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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 15, 2009

HUNTINGTON BANCSHARES  
INCORPORATED

(Exact name of registrant as specified in its charter)

**Maryland**

**1-34073**

**31-0724920**

(State or other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**Huntington Center  
41 South High Street  
Columbus, Ohio**

**43287**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(614) 480-8300**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

Huntington Bancshares Incorporated will be participating in the Barclays Capital Global Financial Services Conference on Wednesday, September 16, 2009 at the Hilton New York, New York City. Mr. Stephen D. Steinour, Chairman, President and CEO, Mr. Don Kimble, Senior Executive Vice President and CFO, and Mr. Tim Barber, Senior Vice President, Credit Risk Management, will discuss business and financial performance and strategies, and the presentation will include forward-looking statements.

The attached analyst handout includes slides that will be used in the presentation. Interested investors may also access the live audio presentation, with slides available for viewing, by visiting [www.huntington-ir.com](http://www.huntington-ir.com). A replay of the webcast will be archived in the investor relations section of Huntington's website at [www.huntington.com](http://www.huntington.com).

The analyst handout is attached as Exhibit 99.1 and is being furnished, not filed, under item 7.01 of this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is being furnished herewith:

Exhibit 99.1 — Barclays Capital Global Financial Services Conference analyst handout.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HUNTINGTON BANCSHARES INCORPORATED**

Date: September 15, 2009

By: /s/ Donald R. Kimble  
Donald R. Kimble,  
Sr. Executive Vice President and Chief Financial Officer

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Barclays Capital Global Financial Services Conference analyst handout.

# Barclays Financial Services Conference

New York City, New York

September 16, 2009



## Participants

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### **Steve Steinour**

- Chairman, President and Chief Executive Officer

### **Don Kimble**

- Senior Executive Vice President – Chief Financial Officer

### **Tim Barber**

- Senior Vice President – Credit Risk Management



## Discussion Topics

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- 1H09 Accomplishments
- Key Investor Issues
  - Credit quality outlook
  - Investment portfolio performance
  - Capital adequacy
  - Liquidity strength
  - Pre-tax, pre-provision expectations
  - TARP repayment
- Investor Takeaways



## 1H09 Accomplishments

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- Successfully restructured the Franklin Credit relationship
- Developed a deep understanding of loan portfolios
  - 1Q – Reviewed SFHB and CRE – retail portfolios
  - 2Q – Reviewed all “noncriticized” C&I and CRE loans
  - 2Q – Performed internal SCAP analysis to determine capital requirements
- Strengthened credit team
  - Hired Special Assets executive
  - Expanded Special Assets Department resources
  - Hired Commercial Real Estate executive
  - Hired Chief Risk Officer
- Strengthened loan portfolio management processes and increased review frequency
- Strengthened reserves





## 1H09 Accomplishments

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- Organized around business segments
- Changed incentive structures to emphasize growth in deposits
- Cut \$100 million in annual expenses
- Strengthened capital
- Strengthened liquidity
- Grew pre-tax, pre-provision earnings
- Initiated three-year strategic planning effort

## Key Investor Issues

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### Credit Quality Performance Outlook

- Economic environment is expected to remain weak for foreseeable future
- Credit metrics are expected to remain elevated
- SFHB (**\$1.2 B**) and CRE – Retail (**\$2.3 B**) are weakest commercial segments... combination of reserves and writedowns provide reasonable coverage



Balances as of 6/30/09

## CRE – Credit Quality Overview

### By Segment – 6/30/09

(\$MM)					Current Coverage		
	O/S	30+ PD Accruing	Class.	NAL's	ACL	Write- downs <sup>(1)</sup>	Total
CRE (Exc. SFHB & Retail)	\$5,483	1.30%	12.96%	5.41%	3.06%	1.85%	4.91%
SFHB	1,162	3.65	46.40	24.97	8.81	8.33	17.14
Retail	2,301	2.10	17.80	11.47	4.76	3.52	8.28
<b>Total CRE</b>	<b>\$8,946</b>	<b>1.81%</b>	<b>18.55%</b>	<b>9.51%</b>	<b>4.25%</b>	<b>3.12%</b>	<b>7.37%</b>

	Total Coverage	Current Coverage Sufficient for These Alternative Outcomes					
		PD	LGD	PD	LGD	PD	LGD
SFHB	17.14%	40%	43%	50%	34%	60%	29%
	\$199	\$465	\$199	\$581	\$199	\$697	\$199
Retail	8.28%	20%	41%	30%	28%	40%	21%
	\$191	\$460	\$191	\$690	\$191	\$920	\$191



(1) Writedowns represent prior charge-offs associated with loans in the portfolio as of 6/30/09

## Key Investor Issues

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### Credit Quality Performance Outlook

- Continue to believe our consumer loan portfolio performance will compare favorably to peers throughout this cycle
- 3Q09 expectations
  - LLP and NCOs comparable to 2Q09 levels
  - ACL as a percent of loans up from 2Q09 level as LLP exceeds NCOs
  - NPA additions remain elevated, reflecting impact of increased levels of identified discretionary NALs
  - Total commercial loan 30+ DPD percent little-changed from 2Q09 level
  - Automobile loans/leases, home equity loans/lines, and residential mortgage 30+ DPD percentages flat-to-down from 2Q09 levels
  - OREO writedowns continue

## Illustrative SCAP Analysis – Updated

(\$ B)	Outstandings 6/30/09	2-Yr. Cumulative Losses <sup>(1)</sup>			Implied Cumulative Losses		
		Low	Median	High	Low	Median	High
First lien mortgage loans	\$6.4	3.4%	6.3%	10.3%	\$0.2	\$0.4	\$0.7
Second / junior lien mortgages	6.1	6.3	10.4	13.7	0.4	0.6	0.8
Commercial & industrial	7.1	4.5	6.5	11.0	0.3	0.5	0.8
Commercial real estate	12.6	10.6	12.6	13.9	1.3	1.6	1.8
Other loans and leases	6.3	6.2	7.9	9.3	0.4	0.5	0.6
<b>Total loans and leases</b>	<b>\$38.5</b>	<b>8.3%</b>	<b>8.8%</b>	<b>10.5%</b>	<b>\$2.7</b>	<b>\$3.6</b>	<b>\$4.6</b>
Total loss rate					6.9%	<b>9.3%</b>	12.0%

### Peers 2 Yr. Cumulative Losses

SunTrust	<b>8.3%</b>
KeyCorp	<b>8.5</b>
BB & T	<b>8.6</b>
PNC Financial	<b>9.0</b>
Regions Financial	<b>9.1</b>
Fifth Third	<b>10.5</b>

Note: Loan balances based on regulatory financials. Excludes Franklin Credit.

(1) Loss ranges represent ranges from SCAP analysis relating to the following banks: BBT, FITB, KEY, PNC, RF and STI



## Illustrative SCAP Analysis – Updated

### 2-Year Cumulative Losses

(\$ MM)	2-Yr Cumulative Losses (7/09 – 6/11)			
	7%	8%	9%	10%
<b>Tier 1 Common equity – 6/30/09</b>	<b>\$3,091</b>	<b>\$3,091</b>	<b>\$3,091</b>	<b>\$3,091</b>
Pre-tax, pre-provision net revenue	852	852	852	852
Cumulative losses (after tax)	(1,754)	(2,004)	(2,255)	(2,506)
Preferred dividends	(202)	(202)	(202)	(202)
Disallowed deferred tax asset <sup>(1)</sup>	–	–	(106)	(266)
DEIP #3	150	150	150	150
<b>Tier 1 Common equity – 6/30/11</b>	<b>\$2,774</b>	<b>\$2,523</b>	<b>\$2,167</b>	<b>\$1,757</b>
<b>Tier 1 Common equity ratio – 6/30/11</b>	<b>6.1%</b>	<b>5.6%</b>	<b>4.8%</b>	<b>3.9%</b>
<b>Tier 1 Common surplus / (deficit)</b>	<b>\$956</b>	<b>\$705</b>	<b>\$349</b>	<b>\$(62)</b>
Tier 1 Common surplus / (deficit) – 5/20/09	\$853	\$564	\$129	\$(306)

### Critical Assumptions

- Reserve of \$502 MM, 1.23% of loans (average of 2003-2007)
- \$130 MM losses on securities portfolio
- Based on regulatory financial reporting



(1) Per 10% rule

## Key Investor Issues

### Investment Portfolio Performance

- Portfolio is growing reflecting liquidity build
- Investing primarily in AAA rated agencies
- Three areas of the investment portfolio have produced all of our OTTI with most of the mark recorded through OCI

June 30, 2009	Par Value	Book Value	Market Value	OCI
Alt-A mortgage-backed	\$421 MM	\$286 MM	\$274 MM	\$ (12) MM
Trust preferred	297	268	129	(139)
Prime CMOs	611	603	510	(93)
Total	\$1,330 MM	\$1,157 MM	\$913 MM	\$(244) MM

The primary difference between the Par Value and Book Value is the previously recognized impairment

- Any further impairment charges are limited to expected credit losses

## Key Investor Issues

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### Capital Adequacy

- On 5/20/09 we estimated the need to raise \$675 MM of capital to match the capital raise equivalent required by the 19 banks that underwent the formal SCAP analysis
- Through 6/30/09 we had raised \$585 MM
- 9/9/09 launched third Discretionary Equity Issuance Program targeted at raising up to \$150 MM of common equity



## Key Investor Issues

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### Liquidity Strength

- Liquidity has never been stronger
- For the first time in memory, deposits exceed loans

### Holding Company

- Over \$1 billion of cash
- \$30 million per quarter dividend requirements
- Next borrowing maturity not until 2013: \$50 million

### Bank Level

- Funding expected to be met primarily through core deposits
- Unused credit available
  - FHLB advances
  - Discount window capacity



## Key Investor Issues

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### Pre-tax, Pre-provision Driver Expectations

- Positives
  - Improving net interest margin... primarily deposit cost driven
  - Continued core deposit growth
  - Deposit service charges and other fee income growth
  - Continued emphasis on controlling expenses
- Challenges
  - Loan portfolio shrinkage; e.g., CRE
  - Mortgage banking origination volumes could decline
  - Pressure on credit-related costs; e.g., collections, OREO expenses, NPA carrying costs, etc.

## Key Investor Issues

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### TARP Repayment

- \$1.4 billion of TARP received in November 2008
- Expectation is to repay this before the 5-year anniversary
- Prudent to warehouse this capital until market and economic uncertainty lessens

## Investor Takeaways

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- Good progress on improving pre-tax, pre-provision performance
- Have an improved understanding of risks in our loan portfolios and continue to believe that challenges are manageable
- Consistent with our views at the beginning of the year, we continue to believe CRE represents the most significant risk and have been addressing this through aggressive portfolio management, resulting in higher NCOs and NPAs
- Adequate capital position
- Strong liquidity position
- Three-year strategic planning effort is well underway
  - Will define Huntington's long-term aspirations
  - Expected completion in fourth quarter 2009
  - Discovery phase is highlighting opportunities for improving long-term performance

## Basis of Presentation

### Use of non-GAAP financial measures

*This presentation contains GAAP financial measures and non-GAAP financial measures where management believes it to be helpful in understanding Huntington's results of operations or financial position. Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found in the current quarter earnings release, this presentation, in the Quarterly Financial Review supplement to the current quarter earnings release, or the Form 8-K related to the filed 7/23/09 earnings press release, which can be found on Huntington's website at [huntington-ir.com](http://huntington-ir.com)*

### Annualized data

*Certain returns, yields, performance ratios, or growth rates for a quarter are "annualized" in this presentation to represent an annual time period. This is done for analytical and decision-making purposes to better discern underlying performance trends when compared to full-year or year-over-year amounts. For example, loan growth rates are most often expressed in terms of an annual rate like 8%. As such, a 2% growth rate for a quarter would represent an annualized 8% growth rate.*

### Pre-tax, Pre-provision Income

*One non-GAAP performance metric that Management believes is useful in analyzing underlying performance trends, particularly in times of economic stress, is pre-tax, pre-provision income. This is the level of earnings adjusted to exclude the impact of:*

- provision expense, which is excluded because its absolute level is elevated and volatile in times of economic stress;*
- investment securities gains/losses, which are excluded because in times of economic stress securities market valuations may also become particularly volatile;*
- amortization of intangibles expense, which is excluded because return on tangible common equity is a key metric used by Management to gauge performance trends; and*
- certain items identified by Management (see Significant Items on slide 3) which Management believes may distort the company's underlying performance trends.*



## Basis of Presentation

### Significant Items

*From time to time, revenue, expenses, or taxes, are impacted by items judged by Management to be outside of ordinary banking activities and/or by items that, while they may be associated with ordinary banking activities, are so unusually large that their outsized impact is believed by Management at that time to be one-time or short-term in nature. We refer to such items as "significant items". Most often, these significant items result from factors originating outside the company; e.g., regulatory actions/assessments, windfall gains, changes in accounting principles, one-time tax assessments/refunds, etc. In other cases they may result from Management decisions associated with significant corporation actions out of the ordinary course of business; e.g., merger/restructuring charges, recapitalization actions, goodwill impairment, etc.*

*Even though certain revenue and expense items are naturally subject to more volatility than others due to changes in market and economic environment conditions, as a general rule volatility alone does not define a significant item. For example, changes in the provision for credit losses, gains/losses from investment activities, asset valuation writedowns, etc., reflect ordinary banking activities and are, therefore, typically excluded from consideration as a significant item.*

*Management believes the disclosure of "significant items" in current and prior period results aids analysts/investors in better understanding corporate performance and trends so that they can ascertain which of such items, if any, they may wish to include/exclude from their analysis of the company's performance; i.e., within the context of determining how that performance differed from their expectations, as well as how, if at all, to adjust their estimates of future performance accordingly. To this end, Management has adopted a practice of listing "Significant Items" in its external disclosure documents (e.g., earnings press releases, investor presentations, Forms 10-Q and 10 K).*

*"Significant Items" for any particular period are not intended to be a complete list of items that may materially impact current or future period performance. A number of factors could significantly impact these periods, including those described in Huntington's 2008 Annual Report on Form 10-K and other factors described from time to time in Huntington's other filings with the Securities and Exchange Commission.*



## Basis of Presentation

### Fully-taxable equivalent interest income and net interest margin

Income from tax-exempt earning assets is increased by an amount equivalent to the taxes that would have been paid if this income had been taxable at statutory rates. This adjustment puts all earning assets, most notably tax-exempt municipal securities and certain lease assets, on a common basis that facilitates comparison of results to results of competitors.

### Rounding

Please note that columns of data in the following slides may not add due to rounding.

### Earnings per share equivalent data

Significant income or expense items may be expressed on a per common share basis. This is done for analytical and decision-making purposes to better discern underlying trends in total corporate earnings per share performance excluding the impact of such items. Investors may also find this information helpful in their evaluation of the company's financial performance against published earnings per share consensus amounts, which typically exclude the impact of significant items. Earnings per share equivalents are usually calculated by applying a 35% effective tax rate to a pre-tax amount to derive an after-tax amount which is divided by the average shares outstanding during the respective reporting period. Occasionally, when the item involves special tax treatment, the after-tax amount is separately disclosed, with this then being the amount used to calculate the earnings per share equivalent.

### NM or nm

Percent changes of 100% or more are typically shown as "nm" or "not meaningful" unless required. Such large percent changes typically reflect the impact of unusual or particularly volatile items within the measured periods. Since the primary purpose of showing a percent change is for discerning underlying performance trends, such large percent changes are typically "not meaningful" for trend analysis purposes.

## Forward Looking Statements

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*This presentation contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties.*

*Actual results could differ materially from those contained or implied by such statements for a variety of factors including: (1) deterioration in the loan portfolio could be worse than expected due to a number of factors such as the underlying value of the collateral could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success and timing of other business strategies; (6) the nature, extent, and timing of governmental actions and reforms, including existing and potential future restrictions and limitations imposed in connection with the Troubled Asset Relief Program's voluntary Capital Purchase Plan or otherwise under the Emergency Economic Stabilization Act of 2008; and (7) extended disruption of vital infrastructure.*

*Additional factors that could cause results to differ materially from those described above can be found in Huntington's 2008 Annual Report on Form 10-K, and documents subsequently filed by Huntington with the Securities and Exchange Commission.*

*All forward-looking statements included in this presentation are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.*





# Appendix



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# 2009 Second Quarter Overview



## 2009 Second Quarter Highlights

- **\$125.1 million reported net loss or \$(0.40) EPS**
- **\$229.3 million pre-tax, pre-provision income <sup>(1)</sup>, up \$4.7 million, or 2%, linked-quarter**
  - 3.10% net interest margin, up 13 bps linked-quarter
  - 17% annualized linked-quarter growth in average total core deposits
  - 18% annualized linked-quarter decline in average total loans... reduced CRE exposure and impact of \$1.0 billion 1Q09 auto loan securitization
  - \$4.1 billion of loans originated or renewed... \$1.9 billion commercial, \$2.2 billion consumer
  - Mixed fee income performance
  - Well-controlled expenses
- **Significantly and efficiently strengthened capital position**
  - \$704.9 million of capital actions during the quarter
  - 1H09 issued 55% more shares, yet dilution to tangible book value was only 3%
  - 5.68% TCE ratio, up 103 bps linked-quarter
  - 6.80% Tier 1 common risk-based capital ratio, up 117 bps linked-quarter



(1) See *Basis of Presentation* for definition, as well as reconciliation on slide # 33

## 2009 Second Quarter Highlights (cont'd)

- **Strengthened liquidity position**

- \$1.3 billion increase in cash on the balance sheet and \$1.8 billion increase in unpledged investment securities since December 31, 2008
- \$8.0 billion borrowing capacity
- Improved loan-to-deposit ratio to 98% at June 30, down from 101% at March 31, 2009

- **Completed commercial portfolio review**

- Reviewed every "noncriticized" commercial relationship with an aggregate exposure > \$500,000
- 5,000+ accounts with \$13 billion or 58% of outstandings
- \$413.7 million provision expense, up \$121.9 million linked-quarter... \$79.3 million higher than net charge-offs
- 3.43% net charge-off ratio, up 9 bps linked-quarter
- 4.72% NAL ratio, up 79 bps linked-quarter
- 13% linked-quarter increase in NPAs
- 2.51% allowance for credit losses, up 27 bps linked-quarter

## Quarterly Performance Highlights

	2Q09	1Q09	4Q08	3Q08	2Q08
EPS	<b>\$(0.40)</b>	\$(6.79)	\$(1.20)	\$0.17	\$0.25
Pre-tax pre-provision income (\$MM) <sup>(1)</sup>	<b>\$229.3</b>	\$224.6	\$199.6	\$310.8	\$265.7
Net interest margin	<b>3.10%</b>	2.97%	3.18%	3.29%	3.29%
Efficiency ratio <sup>(2)</sup>	<b>51.0%</b>	60.5%	64.6%	50.3%	56.9%
Loan & lease growth <sup>(3)</sup>	<b>(18)%</b>	(6)%	4%	- %	7%
Core deposit growth <sup>(4)</sup>	<b>17%</b>	9%	3%	4%	(1)%
Net charge-off ratio	<b>3.43%</b>	3.34%	5.41%	0.82%	0.64%
Net charge-off ratio: non-Franklin <sup>(5)</sup>	<b>3.58%</b>	2.12%	1.36%	0.84%	0.65%
<b>Period End Ratios</b>					
NPA ratio	<b>5.18%</b>	4.46%	3.97%	1.64%	1.52%
ALLL/loans & leases	<b>2.38%</b>	2.12%	2.19%	1.75%	1.66%
ACL/loans & leases	<b>2.51%</b>	2.24%	2.30%	1.90%	1.80%
Tier 1 risk-based capital ratio	<b>11.86%</b>	11.16%	10.72%	8.80%	8.82%
Total risk-based capital ratio	<b>14.95%</b>	14.28%	13.91%	12.03%	12.05%
Tangible common equity/assets	<b>5.68%</b>	4.65%	4.04%	4.88%	4.81%
Tier 1 common risk-based capital ratio	<b>6.80%</b>	5.64%	5.05%	5.89%	5.81%

(1) See pre-tax pre-provision reconciliation slide

(2) Net income less expense for amortization of intangibles divided by average tangible shareholder equity (shareholder equity - intangible assets)

(3) Linked-quarter annualized average balance growth rate, impacted by loan sales

(4) Linked-quarter annualized average balance growth rates

(5) See non-Franklin credit metrics reconciliation



## Significant Items <sup>(1)</sup> Impacting Financial Performance Comparisons – Reconciliation

### 2009 – 2008 Quarterly

(in millions, except per share amounts)

	2Q09		1Q09	
	After-tax	EPS	After-tax	EPS
<b>Net income applicable to common - reported earnings</b>	<b>\$ (182,546)</b>	<b>\$ (0.40)</b>	<b>\$ (2,492,000)</b>	<b>\$ (6.79)</b>
<b>Significant items - favorable (unfavorable) impact:</b>	Earnings (1)	EPS	Earnings (1)	EPS
Goodwill impairment	(4,231)	(0.01)	(2,602,713)	(7.09)
Preferred stock conversion deemed dividend	-	(0.06)	-	(0.08)
Franklin relationship restructuring (after-tax)	-	-	159,895	0.44
Gain related to Visa <sup>®</sup> stock	31,362	0.04	-	-
Gain on the redemption of junior subordinated debt	67,409	0.10	-	-
FDIC special assessment	(23,555)	(0.03)	-	-

	4Q08		3Q08		2Q08		1Q08	
	After-tax	EPS	After-tax	EPS	After-tax	EPS	After-tax	EPS
<b>Net income applicable to common - reported earnings</b>	<b>\$ (440,447)</b>	<b>\$ (1.20)</b>	<b>\$ 62,972</b>	<b>\$ 0.17</b>	<b>\$ 90,201</b>	<b>\$ 0.25</b>	<b>\$ 127,068</b>	<b>\$ 0.35</b>
<b>Significant items - favorable (unfavorable) impact:</b>	Earnings (1)	EPS	Earnings (1)	EPS	Earnings (1)	EPS	Earnings (1)	EPS
Gain related to Visa / MasterCard <sup>®</sup> stock	-	-	-	-	-	-	25,087	0.04
Visa <sup>®</sup> anti-trust indemnification	4,560	0.01	-	-	-	-	12,435	0.02
Merger / restructuring costs	-	-	-	-	(14,552)	(0.03)	(7,278)	(0.01)
Visa <sup>®</sup> related deferred tax valuation allowance benefit (provision) (2)	(2,893)	(0.01)	(3,742)	(0.01)	3,435	0.01	11,092	0.03

N.M., not a meaningful value

N/A, not applicable

(1) Pre-tax unless otherwise noted

(2) After-tax



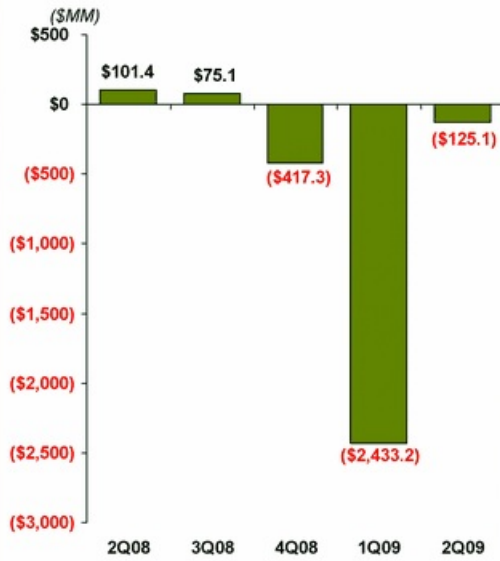
# Income Statement



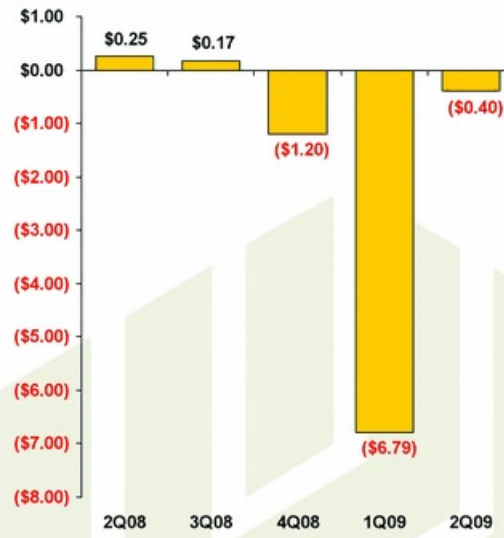


## Net Income and EPS Trends

### Net Income



### Earnings Per Share



## Quarterly Earnings

(\$MM)	2Q09	1Q09	2Q08	Change Better (Worse) vs.		
				1Q09 Amt.	2Q08 Amt. Pct.	
Net interest income	\$ 349.9	\$ 337.5	\$ 389.9	\$ 12.4	\$ (40.0)	(10) %
Provision	(413.7)	(291.8)	(120.8)	(121.9)	(292.9)	NM
Noninterest income	265.9	239.1	236.4	26.8	29.5	12
Noninterest expense	(340.0)	(2,969.8)	(377.8)	2,629.8	37.8	10
Pre-tax income/(loss)	(137.8)	(2,685.0)	127.7	2,547.2	(265.5)	NM
Net Income/(loss)	\$ (125.1)	\$ (2,433.2)	\$ 101.4	\$ 2,308.1	\$ (226.4)	NM
EPS	\$ (0.40)	\$ (6.79)	\$ 0.25	\$ 6.39	\$ (0.65)	NM %

NM - not meaningful



## Pre-tax, Pre-provision Income <sup>(1)</sup>

<i>(in millions)</i>	2009	
	Second Quarter	First Quarter
<b>(Loss) Income Before Income Taxes</b>	<b>\$ (137.8)</b>	<b>\$(2,685.0)</b>
Add: Provision for credit losses	413.7	291.8
Less: Securities gains (losses)	(7.3)	2.1
Add: Amortization of intangibles	17.1	17.1
Less: Significant <sup>(1)</sup> items		
Gain on the redemption of junior subordinated debt	67.4	-
Goodwill impairment	(4.2)	(2,602.7)
Gain related to Visa® stock	31.4	-
FDIC special assessment	(23.6)	-
Visa® anti-trust indemnification	-	-
Merger/restructuring costs	-	-
<b>Pre-tax, Pre-provision Income <sup>(1)</sup></b>	<b>\$ 229.3</b>	<b>\$ 224.6</b>
LQ Change - Amount	\$ 4.7	\$ 25.0
LQ Change - Percent	2.1%	12.5%

### \$4.7 MM Linked-Quarter Increase Reflected:

- Higher net interest income
- Higher service charges on deposits
- Lower occupancy expense
- Lower personnel expense
- Higher OREO costs
- Lower brokerage and insurance income
- All other

### Better/(Worse)

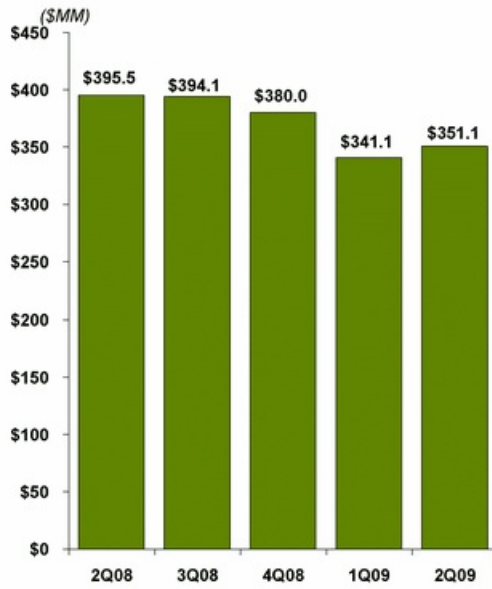
\$12.4 MM  
5.5  
4.8  
4.2  
(16.6)  
(7.9)  
2.3



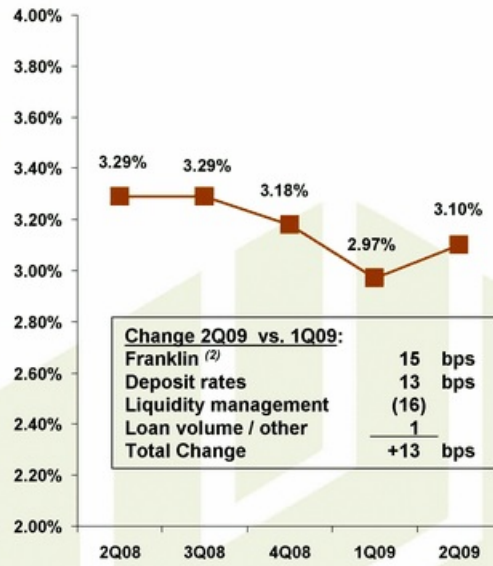
(1) See Basis of Presentation for definition

# Net Interest Income & Margin Trends <sup>(1)</sup>

## Net Interest Income (FTE)



## Net Interest Margin (FTE)



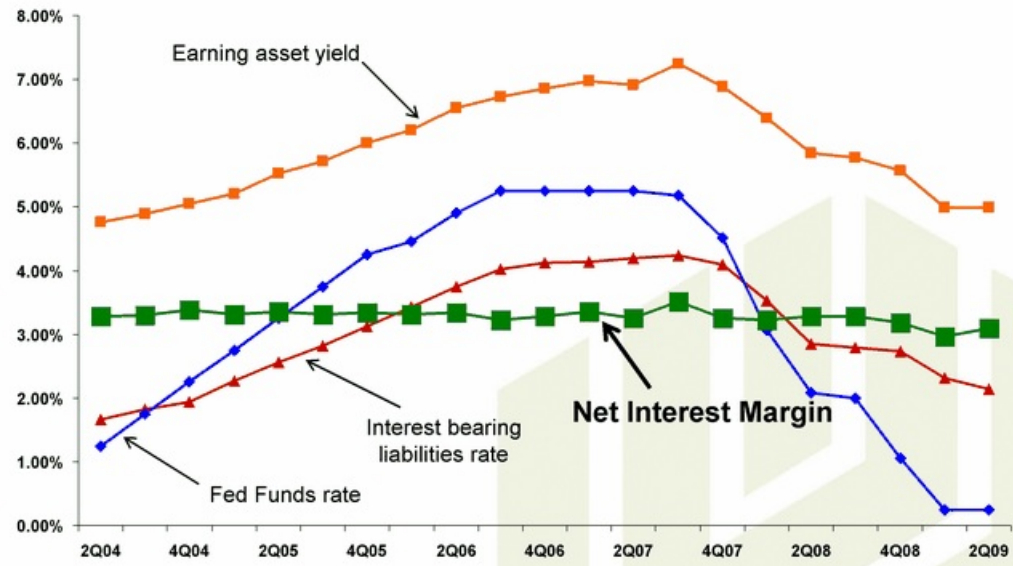
Change 2Q09 vs. 1Q09:	
Franklin <sup>(2)</sup>	15 bps
Deposit rates	13 bps
Liquidity management	(16)
Loan volume / other	1
<b>Total Change</b>	<b>+13 bps</b>



(1) Fully-taxable equivalent basis

(2) Nonaccretable discount on paid off loans and loans returned to accrual

## Net Interest Margin – Yields & Rate Trends



## Noninterest Income Trends

### Linked Quarter

<i>(in millions)</i>	Second Quarter 2009	First Quarter 2009	Change	
			Amount	%
<b>Noninterest Income</b>				
Service charges on deposit accounts	\$ 75.4	\$ 69.9	\$ 5.5	8 %
Brokerage and insurance income	32.1	39.9	(7.9)	(20)
Trust services	25.7	24.8	0.9	4
Electronic banking	24.5	22.5	2.0	9
Bank owned life insurance income	14.3	12.9	1.4	10
Automobile operating lease income	13.1	13.2	(0.1)	(1)
Mortgage banking income (loss)	30.8	35.4	(4.6)	(13)
Securities gains (losses)	(7.3)	2.1	(9.4)	NM
Other income	57.5	18.4	39.1	NM
<b>Total noninterest income</b>	<b>\$ 265.9</b>	<b>\$ 239.1</b>	<b>\$ 26.8</b>	<b>11 %</b>

## Mortgage Banking Income

(\$MM)	2Q09	1Q09	4Q08	3Q08	2Q08
Origination & secondary marketing	<b>\$31.8</b>	\$30.0	\$7.2	\$7.6	\$13.1
Servicing fees	<b>12.0</b>	11.8	11.7	11.8	11.2
Amortz. capitalized servicing	<b>(14.4)</b>	(12.3)	(6.5)	(6.2)	(7.0)
Other mortgage banking income	<b>5.4</b>	9.4	3.0	3.5	6.0
Sub-total	<b>34.8</b>	38.9	15.3	16.8	23.2
MSR recovery	<b>46.6</b>	(10.4)	(63.4)	(10.3)	39.0
Net trading gains (losses)	<b>(50.5)</b>	6.9	41.3	3.8	(49.7)
Total	<b>\$30.8</b>	\$35.4	\$(6.7)	\$10.3	\$12.5
Investor servicing portfolio <sup>(1)</sup> (\$B)	<b>\$16.2</b>	\$16.3	\$15.8	\$15.7	\$15.8
Weighted average coupon	<b>5.78%</b>	5.86%	5.95%	5.95%	5.94%
Originations (\$B)	<b>\$1.6</b>	\$1.6	\$0.7	\$0.7	\$1.1
Mortgage servicing rights <sup>(1)</sup>	<b>\$219.3</b>	\$167.8	\$167.4	\$230.4	\$240.0
MSR % of investor servicing portfolio <sup>(1)</sup>	<b>1.35%</b>	1.03%	1.06%	1.46%	1.52%

(1) End-of-period



## Expense Trends

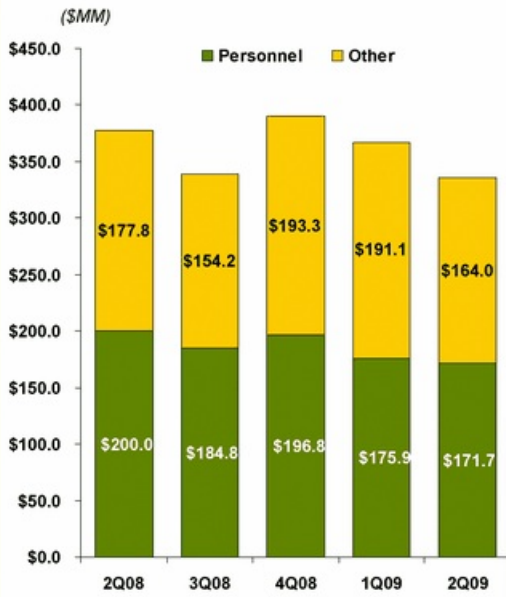
### Linked Quarter

<i>(in millions)</i>	Second Quarter 2009	First Quarter 2009	Change	
			Amount	%
<b>Noninterest Expense</b>				
Personnel costs	\$ 171.7	\$ 175.9	\$ (4.2)	(2) %
Outside data processing and other services	39.3	32.4	6.8	21
Net occupancy	24.4	29.2	(4.8)	(16)
Equipment	21.3	20.4	0.9	4
Amortization of intangibles	17.1	17.1	(0.0)	(0)
Professional services	18.8	18.3	0.5	3
Marketing	7.5	8.2	(0.7)	(9)
Automobile operating lease expense	11.4	10.9	0.5	4
Telecommunications	6.1	5.9	0.2	3
Printing and supplies	4.2	3.6	0.6	16
Goodwill impairment	4.2	2,602.7	(2,598.5)	NM
Other expense	14.0	45.1	(31.1)	(69)
<b>Total noninterest expense</b>	<b>\$ 340.0</b>	<b>\$ 2,969.8</b>	<b>\$ (2,629.8)</b>	<b>(89) %</b>

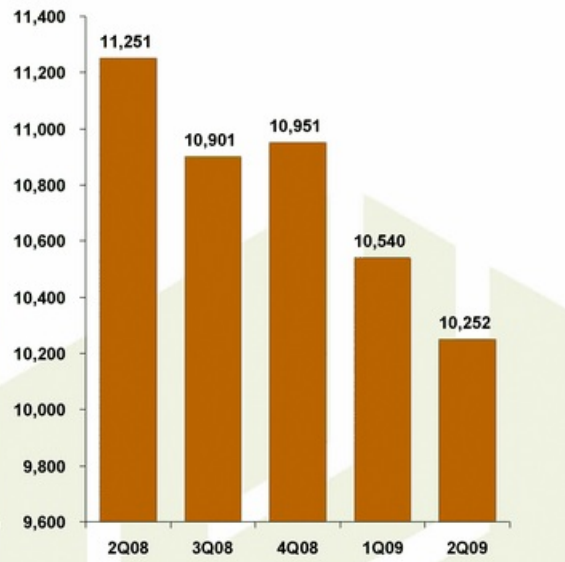


# Noninterest Expense Trends

## Noninterest Expense <sup>(1)</sup>



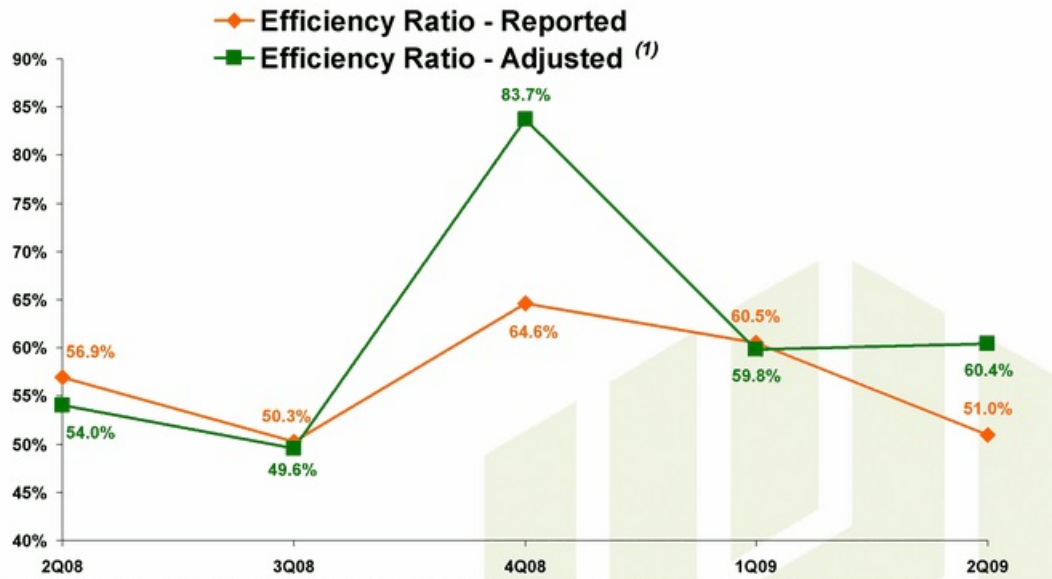
## Number of Employees (FTE)



(1) Excluding goodwill impairment in 1Q09 and 2Q09



## Efficiency Ratio Trends



(1) Reported revenue and expenses adjusted for automobile operating lease expense and other items affecting comparability including merger costs. See Operating Leverage & Efficiency Ratio Trend slide for a reconciliation between GAAP and adjusted revenue and expenses.

## Operating Leverage & Efficiency Ratio Trends

Efficiency Ratio and Operating Leverage Reconciliation					
(\$ MM)					
	2Q09	1Q09	4Q08	3Q08	2Q08
<b>Total revenue - FTE - reported</b>	<b>\$ 617,060</b>	<b>\$ 680,189</b>	<b>\$ 447,106</b>	<b>\$ 561,944</b>	<b>\$ 631,920</b>
Change % - YOY - reported	-2.4%	3.8%	-27.9%	-9.4%	62.7%
Change % - LQ - reported	6.4%	3.2%	-29.2%	-11.1%	2.2%
Auto operating lease expense	(11,400)	(10,931)	(10,483)	(9,093)	(7,200)
Securities (gains) losses - other	7,340	(2,067)	-	73,790	(2,073)
Adjustment items (1):					
Gain on sale of Visa® / MasterCard® stock	(31,362)	-	-	-	-
<b>Total revenue - FTE - adjusted</b>	<b>\$ 581,678</b>	<b>\$ 567,262</b>	<b>\$ 436,051</b>	<b>\$ 626,437</b>	<b>\$ 623,197</b>
Change % - YOY - adjusted	-6.7%	1.8%	-29.8%	0.9%	50.9%
Change % - LQ - adjusted	2.5%	-9.4%	-30.0%	0.5%	6.6%
<b>Total noninterest expense - reported</b>	<b>\$ 339,982</b>	<b>\$2,969,769</b>	<b>\$ 390,094</b>	<b>\$ 338,996</b>	<b>\$ 377,803</b>
Change % - YOY - reported	-10.0%	676.6%	1.2%	-12.1%	64.4%
Change % - LQ - reported	-88.6%	776.0%	3.3%	-10.3%	2.0%
Auto operating lease expense	(11,400)	(10,931)	(10,483)	(9,093)	(7,200)
Amortization of intangibles and goodwill impairment	(21,348)	(2,619,848)	(19,187)	(19,463)	(19,327)
Adjustment items (1):					
Gain on sale of junior subordinated debt	67,409	-	-	-	-
Merger-related integration costs	-	-	-	-	(14,552)
FDIC special assessment	(23,555)	-	-	-	-
Visa indemnification	-	-	4,560	-	-
<b>Total noninterest expense - adjusted</b>	<b>\$ 351,088</b>	<b>\$ 338,990</b>	<b>\$ 364,984</b>	<b>\$ 310,440</b>	<b>\$ 336,724</b>
Change % - YOY - adjusted	4.3%	-2.6%	9.6%	-6.8%	44.1%
Change % - LQ - adjusted	3.6%	9.2%	8.4%	-7.8%	-4.5%
Operating leverage - YOY - reported	7.7%	-571.8%	-29.1%	2.7%	-1.7%
Operating leverage - LQ - reported	94.9%	-772.8%	-32.5%	-0.8%	0.3%
Operating leverage - YOY - adjusted	-10.9%	4.4%	-39.4%	7.7%	6.9%
Operating leverage - LQ - adjusted	-1.0%	-18.6%	-38.4%	8.3%	11.1%
<b>Efficiency ratio - reported (2)</b>	<b>51.0%</b>	<b>60.5%</b>	<b>64.6%</b>	<b>50.3%</b>	<b>56.9%</b>
Efficiency ratio - adjusted (3)	60.4%	59.8%	83.7%	49.6%	54.0%

(1) Items viewed as not part of regular business activities; see Basis of Presentation in Earnings Press Release for a full discussion

(2) Nonint. exp. - amort. of intangibles / FTE revenue - securities gains (losses)

(3) Nonint. exp adj. / FTE revenue adj.

# Balance Sheet



## Balance Sheet – Assets

(in millions)	2009		2008		Change	
	June 30,	June 30,	December 31,	June 30,	June '09 vs. '08	Percent
<b>Assets</b>						
Cash and due from banks	\$ 2,093	\$ 807	\$ 1,160	\$ 933	80.4%	
Federal funds sold and securities purchased under resale agreements	—	38	198	(198)	-100.0%	
Interest bearing deposits in banks	383	293	314	69	22.1%	
Trading account securities	96	89	1,096	(1,000)	-91.3%	
Loans held for sale	559	390	365	194	53.1%	
Investment securities	5,935	4,384	4,788	1,146	23.9%	
Loans and leases:						
Commercial and industrial loans and leases	13,320	13,541	13,746	(426)	-3.1%	
Commercial real estate loans	8,946	10,098	9,701	(755)	-7.8%	
<b>Total Commercial</b>	<b>22,266</b>	<b>23,639</b>	<b>23,447</b>	<b>(1,181)</b>	<b>-5.0%</b>	
Automobile loans	2,855	3,901	3,759	(904)	-24.0%	
Automobile leases	383	563	835	(452)	-54.1%	
Home equity loans	7,631	7,556	7,410	221	3.0%	
Residential mortgage loans	4,646	4,761	4,901	(255)	-5.2%	
Other consumer loans	714	672	695	19	2.7%	
<b>Total Consumer</b>	<b>16,229</b>	<b>17,453</b>	<b>17,600</b>	<b>(1,371)</b>	<b>-7.8%</b>	
Loans and leases	38,495	41,092	41,047	(2,552)	-6.2%	
Allowance for loan and lease losses	(918)	(900)	(679)	(238)	35.1%	
<b>Net loans and leases</b>	<b>37,577</b>	<b>40,192</b>	<b>40,368</b>	<b>(2,791)</b>	<b>-6.9%</b>	
Bank owned life insurance	1,391	1,364	1,341	50	3.7%	
Premises and equipment	504	520	534	(30)	-5.6%	
Goodwill	448	3,055	3,057	(2,609)	-85.3%	
Other intangible assets	322	357	395	(73)	-18.4%	
Accrued income and other assets	2,089	2,864	1,718	372	21.6%	
<b>Total assets</b>	<b>\$ 51,397</b>	<b>\$ 54,353</b>	<b>\$ 55,334</b>	<b>\$ (3,937)</b>	<b>-7.1%</b>	

## Balance Sheet – Liabilities & Shareholders' Equity

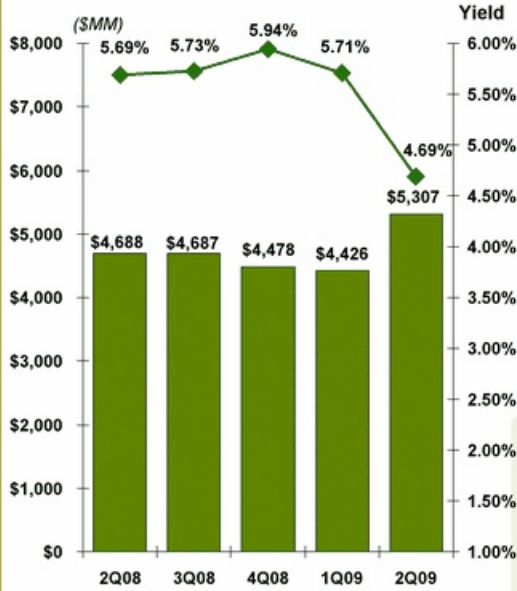
(in millions)	2009		2008		Change	
	June 30,	December 31,	June 30,	June '09 vs. '08	Amount	Percent
<b>Liabilities and shareholders' equity</b>						
<b>Liabilities</b>						
Deposits:						
Demand deposits - non-interest bearing	\$ 6,169	\$ 5,477	\$ 5,253	\$ 916	17.4%	
Demand deposits - interest bearing	4,842	4,083	4,074	768	18.9%	
Money market deposits	6,622	5,182	6,171	451	7.3%	
Savings and other domestic deposits	4,859	4,930	5,090	(231)	-4.5%	
Core certificates of deposit	12,197	12,856	11,389	808	7.1%	
Total core deposits	34,689	32,528	31,977	2,712	8.5%	
Other domestic deposits of \$250,000 or more	846	1,328	1,943	(1,097)	-56.5%	
Brokered deposits and negotiable CDs	3,229	3,355	3,101	128	4.1%	
Deposits in foreign offices	401	732	1,103	(702)	-63.6%	
Deposits	39,165	37,943	38,124	1,041	2.7%	
Short-term borrowings	862	1,309	2,313	(1,451)	-62.7%	
Federal Home Loan Bank advances	927	2,589	3,058	(2,131)	-69.7%	
Other long-term debt	2,508	2,332	2,608	(100)	-3.8%	
Subordinated notes	1,673	1,950	1,880	(207)	-11.0%	
Accrued expenses and other liabilities	1,042	1,001	967	75	7.7%	
<b>Total liabilities</b>	<b>46,177</b>	<b>47,124</b>	<b>48,951</b>	<b>(2,774)</b>	<b>-5.7%</b>	
<b>Shareholders' equity</b>						
Preferred stock	1,679	1,878	569	1,110	195.1%	
Common stock	6	4	4	2	55.2%	
Capital surplus	6,135	5,322	5,226	908	17.4%	
Less treasury shares, at cost	(12)	(16)	(15)	3	-19.7%	
Accumulated other comprehensive loss	(274)	(327)	(243)	(30)	12.5%	
Retained earnings	(2,313)	367	843	(3,156)	N.M.	
<b>Total shareholders' equity</b>	<b>5,221</b>	<b>7,229</b>	<b>6,383</b>	<b>(1,163)</b>	<b>-18.2%</b>	
<b>Total liabilities and shareholders' equity</b>	<b>\$ 51,397</b>	<b>\$ 54,353</b>	<b>\$ 55,334</b>	<b>\$ (3,937)</b>	<b>-7.1%</b>	

# Investment Securities

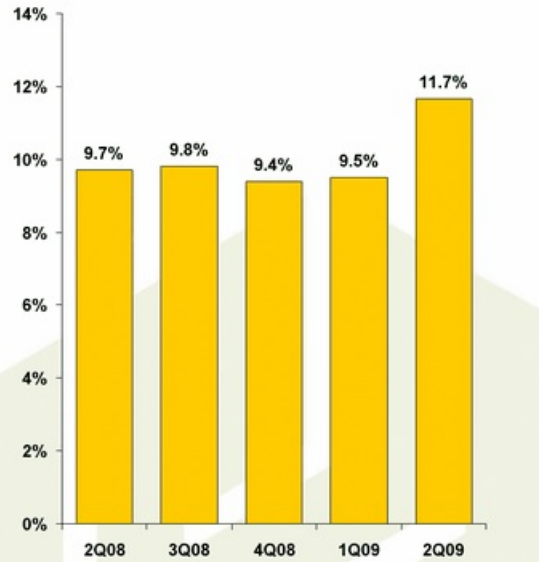


# Investment Securities

## Average Balances



## % of Average Earning Assets





## AFS Securities Overview – 6/30/09

(SMM)	Fair Value	Average Credit Rating of Fair Value Amount <sup>(2)</sup>					
		AAA	AA +/-	A +/-	BBB +/-	<BBB-	Not Rated
US Treasury	\$ 50	\$ 50	\$ --	\$ --	\$ --	\$ --	\$ --
Agency (Debt, P/T, & CMO's)	3,860	3,805	55	--	--	--	--
TLGP Debt	320	320	--	--	--	--	--
<b>Asset Backed</b>							
Alt-A mortgage-backed securities	274	21	26	16	16	195	--
Auto trust securities	134	--	41	45	48	--	--
Pooled-trust-preferred securities <sup>(1)</sup>	129	--	24	--	30	75	--
Private label CMO securities	510	66	29	68	97	251	--
Municipal securities	125	50	62	--	--	--	13
FHLB/FRB Stock	428	--	--	--	--	--	428
Other	104	--	--	--	--	--	104
<b>Total at June 30, 2009</b>	<b>\$ 5,935</b>	<b>\$ 4,313</b>	<b>\$ 237</b>	<b>\$ 128</b>	<b>\$ 190</b>	<b>\$ 521</b>	<b>\$ 545</b>

<sup>(1)</sup> Primarily trust preferred for banks/insurance companies

<sup>(2)</sup> Credit ratings reflect the lowest current rating assigned by a nationally recognized credit rating agency



## Investment Securities – Assessment <sup>(1)</sup>

	<u>Par Value</u>	<u>Book Value</u>	<u>Market Value</u>	<u>OCI</u>
<b>Alt-A mortgage backed</b>	<b>\$421 MM</b>	<b>\$286 MM</b>	<b>\$274 MM</b>	<b>\$(12) MM</b>
- Purchased 2006			% to Par Value	65%
- 20 securities – senior tranche				
- 10/1 ARMs or 15 / 30 year fixed; no option ARMs				
- Cash flow analysis performed monthly to test for OTTI with third-party validation				
<b>Trust preferred</b>	<b>297</b>	<b>268</b>	<b>129</b>	<b>(139)</b>
- Purchased 2003-2005		% to Par Value	43%	
- 16 pools with 480 separate issues				
- 87% = 1 <sup>st</sup> / 2 <sup>nd</sup> tier bank trust preferred securities with no REIT trust preferreds				
- Cash flow analysis performed quarterly to test for OTTI with third-party validation				
<b>Prime CMOs</b>	<b>611</b>	<b>603</b>	<b>510</b>	<b>(93)</b>
- Purchased 4Q03-4Q07		% to Par Value	83%	
- 32 securities				
- Cash flow analysis performed monthly to test for OTTI with quarterly third-party validation				
<b>Total</b>	<b>\$1,330 MM</b>	<b>\$1,157 MM</b>	<b>\$913 MM</b>	<b>\$(244) MM</b>

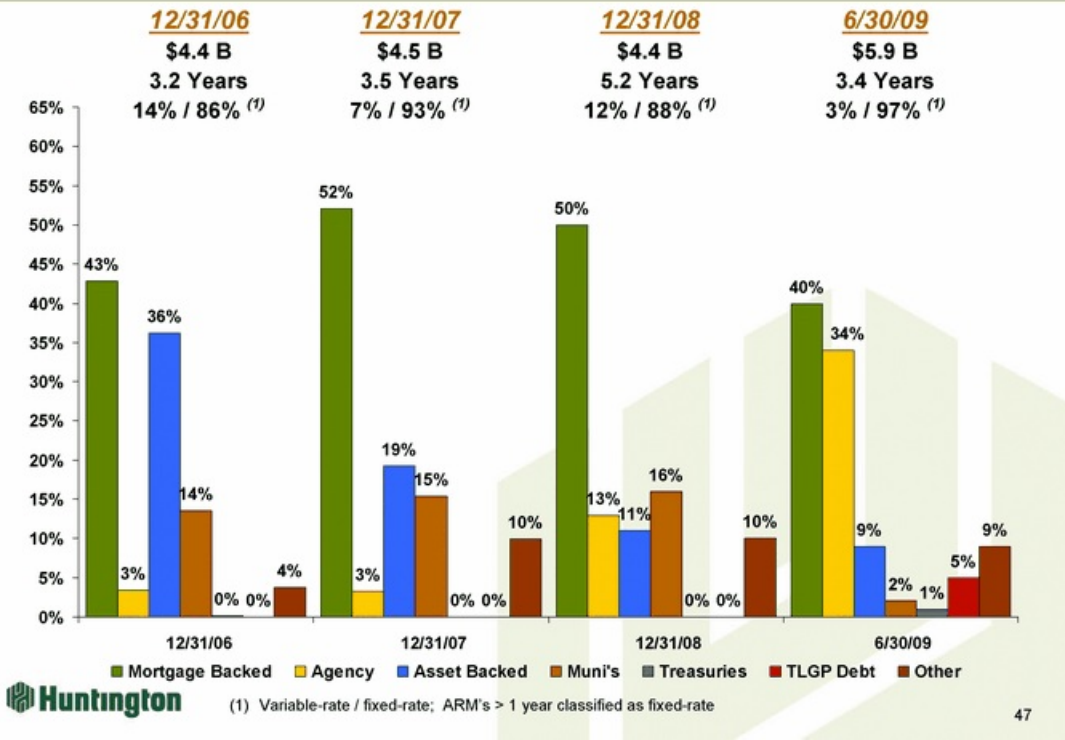
(1) 6/30/09

OCI – accumulated other comprehensive income; pre-tax

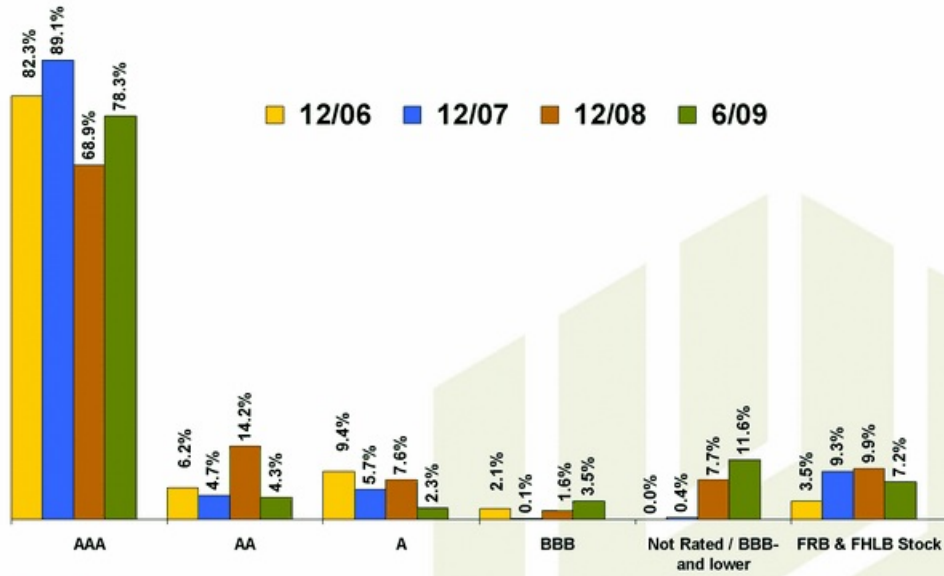
OTTI – other-than-temporary impairment



## Available for Sale Securities Mix



## Investment Securities – Credit Quality <sup>(1)</sup>



(1) Percent calculation excludes FRB/FHLB stock required to be held by regulation

# Loan Portfolio Overview



## Credit Exposure Composition

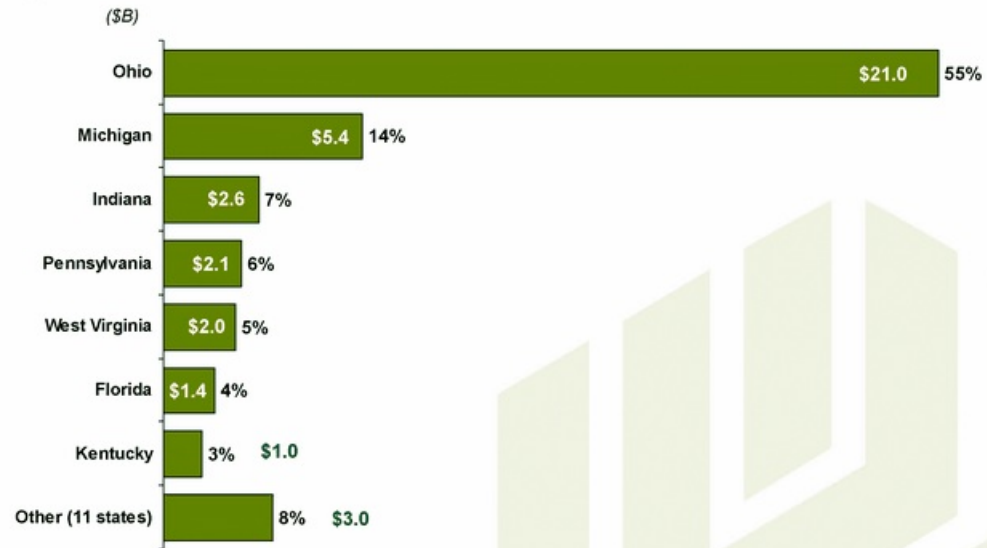
(\$MM)	6/30/09		12/31/08		12/31/07		12/31/06		12/31/05	
	Amt	Pct	Amt	Pct	Amt	Pct	Amt	Pct	Amt	Pct
Commercial & industrial	<b>\$13.3</b>	<b>34 %</b>	\$13.5	33 %	\$13.1	33 %	\$7.8	30 %	\$6.8	28 %
Commercial real estate	<b>8.9</b>	<b>23</b>	10.1	24	9.2	23	4.5	17	4.0	16
Total commercial	<b>22.3</b>	<b>58</b>	23.6	58	22.3	56	12.4	47	10.8	44
Auto loans	<b>2.9</b>	<b>7</b>	3.9	10	3.1	8	2.1	8	2.0	8
Auto direct fin. leases	<b>0.4</b>	<b>1</b>	0.6	1	1.2	3	1.8	7	2.3	9
Home equity	<b>7.6</b>	<b>20</b>	7.6	18	7.3	18	4.9	19	4.8	19
Residential real estate	<b>4.6</b>	<b>12</b>	4.8	12	5.4	14	4.5	17	4.2	17
Other consumer	<b>0.7</b>	<b>2</b>	0.7	2	0.7	2	0.4	2	0.4	1
Total consumer	<b>16.2</b>	<b>42</b>	17.5	42	17.7	44	13.8	53	13.6	55
Total loans & leases	<b>38.5</b>	<b>99</b>	41.1	100	40.1	100	26.2	100	24.5	99
Auto operating leases	<b>0.2</b>	<b>1</b>	0.2	--	0.1	-	--	-	0.2	1
Total credit exposure	<b>\$38.7</b>	<b>100 %</b>	\$41.3	100 %	\$40.1	100 %	\$26.2	100 %	\$24.7	100 %



# Credit Portfolio Overview

## EOP Outstandings – \$38.5 Billion <sup>(1)</sup>

### By State



(1) 6/30/09

## Total Loans – By Business Segment

**2Q09**

**Avg. Outstandings – \$39.0 Billion**

(\$B)	Retail & Business Banking	Commercial Banking	Commercial Real Estate	AFDS	PFG	Treasury / Other	Total
C&I	\$3.5	\$7.3	\$0.5	\$1.2	\$1.1	\$--	<b>\$13.5</b>
CRE	1.5	0.9	6.7	--	0.1	--	<b>9.2</b>
Total commercial	4.9	8.2	7.2	1.2	1.2	--	<b>22.7</b>
Automobile loans/leases	--	--	--	3.3	--	--	<b>3.3</b>
Home equity loans/lines	6.9	--	--	--	0.7	0.1	<b>7.6</b>
Residential mortgage	3.6	--	--	--	0.6	0.4	<b>4.7</b>
Other	0.5	--	--	0.2	--	--	<b>0.7</b>
Total consumer	10.9	0.1	--	3.5	1.3	0.5	<b>16.3</b>
<b>Total loans</b>	<b>\$15.9</b>	<b>\$8.2</b>	<b>\$7.2</b>	<b>\$4.7</b>	<b>\$2.5</b>	<b>\$0.5</b>	<b>\$39.0</b>





## Loan and Lease Trends

### Linked Quarter - Average

<i>(in billions)</i>	Second Quarter 2009	First Quarter 2009	Change	
			Amount	%
<b>Average Loans and Leases</b>				
Commercial and industrial	\$ 13.5	\$ 13.5	\$ (0.0)	(0) %
Commercial real estate	9.2	10.1	(0.9)	(9)
<b>Total commercial</b>	<b>\$ 22.7</b>	<b>\$ 23.7</b>	<b>\$ (0.9)</b>	<b>(4) %</b>
Automobile loans and leases	3.3	4.4	(1.1)	(24)
Home equity	7.6	7.6	0.1	1
Residential mortgage	4.7	4.6	0.0	1
Other consumer	0.7	0.7	0.0	4
<b>Total consumer</b>	<b>16.3</b>	<b>17.2</b>	<b>(0.9)</b>	<b>(5)</b>
<b>Total loans and leases</b>	<b>\$ 39.0</b>	<b>\$ 40.9</b>	<b>\$ (1.9)</b>	<b>(5) %</b>

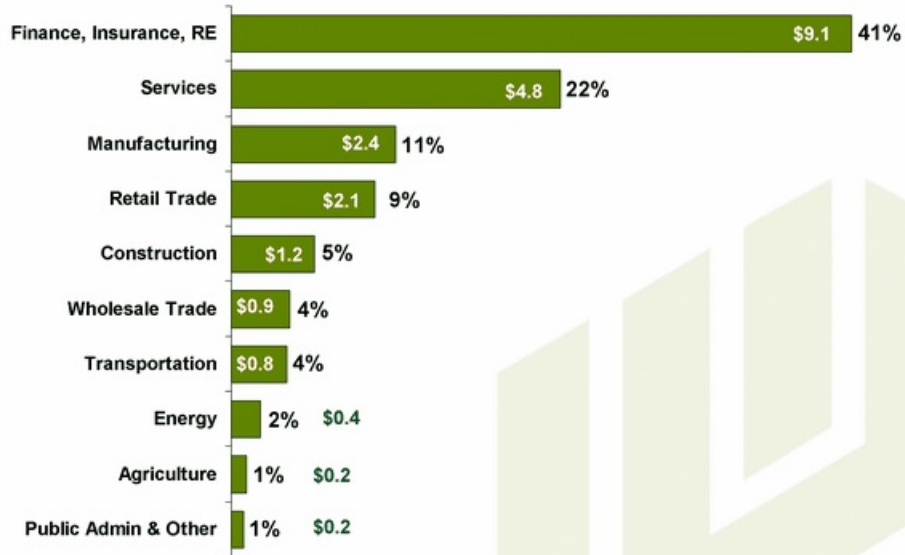
# Total Commercial Loans



# Total Commercial Loans

**EOP Outstandings – \$22.3 Billion <sup>(1)</sup>**

## ***By Industry Sector***

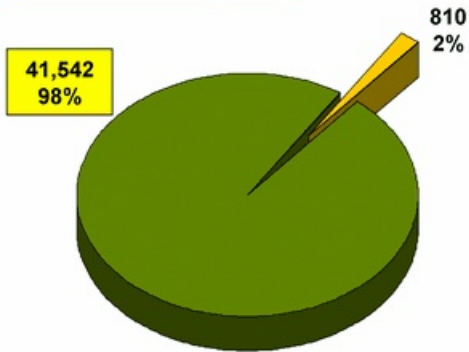


(1) 6/30/09

# Total Commercial Loans

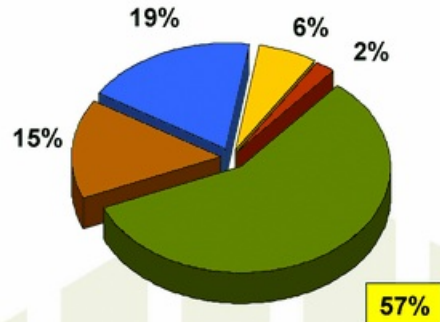
EOP Outstandings – \$22.3 Billion <sup>(1)</sup>

# of Loans by Size



<span style="color: green;">■</span> < \$5 MM	
<span style="color: yellow;">■</span> \$5+ MM	
\$5 MM - < \$10 MM	481
\$10 MM - < \$25 MM	275
\$25 MM - < \$50 MM	47
> \$50 MM	7
<b>Total</b>	<b>810</b>

Loans by Dollar Size <sup>(1)</sup>



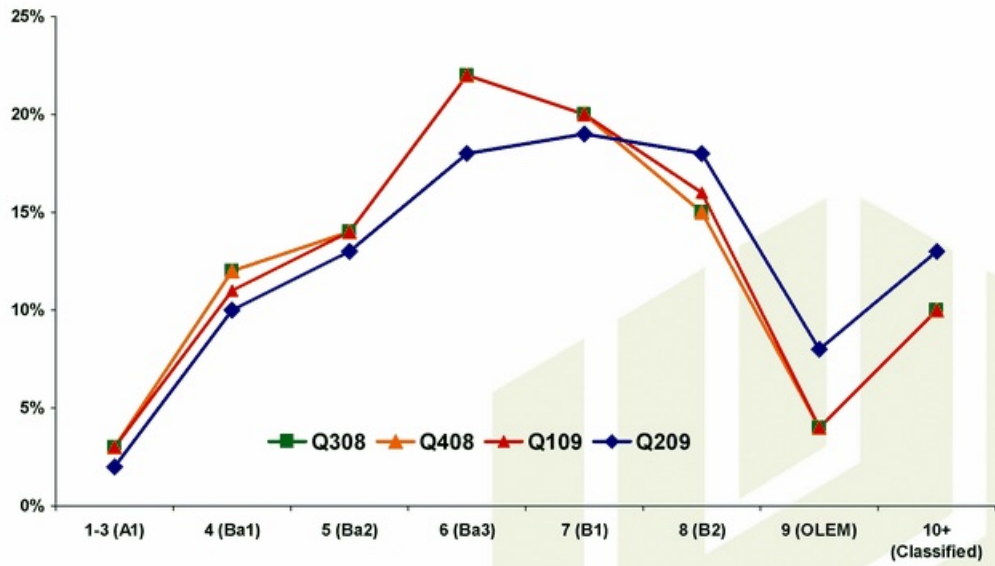
<span style="color: green;">■</span> < \$5 MM
<span style="color: brown;">■</span> \$5 MM - < \$10 MM
<span style="color: blue;">■</span> \$10 MM - < \$25 MM
<span style="color: yellow;">■</span> \$25 MM - < \$50 MM
<span style="color: red;">■</span> \$50 MM +



(1) 6/30/09

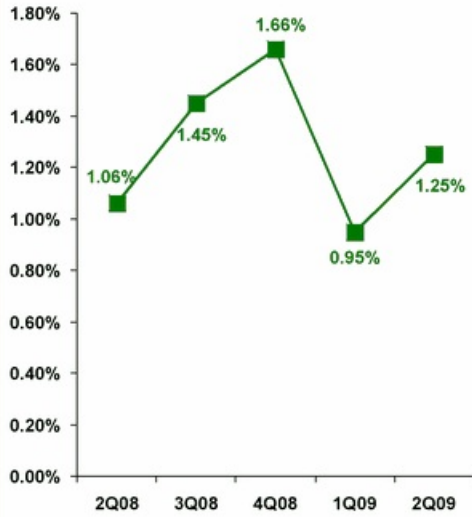
## Commercial Loans – Risk Grade Distribution by %

### PD Risk Grades (Moody's or Regulatory Definition)

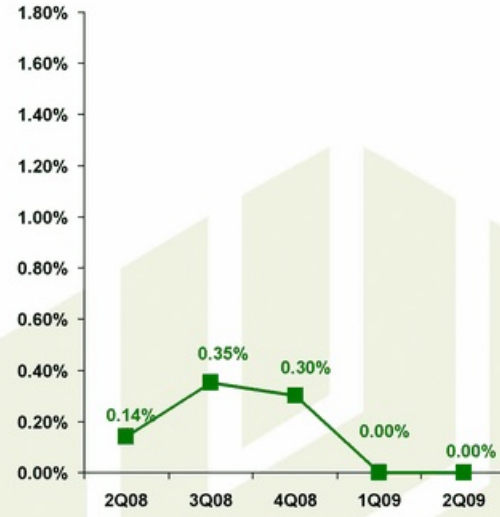


# Commercial Loan Delinquencies <sup>(1)</sup>

## 30+ Days



## 90+ Days



(1) Period end; delinquent but accruing as a % of related outstandings at EOP

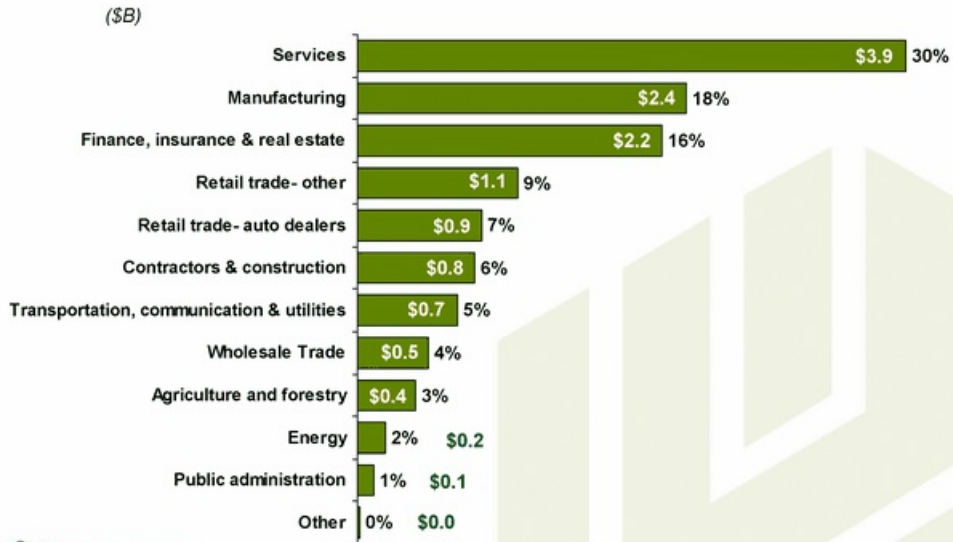
# Commercial and Industrial Loans (C&I)



## C & I – Portfolio Composition

**EOP Outstandings – \$13.3 Billion <sup>(1)</sup>**

### ***By Industry - % of Total C&I***



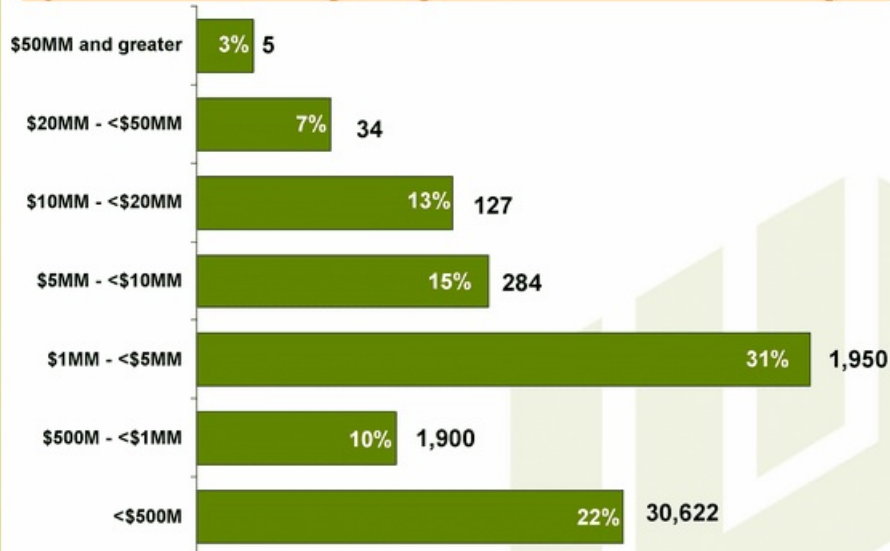
(1) 6/30/09



## C & I – Portfolio Composition

### EOP Outstandings – \$13.3 Billion <sup>(1)</sup>

#### *By Loan Outstanding Obligor Size & Number of Obligors*



## C&I – Change Analysis

### By Activity

	Total C&I
(\$MM)	
<b>March 31, 2009 balance</b>	<b>\$13,768</b>
New originations	148
Net pay-offs / takedowns	(479)
Charge-offs	(98)
Classification changes	(19)
<b>June 30, 2009 balance</b>	<b>\$13,320</b>

## C&I – Overview <sup>(1)</sup>

### EOP Outstandings – \$13.3 Billion <sup>(2)</sup>

- Diversified by sector and geographically within our Midwest footprint
- Granular
- 5 loans >\$50 million... 3% of portfolio
- 34 loans \$20-\$50 million... 7% of the portfolio
- Focus on middle market companies with \$10-\$100 MM in sales
- 2Q09 portfolio originations associated with new loans to existing customers

#### Credit Quality Trends

	<u>2Q09</u>	<u>1Q09</u>	<u>4Q08</u>	<u>3Q08</u>	<u>2Q08</u>
• 30+ days PD & accruing <sup>(3)</sup>	0.88%	0.67%	1.08%	0.90%	0.72%
• 90+ days PD & accruing <sup>(3)</sup>	--	--	0.08%	0.18%	0.07%
• NCOs <sup>(4)</sup>	2.91%	2.55%	1.58%	0.95%	0.40%
• NALs <sup>(3)</sup>	3.43%	2.89%	2.19%	1.28%	1.17%
• ACL <sup>(3)</sup>	2.86%	2.49%	2.44%	2.19%	2.10%
• Higher 2009 NCOs consistent with 2008 ACL build					

(1) 1Q09 and earlier excludes Franklin Credit

(2) 6/30/09

(3) End of period

(4) Annualized



## C & I – Credit Quality

### By Segment – 6/30/09

(\$MM)	O/S	30+ PD Accruing	Class.	NAL's	ACL
C & I (Excluding segments below)	\$12,105	0.75%	8.03%	3.16%	2.39%
Residential homebuilder related	491	0.90	19.88	4.78	4.34
Construction & contractors	496	1.71	12.62	5.27	3.98
Auto industry suppliers	228	3.19	32.96	11.00	7.30
<b>Total C &amp; I</b>	<b>\$13,320</b>	<b>0.88%</b>	<b>9.06%</b>	<b>3.43%</b>	<b>2.86%</b>



## C & I – Credit Quality

### By Industry – 2Q09 <sup>(1)</sup>

(\$ MM)	Net Charge-offs			Nonaccrual Loans	
	Amount	Pct. <sup>(2)</sup>	% of Total	Amount	Pct. <sup>(3)</sup>
Services	\$19.8	1.99%	20.1%	\$113.5	2.8%
Manufacturing	39.6	6.67	40.3	109.6	4.6
Finance, insurance & real estate	15.1	2.71	15.4	74.8	3.4
Retail trade-auto dealers	0.2	0.08	0.2	3.1	0.3
Retail trade-other	12.4	5.45	12.6	68.8	7.6
Contractors & construction	2.6	2.04	2.6	26.2	5.1
Transport., comm. & utilities	2.0	1.09	2.0	11.9	1.6
Wholesale trade	6.3	3.00	6.4	39.9	3.7
Agriculture & forestry	--	--	--	3.9	1.9
Energy	--	--	--	12.7	3.0
Public administration	0.3	0.80	0.3	1.6	1.0
Other	--	--	--	--	--
<b>Total</b>	<b>\$98.3</b>	<b>2.91%</b>	<b>100.0%</b>	<b>\$456.7</b>	<b>3.4%</b>



(1) Listed by portfolio size  
(2) Annualized  
(3) % of related outstandings

## C & I – Auto Industry <sup>(1)</sup>

### Outstandings <sup>(2)</sup>

<i>(\$MM)</i>	<u>2Q09</u>	<u>1Q09</u>	<u>4Q08</u>	<u>3Q08</u>	<u>2Q08</u>
<b><u>Suppliers</u></b>					
Domestic	\$ 196	\$ 209	\$ 182	\$ na	\$ na
Foreign	33	33	33	na	na
Total suppliers	228	242	215	216	237
<b><u>Dealers</u></b>					
Floorplan-domestic	444	549	553	na	na
Floorplan-foreign	339	395	408	na	na
Total floorplan	783	944	961	745	839
Other	354	347	346	352	339
Total dealers	1,138	1,290	1,306	1,097	1,178
<b>Total auto industry</b>	<b>\$1,366</b>	<b>\$1,533</b>	<b>\$1,521</b>	<b>\$1,323</b>	<b>\$1,414</b>

### NPLs

Suppliers	11.00 %	6.44 %	6.71 %	2.36 %	2.23 %
Dealers	0.10	0.56	--	--	--

### Net charge-offs <sup>(3)</sup>

Suppliers	4.19 %	5.78 %	-- %	1.94 %	-- %
Dealers	--	0.08	--	--	1.09

(1) End of period

(2) Companies with > 25% of their revenue from the auto industry

(3) Annualized



# Commercial Real Estate Loans (CRE)

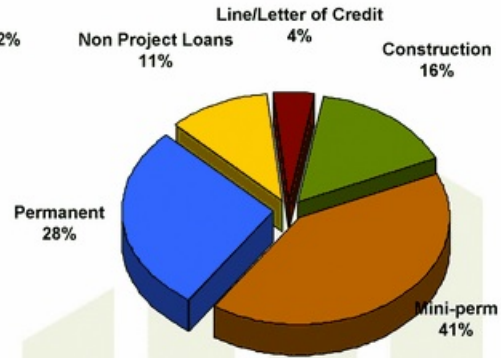
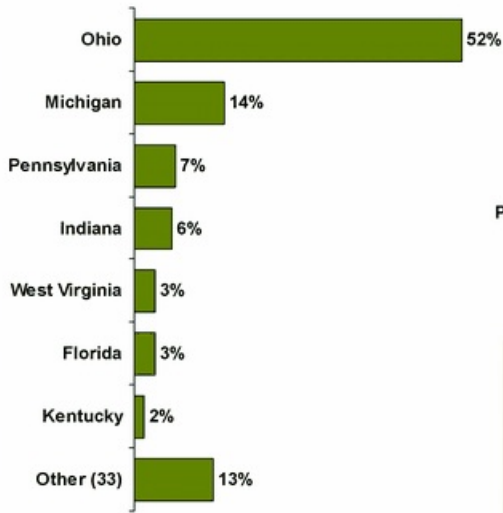


# CRE – Portfolio Composition

EOP Outstandings – \$8.9 Billion <sup>(1)</sup>

By Property Location

By Loan Type



(1) 6/30/09



## CRE – Portfolio Composition – 6/30/09

### By Property Type and Property Location

(\$MM)	OH	MI	PA	IN	WV	FL	KY	Other	Total	% Port.
Retail properties	\$921	\$265	\$161	\$217	\$48	\$86	\$1	\$592	\$2,301	25.7%
Multi family	836	142	103	76	79	7	40	130	1,413	15.8
Single family homebuilders	684	122	63	37	20	135	26	75	1,162	13.0
Office	588	204	114	55	62	21	28	68	1,140	12.7
Industrial & warehouse	516	235	30	82	20	41	14	125	1,063	11.9
Lines to R.E. companies	703	118	58	43	53	1	2	14	992	11.1
Hotel	143	86	24	21	10	--	--	67	351	3.9
Health care	174	67	19	--	4	--	--	32	296	3.3
Raw land & other land uses	79	30	11	13	6	7	9	20	175	2.0
Other	31	8	7	2	--	--	4	1	53	0.6
<b>Total</b>	<b>\$4,675</b>	<b>\$1,277</b>	<b>\$590</b>	<b>\$546</b>	<b>\$302</b>	<b>\$298</b>	<b>\$134</b>	<b>\$1,124</b>	<b>\$8,946</b>	<b>100.0%</b>
<b>% of CRE portfolio</b>	<b>52.3%</b>	<b>14.3%</b>	<b>6.6%</b>	<b>6.1%</b>	<b>3.4%</b>	<b>3.3%</b>	<b>1.5%</b>	<b>12.6%</b>	<b>100.0%</b>	
<b>NCOs - \$</b>	<b>\$82.7</b>	<b>\$31.1</b>	<b>--</b>	<b>\$2.8</b>	<b>\$1.2</b>	<b>\$29.9</b>	<b>\$2.9</b>	<b>\$22.0</b>	<b>\$172.6</b>	
<b>NCOs – Annualized %</b>	<b>6.86%</b>	<b>9.46%</b>	<b>0.13%</b>	<b>1.97%</b>	<b>1.56%</b>	<b>39.22%</b>	<b>8.63%</b>	<b>7.63%</b>	<b>7.51%</b>	
<b>NALs - \$</b>	<b>\$432.8</b>	<b>\$143.8</b>	<b>\$10.7</b>	<b>\$31.4</b>	<b>\$1.4</b>	<b>\$105.4</b>	<b>\$9.3</b>	<b>\$116.0</b>	<b>\$850.8</b>	
<b>NALs - %</b>	<b>9.26%</b>	<b>11.26%</b>	<b>1.81%</b>	<b>5.75%</b>	<b>0.46%</b>	<b>35.37%</b>	<b>6.94%</b>	<b>10.32%</b>	<b>9.51%</b>	



## CRE – Change Analysis

### By Activity

(\$MM)	SFHB	Retail	Other	Total CRE
<b>March 31, 2009 balance</b>	<b>\$1,240</b>	<b>\$2,368</b>	<b>\$5,653</b>	<b>\$9,261</b>
New originations	0	0	30	30
Net pay-offs / takedowns	(33)	(9)	(83)	(125)
Charge-offs	(52)	(54)	(67)	(173)
Classification changes	7	(4)	(50)	(47)
<b>June 30, 2009 balance</b>	<b>\$1,162</b>	<b>\$2,301</b>	<b>\$5,483</b>	<b>\$8,946</b>

### By Type

(\$MM)	Total CRE
<b>March 31, 2009 balance</b>	<b>\$9,261</b>
Single family homebuilder	(78)
Retail projects	(67)
Multi family	(57)
Office	(13)
Warehouse / industrial	(31)
Other	(69)
<b>June 30, 2009 balance</b>	<b>\$8,946</b>



## CRE – Overview

### EOP Outstandings – \$8.9 Billion <sup>(1)</sup>

- Granular portfolio with geographic and project diversification throughout our footprint
- Construction lending targeted to major metro markets
- Minimal new production – footprint projects to existing borrowers – no SFHB or Retail

### Single Family Homebuilder (\$1.2 Billion)

- Weakest segment
- Diversified geographically within our Midwest footprint

### CRE – Retail (\$2.3 billion)

- Loans originated with quality developers that have experience and financial capacity to support projects underwritten to appropriate standards regarding LTV, DSC, and equity requirements
- Enforced standard pre-leasing requirements for office and retail property types

### Credit Quality Trends

	<u>2Q09</u>	<u>1Q09</u>	<u>4Q08</u>	<u>3Q08</u>	<u>2Q08</u>
• 30+ days PD & accruing <sup>(2)</sup>	<b>1.81%</b>	1.36%	2.44%	2.22%	1.55%
• 90+ days PD & accruing <sup>(2)</sup>	--	--	0.59%	0.59%	0.25%
• NCOs – construction <sup>(3)</sup>	<b>6.45%</b>	5.05%	0.45%	0.68%	0.11%
• NCOs – nonconstruction <sup>(3)</sup>	<b>7.79%</b>	2.83%	1.77%	0.39%	0.77%
• NALs <sup>(2)</sup>	<b>9.51%</b>	6.80%	4.41%	3.02%	2.70%
• ACL <sup>(2)</sup>	<b>4.25%</b>	3.90%	3.30%	2.56%	2.32%
• Higher 2009 NCOs consistent with ACL build					



(1) 6/30/09 (2) End of period (3) Annualized

## CRE – Credit Quality

### By Property Type – 2Q09 <sup>(1)</sup>

(\$ MM)	Net Charge-offs			Nonaccrual Loans	
	Amount	Pct. <sup>(2)</sup>	% of Total	Amount	Pct. <sup>(3)</sup>
Retail properties	\$53.8	9.35%	31.2%	\$263.9	11.5%
Multi-family	17.4	4.72	10.1	104.5	7.4
Single family homebuilders	52.2	17.98	30.2	290.0	25.0
Office	6.5	2.19	3.8	53.3	4.7
Industrial & warehouse	14.0	5.04	8.1	76.0	7.1
Lines to real estate companies	24.1	9.28	14.0	29.9	3.0
Hotel	--	--	--	6.3	1.8
Healthcare	--	--	--	0.7	0.2
Raw land and other land uses	4.5	9.82	2.6	20.2	11.7
Other	--	--	--	6.0	11.4
<b>Total</b>	<b>\$172.6</b>	<b>7.51%</b>	<b>100.0%</b>	<b>\$850.8</b>	<b>9.5%</b>

(1) Listed by portfolio size  
(2) Annualized  
(3) % of related outstandings



## CRE – Single Family Homebuilders

### EOP Outstandings – \$1.2 Billion <sup>(1)</sup>

#### Portfolio Characteristics

- Granular portfolio – only 17 projects over \$10 million
- Geographic diversification
- Primary customers are middle market builders building 50-100 homes per year, limited production builder exposure
- Continuous monitoring
- Increased reserves based on increasing risks in the portfolio

(\$MM)	2Q09	1Q09 <sup>(2)</sup>	4Q08	3Q08	2Q08
Vertical construction <sup>(3)</sup>	<b>\$802</b>	\$847	\$1,096	\$1,103	\$1,135
Land under development <sup>(3)</sup>	<b>180</b>	198	236	267	278
Land held for development <sup>(3)</sup>	<b>180</b>	194	257	225	230
Total	<b>\$1,162</b>	\$1,240	\$1,589	\$1,596	\$1,645

(1) 6/30/09

(2) 1Q09 decline from 4Q08 reflected reclassification of certain loans to owner-occupied C&I

(3) End of period



## CRE – Single Family Homebuilder – Credit Quality

### EOP Outstandings – \$1.2 Billion <sup>(1)</sup>

#### Portfolio Performance

		2Q09	1Q09 <sup>(4)</sup>	4Q08	3Q08	2Q08
30+ days PD & accruing <sup>(2,3)</sup>	- \$	<b>\$263</b>	\$267	\$228	\$229	\$159
	- %	<b>22.6%</b>	21.5%	14.4%	14.4%	9.7%
Classified <sup>(2)</sup>	- \$	<b>\$539</b>	\$480	\$369	\$287	\$245
	- %	<b>46.4%</b>	38.7%	23.2%	18.0%	14.9%
NALs (included in Classified) <sup>(2)</sup>	- \$	<b>\$290</b>	\$289	\$200	\$144	\$118
	- %	<b>25.0%</b>	23.3%	12.6%	9.0%	7.2%
ACL <sup>(2)</sup>	- \$	<b>\$102</b>	\$108	\$102	\$76	\$70
	- %	<b>8.8%</b>	8.7%	6.4%	4.7%	4.3%
Net charge-offs	- \$	<b>\$52.2</b>	\$29.6	\$23.3	\$8.7	\$3.2
	(annualized) - %	<b>17.98%</b>	8.16%	5.86%	2.19%	0.78%

(1) 6/30/09

(2) End of period

(3) Includes NALs

(4) 1Q09 reflects reclassification of certain loans to owner-occupied C&I



## CRE – Retail

### EOP Outstanding – \$2.3 Billion <sup>(1)</sup>

#### Portfolio Characteristics

- Pre-leasing requirements with construction loans generate adequate NOI to cover interest expense at full funded project loan
- Intensive monitoring with loan rebalancing if new appraisals indicate LTV exceeds policy requirements

(\$MM)	<u>2Q09</u>	<u>1Q09</u>	<u>4Q08</u>	<u>3Q08</u>	<u>2Q08</u>
Community centers	<b>\$1,180</b>	1,222	na	na	na
Mixed / lifestyle	<b>262</b>	259	na	na	na
Regional centers	<b>191</b>	194	na	na	na
Credit / freestanding	<b>294</b>	304	na	na	na
Other	<b>374</b>	388	na	na	na
Retail exposure trends <sup>(2)</sup>	<b>\$2,301</b>	\$2,367	\$2,241	\$2,173	\$2,064



(1) 6/30/09  
(2) End of period

## CRE – Retail – Credit Quality

### EOP Outstandings – \$2.3 Billion <sup>(1)</sup>

#### Portfolio Performance

(\$MM)		2Q09	1Q09 <sup>(4)</sup>	4Q08	3Q08	2Q08
30+ days PD & accruing <sup>(2,3)</sup>	- \$	<b>\$217</b>	\$121	\$137	\$95	\$78
	- %	<b>9.4%</b>	5.1%	5.1%	3.6%	3.1%
Classified <sup>(2)</sup>	- \$	<b>\$410</b>	\$289	\$165	\$131	\$98
	- %	<b>17.8%</b>	12.2%	6.1%	4.9%	3.9%
NALs (included in Classified) <sup>(2)</sup>	- \$	<b>\$264</b>	\$103	\$95	\$56	\$55
	- %	<b>11.5%</b>	4.3%	3.5%	2.1%	2.2%
ACL <sup>(2)</sup>	- \$	<b>\$110</b>	\$108	\$59	\$53	\$46
	- %	<b>4.8%</b>	4.6%	2.2%	2.0%	1.8%
Net charge-offs	- \$	<b>\$53.8</b>	\$25.3	\$7.8	\$6.5	\$0.5
(annualized)	- %	<b>9.35%</b>	5.00%	1.16%	0.97%	0.08%

(1) 6/30/09

(2) End of period

(3) Includes NALs

(4) 1Q09 reflects reclassification of certain loans to owner-occupied C&I





# Total Consumer Loans and Leases

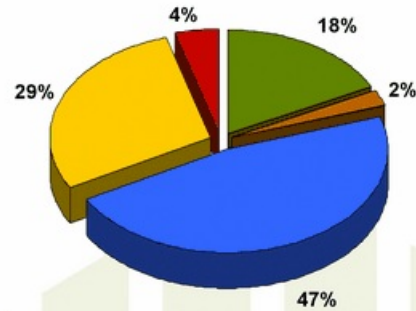


## Consumer Loans and Leases – 6/30/09

### By Type

<i>(\$MM)</i>	<u>Amt</u>	<u>Pct</u>	
Auto loans	\$2.9	18	%
Auto leases	0.4	2	
Home equity *	7.6	47	
Residential real estate	4.6	29	
Other consumer	<u>0.7</u>	<u>4</u>	
<b>Total consumer</b>	<b>\$16.2</b>	<b>100</b>	<b>%</b>

* Home equity lines	\$ 4.8
Home equity loans	2.8



- Auto loans
- Auto leases
- Home equity
- Residential mortgage
- Other consumer

## Credit Risk Management Objective

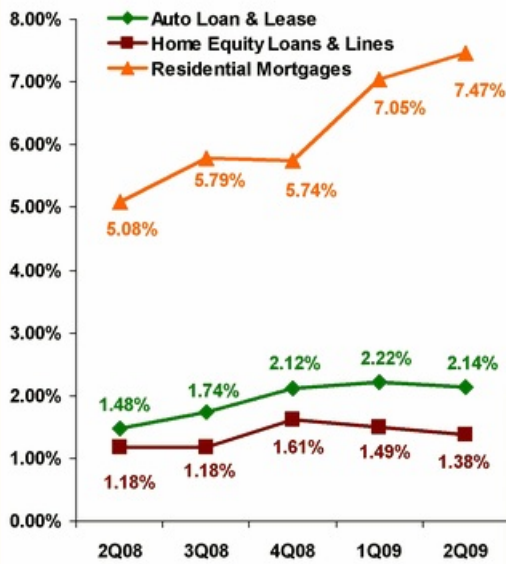
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### **Manage the Probability of Default**

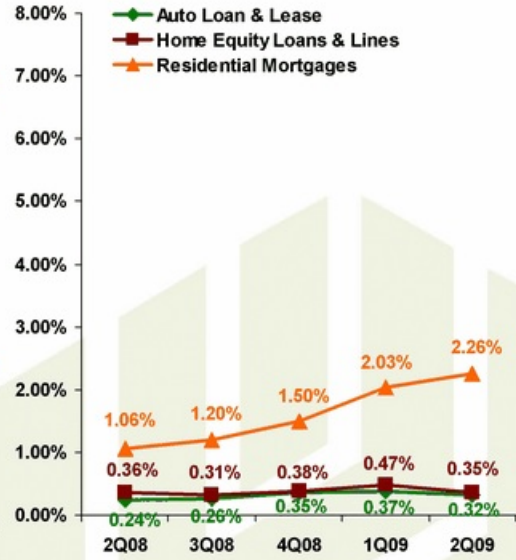
- 1. Footprint Portfolio...** markets we know and understand
- 2. Client Selection...** bias for high quality customers and relationship lending vs. third party originations
- 3. Disciplined Underwriting...** borrower ability to repay, collateral value, and stress testing when appropriate

# Consumer Loan Delinquencies <sup>(1)</sup>

## 30+ Days



## 90+ Days



(1) Period end; delinquent but accruing as a % of related outstandings at EOP; Excluding GNMA FAS 140 and Franklin (see slide in appendix for GAAP delinquencies)

# Automobile Loans & Leases



## Auto Lending – Credit Risk Management Strategies

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### Performance Drivers

- **Borrower quality** – as measured at origination by
  - FICO score – Super Prime with consistent increasing trend
  - FICO score distribution – consistent decline in <670 levels
  - Custom Score – utilized to further segment FICO eligible applications – continues to enhance predictive modeling
- **Loan to value** – Significantly reduced LTV across all origination segments
- **Geography** – Eliminated some under-performing national markets
- **Decision type** – Significantly reduced the level of underwriter overrule decisions
- **Used car values** – Stabilization in the Manheim Market Index in 2009

### Risk Recognition

- 80% of losses recognized in first 24 months on books
- Shape of cumulative loss curves has remained steady
- Loss trends are predictable



## Auto Loans / Leases – Overview

### EOP Outstandings – \$3.2 Billion <sup>(1)</sup>

- Consistency of strategy and commitment to dealers
- Focus on high service quality and high quality full dealer relationships
- Since 2001 focused on super-prime customers... >740 FICOs and >750 FICOs in 1H08
- Fully automated origination and booking system

### Credit Quality Trends

	<u>2Q09</u>	<u>1Q09</u> <sup>(2)</sup>	<u>4Q08</u>	<u>3Q08</u>	<u>2Q08</u>
• 30+ days PD & accruing <sup>(3)</sup>	<b>2.14%</b>	2.22%	2.12%	1.74%	1.48%
• 90+ day PD & accruing <sup>(3)</sup>	<b>0.32%</b>	0.37%	0.35%	0.26%	0.24%
• NCOs – loans <sup>(4)</sup>	<b>1.73%</b>	1.56%	1.53%	1.02%	0.94%
• NCOs – leases <sup>(4)</sup>	<b>2.11%</b>	2.39%	2.31%	1.84%	1.28%
• NALs <sup>(3)</sup>	--	--	--	--	--

- Credit quality continues to perform within expectations

- Lease portfolio is declining due to the strategic exit of the business in 4Q08; the declining portfolio balance creates a higher loss rate with more volatility

(1) 6/30/09

(2) Increase in 1Q09 was a function of the \$1 billion securitization

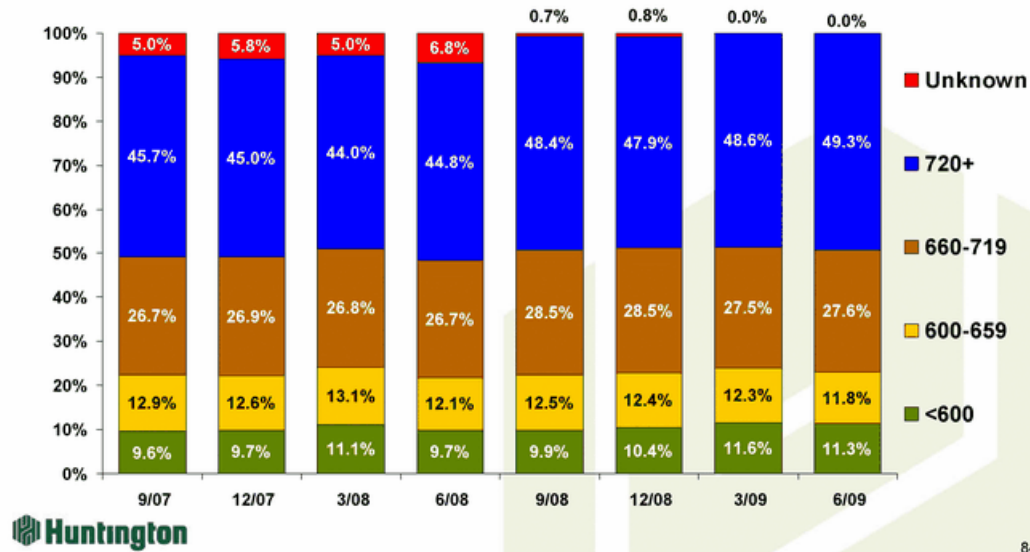
(3) End of period

(4) Annualized



## Auto Loans – Portfolio Composition by Rescored FICO

- Accounts with updated FICO scores <600 have remained constant over time, and showed a slight decline with the November 2008 re-score results
- The bulk of the portfolio losses in a 12-month period come from the <600 re-score segment





## Auto Loans & Leases – Production

(\$MM)	2Q09	1Q09	4Q08	3Q08	2Q08	1Q08	4Q07	3Q07
<b>Loans</b>								
Production	\$ 280	\$ 399	\$ 360	\$ 501	\$ 673	\$ 679	\$ 487	\$ 474
% new vehicles	21%	31%	41%	41%	44%	44%	44%	47%
Avg. LTV <sup>(1)</sup>	95%	93%	93%	96%	96%	93%	95%	98%
Avg. FICO <sup>(1)</sup>	759	756	751	751	752	752	745	743
<b>Leases <sup>(2)</sup></b>								
Production	\$ --	\$ --	\$ 24	\$ 44	\$ 74	\$ 68	\$ 77	\$ 82
% new vehicles	--	--	98%	98%	97%	98%	97%	95%
Avg. residual	--	--	43%	43%	43%	44%	44%	46%
Avg. LTV <sup>(1)</sup>	--	--	88%	96%	102%	102%	102%	95%
Avg. FICO <sup>(1)</sup>	--	--	769	770	765	764	761	759



(1) At origination  
 (2) Originated as operating leases since 10/1/07; previously originated as direct financing leases

## Auto Loans – Credit Quality Overview

	2Q09	1Q09	4Q08	3Q08	2Q08	1Q08	4Q07	3Q07
<b><u>Portfolio Performance</u></b>								
30+ days PD & accruing %	<b>2.06%</b>	2.20%	2.09%	1.68%	1.43%	1.45%	1.94%	1.55%
Year-to-Date NCO %	<b>1.63%</b>	1.56%	1.12%	0.98%	0.95%	0.97%	0.65%	0.53%
<b><u>Origination Quality</u></b>								
Average FICO	<b>759</b>	756	751	751	752	752	745	743
Average LTV	<b>95%</b>	93%	93%	96%	96%	93%	95%	98%
Expected cumulative loss	<b>0.92%</b>	1.00%	1.01%	1.19%	1.24%	1.26%	1.58%	1.66%
Originations (\$MM)	<b>\$280</b>	\$399	\$360	\$501	\$673	\$679	\$487	\$474
<b><u>Vintage Performance</u></b>								
6 month losses <sup>(1)</sup>			0.22%	0.21%	0.18%	0.12%	0.22%	0.23%
9 month losses <sup>(1)</sup>				0.44%	0.40%	0.38%	0.63%	0.63%
12 month losses <sup>(1)</sup>					0.73%	0.67%	0.99%	0.95%



(1) Annualized

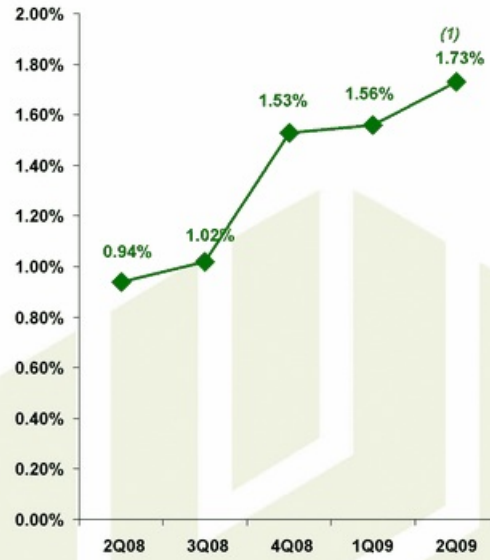
# Auto Loans

## Accruing Delinquency



L-Q %  
Change in \$  
(9)%

## Net Charge-offs

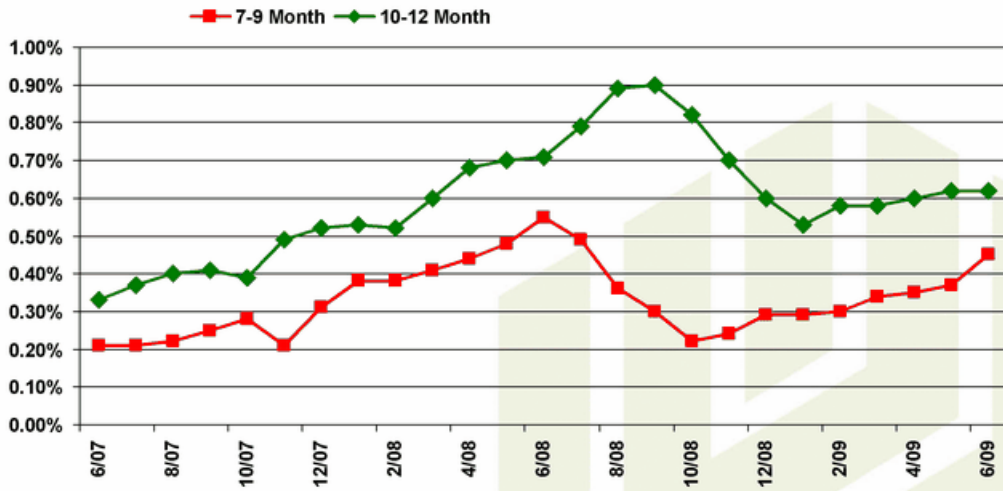


(1) 2Q09 reflects impact of \$1.0 B 1Q09 securitization



## Auto Loans – Loss Rate Trends

- Dramatic improvement in the early stage loss performance for the late 2007 and early 2008 vintages
- Losses peak in the 18-24 month range, and as 2008-2009 vintages make up a greater portion of the portfolio and reach their peak loss months, portfolio losses should decline



# Residential Real Estate Loans



## Residential Real Estate Trends

### Average Outstandings

<i>(\$MM)</i>	<b>2Q09</b>	1Q09	4Q08	3Q08	2Q08
Home equity loans / lines	<b>\$7,640</b>	\$7,577	\$7,523	\$7,453	\$7,365
Residential mortgage	<b>4,657</b>	4,611	4,737	4,812	5,178
<i>Interest only</i>	<b>625</b>	678	697	699	702
<i>Alt-A</i>	<b>410</b>	436	450	468	484
<b>Total</b>	<b>\$12,297</b>	\$12,188	\$12,260	\$12,265	\$12,543

## Residential Collateral Lending

### Origination Strategies

- Focused on the Huntington core markets
- Utilize the Huntington office network as the primary source
- Traditional product mix - very limited nontraditional mortgage exposure
  - **Never originated sub-prime loans... payment option ARM structures... or negative amortization loans**
- Policies and procedures designed to generate high quality borrowers
- Huntington maintains servicing on owned portfolios

### Benefits

- Clear understanding of market dynamics and economic impacts
- Direct contact with most of our borrowers
- Significant percentage of borrowers have another Huntington banking relationship
- Provided our customers with appropriate products for their circumstances
- The Interest-Only product is performing well
- Huntington has always been a cash flow lender, utilizing an interest rate stress on ARM loans and utilizing the debt/income ratio as a material portion of the underwriting process
- Our servicing capabilities allow for appropriate risk mitigation activities across our real estate secured portfolios



# Home Equity Loans and Lines





## Home Equity Loans / Lines – Credit Risk Management Strategies

### Performance Drivers

- **Lien Position** – 40%, or \$2.8 B, of the portfolio is secured by a 1<sup>st</sup> mortgage
- **Payments** – 70% of borrowers consistently make more than required payment
- **Borrower quality** – as measured at origination by
  - FICO score – consistent increasing trend
  - FICO score distribution – consistent decline in low score levels
  - Custom Score – utilized to further segment FICO eligible applications – continues to enhance predictive modeling
- **Utilization %** – Consistent with expectations, limited increase in utilization rate over 2008 based primarily on the low interest rate environment
- **Broker Channel** – Eliminated beginning in 2006 based on risk profile
- **Customer relationship orientation** – not one-off transactions
- **CLTV** – Continue to reduce the level of 90%+ financing
- **Geography** – Footprint lender with limited investor property exposure

### Risk Recognition

- Writedown to 80% of appraised value at 120 days past due
- Non-accrual balances represent the realizable value estimate in future periods



## Home Equity Loans / Lines – Overview

### EOP Outstandings – \$7.6 Billion <sup>(1)</sup>

- Focused on geographies within our Midwest footprint
- Focused on high quality borrowers... >730 FICOs
- Began exit of broker channel in 2005... <10% of outstandings today
- Conservative underwriting – manage the probability of default
- 70%+ of HELOC borrowers consistently make monthly principal payments
- High risk borrower actions
  - Updated collateral values
  - Increased proactive contact via servicing group
  - Capped lines

### Credit Quality Trends

	<u>2Q09</u>	<u>1Q09</u>	<u>4Q08</u>	<u>3Q08</u>	<u>2Q08</u>
• 30+ days PD & accruing <sup>(2)</sup>	<b>1.54%</b>	1.49%	1.61%	1.18%	1.18%
• 90+ day PD & accruing <sup>(2)</sup>	<b>0.46%</b>	0.47%	0.38%	0.31%	0.36%
• NCOs <sup>(3)</sup>	<b>1.29%</b>	0.93%	1.02%	0.85%	0.94%
• NALs <sup>(2)</sup>	<b>0.46%</b>	0.50%	0.33%	0.37%	0.39%
• Credit quality continues to perform within expectations					



(1) 6/30/09 ; includes Franklin loans beginning in 1Q09  
 (2) End of period  
 (3) Annualized

## Home Equity Loans / Lines – LTV, FICO, Originations

	2Q09	1Q09	4Q08	3Q08	2Q08
<b><u>Loans</u> <sup>(1)</sup></b>					
Ending balance (\$B)	\$2.8	\$3.0	\$3.1	\$3.2	\$3.3
Average LTV <sup>(2)</sup>	71%	71%	70%	70%	70%
Average FICO <sup>(3)</sup>	720	721	725	727	732
<b>Originations (\$MM)</b>					
Average LTV <sup>(4)</sup>	61%	59%	64%	65%	65%
Average FICO <sup>(4)</sup>	749	743	736	740	744
<b><u>Lines</u> <sup>(5)</sup></b>					
Ending balance (\$B)	\$4.8	\$4.7	\$4.4	\$4.3	\$4.1
Average LTV <sup>(2)</sup>	78%	78%	78%	78%	78%
Average FICO <sup>(3)</sup>	723	720	720	719	729
<b>Originations (\$MM)</b>					
Average LTV <sup>(4)</sup>	74%	75%	73%	73%	74%
Average FICO <sup>(4)</sup>	766	763	758	756	755

(1) Primarily fixed-rate

(2) Weighted average LTVs are cumulative LTVs reflecting the balance of any senior loans

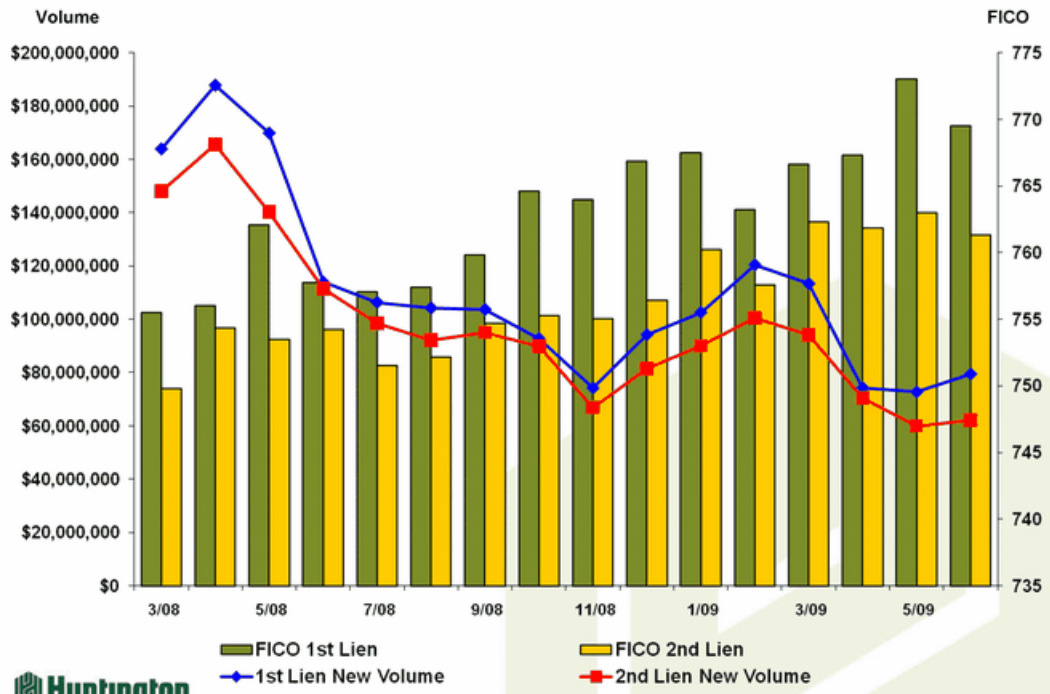
(3) Weighted average FICOs reflect currently updated customer credit scores

(4) Weighted average at origination

(5) Primarily variable-rate



# Home Equity Loans & Lines – Originations



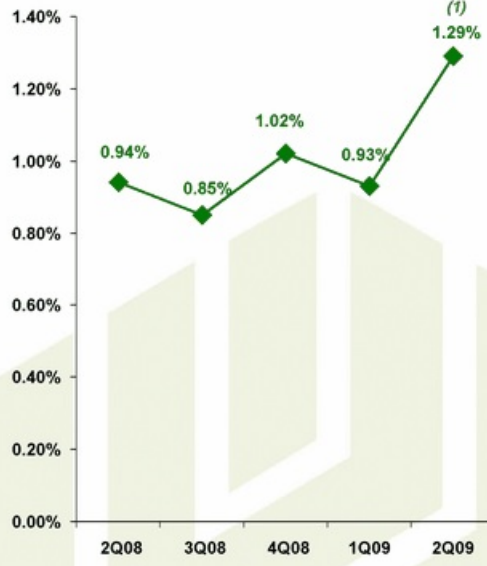
# Home Equity Loans and Lines

## Accruing Delinquency



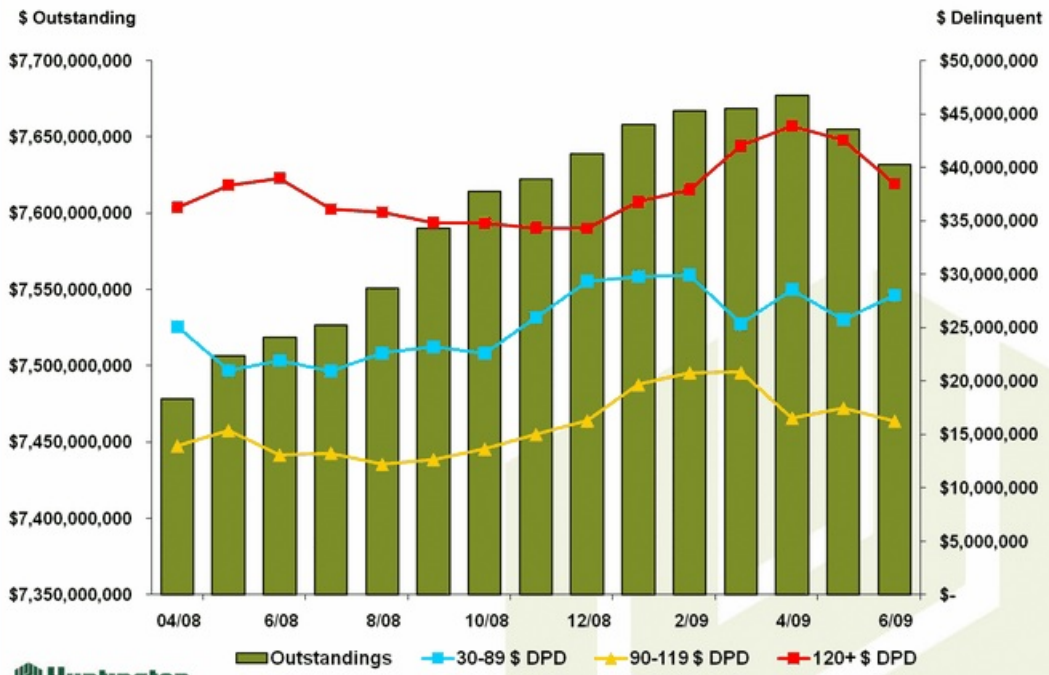
L-Q %  
Change in \$  
2%

## Net Charge-offs

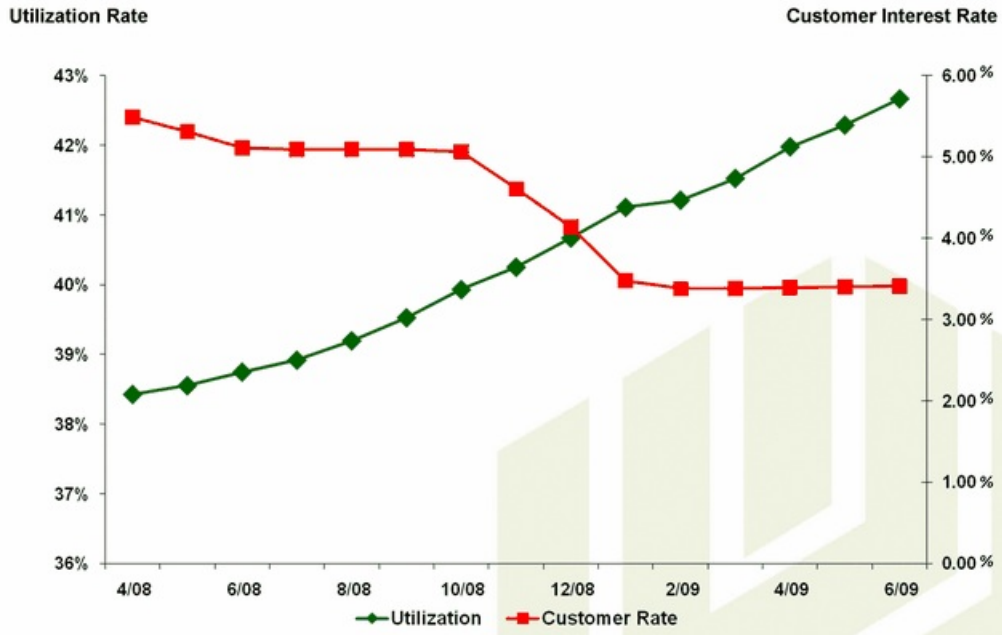


(1) Reflects a few larger size losses associated with home builders and more active treatment decisions associated with loss mitigation and short sale actions.

# Home Equity Loans & Lines – Delinquencies

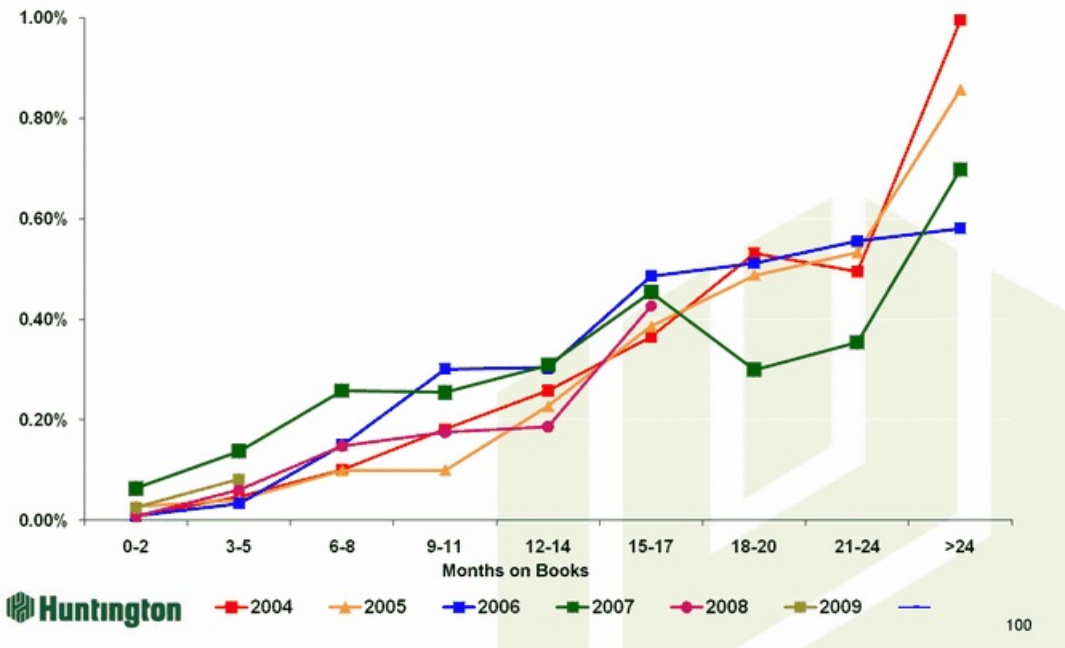


# Home Equity Lines – Utilization and Customer Rate



# Home Equity Lines – Vintage Performance

## Cumulative Loss

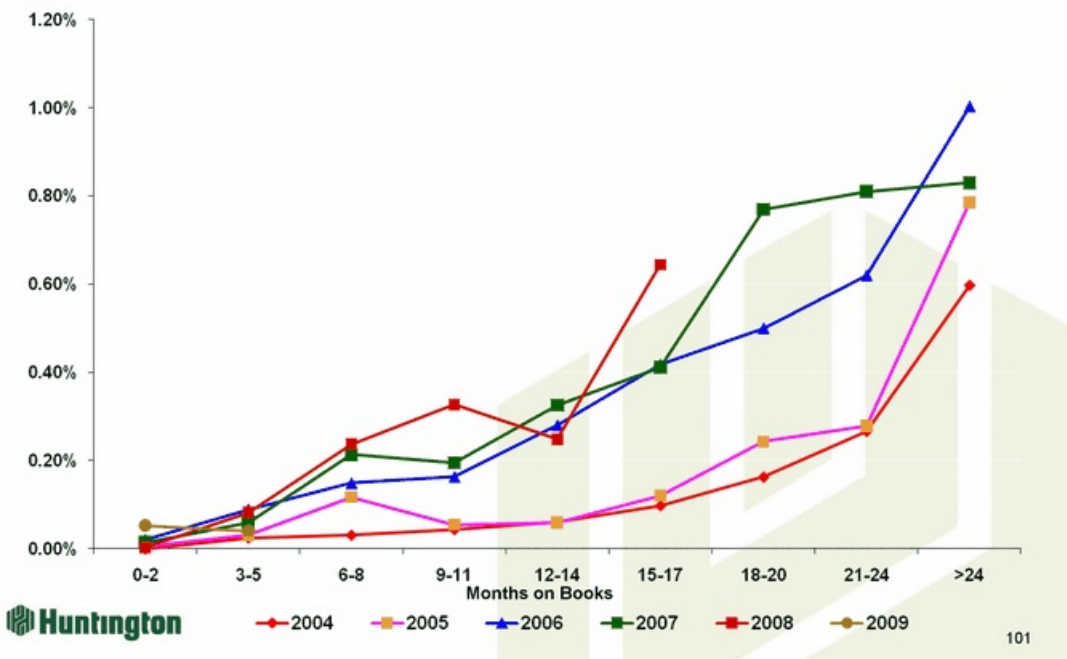


Huntington



# Home Equity Loans – Vintage Performance

## Cumulative Loss



# Residential Mortgages



## Residential Mortgage – Credit Risk Management Strategies

### Performance Drivers

- **Standard products and borrower quality** – as measured at origination by
  - Secondary market underwriting
  - FICO score – consistent increasing trend
  - FICO score distribution – consistent decline in low score levels
- **Non-standard product structures**
  - \$625 million of Interest Only loans... targeted within executive relocation activities... continues to perform well
  - \$410 million of Alt-A mortgages... exited in 2007... represents <10% of total residential portfolio with majority of cumulative losses likely recognized within 24 months.
- **Decision type** – Significantly reduced the level of underwriter overrule decisions
- **Geography** – Primarily a footprint lender

### Risk Recognition

- Updated appraisals at regular intervals
- Loss mitigation focus

## Residential Mortgages – Overview

### EOP Outstandings – \$4.6 Billion <sup>(1)</sup>

- Focused on geographies within our Midwest footprint
- Traditional product mix... very limited nontraditional exposure as we never originated sub-prime, payment option ARMs, or negative amortization loans
- \$625 million of Interest Only loans... targeted within executive relocation activities
- \$410 million of Alt-A mortgages... exited in 2007
  - Represents 20% of the total high LTV mortgages

#### Credit Quality Trends

	<u>2Q09</u>	<u>1Q09</u>	<u>4Q08</u>	<u>3Q08</u>	<u>2Q08</u>
• 30+ days PD & accruing <sup>(2)</sup>	<b>6.92%</b>	6.33%	5.74%	5.79%	5.08%
• 90+ days PD & accruing <sup>(2)</sup>	<b>2.11%</b>	1.83%	1.50%	1.20%	1.06%
• NCOs <sup>(3)</sup>	<b>1.47%</b>	0.55%	0.62%	0.56%	0.33%
• NALs <sup>(4)</sup>	<b>3.15%</b>	2.83%	2.08%	1.75%	1.69%

- Credit quality continues to perform within expectations

(1) 6/30/09; includes Franklin loans beginning in 1Q09

(2) End of period; excludes GNMA loans – no additional risk as they are approved for repurchase

(3) Annualized

(4) End of period; excludes Franklin beginning 1Q09

## Residential Mortgages – LTV, FICO, Originations

	2Q09	1Q09	4Q08	3Q08	2Q08
Ending balance (\$B)	<b>\$4.6</b>	\$4.4 <sup>(4)</sup>	\$4.8	\$4.9	\$4.9
Average LTV	<b>77%</b>	77% <sup>(4)</sup>	76%	76%	76%
Average FICO <sup>(1)</sup>	<b>700</b>	701 <sup>(4)</sup>	707	706	699
Originations <sup>(2)</sup> (\$MM)	<b>\$94</b>	\$56	\$82	\$172	\$344
Average LTV <sup>(3)</sup>	<b>92%</b>	79%	76%	74%	76%
Average FICO <sup>(3)</sup>	<b>717</b>	730	741	734	736

(1) Weighted average FICOs reflect currently updated customer credit scores

(2) Only owned-portfolio originations

(3) Weighted average at origination

(4) Excludes Franklin – data NA



## Residential Mortgages – ARMs

### EOP Outstandings – \$2.7 Billion <sup>(1)</sup>

#### ARMs

- 2009 resets \$391 MM
- 2010 resets \$753 MM
- FICO distribution > 670 70%

#### Risk Mitigation

- Proactive customer contact at least 6 months prior to rate reset.
- Given the high quality borrower, this is a customer retention as well as risk mitigation exercise.
- Have had success in converting ARMs to fixed-rate products in our owned portfolio.
- Borrowers experiencing payment issues due to rate increases are re-underwritten or restructured based on willingness and ability to pay.

g



(1) 6/30/09

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## Residential Mortgages – Interest Only

### EOP Outstandings – \$645 Million <sup>(1)</sup>

• 2008 Production	\$121 MM
• YTD 2009 Production	\$8 MM
• 2Q09 Net charge-offs	2.74%
• Current LTV (2Q09 values)	78%
• Updated FICO score (2Q09)	720

#### Portfolio Information

- High FICO, standard LTV structure primarily sourced via Huntington's executive relocation program
- 20%+ consistently make monthly principal payments
- No material losses expected



(1) 6/30/09

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## Residential Mortgages – Alt-A

### EOP Outstandings – \$417 Million <sup>(1)</sup>

- 2008 Production none
- YTD 2009 Production none
- 2Q09 Net charge-offs 3.27%
- Current LTV (2Q09 values) 101%
  - 70% greater than 90%
- Updated FICO score (2Q09) 665

#### Portfolio Information

- The original strategy was centered around stated income and higher LTVs associated with 700+ FICO borrowers
- Highest risk segment in the residential mortgage portfolio



(1) 6/30/09

108



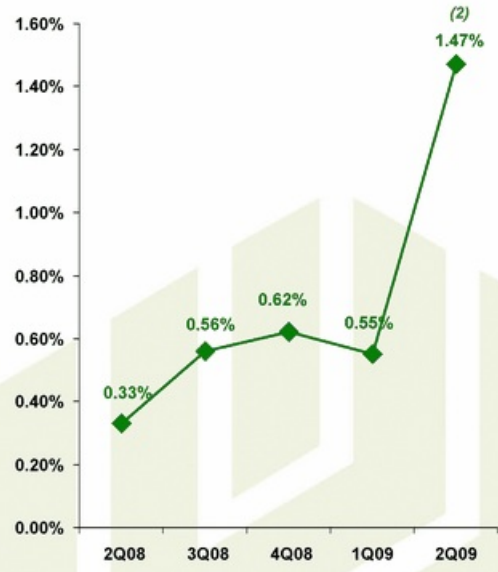
# Residential Mortgages

## Accruing Delinquency <sup>(1)</sup>



L-Q %  
Change in \$  
6%

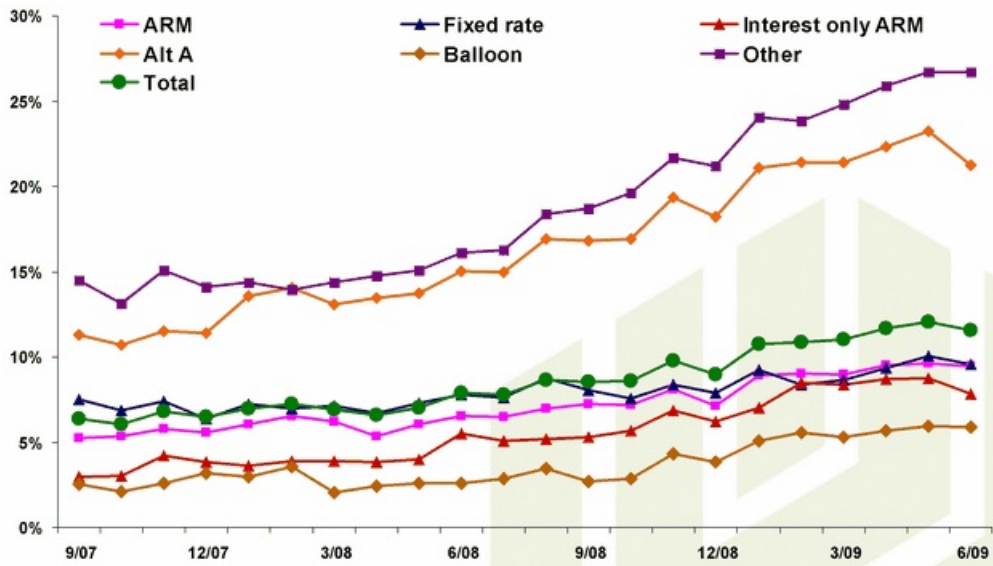
## Net Charge-offs



(1) Excluding U.S. Government guaranteed loans  
 (2) Reflects more active treatment decisions associated with loss mitigation and short sale actions.

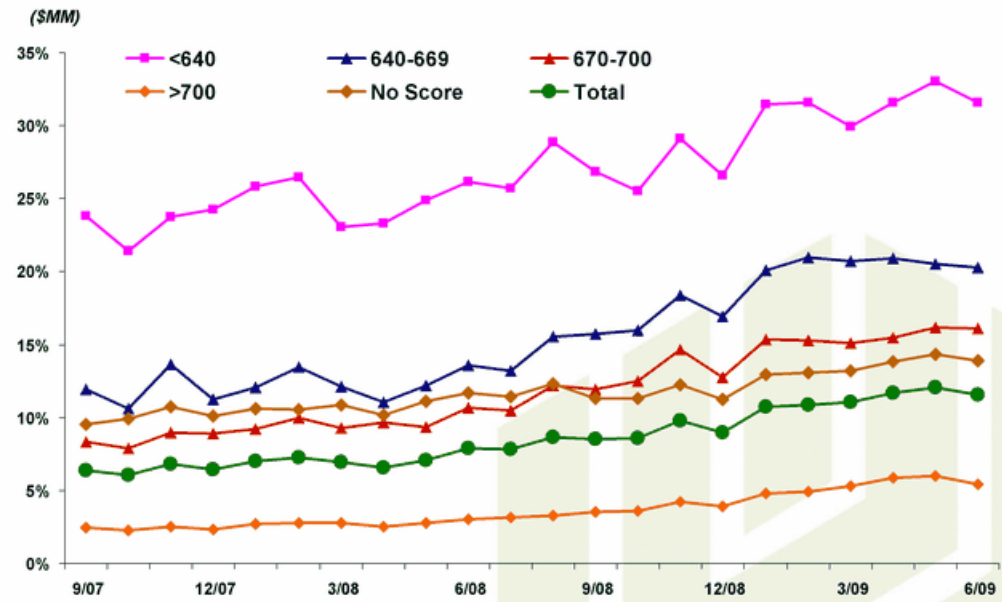
# Residential Mortgages – Delinquencies

## By Product



# Residential Mortgages – Delinquencies

## By Original FICO Range



# Other Consumer Loans



## Other Consumer Loans

### EOP Outstandings - \$0.7 Billion <sup>(1)</sup>

- 80% collateralized
  - Autos, untitled vehicles, small boats, mobile homes and other miscellaneous
- Primarily for existing customers
- Performed within expectations over the past year though varies by collateral type



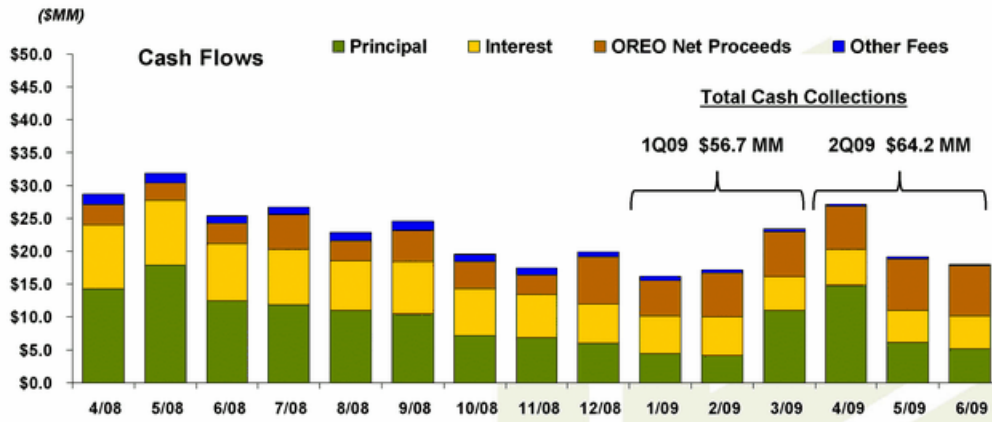
(1) 6/30/09

# Franklin Credit Relationship



## Franklin Credit – Cash Flow Review (1)

- Improved alignment of interest beginning in 2009 as evidenced by:
  - \$64.2 million in collections in 2Q09, up 13% from 1Q09
  - Consistent OREO sales proceeds over the last 7 months
  - 3Q09 results expected to be consistent with May/June run rate
- Interest collections remained consistent over the past 4 months
- Positions us to leverage the FCMC platform to more rapidly reduce exposure to this portfolio
  - Huntington will continue to provide refinancing process for secondary market eligible borrowers
  - FCMC manages collections, short-term deferrals, loan modifications, and short sale activities



(1) Total FCMC relationship including other participants

# Credit Quality Review





## Credit Quality Trends Overview

	2Q09	1Q09	4Q08	3Q08	2Q08
NAL ratio <sup>(1)</sup>	4.72%	3.93%	3.66%	1.42%	1.30%
NPA ratio <sup>(2)</sup>	5.18	4.46	3.97	1.64	1.52
Net charge-off ratio	3.43	3.34	5.41	0.82	0.64
90+ days PD & accruing <sup>(3)</sup>	0.38	0.35	0.46	0.44	0.31

ALLL ratio	2.38	2.12	2.19	1.75	1.66
ALLL / NAL coverage	50	54	60	123	127
ALLL / NPA coverage	46	47	55	107	109

ACL ratio	2.51	2.24	2.30	1.90	1.80
ACL / NAL coverage	53	57	63	134	138
ACL / NPA coverage	48	50	58	116	119

(1) NALs divided by total loans and leases

(2) NPAs divided by the sum of loans and leases, impaired loans held for sale, net other real estate and other NPAs

(3) Excludes government guaranteed loans

## Total Loan Portfolio Asset Quality – 6/30/09

(\$MM)	O/S	NAL		ACL		ACL / NAL	30+ PD Accruing
CRE							
Single family homebuilder	\$1,162	\$290	24.97%	\$102	8.81%	35%	3.65%
Retail	2,301	264	11.47	110	4.76	42	2.10
Other	5,483	297	5.41	168	3.06	57	1.30
C&I	13,320	457	3.43	381	2.86	83	0.88
Auto loans/leases	3,238	--	--	61	1.88	NMV	2.14
Home equity loans / lines	7,631	35	0.46	78	1.02	223	1.54
Residential mortgages							
Franklin	415	342	82.41	--	--	--	1.35
Core residential mortgages	4,231	133	3.14	48	1.13	36	10.25 <sup>(1)</sup>
Other consumer	714	--	--	17	2.39	NMV	2.01
<b>Total portfolio</b>	<b>\$38,495</b>	<b>\$1,818</b>	<b>4.72%</b>	<b>\$965</b>	<b>2.51%</b>	<b>53%</b>	<b>2.39%</b>

(1) 7.47% excluding U.S. government guaranteed loans



## Key Loan Portfolio Credit Quality Metrics

		Delinquencies		NCO	NAL	ACL
		30+ Days	90+ Days			
<b>C&amp;I</b>	2Q09	0.88 %	- %	3.20 % <sup>(1)</sup>	3.43 %	2.86 %
	1Q09	0.67	-	2.55 <sup>(1)</sup>	2.89 <sup>(1)</sup>	2.49 <sup>(1)</sup>
	4Q08	1.08	0.08	1.58 <sup>(1)</sup>	2.19 <sup>(1)</sup>	2.44 <sup>(1)</sup>
	3Q08	0.90	0.18	0.95 <sup>(1)</sup>	1.28 <sup>(1)</sup>	2.19 <sup>(1)</sup>
<b>CRE</b>	2Q09	1.81 %	- %	7.51 %	9.51 %	4.25 %
	1Q09	1.36	-	3.27	6.80	3.90
	4Q08	2.44	0.59	1.50	4.41	3.30
	3Q08	2.22	0.59	0.45	3.02	2.56
<b>Auto Loans</b>	2Q09	2.06 %	0.31 %	1.73 %	- %	1.88 %
	1Q09	2.20	0.36	1.56	-	1.51
	4Q08	2.09	0.33	1.53	-	1.01
	3Q08	1.68	0.26	1.02	-	0.91
<b>Home Equity</b>	2Q09	1.54 %	0.46 %	1.29 %	0.46 % <sup>(3)</sup>	1.02 %
	1Q09	1.49	0.47	0.93	0.50 <sup>(3)</sup>	0.90
	4Q08	1.61	0.38	1.02	0.33	0.85
	3Q08	1.18	0.31	0.85	0.37	0.86
<b>Res. Mortgage</b>	2Q09	6.92 % <sup>(2)</sup>	2.11 % <sup>(2)</sup>	1.47 %	10.23 % <sup>(3)</sup>	1.04 %
	1Q09	6.33 <sup>(2)</sup>	1.83 <sup>(2)</sup>	0.55	10.07 <sup>(3)</sup>	0.93
	4Q08	5.74 <sup>(2)</sup>	1.50 <sup>(2)</sup>	0.62	2.08	0.93
	3Q08	5.79 <sup>(2)</sup>	1.20 <sup>(2)</sup>	0.56	1.75	0.41

<sup>(1)</sup> Non-Franklin

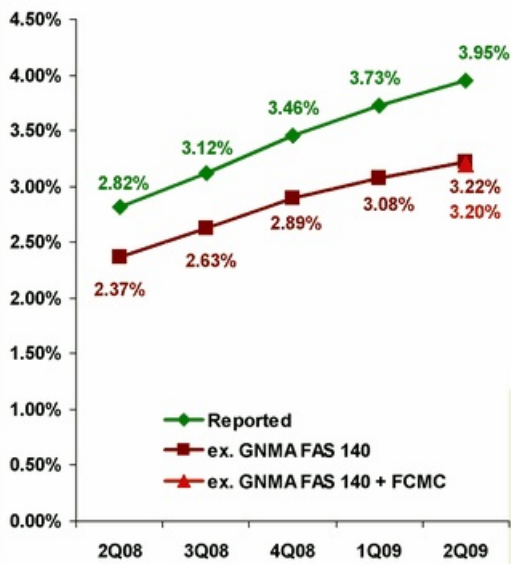
<sup>(2)</sup> Excludes GNMA loans - no additional risk as they are approved for repurchase

<sup>(3)</sup> Includes Franklin

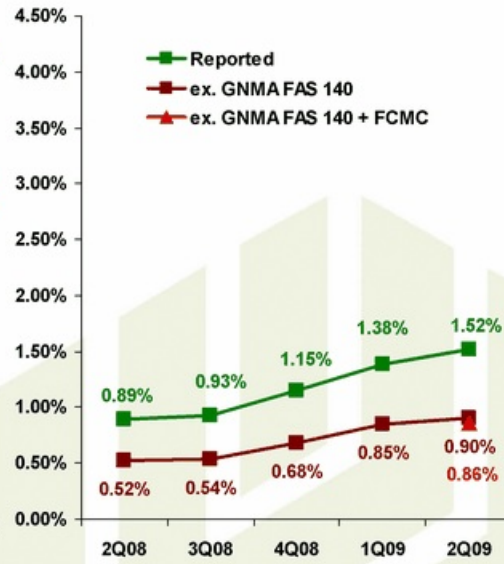


# Consumer Loan Delinquencies <sup>(1)</sup>

## 30+ Days



## 90+ Days



(1) Period end; delinquent but accruing as a % of related outstandings at EOP

## Net Charge-offs

<i>(\$MM)</i>	2Q09	1Q09	4Q08	3Q08	2Q08
Franklin	<b>\$(9.9)</b>	\$128.3	\$423.3	\$ --	\$ --
Non-Franklin C&I	<b>108.2</b>	82.3	50.1	29.6	12.4
Total C&I	<b>98.3</b>	210.6	473.4	29.6	12.4
Commercial real estate	<b>172.6</b>	82.8	38.4	11.0	15.1
<b>Total commercial</b>	<b>270.9</b>	293.4	511.8	40.6	27.5
Auto loans	<b>12.4</b>	15.0	14.9	9.8	8.5
Auto leases	<b>2.2</b>	3.1	3.7	3.5	2.9
Home equity loans / lines	<b>24.7</b>	17.7	19.2	15.8	17.3
Residential mortgages	<b>17.2</b>	6.3	7.3	6.7	4.3
Other	<b>7.0</b>	6.0	3.8	7.2	4.7
<b>Total consumer</b>	<b>63.5</b>	48.1	48.8	43.1	37.8
<b>Total</b>	<b>\$334.4</b>	\$341.5	\$560.6	\$83.8	\$65.2
<b>Total Non-Franklin</b>	<b>\$344.5</b>	\$213.2	\$137.3	\$83.8	\$65.2



## Net Charge-off Ratios <sup>(1)</sup>

	2Q09	1Q09	4Q08	3Q08	2Q08
Franklin	<b>nmv%</b>	nmv%	nmv%	--%	--%
Non-Franklin C&I	3.20	2.55	1.58	0.95	0.40
Total C&I	2.91	6.22	13.78	0.87	0.36
Commercial real estate	7.51	3.27	1.50	0.45	0.63
<b>Total commercial</b>	<b>4.77</b>	4.96	8.54	0.69	0.47
Auto loans	1.73	1.56	1.53	1.02	0.94
Auto leases	2.11	2.39	2.31	1.84	1.28
Home equity loans / lines	1.29	0.93	1.02	0.85	0.94
Residential mortgages	1.47	0.55	0.62	0.56	0.33
Other	4.03	3.59	2.22	4.32	2.69
<b>Total consumer</b>	<b>1.56</b>	1.12	1.12	0.98	0.85
<b>Total</b>	<b>3.43%</b>	3.34%	5.41%	0.82%	0.64%
<b>Total Non-Franklin</b>	<b>3.58%</b>	2.12%	1.36%	0.84%	0.65%



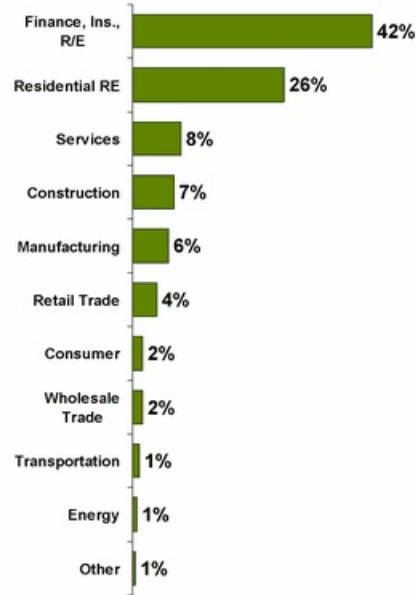
(1) Annualized

## Nonaccrual Loans and Nonperforming Assets

<i>(in millions)</i>	Second Quarter 2009	First Quarter 2009	Change	
			Amount	%
<b>Nonaccrual loans and leases (NALs)</b>				
Commercial and industrial	\$ 456.7	\$ 398.3	\$ 58.4	15 %
Commercial real estate	850.8	629.9	221.0	35
Residential mortgage	475.5	487.0	(11.5)	(2)
Home equity	35.3	38.0	(2.7)	(7)
<b>Total NALs</b>	<b>1,818.4</b>	<b>1,553.1</b>	<b>265.3</b>	<b>17</b>
<b>Other real estate owned (OREO), net:</b>				
Residential	108.0	143.9	(35.9)	(25)
Commercial	65.0	66.9	(1.9)	(3)
<b>Total OREO, net</b>	<b>172.9</b>	<b>210.8</b>	<b>(37.8)</b>	<b>(18)</b>
<b>Impaired loans held for sale</b>	<b>11.3</b>	<b>11.9</b>	<b>(0.6)</b>	<b>(5)</b>
<b>Total nonperforming assets (NPAs)</b>	<b>\$ 2,002.6</b>	<b>\$ 1,775.7</b>	<b>\$ 226.8</b>	<b>13 %</b>

## Nonaccrual Loans (NAL) – by Sector

**\$1,818.4 MM @ 6/30/09**



(\$MM)

	6/30/09		3/31/09	
	\$	#	\$	#
<b>Commercial</b>				
>\$5	\$389.1	39	\$330.8	37
\$2-<\$5	375.8	121	260.8	85
<\$2	<u>542.6</u>		<u>436.6</u>	
<b>Subtotal</b>	<b><u>\$1,307.6</u></b>		<b><u>\$1,028.2</u></b>	
<b>Residential RE and Home Equity</b>				
Franklin	344.6		366.1	
Other	<u>166.2</u>		<u>158.8</u>	
<b>Subtotal</b>	<b><u>510.8</u></b>		<b><u>524.9</u></b>	
<b>Total NALs</b>	<b>\$1,818.4</b>		<b>\$1,553.1</b>	



## Nonperforming Asset Flow Analysis

### Period End

(\$MM)	2Q09	1Q09	4Q08	3Q08	2Q08
NPA beginning of period	<b>\$1,775.7</b>	\$1,636.6	\$675.3	\$624.7	\$520.4
Additions / increases	<b>750.3</b>	622.5	509.3	175.3	256.3
Franklin – net impact	<b>(57.4)</b>	(204.5)	650.2	--	--
Return to accruing status	<b>(40.9)</b>	(36.1)	(13.8)	(9.1)	(5.8)
Charge-offs	<b>(303.3)</b>	(172.4)	(100.3)	(52.8)	(40.8)
Payments	<b>(95.1)</b>	(61.5)	(66.5)	(43.3)	(46.1)
Sales	<b>(26.7)</b>	(9.0)	(17.6)	(19.5)	(59.3)
NPA end-of-period	<b>\$2,002.6</b>	\$1,775.7	\$1,636.6	\$675.3	\$624.7



## Nonperforming Asset Analysis

June 30, 2009

(\$MM)	<u>Total</u>	<u>ACL Coverage</u>
Total nonaccrual loans (NALs)	\$1,818	53%
Total nonperforming assets (NPAs)	2,003	48%

			<u>Prior Charge-offs</u>	
			<u>Amount</u>	<u>Percent</u>
Less: Loans written down to collateral value <sup>(1)</sup>				
Commercial impaired	\$ 410	NA	\$ 212	34%
Franklin	345	NA	\$ 850	71%
	<u>\$ 755</u>			

<b>Total NALs – adjusted</b>	<b>\$1,063</b>	<b>91%</b>
<b>Total NPAs – adjusted</b>	<b>\$1,248</b>	<b>77%</b>

(1) NA = not applicable as these assets are considered impaired, and therefore valuations are subject to continuous FAS 114 impairment analysis. Values shown have been written down to assessed values as of June 30, 2009.

## Allowances for Credit Losses (ACL) <sup>(1)</sup>

(\$MM)	2Q09	1Q09	4Q08	3Q08	2Q08
Allowance for loan and lease losses (ALLL)	<b>\$917.7</b>	\$838.5	\$900.2	\$720.7	\$679.4
Allowance for unfunded loan commitments and LOCs (AULC)	<b>47.1</b>	47.0	44.1	61.6	61.3
<b>Total allowance for credit losses (ACL)</b>	<b>\$964.8</b>	\$885.5	\$944.4	\$782.4	\$740.7
ALLL as % of					
total loans and leases	<b>2.38 %</b>	2.12 %	2.19 %	1.75 %	1.66 %
total NALs	<b>50</b>	54	60	123	127
ACL as % of					
total loans and leases	<b>2.51 %</b>	2.24 %	2.30 %	1.90 %	1.80 %
total NALs	<b>53</b>	57	63	134	138

(1) Period end



## Allowance for Credit Losses Methodology

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### Allowance for loan and lease losses (ALLL)

- An estimate of loss based on characteristics of each commercial and consumer loan, lease, or loan commitment, and
- An estimate of loss based on a review of each impaired loan >\$500,000
- Generally developed to cover a defined percentage of 12-month future losses
- Includes a general reserve to cover significant charges or economic shocks

### Allowance for unfunded loan commitments and letters of credit (AULC)

- Reported as a liability
- Determined using the same ALLL transaction and economic reserve methodology
- AULC is reduced and the ALLL is increased as loans are funded

### Allowances for credit losses (ACL)

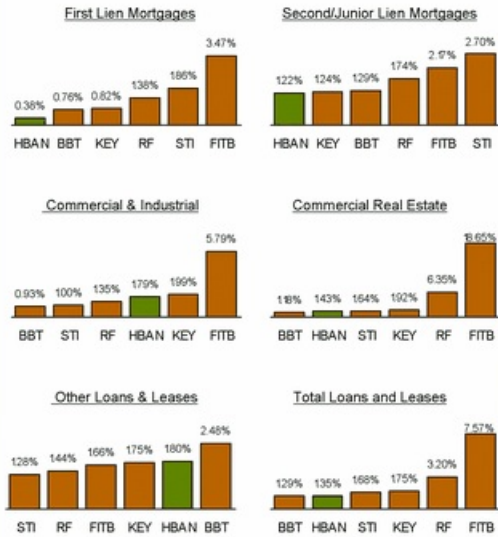
- Sum of ALLL and AULC with both available to absorb credit losses

# Illustrative SCAP Analysis – 5/20/09

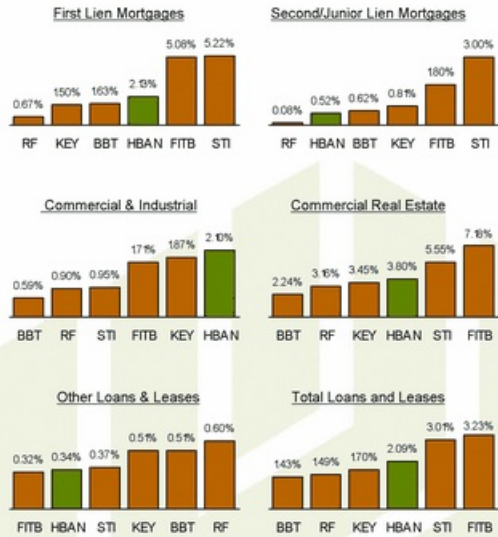


# Illustrative SCAP Analysis

## 4Q08 NCOs / Average Loans (1)



## 4Q08 NALs / Loans (2)



(1) Annualized (2) Period end  
Source: Regulatory filings Note: HBAN excludes Franklin

## Illustrative SCAP Analysis

(\$ B)	Outstandings	2-Yr Cumulative Losses <sup>(1)</sup>			Implied Cumulative Losses		
	12/31/08	Low	Median	High	Low	Median	High
First lien mortgage loans	\$6.7	3.4%	6.3%	10.3%	\$0.2	\$0.4	\$0.7
Second / junior lien mortgages	6.2	6.3	10.4	13.7	0.4	0.6	0.9
Commercial & industrial	7.5	4.5	6.5	11.0	0.3	0.5	0.8
Commercial real estate	13.0	10.6	12.6	13.9	1.4	1.6	1.8
Other loans and leases	7.4	6.2	7.9	9.3	0.5	0.6	0.7
<b>Total loans and leases</b>	<b>\$40.8</b>	<b>8.3%</b>	<b>8.8%</b>	<b>10.5%</b>	<b>\$2.8</b>	<b>\$3.8</b>	<b>\$4.9</b>
		Total loss rate			6.8%	9.2%	11.9%

### Peers - 2Yr. Cumulative Losses

SunTrust	8.3%
KeyCorp	8.5
BB & T	8.6
PNC Financial	9.0
Regions Financial	9.1
Fifth Third	10.5

Note: Loan balances based on regulatory financials. Excludes Franklin Credit.

(1) Loss ranges represent ranges from SCAP analysis relating to the following banks: BBT, FITB, KEY, PNC, RF and STI



## Illustrative SCAP Analysis

### 2-Year Cumulative Losses

(\$ MM)	2-Yr Cumulative Losses			
	7%	8%	9%	10%
Tier 1 Common required	\$(178)	\$111	\$546	\$981
Common equity issued	350	350	350	350
Hybrid tender	~75	~75	~75	~75
Other Tier 1 Common sources <sup>(1)</sup>	~250	~250	~250	~250
<b>Tier 1 Common surplus / (deficit)</b>	<b>\$853</b>	<b>\$564</b>	<b>\$129</b>	<b>\$(306)</b>
<b>Disallowed deferred tax asset <sup>(2)</sup></b>	<b>\$ --</b>	<b>\$ 24</b>	<b>\$193</b>	<b>\$362</b>

### Critical Assumptions

- 2009 / 2010 pre-tax, pre-provision net revenue of \$900 MM annually
- Reserve of \$502 MM, 1.23% of loans (average of 2003-2007)
- \$130 MM losses on securities portfolio
- Credit for actions completed in 2009 - \$134 MM convertible exchange, FCMC restructuring, \$120 MM discretionary equity issuance
- Based on regulatory financial reporting



(1) Includes potential additional liability management initiatives, exchange of other capital instruments, adoption of new accounting standards and other management initiatives

(2) Per 10% rule



## Illustrative SCAP Analysis

### Non-Franklin Regulatory Reporting Reconciliations

(\$000s)	4Q 08	3Q 08	Average	NALs 4Q 08	% of Loans
<b>First Lien</b>					
Line 1c2a	\$ 6,720,816	\$ 6,823,802	\$ 6,772,309	\$ 143,021	2.13%
Charge-offs			\$ 6,399		
Ratio			0.38%		
<b>Second Lien</b>					
Line 1c2b	\$ 1,670,980	\$ 1,901,263		\$ 10,777	
Line 1c1	4,546,831	4,281,431		21,838	
<b>Total</b>	<b>\$ 6,217,811</b>	<b>\$ 6,182,694</b>	<b>\$ 6,190,253</b>	<b>\$ 32,615</b>	<b>0.52%</b>
Charge-offs			\$ 32,582		
Reclass for HEL GL change			(13,775)		
Adjusted charge-offs			\$ 18,807		
Ratio originally reported			2.11%		
Adjusted ratio			1.22%		
<b>Commercial &amp; Industrial</b>					
Line 4	\$ 7,461,769	\$ 7,056,732	\$ 7,259,251	\$ 156,894	2.10%
Charge-offs			\$ 32,533		
Ratio			1.79%		
<b>Commercial Real Estate</b>					
Line 1a1	\$ 1,010,001	\$ 1,055,135		\$ 124,873	
Line 1a2	3,195,205	3,002,713		131,784	
Line 1b	78,481	79,618		2,203	
Line 1d	920,750	948,650		29,498	
Line 1e1	2,248,558	2,193,729		35	
Line 1e2	5,561,545	5,593,347		206,280	
<b>Total</b>	<b>\$ 13,014,540</b>	<b>\$ 12,873,192</b>	<b>\$ 12,943,866</b>	<b>\$ 494,653</b>	<b>3.80%</b>
Charge-offs			\$ 46,149		
Ratio			1.43%		

Line numbers are from regulatory FR Y-9C reports



## Illustrative SCAP Analysis

### Non-Franklin Regulatory Reporting Reconciliations

(\$000s)	4Q 08	3Q 08	Average	NALs 4Q 08	% of Loans
<b>Other loans &amp; leases</b>					
Line 2	\$ 378	\$ 290		\$ -	
Line 3	133,683	110,043		418	
Line 6	4,718,617	4,743,195		647	
Line 9a	53,162	3,179		16,628	
Line 9b less Franklin	898,610	933,625		7,272	
Line 10	1,591,572	1,658,910		-	
<b>Total</b>	<b>\$ 7,396,022</b>	<b>\$ 7,449,242</b>	<b>\$ 7,422,632</b>	<b>\$ 24,965</b>	<b>0.34%</b>
Charge-offs excluding Franklin			\$ 19,688		
Reclass for HEL GL change			13,775		
Adjusted charge-offs			<b>\$ 33,463</b>		
Ratio originally reported					1.06%
Adjusted ratio					1.80%
<b>Total loans excluding Franklin</b>	<b>\$ 40,810,958</b>	<b>\$ 40,365,662</b>	<b>\$ 40,588,310</b>	<b>\$ 852,148</b>	<b>2.09%</b>
Total net charge-offs excluding Franklin			137,351		
Franklin loans	650,000	1,095,000			
Franklin charge-offs			423,269		
<b>Total reported</b>	<b>\$ 41,460,958</b>	<b>\$ 41,460,662</b>	<b>\$ 560,620</b>		

Line numbers are from regulatory FR Y-9C reports

# Non-Franklin Credit Metrics Reconciliations



## Non-Franklin Credit Metrics Reconciliation

(in millions)	Second Quarter 2009			First Quarter 2009		
	Reported	Franklin	Non-Franklin	Reported	Franklin	Non-Franklin
Loan loss provision	\$ 413.7	\$ (10.1)	\$ 423.8	\$ 291.8	\$ (1.7)	\$ 293.5
<b>Total net charge-offs - \$</b>	<b>\$ 334.4</b>	<b>\$ (10.1)</b>	<b>\$ 344.5</b>	<b>\$ 341.5</b>	<b>\$ 128.3</b>	<b>\$ 213.2</b>
Total net charge-offs - %	3.43 %		3.58 %	3.34 %		2.12 %
Provision > net charge offs	\$ 79.3	\$ -	\$ 79.3	\$ (49.7)	\$ (130.0)	\$ 80.3
<b>ALLL - \$</b>	<b>\$ 917.7</b>	<b>\$ -</b>	<b>\$ 917.7</b>	<b>\$ 838.5</b>	<b>\$ -</b>	<b>\$ 838.5</b>
ALLL - % loans/leases	2.38 %		2.41 %	2.12 %		2.15 %
NAL coverage ratio	50 %		62 %	54 %		71 %
NPA coverage ratio	46 %		57 %	47 %		63 %
<b>ACL - \$</b>	<b>\$ 964.8</b>	<b>\$ -</b>	<b>\$ 964.8</b>	<b>\$ 885.5</b>	<b>\$ -</b>	<b>\$ 885.5</b>
ACL - % loans/leases	2.51 %		2.54 %	2.24 %		2.27 %
NAL coverage ratio	53 %		65 %	57 %		75 %
NPA coverage ratio	48 %		60 %	50 %		67 %
Total loans and leases - EOP (\$ billions)	\$ 38,495	\$ 472	\$ 38,023	\$ 39,548	\$ 494	\$ 39,054
Total loans and leases - Avg (\$ billions)	\$ 39,007	\$ 489	\$ 38,518	\$ 40,866	\$ 630	\$ 40,236
<b>Nonaccrual loans (NAL) - EOP</b>	<b>\$ 1,818.4</b>	<b>\$ 344.6</b>	<b>\$ 1,473.7</b>	<b>\$ 1,553.1</b>	<b>\$ 366.1</b>	<b>\$ 1,187.0</b>
OREO	172.9	43.6	129.3	210.8	79.6	131.2
Impaired loans held for sale	11.3	-	11.3	11.9	-	11.9
Other NPAs	-	-	-	-	-	-
<b>Nonperforming assets (NPA) - EOP</b>	<b>\$ 2,002.6</b>	<b>\$ 388.3</b>	<b>\$ 1,614.3</b>	<b>\$ 1,775.7</b>	<b>\$ 445.7</b>	<b>\$ 1,330.0</b>
NAL ratio <sup>(1)</sup>	4.72 %		3.88 %	3.93 %		3.04 %
NPA ratio <sup>(2)</sup>	5.18 %		4.23 %	4.46 %		3.39 %

(1) NALs / total loans and leases

(2) NPAs / total loans and leases + impaired loans held for sale + OREO + other NPAs



## Non-Franklin Credit Metrics Reconciliation

(in millions)	Fourth Quarter 2008			Third Quarter 2008		
	Reported	Franklin	Non-Franklin	Reported	Franklin	Non-Franklin
Loan loss provision	\$ 722.6	\$ 438.0	\$ 284.6	\$ 125.4	\$ -	\$ 125.4
Total net charge-offs - \$	\$ 560.6	\$ 423.3	\$ 137.4	\$ 83.8	\$ -	\$ 83.8
Total net charge-offs - %	5.41 %		1.36 %	0.82 %		0.84 %
Provision > net charge offs	\$ 162.0	\$ 14.7	\$ 147.3	\$ 41.6	\$ -	\$ 41.6
ALLL - \$	\$ 900.2	\$ 130.0	\$ 770.2	\$ 720.7	\$ 115.3	\$ 605.5
ALLL - % loans/leases	2.19 %		1.90 %	1.75 %		1.51 %
NAL coverage ratio	60 %		90 %	123 %		103 %
NPA coverage ratio	55 %		78 %	107 %		90 %
ACL - \$	\$ 944.4	\$ 130.0	\$ 814.4	\$ 782.4	\$ 115.3	\$ 667.1
ACL - % loans/leases	2.30 %		2.01 %	1.90 %		1.66 %
NAL coverage ratio	63 %		96 %	134 %		114 %
NPA coverage ratio	58 %		83 %	116 %		99 %
Total loans and leases - EOP (\$ bilio)	\$ 41,092	\$ 650	\$ 40,442	\$ 41,192	\$ 1,095	\$ 40,097
Total loans and leases - Avg (\$ bilio)	\$ 41,437	\$ 1,085	\$ 40,352	\$ 41,004	\$ 1,114	\$ 39,890
Nonaccrual loans (NAL) - EOP	\$ 1,502.1	\$ 650.2	\$ 851.9	\$ 585.9	\$ -	\$ 585.9
OREO	122.5	-	122.5	73.5	-	73.5
Impaired loans held for sale	12.0	-	12.0	13.5	-	13.5
Other NPAs	-	-	-	2.4	-	2.4
Nonperforming assets (NPA) - E	\$ 1,636.6	\$ 650.2	\$ 986.4	\$ 675.3	\$ -	\$ 675.3
NAL ratio <sup>(1)</sup>	3.66 %		2.11 %	1.42 %		1.46 %
NPA ratio <sup>(2)</sup>	3.97 %		2.43 %	1.64 %		1.68 %

(1) NALs / total loans and leases

(2) NPAs / total loans and leases + impaired loans held for sale + OREO + other NPAs



## Non-Franklin Credit Metrics Reconciliation

(in millions)	Second Quarter 2008			First Quarter 2008		
	Reported	Franklin	Non-Franklin	Reported	Franklin	Non-Franklin
Loan loss provision	\$ 120.8	\$ -	\$ 120.8	\$ 88.7	\$ -	\$ 88.7
<b>Total net charge-offs - \$</b>	<b>\$ 65.2</b>	\$ -	\$ 65.2	<b>\$ 48.4</b>	\$ -	\$ 48.4
Total net charge-offs - %	0.64 %	-	0.65 %	0.48 %	-	0.49 %
Provision > net charge offs	\$ 55.6	\$ -	\$ 55.6	\$ 40.2	\$ -	\$ 40.2
<b>ALLL - \$</b>	<b>\$ 679.4</b>	\$ 115.3	\$ 584.1	<b>\$ 627.6</b>	\$ 115.3	\$ 512.3
ALLL - % loans/leases	1.66 %	-	1.41 %	1.53 %	-	1.29 %
NAL coverage ratio	127 %	-	105 %	166 %	-	136 %
NPA coverage ratio	109 %	-	90 %	121 %	-	98 %
<b>ACL - \$</b>	<b>\$ 740.7</b>	\$ 115.3	\$ 625.5	<b>\$ 685.2</b>	\$ 115.3	\$ 569.9
ACL - % loans/leases	1.80 %	-	1.57 %	1.67 %	-	1.43 %
NAL coverage ratio	138 %	-	117 %	182 %	-	151 %
NPA coverage ratio	119 %	-	100 %	132 %	-	110 %
Total loans and leases - EOP (\$ billions)	\$ 41,047	\$ 1,130	\$ 39,917	\$ 41,014	\$ 1,157	\$ 39,857
Total loans and leases - Avg (\$ billions)	\$ 41,025	\$ 1,143	\$ 39,881	\$ 40,109	\$ 1,166	\$ 38,587
<b>Nonaccrual loans (NAL) - EOP</b>	<b>\$ 535.0</b>	\$ -	\$ 535.0	<b>\$ 377.4</b>	\$ -	\$ 377.4
OREO	72.4	-	72.4	73.9	-	73.9
Impaired loans held for sale	14.8	-	14.8	66.4	-	66.4
Other NPAs	2.6	-	2.6	2.8	-	2.8
<b>Nonperforming assets (NPA) - EOP</b>	<b>\$ 624.7</b>	\$ -	\$ 624.7	<b>\$ 520.4</b>	\$ -	\$ 520.4
NAL ratio <sup>(1)</sup>	1.30 %	-	1.34 %	0.92 %	-	0.95 %
NPA ratio <sup>(2)</sup>	1.52 %	-	1.56 %	1.26 %	-	1.30 %

(1) NALs / total loans and leases

(2) NPAs / total loans and leases + impaired loans held for sale + OREO + other NPAs



## Quarterly Net Charge-off Reconciliation <sup>(1)</sup>

(in millions)	Second Quarter 2009			First Quarter 2009		
	Reported	Franklin	Non-Franklin	Reported	Franklin	Non-Franklin
<b>Net charge-offs (recoveries):</b>						
Commercial and industrial	\$ 98.3	\$ (9.9)	\$ 108.2	\$ 210.6	\$ 128.3	\$ 82.3
Commercial real estate	172.6	-	172.6	82.8	-	82.8
<b>Total commercial</b>	<b>\$ 270.9</b>	<b>\$ (9.9)</b>	<b>\$ 280.8</b>	<b>\$ 293.4</b>	<b>\$ 128.3</b>	<b>\$ 165.1</b>
Automobile loans and leases	14.6	-	14.6	18.1	-	18.1
Home equity	24.7	(0.1)	24.8	17.7	-	17.7
Residential mortgage	17.2	(0.1)	17.2	6.3	-	6.3
Other consumer	7.0	-	7.0	6.0	-	6.0
<b>Total consumer</b>	<b>63.5</b>	<b>(0.2)</b>	<b>63.7</b>	<b>48.1</b>	<b>-</b>	<b>48.1</b>
<b>Total net charge-offs</b>	<b>\$ 334.4</b>	<b>\$ (10.1)</b>	<b>\$ 344.5</b>	<b>\$ 341.5</b>	<b>\$ 128.3</b>	<b>\$ 213.2</b>
<b>Net charge-offs (recoveries) - annualized percentages:</b>						
Commercial & industrial	2.91 %	- %	3.20 %	6.22 %	81.71 %	2.55 %
Commercial real estate	7.51	-	7.51	3.27	-	3.27
<b>Total commercial</b>	<b>4.77</b>	<b>-</b>	<b>4.94</b>	<b>4.96</b>	<b>81.71</b>	<b>2.87</b>
Automobile loans and leases	1.78	-	1.78	1.66	-	1.66
Home equity	1.29	(0.89)	1.31	0.93	-	0.93
Residential mortgage	1.47	(0.06)	1.63	0.55	-	0.55
Other consumer	4.03	-	4.03	3.59	-	3.59
<b>Total consumer</b>	<b>1.56</b>	<b>(0.16)</b>	<b>1.61</b>	<b>1.12</b>	<b>-</b>	<b>1.12</b>
<b>Total net charge-offs</b>	<b>3.43 %</b>	<b>(8.25) %</b>	<b>3.58 %</b>	<b>3.34 %</b>	<b>81.54 %</b>	<b>2.12 %</b>
<b>Average Loans and Leases</b>						
Commercial & industrial	\$ 13,523	\$ -	\$ 13,523	\$ 13,541	\$ 628	\$ 12,913
Commercial real estate	9,199	-	9,199	10,112	-	10,112
<b>Total commercial</b>	<b>\$ 22,722</b>	<b>\$ -</b>	<b>\$ 22,722</b>	<b>\$ 23,653</b>	<b>\$ 628</b>	<b>\$ 23,025</b>
Automobile loans and leases	3,290	-	3,290	4,354	-	4,354
Home equity	7,640	63	7,577	7,577	-	7,577
Residential mortgage	4,657	426	4,231	4,611	1	4,610
Other consumer	698	-	698	671	-	671
<b>Total consumer</b>	<b>16,285</b>	<b>489</b>	<b>15,796</b>	<b>17,213</b>	<b>1</b>	<b>17,212</b>
<b>Total loans and leases</b>	<b>\$ 39,007</b>	<b>\$ 489</b>	<b>\$ 38,518</b>	<b>\$ 40,866</b>	<b>\$ 630</b>	<b>\$ 40,236</b>



(1) Annualized

## Quarterly Net Charge-off Reconciliation <sup>(1)</sup>

(in millions)	Fourth Quarter 2008			Third Quarter 2008		
	Reported	Franklin	Non-Franklin	Reported	Franklin	Non-Franklin
<b>Net charge-offs (recoveries):</b>						
Commercial and industrial	\$ 473.4	\$ 423.3	\$ 50.2	\$ 29.6	\$ -	\$ 29.6
Commercial real estate	38.4	-	38.4	11.0	-	11.0
<b>Total commercial</b>	<b>\$ 511.8</b>	<b>\$ 423.3</b>	<b>\$ 88.5</b>	<b>\$ 40.6</b>	<b>\$ -</b>	<b>\$ 40.6</b>
Automobile loans and leases	18.6	-	18.6	13.3	-	13.3
Home equity	19.2	-	19.2	15.8	-	15.8
Residential mortgage	7.3	-	7.3	6.7	-	6.7
Other consumer	3.8	-	3.8	7.2	-	7.2
<b>Total consumer</b>	<b>48.8</b>	<b>-</b>	<b>48.8</b>	<b>43.1</b>	<b>-</b>	<b>43.1</b>
<b>Total net charge-offs</b>	<b>\$ 560.6</b>	<b>\$ 423.3</b>	<b>\$ 137.4</b>	<b>\$ 83.8</b>	<b>\$ -</b>	<b>\$ 83.8</b>
<b>Net charge-offs (recoveries) - annualized percentages:</b>						
Commercial & industrial	13.78 %	156.04 %	1.58 %	0.87 %	- %	0.95 %
Commercial real estate	1.50	-	1.50	0.45	-	0.45
<b>Total commercial</b>	<b>8.54</b>	<b>156.04</b>	<b>1.55</b>	<b>0.69</b>	<b>-</b>	<b>0.73</b>
Automobile loans and leases	1.64	-	1.64	1.15	-	1.15
Home equity	1.02	-	1.02	0.85	-	0.85
Residential mortgage	0.62	-	0.62	0.56	-	0.56
Other consumer	2.22	-	2.22	4.32	-	4.32
<b>Total consumer</b>	<b>1.12</b>	<b>-</b>	<b>1.12</b>	<b>0.98</b>	<b>-</b>	<b>0.98</b>
<b>Total net charge-offs</b>	<b>5.41 %</b>	<b>156.04 %</b>	<b>1.36 %</b>	<b>0.82 %</b>	<b>- %</b>	<b>0.84 %</b>
<b>Average Loans and Leases</b>						
Commercial & industrial	\$ 13,746	\$ 1,085	\$ 12,661	\$ 13,629	\$ 1,114	\$ 12,515
Commercial real estate	10,218	-	10,218	9,816	-	9,816
<b>Total commercial</b>	<b>\$ 23,964</b>	<b>\$ 1,085</b>	<b>\$ 22,879</b>	<b>\$ 23,445</b>	<b>\$ 1,114</b>	<b>\$ 22,331</b>
Automobile loans and leases	4,535	-	4,535	4,624	-	4,624
Home equity	7,523	-	7,523	7,453	-	7,453
Residential mortgage	4,737	-	4,737	4,812	-	4,812
Other consumer	678	-	678	670	-	670
<b>Total consumer</b>	<b>17,473</b>	<b>-</b>	<b>17,473</b>	<b>17,559</b>	<b>-</b>	<b>17,559</b>
<b>Total loans and leases</b>	<b>\$ 41,437</b>	<b>\$ 1,085</b>	<b>\$ 40,352</b>	<b>\$ 41,004</b>	<b>\$ 1,114</b>	<b>\$ 39,890</b>



(1) Annualized



## Quarterly Net Charge-off Reconciliation <sup>(1)</sup>

(in millions)	Second Quarter 2008			First Quarter 2008		
	Reported	Franklin	Non-Franklin	Reported	Franklin	Non-Franklin
<b>Net charge-offs (recoveries):</b>						
Commercial and industrial	\$ 12.4	\$ -	\$ 12.4	\$ 10.7	\$ -	\$ 10.7
Commercial real estate	15.1	-	15.1	4.3	-	4.3
<b>Total commercial</b>	<b>\$ 27.5</b>	<b>\$ -</b>	<b>\$ 27.5</b>	<b>\$ 15.0</b>	<b>\$ -</b>	<b>\$ 15.0</b>
Automobile loans and leases	11.5	-	11.5	11.2	-	11.2
Home equity	17.3	-	17.3	15.2	-	15.2
Residential mortgage	4.3	-	4.3	2.9	-	2.9
Other consumer	4.7	-	4.7	4.1	-	4.1
<b>Total consumer</b>	<b>37.8</b>	<b>-</b>	<b>37.8</b>	<b>33.4</b>	<b>-</b>	<b>33.4</b>
<b>Total net charge-offs</b>	<b>\$ 65.2</b>	<b>\$ -</b>	<b>\$ 65.2</b>	<b>\$ 48.4</b>	<b>\$ -</b>	<b>\$ 48.4</b>
<b>Net charge-offs (recoveries) - annualized percentages:</b>						
Commercial & industrial	0.36 %	- %	0.40 %	0.32 %	- %	0.35 %
Commercial real estate	0.63	-	0.63	0.18	-	0.18
<b>Total commercial</b>	<b>0.47</b>	<b>-</b>	<b>0.50</b>	<b>0.27</b>	<b>-</b>	<b>0.28</b>
Automobile loans and leases	1.01	-	1.01	1.02	-	1.02
Home equity	0.94	-	0.94	0.84	-	0.84
Residential mortgage	0.33	-	0.33	0.22	-	0.22
Other consumer	2.69	-	2.69	2.29	-	2.29
<b>Total consumer</b>	<b>0.85</b>	<b>-</b>	<b>0.85</b>	<b>0.76</b>	<b>-</b>	<b>0.75</b>
<b>Total net charge-offs</b>	<b>0.64 %</b>	<b>- %</b>	<b>0.65 %</b>	<b>0.48 %</b>	<b>- %</b>	<b>0.49 %</b>
<b>Average Loans and Leases</b>						
Commercial & industrial	\$ 13,631	\$ 1,143	\$ 12,488	\$ 13,343	\$ 1,166	\$ 12,177
Commercial real estate	9,601	-	9,601	9,287	-	9,287
<b>Total commercial</b>	<b>\$ 23,232</b>	<b>\$ 1,143</b>	<b>\$ 22,089</b>	<b>\$ 22,630</b>	<b>\$ 1,166</b>	<b>\$ 21,464</b>
Automobile loans and leases	4,551	-	4,551	4,399	-	4,399
Home equity	7,365	-	7,365	7,274	-	7,274
Residential mortgage	5,178	-	5,178	5,351	-	5,351
Other consumer	699	-	699	713	-	713
<b>Total consumer</b>	<b>17,793</b>	<b>-</b>	<b>17,793</b>	<b>17,737</b>	<b>-</b>	<b>17,737</b>
<b>Total loans and leases</b>	<b>\$ 41,025</b>	<b>\$ 1,143</b>	<b>\$ 39,882</b>	<b>\$ 40,367</b>	<b>\$ 1,166</b>	<b>\$ 39,201</b>



(1) Annualized

## Nonaccrual Loans (NALs), Nonperforming Assets (NPA) & Accruing Restructured Loans (ARLs)

(in thousands)	2009						2008		
	June 30,			March 31,			December 31,		
	Total	FCMC	Non-FCMC	Total	FCMC	Non-FCMC	Total	FCMC	Non-FCMC
<b>Nonaccrual loans and leases (NALs)</b>									
Commercial and industrial	\$ 456,734	\$ -	\$ 456,734	\$ 398,286	\$ -	\$ 398,286	\$ 932,648	\$ 650,225	\$ 282,423
Commercial real estate	850,846	-	850,846	629,886	-	629,886	445,717	-	445,717
Residential mortgage	475,488	342,207	133,281	486,955	360,106	126,849	98,951	-	98,951
Home equity	35,299	2,437	32,862	37,967	6,000	31,967	24,831	-	24,831
<b>Total NALs</b>	<b>1,818,367</b>	<b>344,644</b>	<b>1,473,723</b>	<b>1,553,094</b>	<b>366,106</b>	<b>1,186,988</b>	<b>1,502,147</b>	<b>650,225</b>	<b>851,922</b>
<b>Other real estate, net</b>									
Residential	107,954	43,623	64,331	143,856	79,596	64,260	63,058	-	63,058
Commercial	64,976	-	64,976	66,906	-	66,906	59,440	-	59,440
<b>Total other real estate, net</b>	<b>172,930</b>	<b>43,623</b>	<b>129,307</b>	<b>210,762</b>	<b>79,596</b>	<b>131,166</b>	<b>122,498</b>	<b>-</b>	<b>122,498</b>
Impaired loans held for sale	11,287	-	11,287	11,887	-	11,887	12,001	-	12,001
Other NPAs	-	-	-	-	-	-	-	-	-
<b>Total nonperforming assets</b>	<b>\$ 2,002,584</b>	<b>\$ 388,267</b>	<b>\$ 1,614,317</b>	<b>\$ 1,775,743</b>	<b>\$ 445,702</b>	<b>\$ 1,330,041</b>	<b>\$ 1,636,646</b>	<b>\$ 650,225</b>	<b>\$ 986,421</b>
<b>Accruing restructured loans (ARLs)</b>									
Commercial	\$ 267,975	\$ -	\$ 267,975	\$ 201,508	\$ -	\$ 201,508	\$ 185,333	\$ -	\$ 185,333
Residential mortgage	158,568	-	158,568	108,011	-	108,011	82,857	-	82,857
Other	35,720	-	35,720	27,014	-	27,014	41,094	-	41,094
<b>Total ARLs</b>	<b>462,263</b>	<b>-</b>	<b>462,263</b>	<b>336,533</b>	<b>-</b>	<b>336,533</b>	<b>309,284</b>	<b>-</b>	<b>309,284</b>
<b>Total NPAs and ARLs</b>	<b>\$ 2,464,847</b>	<b>\$ 388,267</b>	<b>\$ 2,076,580</b>	<b>\$ 2,112,276</b>	<b>\$ 445,702</b>	<b>\$ 1,666,574</b>	<b>\$ 1,945,930</b>	<b>\$ 650,225</b>	<b>\$ 1,295,705</b>
NAL ratio <sup>(1)</sup>	4.72%		3.87%	3.93%		3.04%	3.66%		2.11%
NPA ratio <sup>(2)</sup>	5.18%		4.22%	4.46%		3.39%	3.97%		2.43%
NPA + ARL ratio <sup>(3)</sup>	6.37%		5.43%	5.31%		4.25%	4.72%		3.19%

<sup>(1)</sup> NAL / total loans and leases

<sup>(2)</sup> NPA / (total loans and leases + impaired loans held for sale + net other real estate + other NPAs)

<sup>(3)</sup> (NPA + ARL) / (total loans and leases + impaired loans held for sale + net other real estate + other NPAs)



## Nonaccrual Loans (NALs), Nonperforming Assets (NPA) & Accruing Restructured Loans (ARLs)

(in thousands)	2008								
	September 30,			June 30,			March 31,		
	Total	FCMC	Non-FCMC	Total	FCMC	Non-FCMC	Total	FCMC	Non-FCMC
<b>Nonaccrual loans and leases (NALs)</b>									
Commercial and industrial	\$ 174,207	\$ -	\$ 174,207	\$ 161,345	\$ -	\$ 161,345	\$ 101,842	\$ -	\$ 101,842
Commercial real estate	298,844	-	298,844	261,739	-	261,739	183,000	-	183,000
Residential mortgage	85,163	-	85,163	82,882	-	82,882	66,466	-	66,466
Home equity	27,727	-	27,727	29,076	-	29,076	26,053	-	26,053
<b>Total NALs</b>	<b>585,941</b>	<b>-</b>	<b>585,941</b>	<b>535,042</b>	<b>-</b>	<b>535,042</b>	<b>377,361</b>	<b>-</b>	<b>377,361</b>
<b>Other real estate, net</b>									
Residential	59,302	-	59,302	59,119	-	59,119	63,675	-	63,675
Commercial	14,176	-	14,176	13,259	-	13,259	10,181	-	10,181
<b>Total other real estate, net</b>	<b>73,478</b>	<b>-</b>	<b>73,478</b>	<b>72,378</b>	<b>-</b>	<b>72,378</b>	<b>73,856</b>	<b>-</b>	<b>73,856</b>
<b>Impaired loans held for sale</b>	<b>13,503</b>	<b>-</b>	<b>13,503</b>	<b>14,759</b>	<b>-</b>	<b>14,759</b>	<b>66,353</b>	<b>-</b>	<b>66,353</b>
<b>Other NPAs</b>	<b>2,397</b>	<b>-</b>	<b>2,397</b>	<b>2,557</b>	<b>-</b>	<b>2,557</b>	<b>2,836</b>	<b>-</b>	<b>2,836</b>
<b>Total nonperforming assets</b>	<b>\$ 675,319</b>	<b>\$ -</b>	<b>\$ 675,319</b>	<b>\$ 624,736</b>	<b>\$ -</b>	<b>\$ 624,736</b>	<b>\$ 520,406</b>	<b>\$ -</b>	<b>\$ 520,406</b>
<b>Accruing restructured loans (ARLs)</b>									
Commercial	\$ 364,919	\$ 364,919	\$ -	\$ 368,379	\$ 368,379	\$ -	\$ 1,157,361	\$ 1,157,361	\$ -
Residential mortgage	71,512	-	71,512	57,802	-	57,802	45,608	-	45,608
Other	40,414	-	40,414	34,094	-	34,094	14,215	-	14,215
<b>Total ARLs</b>	<b>476,845</b>	<b>364,919</b>	<b>111,926</b>	<b>460,275</b>	<b>368,379</b>	<b>91,896</b>	<b>1,217,184</b>	<b>1,157,361</b>	<b>59,823</b>
<b>Total NPAs and ARLs</b>	<b>\$ 1,152,164</b>	<b>\$ 364,919</b>	<b>\$ 787,245</b>	<b>\$ 1,085,011</b>	<b>\$ 368,379</b>	<b>\$ 716,632</b>	<b>\$ 1,737,590</b>	<b>\$ 1,157,361</b>	<b>\$ 580,229</b>
NAL ratio <sup>(1)</sup>	1.42%		1.46%	1.30%		1.34%	0.92%		0.95%
NPA ratio <sup>(2)</sup>	1.64%		1.68%	1.52%		1.56%	1.26%		1.30%
NPA + ARL ratio <sup>(3)</sup>	2.79%		1.96%	2.64%		1.79%	4.22%		1.45%

<sup>(1)</sup> NAL / total loans and leases

<sup>(2)</sup> NPA / (total loans and leases + impaired loans held for sale + net other real estate + other NPAs)

<sup>(3)</sup> (NPA + ARL) / (total loans and leases + impaired loans held for sale + net other real estate + other NPAs)



# Deposits and Other Funding



## Total Deposits – By Business Segment

**2Q09**

**Avg. Balances – \$39.5 Billion**

(\$B)	Retail & Business Banking	Commercial Banking	Commercial Real Estate	AFDS	PFG	Treasury / Other	Total
DDA-noninterest bearing	\$3.4	\$1.9	\$0.2	\$ 0.1	\$0.3	\$0.1	<b>\$6.0</b>
DDA-interest bearing	3.5	0.7	--	--	0.3	--	<b>4.5</b>
Money market deposits	3.8	1.2	0.1	--	1.3	--	<b>6.4</b>
Savings and other domestic time deposit	4.7	0.3	--	--	0.1	--	<b>5.0</b>
Core certificates of deposit	12.1	0.1	--	--	0.4	--	<b>12.5</b>
<b>Total core deposits</b>	<b>27.4</b>	<b>4.2</b>	<b>0.4</b>	<b>0.1</b>	<b>2.4</b>	<b>0.1</b>	<b>34.5</b>
Other deposits	0.4	1.4	--	--	0.1	3.0	<b>5.1</b>
<b>Total deposits</b>	<b>\$27.8</b>	<b>\$5.6</b>	<b>\$0.4</b>	<b>\$0.1</b>	<b>\$2.5</b>	<b>\$3.1</b>	<b>\$39.5</b>



## Deposit Trends

### Linked Quarter

<i>(in billions)</i>	Second Quarter 2009	First Quarter 2009	Change	
			Amount	%
<b>Average Deposits</b>				
Demand deposits - noninterest bearing	\$ 6.0	\$ 5.5	\$ 0.5	9 %
Demand deposits - interest bearing	4.5	4.1	0.5	12
Money market deposits	6.4	5.6	0.8	14
Savings and other domestic deposits	5.0	5.0	(0.0)	(0)
Core certificates of deposit	12.5	12.8	(0.3)	(2)
Total core deposits	34.5	33.0	1.4	4
Other deposits	5.1	5.2	(0.1)	(1)
Total deposits	\$ 39.5	\$ 38.2	\$ 1.3	4 %

## Total Core Deposit Trends

Average (\$B)	2Q09	Annualized Growth <sup>(1)</sup>		
		2Q09 v 1Q09	1Q09 v 4Q08	2Q09 v 2Q08
<b>Commercial</b>				
Demand deposits - non-int. bearing	\$ 5.0	42 %	28 %	25 %
Demand deposits - int. bearing	1.0	102	(28)	14
Collateralized public funds	1.2	11	6	(23)
Other core deposits <sup>(2)</sup>	2.2	122	12	10
<b>Total</b>	<b>9.4</b>	<b>60</b>	<b>16</b>	<b>11</b>
<b>Consumer</b>				
Demand deposits - non-int. bearing	1.0	-	16	(4)
Demand deposits - int. bearing	3.6	33	19	11
Other core deposits <sup>(2)</sup>	20.5	4	5	10
<b>Total</b>	<b>25.1</b>	<b>3</b>	<b>7</b>	<b>8</b>
<b>Total</b>				
Demand deposits - non-int. bearing	6.0	34	26	19
Demand deposits - int. bearing	4.5	46	9	11
Collateralized public funds	1.2	11	6	(23)
Other core deposits <sup>(2)</sup>	22.7	8	5	8
<b>Total</b>	<b>\$ 34.5</b>	<b>17 %</b>	<b>9 %</b>	<b>9 %</b>

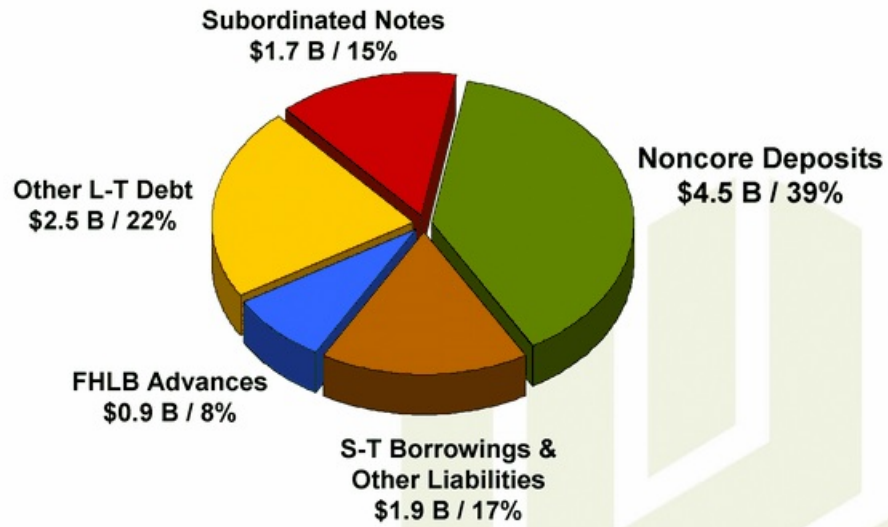
(1) Linked- quarter percent change annualized

(2) Includes core CDs, savings, and other deposits



## Other Funding – 6/30/09

**\$11.5 Billion**





# Capital



## Capital <sup>(1)</sup>

	2Q09	1Q09	4Q08	3Q08	2Q08
Total risk-weighted assets (\$B)	\$45.4	\$46.3	\$47.0	\$46.6	\$46.6
Tier 1 leverage	10.62%	9.67%	9.82%	7.99%	7.88%
Tier 1 risk-based capital	11.86	11.16	10.72	8.80	8.82
Total risk-based capital	14.95	14.28	13.91	12.03	12.05
Tangible common equity/assets	5.68	4.65	4.04	4.88	4.81
Tangible equity/assets	8.99	8.12	7.72	5.99	5.90
Tier 1 common risk-based capital ratio	6.80	5.64	5.05	5.89	5.81
Double leverage <sup>(2)</sup>	74	78	85	105	103

(1) Period end

(2) (Parent company investments in subsidiaries + goodwill) / equity



## Capital Actions

(\$ and Shares in MM)	Common Stock		Other	Total
	Shares <sup>(1)</sup>	Amount	Retained Earnings	
<b>1Q09</b>				
Franklin restructuring	-	\$ -	\$ 159.9	\$ 159.9
Conversion of preferred stock	24.6	114.1	-	114.1
Other tangible capital improvements <sup>(2)</sup>	-	-	47.1	47.1
<b>1Q09 Total</b>	<b>24.6</b>	<b>114.1</b>	<b>207.0</b>	<b>321.1</b>
<b>2Q09</b>				
Discretionary equity issuance #1	38.5	117.6	-	117.6
Discretionary equity issuance #2	18.5	74.4	-	74.4
Conversion of preferred stock	16.5	92.3	-	92.3
Common stock offering	103.5	356.4	-	356.4
Gain on the redemption of junior subordinated debt	-	-	43.8	43.8
Gain related to Visa © stock	-	-	20.4	20.4
<b>2Q09 Total</b>	<b>177.0</b>	<b>640.7</b>	<b>64.2</b>	<b>704.9</b>
<b>Year-to-date</b>	<b>201.6</b>	<b>\$ 754.8</b>	<b>\$ 271.2</b>	<b>\$ 1,026.0</b>

<sup>(1)</sup> Excludes other miscellaneous issuances

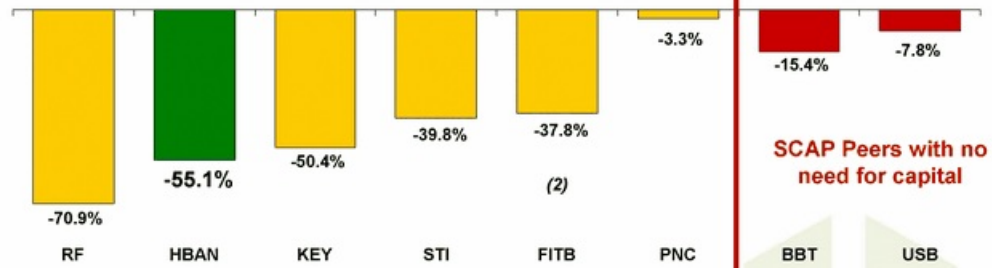
<sup>(2)</sup> Other Comprehensive Income improvement included due to materiality

- 9/9/09 – Announced Discretionary Equity Issuance # 3 - \$150 MM targeted

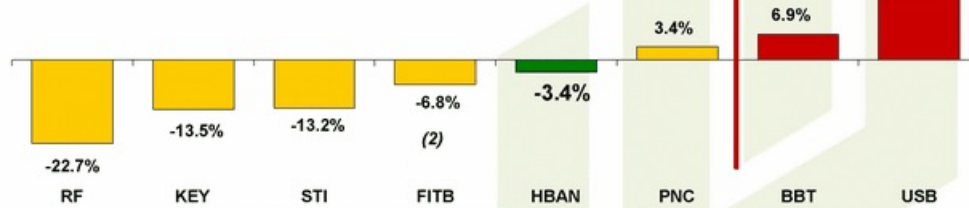


# Capital Raising Efficiency vs. SCAP Peers

## Share Count (Dilution) / Accretion



## TBV Per Share (Dilution) / Accretion <sup>(1)</sup>



(1) HBAN impact since 12/31/08; SCAP Peers impact since 3/31/09

(2) Excludes impact of Processing JV announced March 30, 2009

(3) See Capital Raising Efficiency Detail slide in Appendix; Source: Goldman Sachs & Co.

## Capital Raising Efficiency – Detail

### Share Count vs. Tangible Book Value Per Share Dilution

(S and shares in MM)	Tier 1 CE Raised	Share s Issued	% of O/S Shares	Tang. BV Acc/ (Dil)		Tier 1 CE Raised	Share s Issued	% of O/S Shares	Tang. BV Acc/ (Dil)	
<b>Huntington Bancshares <sup>(1)</sup></b>						<b>Regions Financial</b>				
Franklin Credit restructuring	\$ 160	-	- %	7.8 %		Common equity offering	\$ 1,769	460.0	66.2 %	(25.9) %
1Q09 Preferred convert exchange	114	24.6	6.7	(1.1)		Trust preferred exchange	179	33.0	4.7	(2.3)
1Q09 OCI TCE improvement	47	-	-	2.3		Sale of Visa shares	117	-	-	1.5
Discretionary equity issuance	192	56.9	15.6	(5.4)		<b>Total</b>	<b>\$ 2,065</b>	<b>493.0</b>	<b>70.9 %</b>	<b>(25.7) %</b>
2Q09 Preferred convert exchange	92	16.5	4.5	-		<b>Fifth Third <sup>(2)</sup></b>				
Common equity offering	356	103.5	28.3	(8.6)		Discretionary equity offering	\$ 986	158.0	27.4 %	(6.4) %
Gain on the redemption of junior trust preferred de	44	-	-	2.1		Convert exchange	466	60.1	10.4	(1.2)
Sale of Visa shares	20	-	-	1.0		<b>Total</b>	<b>\$ 1,452</b>	<b>218.1</b>	<b>37.8 %</b>	<b>(6.8) %</b>
<b>Total</b>	<b>\$ 1,026</b>	<b>201.6</b>	<b>55.1 %</b>	<b>(3.4) %</b>		<b>BB&amp;T</b>				
<b>KeyCorp</b>						Common equity offering	\$ 1,673	86.3	15.4 %	6.9 %
3(a)(9) exchange	\$ 114	13.7	2.3 %	(0.4) %		<b>Total</b>	<b>\$ 1,673</b>	<b>86.3</b>	<b>15.4 %</b>	<b>6.9 %</b>
Sale of securities and assets	127	-	-	2.2		<b>US Bancorp</b>				
Discretionary equity issuance	986	205.4	35.2	(13.6)		Common equity offering	\$ 2,682	153.1	7.8 %	17.9 %
Public convertible exchange	213	29.2	5.0	(1.3)		<b>Total</b>	<b>\$ 2,682</b>	<b>153.1</b>	<b>7.8 %</b>	<b>17.9 %</b>
Trust preferred exchange	327	46.3	7.9	(2.2)		<b>PNC Financial</b>				
<b>Total</b>	<b>\$ 1,767</b>	<b>294.6</b>	<b>50.4 %</b>	<b>(13.5) %</b>		Common equity offering	\$ 624	15.0	3.3 %	3.4 %
<b>SunTrust</b>						<b>Total</b>	<b>\$ 624</b>	<b>15.0</b>	<b>3.3 %</b>	<b>3.4 %</b>
Discretionary equity issuance	\$ 257	17.7	5.0 %	(2.3) %		<b>Median excluding HBAN</b>				
Common equity offering	1,562	124.2	34.8	(14.2)					37.8 %	(6.8) %
Sale of Visa shares	70	-	-	0.7		<b>Regional banks with SCAP need <sup>(2)</sup></b>				
Preferred tender	94	-	-	0.9					39.8 %	(13.2) %
Trust preferred tender	131	-	-	1.3						
<b>Total</b>	<b>\$ 2,114</b>	<b>141.9</b>	<b>39.8 %</b>	<b>(13.2) %</b>						

<sup>(1)</sup> HBAN = impact since 12/31/08; SCAP Peers = impact since 3/31/09

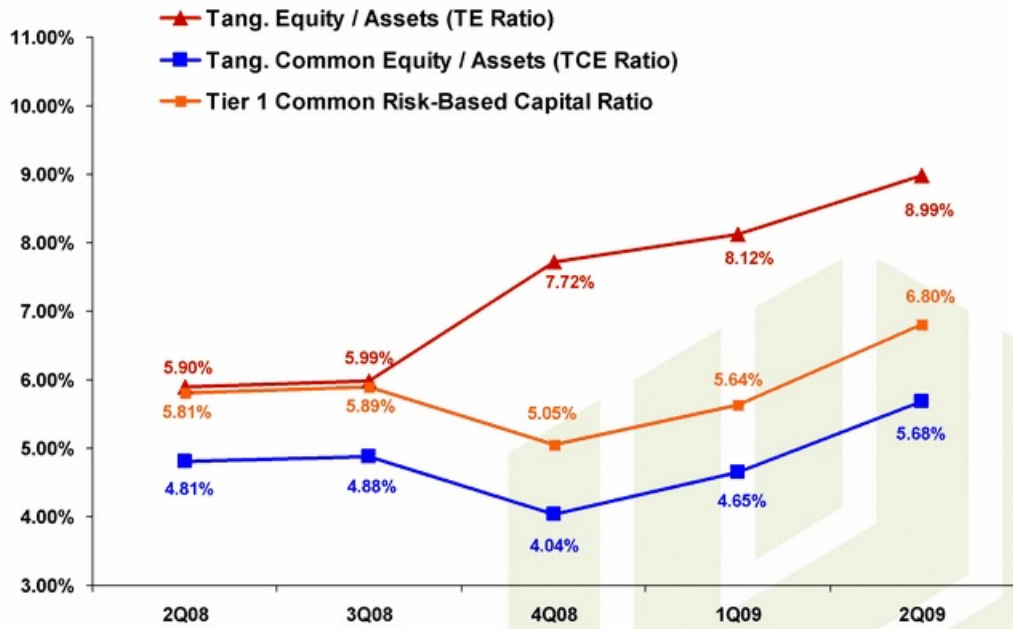
Source: Goldman Sachs & Co.



<sup>(2)</sup> Excludes impact of Processing JV announced March 30, 2009

<sup>(2)</sup> Excludes BBT & USB

## Capital Trends <sup>(1)</sup>

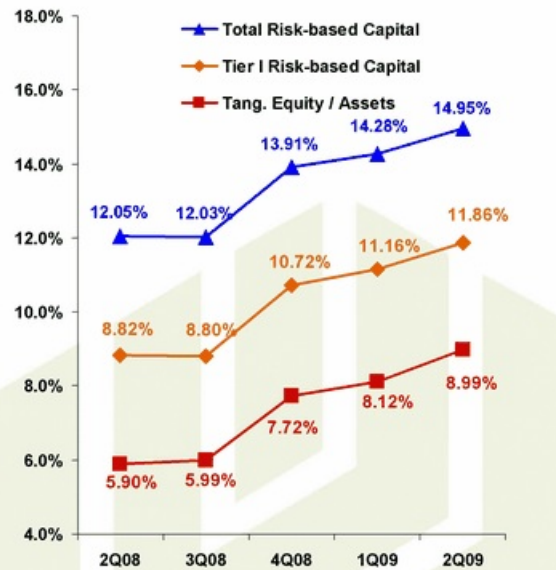


# Capital Trends

## Shareholders' Equity



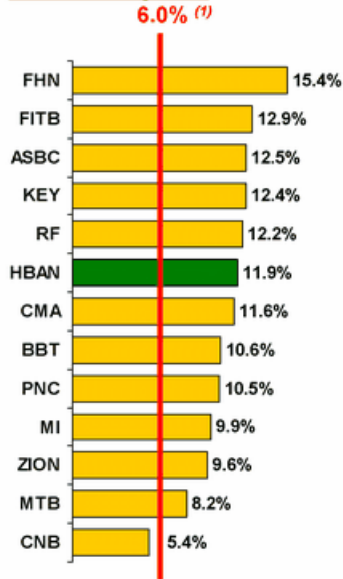
## Key Equity Ratios <sup>(1)</sup>



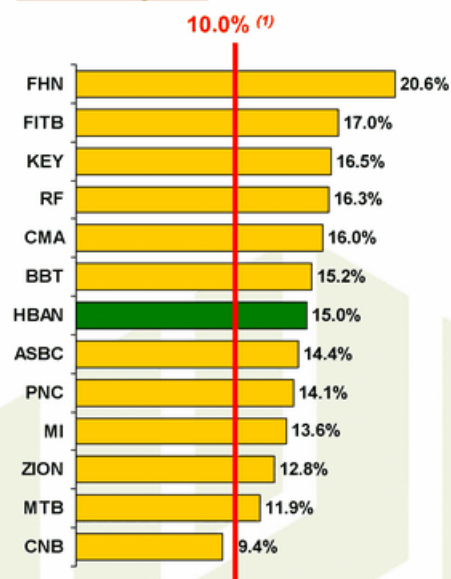
(1) End-of-period

# Regulatory Capital – 6/30/09

## Tier 1 Capital



## Total Capital



Source: SNL, Company reports

(1) Regulatory "well-capitalized" threshold



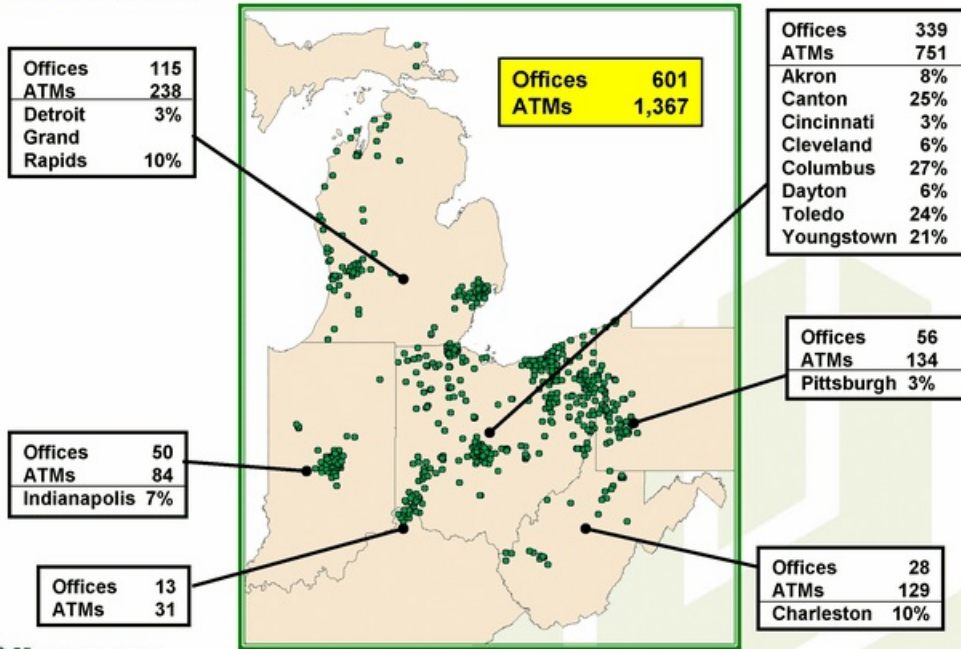


# Franchise



# The Huntington Franchise – 6/30/09

## Focus on the Midwest<sup>(1)</sup>



(1) Excludes 3 PFG offices in FL and 2 ATMs in MD. Market share at 6/30/08

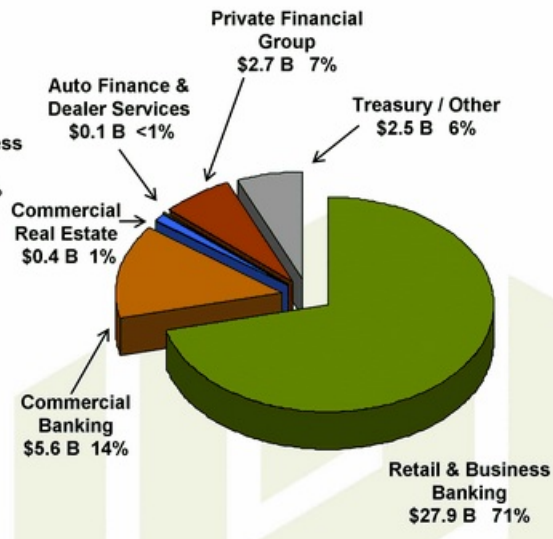
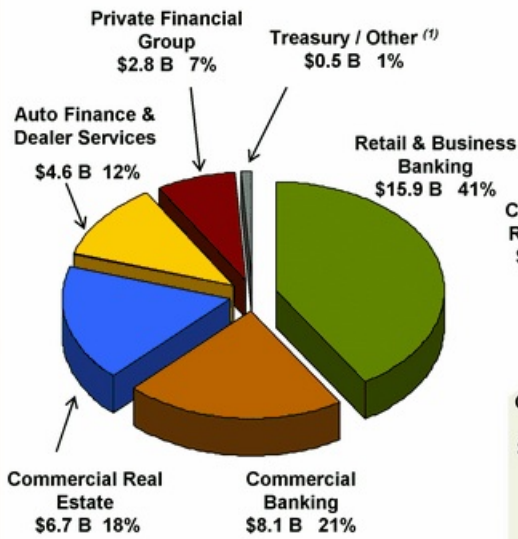
# Business Segment Summary



## Business Segment Loans & Deposits – 6/30/09

**Total Credit Exposure - \$38.5 B**

**Total Deposits - \$39.2 B**



(1) Includes Franklin

## Business Segment Contribution

Total Revenue FTE <sup>(1)</sup> (\$MM)	Six Months Ended June 30,		Better (Worse)		2009 YTD
	2009	2008			% Total
Retail & Business Banking	\$ 764.7	\$ 681.8	\$ 82.9	12%	57.6%
Commercial Banking	198.6	208.7	(10.1)	-5%	15.0%
Commercial Real Estate	91.2	94.6	(3.4)	-4%	6.9%
AFDS	98.2	102.4	(4.1)	-4%	7.4%
PFG	173.9	171.2	2.7	2%	13.1%
<b>Total</b>	<b>\$ 1,326.6</b>	<b>\$ 1,258.6</b>	<b>\$ 68.0</b>	<b>5%</b>	<b>100.0%</b>

Net Income (Loss) (\$MM)	Six Months Ended June 30,		Better /
	2009	2008	(Worse)
Retail & Business Banking	\$ 90.0	\$ 122.3	\$ (32.2)
Commercial Banking	(19.7)	67.4	(87.1)
Commercial Real Estate	(119.9)	12.7	(132.6)
AFDS	(9.5)	14.4	(23.9)
PFG	4.1	25.7	(21.6)
Treasury/Other <sup>(2)</sup>	70.5	(14.0)	84.5
Unallocated goodwill impairment	(2,573.8)	-	(2,573.8)
<b>Total</b>	<b>\$ (2,558.3)</b>	<b>\$ 228.4</b>	<b>\$ (2,786.7)</b>

(1) Fully-taxable equivalent; excludes Treasury / Other

(2) Includes Franklin

