions

- **Withdrawal** – Termination rates were developed based on an experience study undertaken in 2016 using data from 2011 through 2015. The tables used are based on the 2003 Society of Actuaries Turnover Study (plus 4%). The assumption will be reviewed annually for reasonability to ensure this table produces a reasonable approximation of the rates of termination expected to be experienced by the plan.
- **Disability incidence** – The disability incidence table is based on the Conference of Consulting Actuaries 1985 Pension Disability Study Class 1 rates multiplied by 60% because the plan's disability requirements are less stringent than Social Security Disability, which was the basis of the 1985 study.
- **Retirement age** – The retirement rates are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future retirement patterns and circumstances of the employer will not differ significantly from the period studied.
- **Benefit commencement age** – The benefit commencement ages are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future age at which benefit commencement occurs will not differ significantly from the period studied.
- **Spouse assumptions** – The assumption regarding percent married is based on the plan provision that allows a death benefit to all participants regardless of marital status. The assumption regarding spouse age difference at benefit commencement is based on the actuary's experience with many plans.
- **Forms of payment** – The assumptions regarding the form of payment are reviewed annually for experience. The current assumption is supported by actual experience of the plan using data since 2011.

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

- **Mortality for funding** – Given the mortality election made by the plan sponsor, the mortality rates are prescribed by IRC Section 430 and relevant regulations.

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

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 and restated effective January 1, 2015.
Status of the plan	The plan is frozen so there are no ongoing benefit accruals. Participants hired prior to January 1, 2010 earned accruals through December 31, 2013. 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 that occurred during the year	To the best of our knowledge, there were no significant events in 2016.
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.
• Employee contributions	None

Schedule SB, Part V — Summary of Plan Provisions

• 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.
• 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.
• Benefit	A monthly benefit payable for life of the Participant equal to (1) + (2) + (3) + (4) + (5) + (6) + (7) 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. No benefits will be earned in the plan after December 31, 2013.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement

- Eligibility

A Participant may retire early upon attainment of age 55 and ten (10) years of Service.

- 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 (a Participant must attain age 55 and have ten (10) years of service to do so), the same factors shown under the early retirement benefit above are used to determine the benefit.

Schedule SB, Part V — Summary of Plan Provisions

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.
• 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	• 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 60 day window for lump sum payment is offered to participants. After 60 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 RP-2000 projected to 2015 (70% female/30% male) for all other payment forms.

Schedule SB, Part V — Summary of Plan Provisions

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 2016, the limit is $210,000.
• Administration	Plan sponsor
• Funding medium	Trust

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through January 1, 2015, 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.

Schedule SB, Part V — Summary of Plan Provisions

- **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 2015 to 2016.

Effective January 1, 2016 participants have 60 days rather than 45 days to elect a one-time lump sum distribution. This change has no effect on the valuation.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest rates and mortality rates (including lump sums) were updated from 2015 to 2016 in accordance with PPA.
- The expense component of normal cost increased from $1,830,000 to $4,100,000 to reflect our expectations for the current plan year.
- The expected investment return increased from 6.00% for 2015 to 6.10% for 2016 to reflect our expectations for the current plan year.
- Withdrawal and retirement rates were updated to reflect the experience study completed in 2016 and actual plan experience.
- Benefit commencement age was updated from age 59 to age 63 for both current and future deferred vested participants with 10 years of service, reflecting the experience study completed in 2016 and actual plan experience.
- Future deferred vested and not retirement-eligible disabled benefit election percentages were updated from 75% lump sum/15% single life/10% 100% J&S to 55% lump sum/22.5% single life/22.5% 100% J&S to reflect the experience study completed in 2016 and actual plan experience.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service (plan freeze effective 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		1									1
25–29		20 94	61 156								81
30–34		50 156	305 209	69 374							424
35–39		59 203	333 266	184 477	49 609						625
40–44	1	38 334	305 319	135 565	109 854	18					606
45–49		46 359	312 332	119 688	133 950	71 1,464	24 1,367				705
50–54		51 387	357 385	136 819	129 952	62 1,436	55 2,141	24 1,760			814
55–59		38 428	328 362	132 627	115 986	53 1,303	36 1,825	60 2,484	27 2,088	1	790
60–64		20 396	195 350	86 784	64 1,178	36 1,582	20 1,879	14	19	8	462
65–69		6	63 357	13	16	9	7	5	2	1	122
70 & up			14		5	2			1	1	23
Total	1	329	2,273	874	620	251	142	103	49	11	4,653

* Includes rehire from non-vested terminated status

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, line 22 — Description of Weighted Average Retirement Age

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

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10%	100,000	10,000	550,000
56	10%	90,000	9,000	504,000
57	10%	81,000	8,100	461,700
58	10%	72,900	7,290	422,820
59	10%	65,610	6,561	387,099
60	10%	59,049	5,905	354,294
61	10%	53,144	5,314	324,179
62	15%	47,830	7,174	444,816
63	20%	40,655	8,131	512,256
64	20%	32,524	6,505	416,310
65	20%	26,019	5,204	338,252
66	35%	20,815	7,285	480,838
67	35%	13,530	4,736	317,280
68	35%	8,795	3,078	209,310
69	35%	5,716	2,001	138,052
70	35%	3,716	1,300	91,034
71	100%	2,415	2,415	171,479
Total			100,000	6,123,719
Average				61.24

HUNTINGTON BANCSHARES RETIREMENT PLAN
EIN: 31-0724920
Plan Number: 001
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost (*)	(e) Current value (*)
	Cash Equivalent Money Market Fund:			
	Federated Treasury Obligation Fund - Institutional Shares	Money Market Fund	$ 16,013,913	$ 16,013,913
	Total		**$ 16,013,913**	**$ 16,013,913**
	Mutual Funds:			
	iShares MSCI ACWI ETF	Mutual Fund	27,521,404	28,100,543
	Goldman Sachs High Yield Fund - Institutional	Mutual Fund	30,322,429	27,727,236
	DFA Emerging Markets Core Equity Portfolio	Mutual Fund	11,882,919	10,062,804
	Federated International Leaders Fund	Mutual Fund	61,800,000	54,951,982
	Fidelity Advisor Small Cap Value Fund - Class I	Mutual Fund	16,100,000	15,680,963
	Harbor International Fund	Mutual Fund	64,800,000	54,135,976
	Total		**$ 212,426,752**	**$ 190,659,504**
	Corporate Obligations:			
	Amphenol Corp.	Amphenol Corp. - 2.55% 01/30/2019 - 2018	1,243,484	1,249,820
	BP Capital	BP Capital Markets PLC 3.561% 11/01/2021	2,101,040	2,085,360
	Xstrata Plc.	Xstrata Finance Canada Series 144A Priv Placement 4.95% 11/15/2021	2,174,540	2,140,000
	Phillips 66	Phillips 66 - Series 144A Priv Placement 4.3% 04/01/2022	2,150,780	2,147,440
	Baltimore Gas & Electric	Baltimore Gas & Electric 2.8% 08/15/2022-2022	2,001,040	2,008,780
	Manitoba Province	Manitoba Province Cn 2.1% 09/06/2022	2,991,740	2,947,530
	British Columbia Province	British Columbia Province 2% 10/23/2022	2,985,000	2,935,860
	NetApp Inc.	NetApp Inc. 3.25% 12/15/2022-2022	2,003,220	1,980,900
	Whirlpool Corp.	Whirlpool Corp. 3.7% 03/01/2023	1,991,640	2,042,620
	Loews Corp.	Loews Corp. 2.625% 05/15/2023-2023	1,907,800	1,943,560
	Howard Hughes Medical Institute	Howard Hughes Medical Institute 3.5% 09/01/2023	1,994,180	2,085,440
	Starbucks Corp.	Starbucks Corp. 3.85% 10/01/2023-2023	1,521,030	1,600,455
	Union Pacific Corp.	Union Pacific Corp. Private Placement Series 144A 3.646% 02/15/2024	1,996,360	2,087,960
	Enbridge Inc.	Enbridge Inc. 3.5% 06/10/2024-2024	2,964,030	2,921,760
	Air Products & Chemicals	Air Products & Chemicals 3.35% 07/31/2024-2024	2,251,643	2,307,060
	QualComm Inc.	QualComm Inc. 3.45% 05/20/2025-2025	1,953,500	2,035,040
	Key Bank NA	Key Bank NA 3.3% 06/01/2025	1,955,140	1,996,820
	Rolls-Royce PLC	Rolls-Royce PLC Private Placement Series 144A 3.625% 10/14/2025-2025	2,034,900	2,001,760
	Schwab (Charles) Corp.	Schwab (Charles) Corp. 3.45% 02/13/2026-2025	2,043,520	2,017,700
	Quebec Province	Quebec Province CDA 7.5% 09/15/2029	1,521,620	1,397,758
	Dow Chemical	Dow Chemical 03/2005 554.25% 10/01/2034-2034	2,070,380	1,971,120
	Parker-Hannifin	Parker-Hannifin Series MTN 4.2% 11/21/2034-2034	1,904,882	1,829,058
	Macys Retail Holdings Inc.	Macys Retail Hldgs Inc. 4.5% 12/15/2034-2034	1,978,800	1,787,880
	Florida Power and Light	Florida Power and Light 4.95% 06/01/2035	2,381,740	2,281,760
	Sysco Corp.	Sysco Corp. DTD 09/22/05 5.375% 09/21/2035	3,988,025	3,474,081

Visa Inc.	Visa Inc. 4.15% 12/14/2035-2035	2,111,040	2,093,960
Canadian Natural Resources	Canadian Natural Resources 6.5% 02/15/2037	2,300,320	2,288,520
Eaton Corp.	Eaton Corp. 5.8% 03/15/2037	2,541,860	2,327,800
Honeywell International Inc.	Honeywell International Inc. 5.7% 03/15/2037	2,657,940	2,463,960
3M Co.	3M Co. Series MTN 5.7% 03/15/2037	3,778,131	3,496,851
Wal-Mart Stores Inc.	Wal-Mart Stores Inc. 6.5% 08/15/2037	2,826,420	2,710,420
General Electric Cap Corp.	General Electric Cap Corp. 5.875% 01/14/2038	3,654,116	3,851,102
Wachovia Bank	Wachovia Bank Series BKNT 6.6% 01/15/2038	4,116,310	3,816,150
Duke Energy Carolinas	Duke Energy Carolinas 6.05% 04/15/2038	1,968,615	1,892,025
Oracle Corp.	Oracle Corp. 6.5% 04/15/2038	4,267,410	3,919,770
Verizon Communications	Verizon Communications 6.9% 04/15/2038	2,080,290	1,857,960
JP Morgan Chase & Co., Corp.	JP Morgan Chase & Co. Corp. Bond 6.4% 05/15/2038	3,977,300	3,887,340
Conoco Phillips	Conoco Phillips 6.5% 02/01/2039	2,656,280	2,531,820
CISCO Systems	CISCO Systems 5.9% 02/15/2039	2,550,200	2,539,960
United Technology Corp.	United Technology Corp. 5.7% 04/15/2040	2,465,307	2,383,661
General Mills Inc.	General Mills Inc. 5.4% 06/15/2040	2,509,700	2,268,580
Apache Corp.	Apache Corp. 5.1% 09/01/2040-2040	2,383,080	2,092,360
Microsoft Corp.	Microsoft Corp. 4.5% 10/01/2040	2,334,920	2,125,180
Travelers Cos Inc.	Travelers Cos Inc. 5.35% 11/01/2040	2,187,700	2,355,900
Becton Dickinson	Becton Dickinson 5% 11/12/2040	1,748,947	1,532,563
Verizon Communications	Verizon Communications 6% 04/01/2041	1,969,275	1,722,870
Oklahoma Gas & Elec Co.	Oklahoma Gas & Elec Co. 5.25% 05/15/2041-2040	1,097,860	1,114,530
Caterpillar Inc.	Caterpillar Inc. 5.2% 05/27/2041	2,453,460	2,319,620
Burlington North Santa Fe	Burlington North Santa Fe 5.4% 06/01/2041-2040	2,379,940	2,360,740
Applied Materials Inc.	Applied Materials Inc. 5.85% 06/15/2041	3,707,010	3,590,820
Southwestern Pub Service Co.	Southwestern Pub Service Co. 4.5% 08/15/2041-2041	1,179,411	1,279,357
Norfolk Southern Corp.	Norfolk Southern Corp. 4.837% 10/01/2041	1,637,340	1,628,835
Lowes Companies Inc.	Lowes Companies Inc. 5.125% 11/15/2041	1,160,640	1,133,610
Gilead Sciences Inc.	Gilead Sciences Inc. 5.65% 12/01/2041-2041	2,500,180	2,311,660
John Sevier Comb Cycle	John Sevier Comb Cycle 4.626% 01/15/2042	3,280,534	2,978,866
BHP Billiton Fin USA LTD	BHP Billiton Fin USA LTD 4.125% 02/24/2042	2,132,720	1,967,280
Westar Energy Inc.	Westar Energy Inc. 4.125% 03/01/2042-2041	1,536,365	1,420,439
Corning Inc.	Corning Inc. 4.75% 03/15/2042	2,136,700	1,987,560
Mississippi Power Co.	Mississippi Power Co. Series 12-A 4.25% 03/15/2042	3,098,020	2,595,240
Berkshire Hathaway	Berkshire Hathaway Fin 4.4% 05/15/2042	2,131,000	2,105,500
United Technology Corp.	United Technology Corp. 4.5% 06/01/2042	2,063,540	2,140,800
Deere & Co.	Deere & Co. 3.9% 06/09/2042-2041	2,090,510	2,002,680
Anheuser-Busch Inbev	Anheuser-Busch Inbev Wor 3.75% 07/15/2042	1,524,900	1,349,085
Metlife Inc.	Metlife Inc. 4.125% 08/13/2042	3,013,110	2,952,510
PepsiCo	PepsiCo 3.6% 08/13/2042	1,930,860	1,864,560
Rio Tinto Fin USA LTD	Rio Tinto Fin USA LTD 4.125% 08/21/2042-2042	2,008,160	1,960,624
Shell International Finance	Shell International Finance 3.625% 08/21/2042	2,004,000	1,808,136
Illinois Tool Works Inc.	Illinois Tool Works Inc. 3.9% 09/01/2042-2042	3,011,610	2,997,960
Merck & Co. Inc.	Merck & Co. Inc. 3.6% 09/15/242-2042	2,045,320	1,880,780
Walgreen Co.	Walgreen Co. 4.4% 09/15/2042	2,024,400	1,930,860
Astrazeneca PLC	Astrazeneca PLC 4% 09/18/2042	3,068,820	2,842,800
United Health Group Inc.	United Health Group Inc. 3.95% 10/15/2042-2042	1,849,580	1,947,720
Intel Corp.	Intel Corp. 4.25% 12/15/2042	3,033,150	3,028,560
Sherwin-Williams Co.	Sherwin-Williams Co. 4% 12/15/2042-2042	2,035,920	1,818,600

	Wisconsin Electric Power Co.	Wisconsin Electric Power Co. 3.65% 12/15/2042-2042	1,999,260	1,883,460
	Precision Castparts Corp.	Precision Castparts Corp. 3.9% 01/15/2043-2042	2,036,700	1,972,820
	Wellpoint Inc.	Wellpoint Inc. 4.65% 01/15/2043	2,042,700	2,007,800
	Enterprise Products	Enterprise Products Oper 4.45% 02/15/2043	1,919,720	1,895,640
	St. Jude Medical Inc.	St. Jude Medical Inc. 4.75% 04/15/2043-2042	1,528,985	1,575,868
	McDonalds Corp.	McDonalds Corp. Series MTN 3.625% 05/01/2043	1,816,540	1,759,000
	Apple Inc.	Apple Inc. 3.85% 05/04/2043	1,968,820	1,912,480
	Allstate Corp.	Allstate Corp. 4.5% 06/15/2043	1,027,538	1,081,832
	South Carolina Elec & Gas Co.	South Carolina Elec & Gas Co. 4.6% 06/15/2043-2042	2,029,160	2,102,120
	Cummins Inc.	Cummins Inc. 4.875% 10/01/2043-2043	1,040,100	1,112,520
	Consolidated Edison Co.	Consolidated Edison Co. NY 4.45% 03/15/2044-2043	2,081,300	2,082,200
	Hasbro Inc.	Hasbro Inc. 5.1% 05/15/2044-2043	2,044,240	2,022,640
	Stryker Corp.	Stryker Corp. 4.375% 05/15/2044/2043	1,958,660	1,939,880
	Trans-Canada	Trans-Canada PL 5% 10/16/2043-2043	2,142,913	2,327,126
	Nationwide Financial Services	Nationwide Financial Services Private Placement Series 144A 5.3% 11/18/2044	2,049,820	2,082,700
	Home Depot Inc.	Home Depot Inc. 4.4% 03/15/2045-2044	1,147,170	1,065,700
	Smucker (J.M.) Co.	Smucker (J.M.) Co 4.375% 03/15/2045	1,951,700	1,984,400
	Grainger WW Inc.	Grainger WW Inc. 4.6% 06/15/2045-2044	2,282,940	2,141,280
	Blackstone Holdings	Blackstone Holdings Fina Private Placement Series 144A 4.45% 07/15/2045	1,984,490	1,827,420
	Visa Inc.	Visa Inc. 4.3% 12/14/2045-2045	2,083,000	2,111,020
	Boeing Co.	Boeing Co. 3.375% 06/15/2046-2045	1,801,100	1,821,400
	Nike Inc.	Nike Inc. 3.375% 11/01/2046-2046	1,794,780	1,806,040
	AT&T Inc.	AT&T Inc. 4.5% 03/09/2048-2047	3,964,489	3,538,569
	Total		**$ 218,026,380**	**$ 210,809,921**
	United States Government Securities:			
	U.S. Treasury	U.S. Treasury N/B 1.625% 11/15/2022	1,472,998	1,459,800
	U.S. Treasury	U.S. Treasury N/B 2% 02/15/2023	7,951,250	7,934,080
	U.S. Treasury	U.S. Treasury 2.25% 11/15/2024	2,507,227	2,484,675
	U.S. Treasury	U.S. Treasury 6.25% 05/15/2030	7,710,938	7,073,650
	U.S. Treasury	U.S. Treasury 5.375% 02/15/2031	21,741,797	19,978,200
	U.S. Treasury	U.S. Treasury N/B 4.5% 02/15/2036	20,457,227	18,979,650
	Federal Home Loan Bank	Federal Home Loan Bank 5.5% 07/15/2036	2,782,540	2,623,460
	U.S. Treasury	U.S. Treasury 4.75% 02/15/2037	14,292,383	13,015,200
	Tennessee Valley Authority	Tennessee Valley Authority 5.5% 06/15/2038	2,794,020	2,563,900
	U.S. Treasury	U.S. Treasury N/B 3% 05/15/2042	5,224,219	4,958,200
	U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2042	4,867,578	4,723,650
	Tennessee Valley Authority	Tennessee Valley Authority 3.5% 12/15/2042	1,949,880	1,954,440
	U.S. Treasury	U.S. Treasury N/B 3.125% 02/15/2043	4,749,063	5,066,200
	U.S. Treasury	U.S. Treasury N/B 3% 11/15/2045	7,355,273	6,905,360
	U.S. Treasury	U.S. Treasury N/B 3% 11/15/2045	5,519,883	5,424,815
	U.S. Treasury	U.S. Treasury N/B 2.5% 02/15/2046	18,556,445	16,883,210
	U.S. Treasury	U.S. Treasury N/B 2.875% 11/15/2046	40,982,695	41,515,210
	Total		**$ 170,915,416**	**$ 163,543,700**
	Preferred Stock:			
**	Huntington Bancshares Inc. Series D Preferred Stock	Preferred Stock	4,685,526	4,705,800
	Total		**$ 4,685,526**	**$ 4,705,800**
	Common Stock:			
	Alphabet Inc. Class A	Common Stock	3,994,015	3,883,005
	Amgen Inc.	Common Stock	3,239,620	3,026,547

Analog Devices Inc.	Common Stock	3,128,019	3,950,528
Applied Materials Inc.	Common Stock	3,178,435	3,967,597
Automatic Data Processing	Common Stock	3,368,969	4,018,697
Becton Dickinson	Common Stock	2,852,738	3,013,010
Berkshire Hathaway Inc. Class B	Common Stock	4,277,676	4,807,910
Blackrock Inc.	Common Stock	4,436,189	4,737,723
Broadcom Ltd.	Common Stock	3,651,098	3,888,940
Celgene Corp.	Common Stock	3,128,145	3,021,075
Church & Dwight Co., Inc.	Common Stock	3,440,626	3,636,837
Cisco Systems	Common Stock	3,701,243	3,979,974
Comcast Corp. Class A	Common Stock	2,486,698	2,672,235
Constellation Brands Inc. Class A	Common Stock	3,215,603	3,702,437
Crown Castle Intl Corp.	Common Stock	3,836,696	3,653,017
CVS Health Corp.	Common Stock	4,047,330	3,629,860
Dow Chemical	Common Stock	3,232,800	3,650,636
Facebook Inc. Class A	Common Stock	3,375,613	3,877,185
Fiserv Inc.	Common Stock	3,777,873	3,921,732
Honeywell International Inc.	Common Stock	3,882,752	4,263,280
Johnson & Johnson	Common Stock	2,820,279	3,018,502
JP Morgan Chase & Co.	Common Stock	3,715,672	4,858,127
Lockheed Martin Corporation	Common Stock	3,848,051	4,273,974
Lowes Companies Inc.	Common Stock	2,626,718	2,627,884
M & T Bank Corp.	Common Stock	4,489,678	4,896,259
Marriott International Inc. New Class A	Common Stock	2,124,470	2,670,564
Masco Corp.	Common Stock	4,024,597	4,161,192
Nextera Energy Inc.	Common Stock	3,953,362	4,091,505
Nike Inc. Class B	Common Stock	2,638,334	2,666,034
Pioneer Natural Resource	Common Stock	3,188,971	3,151,225
PNC Financial Services	Common Stock	3,491,812	4,678,400
Priceline Group Inc.	Common Stock	2,633,811	2,638,908
Schlumberger Ltd.	Common Stock	2,939,264	3,156,520
Stryker Corp.	Common Stock	2,881,910	3,031,193
T-Mobile US Inc.	Common Stock	2,527,490	3,709,395
Thermo Fisher Scientific Inc.	Common Stock	3,081,836	3,033,650
TJX Companies Inc.	Common Stock	2,419,624	2,659,602
Valero Energy Corp.	Common Stock	2,725,783	3,258,864
Visa Inc. Class A Shares	Common Stock	3,873,002	4,002,426
Walt Disney Co.	Common Stock	2,548,850	2,709,720
Total		**$ 132,805,652**	**$ 144,596,169**
Limited Partnerships:			
Drive Capital Fund I, L.P.	Limited Liability Partnership	8,303,248	10,627,872
Drive Capital Fund II (TE), L.P.	Limited Liability Partnership	299,588	164,127
Total		**$ 8,602,836**	**$ 10,791,999**
Total Investments		**$ 763,476,475**	**$ 741,121,006**

Note: This schedule includes those assets required to be reported under ERISA Section 2520.103-11 and Form 5500 Schedule H, Line 4i.

(*) Information certified as to completeness and accuracy by Huntington National Bank.

(**) Indicates a party-in-interest investment.

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, 2016

(Amounts in dollars)

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of party involved	**Description of asset**	**Purchase price (**)**	**Selling price (**)**	**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						
Citigroup Global Markets Inc./ Salomon Brothers	U.S. Treasury N/ B 2.875%	$ 40,982,695	$ —	$ 40,982,695	$ 41,237,860	$ —

Note: This schedule includes those assets purchased and/or sold during the current year that are in excess of 5% of the fair market value of the Plan assets as required by ERISA Section 2520.103-6 and Form 5500 Schedule H, Line 4j.

(*) Columns (e) and (f) have been omitted as they were not applicable.

(**) Information certified as to completeness and accuracy by Huntington National Bank.