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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

(Mark One)

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

**For the fiscal year ended December 31, 2006**

or

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

Commission File Number **0-2525**

**Huntington Bancshares Incorporated**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**31-0724920**

(I.R.S. Employer Identification No.)

**41 S. High Street, Columbus, Ohio**  
(Address of principal executive offices)

**43287**  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

**Common Stock — Without Par Value**

(Title of class)

**NASDAQ**

(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Exchange Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act)  Yes  No

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2006, determined by using a per share closing price of \$23.58, as quoted by NASDAQ on that date, was \$5,402,572,093. As of January 31, 2007, there were 235,506,423 shares of common stock without par value outstanding.

Documents Incorporated By Reference

Parts I and II of this Form 10-K incorporate by reference certain information from the registrant's Annual Report to shareholders for the period ended December 31, 2006.

Part III of this Form 10-K incorporates by reference certain information from the registrant's definitive Proxy Statement for the 2007 Annual Shareholders' Meeting.

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**HUNTINGTON BANCSHARES INCORPORATED**

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## Huntington Bancshares Incorporated

### **PART I**

When we refer to “we,” “our,” and “us” in this report, we mean Huntington Bancshares Incorporated and our consolidated subsidiaries, unless the context indicates that we refer only to the parent company, Huntington Bancshares Incorporated. When we refer to the “Bank” in this report, we mean The Huntington National Bank, our only bank subsidiary.

#### **Item 1: Business**

We are a multi-state diversified financial holding company organized under Maryland law in 1966 and headquartered in Columbus, Ohio. Through our subsidiaries, we provide full-service commercial and consumer banking services, mortgage banking services, automobile financing, equipment leasing, investment management, trust services, brokerage services, private mortgage insurance, reinsuring credit life and disability insurance, and other insurance and financial products and services. The Bank, organized in 1866, is our only bank subsidiary. At December 31, 2006, the Bank had:

- 202 banking offices in Ohio
- 112 banking offices in Michigan
- 26 banking offices in West Virginia
- 25 banking offices in Indiana
- 12 banking offices in Kentucky
- 4 private banking offices in Florida
- one foreign office in the Cayman Islands
- one foreign office in Hong Kong

We conduct certain activities in other states including Arizona, Florida, Georgia, Maryland, Nevada, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, and Vermont. Our foreign banking activities, in total or with any individual country, are not significant. At December 31, 2006, we had 8,081 full-time equivalent employees.

Our lines of business are discussed in our Management’s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report to shareholders, which is incorporated into this report by reference. The financial statement results for each of our lines of business can be found in Note 27 of the Notes to Consolidated Financial Statements included in Item 8 of this report.

#### **Proposed Acquisition of Sky Financial Group, Inc.**

On December 20, 2006, Huntington announced the signing of a definitive agreement to acquire Sky Financial Group, Inc. (Sky Financial) in a stock and cash transaction expected to be valued at approximately \$3.5 billion.

Under the terms of the agreement, Sky Financial shareholders will receive 1.098 shares of Huntington common stock, on a tax-free basis, and a taxable cash payment of \$3.023 for each share of Sky Financial common stock. The merger was unanimously approved by the boards of directors of both companies and is expected to close in the third quarter of 2007, pending customary regulatory approvals, as well as approval by both companies’ shareholders.

#### **Competition**

Competition is intense in most of our markets. We compete on price and service with other banks and financial services companies such as savings and loans, credit unions, finance companies, mortgage banking companies, insurance companies, and brokerage firms. Competition could intensify in the future as a result of industry consolidation, the increasing availability of products and services from non-banks, greater technological developments in the industry, and banking reform. For example, financial services reform legislation enacted in 1999 eliminated the long-standing Glass-Steagall Act restrictions on securities activities of bank holding companies and banks. That legislation, among other things, permits securities and insurance firms to engage in banking activities under specified conditions.

## **Regulatory Matters**

On March 1, 2005, we announced entering into a formal written agreement with the Federal Reserve Bank of Cleveland (FRBC), providing for a comprehensive action plan designed to enhance corporate governance, internal audit, risk management, accounting policies and procedures, and financial and regulatory reporting. The agreement called for independent third-party reviews, as well as the submission of written plans and progress reports by Management, and would remain in effect until terminated by the banking regulators. On May 10, 2006, Huntington announced that the FRBC notified Huntington's board of directors that Huntington had satisfied the provisions of the written agreement dated February 28, 2005, and that the FRBC, under delegated authority of the Board of Governors of the Federal Reserve System (Federal Reserve), had terminated the written agreement.

### ***General***

We are a bank holding company and are qualified as a financial holding company with the Federal Reserve. We are subject to examination and supervision by the Federal Reserve pursuant to the Bank Holding Company Act. We are required to file reports and other information regarding our business operations and the business operations of our subsidiaries with the Federal Reserve.

Because we are a public company, we are also subject to regulation by the SEC. On December 15, 2005, the SEC adopted final rules establishing three categories of issuers for the purpose of filing periodic and annual reports. Under the new regulations, we are considered to be a "large accelerated filer" and, as such, must comply with the new SEC accelerated reporting requirements.

The Bank is subject to examination and supervision by the Office of the Comptroller of the Currency (OCC). Its domestic deposits are insured by the Bank Insurance Fund of the Federal Deposit Insurance Corporation (FDIC), which also has certain regulatory and supervisory authority over it. Our non-bank subsidiaries are also subject to examination and supervision by the Federal Reserve or, in the case of non-bank subsidiaries of the Bank, by the OCC. Our subsidiaries are also subject to examination by other federal and state agencies, including, in the case of certain securities and investment management activities, regulation by the SEC and the National Association of Securities Dealers.

In addition to the impact of federal and state regulation, the Bank and our non-bank subsidiaries are affected significantly by the actions of the Federal Reserve as it attempts to control the money supply and credit availability in order to influence the economy.

### ***Holding Company Structure***

We have one national bank subsidiary and numerous non-bank subsidiaries. Exhibit 21.1 of this report lists all of our subsidiaries.

The Bank is subject to affiliate transaction restrictions under federal laws, which limit the transfer of funds by a subsidiary bank to its parent or any non-bank subsidiary of its parent, whether in the form of loans, extensions of credit, investments, or asset purchases. Such transfers by a subsidiary bank are limited to:

- 10% of the subsidiary bank's capital and surplus for transfers to its parent corporation or to any individual non-bank subsidiary of the parent, and
- an aggregate of 20% of the subsidiary bank's capital and surplus for transfers to such parent together with all such non-bank subsidiaries of the parent.

Furthermore, such loans and extensions of credit must be secured within specified amounts. In addition, all affiliate transactions must be conducted on terms and under circumstances that are substantially the same as such transactions with unaffiliated entities.

As a matter of policy, the Federal Reserve expects a bank holding company to act as a source of financial and managerial strength to each of its subsidiary banks and to commit resources to support each such subsidiary bank. Under this source of strength doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank. They may charge the bank holding company with engaging in

unsafe and unsound practices if they fail to commit resources to such a subsidiary bank. A capital injection may be required at times when the holding company does not have the resources to provide it.

Any loans by a holding company to a subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company's bankruptcy, the bankruptcy trustee will assume any commitment by the holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, the bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the institution's general unsecured creditors, including the holders of its note obligations.

Federal law permits the OCC to order the pro rata assessment of shareholders of a national bank whose capital stock has become impaired, by losses or otherwise, to relieve a deficiency in such national bank's capital stock. This statute also provides for the enforcement of any such pro rata assessment of shareholders of such national bank to cover such impairment of capital stock by sale, to the extent necessary, of the capital stock owned by any assessed shareholder failing to pay the assessment. As the sole shareholder of the Bank, we are subject to such provisions.

Moreover, the claims of a receiver of an insured depository institution for administrative expenses and the claims of holders of deposit liabilities of such an institution are accorded priority over the claims of general unsecured creditors of such an institution, including the holders of the institution's note obligations, in the event of liquidation or other resolution of such institution. Claims of a receiver for administrative expenses and claims of holders of deposit liabilities of the Bank, including the FDIC as the insurer of such holders, would receive priority over the holders of notes and other senior debt of the Bank in the event of liquidation or other resolution and over our interests as sole shareholder of the Bank.

The Federal Reserve maintains a bank holding company rating system that emphasizes risk management, introduces a framework for analyzing and rating financial factors, and provides a framework for assessing and rating the potential impact of non-depository entities of a holding company on its subsidiary depository institution(s).

A composite rating is assigned based on the foregoing three components, but a fourth component is also rated, reflecting generally the assessment of depository institution subsidiaries by their principal regulators. Ratings are made on a scale of 1 to 5 (1 highest) and, like current ratings, are not made public. The new rating system applies to us.

#### ***Dividend Restrictions***

Dividends from the Bank are the primary source of funds for payment of dividends to our shareholders. In the year ended December 31, 2006, we declared cash dividends to shareholders of \$239.4 million. There are, however, statutory limits on the amount of dividends that the Bank can pay to us without regulatory approval.

The Bank may not, without prior regulatory approval, pay a dividend in an amount greater than its undivided profits. In addition, the prior approval of the OCC is required for the payment of a dividend by a national bank if the total of all dividends declared in a calendar year would exceed the total of its net income for the year combined with its retained net income for the two preceding years. At December 31, 2006, the Bank could have declared and paid \$0.7 million of additional dividends to the parent company without regulatory approval.

If, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice, such authority may require, after notice and hearing, that such bank cease and desist from such practice. Depending on the financial condition of the bank, the applicable regulatory authority might deem the bank to be engaged in an unsafe or unsound practice if the bank were to pay dividends. The Federal Reserve and the OCC have issued policy statements that provide that insured banks and bank holding companies should generally only pay dividends out of current operating earnings.

#### ***FDIC Insurance***

During 2006, the FDIC classified the Bank as a "well-capitalized" institution, the highest supervisory subcategory. The Bank, therefore, was not obliged under then-existing FDIC assessment practices to pay deposit insurance premiums for the year, either on its deposits insured by the Bank Insurance Fund or on that portion of its deposits acquired from savings and loan associations and insured by the Savings Association Insurance Fund. The

Bank Insurance Fund and the Savings Association Insurance Fund were merged on March 31, 2006, to form the Deposit Insurance Fund (DIF). Although not subject in 2006 to FDIC assessments for deposit insurance premiums, the Bank was required, and continues to be required, to make payments for the servicing of obligations of the Financing Corporation that were issued in connection with the resolution of savings and loan associations, so long as such obligations remain outstanding.

With the enactment in February 2006 of the Federal Deposit Insurance Reform Act of 2005 and related legislation, and the adoption by the FDIC of implementing regulations in November 2006, major changes were introduced in FDIC deposit insurance for 2007 and subsequent years. Henceforth, the FDIC is to designate annually a target reserve ratio for the DIF within the range of 1.15 percent and 1.5 percent, instead of the prior fixed requirement to manage the DIF so as to maintain a designated reserve ratio of 1.25 percent. The FDIC adopted 1.25 percent as the designated reserve ratio for 2007.

In addition, the FDIC adopted a new risk-based system for assessment of deposit insurance premiums on depository institutions, under which all such institutions would pay at least a minimum level of premiums. The new system is based on an institution's probability of causing a loss to the DIF, and requires that each depository institution be placed in one of four risk categories, depending on a combination of its capitalization and its supervisory ratings. Under a base rate schedule, institutions in Risk Category I would be assessed between 2 and 4 basis points, while institutions in Risk Category IV could be assessed a maximum of 40 basis points.

For 2007, the FDIC determined to set assessment rates at three basis points above the base schedule rates. To assist the transition to the new system requiring assessment payments by all insured institutions, depository institutions that were in existence on and paid deposit insurance assessments prior to December 31, 1996, are eligible for a one-time assessment credit based on their shares of the aggregate 1996 assessment base. We received a notification from the FDIC on October 16, 2006, that our one-time assessment credit was \$25.3 million. The Bank, as a well capitalized institution, will be in Risk Category I and, therefore, subject to an assessment of 5.65 basis points. We expect our annual FDIC expense to be \$15.9 million, which will initially be offset by the assessment credit.

### ***Capital Requirements***

The Federal Reserve has issued risk-based capital ratio and leverage ratio guidelines for bank holding companies. The risk-based capital ratio guidelines establish a systematic analytical framework that:

- makes regulatory capital requirements sensitive to differences in risk profiles among banking organizations,
- takes off-balance sheet exposures into explicit account in assessing capital adequacy, and
- minimizes disincentives to holding liquid, low-risk assets.

Under the guidelines and related policies, bank holding companies must maintain capital sufficient to meet both a risk-based asset ratio test and a leverage ratio test on a consolidated basis. The risk-based ratio is determined by allocating assets and specified off-balance sheet commitments into four weighted categories, with higher weighting assigned to categories perceived as representing greater risk. A bank holding company's risk-based ratio represents capital divided by total risk weighted assets. The leverage ratio is core capital divided by total assets adjusted as specified in the guidelines. The Bank is subject to substantially similar capital requirements.

Generally, under the applicable guidelines, a financial institution's capital is divided into two tiers. Institutions that must incorporate market risk exposure into their risk-based capital requirements may also have a third tier of capital in the form of restricted short-term subordinated debt. These tiers are:

- "Tier 1", or core capital, includes common equity, non-cumulative perpetual preferred stock (excluding auction rate issues), and minority interests in equity accounts of consolidated subsidiaries, less both goodwill and, with certain limited exceptions, all other intangible assets. Bank holding companies, however, may include up to a limit of 25% of cumulative preferred stock in their Tier 1 capital.
- "Tier 2", or supplementary capital, includes, among other things, cumulative and limited-life preferred stock, hybrid capital instruments, mandatory convertible securities, qualifying subordinated debt, and the allowance for loan and lease losses, subject to certain limitations.
- "Total capital" is Tier 1 plus Tier 2 capital.

The Federal Reserve and the other federal banking regulators require that all intangible assets, except originated or purchased mortgage-servicing rights, non-mortgage servicing assets, and purchased credit card relationships, be deducted from Tier 1 capital. However, the total amount of these items included in a bank holding company's capital cannot exceed 100% of its Tier 1 capital.

Under the risk-based guidelines, financial institutions are required to maintain a risk-based ratio of 8%, with 4% being Tier 1 capital. The appropriate regulatory authority may set higher capital requirements when an institution's circumstances warrant.

Under the leverage guidelines, financial institutions are required to maintain a leverage ratio of at least 3%. The minimum ratio is applicable only to financial institutions that meet certain specified criteria, including excellent asset quality, high liquidity, low interest rate risk exposure, and the highest regulatory rating. Financial institutions not meeting these criteria are required to maintain a minimum Tier 1 leverage ratio of 4%.

Special minimum capital requirements apply to equity investments in nonfinancial companies. The requirements consist of a series of marginal capital charges that increase within a range from 8% to 25% as a financial institution's over-all exposure to equity investments increases as a percentage of its Tier 1 capital.

Failure to meet applicable capital guidelines could subject the financial institution to a variety of enforcement remedies available to the federal regulatory authorities. These include limitations on the ability to pay dividends, the issuance by the regulatory authority of a capital directive to increase capital, and the termination of deposit insurance by the FDIC. In addition, the financial institution could be subject to the measures described below under "Prompt Corrective Action" as applicable to "under-capitalized" institutions.

The risk-based capital standards of the Federal Reserve, the OCC, and the FDIC specify that evaluations by the banking agencies of a bank's capital adequacy will include an assessment of the exposure to declines in the economic value of the bank's capital due to changes in interest rates. These banking agencies issued a joint policy statement on interest rate risk describing prudent methods for monitoring such risk that rely principally on internal measures of exposure and active oversight of risk management activities by senior management.

#### ***Prompt Corrective Action***

The Federal Deposit Insurance Corporation Improvement Act of 1991, known as FDICIA, requires federal banking regulatory authorities to take "prompt corrective action" with respect to depository institutions that do not meet minimum capital requirements. For these purposes, FDICIA establishes five capital tiers: "well-capitalized," "adequately-capitalized," "under-capitalized," "significantly under-capitalized," and "critically under-capitalized."

An institution is deemed to be:

- "well-capitalized" if it has a total risk-based capital ratio of 10% or greater, a Tier 1 risk-based capital ratio of 6% or greater, and a Tier 1 leverage ratio of 5% or greater and is not subject to a regulatory order, agreement, or directive to meet and maintain a specific capital level for any capital measure;
- "adequately-capitalized" if it has a total risk-based capital ratio of 8% or greater, a Tier 1 risk-based capital ratio of 4% or greater, and, generally, a Tier 1 leverage ratio of 4% or greater and the institution does not meet the definition of a "well-capitalized" institution;
- "under-capitalized" if it does not meet one or more of the "adequately-capitalized" tests;
- "significantly under-capitalized" if it has a total risk-based capital ratio that is less than 6%, a Tier 1 risk-based capital ratio that is less than 3%, or a Tier 1 leverage ratio that is less than 3%; and
- "critically under-capitalized" if it has a ratio of tangible equity, as defined in the regulations, to total assets that is equal to or less than 2%.

Throughout 2006, our regulatory capital ratios and those of the Bank were in excess of the levels established for "well-capitalized" institutions.

FDICIA generally prohibits a depository institution from making any capital distribution, including payment of a cash dividend or paying any management fee to its holding company, if the depository institution would be "under-capitalized" after such payment. "Under-capitalized" institutions are subject to growth limitations and are required by the appropriate federal banking agency to submit a capital restoration plan. If any depository institution subsidiary of a holding company is required to submit a capital restoration plan, the holding company

would be required to provide a limited guarantee regarding compliance with the plan as a condition of approval of such plan.

If an “under-capitalized” institution fails to submit an acceptable plan, it is treated as if it is “significantly under-capitalized.” “Significantly undercapitalized” institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become “adequately-capitalized,” requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks.

“Critically under-capitalized” institutions may not, beginning 60 days after becoming “critically under-capitalized,” make any payment of principal or interest on their subordinated debt. In addition, “critically under-capitalized” institutions are subject to appointment of a receiver or conservator within 90 days of becoming so classified.

Under FDICIA, a depository institution that is not “well-capitalized” is generally prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market. As previously stated, the Bank is “well-capitalized” and the FDICIA brokered deposit rule did not adversely affect its ability to accept brokered deposits. The Bank had \$0.7 billion of such brokered deposits at December 31, 2006.

#### ***Financial Holding Company Status***

In order to maintain its status as a financial holding company, a bank holding company’s depository subsidiaries must all be both “well capitalized” and “well managed,” and must meet their Community Reinvestment Act obligations.

Financial holding company powers relate to “financial activities” that are determined by the Federal Reserve, in coordination with the Secretary of the Treasury, to be financial in nature, incidental to an activity that is financial in nature, or complementary to a financial activity, provided that the complementary activity does not pose a safety and soundness risk. The Gramm-Leach-Bliley Act designates certain activities as financial in nature, including:

- underwriting insurance or annuities;
- providing financial or investment advice;
- underwriting, dealing in, or making markets in securities;
- merchant banking, subject to significant limitations;
- insurance company portfolio investing, subject to significant limitations; and
- any activities previously found by the Federal Reserve to be closely related to banking.

The Gramm-Leach-Bliley Act also authorizes the Federal Reserve, in coordination with the Secretary of the Treasury to determine that additional activities are financial in nature or incidental to activities that are financial in nature.

We are required by the Bank Holding Company Act to obtain Federal Reserve approval prior to acquiring, directly or indirectly, ownership or control of voting shares of any bank, if, after such acquisition, we would own or control more than 5% of its voting stock. However, as a financial holding company, we may commence any new financial activity, except for the acquisition of a savings association, with notice to the Federal Reserve within 30 days after the commencement of the new financial activity.

#### ***USA Patriot Act***

The USA Patriot Act of 2001 and its related regulations require insured depository institutions, broker-dealers, and certain other financial institutions to have policies, procedures, and controls to detect, prevent, and report money laundering and terrorist financing. The statute and its regulations also provide for information sharing, subject to conditions, between federal law enforcement agencies and financial institutions, as well as among financial institutions, for counter-terrorism purposes. Federal banking regulators are required, when reviewing bank holding company acquisition and bank merger applications, to take into account the effectiveness of the anti-money laundering activities of the applicants. Originally enacted for five years, the USA Patriot Act was signed into law as permanent legislation in March 2006.

### ***Customer Privacy and Other Consumer Protections***

Pursuant to the Gramm-Leach-Bliley Act, we, like all other financial institutions, are required to:

- provide notice to our customers regarding privacy policies and practices,
- inform our customers regarding the conditions under which their non-public personal information may be disclosed to non-affiliated third parties, and
- give our customers an option to prevent disclosure of such information to non-affiliated third parties.

Under the Fair and Accurate Credit Transactions Act of 2003, our customers may also opt out of information sharing between and among us and our affiliates. We are also subject, in connection with our lending and leasing activities, to numerous federal and state laws aimed at protecting consumers, including the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the Equal Credit Opportunity Act, the Truth in Lending Act, and the Fair Credit Reporting Act.

### ***Sarbanes-Oxley Act of 2002***

The Sarbanes-Oxley Act of 2002 imposed new or revised corporate governance, accounting, and reporting requirements on us and all other companies having securities registered with the SEC. In addition to a requirement that chief executive officers and chief financial officers certify financial statements in writing, the statute imposed requirements affecting, among other matters, the composition and activities of audit committees, disclosures relating to corporate insiders and insider transactions, codes of ethics, and the effectiveness of internal controls over financial reporting.

### ***Recent Regulatory Developments***

Authority for financial holding companies to engage in real estate brokerage and property management services was proposed by the Treasury Department and the Federal Reserve in 2000, but final regulations implementing the proposal have been subject to a statutory moratorium which has been renewed annually by Congress since 2001. Legislation was introduced early in 2007 to ban such activity permanently, and it is not possible at present to assess the prospects either for the permanent ban or the ultimate adoption of the long-pending final regulations.

The Basel Committee on Banking Supervision's "Basel II" regulatory capital guidelines, published in June 2004 and amended in November 2005, are designed to promote improved risk measurement and management processes and better align minimum capital requirements with risk. The Basel II guidelines would, however, be mandatory only for "core banks," i.e., banks with consolidated total assets of \$250 billion or more. They would, therefore, not foreseeably be applicable to the Bank, which continues to operate under U.S. risk-based capital guidelines consistent with "Basel I" guidelines published in 1988.

U.S. banking regulators, however, in December 2006, issued proposed rules involving modifications to the existing U.S. Basel I-based capital framework. The proposed rules, designated as "Basel IA" rules, are intended to avoid future competitive inequalities between Basel I and Basel II organizations, and would, if finally adopted, allow U.S. depository institutions to elect to remain under existing capital rules or come under the Basel IA rules. The proposed rules include:

- increasing the number of risk-weight categories,
- expanding the use of external ratings for credit risk,
- expanding the range of collateral and guarantors to qualify for a lower risk weight, and
- basing residential mortgage risk ratings on loan-to-value ratios.

The public comment period for the proposed Basel IA rules (as well as on additional questions raised by regulators on a pending rulemaking on Basel II rules) ends in March 2007, and final rules are not expected until late in the year.

### **Guide 3 Information**

Information required by Industry Guide 3 relating to statistical disclosure by bank holding companies is contained in the information incorporated by reference in response to Items 7 and 8 of this report.

### **Available Information**

We make available free of charge on our internet website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after those reports have been electronically filed or submitted to the SEC. These filings can be accessed under the "Investor Relations" link found on the homepage of our website at [www.huntington.com](http://www.huntington.com). These filings are also accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

### **Item 1A: Risk Factors**

Like other financial companies, we are subject to a number of risks, many of which are outside of our direct control, though efforts are made to manage those risks while optimizing returns. Among the risks assumed are: (1) credit risk, which is the risk that loan and lease customers or other counterparties will be unable to perform their contractual obligations, (2) market risk, which is the risk that changes in market rates and prices will adversely affect our financial condition or results of operation, (3) liquidity risk, which is the risk that the parent company and/or the Bank will have insufficient cash or access to cash to meet its operating needs, and (4) operational risk, which is the risk of loss resulting from inadequate or failed internal processes, people and systems, or external events.

In addition to the other information included or incorporated by reference into this report, readers should carefully consider that the following important factors, among others, could materially impact our business, future results of operations, and future cash flows.

#### ***(1) Credit Risks:***

**We extend credit to a variety of customers based on internally set standards and judgment. We manage the credit risk through a program of underwriting standards, the review of certain credit decisions, and an on-going process of assessment of the quality of the credit already extended. Our credit standards and on-going process of credit assessment might not protect us from significant credit losses.**

We take credit risk by virtue of making loans and leases, purchasing non-governmental securities, extending loan commitments and letters of credit, and being counterparties to off-balance sheet financial instruments such as interest rate and foreign exchange derivatives.

Our exposure to credit risk is managed through the use of consistent underwriting standards that emphasize "in-market" lending while avoiding highly leveraged transactions as well as excessive industry and other concentrations. Our credit administration function employs risk management techniques to ensure that loans and leases adhere to corporate policy and problem loans and leases are promptly identified. These procedures provide us with the information necessary to implement policy adjustments where necessary, and to take proactive corrective actions.

For further discussion about our management of credit risk, see the "Credit Risk" section included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

**Our loans, leases, and deposits are focused in five states and adverse economic conditions in those states, in particular, could negatively impact results from operations, cash flows, and financial condition.**

Concentration of credit risk can also arise with respect to loans and leases when the borrowers are located in the same geographical region. Our customers with loan and/or deposit balances at December 31, 2006, were

located predominantly in Ohio, Michigan, West Virginia, Indiana, and Kentucky. Because of the concentration of loans, leases, and deposits in these states, in the event of adverse economic conditions in these states, we could experience more difficulty in attracting deposits and experience higher rates of loss and delinquency on our loans and leases than if the loans and leases were more geographically diversified. Adverse economic conditions and other factors, such as political or business developments or natural hazards that may affect these states, may reduce demand for credit or fee-based products and could negatively affect real estate and other collateral values, interest rate levels, and the availability of credit to refinance loans at or prior to maturity.

**Declines in home values in our markets could adversely impact results from operations.**

Like all banks, we are subject to the effects of any economic downturn, and in particular, a significant decline in home values in our markets could have a negative effect on results of operations. At December 31, 2006, we had \$4.9 billion of home equity loans and lines with a weighted average loan-to-value ratio for the portfolio of 77%. In addition, at December 31, 2006, we had \$4.5 billion in residential real estate loans. Adjustable-rate mortgages, primarily mortgages that have a fixed rate for the first 3 to 5 years and then adjust annually, comprised 54% of this portfolio. A significant decline in home values could lead to higher charge-offs in event of default in both the home equity loan and residential real estate loan portfolios. We also have \$1.3 billion of mortgage-backed securities that could be negatively affected by a decline in home values.

**(2) Market Risks:**

**Changes in interest rates could negatively impact our financial condition and results of operations.**

Our results of operations depend substantially on net interest income, which is the difference between interest earned on interest-earning assets (such as investments, loans, and direct financing leases) and interest paid on interest-bearing liabilities (such as deposits and borrowings). Interest rates are highly sensitive to many factors, including governmental monetary policies and domestic and international economic and political conditions. Conditions such as inflation, recession, unemployment, money supply, and other factors beyond our control may also affect interest rates. If our interest-earning assets mature or reprice more quickly than interest-bearing liabilities in a declining interest rate environment, net interest income could be adversely impacted. Likewise, if interest-bearing liabilities mature or reprice more quickly than interest-earnings assets in a rising interest rate environment, net interest income could be adversely impacted.

Changes in interest rates also can affect the value of loans and other assets, including retained interests in securitizations, mortgage and non-mortgage servicing rights, and our ability to realize gains on the sale of assets. A portion of our earnings result from transactional income. An example of this type of transactional income is gain on sales of loans and other real estate owned. This type of income can vary significantly from quarter-to-quarter and year-to-year based on a number of different factors, including the interest rate environment. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans and leases may lead to an increase in non-performing assets and a reduction of income recognized, which could have a material, adverse effect on our results of operations and cash flows. For further discussion, see Note 5 of the Notes to Consolidated Financial Statements included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

Although fluctuations in market interest rates are neither completely predictable nor controllable, our Market Risk Committee (MRC) meets periodically to monitor our interest rate sensitivity position and oversee our financial risk management by establishing policies and operating limits. For further discussion, see the "Interest Rate Risk" section included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

**(3) Liquidity Risks:**

**If we are unable to borrow funds through access to capital markets, we may not be able to meet the cash flow requirements of our depositors and borrowers, or meet the operating cash needs to fund corporate expansion and other activities.**

Liquidity is the ability to meet cash flow needs on a timely basis at a reasonable cost. The liquidity of the Bank is used to make loans and leases and to repay deposit liabilities as they become due or are demanded by customers. Liquidity policies and limits are established by the board of directors, with operating limits set by MRC, based upon the ratio of loans to deposits and percentage of assets funded with non-core or wholesale funding. The Bank's MRC regularly monitors the overall liquidity position of the Bank and the parent company to ensure that

various alternative strategies exist to cover unanticipated events that could affect liquidity. MRC also establishes policies and monitors guidelines to diversify the Bank's wholesale funding sources to avoid concentrations in any one market source. Wholesale funding sources include Federal funds purchased, securities sold under repurchase agreements, non-core deposits, and medium- and long-term debt, which includes a domestic bank note program and a Euronote program. The Bank is also a member of the Federal Home Loan Bank of Cincinnati, Ohio (FHLB), which provide funding through advances to members that are collateralized with mortgage-related assets.

We maintain a portfolio of securities that can be used as a secondary source of liquidity. There are other sources of liquidity available to us should they be needed. These sources include the sale or securitization of loans, the ability to acquire additional national market, non-core deposits, the issuance of additional collateralized borrowings such as FHLB advances, the issuance of debt securities, and the issuance of preferred or common securities in public or private transactions. The Bank also can borrow from the Federal Reserve's discount window.

If we were unable to access any of these funding sources when needed, we might be unable to meet customers' needs, which could adversely impact our financial condition, results of operations, cash flows, and level of regulatory-qualifying capital. For further discussion, see the "Liquidity Risk" section included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

**If our credit ratings were downgraded, the ability to access funding sources may be negatively impacted or eliminated, and our liquidity and the market price of our common stock could be adversely impacted.**

Credit ratings by the three major credit rating agencies are an important component of our liquidity profile. Among other factors, the credit ratings are based on the financial strength, credit quality and concentrations in the loan portfolio, the level and volatility of earnings, capital adequacy, the quality of Management, the liquidity of the balance sheet, the availability of a significant base of core retail and commercial deposits, and the ability to access a broad array of wholesale funding sources. Adverse changes in these factors could result in a negative change in credit ratings and impact not only the ability to raise funds in the capital markets, but also the cost of these funds. In addition, certain financial on- and off-balance sheet arrangements contain credit rating triggers that could increase funding needs should a negative rating change occur. Letter of credit commitments for marketable securities, interest rate swap collateral agreements, and certain asset securitization transactions contain credit rating provisions.

Credit ratings as of December 31, 2006, for the parent company and the Bank can be found in Table 27 included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

We rely on certain funding sources such as large corporate deposits, public fund deposits, federal funds, Euro deposits, FHLB advances, and bank notes. Although not contractually tied to credit ratings, our ability to access these funding sources may be impacted by negative changes in credit ratings. In the case of public funds or FHLB advances, a credit downgrade may also trigger a requirement that we pledge additional collateral against outstanding borrowings. Credit rating downgrades could result in a loss of equity investor confidence.

**We have authorized the use of a substantial amount of our cash for the repurchase of our shares, and this use of funds may limit our ability to complete other transactions or to pursue other business initiatives.**

In April 2006, our board of directors authorized a new program for the repurchase of up to 15 million common shares, of which 3.8 million shares remain under the current authorization. We expect to repurchase the remaining shares for cash as business conditions warrant. The full implementation of this repurchase program will use a significant portion of our capital reserves. This use of capital could limit future flexibility to complete acquisitions of businesses or technology, or other transactions, or make investments in research and development, new employee hiring, or other aspects of operations that might be in our best interests, or could require that we borrow money or issue additional equity securities for such purposes. Any incurrence of debt may not be on favorable terms and could result in our being subject to covenants or other contractual restrictions that limit the ability to take advantage of other opportunities that may arise. Any such incurrence of debt would likely increase our interest expense, and any issuance of additional equity securities would dilute the stock ownership of existing shareholders.

#### ***(4) Operational Risks:***

**We have significant competition in both attracting and retaining deposits and in originating loans and leases.**

Competition is intense in most of our markets. We compete on price and service with other banks and financial services companies such as savings and loans, credit unions, finance companies, mortgage banking

companies, insurance companies, and brokerage firms. Competition could intensify in the future as a result of industry consolidation, the increasing availability of products and services from non-banks, greater technological developments in the industry, and banking reform.

**In the normal course of business, we process large volumes of transactions. However, there can be no assurance that we will be able to continue processing at the same or higher levels of transactions. If systems of internal control should fail to work as expected, if systems are used in an unauthorized manner, or if employees subvert the system of internal controls, significant losses could result.**

We process large volumes of transactions on a daily basis and are exposed to numerous types of operational risk. Operational risk resulting from inadequate or failed internal processes, people, and systems includes the risk of fraud by persons inside or outside the company, the execution of unauthorized transactions by employees, errors relating to transaction processing and systems, and breaches of the internal control system and compliance requirements. This risk of loss also includes the potential legal actions that could arise as a result of the operational deficiency or as a result of noncompliance with applicable regulatory standards.

We establish and maintain systems of internal operational controls that provide us with timely and accurate information about our level of operational risk. While not foolproof, these systems have been designed to manage operational risk at appropriate, cost-effective levels. Procedures exist that are designed to ensure that policies relating to conduct, ethics, and business practices are followed. From time to time, losses from operational risk may occur, including the effects of operational errors. Such losses are recorded as non-interest expense.

While we continually monitor and improve the system of internal controls, data processing systems, and corporate-wide processes and procedures, there can be no assurance that future losses will not occur.

**We may fail to realize the anticipated cost savings and other financial benefits of the merger on the anticipated schedule, if at all.**

We may face significant challenges in integrating Sky Financial's operations in our operations in a timely and efficient manner and in retaining Sky Financial personnel. Currently, each company operates as an independent public company. Achieving the anticipated cost savings and financial benefits of the merger will depend on part on whether we integrate Sky Financial's businesses in an efficient and effective manner. We may not be able to accomplish this integration process smoothly or successfully. In addition, the integration of certain operations following the merger will require the dedication of significant management resources, which may temporarily distract management's attention from the day-to-day business of the combined company. Any inability to realize the full extent of, or any of, the anticipated cost savings and financial benefits of the merger, as well as any delays encountered in the integration process, could have an adverse effect on the business and results of operations of the combined company, which may affect the market price of Huntington common stock.

**An extended disruption of vital infrastructure could negatively impact our business, results of operations, and financial condition.**

Our operations depend upon, among other things, our infrastructure, including equipment and facilities. Extended disruption of vital infrastructure by fire, power loss, natural disaster, telecommunications failure, computer hacking or viruses, terrorist activity or the domestic and foreign response to such activity, or other events outside of our control could have a material adverse impact on the financial services industry as a whole and on our business, results of operations, cash flows, and financial condition in particular. Our business recovery plan may not work as intended or may not prevent significant interruptions of our operations.

**New or changes in existing tax, accounting, and regulatory rules and interpretations could significantly impact strategic initiatives, results of operations, cash flows, and financial condition.**

The financial services industry is extensively regulated. Federal and state banking regulations are designed primarily to protect the deposit insurance funds and consumers, not to benefit a financial company's shareholders. These regulations may sometimes impose significant limitations on operations. The significant federal and state banking regulations that affect us are described in this report under the heading "Regulatory Matters." These regulations, along with the currently existing tax, accounting, securities, insurance, and monetary laws, regulations,

rules, standards, policies, and interpretations control the methods by which financial institutions conduct business, implement strategic initiatives and tax compliance, and govern financial reporting and disclosures. These laws, regulations, rules, standards, policies, and interpretations are constantly evolving and may change significantly over time.

In addition, we may be subject to actions of our regulators that are specific to us. For further discussion, see Note 25 of the Notes to Consolidated Financial Statements included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

Events that may not have a direct impact on us, such as the bankruptcy of major U.S. companies, have resulted in legislators, regulators, and authoritative bodies, such as the Financial Accounting Standards Board, the SEC, the Public Company Accounting Oversight Board, and various taxing authorities responding by adopting and/or proposing substantive revisions to laws, regulations, rules, standards, policies, and interpretations. International capital standards developed in the framework of the Basel Committee on Banking Supervision may also affect the competitive environment for United States banks.

The nature, extent, and timing of the adoption of significant new laws and regulations, or changes in or repeal of existing laws and regulations, or specific actions of regulators, may have a material impact on our business and results of operations; however, it is impossible to predict at this time the extent of any impact from these items.

**Non-compliance with USA Patriot Act, Bank Secrecy Act, or other laws and regulations could result in fines or sanctions.**

The USA Patriot and Bank Secrecy Acts require financial institutions to develop programs to prevent financial institutions from being used for money laundering and terrorist activities. If such activities are detected, financial institutions are obligated to file suspicious activity reports with the U.S. Treasury Department's Office of Financial Crimes Enforcement Network. These rules require financial institutions to establish procedures for identifying and verifying the identity of customers seeking to open new financial accounts. Failure to comply with these regulations could result in fines or sanctions. During the last year, several banking institutions have received large fines for non-compliance with these laws and regulations. We have developed policies and procedures designed to assist in compliance with these laws and regulations.

**The OCC may impose dividend payment and other restrictions on the Bank, which would impact our ability to pay dividends to shareholders or repurchase stock.**

The OCC is the primary regulatory agency that examines the Bank, its subsidiaries, and their respective activities. Under certain circumstances, including any determination that the activities of the Bank or its subsidiaries constitute an unsafe and unsound banking practice, the OCC has the authority by statute to restrict the Bank's ability to transfer assets, make shareholder distributions, and redeem preferred securities.

Under applicable statutes and regulations, dividends by a national bank may be paid out of current or retained net profits, but a national bank is prohibited from declaring a cash dividend on shares of its common stock out of net profits until the surplus fund equals the amount of capital stock or, if the surplus fund does not equal the amount of capital stock, until certain amounts from net profits are transferred to the surplus fund. Moreover, the prior approval of the OCC is required for the payment of a dividend if the total of all dividends declared by a national bank in any calendar year would exceed the total of its net profits for the year combined with its net profits for the two preceding years, less any required transfers to surplus or a fund for the retirement of any preferred securities.

Payment of dividends could also be subject to regulatory limitations if the Bank became "under-capitalized" for purposes of the OCC "prompt corrective action" regulations. "Under-capitalized" is currently defined as having a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 4.0%, or a core capital, or leverage, ratio of less than 4.0%. If the Bank were unable to pay dividends to the parent company, it would impact our ability to pay dividends to shareholders or repurchase stock. Throughout 2006, the Bank was in compliance with all regulatory capital requirements and considered to be "well-capitalized."

For further discussion, see the "Parent Company Liquidity" section included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

**The Federal Reserve Board may require us to commit capital resources to support the Bank.**

The Federal Reserve, which examines us and our non-bank subsidiaries, has a policy stating that a bank holding company is expected to act as a source of financial and managerial strength to a subsidiary bank and to commit resources to support such subsidiary bank. Under the source of strength doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank, and may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to such a subsidiary bank. A capital injection may be required at times when the holding company may not have the resources to provide it, and therefore may be required to borrow the funds. Any loans by a holding company to its subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company's bankruptcy, the bankruptcy trustee will assume any commitment by the holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, the bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the institution's general unsecured creditors, including the holders of its note obligations. Thus, any borrowing that must be done by the holding company in order to make the required capital injection becomes more difficult and expensive and will adversely impact the holding company's results of operations and cash flows.

**If any of our Real Estate Investment Trust (REIT) affiliates fail to qualify as a REIT, we may be subject to a higher consolidated effective tax rate.**

Huntington Preferred Capital, Inc. (HPCI), Huntington Preferred Capital II, Inc. (HPC-II) and Huntington Capital Financing, LLC (HCF) operate as REITs for federal income tax purposes. HPCI, HPC-II, and HCF are consolidated holding company subsidiaries established to acquire, hold, and manage mortgage assets and other authorized investments to generate net income for distribution to their shareholders.

Qualification as a REIT involves application of specific provisions of the Internal Revenue Code relating to various asset tests. A REIT must satisfy six asset tests quarterly: (1) 75% of the value of the REIT's total assets must consist of real estate assets, cash and cash items, and government securities; (2) not more than 25% of the value of the REIT's total assets may consist of securities, other than those includible under the 75% test; (3) not more than 5% of the value of its total assets may consist of securities of any one issuer, other than those securities includible under the 75% test or securities of taxable REIT subsidiaries; (4) not more than 10% of the outstanding voting power of any one issuer may be held, other than those securities includible under the 75% test or securities of taxable REIT subsidiaries; (5) not more than 10% of the total value of the outstanding securities of any one issuer may be held, other than those securities includible under the 75% test or securities of taxable REIT subsidiaries; and (6) a REIT cannot own securities in one or more taxable REIT subsidiaries which comprise more than 20% of its total assets. At December 31, 2006, HPCI, HPC-II, and HCF met all of the quarterly asset tests.

Also, a REIT must annually satisfy two gross income tests: (1) 75% of its gross income must be from qualifying income closely connected with real estate activities; and (2) 95% of its gross income must be derived from sources qualifying for the 75% test plus dividends, interest, and gains from the sale of securities. In addition, a REIT must distribute 90% of the REIT's taxable income for the taxable year, excluding any net capital gains, to maintain its non-taxable status for federal income tax purposes. For 2006, HPCI, HPC-II, and HCF had met all annual income and distribution tests.

If any of these REIT affiliates fail to meet any of the required provisions for REITs, they could no longer qualify as a REIT and the resulting tax consequences would increase our effective tax rate.

**We could be held responsible for environmental liabilities of properties acquired through foreclosure of loans secured by real estate.**

In the event we foreclose on a defaulted commercial mortgage and/or residential mortgage loan to recover our investment, we may be subject to environmental liabilities in connection with the underlying real property, which could exceed the value of the real property. Although we exercise due diligence to discover potential environmental liabilities prior to acquiring any property through foreclosure, hazardous substances or wastes, contaminants, pollutants, or their sources may be discovered on properties during our ownership or after a sale to a third party. There can be no assurance that we would not incur full recourse liability for the entire cost of any removal and clean-up on an acquired property, that the cost of removal and clean-up would not exceed the value of the property, or that we could recover any of the costs from any third party.

**Item 1B: Unresolved Staff Comments**

None.

**Item 2: Properties**

Our headquarters, as well as the Bank's, are located in the Huntington Center, a thirty-seven-story office building located in Columbus, Ohio. Of the building's total office space available, we lease approximately 39%. The lease term expires in 2015, with nine five-year renewal options for up to 45 years but with no purchase option. The Bank has an indirect minority equity interest of 18.4% in the building. Our other major properties consist of a thirteen-story and a twelve-story office building, both of which are located adjacent to the Huntington Center; a twenty-one story office building, known as the Huntington Building, located in Cleveland, Ohio; an eighteen-story office building in Charleston, West Virginia; a three-story office building located in Holland, Michigan; a Business Service Center in Columbus, Ohio; The Huntington Mortgage Group's building, located in the greater Columbus area; an office complex located in Troy, Michigan; and two data processing and operations centers (Easton and Northland) located in Ohio. The office buildings above serve as regional administrative offices occupied predominantly by our Regional Banking and Private Financial and Capital Markets Group lines of business. The Dealer Sales line of business is located in the Northland operations center. Of these properties, we own the thirteen-story and twelve-story office buildings, and the Business Service Center. All of the other major properties are held under long-term leases. In 1998, we entered into a sale/leaseback agreement that included the sale of 51 of our locations. The transaction included a mix of branch banking offices, regional offices, and operational facilities, including certain properties described above, which we will continue to operate under a long-term lease.

**Item 3: Legal Proceedings**

The Bank is involved in two lawsuits arising out of its banking relationship with Cyberco Holdings, Inc. and a related company, Teleservices Group, Inc. Both companies are subject to bankruptcy estates in December 2006 and January 2007, respectively. The complaints include claims under the Bankruptcy Code and various state law claims and seek recoveries from the Bank in excess of \$50 million. Although no assurance can be made that the ultimate outcome of any matter will not exceed reserves or not have a material adverse affect on operating results for a particular period, based on current knowledge and consultation with counsel, Management believes that its reserves are adequate and that its exposure to additional losses arising from these lawsuits is not material.

Information required by this item is set forth in Note 24 of Notes to Consolidated Financial Statements included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

**Item 4: Submission of Matters to a Vote of Security Holders**

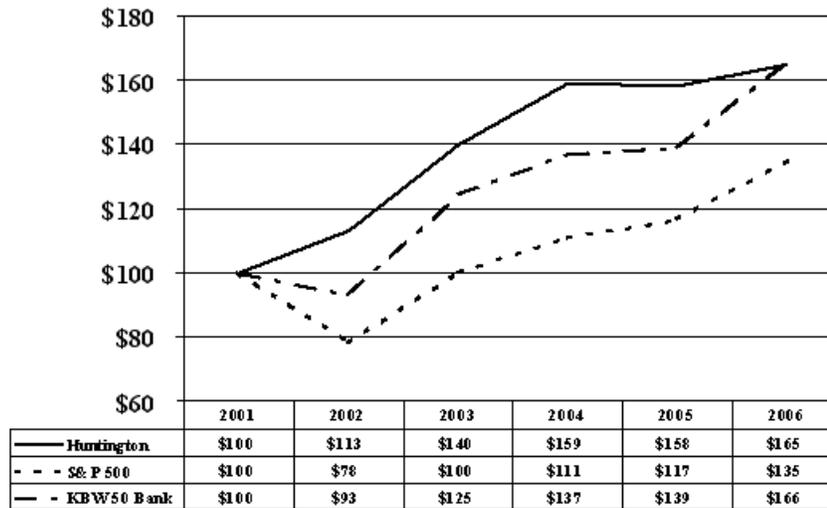
Not Applicable.

**PART II****Item 5: Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities**

The common stock of Huntington Bancshares Incorporated is traded on the NASDAQ Stock Market under the symbol "HBAN". The stock is listed as "HuntBcshr" or "HuntBanc" in most newspapers. As of January 31, 2007, we had 26,176 shareholders of record.

Information regarding the high and low sale prices of our common stock and cash dividends declared on such shares, as required by this item, is set forth in Table 38 entitled "Quarterly Stock Summary, Key Ratios and Statistics, and Capital Data" included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference. Information regarding restrictions on dividends, as required by this item, is set forth in Item 1 "Business-Regulatory Matters-Dividend Restrictions" and in Note 25 of the Notes to Consolidated Financial Statements included in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

The line graph below compares the yearly percentage change in cumulative total shareholder return on Huntington common stock and the cumulative total return of the S&P 500 Index and the KBW 50 Bank Index for the period December 31, 2001, through December 31, 2006. The KBW 50 Bank Index is a market capitalization-weighted bank stock index published by Keefe, Bruyette & Woods. The index is composed of the 50 largest banking companies and includes all money-center banks and most major regional banks. An investment of \$100 on December 31, 2001, and the reinvestment of all dividends are assumed.



Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1, 2006 to October 31, 2006	400,000	\$ 24.38	400,000	6,500,000
November 1, 2006 to November 30, 2006	2,650,000	24.60	3,050,000	3,850,000
December 1, 2006 to December 31, 2006	0	0.00	3,050,000	3,850,000
Total	3,050,000	\$ 0.00	3,050,000	3,850,000

(1) Information is as of the end of the period.

On April 20, 2006, the Company announced that the board of directors authorized a new program for the repurchase of up to 15 million shares (the 2006 Repurchase Program). The 2006 Repurchase Program does not have an expiration date. The 2005 Repurchase Program, with 5 million shares remaining, was canceled and replaced by the 2006 Repurchase Program. The Company announced its expectation to repurchase the shares from time to time in the open market or through privately negotiated transactions depending on market conditions.

On May 24, 2006, Huntington repurchased 6.0 million shares of common stock from Bear Stearns under an accelerated share repurchase program. The accelerated share repurchase program enabled Huntington to purchase the shares immediately, while Bear Stearns purchased shares in the market over a period of up to four months (the Repurchase Term). In connection with the repurchase of these shares, Huntington entered into a variable share forward sale agreement, which provides for a settlement, reflecting a price differential based on the adjusted

volume-weighted average price as defined in the agreement with Bear Stearns. The variable share forward agreement concluded at the end of September, resulting in a nominal settlement of cash to Huntington. This was reflected as an adjustment to treasury shares on Huntington's balance sheet.

**Item 6: Selected Financial Data**

Information required by this item is set forth in Table 1 in our 2006 Annual Report to Shareholders, portions of which are filed as Exhibit 13.1 to this report, and incorporated by reference.

**Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations**

Information required by this item is set forth in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the 2006 Annual Report to shareholders, portions of which are filed as Exhibit 13.1 to this report and incorporated herein by reference.

**Item 7a: Quantitative and Qualitative Disclosures About Market Risk**

Information required by this item is set forth in the caption "Market Risk" included in the 2006 Annual Report to shareholders, portions of which are filed as Exhibit 13.1 to this report and incorporated herein by reference.

**Item 8: Financial Statements and Supplementary Data**

Information required by this item is set forth in the Report of Independent Registered Public Accounting Firm, Consolidated Financial Statements and Notes, and Selected Quarterly Income Statements included in the 2006 Annual Report to shareholders, portions of which are filed as Exhibit 13.1 to this report and incorporated herein by reference.

**Item 9: Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.**

Not applicable.

**Item 9A: Controls and Procedures**

**Disclosure Controls and Procedures**

Our Management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, disclosure controls and procedures were effective.

**Internal Control Over Financial Reporting**

Information required by this item is set forth in "Report of Management" and "Report of Independent Registered Public Accounting Firm" included in the 2006 Annual Report to shareholders, portions of which are filed as Exhibit 13.1 to this report and incorporated herein by reference.

**Changes in Internal Control Over Financial Reporting**

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2006 to which this report relates that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

**Item 9A(T): Controls and Procedures**

Not applicable.

**Item 9B: Other Information.**

On February 21, 2007, the Board approved our election to become subject to a provision of Title 3, Subtitle 8 of the Maryland General Corporation Law ("MGCL"). This election became effective on February 22, 2007 upon the filing with and acceptance for record by the State Department of Assessments and Taxation of Maryland of the Articles Supplementary filed as exhibit 3.4. Prior to such election, under the MGCL a director elected by the board of directors of a corporation to fill a vacancy serves until the next annual meeting of shareholders and until his successor is elected and qualifies. Pursuant to such election, our charter now provides, as permitted by the MGCL, that any director elected to fill a vacancy shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred and until a successor is duly elected and qualifies.

On and effective February 21, 2007, the Board also amended Section 2.04 of Huntington's Bylaws to conform the Bylaws to the MGCL election described above and amended Section 1.01 of Huntington's Bylaws to provide that the 2007 annual meeting of stockholders may be held at such time and on such date during the thirty-one day period beginning April 19, 2007 and ending May 19, 2007 as the Board shall determine. The Bylaws, as amended and restated, are filed as exhibit 3.3.

On February 22, 2007, Karen A. Holbrook, director of Huntington since 2004, announced that she does not wish to stand for re-election to the board of directors when her current term expires at the 2007 annual meeting of shareholders due to her forthcoming retirement from her position as President of The Ohio State University in June 2007.

**PART III**

We refer in Part III of this report to relevant sections of our 2007 Proxy Statement for the 2007 annual meeting of shareholders, which will be filed with the Securities Exchange Commission pursuant to Regulation 14A within 120 days of the close of our 2006 fiscal year. Portions of our 2007 Proxy Statement, including the sections we refer to in this report, are incorporated by reference into this report.

**Item 10: Directors and Executive Officers and Corporate Governance**

Information required by this item is set forth under the captions "Election of Directors", "Corporate Governance", "Executive Officers of Huntington", "Board Committees", "Report of the Audit Committee", "Involvement in Certain Legal Proceedings" and "Section 16(a) Beneficial Ownership Reporting Compliance" of our 2007 Proxy Statement.

**Item 11: Executive Compensation**

Information required by this item is set forth under the captions "Executive Compensation" and "Director Compensation" of our 2007 Proxy Statement.

**Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information required by this item is set forth under the caption "Ownership of Voting Stock" and in a table entitled "Equity Compensation Plans Information" of our 2007 Proxy Statement.

**Item 13: Certain Relationships and Related Transactions, and Director Independence**

Information required by this item is set forth under the caption "Transactions With Directors and Executive Officers" of our 2007 Proxy Statement.

**Item 14: Principal Accounting Fees and Services**

Information required by this item is set forth under the caption "Proposal to Ratify the Appointment of Independent Registered Public Accounting Firm" of our 2007 Proxy Statement.

**PART IV****Item 15: Exhibits, Financial Statement Schedules**

(a) The following documents are filed as part of this report:

The report of independent registered public accounting firm and consolidated financial statements appearing in our 2006 Annual Report on the pages indicated below are incorporated by reference in Item 8.

	Annual Report Page
Report of Independent Registered Public Accounting Firm	82
Consolidated Balance Sheets as of December 31, 2006 and 2005	83
Consolidated Statements of Income for the years ended December 31, 2006, 2005 and 2004	84
Consolidated Statements of Changes in Shareholders Equity For the years ended December 31, 2006, 2005 and 2004	85
Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004	86
Notes to Consolidated Financial Statements	87-126

- (1) We are not filing separately financial statement schedules because of the absence of conditions under which they are required or because the required information is included in the consolidated financial statements or the related notes.
  - (2) The exhibits required by this item are listed in the Exhibit Index of this Form 10-K. The management contracts and compensation plans or arrangements required to be filed as exhibits to this Form 10-K are listed as Exhibits 10(a) through 10(v) in the Exhibit Index.
- (b) The exhibits to this Form 10-K begin on page 23 of this report.
- (c) See Item 15(a)(2) above.

**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 22nd day of February 2007.

HUNTINGTON BANCSHARES INCORPORATED  
(Registrant)

By: /s/ Thomas E. Hoaglin  
Thomas E. Hoaglin  
Chairman, President, Chief Executive  
Officer, and Director (Principal Executive  
Officer)

By: /s/ Donald R. Kimble  
Donald R. Kimble  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

By: /s/ Thomas P. Reed  
Thomas P. Reed  
Senior Vice President and Controller  
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the 22nd day of February, 2007.

Raymond J. Biggs \*  
Raymond J. Biggs  
Director

David L. Porteous \*  
David L. Porteous  
Director

Don M. Casto III \*  
Don M. Casto III  
Director

Kathleen H. Ransier \*  
Kathleen H. Ransier  
Director

Michael J. Endres \*  
Michael J. Endres  
Director

Gene E. Little \*  
Gene E. Little  
Director

Karen A. Holbrook \*  
Karen A. Holbrook  
Director

Wm. J. Lhota \*  
Wm. J. Lhota  
Director

John B. Gerlach, Jr. \*  
John B. Gerlach, Jr.  
Director

David P. Lauer \*  
David P. Lauer  
Director

\* /s/ Donald R. Kimble  
Donald R. Kimble  
Attorney-in-fact for each of the persons indicated

### Exhibit Index

This report incorporates by reference the documents listed below that we have previously filed with the SEC. The SEC allows us to incorporate by reference information in this document. The information incorporated by reference is considered to be a part of this document, except for any information that is superseded by information that is included directly in this document.

This information may be read and copied at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The SEC also maintains an internet web site that contains reports, proxy statements, and other information about issuers, like us, who file electronically with the SEC. The address of the site is <http://www.sec.gov>. The reports and other information filed by us with the SEC are also available at our Internet web site. The address of the site is <http://www.huntington.com>. Except as specifically incorporated by reference into this Annual Report on Form 10-K, information on those web sites is not part of this report. You also should be able to inspect reports, proxy statements, and other information about us at the offices of the NASDAQ National Market at 33 Whitehall Street, New York, New York.

<u>Exhibit Number</u>	<u>Document Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
2.1	Agreement and Plan of Merger, dated December 20, 2006 by and among Huntington Bancshares Incorporated, Penguin Acquisition, LLC and Sky Financial Group, Inc.	Current Report on Form 8-K dated December 22, 2006.	000-02525	2.1
3.1	Articles of Restatement of Charter, Articles of Amendment to Articles of Restatement of Charter, and Articles Supplementary.	Annual Report on Form 10-K for the year ended December 31, 1993.	000-02525	3(i)
3.2	Articles of Amendment to Articles of Restatement of Charter.	Quarterly Report on Form 10-Q for the quarter ended March 31, 1998.	000-02525	3(i)(c)
3.3	Amended and Restated Bylaws as of February 21, 2007.			
3.4	Articles Supplementary.			
4.1	Instruments defining the Rights of Security Holders — reference is made to Articles Fifth, Eighth, and Tenth of Articles of Restatement of Charter, as amended and supplemented. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.			
10.1	* Form of Executive Agreement for certain executive officers.	Current Report on Form 8-K dated November 21, 2005.	000-02525	99.1
10.2	* Form of Executive Agreement for certain executive officers.	Current Report on Form 8-K dated November 21, 2005.	000-02525	99.2
10.3	* Form of Executive Agreement for certain executive officers.	Current Report on Form 8-K dated November 21, 2005.	000-02525	99.3
10.4	* Huntington Bancshares Incorporated Management Incentive Plan, as amended and restated effective for plan years beginning on or after January 1, 2004.	Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.	000-02525	10(a)
10.5	* Restated Huntington Supplemental Retirement Income Plan.	Annual Report on Form 10-K for the year ended December 31, 1999.	000-02525	10(n)
10.6	* Deferred Compensation Plan and Trust for Directors	Post-Effective Amendment No. 2 to Registration Statement on Form S-8 filed on January 28, 1991.	33-10546	4(a)
10.7	* Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors	Registration Statement on Form S-8 filed on July 19, 1991.	33-41774	4(a)
10.8	* First Amendment to Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors	Quarterly Report 10-Q for the quarter ended March 31, 2001	000-02525	10(q)
10.9	* Executive Deferred Compensation Plan, as amended and restated on February 18, 2004	Quarterly Report on Form 10-Q for the quarter ended June 30, 2004	000-02525	10(c)
10.10	* The Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust (as amended and restated as of February 9, 1990)	Registration Statement on Form S-8 filed on November 26, 1991	33-44208	4(a)
10.11	* First Amendment to The Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust Plan	Annual Report on Form 10-K for the year ended December 31, 1997	000-02525	10(o)(2)
10.12	* 1990 Stock Option Plan	Registration Statement on Form S-8 filed on October 18, 1990	33-37373	4(a)



<u>Exhibit Number</u>	<u>Document Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
10.13	* First Amendment to Huntington Bancshares Incorporated 1990 Stock Option Plan	Annual Report on Form 10-K for the year ended December 31, 1991	000-02525	10(q)(2)
10.14	* Second Amendment to Huntington Bancshares Incorporated 1990 Stock Option Plan	Annual Report on Form 10-K for the year ended December 31, 1996	000-02525	10(n)(3)
10.15	* Third Amendment to Huntington Bancshares Incorporated 1990 Stock Option Plan	Quarterly Report on Form 10-Q for the quarter ended June 30, 2000	000-02525	10(b)
10.16	* Fourth Amendment to Huntington Bancshares Incorporated 1990 Stock Option Plan	Quarterly Report on Form 10-Q for the quarter ended March 31, 2002	000-02525	10(a)
10.17	* Fifth Amendment to Huntington Bancshares Incorporated 1990 Stock Option Plan	Quarterly Report on Form 10-Q for the quarter ended March 31, 2002	000-02525	10(b)
10.18	* Amended and Restated 1994 Stock Option Plan	Annual Report on Form 10-K for the year ended December 31, 1996	000-02525	10(r)
10.19	* First Amendment to Huntington Bancshares Incorporated 1994 Stock Option Plan	Quarterly Report on Form 10-Q for the quarter ended June 30, 2000	000-02525	10(a)
10.20	* First Amendment to Huntington Bancshares Incorporated Amended and Restated 1994 Stock Option Plan	Quarterly Report on Form 10-Q for the quarter ended March 31, 2002	000-02525	10(c)
10.21	* Second Amendment to Huntington Bancshares Incorporated Amended and Restated 1994 Stock Option Plan	Quarterly Report on Form 10-Q for the quarter ended March 31, 2002	000-02525	10(d)
10.22	* Third Amendment to Huntington Bancshares Incorporated Amended and Restated 1994 Stock Option Plan	Quarterly Report on Form 10-Q for the quarter ended March 31, 2002	000-02525	10(e)
10.23	* Huntington Bancshares Incorporated 2001 Stock and Long-Term Incentive Plan	Quarterly Report 10-Q for the quarter ended March 31, 2001	000-02525	10(r)
10.24	* First Amendment to the Huntington Bancshares Incorporated 2001 Stock and Long-Term Incentive Plan	Quarterly Report 10-Q for the quarter ended March 31, 2002	000-02525	10(h)
10.25	* Second Amendment to the Huntington Bancshares Incorporated 2001 Stock and Long-Term Incentive Plan	Quarterly Report 10-Q for the quarter ended March 31, 2002	000-02525	10(i)
10.26	* Huntington Bancshares Incorporated 2004 Stock and Long-Term Incentive Plan	Quarterly Report on Form 10-Q for the quarter ended June 30, 2004	000-02525	10(b)
10.27	* First Amendment to the 2004 Stock and Long-Term Incentive Plan	Quarterly Report on Form 10-Q for the quarter ended March 31, 2006	000-02525	10(e)
10.28	* Huntington Bancshares Incorporated Employee Stock Incentive Plan (incorporating changes made by first amendment to Plan)	Registration Statement on Form S-8 filed on December 13, 2001.	333-75032	4(a)
10.29	* Second Amendment to Huntington Bancshares Incorporated Employee Stock Incentive Plan	Annual Report on Form 10-K for the year ended December 31, 2002	000-02525	10(s)
10.30	* Performance criteria and potential awards for executive officers for fiscal year 2005 under the Management Incentive Plan and for a long-term incentive award cycle beginning on January 1, 2005 and ending on December 31, 2007 under the 2004 Stock and Long-Term Incentive Plan	Current Report on Form 8-K dated February 15, 2005	000-02525	99.1
10.31	* Compensation Schedule for Non-Employee Directors of Huntington Bancshares Incorporated, effective July 19, 2005	Current Report on Form 8-K dated July 19, 2005	000-02525	99.1
10.32	* Employment Agreement, dated February 15, 2004, between Huntington Bancshares Incorporated and Thomas E. Hoaglin	Annual Report on Form 10-K for the year ended December 31, 2003	000-02525	10(n)
10.33	* Letter Agreement between Huntington Bancshares Incorporated and Raymond J. Biggs, acknowledged and agreed to by Mr. Biggs on May 1, 2005	Annual Report on Form 10-K for the year ended December 31, 2005	000-02525	10(t)
10.34	Schedule identifying material details of Executive Agreements 2006			



<u>Exhibit Number</u>	<u>Document Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
10.35	* Performance criteria and potential awards for executive officers for fiscal year 2006 under the Management Incentive Plan and for a long-term incentive award cycle beginning on January 1, 2006 and ending on December 31, 2008 under the 2004 Stock and Long-Term Incentive Plan	Current Report on Form 8-K dated February 21, 2006	000-02525	99.1
10.36	* Restricted Stock Unit Grant Notice with three year vesting	Current Report on Form 8-K dated July 24, 2006	000-02525	99.1
10.37	* Restricted Stock Unit Grant Notice with six month vesting	Current Report on Form 8-K dated July 24, 2006	000-02525	99.2
10.38	* Restricted Stock Unit Deferral Agreement	Current Report on Form 8-K dated July 24, 2006	000-02525	99.3
10.39	* Director Deferred Stock Award Notice	Current Report on Form 8-K dated July 24, 2006	000-02525	99.4
12.1	Ratio of Earnings to Fixed Charges.			
13.1	Portions of our 2006 Annual Report to shareholders			
14.1	Code of Business Conduct and Ethics dated January 14, 2003 and revised on February 14, 2006 and Financial Code of Ethics for Chief Executive Officer and Senior Financial Officers, adopted January 18, 2003 and revised on April 19, 2005			
21.1	Subsidiaries of the Registrant			
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.			
24.1	Power of Attorney			
31.1	Rule 13a-14(a) Certification — Chief Executive Officer.			
31.2	Rule 13a-14(a) Certification — Chief Financial Officer.			
32.1	Section 1350 Certification — Chief Executive Officer.			
32.2	Section 1350 Certification — Chief Financial Officer.			

\* Denotes management contract or compensatory plan or arrangement.

## HUNTINGTON BANCSHARES INCORPORATED

## BYLAWS

(AMENDED AND RESTATED AS OF FEBRUARY 21, 2007)

## ARTICLE I.

## STOCKHOLDERS

SECTION 1.01. ANNUAL MEETING. In 2007, the Corporation shall hold an annual meeting of its stockholders to elect directors and transact any other business within its powers, at such time and on such date during the thirty-one day period beginning April 19, 2007 and ending May 19, 2007 as the Board of Directors shall determine. Commencing in 2008, the Corporation shall hold an annual meeting of its stockholders to elect directors and transact any other business within its powers, at such time and on such date during the thirty-one day period beginning March 30 and ending April 29 of each year as the Board of Directors shall determine. In the absence of a determination by the Board of Directors, commencing in 2008, the annual meeting of stockholders shall be held at 3:00 p.m. on the third Thursday of April in each year if not a legal holiday, and if a legal holiday, then on the next secular day following. At the annual meeting, the stockholders shall elect directors to the Board of Directors and may transact any other business as may be brought before the annual meeting by the Board of Directors or by any stockholder as set forth in Section 1.09 of these Bylaws.

SECTION 1.02. SPECIAL MEETING. At any time in the interval between annual meetings, a special meeting of the stockholders may be called by the Chairman of the Board, the President, a majority of the Board of Directors by vote at a meeting or in writing (addressed to the Secretary of the Corporation), or by the Secretary of the Corporation on the written request (addressed to the Secretary of the Corporation) of stockholders entitled to cast at least a majority of all the votes entitled to be cast at the meeting. At a special meeting of stockholders, only such business as is set forth in the Corporation's notice of meeting shall be conducted at the meeting.

SECTION 1.03. PLACE OF MEETINGS. Meetings of stockholders shall be held at such place in the United States as is set from time to time by the Board of Directors.

SECTION 1.04. NOTICE OF MEETINGS; WAIVER OF NOTICE. Not less than ten nor more than 90 days before each stockholders' meeting, the Secretary shall give written notice of the meeting to each stockholder entitled to vote at the meeting and each other stockholder entitled by statute to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a stockholder when it is personally delivered to him, left at his residence or usual place of business, mailed to him at his address as it appears on the records of the Corporation or

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transmitted to him by electronic mail to any electronic mail address of such stockholder, or by any other electronic means. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he before or after the meeting signs a waiver of the notice which is filed with the records of stockholders' meetings, or is present at the meeting in person or by proxy. Any previously scheduled meeting of the stockholders may be postponed, and any special meeting of the stockholders (other than a special meeting requested by the stockholders pursuant to Section 1.02) may be cancelled, by resolution of the Board of Directors upon public notice given prior to the time previously scheduled for such meeting of stockholders.

SECTION 1.05. QUORUM; VOTING. Unless statute or the Charter provides otherwise, at any meeting of stockholders the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum, and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting, except that a plurality of all votes cast at a meeting at which a quorum is present is sufficient to elect a director.

SECTION 1.06. ADJOURNMENTS. Whether or not a quorum is present, a meeting of stockholders may be adjourned from time to time by the presiding officer or by the stockholders, present in person or by proxy, by a majority vote. Any business which might have been transacted at the meeting as originally notified may be deferred and transacted at any such adjourned meeting at which a quorum shall be present. No further notice of an adjourned meeting other than by announcement shall be necessary if held on a date not more than 120 days after the original record date.

SECTION 1.07. GENERAL RIGHT TO VOTE; PROXIES. Unless the Charter provides for a greater or lesser number of votes per share or limits or denies voting rights, each outstanding share of stock, regardless of class, is entitled to one vote on each matter to be submitted at a meeting of stockholders. A stockholder may vote the stock the stockholder owns of record either in person or by proxy. A stockholder may sign a writing authorizing another person to act as proxy. Signing may be accomplished by the stockholder or the stockholder's authorized agent signing the writing or causing the stockholder's signature to be affixed to the writing by any reasonable means, including facsimile signature. A stockholder may authorize another person to act as proxy by transmitting, or authorizing the transmission of, a telegram, cablegram, datagram, or other means of electronic or telephonic transmission to the person authorized to act as proxy or to a proxy solicitation firm, proxy support service organization, or other person authorized by the person who will act as proxy to receive the transmission, in each case as the presiding officer of the meeting may determine from time to time. Unless a proxy provides otherwise, it is not valid more than 11 months after its date.

SECTION 1.08. NOMINATIONS OF PERSONS FOR ELECTION TO THE BOARD OF DIRECTORS. No person shall be appointed, nominated or elected a director of the Corporation after having attained the age of 75 years.

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Only persons nominated in accordance with the procedures set forth in this Section 1.08 shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders by or at the direction of the Board of Directors, or by any stockholder of the Corporation entitled to vote for the election of directors at such a meeting who complies with the notice procedures set forth in this Section 1.08. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received by the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 90th day and not later than the close of business on the 60th day prior to the first anniversary of the date on which the Corporation first mailed to stockholders notice of the preceding year's annual meeting; provided, however, that in the event that the number of directors constituting the entire Board of Directors of the Corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least 70 days prior to the first anniversary of the date on which the Corporation first mailed to stockholders notice of the preceding year's annual meeting, a stockholder's notice required under this Section 1.08 shall also be considered timely, but only with respect to nominees for new directorships created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation; provided, further, that if the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors nominated by the Corporation to the Board of Directors, any such stockholder's notice required under this Section 1.08 shall be considered timely if notice shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of a postponement or an adjournment of a meeting of stockholders commence a new time period for the giving of a stockholder's notice as described above. A stockholder's notice to the Secretary shall set forth (i) as to each person whom the stockholder proposes to nominate for election as a director, (a) the name, age, business address and residence address of such person, (b) the principal occupation or employment of such person during each of the last five years, (c) the class and number of shares of the Corporation which are beneficially owned by such person on the date of such stockholder's notice, and (d) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any successor act or regulation (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (ii) as to the stockholder giving the notice, (a) the name and address, as they appear on the Corporation's books, of the stockholder and any other stockholders known by such stockholder to be supporting such

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nominees, and (b) the class and number of shares of the Corporation which are beneficially owned by such stockholder on the date of such stockholder's notice and by any other stockholders known by such stockholder to be supporting such nominees on the date of such stockholder's notice. The Corporation may require any proposed nominee to furnish such other information as may be reasonably required by the Corporation to determine the qualifications of such proposed nominee to serve as a director of the Corporation.

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 1.08. The chairman of the stockholders meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these Bylaws, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

SECTION 1.09. STOCKHOLDER PROPOSALS. At an annual or special meeting of stockholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before such meeting. To be properly brought before a meeting of stockholders, business must be (i) in the case of a special meeting, specified in the notice of the special meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) properly brought before the meeting by or at the direction of the Board of Directors, or (iii) in the case of an annual meeting, otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting of stockholders by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received by the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 90th day and not later than the close of business on the 60th day prior to the first anniversary of the date on which the Corporation first mailed to stockholders notice of the preceding year's annual meeting. In no event shall the public announcement of a postponement or an adjournment of a meeting of stockholders commence a new time period for the giving of a stockholder's notice as described above. To be properly brought before a meeting of stockholders, business (i) must be of a proper subject for action by stockholders under applicable law and (ii) must not, if implemented, cause the Company to violate any state, federal, or foreign law or regulation, each as determined in good faith by the Board of Directors. A shareholder's notice to the Secretary, including any stockholder notice requesting a special meeting pursuant to Section 1.02, shall set forth as to each matter the stockholder proposes to bring before a meeting of stockholders, (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business and any stockholders known by such stockholder to be supporting such proposal, (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder on the date of such stockholder's notice

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and by any other stockholders known by such stockholder to be supporting such proposal on the date of such stockholder's notice, and (iv) any material interest of the stockholder in such proposal.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at a meeting of stockholders except in accordance with the procedures set forth in this Section 1.09, except that all matters with respect to the nomination of persons for election to the Board of Directors shall be governed solely by Section 1.08. The chairman of the stockholder meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures prescribed by these Bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

SECTION 1.10. CONDUCT OF VOTING. At all meetings of stockholders, unless the voting is conducted by inspectors, the proxies and ballots shall be received, and all questions relating to the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided, in accordance with such procedures as shall from time to time be determined by the presiding officer. If ordered by the presiding officer, the vote upon any election or question shall be taken by ballot. Unless so ordered, no vote need be by ballot.

The Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents, or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the presiding officer shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by law.

## ARTICLE II.

### BOARD OF DIRECTORS

SECTION 2.01. FUNCTION OF DIRECTORS. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors, except as conferred on or reserved to the stockholders by statute or by the Charter or these Bylaws.

SECTION 2.02. NUMBER OF DIRECTORS. The Corporation shall have the number of directors provided by the Charter until changed as provided in this Section

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2.02. A majority of the entire Board of Directors may alter the number of directors set by the Charter to not more than 25 nor less than three directors; provided that any such action may not affect the tenure of office of any director.

SECTION 2.03. ELECTION AND TENURE OF DIRECTORS. Beginning with the election of directors in 1987, the Board of Directors shall be divided into three classes, Class I, Class II and Class III. Each such class shall consist, as nearly as possible, of one-third of the total number of directors, and any remaining directors shall be included within such class or classes as the Board of Directors shall designate. At the annual meeting of stockholders in 1987, Class I directors shall be elected for a one-year term, Class II directors for a two-year term, and Class III directors for a three-year term. Except as provided in Section 2.04 of this Article II, at each succeeding annual meeting of stockholders beginning in 1988, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible. Any director who has attained the age of 75 years shall retire effective on the date of the next annual meeting of stockholders. A director may otherwise be removed from office for cause only and, subject to such removal, death, resignation, retirement or disqualification, shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and qualify.

SECTION 2.04. VACANCY ON BOARD. The stockholders may elect a successor to fill a vacancy on the Board of Directors which results from the retirement or removal of a director. A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors which results from any cause except an increase in the number of directors and a majority of the entire Board of Directors may fill a vacancy which results from an increase in the number of directors. Any director elected to fill a vacancy shall serve for the remainder of the full term of the class in which the vacancy occurred and until a successor is elected and qualifies.

SECTION 2.05. REGULAR MEETINGS. After each annual meeting of stockholders at which directors shall have been elected, the Board of Directors shall meet as soon as practicable for the purpose of organization and the transaction of other business. Such first regular meeting shall be held at any place as may be designated by the Chairman, President or Board of Directors for such first regular meeting, or in default of such designation at the place of the holding of the immediately preceding meeting of stockholders. Any other regular meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Chairman of the Board. No notice of such regular meetings shall be necessary if held as hereinabove provided.

SECTION 2.06. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, the President or by a majority of the then-acting directors by vote at a meeting or in writing, or by a majority of the members of the executive committee, if one be constituted, by vote at a meeting or

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in writing. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. In the absence of such designation, such meeting shall be held at such place as may be designated in the call.

SECTION 2.07. NOTICE OF MEETING. Except as provided in Section 2.05, the Secretary shall give notice or cause to be given to each director of each regular and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to him, left at his residence or usual place of business, or sent by telegraph or telephone, at least 48 hours before the time of the meeting or, in the alternative, by mail to his address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting; provided, however, that notice of a special meeting which is called by the Chairman or the President is given to a director when it is delivered personally to him or sent by telegraph or telephone at least one hour before the time of the meeting. Unless these Bylaws or a resolution of the Board of Directors provides otherwise, the notice need not state the business to be transacted at or the purposes of any regular or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any regular or special meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.08. ACTION BY DIRECTORS. Unless statute, the Charter or these Bylaws requires a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present is the action of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the Board of Directors and filed with the minutes of the proceedings of the Board of Directors.

SECTION 2.09. MEETING BY CONFERENCE TELEPHONE. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 2.10. COMPENSATION. The Board of Directors shall have the authority to fix the compensation of the Directors. The directors may be paid their expenses, if any, of attendance at each regular and special meeting of the Board of

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Directors or committees thereof. In addition, by resolution of the Board of Directors, a stated annual retainer and/or a fixed sum for attendance at each regular or special meeting of the Board of Directors or committees thereof, and other compensation for their services as such, may be paid to directors. A director who serves the Corporation in any other capacity also may receive compensation for such other services.

### ARTICLE III.

#### COMMITTEES

SECTION 3.01. COMMITTEES. The Board of Directors may appoint from among its members an Executive Committee and other committees composed of one or more directors and delegate to these committees any of the powers of the Board of Directors, except the power to declare dividends or other distributions on stock, elect directors, issue stock other than as provided in the next sentence, recommend to the stockholders any action which requires stockholder approval, amend these Bylaws, or approve any merger or share exchange which does not require stockholder approval. If the Board of Directors has given general authorization for the issuance of stock which provides for or establishes a method or procedure for determining the maximum number of shares to be issued, a committee of the Board of Directors, in accordance with that general authorization or any stock option or other plan or program adopted by the Board of Directors, may fix the terms of stock subject to classification or reclassification and the terms on which any stock may be issued, including all terms and conditions required or permitted to be established or authorized by the Board of Directors.

SECTION 3.02. COMMITTEE PROCEDURE. The Board of Directors shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the Board of Directors shall otherwise provide, the actions of each committee shall be governed by the following rules of procedure. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting. In the absence of any prescription by the Board of Directors or any applicable provision of these Bylaws, each committee may prescribe the manner in which its proceedings shall be conducted.

SECTION 3.03. DELEGATION. The Board of Directors may delegate to officers, employees or agents, the performance of duties not specifically required by law or these Bylaws to be performed by the Board of Directors.

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## ARTICLE IV.

### OFFICERS

SECTION 4.01. EXECUTIVE AND OTHER OFFICERS. The Corporation shall have a President, a Secretary, and a Treasurer and may also have a Chairman of the Board and one or more Vice Chairmen, which officers shall be the executive officers of the Corporation. The Board of Directors may designate who shall serve as Chief Executive Officer, having general supervision of the business and affairs of the Corporation, and as Chief Operating Officer, having supervision of the operations of the Corporation. In the absence of designation the Chairman shall serve as Chief Executive Officer. The Corporation may also have one or more Vice Presidents (which may be designated Executive Vice President, Senior Vice President or Vice President), assistant officers and such other officers as may be established by the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Vice President of the Corporation. The Chairman of the Board and President shall be directors. The other officers may be directors.

SECTION 4.02. ELECTION, TENURE AND REMOVAL OF OFFICERS. The Board of Directors or any committee of the Board of Directors shall elect the officers or may from time to time authorize any non-Board committee or officer to appoint any officer subordinate to the level of Senior Vice President, including any Vice President and any assistant and subordinate officers. The officers shall be appointed to hold their respective offices at the pleasure of the Board of Directors. The Board of Directors or, as to any assistant or subordinate officer, any committee or officer authorized by the Board of Directors, may remove an officer at any time. The removal of an officer does not prejudice any of his contractual rights. The Board of Directors or, as to any assistant or subordinate officer, any committee or officer authorized by the Board of Directors, may fill a vacancy which occurs in any office.

SECTION 4.03. CHAIRMAN OF THE BOARD. The Chairman of the Board, if one be elected, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments of every description. In general, he shall perform all such duties as are from time to time assigned to him by the Board of Directors.

SECTION 4.04. PRESIDENT. The President, in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments of every description. In general, he shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him by the Board of Directors or the Chief Executive Officer of the Corporation.

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SECTION 4.05. VICE PRESIDENTS. The Vice President or Vice Presidents, at the request of the Chief Executive Officer or the President, or in the President's absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the Chief Executive Officer or the President may make such determination; otherwise any of the Vice Presidents may perform any of such duties or exercise any of such functions. The Vice President or Vice Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles, if any, as are from time to time assigned to them by the Board of Directors, the Chief Executive Officer, or the President.

SECTION 4.06. SECRETARY. The Secretary shall keep the minutes of the meetings of the stockholders and the Board of Directors in books provided for such purpose; he shall see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; he shall be custodian of the records of the Corporation; he may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, he shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

SECTION 4.07. TREASURER. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the executive officers. He shall render to the Chief Executive Officer, the President and the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, he shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

SECTION 4.08. ASSISTANT AND SUBORDINATE OFFICERS. The assistant and subordinate officers of the Corporation are all officers below the office of Vice President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors, the Chief Executive Officer, the President or any committee or officer authorized by the Board of Directors to appoint any such assistant and subordinate officers.

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ARTICLE V.

STOCK

SECTION 5.01. CERTIFICATES FOR STOCK. Each stockholder is entitled to certificates which represent and certify the shares of stock he holds in the Corporation. Each stock certificate shall include on its face the name of the Corporation, the name of the stockholder or other person to whom it is issued, and the class of stock and number of shares it represents. The certificate shall be in such form, not inconsistent with law or with the Charter, as shall be approved by the Board of Directors or any officer or officers designated for such purpose by resolution of the Board of Directors. Each stock certificate shall be signed by the Chairman of the Board, the President, or a Vice President, and countersigned by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer. Each certificate may be sealed with the actual corporate seal or a facsimile of it or in any other form and the signatures may be either manual or facsimile signatures. A certificate is valid and may be issued whether or not an officer who signed it is still an officer when it is issued.

SECTION 5.02. TRANSFER. The Board of Directors shall have the power and authority to make such rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates of stock; and may appoint transfer agents and registrars thereof. The duties of transfer agent and registrar may be combined.

SECTION 5.03. RECORD DATE AND CLOSING OF TRANSFER BOOKS. The Board of Directors may set a record date or direct that the stock transfer books be closed for a stated period for the purpose of making any proper determination with respect to the stockholders, including which stockholders are entitled to notice of a meeting, vote at a meeting, receive a dividend, or be allotted other rights. The record date may not be prior to the close of business on the day the record date is fixed and may not be more than 90 days before the date on which the action requiring the determination will be taken; the transfer books may not be closed for a period longer than 20 days; and, in the case of a meeting of stockholders, the record date or the closing of the transfer books shall be at least ten days before the date of the meeting.

SECTION 5.04. STOCK LEDGER. The Corporation shall maintain a stock ledger which contains the name and address of each stockholder and the number of shares of stock of each class which the stockholder holds. The stock ledger may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. The original or a duplicate of the stock ledger shall be kept at the offices of a transfer agent for the particular class of stock, or, if none, at the executive offices of the Corporation.

SECTION 5.06. LOST STOCK CERTIFICATES. The Board of Directors of the Corporation may determine the conditions for issuing a new stock certificate in place of one which is alleged to have, been lost, stolen, or destroyed, or the Board of Directors

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may delegate such power to any officer or officers of the Corporation. In their discretion, the Board of Directors or such officer or officers may refuse to issue such new certificate save upon the order of some court having jurisdiction in the premises.

## ARTICLE VI.

### FINANCE

SECTION 6.01. CHECKS, DRAFTS, ETC. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such agents as may be designated from time to time by the Board of Directors or authorized officers of the Corporation.

SECTION 6.02. ANNUAL STATEMENT OF AFFAIRS. The Chairman, President, a Vice President or the Treasurer shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year.

SECTION 6.03. FISCAL YEAR. The fiscal year of the Corporation shall be the twelve calendar months period ending December 31 in each year, unless otherwise provided by the Board of Directors.

SECTION 6.04. DIVIDENDS. If declared by the Board of Directors at any meeting thereof, the Corporation may pay dividends on its shares in cash, property, or in shares of the capital stock of the Corporation, unless such dividend is contrary to law or to a restriction contained in the Charter.

## ARTICLE VII.

### SUNDRY PROVISIONS

SECTION 7.01. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its stockholders and Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of these Bylaws shall be kept at the principal office of the Corporation.

SECTION 7.02. CORPORATE SEAL. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating

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to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 7.03. BONDS. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 7.04. VOTING UPON SHARES IN OTHER CORPORATIONS. Stock of other corporations or associations which is registered in the name of, or beneficially owned by, the Corporation, or which the Corporation is entitled to vote or direct the voting of in its fiduciary capacity or otherwise, may be voted by the Chairman, the President, any Vice President, or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 7.05. EXECUTION OF DOCUMENTS. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 7.06. AMENDMENTS. The Board of Directors shall have the power, at any regular or special meeting thereof, to amend, alter or repeal the Bylaws of the Corporation, or to make and adopt new bylaws. These Bylaws may be amended, altered or repealed and new bylaws may be adopted by the stockholders of the Corporation to the extent and as provided in the Charter of the Corporation.

**HUNTINGTON BANCSHARES INCORPORATED**

**ARTICLES SUPPLEMENTARY**

Huntington Bancshares Incorporated, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "SDAT"), that:

FIRST: Under a power contained in Title 3, Subtitle 8 of the Maryland General Corporation Law (the "MGCL"), and in accordance with resolutions duly adopted by the Board of Directors of the Corporation (the "Board of Directors") at a meeting duly called and held, the Corporation elects, notwithstanding any provision in its charter or Bylaws to the contrary, to be subject to Section 3-804(c)(3) of the MGCL, the repeal of which may be effected only by the means authorized by Section 3-802(b)(3) of the MGCL.

SECOND: The election to become subject to Section 3-804(c)(3) of the MGCL has been approved by the Board of Directors in the manner and by the vote required by law.

THIRD: The undersigned officer of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

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IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Chief Executive Officer and attested by its Secretary on this 22nd day of February, 2007.

ATTEST:

HUNTINGTON BANCSHARES  
INCORPORATED

/s/ Richard A. Cheap

\_\_\_\_\_  
Name: Richard A. Cheap  
Title: Secretary

/s/ Thomas E. Hoaglin

\_\_\_\_\_  
Name: Thomas E. Hoaglin  
Title: Chief Executive Officer

Schedule Identifying Material Details of  
 Executive Agreements Substantially Similar to Exhibit 99.1 to Huntington's  
 Current Report on Form 8-K dated November 21, 2005

<u>Name</u>	<u>Effective Date</u>
Thomas E. Hoaglin	January 1, 2006

Schedule Identifying Material Details of  
 Executive Agreements Substantially Similar to Exhibit 99.2 to Huntington's  
 Current Report on Form 8-K dated November 21, 2005

<u>Name</u>	<u>Effective Date</u>
Daniel B. Benhase	January 1, 2006
Richard A. Cheap	January 1, 2006
Donald R. Kimble	January 1, 2006
Mary W. Navarro	January 1, 2006
Nicholas G. Stanutz	January 1, 2006

Schedule Identifying Material Details of  
 Executive Agreements Substantially Similar to Exhibit 99.3 to Huntington's  
 Current Report on Form 8-K dated November 21, 2005

<u>Name</u>	<u>Effective Date</u>
James W. Nelson	January 1, 2006

**Ratio of Earnings to Fixed Charges**

<i>(in thousands of dollars)</i>	Year Ended December 31,				
	2006	2005	2004	2003	2002
<b>Earnings:</b>					
Income before taxes	\$ 514,061	\$ 543,574	\$ 552,666	\$ 523,987	\$ 522,705
Add: Fixed charges, excluding interest on deposits	345,253	243,239	191,648	179,903	169,788
Earnings available for fixed charges, excluding interest on deposits	859,314	786,813	744,314	703,890	692,493
Add: Interest on deposits	717,167	446,919	257,099	288,271	385,733
Earnings available for fixed charges, including interest on deposits	\$ 1,576,481	\$ 1,233,732	\$ 1,001,413	\$ 992,161	\$ 1,078,226
<b>Fixed Charges:</b>					
Interest expense, excluding interest on deposits	\$ 334,175	\$ 232,435	\$ 178,842	\$ 168,499	\$ 157,888
Interest factor in net rental expense	11,078	10,804	12,806	11,404	11,900
Total fixed charges, excluding interest on deposits	345,253	243,239	191,648	179,903	169,788
Add: Interest on deposits	717,167	446,919	257,099	288,271	385,733
Total fixed charges, including interest on deposits	\$ 1,062,420	\$ 690,158	\$ 448,747	\$ 468,174	\$ 555,521
<b>Ratio of Earnings to Fixed Charges</b>					
Excluding interest on deposits	2.49x	3.23x	3.88x	3.91x	4.08x
Including interest on deposits	1.48x	1.79x	2.23x	2.12x	1.94x

Table 1 — Selected Financial Data<sup>(1)</sup>

(in thousands of dollars, except per share amounts)	Year Ended December 31,				
	2006	2005	2004	2003	2002
Interest income	\$ 2,070,519	\$ 1,641,765	\$ 1,347,315	\$ 1,305,756	\$ 1,293,195
Interest expense	1,051,342	679,354	435,941	456,770	543,621
Net interest income	1,019,177	962,411	911,374	848,986	749,574
Provision for credit losses	65,191	81,299	55,062	163,993	194,426
<b>Net interest income after provision for credit losses</b>	<b>953,986</b>	<b>881,112</b>	<b>856,312</b>	<b>684,993</b>	<b>555,148</b>
Service charges on deposit accounts	185,713	167,834	171,115	167,840	153,564
Automobile operating lease income	43,115	133,015	285,431	489,698	657,074
Gain on sales of automobile loans	3,095	1,211	14,206	40,039	—
Gain on sale of Florida operations	—	—	—	—	182,470
Securities (losses) gains	(73,191)	(8,055)	15,763	5,258	4,902
Other non-interest income	402,337	338,277	332,083	366,318	343,694
<b>Total non-interest income</b>	<b>561,069</b>	<b>632,282</b>	<b>818,598</b>	<b>1,069,153</b>	<b>1,341,704</b>
Personnel costs	541,228	481,658	485,806	447,263	418,037
Automobile operating lease expense	31,286	103,850	235,080	393,270	518,970
Restructuring reserve (releases) charges	—	—	(1,151)	(6,666)	48,973
Other non-interest expense	428,480	384,312	402,509	396,292	388,167
<b>Total non-interest expense</b>	<b>1,000,994</b>	<b>969,820</b>	<b>1,122,244</b>	<b>1,230,159</b>	<b>1,374,147</b>
Income before income taxes	514,061	543,574	552,666	523,987	522,705
Provision for income taxes	52,840	131,483	153,741	138,294	198,974
Income before cumulative effect of change in accounting principle	461,221	412,091	398,925	385,693	323,731
Cumulative effect of change in accounting principle, net of tax <sup>(2)</sup>	—	—	—	(13,330)	—
<b>Net income</b>	<b>\$ 461,221</b>	<b>\$ 412,091</b>	<b>\$ 398,925</b>	<b>\$ 372,363</b>	<b>\$ 323,731</b>
Income before cumulative effect of change in accounting principle per common share — basic	\$ 1.95	\$ 1.79	\$ 1.74	\$ 1.68	\$ 1.34
Net Income per common share — basic	1.95	1.79	1.74	1.62	1.34
Income before cumulative effect of change in accounting principle per common share — diluted	1.92	1.77	1.71	1.67	1.33
Net Income per common share — diluted	1.92	1.77	1.71	1.61	1.33
Cash dividends declared	1.000	0.845	0.750	0.670	0.640
<b>Balance sheet highlights</b>					
Total assets (period end)	\$ 35,329,019	\$ 32,764,805	\$ 32,565,497	\$ 30,519,326	\$ 27,539,753
Total long-term debt (period end) <sup>(3)</sup>	4,512,618	4,597,437	6,326,885	6,807,979	4,246,801
Total shareholders' equity (period end)	3,014,326	2,557,501	2,537,638	2,275,002	2,189,793
Average long-term debt <sup>(3)</sup>	4,942,671	5,168,959	6,650,367	5,816,660	3,613,527
Average shareholders' equity	2,945,597	2,582,721	2,374,137	2,196,348	2,238,761
Average total assets	35,111,236	32,639,011	31,432,746	28,971,701	26,063,281
<b>Key ratios and statistics</b>					
Margin analysis — as a % of average earnings assets					
Interest income <sup>(4)</sup>	6.63%	5.65%	4.89%	5.35%	6.23%
Interest expense	3.34	2.32	1.56	1.86	2.61
<b>Net interest margin<sup>(4)</sup></b>	<b>3.29%</b>	<b>3.33%</b>	<b>3.33%</b>	<b>3.49%</b>	<b>3.62%</b>
Return on average total assets	1.31%	1.26%	1.27%	1.29%	1.24%
Return on average total shareholders' equity	15.7	16.0	16.8	17.0	14.5
Efficiency ratio <sup>(5)</sup>	59.4	60.0	65.0	63.9	65.6
Dividend payout ratio	52.1	47.7	43.9	41.6	48.1
Average shareholders' equity to average assets	8.39	7.91	7.55	7.58	8.59
Effective tax rate	10.3	24.2	27.8	26.4	38.1
Tangible equity to tangible assets (period end)	6.87	7.19	7.18	6.79	7.22
Tier 1 leverage ratio	8.00	8.34	8.42	7.98	8.51
Tier 1 risk-based capital ratio (period end)	8.93	9.13	9.08	8.53	8.34
Total risk-based capital ratio (period end)	12.79	12.42	12.48	11.95	11.25
<b>Other data</b>					
Full-time equivalent employees	8,081	7,602	7,812	7,983	8,177
Domestic banking offices	381	344	342	338	343

(1) Comparisons for presented periods are impacted by a number of factors. Refer to the 'Significant Factors Influencing Financial Performance Comparisons' for additional discussion regarding these key factors.

(2) Due to the adoption of FASB Interpretation No. 46 "Consolidation of Variable Interest Entities."

(3) Includes Federal Home Loan Bank advances, other long-term debt, and subordinated notes.

(4) On a fully taxable equivalent (FTE) basis assuming a 35% tax rate.

(5) Non-interest expense less amortization of intangibles divided by the sum of FTE net interest income and non-interest income excluding securities gains.

## **INTRODUCTION**

Huntington Bancshares Incorporated (we or our) is a multi-state diversified financial holding company organized under Maryland law in 1966 and headquartered in Columbus, Ohio. Through our subsidiaries, we provide full-service commercial and consumer banking services, mortgage banking services, automobile financing, equipment leasing, investment management, trust services, brokerage services, private mortgage insurance, reinsuring credit life and disability insurance, and other insurance and financial products and services. Our banking offices are located in Ohio, Michigan, West Virginia, Indiana, and Kentucky. Certain activities are also conducted in Arizona, Florida, Georgia, Maryland, Nevada, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, and Vermont. We have a foreign office in the Cayman Islands and another in Hong Kong. The Huntington National Bank (the Bank), organized in 1866, is our only bank subsidiary.

The following discussion and analysis provides you with information we believe necessary for understanding our financial condition, changes in financial condition, results of operations, and cash flows, and should be read in conjunction with the financial statements, notes, and other information contained in this report.

You should note the following discussion is divided into key segments:

- **Introduction** — Provides overview comments on important matters including risk factors, the now-terminated written regulatory agreement with the Federal Reserve Bank of Cleveland and critical accounting policies and use of significant estimates. These are essential for understanding our performance and prospects.
- **Discussion of Results of Operations** — Reviews financial performance. It also includes a Significant Factors Influencing Financial Performance Comparisons section that summarizes key issues helpful for understanding performance trends. Key consolidated balance sheet and income statement trends are also discussed in this section.
- **Risk Management and Capital** — Discusses credit, market, and operational risks, including how these are managed, as well as performance trends. It also includes a discussion of liquidity policies, how we fund ourselves, and related performance. In addition, there is a discussion of guarantees and/or commitments made for items such as standby letters of credit and commitments to sell loans, and a discussion that reviews the adequacy of capital, including regulatory capital requirements.
- **Lines of Business Discussion** — Provides an overview of financial performance for each of our major lines of business and provides additional discussion of trends underlying consolidated financial performance.
- **Results for the Fourth Quarter** — Provides a discussion of results for the 2006 fourth quarter compared with the year-earlier quarter.

A reading of each section is important for you to understand fully the nature of our financial performance and prospects.

### *Forward-Looking Statements*

This report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements. These include descriptions of products or services, plans or objectives for future operations, including any proposed or approved acquisitions, and forecasts of revenues, earnings, cash flows, or other measures of economic performance. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts.

By their nature, forward-looking statements are subject to numerous assumptions, risks, and uncertainties. A number of factors could cause actual conditions, events, or results to differ significantly from those described in the forward-looking statements. These factors include, but are not limited to, the businesses of Huntington and that of any pending or approved acquisition may not be integrated successfully or such integration may take longer to accomplish than expected; the expected cost savings and any revenue synergies from the acquisition may not be fully realized within the expected timeframes; disruption from the acquisition may make it more difficult to maintain relationships with clients, associates, or suppliers; the required governmental approvals of the acquisition may not be obtained on the proposed terms and schedule; if required by the acquisition, Huntington and/or the stockholders of any pending or approved acquisition may not approve the acquisition; changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of other business strategies; the nature, extent, and timing of governmental actions and reforms; and extended disruption of vital infrastructure; and other factors including but not limited to those set forth under the heading "Risk Factors" included in Item 1A of Huntington's Annual Report on Form 10-K for the year ended December 31, 2006, and other factors described from time to time in Huntington's other filings with the Securities and Exchange Commission.

You should understand forward-looking statements to be strategic objectives and not absolute forecasts of future performance. Forward-looking statements speak only as of the date they are made. We assume no obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events.

#### Risk Factors

We, like other financial institutions, are subject to a number of risks, many of which are outside of our direct control, though efforts are made to manage those risks while optimizing returns. Among the risks assumed are: (1) **credit risk**, which is the risk that loan and lease customers or other counter parties will be unable to perform their contractual obligations, (2) **market risk**, which is the risk that changes in market rates and prices will adversely affect our financial condition or results of operation, (3) **liquidity risk**, which is the risk that we and/ or the Bank will have insufficient cash or access to cash to meet operating needs, and (4) **operational risk**, which is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. More information on risk is set forth under the heading "Risk Factors" included in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2006.

#### Formal Regulatory Supervisory Agreement

On March 1, 2005, we announced entering into a formal written agreement with the Federal Reserve Bank of Cleveland (FRBC), providing for a comprehensive action plan designed to enhance corporate governance, internal audit, risk management, accounting policies and procedures, and financial and regulatory reporting. The agreement called for independent third-party reviews, as well as the submission of written plans and progress reports by Management, and would remain in effect until terminated by the banking regulators. On May 10, 2006, Huntington announced that the FRBC notified Huntington's board of directors that Huntington had satisfied the provisions of the written agreement dated February 28, 2005, and that the FRBC, under delegated authority of the Board of Governors of the Federal Reserve System, had terminated the written agreement.

#### Critical Accounting Policies and Use of Significant Estimates

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP). The preparation of financial statements in conformity with GAAP requires us to establish critical accounting policies and make accounting estimates, assumptions, and judgments that affect amounts recorded and reported in our financial statements. Note 1 of the Notes to Consolidated Financial Statements included in this report lists significant accounting policies we use in the development and presentation of our financial statements. This discussion and analysis, the significant accounting policies, and other financial statement disclosures identify and address key variables and other qualitative and quantitative factors necessary for an understanding and evaluation of our company, financial position, results of operations, and cash flows.

An accounting estimate requires assumptions about uncertain matters that could have a material effect on the financial statements if a different amount within a range of estimates were used or if estimates changed from period-to-period. Readers of this report should understand that estimates are made under facts and circumstances at a point in time, and changes in those facts and circumstances could produce actual results that differ from when those estimates were made. The most significant accounting estimates and their related application are discussed below. This analysis is included to emphasize that estimates are used in connection with the critical and other accounting policies and to illustrate the potential effect on the financial statements if the actual amount were different from the estimated amount.

- **Total allowances for credit losses** — The allowances for credit losses (ACL) is the sum of the allowance for loan and lease losses (ALLL) and the allowance for unfunded loan commitments and letters of credit (AULC). At December 31, 2006, the ACL was \$312.2 million. The amount of the ACL was determined by judgments regarding the quality of the loan portfolio and loan commitments. All known relevant internal and external factors that affected loan collectibility were considered. The ACL represents the estimate of the level of reserves appropriate to absorb inherent credit losses in the loan and lease portfolio, as well as unfunded loan commitments. We believe the process for determining the ACL considers all of the potential factors that could result in credit losses. However, the process includes judgmental and quantitative elements that may be subject to significant change. To the extent actual outcomes differ from our estimates, additional provision for credit losses could be required, which could adversely affect earnings or financial performance in future periods. At December 31, 2006, the ACL as a percent of total loans and leases was 1.19%. Based on the December 31, 2006 balance sheet, a 10 basis point increase in this ratio to 1.29% would require \$25.2 million in additional reserves (funded by additional provision for credit losses), which would have negatively impacted 2006 net income by approximately \$16.3 million, or \$0.07 per share. *A discussion about the process used to estimate the ACL is presented in the Credit Risk section of Management's Discussion and Analysis in this report.*

- **Fair value Measurements** — A significant portion of our assets is carried at fair value, including securities, derivatives, mortgage servicing rights (MSRs) and trading assets. Additionally, a smaller portion is carried at the lower of fair value or cost, including held-for-sale loans, while another portion is evaluated for impairment using fair value measurements. At December 31, 2006, approximately \$4.8 billion of our assets were recorded at either fair value or at the lower of fair value or cost.

The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The majority of assets reported at fair value are based on quoted market prices or on internally developed models that utilize independently sourced market parameters, including interest rate yield curves, option volatilities, and currency rates.

We estimate the fair value of a financial instrument using a variety of valuation methods. Where financial instruments are actively traded and have quoted market prices, quoted market prices are used for fair value. When observable market prices do not exist, we estimate fair value. Our valuation methods consider factors such as liquidity and concentration concerns and, for the derivatives portfolio, counterparty credit risk. Other factors such as model assumptions, market dislocations and unexpected correlations can affect estimates of fair value. Imprecision in estimating these factors can impact the amount of revenue or loss recorded for a particular position.

***Trading securities and securities available-for-sale***

Substantially all of our securities are valued based on quoted market prices. However, certain securities are less actively traded. These securities do not always have quoted market prices. The determination of their fair value, therefore, requires judgment, as this determination may require benchmarking to similar instruments or analyzing default and recovery rates. Examples include certain collateralized mortgage and debt obligations and high-yield debt securities.

Our derivative positions are valued using internally developed models based on observable market parameters (parameters that are actively quoted and can be validated to external sources) or model values where quoted market prices do not exist, including industry-pricing services.

***Loans held-for-sale***

The fair value of loans in the held-for-sale portfolio is generally based on observable market prices of similar instruments. If market prices are not available, fair value is determined using internally developed models, based on the estimated cash flows, adjusted for credit risk. The credit risk adjustment is discounted using a rate that is appropriate for each maturity and incorporates the effects of interest rate changes.

***Goodwill and Intangible Assets***

Goodwill and intangible assets represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Goodwill impairment testing is performed at the reporting unit level annually as of September 30th, or more frequently if events or circumstances indicate possible impairment. Fair values of reporting units are determined using a combination of a discounted cash flow analyses based on internal forecasts and market-based valuation multiples for comparable businesses. No impairment was identified as a result of the testing performed during 2006 or 2005. Note 9 to the Consolidated Financial Statements contains additional information regarding goodwill and the carrying values by lines of business.

***MSRs and other servicing rights***

MSRs and certain other servicing rights do not trade in an active, open market with readily observable prices. While sales of MSRs occur, the precise terms and conditions are typically not readily available. Therefore, we estimate the fair value of the MSRs on a monthly basis using a third-party valuation software package. Fair value is estimated based upon discounted net cash flows calculated from a combination of loan level data and market assumptions. The valuation software combines loans based on common characteristics that impact servicing cash flows (investor, remittance cycle, interest rate, product type, etc.) in order to project net cash flows.

Market valuation assumptions (including discount rate, servicing costs, etc.) are also populated within the software. Valuation assumptions are periodically reviewed against available market data (e.g., broker surveys) for reasonableness and adjusted if deemed appropriate. The recorded MSR asset balance is adjusted up or down to estimated fair value based upon the final month-end valuation, which utilized the month-end rate curve and prepayment assumptions. *Note 5 of the Notes to Consolidated Financial Statements contains an analysis of the impact to the fair value of MSRs resulting from changes in the estimates used by management.*

- **Income Taxes** — The calculation of our provision for income taxes is complex and requires the use of estimates and judgments. We have two accruals for income taxes: Our accrued income taxes represent the net estimated amount currently due or to be received from taxing jurisdictions, including any reserve for potential audit issues, and is reported as a component of “accrued expenses and other liabilities” in our consolidated balance sheet; our deferred federal income tax liability represents the estimated impact of temporary differences between how we recognize our assets and liabilities under GAAP, and how such assets and liabilities are recognized under the federal tax code.

In the ordinary course of business, we operate in various taxing jurisdictions and are subject to income and non-income taxes. The effective tax rate is based in part on our interpretation of the relevant current tax laws. We believe the aggregate liabilities related to taxes are appropriately reflected in the consolidated financial statements. We review the appropriate tax treatment of all transactions taking into consideration statutory, judicial, and regulatory guidance in the context of our tax positions. In addition, we rely on various tax opinions, recent tax audits, and historical experience.

From time to time, we engage in business transactions that may have an effect on our tax liabilities. Where appropriate, we have obtained opinions of outside experts and have assessed the relative merits and risks of the appropriate tax treatment of business transactions taking into account statutory, judicial, and regulatory guidance in the context of its tax position. However, changes to our estimates of accrued taxes can occur due to changes in tax rates, implementation of new business strategies, resolution of issues with taxing authorities regarding previously taken tax positions and newly enacted statutory, judicial, and regulatory guidance. Such changes can affect the amount of our accrued taxes and can be material to our financial position and/or results of operations. The potential impact to our operating results for any of these changes cannot be reasonably estimated.

*Pending Acquisition of Sky Financial Group, Inc.*

On December 20, 2006, Huntington announced the signing of a definitive agreement to acquire Sky Financial Group, Inc. (Sky Financial) in a stock and cash transaction expected to be valued at approximately \$3.5 billion. Sky Financial is a \$17.6 billion diversified financial holding company with over 330 banking offices and over 400 ATMs. Sky Financial serves communities in Ohio, Pennsylvania, Indiana, Michigan and West Virginia. Sky’s financial service affiliates include: Sky Bank, commercial and retail banking; Sky Trust, asset management services; and Sky Insurance, retail and commercial insurance agency services.

Under the terms of the agreement, Sky Financial shareholders will receive 1.098 shares of Huntington common stock, on a tax-free basis, and a taxable cash payment of \$3.023 for each share of Sky Financial common stock. The merger was unanimously approved by both boards and is expected to close in the third quarter of 2007, pending customary regulatory approvals, as well as approval by both companies’ shareholders.

Table 2 — Selected Annual Income Statements<sup>(1)</sup>

(in thousands, except per share amounts)	Year Ended December 31,								
	2006	Change from 2005		2005	Change from 2004		2004	2003	2002
		Amount	%		Amount	%			
Interest income	\$ 2,070,519	\$ 428,754	26.1%	\$ 1,641,765	\$ 294,450	21.9%	\$ 1,347,315	\$ 1,305,756	\$ 1,293,195
Interest expense	1,051,342	371,988	54.8	679,354	243,413	55.8	435,941	456,770	543,621
Net interest income	1,019,177	56,766	5.9	962,411	51,037	5.6	911,374	848,986	749,574
Provision for credit losses	65,191	(16,108)	(19.8)	81,299	26,237	47.7	55,062	163,993	194,426
<b>Net interest income after provision for credit losses</b>	<b>953,986</b>	<b>72,874</b>	<b>8.3</b>	<b>881,112</b>	<b>24,800</b>	<b>2.9</b>	<b>856,312</b>	<b>684,993</b>	<b>555,148</b>
Service charges on deposit accounts	185,713	17,879	10.7	167,834	(3,281)	(1.9)	171,115	167,840	153,564
Trust services	89,955	12,550	16.2	77,405	9,995	14.8	67,410	61,649	62,051
Brokerage and insurance income	58,835	5,216	9.7	53,619	(1,180)	(2.2)	54,799	57,844	62,109
Other service charges and fees	51,354	7,006	15.8	44,348	2,774	6.7	41,574	41,446	42,888
Bank owned life insurance income	43,775	3,039	7.5	40,736	(1,561)	(3.7)	42,297	43,028	43,123
Automobile operating lease income	43,115	(89,900)	(67.6)	133,015	(152,416)	(53.4)	285,431	489,698	657,074
Mortgage banking	41,491	13,158	46.4	28,333	1,547	5.8	26,786	58,180	32,751
Gain on sales of automobile loans	3,095	1,884	N.M.	1,211	(12,995)	(91.5)	14,206	40,039	—
Securities (losses) gains	(73,191)	(65,136)	N.M.	(8,055)	(23,818)	N.M.	15,763	5,258	4,902
Gain on sale of Florida operations	—	—	—	—	—	—	—	—	182,470
Other	116,927	23,091	24.6	93,836	(5,381)	(5.4)	99,217	104,171	100,772
<b>Total non-interest income</b>	<b>561,069</b>	<b>(71,213)</b>	<b>(11.3)</b>	<b>632,282</b>	<b>(186,316)</b>	<b>(22.8)</b>	<b>818,598</b>	<b>1,069,153</b>	<b>1,341,704</b>
Personnel costs	541,228	59,570	12.4	481,658	(4,148)	(0.9)	485,806	447,263	418,037
Outside data processing and other services	78,779	4,141	5.5	74,638	2,523	3.5	72,115	66,118	67,368
Net occupancy	71,281	189	0.3	71,092	(4,849)	(6.4)	75,941	62,481	59,539
Equipment	69,912	6,788	10.8	63,124	(218)	(0.3)	63,342	65,921	68,323
Marketing	31,728	5,449	20.7	26,279	1,679	6.8	24,600	25,648	26,655
Automobile operating lease expense	31,286	(72,564)	(69.9)	103,850	(131,230)	(55.8)	235,080	393,270	518,970
Professional services	27,053	(7,516)	(21.7)	34,569	(2,307)	(6.3)	36,876	42,448	33,085
Telecommunications	19,252	604	3.2	18,648	(1,139)	(5.8)	19,787	21,979	22,661
Printing and supplies	13,864	1,291	10.3	12,573	110	0.9	12,463	13,009	15,198
Amortization of intangibles	9,962	9,133	N.M.	829	12	1.5	817	816	2,019
Restructuring reserve (releases) charges	—	—	—	—	1,151	N.M.	(1,151)	(6,666)	48,973
Other	106,649	24,089	29.2	82,560	(14,008)	(14.5)	96,568	97,872	93,319
<b>Total non-interest expense</b>	<b>1,000,994</b>	<b>31,174</b>	<b>3.2</b>	<b>969,820</b>	<b>(152,424)</b>	<b>(13.6)</b>	<b>1,122,244</b>	<b>1,230,159</b>	<b>1,374,147</b>
Income before income taxes	514,061	(29,513)	(5.4)	543,574	(9,092)	(1.6)	552,666	523,987	522,705
Provision for income taxes	52,840	(78,643)	(59.8)	131,483	(22,258)	(14.5)	153,741	138,294	198,974
Income before cumulative effect of change in accounting principle	461,221	49,130	11.9	412,091	13,166	3.3	398,925	385,693	323,731
Cumulative effect of change in accounting principle, net of tax <sup>(2)</sup>	—	—	—	—	—	—	—	(13,330)	—
<b>Net income</b>	<b>\$ 461,221</b>	<b>\$ 49,130</b>	<b>11.9%</b>	<b>\$ 412,091</b>	<b>\$ 13,166</b>	<b>3.3%</b>	<b>\$ 398,925</b>	<b>\$ 372,363</b>	<b>\$ 323,731</b>
Average common shares — basic	236,699	6,557	2.8%	230,142	229	0.1%	229,913	229,401	242,279
Average common shares — diluted	239,920	6,445	2.8	233,475	(381)	(0.2)	233,856	231,582	244,012
<b>Per common share:</b>									
Income before cumulative effect of change in accounting principle — basic	\$ 1.95	\$ 0.16	8.9%	\$ 1.79	\$ 0.05	2.9%	\$ 1.74	\$ 1.68	\$ 1.34
Net income — basic	1.95	0.16	8.9	1.79	0.05	2.9	1.74	1.62	1.34
Income before cumulative effect of change in accounting principle — diluted	1.92	0.15	8.5	1.77	0.06	3.5	1.71	1.67	1.33
Net income — diluted	1.92	0.15	8.5	1.77	0.06	3.5	1.71	1.61	1.33
Cash dividends declared	1.000	0.16	18.3	0.845	0.10	12.7	0.750	0.670	0.640
<b>Revenue — fully taxable equivalent (FTE)</b>									
Net interest income	\$ 1,019,177	\$ 56,766	5.9%	\$ 962,411	\$ 51,037	5.6%	\$ 911,374	\$ 848,986	\$ 749,574
FTE adjustment	16,025	2,632	19.7	13,393	1,740	14.9	11,653	9,684	5,205
Net interest income <sup>(3)</sup>	1,035,202	59,398	6.1	975,804	52,777	5.7	923,027	858,670	754,779
Non-interest income	561,069	(71,213)	(11.3)	632,282	(186,316)	(22.8)	818,598	1,069,153	1,341,704
<b>Total revenue<sup>(3)</sup></b>	<b>\$ 1,596,271</b>	<b>\$ (11,815)</b>	<b>(0.7)%</b>	<b>\$ 1,608,086</b>	<b>\$ (133,539)</b>	<b>(7.7)%</b>	<b>\$ 1,741,625</b>	<b>\$ 1,927,823</b>	<b>\$ 2,096,483</b>

N.M., not a meaningful value.

(1) Comparisons for presented periods are impacted by a number of factors. Refer to the 'Significant Factors Influencing Financial Performance Comparisons' for additional discussion regarding these key factors.

(2) Due to adoption of FASB Interpretation No. 46 for variable interest entities.

(3) On a fully taxable equivalent (FTE) basis assuming a 35% tax rate.

**DISCUSSION OF RESULTS OF OPERATIONS**

This section provides a review of financial performance from a consolidated perspective. It also includes a Significant Factors Influencing Financial Performance Comparisons section that summarizes key issues important for a complete understanding of performance trends. Key consolidated balance sheet and income statement trends are discussed in this section. All earnings per share data are reported on a diluted basis. For additional insight on financial performance, this section should be read in conjunction with the Lines of Business discussion.

**Summary****2006 versus 2005**

Earnings for full-year 2006 were \$461.2 million, or \$1.92 per common share, up 12% and 8%, respectively, compared with \$412.1 million, or \$1.77 per common share, in 2005. The \$49.1 million increase in net income primarily reflected:

- \$78.6 million decline in income tax expense as the effective tax rate for 2006 was 10.3%, down from 24.2% in 2005. The lower 2006 income tax expense reflected the favorable impact of an \$84.5 million reduction related to the resolution of a federal income tax audit covering tax years 2002 and 2003 that resulted in the release of federal income tax reserves, as well as the recognition of federal tax loss carry backs. The 2005 effective tax rate of 24.2% was favorably impacted by a combination of factors including the benefit of a federal tax loss carry back, partially offset by the net impact of repatriating foreign earnings.
- \$56.8 million, or 6%, increase in net interest income, reflecting a 7% increase in average earning assets, as the net interest margin of 3.29% declined 4 basis points from 3.33% in the prior year. The increase in average earning assets reflected 7% growth in average total loans and leases, including 12% growth in average total commercial loans and 3% growth in average total consumer loans, and a 15% increase in average investment securities. Growth in earning assets was positively impacted by the acquisition of Unizan Financial Corp. (“Unizan”) on March 1, 2006.
- A \$16.1 million decline in provision for credit losses, reflecting overall net improvement in our credit risk performance as reflected in a decline in our allowance for credit losses as a percent of period end loans and leases to 1.04% at December 31, 2006, from 1.10% at the end of 2005.

Partially offset by:

- \$71.2 million, or 11%, decline in non-interest income. Contributing to the decrease was an \$89.9 million expected decline in operating lease income, and a \$65.1 million increase in securities losses, reflecting the impact of a balance sheet restructuring in late 2006. Partially offsetting these negative factors were increases in several other components of non-interest income, primarily due to the Unizan acquisition, including a \$23.1 million increase in other income, a \$17.9 million increase in service charges on deposit accounts, a \$13.2 million increase in mortgage banking income, a \$12.6 million increase in trust services income, a \$7.0 million increase in other service charges and fees, a \$5.2 million increase in brokerage and insurance income, and a \$1.9 million increase in gains on sales of automobile loans.
- \$31.2 million, or 3%, increase in non-interest expense, reflecting increases in several components of non-interest expense, primarily related to the acquisition of Unizan, including a \$59.6 million increase in personnel costs, a \$24.1 million increase in other expense, a \$9.1 million increase in amortization of intangibles, a \$6.8 million increase in equipment expense, a \$5.4 million increase in marketing expense, and a \$4.1 million increase in outside data processing and other services, partially offset by a \$72.6 million expected decrease in operating lease expense and a \$7.5 million decline in professional services.

Compared with 2005, the ROA for 2006 was 1.31%, up from 1.26%, and the ROE was 15.7%, down slightly from 16.0%.

Full-year 2006 earnings were impacted by a number of significant items, the largest of which were (1) the acquisition of Unizan Financial Corp. on March 1, 2006, (2) a reduction in federal income tax expense, and (3) a balance sheet restructuring, undertaken to utilize the excess capital resulting from the reduction of federal income tax expense. The details of these impacts can be found in the detailed discussions that follow and are critical to understanding 2006 performance.

**2005 versus 2004**

Earnings for 2005 were \$412.1 million, or \$1.77 per common share, up 3% and 4%, respectively, from \$398.9 million, or \$1.71 per common share, in 2004. The \$13.2 million increase in net income primarily reflected:

- \$152.4 million, or 14%, decline in non-interest expense, primarily reflecting a \$131.2 million decline in operating lease expenses, a \$9.9 million decline in SEC-related expenses, a \$4.8 million decline in net occupancy expense, a \$4.1 million decline in personnel costs, and a \$2.9 million decline in Unizan system conversion expenses.
- \$51.0 million, or 6%, increase in net interest income, reflecting a 6% increase in average earning assets, as the net interest margin of 3.33% was unchanged from the prior year. The increase in average earning assets reflected 10% growth in average total loans and leases, including 11% growth in average total consumer loans and 8% growth in average total commercial loans, partially offset by a 14% decline in average investment securities.
- \$22.3 million decline in income tax expense as the effective tax rate for 2005 was 24.2%, down from 27.8% in 2004. The lower 2005 income tax expense reflected a combination of factors including the benefit of a federal tax loss carry back, partially offset by the net impact of repatriating foreign earnings.

Partially offset by:

- \$186.3 million, or 23%, decline in non-interest income. Contributing to the decrease were a \$152.4 million decline in operating lease income, a \$23.8 million decline in securities gains as the current year had \$8.1 million of securities losses and the prior year had \$15.8 million of securities gains, a \$13.0 million decline in gains on sales of automobile loans, a \$5.4 million decline in other income, and a \$3.3 million decline in service charges on deposit accounts. These declines were partially offset by a \$10.0 million increase in trust services income and a \$2.8 million increase in other service charges and fees.
- \$26.2 million, or 48%, increase in the provision for credit losses, reflecting higher levels of non-performing assets and problem credits, as well as growth in the loan portfolio.

The ROA and ROE for 2005 were 1.26% and 16.0%, respectively, down slightly from 1.27% and 16.8%, respectively, in 2004.

**Results of Operations****Significant Factors Influencing Financial Performance Comparisons**

Earnings comparisons from 2004 through 2006 were impacted by a number of factors; some related to changes in the economic and competitive environment, while others reflected specific management strategies or changes in accounting practices. Those key factors are summarized below.

1. **Unizan acquisition.** — The merger with Unizan Financial Corp. (Unizan) was completed on March 1, 2006. At the time of acquisition, Unizan had assets of \$2.5 billion, including \$1.6 billion of loans and core deposits of \$1.5 billion. Unizan results were only in consolidated results for 10 months of 2006. As a result, performance comparisons between 2006 and 2005 are affected, as Unizan results were not in 2005 results. Comparisons of 2006 reported results compared with 2005 pre-merger results are impacted as follows:
  - Increased certain reported period-end balance sheet and credit quality items (e.g., non-performing loans).
  - Increased reported average balance sheet, revenue, expense, and credit quality results (e.g., net charge-offs).
  - Increased reported non-interest expense items as a result of costs incurred as part of merger-integration activities, most notably employee retention bonuses, outside programming services related to systems conversions, and marketing expenses related to customer retention initiatives. Merger costs were \$3.7 million for 2006, \$0.7 million for 2005, and \$3.6 million for 2004.

Given the impact of the merger on reported 2006 results, we believe that an understanding of the impacts of the merger is necessary to understand better underlying performance trends. When comparing post-merger period results to pre-merger periods, two terms relating to the impact of the Unizan merger on reported results are used:

- “Merger-related” refers to amounts and percentage changes representing the impact attributable to the merger.
- “Merger costs” represent expenses associated with merger integration activities.

An analysis reflecting the estimated impact of the Unizan merger on our reported average balance sheet and income statement can be found in Table 30 — Estimated Impact of Unizan Merger.

2. **Mortgage servicing rights (MSRs) and related hedging.** — MSR values are very sensitive to movements in interest rates as expected future net servicing income depends on the projected outstanding principal balances of the underlying loans, which can be greatly reduced by prepayments. Prepayments usually increase when mortgage interest rates decline and decrease when mortgage interest rates rise.
- Prior to 2006, we recognized impairment when our valuation of MSRs was less than the recorded book value. We recognized temporary impairment due to changes in interest rates through a valuation reserve and recorded a direct write-down of the book value of MSRs for other-than-temporary declines in valuation. Changes and fluctuations in interest rate levels between quarters resulted in some quarters reporting an MSR temporary impairment, with others reporting a recovery of previously recognized MSR temporary impairment. Such swings in MSR valuations have significantly impacted quarterly mortgage banking income trends throughout this period.
  - Beginning in 2006, we adopted Statement of Financial Accounting Standards (Statement) No. 156, *Accounting for Servicing of Financial Assets (an amendment of FASB Statement No. 140)*, which allowed us to carry MSRs at fair value. This resulted in a \$5.1 million pre-tax (\$0.01 per common share) positive impact in 2006. Under the fair value approach, servicing assets and liabilities are recorded at fair value at each reporting date. Changes in fair value between reporting dates are recorded as an increase or decrease in mortgage banking income. MSR assets are included in other assets. (See Tables 3, 6, and 7.)
  - Prior to 2005, we used investment securities gains/(losses) as a balance sheet hedge to offset MSR valuation changes. Such gains/(losses) were reported as securities gains/(losses). Beginning in 2005, we used trading account securities and derivatives to offset MSR valuation changes. The valuations of trading securities and derivatives that we use generally react to interest rate changes in an opposite direction compared with changes in MSR valuations. As a result, changes in interest rate levels that impact MSR valuations should result in corresponding offsetting, or partially offsetting, trading gains or losses. As such, in quarters where MSR fair values decline, the fair values of trading account securities and derivatives typically increase, resulting in a recognition of trading gains that offset, or partially offset, the decline in fair value recognized for the MSR, and vice versa. Such trading gains or losses are also recorded as an increase or decrease in mortgage banking income. Net interest income on securities used to hedge MSRs is recorded in interest income.
3. **Automobile leases originated through April 2002 are accounted for as automobile operating leases.** — Automobile leases originated before May 2002 are accounted for using the operating lease method of accounting because they do not qualify as direct financing leases. Automobile operating leases are carried in other assets with the related rental income, other revenue, and credit recoveries reflected as automobile operating lease income, a component of non-interest income. Under this accounting method, depreciation expenses, as well as other costs and charge-offs, are reflected as automobile operating lease expense, a component of non-interest expense. With no new automobile operating leases originated since April 2002, the automobile operating lease assets have declined rapidly since then. The level of automobile operating lease assets and related automobile operating lease income and expense declined to a point of diminished materiality by the end of 2006. However, since automobile operating lease income and expense represented a significant percentage of total non-interest income and expense, respectively, throughout these reporting periods, their downward trend influenced total revenue, total non-interest income, and total non-interest expense trends.
- In contrast, automobile leases originated since April 2002 are accounted for as direct financing leases, an interest earning asset included in total loans and leases with the related income reflected as interest income and included in the calculation of the net interest margin. Credit charge-offs and recoveries are reflected in the allowance for loan and lease losses (ALLL), with related changes in the ALLL reflected in the provision for credit losses. To better understand overall trends in automobile lease exposure, it is helpful to compare trends in the combined total of direct financing leases plus automobile operating leases.
4. **Effective tax rate.** — Various items impacted the effective tax rate for 2006 and 2005. For 2006, impacts included an \$84.5 million (\$0.35 per common share) reduction of federal income tax expense from the release of tax reserves as a result of the resolution of the federal income tax audit for 2002 and 2003, and the recognition of a federal tax loss carry back. For 2005, federal income tax expense benefited by \$26.9 million (\$0.12 per common share) from the positive impact of a federal tax loss carry-back, partially offset by a \$5.0 million after tax (\$0.02 per common share) increase in tax expense from the repatriation of foreign earnings.

5. **Share-based compensation.** — In 2006, we adopted Statement No. 123R, *Share-Based Payment*, which resulted in recognizing as personnel expense, the impact of share-based compensation, primarily in the form of stock option grants. Adoption of stock option expensing added \$18.6 million, pre-tax, to personnel expense in 2006. (See Note 19 to the Consolidated Financial Statements.)
6. **Balance sheet restructuring.** — In 2006, we utilized the excess capital resulting from the favorable resolution to certain federal income tax audits to restructure certain underperforming components of the balance sheet. We believe that these actions will benefit the net interest margin in future periods. Our actions included the review of \$2.1 billion of securities for potential sale, the refinancing of a portion of our FHLB funding, and the sale of approximately \$100 million of residential mortgage loans. The review of securities for sale resulted in an initial impairment of \$57.5 million, which was recorded as a securities loss. The completion of this review resulted in an additional \$9.0 million of securities losses, as well as \$6.8 million of other than temporary impairment on certain sub-prime mortgage backed securities not included in the initial review. Total securities losses as a result of these actions totaled \$73.3 million. The refinancing of FHLB funding and the sale of mortgage loans resulted in total charges of \$4.4 million, resulting in total balance sheet restructuring costs of \$77.7 million (\$0.21 per common share).
7. **Other significant items influencing earnings performance comparisons.**

**2006**

- \$10.0 million pre-tax contribution to the Huntington Foundation.
- \$7.4 million pre-tax equity investment gains.
- \$5.5 million pre-tax increase in automobile lease residual value losses. This increase reflected higher relative losses on certain vehicles sold at auction, most notably high-line imports and larger sport utility vehicles.
- \$4.8 million in severance and consolidation expenses, pre-tax. This reflected fourth quarter severance-related expenses associated with a reduction of 75 Regional Banking staff positions, as well as costs associated with the previously announced retirements of a vice chairman and an executive vice president.
- \$3.3 million pre-tax gain on the sale of MasterCard® stock.
- \$3.2 million pre-tax negative impact associated with the write-down of equity method investments.
- \$2.3 million pre-tax unfavorable impact due to a cumulative adjustment to defer home equity annual fees.

**2005**

- \$8.8 million pre-tax investment securities losses, resulting from our decision to reduce our exposure to certain unsecured federal agency securities.
- \$6.5 million pre-tax impact to provision expense associated with the charge-off of a single large commercial credit.
- \$5.1 million of pre-tax severance and consolidation expenses associated with the consolidation of certain operations functions, including the closing of an item-processing center in Michigan. This item increased non-interest expense.
- \$3.7 million pre-tax expense associated with the now-closed SEC investigation and regulatory-related written agreements.
- \$2.6 million pre-tax write-offs of equity investments. This item lowered non-interest income.

**2004**

- \$14.2 million pre-tax gain on the sale of automobile loans associated with the objective of lowering total credit exposure to this sector.
- \$13.6 million pre-tax expense associated with the now-closed SEC investigation and regulatory-related written agreements.
- \$11.1 million pre-tax reduction to provision expense, reflecting a recovery of a single large commercial credit previously charged-off in 2002.
- \$7.8 million pre-tax property lease impairments. This item increased non-interest expense.

- \$3.7 million pre-tax one-time funding cost adjustment for a securitization structure consolidated in a prior period, which lowered interest expense and increased net interest income, as well as the net interest margin.

Table 3 — Significant Items Influencing Earnings Performance Comparison<sup>(1)</sup>

(in thousands of dollars)	2006		2005		2004	
	After-tax	EPS	After-tax	EPS	After-tax	EPS
<b>Net income — GAAP</b>	<b>\$ 461,221</b>		<b>\$ 412,091</b>		<b>\$ 398,925</b>	
<b>Earnings per share, after tax</b>		<b>\$ 1.92</b>		<b>\$ 1.77</b>		<b>\$ 1.71</b>
Change from prior year — \$		<b>0.15</b>		<b>0.06</b>		<b>0.10</b>
Change from prior year — %		<b>8.5%</b>		<b>3.5%</b>		<b>6.2%</b>
<b>Significant items — favorable (unfavorable) impact:</b>	<b>Earnings (2)</b>	<b>EPS</b>	<b>Earnings (2)</b>	<b>EPS</b>	<b>Earnings (2)</b>	<b>EPS</b>
Reduction to federal income tax expense <sup>(3)</sup>	\$ 84,541	\$ 0.35	\$ —	\$ —	\$ —	\$ —
Equity investment gains	7,436	0.02	—	—	—	—
MSR FAS 156 accounting change	5,143	0.01	—	—	—	—
Gain on sale of MasterCard stock	3,341	0.01	—	—	—	—
Balance sheet restructuring	(77,698)	(0.21)	(8,770)	(0.02)	—	—
Huntington Foundation contribution	(10,000)	(0.03)	—	—	—	—
Automobile lease residual value losses	(5,549)	(0.01)	—	—	—	—
Severance and consolidation expenses	(4,750)	(0.01)	(5,064)	(0.01)	—	—
Unizan merger costs	(3,749)	(0.01)	—	—	(3,610)	(0.01)
Adjustment for equity method investments	(3,240)	(0.01)	—	—	—	—
Adjustment to defer home equity annual fees	(2,254)	(0.01)	—	—	—	—
Net impact of federal tax loss carry back <sup>(3)</sup>	—	—	26,936	0.12	—	—
MSR mark-to-market net of hedge-related trading activity <sup>(4)</sup>	—	—	(7,318)	(0.02)	(7,174)	(0.02)
Single commercial credit net charge-off net of allocated reserves	—	—	(6,464)	(0.02)	—	—
Net impact of repatriating foreign earnings <sup>(3)</sup>	—	—	(5,040)	(0.02)	—	—
SEC and regulatory related expenses	—	—	(3,715)	(0.01)	(13,597)	(0.05)
Write-off of equity investments	—	—	(2,598)	(0.01)	—	—
MSR hedging-related securities gains/(losses)	—	—	—	—	15,763	0.04
Gain on sale of automobile loans	—	—	—	—	14,206	0.04
Single commercial credit recovery	—	—	—	—	11,095	0.03
One-time adjustment to consolidated securitization	—	—	—	—	3,682	0.01
Property lease impairment	—	—	—	—	(7,846)	(0.02)

(1) See Significant Factors Influencing Financial Performance discussion.

(2) Pre-tax unless otherwise noted.

(3) After-tax.

(4) Prior to 2005, MSR valuation changes were reflected as recoveries (impairments) net of hedge-related trading activity with securities gains (losses).

**Net Interest Income**

(This section should be read in conjunction with Significant Factors 1 and 3.)

Our primary source of revenue is net interest income, which is the difference between interest income from earning assets, primarily loans, direct financing leases, securities, and interest expense of funding sources, including interest bearing deposits and borrowings. Earning asset balances and related funding, as well as changes in the levels of interest rates, impact net interest income. The difference between the average yield on earning assets and the average rate paid for interest-bearing liabilities is the net interest spread. Non-interest bearing sources of funds, such as demand deposits and shareholders' equity, also support earning assets. The impact of the non-interest bearing sources of funds, often referred to as "free" funds, is captured in the net interest margin, which is calculated as net interest income divided by average earning assets. Given the "free" nature of non-interest bearing sources of funds, the net interest margin is generally higher than the net interest spread. Both the net interest spread and net interest margin are presented on a fully taxable equivalent basis, which means that tax-free interest income has been adjusted to a pre-tax equivalent income, assuming a 35% tax rate.

Table 4 shows changes in fully taxable equivalent interest income, interest expense, and net interest income due to volume and rate variances for major categories of earning assets and interest bearing liabilities.

Table 4 — Change in Net Interest Income Due to Changes in Average Volume and Interest Rates<sup>(1)</sup>

Fully tax equivalent basis <sup>(2)</sup> (in millions of dollars)	2006			2005		
	Increase (Decrease) From Previous Year Due To			Increase (Decrease) From Previous Year Due To		
	Volume	Yield/ Rate	Total	Volume	Yield/ Rate	Total
Loans and direct financing leases	\$ 100.7	\$ 246.9	\$ 347.6	\$ 118.6	\$ 177.7	\$ 296.3
Securities	30.4	46.9	77.3	(29.8)	19.9	(9.9)
Other earning assets	(4.3)	10.7	6.4	3.8	6.2	10.0
<b>Total interest income from earning assets</b>	<b>126.8</b>	<b>304.5</b>	<b>431.3</b>	<b>92.6</b>	<b>203.8</b>	<b>296.4</b>
Deposits	52.7	217.6	270.3	41.7	148.1	189.8
Short-term borrowings	12.6	25.3	37.9	(0.3)	21.6	21.3
Federal Home Loan Bank advances	9.5	15.8	25.3	(4.7)	6.1	1.4
Subordinated notes and other long-term debt, including capital securities	(21.5)	59.9	38.4	(39.0)	66.4	27.4
<b>Total interest expense of interest-bearing liabilities</b>	<b>53.3</b>	<b>318.6</b>	<b>371.9</b>	<b>(2.3)</b>	<b>242.2</b>	<b>239.9</b>
Net interest income before funding cost adjustment	73.5	(14.1)	59.4	94.9	(38.4)	56.5
Funding cost adjustment	—	—	—	—	(3.7)	(3.7)
<b>Net interest income</b>	<b>\$ 73.5</b>	<b>\$ (14.1)</b>	<b>\$ 59.4</b>	<b>\$ 94.9</b>	<b>\$ (42.1)</b>	<b>\$ 52.8</b>

(1) The change in interest rates due to both rate and volume has been allocated between the factors in proportion to the relationship of the absolute dollar amounts of the change in each.

(2) Calculated assuming a 35% tax rate.

#### 2006 versus 2005

Fully taxable equivalent net interest income increased \$59.4 million, or 6% (\$59.0 million merger-related), from 2005, reflecting the favorable impact of a \$2.1 billion, or 7%, increase in average earning assets, as the fully taxable equivalent net interest margin declined 4 basis points to 3.29%. Average total loans and leases increased \$1.6 billion, or 7% (\$1.4 billion merger-related). The remaining increase in average total loans and leases was \$0.2 billion, up 1% from a year-ago, which primarily reflected growth in commercial loans and residential mortgages, mostly offset by a decline in total average automobile loans and leases reflecting a decline in automobile leases and little growth in automobile loans given the ongoing program of selling a portion of related loan production.

Average interest bearing deposits increased \$2.0 billion from 2005, mostly related to the acquisition of Unizan. Interest expense paid on total deposits and interest bearing liabilities increased at a faster rate than earning assets throughout 2006, reducing the overall spread between interest revenue on earning assets and interest costs paid on interest bearing liabilities. Non-interest bearing deposits grew at a 4% rate, reflecting the addition of Unizan. These added balances favorably impacted the margin for 2006, offsetting lower non-deferred loan fees and the reduction in net interest margin as noted above.

#### 2005 versus 2004

Fully taxable equivalent net interest income increased \$52.8 million, or 6%, from 2004, reflecting the favorable impact of a \$1.6 billion, or 6%, increase in average earning assets, as the fully taxable equivalent net interest margin remained unchanged at 3.33%.

The stability of the net interest margin reflected a combination of factors including the benefit of a shift in the earning asset mix from lower-yielding investments to higher-yielding loans as a result of decreasing the level of excess liquidity and redirecting part of the proceeds of securities sales to fund loan growth. In addition, the margin also benefited from an increase in non-interest bearing funds. These benefits were partially offset by the negative impact of intense loan and deposit price competition and share repurchases.

#### Average Balance Sheet

Table 5 shows average annual balance sheets and net interest margin analysis for the last five years. It details average balances for total assets and liabilities, as well as shareholders' equity, and their various components, most notably loans and leases, deposits, and borrowings. It also shows the corresponding interest income or interest expense associated with each earning asset and interest bearing liability category along with the average rate with the difference resulting in the net interest spread. The net interest spread plus the positive impact from the non-interest bearing funds represents the net interest margin.

Table 5 — Consolidated Average Balance Sheet and Net Interest Margin Analysis

Fully taxable equivalent basis <sup>(1)</sup> (in millions of dollars)	Average Balances								
	Change from 2005			Change from 2004					
	2006	Amount	%	2005	Amount	%	2004	2003	2002
<b>Assets</b>									
Interest bearing deposits in banks	\$ 53	\$ —	—%	\$ 53	\$ (13)	(19.7)%	\$ 66	\$ 37	\$ 33
Trading account securities	92	(115)	(55.6)	207	102	97.1	105	14	7
Federal funds sold and securities purchased under resale agreement	321	59	22.5	262	(57)	(17.9)	319	87	72
Loans held for sale	275	(43)	(13.5)	318	75	30.9	243	564	322
Investment securities:									
Taxable	4,197	514	14.0	3,683	(742)	(16.8)	4,425	3,533	2,859
Tax-exempt	570	95	20.0	475	63	15.3	412	334	135
<b>Total investment securities</b>	<b>4,767</b>	<b>609</b>	<b>14.6</b>	<b>4,158</b>	<b>(679)</b>	<b>(14.0)</b>	<b>4,837</b>	<b>3,867</b>	<b>2,994</b>
Loans and leases: <sup>(3)</sup>									
Commercial:									
Middle market commercial and industrial <sup>(4)</sup>	5,504	687	14.3	4,817	361	8.1	4,456	4,633	4,810
Construction	1,244	(434)	(25.9)	1,678	258	18.2	1,420	1,219	1,151
Commercial <sup>(4)</sup>	2,703	795	41.7	1,908	(14)	(0.7)	1,922	1,800	1,670
Middle market commercial real estate	3,947	361	10.1	3,586	244	7.3	3,342	3,019	2,821
Small business commercial and industrial and commercial real estate	2,414	190	8.5	2,224	221	11.0	2,003	1,787	1,642
<b>Total commercial</b>	<b>11,865</b>	<b>1,238</b>	<b>11.6</b>	<b>10,627</b>	<b>826</b>	<b>8.4</b>	<b>9,801</b>	<b>9,439</b>	<b>9,273</b>
Consumer:									
Automobile loans	2,057	14	0.7	2,043	(242)	(10.6)	2,285	3,260	2,744
Automobile leases	2,031	(391)	(16.1)	2,422	230	10.5	2,192	1,423	452
Automobile loans and leases	4,088	(377)	(8.4)	4,465	(12)	(0.3)	4,477	4,683	3,196
Home equity	4,970	218	4.6	4,752	508	12.0	4,244	3,400	2,976
Residential mortgage	4,581	500	12.3	4,081	869	27.1	3,212	2,076	1,438
Other loans	439	54	14.0	385	(8)	(2.0)	393	426	534
<b>Total consumer</b>	<b>14,078</b>	<b>395</b>	<b>2.9</b>	<b>13,683</b>	<b>1,357</b>	<b>11.0</b>	<b>12,326</b>	<b>10,585</b>	<b>8,144</b>
<b>Total loans and leases</b>	<b>25,943</b>	<b>1,633</b>	<b>6.7</b>	<b>24,310</b>	<b>2,183</b>	<b>9.9</b>	<b>22,127</b>	<b>20,024</b>	<b>17,417</b>
Allowance for loan and lease losses	(287)	(19)	7.1	(268)	30	(10.1)	(298)	(330)	(344)
<b>Net loans and leases</b>	<b>25,656</b>	<b>1,614</b>	<b>6.7</b>	<b>24,042</b>	<b>2,213</b>	<b>10.1</b>	<b>21,829</b>	<b>19,694</b>	<b>17,073</b>
<b>Total earning assets</b>	<b>31,451</b>	<b>2,143</b>	<b>7.3</b>	<b>29,308</b>	<b>1,611</b>	<b>5.8</b>	<b>27,697</b>	<b>24,593</b>	<b>20,845</b>
Automobile operating lease assets	93	(258)	(73.5)	351	(540)	(60.6)	891	1,697	2,602
Cash and due from banks	825	(20)	(2.4)	845	2	0.2	843	774	744
Intangible assets	567	349	N.M.	218	2	0.9	216	218	293
All other assets	2,463	278	12.7	2,185	101	4.8	2,084	2,020	1,923
<b>Total Assets</b>	<b>\$ 35,112</b>	<b>\$ 2,473</b>	<b>7.6%</b>	<b>\$ 32,639</b>	<b>\$ 1,206</b>	<b>3.8%</b>	<b>\$ 31,433</b>	<b>\$ 28,972</b>	<b>\$ 26,063</b>
<b>Liabilities and Shareholders' Equity</b>									
Deposits:									
Demand deposits — non-interest bearing	\$ 3,530	\$ 151	4.5%	\$ 3,379	\$ 149	4.6%	\$ 3,230	\$ 3,080	\$ 2,902
Demand deposits — interest bearing	7,742	84	1.1	7,658	451	6.3	7,207	6,193	5,161
Savings and other domestic time deposits	2,992	(163)	(5.2)	3,155	(276)	(8.0)	3,431	3,462	3,583
Core certificates of deposit	5,050	1,716	51.5	3,334	645	24.0	2,689	3,115	4,175
Total core deposits	19,314	1,788	10.2	17,526	969	5.9	16,557	15,850	15,821
Other domestic time deposits of \$100,000 or more	1,113	203	22.3	910	317	53.5	593	389	295
Brokered time deposits and negotiable CDs	3,242	123	3.9	3,119	1,282	69.8	1,837	1,419	731
Deposits in foreign offices	515	58	12.7	457	(51)	(10.0)	508	500	337
<b>Total deposits</b>	<b>24,184</b>	<b>2,172</b>	<b>9.9</b>	<b>22,012</b>	<b>2,517</b>	<b>12.9</b>	<b>19,495</b>	<b>18,158</b>	<b>17,184</b>
Short-term borrowings	1,800	421	30.5	1,379	(31)	(2.2)	1,410	1,600	1,856
Federal Home Loan Bank advances	1,369	264	23.9	1,105	(166)	(13.1)	1,271	1,258	279
Subordinated notes and other long-term debt	3,574	(490)	(12.1)	4,064	(1,315)	(24.4)	5,379	4,559	3,335
<b>Total interest bearing liabilities</b>	<b>27,397</b>	<b>2,216</b>	<b>8.8</b>	<b>25,181</b>	<b>856</b>	<b>3.5</b>	<b>24,325</b>	<b>22,495</b>	<b>19,752</b>
All other liabilities	1,239	(257)	(17.2)	1,496	(8)	(0.5)	1,504	1,201	1,170
Shareholders' equity	2,946	363	14.1	2,583	209	8.8	2,374	2,196	2,239
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 35,112</b>	<b>\$ 2,473</b>	<b>7.6%</b>	<b>\$ 32,639</b>	<b>\$ 1,206</b>	<b>3.8%</b>	<b>\$ 31,433</b>	<b>\$ 28,972</b>	<b>\$ 26,063</b>
<b>Net interest income</b>									
Net interest rate spread									
Impact of non-interest bearing funds on margin									
<b>Net Interest Margin</b>									

N.M., not a meaningful value.

(1) Fully taxable equivalent (FTE) yields are calculated assuming a 35% tax rate.

(2) Loan and lease and deposit average rates include impact of applicable derivatives and non-deferrable fees.

(3) For purposes of this analysis, non-accrual loans are reflected in the average balances of loans.

(4) 2005 reflects a net reclassification of \$500 million from middle market commercial real estate to middle market commercial and industrial.

	Interest Income/Expense					Average Rate(2)				
	2006	2005	2004	2003	2002	2006	2005	2004	2003	2002
\$	3.2	\$ 1.1	\$ 0.7	\$ 0.6	\$ 0.8	6.00%	2.16%	1.05%	1.53%	2.38%
	3.8	8.5	4.4	0.6	0.3	4.19	4.08	4.15	4.02	4.11
	16.1	6.0	5.5	1.6	1.1	5.00	2.27	1.73	1.80	1.56
	16.8	17.9	13.0	30.0	20.5	6.10	5.64	5.35	5.32	6.35
	229.4	158.7	171.7	159.6	173.0	5.47	4.31	3.88	4.52	6.05
	38.5	31.9	28.8	23.5	10.1	6.75	6.71	6.98	7.04	7.47
	267.9	190.6	200.5	183.1	183.1	5.62	4.58	4.14	4.73	6.12
	406.0	279.0	196.5	223.5	264.5	7.38	5.79	4.41	4.82	5.50
	100.5	107.8	64.2	51.3	52.6	8.08	6.43	4.52	4.21	4.57
	201.7	113.2	88.0	89.4	96.2	7.46	5.93	4.58	4.97	5.76
	302.2	221.0	152.2	140.7	148.8	7.65	6.16	4.55	4.66	5.27
	173.9	137.5	110.3	105.6	110.6	7.20	6.18	5.50	5.91	6.73
	882.1	637.5	459.0	469.8	523.9	7.43	6.00	4.68	5.00	5.65
	135.1	133.3	165.1	242.1	237.9	6.57	6.52	7.22	7.43	8.67
	102.9	119.6	109.6	72.8	23.2	5.07	4.94	5.00	5.12	5.14
	238.0	252.9	274.7	314.9	261.1	5.82	5.66	6.14	6.73	8.17
	369.7	288.6	208.6	166.4	166.2	7.44	6.07	4.92	4.89	5.59
	249.1	212.9	163.0	112.2	91.4	5.44	5.22	5.07	5.40	6.35
	39.8	39.2	29.5	36.4	50.0	9.07	10.23	7.51	8.55	9.35
	896.6	793.6	675.8	629.9	568.7	6.37	5.80	5.48	5.95	6.98
	1,778.7	1,431.1	1,134.8	1,099.7	1,092.6	6.86	5.89	5.13	5.50	6.27
	2,086.5	1,655.2	1,358.9	1,315.6	1,298.4	6.63	5.65	4.89	5.35	6.23
	—	—	—	—	—	—	—	—	—	—
	212.4	135.5	74.1	73.0	88.9	2.74	1.77	1.03	1.18	1.71
	50.2	42.9	44.1	67.7	80.2	1.68	1.36	1.28	1.96	2.24
	214.8	118.7	90.4	114.3	187.0	4.25	3.56	3.36	3.67	4.48
	477.4	297.1	208.6	255.0	356.1	3.02	2.10	1.56	2.00	2.76
	55.6	30.8	11.3	4.6	7.4	4.99	3.39	1.90	1.17	2.50
	169.1	109.4	33.1	24.1	17.3	5.22	3.51	1.80	1.70	2.36
	15.1	9.6	4.1	4.6	4.9	2.93	2.10	0.82	0.92	1.47
	717.2	446.9	257.1	288.3	385.7	3.47	2.40	1.58	1.91	2.69
	72.2	34.3	13.0	15.7	29.0	4.01	2.49	0.93	0.98	1.56
	60.0	34.7	33.3	24.4	5.6	4.38	3.13	2.62	1.94	2.00
	201.9	163.5	132.5	128.5	123.3	5.65	4.02	2.46	2.82	3.70
	1,051.3	679.4	435.9	456.9	543.6	3.84	2.70	1.79	2.03	2.75
\$	1,035.2	\$ 975.8	\$ 923.0	\$ 858.7	\$ 754.8					
						2.79	2.95	3.10	3.32	3.48
						0.50	0.38	0.23	0.17	0.14
						3.29%	3.33%	3.33%	3.49%	3.62%

**Average Balance Sheet — Loans, Leases, and Other Earning Assets****2006 versus 2005**

Average total commercial loans increased \$1.2 billion, or 12% (\$0.7 billion merger-related) from 2005. This growth reflected a \$0.7 billion, or 14%, increase in average middle market commercial and industrial (C&I) loans, a \$0.4 billion, or 10%, increase in average middle market commercial real estate loans (CRE), and a \$0.2 billion, or 9%, increase in average small business loans.

Average residential mortgages increased \$0.5 billion, or 12% (\$0.3 billion merger-related). Average home equity loans increased \$0.2 billion, or 5%, but would have increased less than 1% were it not for the Unizan merger.

Compared with the prior year, average total automobile loans and leases decreased \$0.4 billion, or 8%, with the Unizan merger having no significant impact. The decrease reflected the combination of two factors: (1) continued softness in loan and lease production levels over this period from low consumer demand and competitive pricing and (2) little growth in automobile loans as we continued a program of selling a portion of current loan production. Average automobile operating lease assets declined \$0.3 billion, or 74%, as this portfolio continued to run off. Total automobile loan and lease exposure at quarter end was 15%, down from 18% a year earlier.

Average total investment securities increased \$0.6 million, or 15%, from 2005.

**2005 versus 2004**

Average total loans and leases increased \$2.2 billion, or 10%, from 2004, primarily due to growth in consumer loans. Average total consumer loans increased \$1.4 billion, or 11%, due to a \$0.9 billion, or 27%, increase in average residential mortgages and a \$0.5 billion, or 12%, increase in average home equity loans.

Average total automobile loans decreased \$0.2 billion, or 11%, reflecting the sale of automobile loans, loan pay downs, and slowing production. Partially offsetting the decline in automobile loans was \$0.2 billion, or 10%, growth in direct financing leases due to the continued migration from operating lease assets.

Average total commercial loans increased \$0.8 billion, or 8%, from 2004. This reflected a \$0.4 billion, or 8%, increase in middle market C&I loans, a \$0.2 billion, or 7%, increase in middle market CRE loans, and a \$0.2 billion, or 11%, increase in average small business C&I and CRE loans.

Average total investment securities declined \$0.7 billion, or 14%, from 2004.

**Average Balance Sheet — Deposits and Other Funding****2006 versus 2005**

Average total core deposits in 2006 increased \$1.8 billion, or 10% (\$1.3 billion merger-related), from 2005. Most of the increase reflected higher average core certificates of deposit, which increased \$1.7 billion (\$0.5 billion merger-related) resulting from continued customer demand for higher, fixed rate deposit products. Average interest bearing demand deposits increased \$0.1 billion (\$0.2 billion merger-related) and average non-interest bearing deposits increased \$0.2 billion (\$0.1 billion merger-related). Average savings and other domestic time deposits declined \$0.2 billion, despite \$0.4 billion of increase related to the Unizan merger.

We use the non-core funding ratio (total liabilities less core deposits and accrued expenses and other liabilities divided by total assets) to measure the extent to which funding is dependent on wholesale deposits and borrowing sources. For 2006, the average non-core funding ratio was 33%, down from 34% in 2005.

**2005 versus 2004**

Average total core deposits in 2005 were \$17.5 billion, up \$1.0 billion, or 6%, from 2004, reflecting a \$0.6 billion, or 24%, increase in certificates of deposit, a \$0.5 billion, or 6%, increase in average interest bearing demand deposit accounts, primarily money market accounts, and a \$0.1 billion, or 5%, increase in non-interest bearing deposits. These increases were partially offset by a \$0.3 billion, or 8%, decline in savings and other domestic time deposits. With interest rates rising throughout the year, demand for certificates of deposit increased as customers transferred funds from lower rate savings and other domestic time deposits into higher fixed-rate term deposit accounts.

**Provision for Credit Losses**

*(This section should be read in conjunction with Significant Factor 3 and the Credit Risk section.)*

The provision for credit losses is the expense necessary to maintain the ALLL and the AULC at a level adequate to absorb our estimate of probable inherent credit losses in the loan and lease portfolio and the portfolio of unfunded loan commitments.

The provision for credit losses in 2006 was \$65.2 million, down \$16.1 million from a year-ago. The decrease reflected a decline in the transaction component of the allowance for loan and lease losses at year end compared with that at the end of 2005, due to a general improvement in the underlying risk of the loan portfolio, including the resolution and/or upgrades of troubled credits, a change in the composition of non-performing loans that included more residential and government-guaranteed loans, as well as a decline in the economic reserve component due to a net improvement in economic factors. These improvements were reflected in the decline in the allowance for loan and lease losses as a percent of period-end total loans and leases to 1.04% at December 31, 2006, from 1.10% a year earlier.

The provision for credit losses for 2005 was \$81.3 million, up \$26.2 million, or 48%, from 2004. The increase reflected loan growth as well as a higher transaction component of the allowance for loan and lease losses at the end of 2005 compared to a year earlier, due to a general deterioration in the underlying risk of the loan portfolio. These negative impacts were offset by the positive impact of a decline in the economic reserve component. The net positive impact from these factors was reflected in the decrease in the allowance for loan and lease losses as a percent of period-end total loans and leases to 1.10% at December 31, 2005, from 1.15% a year earlier.

**Non-Interest Income**

(This section should be read in conjunction with Significant Factors 1, 2, 3, 6, and 7.)

Non-interest income for the three years ended December 31, 2006 was as follows:

**Table 6 — Non-Interest Income**

(in thousands of dollars)	Year Ended December 31,						
	2006	Change from 2005		2005	Change from 2004		2004
		Amount	%		Amount	%	
Service charges on deposit accounts	\$ 185,713	\$ 17,879	10.7%	\$ 167,834	\$ (3,281)	(1.9)%	\$ 171,115
Trust services	89,955	12,550	16.2	77,405	9,995	14.8	67,410
Brokerage and insurance income	58,835	5,216	9.7	53,619	(1,180)	(2.2)	54,799
Other service charges and fees	51,354	7,006	15.8	44,348	2,774	6.7	41,574
Bank owned life insurance income	43,775	3,039	7.5	40,736	(1,561)	(3.7)	42,297
Mortgage banking	41,491	13,158	46.4	28,333	1,547	5.8	26,786
Gain on sales of automobile loans	3,095	1,884	N.M.	1,211	(12,995)	(91.5)	14,206
Securities gains (losses)	(73,191)	(65,136)	N.M.	(8,055)	(23,818)	N.M.	15,763
Other	116,927	23,091	24.6	93,836	(5,381)	(5.4)	99,217
Sub-total before automobile operating lease income	517,954	18,687	3.7	499,267	(33,900)	(6.4)	533,167
Automobile operating lease income	43,115	(89,900)	(67.6)	133,015	(152,416)	(53.4)	285,431
<b>Total non-interest income</b>	<b>\$ 561,069</b>	<b>\$ (71,213)</b>	<b>(11.3)%</b>	<b>\$ 632,282</b>	<b>\$ (186,316)</b>	<b>(22.8)%</b>	<b>\$ 818,598</b>

N.M., not a meaningful value.

**2006 versus 2005**

Non-interest income in 2006 decreased \$71.2 million, or 11%, from a year-ago, including an \$89.9 million decline in automobile operating lease income. That portfolio continued to run off since no automobile operating leases have been originated since April 2002. Non-interest income before automobile operating lease income increased \$18.7 million, or 4% (\$23.9 million merger-related), reflecting:

- \$23.1 million increase in other income (\$7.1 million merger-related), primarily reflecting \$7.0 million in higher equity investment gains, a \$5.7 million increase in equipment operating lease income, \$3.3 million gain on sale of MasterCard® stock, and a \$2.6 million increase in corporate derivative sales.
- \$17.9 million, or 11% (\$5.3 million merger-related), increase in service charges on deposit accounts, reflecting a \$14.3 million, or 13%, increase in personal service charges, primarily NSF/ OD, and a \$3.6 million, or 6%, increase in commercial service charge income.
- \$13.2 million, or 46%, increase in mortgage banking income, primarily reflecting a \$12.6 million positive impact between years related to MSR valuation net of hedge-related trading activity. Specifically, in 2006, MSR recoveries were \$4.9 million, with \$1.3 million of net trading losses associated with MSR hedging, resulting in a net positive MSR-related impact of \$3.6 million. In 2005, MSR recoveries were \$4.4 million, with \$13.4 million of net trading losses associated with

MSR hedging, resulting in a net reduction in mortgage-banking income in 2005 of \$9.0 million. The Unizan merger had no material impact on mortgage banking income comparisons.

- \$12.6 million, or 16% (\$5.5 million merger-related), increase in trust services income, reflecting (1) a \$6.5 million, or 18%, increase in personal trust income, mostly merger-related, (2) a \$3.7 million, or 14%, increase in fees from Huntington Funds, reflecting 11% fund asset growth, and (3) a \$1.8 million, or 17%, increase in institutional trust fees.
- \$7.0 million, or 16% (\$1.0 million merger-related), increase in other service charges and fees, primarily reflecting a \$5.3 million, or 17%, increase in fees generated by higher debit card volume.
- \$5.2 million, or 10% (\$1.5 million merger-related), increase in brokerage and insurance income, primarily reflecting higher annuities sales related to the continued focus on investment product sales in our retail banking offices.

Partially offset by:

- \$65.1 million increase in investment securities losses, reflecting the \$73.2 million of investment securities impairment and losses during 2006 as the balance sheet restructuring was completed.

**2005 versus 2004**

Non-interest income decreased \$186.3 million, or 23%, from 2004 with \$152.4 million of the decline reflecting the decrease in operating lease income. Of the remaining \$33.9 million decline from 2004, the primary drivers were:

- \$23.8 million decline in net securities gains, as the current year reflected \$8.1 million of securities losses, compared with \$15.8 million of gains in 2004.
- \$13.0 million decline in gains on sale of automobile loans as the year-ago period included \$14.2 million of such gains.
- \$5.4 million, or 5%, decline in other income reflected a combination of factors including lower income from automobile lease terminations, the \$2.6 million write-off of equity investments, lower investment banking income, and lower equity investment gains.
- \$3.3 million, or 2%, decline in service charges on deposit accounts, all driven by a decline in commercial service charges, reflecting a combination of lower activity and a preference by commercial customers to pay for services with higher compensating balances rather than fees as interest rates increased. Consumer service charges increased slightly.

Partially offset by:

- \$10.0 million, or 15%, increase in trust services due to higher personal trust and mutual fund fees, reflecting a combination of higher market value of assets, as well as increased activity.
- \$2.8 million, or 7%, increase in other service charges and fees, due to higher debit card fees, partially offset by lower bill pay fees as a result of a decision to eliminate fees for this service beginning in the 2004 fourth quarter.

Table 7 details mortgage banking income and the net impact of MSR hedging activity. Striking a mortgage banking income sub-total before MSR recoveries, impairments, or net trading losses or gains, provides a clearer understanding of the underlying trends in mortgage banking income associated with the primary business activities of origination, sales, and servicing.

Mortgage banking income for the three years ended December 31, 2006, was as follows:

**Table 7 — Mortgage Banking Income**

(in thousands of dollars)	Year Ended December 31,						
	2006	Change from 2005		2005	Change from 2004		2004
		Amount	%		Amount	%	
<b>Mortgage Banking Income</b>							
Origination and secondary marketing	\$ 18,217	\$ (6,717)	(26.9)%	\$ 24,934	\$ 2,225	9.8%	\$ 22,709
Servicing fees	24,659	2,478	11.2	22,181	485	2.2	21,696
Amortization of capitalized servicing	(15,144)	3,215	(17.5)	(18,359)	660	(3.5)	(19,019)
Other mortgage banking income	10,173	(1,590)	(18.5)	8,583	(1,441)	(14.4)	10,024
Sub-total	37,905	566	1.5	37,339	1,929	5.4	35,410
MSR recovery(1)	4,871	500	11.4	4,371	2,993	N.M.	1,378
Net trading (losses) gains related to MSR hedging	(1,285)	12,092	(90.4)	(13,377)	(3,375)	33.7	(10,002)
<b>Total mortgage banking income</b>	<b>\$ 41,491</b>	<b>\$ 13,158</b>	<b>46.4%</b>	<b>\$ 28,333</b>	<b>\$ 1,547</b>	<b>5.8%</b>	<b>\$ 26,786</b>
Capitalized mortgage servicing rights(2)	\$ 131,104	\$ 39,845	43.7%	\$ 91,259	\$ 14,152	18.4%	\$ 77,107
MSR allowance(2)	—	404	N.M.	(404)	4,371	91.5	(4,775)
Total mortgages serviced for others (2)	8,252,000	976,000	13.4	7,276,000	415,000	6.0	6,861,000

N.M., not a meaningful value.

(1) In 2006, Huntington adopted Statement No. 156, under which MSRs were recorded and accounted for at fair value. Prior periods reflect temporary impairment or recovery, based on accounting for MSRs at the lower of cost or market.

(2) At period end.

### Non-Interest Expense

(This section should be read in conjunction with Significant Factors 1, 3, 5, and 7.)

Non-interest expense for the three years ended December 31, 2006 was as follows:

**Table 8 — Non-Interest Expense**

(in thousands of dollars)	Year Ended December 31,						
	2006	Change from 2005		2005	Change from 2004		2004
		Amount	%		Amount	%	
Salaries	\$ 425,657	\$ 46,068	12.1%	\$ 379,589	\$ 3,321	0.9%	\$ 376,268
Benefits	115,571	13,502	13.2	102,069	(7,469)	(6.8)	109,538
Personnel costs	541,228	59,570	12.4	481,658	(4,148)	(0.9)	485,806
Outside data processing and other services	78,779	4,141	5.5	74,638	2,523	3.5	72,115
Net occupancy	71,281	189	0.3	71,092	(4,849)	(6.4)	75,941
Equipment	69,912	6,788	10.8	63,124	(218)	(0.3)	63,342
Marketing	31,728	5,449	20.7	26,279	1,679	6.8	24,600
Professional services	27,053	(7,516)	(21.7)	34,569	(2,307)	(6.3)	36,876
Telecommunications	19,252	604	3.2	18,648	(1,139)	(5.8)	19,787
Printing and supplies	13,864	1,291	10.3	12,573	110	0.9	12,463
Amortization of intangibles	9,962	9,133	N.M.	829	12	1.5	817
Restructuring reserve releases	—	—	—	—	1,151	N.M.	(1,151)
Other	106,649	24,089	29.2	82,560	(14,008)	(14.5)	96,568
Sub-total before automobile operating lease expense	969,708	103,738	12.0	865,970	(21,194)	(2.4)	887,164
Automobile operating lease expense	31,286	(72,564)	(69.9)	103,850	(131,230)	(55.8)	235,080
<b>Total non-interest expense</b>	<b>\$ 1,000,994</b>	<b>\$ 31,174</b>	<b>3.2%</b>	<b>\$ 969,820</b>	<b>\$ (152,424)</b>	<b>(13.6)%</b>	<b>\$ 1,122,244</b>

N.M., not a meaningful value.

### 2006 versus 2005

Non-interest expense in 2006 increased \$31.2 million, or 3%, from 2005, despite a \$72.6 million decline in automobile operating lease expense as that portfolio continued to run off. Non-interest expense before automobile operating lease expense increased \$103.7 million, or 12% (\$59.7 million merger-related), reflecting:

- \$59.6 million, or 12%, increase in personnel expense, with Unizan contributing \$25.8 million, or 43%, of the increase. The remaining \$33.8 million increase included \$17.0 million increase in share-based compensation primarily related to the expensing of stock options, which began in 2006, and \$9.0 million in higher performance and sales-related compensation.
- \$24.1 million, or 29% (\$10.0 million merger-related), increase in other expense, including a \$10.0 million donation to the Huntington Foundation in the fourth quarter, which will result in reduced contributions in future periods, \$5.5 million of higher residual value losses on automobile leases, \$3.7 million of Unizan merger-related costs, and \$3.5 million related to the fourth quarter restructuring of certain FHLB advances.
- \$9.1 million increase in the amortization of intangibles, substantially all merger-related.
- \$6.8 million, or 11%, increase in equipment expense (\$1.7 million merger-related), reflecting higher depreciation associated with recent technology investments.
- \$5.4 million, or 21% (\$0.9 million merger-related), increase in marketing expense, reflecting increased campaign and market research expenses.
- \$4.1 million, or 6%, increase in outside data processing and other services (\$1.7 million merger-related), with \$2.0 million related to Unizan system conversion merger-related costs and a \$1.7 million increase in debit card processing costs due to higher activity levels.

Partially offset by:

- \$7.5 million, or 22%, decline in professional services expenses, despite Unizan adding \$4.9 million, including a reduction in SEC/regulatory related expenses, as well as declines in collections and other consulting expenses.

**2005 versus 2004**

Non-interest expense decreased \$152.4 million, or 14%, from 2004 with \$131.2 million of the decline reflecting the decrease in operating lease expense. Of the remaining \$21.2 million decline, the primary drivers were:

- \$14.0 million, or 15%, decrease in other expense, reflecting decreased SEC and regulatory-related expenses in 2005, \$5.8 million of costs related to investments in partnerships generating tax benefits in the year-ago period, and lower litigation related expense accruals and lower insurance costs in 2005.
- \$4.8 million, or 6%, decline in net occupancy expense, as 2004 included a \$7.8 million loss caused by property lease impairments, partially offset by lower rental income and higher depreciation expense in 2005.
- \$4.1 million, or 1%, decline in personnel costs, mainly due to lower commission and benefit expense, partially offset by higher salaries and severance.

SEC-related expenses and accruals, as well as expenses related to Unizan integration planning and systems conversions, contributed to the change in expense from 2005. Specifically, SEC/regulatory-related expenses and accruals while not meaningful in 2006, totaled \$3.7 million in 2005, and \$13.6 million in 2004. These expenses and accruals impacted the professional services and other expense categories. Unizan merger-related costs, primarily related to integration planning and systems conversion expenses, totaled \$3.7 million in 2006, \$0.7 million in 2005, and \$3.6 million in 2004. In addition to impacting the data processing and other services expense category, a portion of these expenses was also spread across various other expense categories.

**Operating Lease Assets**

*(This section should be read in conjunction with the Significant Factor 3.)*

Operating lease assets represent automobile leases originated before May 2002. This operating lease portfolio is running off over time since all automobile lease originations after April 2002 have been recorded as direct financing leases and are reported in the automobile loan and lease category in earning assets. As a result, the non-interest income and non-interest expenses associated

with the operating lease portfolio have declined. Operating lease assets performance for the five years ended December 31, 2006 was as follows:

Table 9 — Automobile Operating Lease Performance

(in thousands of dollars)	Year Ended December 31,				
	2006	2005	2004	2003	2002
<b>Balance Sheet:</b>					
Average automobile operating lease assets outstanding	\$ 92,613	\$ 351,213	\$ 890,930	\$ 1,696,535	\$ 2,602,154
<b>Income Statement:</b>					
Net rental income	\$ 37,512	\$ 121,101	\$ 265,542	\$ 458,644	\$ 615,453
Fees	2,021	6,531	13,457	21,623	28,542
Recoveries — early termination losses	3,582	5,383	6,432	9,431	13,079
<b>Total automobile operating lease income</b>	<b>43,115</b>	<b>133,015</b>	<b>285,431</b>	<b>489,698</b>	<b>657,074</b>
Depreciation and residual losses at termination	28,591	94,816	215,047	350,550	463,783
Losses — early terminations	2,695	9,034	20,033	42,720	55,187
<b>Total automobile operating lease expense</b>	<b>31,286</b>	<b>103,850</b>	<b>235,080</b>	<b>393,270</b>	<b>518,970</b>
<b>Net earnings contribution</b>	<b>\$ 11,829</b>	<b>\$ 29,165</b>	<b>\$ 50,351</b>	<b>\$ 96,428</b>	<b>\$ 138,104</b>

**2006 versus 2005**

The net earnings contribution from automobile operating leases was \$11.8 million in 2006, down 60% from \$29.2 million in 2005. Operating lease income, which totaled \$43.1 million in 2006, and represented 8% of non-interest income, declined 68% from 2005, reflecting the decline in average operating leases. The majority of this decline was reflected in lower net rental income, down 69% from 2005. Lower fees and recoveries from early termination losses also contributed to the decline in total automobile operating lease income, but to a much lesser degree. Automobile operating lease expense totaled \$31.3 million for 2006, down 70% from a year ago, also reflecting the continued decline in operating lease assets, with the decline related to lower depreciation and residual losses at termination.

**2005 versus 2004**

The net earnings contribution from automobile operating leases in 2005 was \$29.2 million in 2005, down 42% from \$50.4 million in 2004. Automobile operating lease income, which totaled \$133.0 million in 2005, and represented 21% of non-interest income, declined 53% from 2004, reflecting the decline in average operating leases. The majority of this decline was reflected in lower net rental income, as well as lower fees and recoveries from early termination losses. Automobile operating lease expense totaled \$103.9 million for 2005, down 56% from a year ago, also reflecting the continued decline in operating lease assets, with the decline related to lower depreciation and residual losses at termination expenses.

**Provision for Income Taxes**

(This section should be read in conjunction with Significant Factor 4.)

The provision for income taxes was \$52.8 million in 2006, \$131.5 million in 2005, and \$153.7 million in 2004. The effective tax rate was 10.3%, 24.2%, and 27.8% in 2006, 2005, and 2004 respectively. The lower effective tax rate in 2006 reflected a release of previously established federal income tax reserves due to the resolution of a federal income tax audit covering tax years 2002 and 2003, as well as the recognition of a federal tax loss carryback. The lower effective tax rate in 2005 compared with 2004 reflected an increasing benefit from tax-exempt income and a federal tax loss carryback, partially offset by the effect of the repatriation of foreign earnings. (See Note 20 of the Notes to Consolidated Financial Statements.)

During 2006, the Internal Revenue Service concluded its audit of our consolidated federal income tax returns for tax years 2002 and 2003. Also, the Internal Revenue Service concluded its examination of the 2003 income tax returns for Unizan. Tax reserves and related interest accruals were adjusted to reflect the resolution of these audits. In addition, we are subject to ongoing tax examinations in various jurisdictions. We believe that the resolution of these examinations will not have a significant, adverse impact on our consolidated financial position or results of operations.

**RISK MANAGEMENT AND CAPITAL**

Risk identification and monitoring are key elements in overall risk management. We believe our primary risk exposures are credit, market, liquidity, and operational risk. Credit risk is the risk of loss due to adverse changes in the borrower's ability to meet its financial obligations under agreed upon terms. Market risk represents the risk of loss due to changes in the market value of assets and liabilities due to changes in interest rates, exchange rates, and equity prices. Liquidity risk arises from the possibility that funds may not be available to satisfy current or future commitments based on external macro market issues, investor perception of financial strength, and events unrelated to the company such as war, terrorism, or financial institution market specific issues. Operational risk arises from the inherent day-to-day operations of the company that could result in losses due to human error, inadequate or failed internal systems and controls, and external events.

We follow a formal policy to identify, measure, and document the key risks facing the company, how those risks can be controlled or mitigated, and how we monitor the controls to ensure that they are effective. Our chief risk officer is responsible for ensuring that appropriate systems of controls are in place for managing and monitoring risk across the company. Potential risk concerns are shared with the board of directors, as appropriate. Our internal audit department performs ongoing independent reviews of the risk management process and ensures the adequacy of documentation. The results of these reviews are reported regularly to the audit committee of the board of directors.

Some of the more significant processes used to manage and control credit, market, liquidity, and operational risks are described in the following paragraphs.

**Credit Risk**

Credit risk is the risk of loss due to adverse changes in a borrower's ability to meet its financial obligations under agreed upon terms. We are subject to credit risk in lending, trading, and investment activities. The nature and degree of credit risk is a function of the types of transactions, the structure of those transactions, and the parties involved. The majority of our credit risk is associated with lending activities, as the acceptance and management of credit risk is central to profitable lending. Credit risk is incidental to trading activities and represents a limited portion of the total risks associated with the investment portfolio. Credit risk is mitigated through a combination of credit policies and processes and portfolio diversification.

The maximum level of credit exposure to individual commercial borrowers is limited by policy guidelines based on the risk of default associated with the credit facilities extended to each borrower or related group of borrowers. All authority to grant commitments is delegated through the independent credit administration function and is monitored and regularly updated in a centralized database. Concentration risk is managed via limits on loan type, geography, industry, loan quality factors, and country limits. We have focused on extending credit to commercial customers with existing or expandable relationships within our primary banking markets.

The checks and balances in the credit process and the independence of the credit administration and risk management functions are designed to assess the level of credit risk being accepted, facilitate the early recognition of credit problems when they do occur, and to provide for effective problem asset management and resolution.

**Credit Exposure Mix**

*(This section should be read in conjunction with Significant Factors 1 and 3.)*

An overall corporate objective is to avoid undue portfolio concentrations. As shown in Table 10, at December 31, 2006, total credit exposure was \$26.2 billion. Of this amount, \$13.8 billion, or 53%, represented total consumer loans and leases, and \$12.4 billion, or 47%, total commercial loans and leases.

A specific portfolio concentration objective has been to reduce the relative level of total automobile exposure (the sum of automobile loans, automobile leases, securitized and operating lease assets) from its 33% level at the end of 2002. As shown in Table 10, such exposure was 15% at December 31, 2006.

In contrast, another specific portfolio concentration objective has been to increase the relative level of lower-risk residential mortgages and home equity loans. At December 31, 2006, such loans represented 36% of total credit exposure, up from 22% at the end of 2002.

From 2002 through 2005, the level of total commercial loans and leases has remained relatively constant at 42%-44% of total credit exposure. However, at the end of 2006, the level had increased to 47%, reflecting growth in commercial loans, as well as lower relative levels of consumer automobile leases. Middle market C&I loans declined to 19% at year-end 2004 from 22% at

December 31, 2002, reflecting weak demand, but also a specific objective to reduce exposure to large individual credits, as well as a strategy to focus on commercial lending to customers with existing or potential relationships within our primary markets. Since then, that concentration increased to 23%, reflecting increased customer demand.

Table 10 — Loan and Lease Portfolio Composition

		At December 31,													
(in millions of dollars)		2006		2005		2004		2003		2002					
<b>Commercial<sup>(1)</sup></b>															
Middle market commercial and industrial	\$	5,953	22.7%	\$	5,084	20.6%	\$	4,666	19.3%	\$	4,416	19.7%	\$	4,757	21.7%
Construction		987	3.8		1,522	6.2		1,602	6.6		1,264	5.6		983	4.5
Commercial		2,874	11.0		2,015	8.2		1,917	7.9		1,919	8.6		1,896	8.7
Total middle market real estate		3,861	14.8		3,537	14.4		3,519	14.5		3,183	14.2		2,879	13.2
Small business commercial and industrial and commercial real estate		2,540	9.6		2,224	9.1		2,118	8.8		1,887	8.4		1,695	7.7
<b>Total commercial</b>		<b>12,354</b>	<b>47.1</b>		<b>10,845</b>	<b>44.1</b>		<b>10,303</b>	<b>42.6</b>		<b>9,486</b>	<b>42.3</b>		<b>9,331</b>	<b>42.6</b>
<b>Consumer:</b>															
Automobile loans		2,126	8.1		1,985	8.1		1,949	8.1		2,992	13.4		3,042	13.9
Automobile leases		1,769	6.8		2,289	9.3		2,443	10.1		1,902	8.5		874	4.0
Home equity		4,927	18.8		4,763	19.3		4,647	19.2		3,746	16.7		3,142	14.3
Residential mortgage		4,549	17.4		4,193	17.0		3,829	15.9		2,531	11.3		1,746	8.0
Other loans		428	1.7		397	1.4		389	1.7		418	2.0		452	2.1
<b>Total consumer</b>		<b>13,799</b>	<b>52.8</b>		<b>13,627</b>	<b>55.1</b>		<b>13,257</b>	<b>55.0</b>		<b>11,589</b>	<b>51.9</b>		<b>9,256</b>	<b>42.3</b>
<b>Total loans and direct financing leases</b>		<b>26,153</b>	<b>99.9</b>		<b>24,472</b>	<b>99.2</b>		<b>23,560</b>	<b>97.6</b>		<b>21,075</b>	<b>94.2</b>		<b>18,587</b>	<b>84.9</b>
Operating lease assets		28	0.1		189	0.8		587	2.4		1,260	5.6		2,201	10.0
Securitized loans		—	—		—	—		—	—		37	0.2		1,119	5.1
<b>Total credit exposure</b>		<b>\$ 26,181</b>	<b>100.0%</b>		<b>\$ 24,661</b>	<b>100.0%</b>		<b>\$ 24,147</b>	<b>100.0%</b>		<b>\$ 22,372</b>	<b>100.0%</b>		<b>\$ 21,907</b>	<b>100.0%</b>
<b>Total automobile exposure<sup>(2)</sup></b>		<b>\$ 3,923</b>	<b>15.0%</b>		<b>\$ 4,463</b>	<b>18.1%</b>		<b>\$ 4,979</b>	<b>20.6%</b>		<b>\$ 6,191</b>	<b>27.7%</b>		<b>\$ 7,236</b>	<b>33.0%</b>

(1) There were no commercial loans outstanding that would be considered a concentration of lending to a particular industry or group of industries.

(2) Total automobile loans and leases, operating lease assets, and securitized loans.

Table 11 — Commercial & Industrial and CRE Loan and Lease Detail

		At December 31,									
(in millions of dollars)		2006	2005	2004	2003	2002					
Commercial and industrial loans		\$	4,735	\$	3,998	\$	3,632	\$	3,463	\$	4,031
Dealer floor plan loans			631		615		645		635		534
Equipment direct financing leases			587		471		389		318		192
Middle market commercial and industrial loans and leases			5,953		5,084		4,666		4,416		4,757
Small business commercial and industrial loans			1,897		1,725		1,164		898		851
<b>Commercial and industrial loans and leases</b>			<b>7,850</b>		<b>6,809</b>		<b>5,830</b>		<b>5,314</b>		<b>5,608</b>
Middle market commercial real estate loans			3,861		3,537		3,519		3,183		2,879
Small business commercial real estate loans			643		499		954		989		844
Commercial real estate loans			4,504		4,036		4,473		4,172		3,723
<b>Total commercial loans and leases</b>			<b>\$ 12,354</b>		<b>\$ 10,845</b>		<b>\$ 10,303</b>		<b>\$ 9,486</b>		<b>\$ 9,331</b>

Commercial Credit

Commercial credit approvals are based on the financial strength of the borrower, assessment of the borrower's management capabilities, industry sector trends, and type of exposure, transaction structure, and the general economic outlook. While these are the primary factors considered, there are a number of other factors that may be considered in the decision process. There are two processes for approving credit risk exposures. The first involves a centralized loan approval process for the standard products and structures utilized in small business lending. Even in this centralized decision environment, individual credit authority is granted to certain individuals on a regional basis to preserve our local decision-making focus. The second, and more prevalent

approach, involves individual approval of exposures. These approvals are consistent with the authority delegated to officers located in the geographic regions who are experienced in the industries and loan structures over which they have responsibility.

Commercial and industrial loan and lease commitments and balances outstanding by industry classification code at December 31, 2006 were as follows:

Table 12 — Commercial and Industrial Loans and Leases by Industry Classification Code

(in thousands of dollars)	At December 31, 2006			
	Commitments		Loans Outstanding	
	Amount	%	Amount	%
<b>Industry Classification:</b>				
Services	\$ 3,359,799	26.2%	\$ 2,135,915	27.2%
Manufacturing	2,357,190	18.4	1,419,198	18.1
Retail trade	2,175,921	16.9	1,326,383	16.9
Finance, insurance, and real estate	2,037,878	15.9	1,223,630	15.6
Contractors and construction	980,529	7.6	618,794	7.9
Wholesale trade	747,790	5.8	346,854	4.4
Transportation, communications, and utilities	662,972	5.2	406,902	5.2
Agriculture and forestry	302,847	2.4	206,039	2.6
Energy	158,988	1.2	119,286	1.5
Public administration	45,030	0.4	38,364	0.5
Other	14,475	—	8,547	0.1
<b>Total</b>	<b>\$ 12,843,419</b>	<b>100.0%</b>	<b>\$ 7,849,912</b>	<b>100.0%</b>

Middle market CRE loans and small business CRE loans totaled \$4.5 billion at December 31, 2006. These loans were predominantly for properties located in our primary banking markets, and were diversified by the type of property, as reflected in the following table:

Table 13 — Commercial Real Estate Loans by Property Type and Borrower Location

(in thousands of dollars)	At December 31, 2006						Total Amount	Percent of Total
	Geographic Region							
	Ohio	Michigan	West Virginia	Indiana	Other			
Retail properties	\$ 413,850	\$ 181,180	\$ 29,101	\$ 71,873	\$ —	\$ 696,004	15.5%	
Office	333,798	169,781	49,751	17,028	1,644	572,002	12.7	
Unsecured lines to real estate companies	377,375	80,249	11,602	23,372	2,106	494,704	11.0	
Industrial and warehouse	234,783	182,105	13,278	39,318	2,372	471,856	10.5	
Multi family	306,186	58,764	26,070	68,845	3	459,868	10.2	
Single family development	279,756	119,529	18,729	9,881	—	427,895	9.5	
Raw land	194,262	128,387	23,965	49,005	5,604	401,223	8.9	
Condominium construction	124,679	53,828	4,844	1,043	—	184,394	4.1	
Other land uses	119,470	41,788	10,780	11,418	—	183,456	4.1	
Hotel	104,767	60,718	4,523	5,154	—	175,162	3.9	
Single family land development	113,322	15,126	504	4,988	6,144	140,084	3.1	
Recreational	88,183	18,839	6,995	1,882	—	115,899	2.6	
Health care	57,213	28,136	11,114	1,821	—	98,284	2.2	
Other land development	63,686	12,809	1,700	5,514	—	83,709	1.9	
<b>Total</b>	<b>\$ 2,811,330</b>	<b>\$ 1,151,239</b>	<b>\$ 212,956</b>	<b>\$ 311,142</b>	<b>\$ 17,873</b>	<b>\$ 4,504,540</b>	<b>100.0%</b>	

All C&I and CRE credit extensions are assigned internal risk ratings reflecting the borrower's probability-of-default and loss-in-event-of-default. This two-dimensional rating methodology, which results in 192 individual loan grades, provides granularity in the portfolio management process. The probability-of-default is rated on a scale of 1-12 and is applied at the borrower level. The

loss-in-event-of-default is rated on a 1-16 scale and is associated with each individual credit exposure based on the type of credit extension and the underlying collateral.

In commercial lending, ongoing credit management is dependent on the type and nature of the loan. In general, quarterly monitoring is normal for all significant exposures. The internal risk ratings are revised and updated with each periodic monitoring event. There is also extensive macro portfolio management analysis on an ongoing basis. Analysis of actual default experience indicated that the assigned probability of default was higher than our actual experience. Accordingly, during the 2006 third quarter, we updated the criteria used to assess the probability-of-default on commercial and industrial credits. The application of these updated criteria had no significant impact on the allowance for credit losses. We continually review and adjust such criteria based on actual experience, which may result in further changes to such criteria, in future periods.

In addition to the initial credit analysis initiated by the portfolio manager during the underwriting process, the loan review group performs independent credit reviews. The loan review group reviews individual loans and credit processes and conducts a portfolio review at each of the regions on a 15-month cycle, and the loan review group validates the risk grades on a minimum of 50% of the portfolio exposure.

Borrower exposures may be designated as "watch list" accounts when warranted by individual company performance, or by industry and environmental factors. Such accounts are subjected to additional quarterly reviews by the business line management, the loan review group, and credit administration in order to adequately assess the borrower's credit status and to take appropriate action.

A specialized credit workout group manages problem credits and handles commercial recoveries, workouts, and problem loan sales, as well as the day-to-day management of relationships rated substandard or lower. The group is responsible for developing an action plan, assessing the risk rating, and determining the adequacy of the reserve, the accrual status, and the ultimate collectibility of the credits managed.

#### *Consumer Credit*

Consumer credit approvals are based on, among other factors, the financial strength of the borrower, type of exposure, and the transaction structure. Consumer credit decisions are generally made in a centralized environment utilizing decision models. There is also individual credit authority granted to certain individuals on a regional basis to preserve our local decision-making focus. Each credit extension is assigned a specific probability-of-default and loss-in-event-of-default. The probability-of-default is generally a function of the borrower's most recent credit bureau score (FICO), while the loss-in-event-of-default is related to the type of collateral and the loan-to-value ratio associated with the credit extension.

In consumer lending, credit risk is managed from a loan type and vintage performance analysis. All portfolio segments are continuously monitored for changes in delinquency trends and other asset quality indicators. We make extensive use of portfolio assessment models to continuously monitor the quality of the portfolio and identify under-performing segments. This information is then incorporated into future origination strategies. The independent risk management group has a consumer process review component to ensure the effectiveness and efficiency of the consumer credit processes.

Home equity loans and lines consist of both first and second position collateral with underwriting criteria based on minimum FICO credit scores, debt-to-income ratios, and loan-to-value ratios. We offer closed-end home equity loans with a fixed interest rate and level monthly payments and a variable-rate, interest-only home equity line of credit. At December 31, 2006, we had \$1.7 billion of home equity loans and \$3.2 billion of home equity lines of credit. The average loan-to-value ratio of our home equity portfolio (both loans and lines) was 77% at December 31, 2006. We do not originate home equity loans or lines that allow negative amortization, or have a loan-to-value ratio at origination greater than 100%. Home equity loans are generally fixed rate with periodic principal and interest payments. We originated \$619 million of home equity loans in 2006 with a weighted average loan-to-value ratio of 64% and a weighted average FICO score of 734. Home equity lines of credit generally have variable rates of interest and do not require payment of principal during the 10-year revolving period of the line. During 2006, we originated commitments of \$1.3 billion of home equity lines. The lines of credit originated during the year had a weighted average loan-to-value ratio of 75% and a weighted average FICO score of 741.

At December 31, 2006, we had \$4.5 billion of residential real estate loans. Adjustable-rate mortgages (ARMs), primarily mortgages that have a fixed-rate for the first 3 to 5 years and then adjust annually, comprised 54% of this portfolio. We do not originate residential mortgage loans that (a) allow negative amortization, (b) have a loan-to-value ratio at origination greater than 100%, or (c) are "option ARMs." Interest-only loans comprised \$0.8 billion, or 18%, of residential real estate loans at December 31,

2006. Interest only loans are underwritten to specific standards including minimum FICO credit scores, stressed debt-to-income ratios, and extensive collateral evaluation.

Collection action is initiated on an "as needed" basis through a centrally managed collection and recovery function. The collection group employs a series of collection methodologies designed to maintain a high level of effectiveness while maximizing efficiency. In addition to the retained consumer loan portfolio, the collection group is responsible for collection activity on all sold and securitized consumer loans and leases. (See the *Non-performing Assets section of Credit Risk*, for further information regarding when consumer loans are placed on non-accrual status and when the balances are charged-off to the allowance for loan and lease losses.)

#### *Non-Performing Assets (NPAs)*

NPAs consist of loans and leases that are no longer accruing interest, loans and leases that have been renegotiated to below market rates based upon financial difficulties of the borrower, and real estate acquired through foreclosure. Middle-market commercial and industrial (C&I), middle market commercial real-estate (CRE), and small business loans are generally placed on non-accrual status when collection of principal or interest is in doubt or when the loan is 90-days past due. When interest accruals are suspended, accrued interest income is reversed with current year accruals charged to earnings and prior-year amounts generally charged-off as a credit loss.

Consumer loans and leases, excluding residential mortgages and home equity lines and leases, are not placed on non-accrual status but are charged-off in accordance with regulatory statutes, which is generally no more than 120-days past due. Residential mortgages and home equity loans and lines, while highly secured, are placed on non-accrual status within 180-days past due as to principal or 210-days past due as to interest, regardless of collateral. A charge-off on a residential mortgage loan is recorded when the loan has been foreclosed and the loan balance exceeds the fair value of the real estate. The fair value of the collateral, less the cost to sell, is then recorded as other real estate owned (OREO).

When we believe the borrower's ability and intent to make periodic interest and principal payments resume and collectibility is no longer in doubt, the loan is returned to accrual status.

Non-performing loans (NPLs) increased during 2006 across most of our product lines. A significant portion of the increase (\$33.8 million) was a result of the inclusion of the Unizan portfolio in 2006. It is important to note that the Unizan portfolio included \$12 million of NPLs guaranteed by the Small Business Administration. We anticipate that the government guarantees will result in full repayment of principal and interest of the related loans. We have seen an increase in NPLs in the residential real estate portfolio as a result of the general economy and the housing environment in our markets.

The 2006 increase in OREO was entirely a function of the residential loan portfolio, and includes a \$16.2 million impact for an accounting reclassification, from residential mortgage loans, associated with assets insured by the Department of Housing and Urban Development (HUD). HUD insures 100% of the unpaid principal balance of the loan and reimburses the lender for interest and expenses in accordance with HUD regulations. In previous periods, these 100% government insured loans were not considered OREO assets. All OREO assets are written down to a net realizable value at transfer to OREO.

While the level of our NPAs was higher at the end of 2006 than a year earlier, the absolute dollar amount of future risk associated with NPAs was not materially different as a result of the improved asset mix and greater relative amount of government guaranteed assets. Of the 2006 increase, 83% consisted of residential real estate and government guaranteed loans.

Non-performing asset activity for the past five years was as follows:

Table 14 — Non-Performing Assets and Past Due Loans and Leases

(in thousands of dollars)	At December 31,				
	2006	2005	2004	2003	2002
<b>Non-performing loans and leases(1):</b>					
Middle market commercial and industrial	\$ 35,657	\$ 28,888	\$ 24,179	\$ 33,745	\$ 79,691
Middle market commercial real estate	34,831	15,763	4,582	18,434	19,875
Small business commercial and industrial and commercial real estate	25,852	28,931	14,601	13,607	19,060
Residential mortgage	32,527	17,613	13,545	9,695	9,443
Home equity	15,266	10,720	7,055	—	—
<b>Total non-performing loans and leases</b>	<b>144,133</b>	<b>101,915</b>	<b>63,962</b>	<b>75,481</b>	<b>128,069</b>
<b>Other real estate, net:</b>					
Residential(2)	47,898	14,214	8,762	6,918	7,915
Commercial(3)	1,589	1,026	35,844	4,987	739
<b>Total other real estate, net</b>	<b>49,487</b>	<b>15,240</b>	<b>44,606</b>	<b>11,905</b>	<b>8,654</b>
<b>Total non-performing assets</b>	<b>\$ 193,620</b>	<b>\$ 117,155</b>	<b>\$ 108,568</b>	<b>\$ 87,386</b>	<b>\$ 136,723</b>
Non-performing loans and leases as a % of total loans and leases	0.55%	0.42%	0.27%	0.36%	0.69%
Non-performing assets as a % of total loans and leases and other real estate	0.74	0.48	0.46	0.41	0.74
Accruing loans and leases past due 90 days or more(2)	\$ 59,114	\$ 56,138	\$ 54,283	\$ 55,913	\$ 61,526
Accruing loans and leases past due 90 days or more as a percent of total loans and leases	0.23%	0.23%	0.23%	0.27%	0.33%
<b>Total allowances for credit losses (ACL) as % of:</b>					
Total loans and leases	1.19	1.25	1.29	1.59	1.81
Non-performing loans and leases	217	300	476	444	263
Non-performing assets	161	261	280	384	246

(1) Non-performing loans and leases include loans and leases on non-accrual status and restructured loans and leases. For all periods presented, there were no restructured loans and leases that were not also on non-accrual status.

(2) Beginning in 2006, OREO includes balances of loans in foreclosure, which are fully guaranteed by the U.S. Government, that were reported in 90 day past due loans and leases in prior periods.

(3) At December 31, 2004, other real estate owned included \$35.7 million of properties that related to the workout of \$5.9 million of mezzanine loans. These properties were subject to \$29.8 million of non-recourse debt to another financial institution. These properties were sold in 2005.

Table 15 — Non-Performing Asset Activity

(in thousands of dollars)	Year Ended December 31,				
	2006	2005	2004	2003	2002
<b>Non-performing assets, beginning of year</b>	<b>\$ 117,155</b>	<b>\$ 108,568</b>	<b>\$ 87,386</b>	<b>\$ 136,723</b>	<b>\$ 227,493</b>
New non-performing assets(1),(2)	222,043	171,150	137,359	222,043	260,229
Acquired non-performing assets	33,843	—	—	—	—
Returns to accruing status	(43,999)	(7,547)	(3,795)	(16,632)	(17,124)
Loan and lease losses	(46,191)	(38,819)	(37,337)	(109,905)	(152,616)
Payments	(59,469)	(64,861)	(43,319)	(83,886)	(136,774)
Sales(1)	(29,762)	(51,336)	(31,726)	(60,957)	(44,485)
<b>Non-performing assets, end of year</b>	<b>\$ 193,620</b>	<b>\$ 117,155</b>	<b>\$ 108,568</b>	<b>\$ 87,386</b>	<b>\$ 136,723</b>

(1) In 2004, new non-performing assets included \$35.7 million of properties that relate to the workout of \$5.9 million of mezzanine loans. These properties were subject to \$29.8 million of non-recourse debt to another financial institution. These properties were sold in 2005.

(2) Beginning in 2006, OREO includes balances of loans in foreclosure, which are fully guaranteed by the U.S. Government, that were reported in 90 day past due loans and leases in prior periods.

**Allowances for Credit Losses**

(This section should be read in conjunction with Significant Factors 1 and 3.)

We maintain two reserves, both of which are available to absorb probable credit losses: the allowance for loan and lease losses (ALLL) and the allowance for unfunded loan commitments and letters of credit (AULC). When summed together, these reserves constitute the total ACL. Our credit administration group is responsible for developing the methodology and determining the adequacy of the ACL.

The ALLL represents the estimate of probable losses inherent in the loan portfolio at the balance sheet date. Additions to the ALLL result from recording provision expense for loan losses or recoveries, while reductions reflect charge-offs, net of recoveries,

or the sale of loans. The AULC is determined by applying the transaction reserve process to the unfunded portion of the portfolio adjusted by an applicable funding percentage.

We have an established process to determine the adequacy of the ACL that relies on a number of analytical tools and benchmarks. No single statistic or measurement, in itself, determines the adequacy of the allowance. The allowance is comprised of two components: the transaction reserve and the economic reserve.

The transaction reserve component of the ACL includes both (a) an estimate of loss based on pools of commercial and consumer loans and leases with similar characteristics and (b) an estimate of loss based on an impairment review of each loan greater than \$500,000 that is considered to be impaired. For commercial loans, the estimate of loss based on pools of loans and leases with similar characteristics is made through the use of a standardized loan grading system that is applied on an individual loan level and updated on a continuous basis. The reserve factors applied to these portfolios were developed based on internal credit migration models that track historical movements of loans between loan ratings over time and a combination of long-term average loss experience of our own portfolio and external industry data. In the case of more homogeneous portfolios, such as consumer loans and leases, the determination of the transaction reserve is based on reserve factors that include the use of forecasting models to measure inherent loss in these portfolios. We update the models and analyses frequently to capture the recent behavioral characteristics of the subject portfolios, as well as any changes in the loss mitigation or credit origination strategies. Adjustments to the reserve factors are made, as needed, based on observed results of the portfolio analytics.

The economic reserve incorporates our determination of the impact of risks associated with the general economic environment on the portfolio. The economic reserve is designed to address economic uncertainties and is determined based on economic indices as well as a variety of other economic factors that are correlated to the historical performance of the loan portfolio. Currently, two national and two regionally focused indices are utilized. The two national indices are: (1) the Real Consumer Spending, and (2) Consumer Confidence. The two regionally focused indices are: (1) the Institute for Supply Management Manufacturing, and (2) Non-agriculture Job Creation. Because of this more quantitative approach to recognizing risks in the general economy, the economic reserve may fluctuate from period-to-period, subject to a minimum level specified by policy.

This methodology allows for a more meaningful discussion of our view of the current economic conditions and the potential impact on credit losses. The continued use of quantitative methodologies for the transaction reserve and the introduction of the quantitative methodology for the economic component may have the impact of more period-to-period fluctuation in the absolute and relative level of the reserve than exhibited in prior-period results.

The table below presents the components of the ACL expressed as a percent of total period end loans and leases at the end of the most recent five years:

Table 16 — ACL as a Percent of Total Period End Loans and Leases

	At December 31,				
	2006	2005	2004	2003	2002
Transaction reserve	0.86%	0.89%	0.83%	N.A.	N.A.
Economic reserve	0.18	0.21	0.32	N.A.	N.A.
Total ALLL	1.04	1.10	1.15	1.42%	1.62%
Total AULC	0.15	0.15	0.14	0.17	0.19
<b>Total ACL</b>	<b>1.19%</b>	<b>1.25%</b>	<b>1.29%</b>	<b>1.59%</b>	<b>1.81%</b>

N.A., not applicable.

A change in the transaction reserve component of the ACL is a direct indicator of the direction of credit risk in the portfolio. The decline in 2006 from 0.89% to 0.86% is consistent with our general assessment that there is less inherent credit risk in the portfolio today than in the prior period. The economic reserve is a calculated multiplier to the transaction reserve to capture potential volatility associated with the economic environment. The general improvement in the economy, combined with Huntington's very consistent loss levels result in the lowering of the economic reserve component.

Table 17 — Allocation of Allowances for Credit Losses<sup>(1)</sup>

(in thousands of dollars)	At December 31,									
	2006		2005		2004		2003		2002	
<b>Commercial:</b>										
Middle market commercial and industrial	\$ 83,046	22.9%	\$ 82,963	20.8%	\$ 87,485	19.8%	\$ 103,237	21.0%	\$ 106,998	25.6%
Middle market commercial real estate	63,729	14.7	60,667	14.4	54,927	14.9	63,294	15.1	35,658	15.5
Small business commercial and industrial and commercial real estate	42,978	9.7	40,056	9.1	32,009	9.0	30,455	8.9	26,914	9.1
<b>Total commercial</b>	<b>189,753</b>	<b>47.3</b>	<b>183,686</b>	<b>44.3</b>	<b>174,421</b>	<b>43.7</b>	<b>196,986</b>	<b>45.0</b>	<b>169,570</b>	<b>50.2</b>
<b>Consumer:</b>										
Automobile loans and leases	28,400	14.9	33,870	17.5	41,273	18.6	58,375	23.2	51,621	21.1
Home equity	32,572	18.8	30,245	19.5	29,275	19.3	25,995	17.7	16,878	16.9
Residential mortgage	13,349	17.4	13,172	17.1	18,995	16.3	11,124	12.0	8,566	9.4
Other loans	7,994	1.6	7,374	1.6	7,247	2.1	7,252	2.1	8,085	2.4
<b>Total consumer</b>	<b>82,315</b>	<b>52.7</b>	<b>84,661</b>	<b>55.7</b>	<b>96,790</b>	<b>56.3</b>	<b>102,746</b>	<b>55.0</b>	<b>85,150</b>	<b>49.8</b>
<b>Total unallocated<sup>(2)</sup></b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>45,783</b>	<b>—</b>
<b>Total allowance for loan and lease losses</b>	<b>\$ 272,068</b>	<b>100.0%</b>	<b>\$ 268,347</b>	<b>100.0%</b>	<b>\$ 271,211</b>	<b>100.0%</b>	<b>\$ 299,732</b>	<b>100.0%</b>	<b>\$ 300,503</b>	<b>100.0%</b>
<b>Allowance for unfunded loan commitments and letters of credit</b>	<b>40,161</b>		<b>36,957</b>		<b>33,187</b>		<b>35,522</b>		<b>36,145</b>	
<b>Total allowances for credit losses</b>	<b>\$ 312,229</b>		<b>\$ 305,304</b>		<b>\$ 304,398</b>		<b>\$ 335,254</b>		<b>\$ 336,648</b>	

(1) Percentages represent the percentage of each loan and lease category to total loans and leases.

(2) Prior to 2003, an unallocated component of the ALLL was maintained.

Table 18 — Summary of Allowances for Credit Losses and Related Statistics

(in thousands of dollars)	Year Ended December 31,				
	2006	2005	2004	2003	2002
<b>Allowance for loan and lease losses, beginning of year</b>	\$ 268,347	\$ 271,211	\$ 299,732	\$ 300,503	\$ 345,402
<b>Acquired allowance for loan and lease losses</b>	23,785	—	—	—	—
<b>Loan and lease charge-offs</b>					
Commercial:					
Middle market commercial and industrial	(14,706)	(22,247)	(21,095)	(86,217)	(112,430)
Construction	(4,156)	(534)	(2,477)	(3,092)	(4,343)
Commercial	(3,009)	(4,311)	(5,650)	(6,763)	(13,383)
Middle market commercial real estate	(7,165)	(4,845)	(8,127)	(9,855)	(17,726)
Small business commercial and industrial and commercial real estate	(19,922)	(16,707)	(10,270)	(16,311)	(18,587)
<b>Total commercial</b>	<b>(41,793)</b>	<b>(43,799)</b>	<b>(39,492)</b>	<b>(112,383)</b>	<b>(148,743)</b>
Consumer:					
Automobile loans	(20,262)	(25,780)	(45,335)	(57,890)	(57,675)
Automobile leases	(13,527)	(12,966)	(11,690)	(5,632)	(1,335)
Automobile loans and leases	(33,789)	(38,746)	(57,025)	(63,522)	(59,010)
Home equity	(24,950)	(20,129)	(17,514)	(14,166)	(13,395)
Residential mortgage	(4,767)	(2,561)	(1,975)	(915)	(888)
Other loans	(14,393)	(10,613)	(10,109)	(10,548)	(12,316)
<b>Total consumer</b>	<b>(77,899)</b>	<b>(72,049)</b>	<b>(86,623)</b>	<b>(89,151)</b>	<b>(85,609)</b>
<b>Total charge-offs</b>	<b>(119,692)</b>	<b>(115,848)</b>	<b>(126,115)</b>	<b>(201,534)</b>	<b>(234,352)</b>
<b>Recoveries of loan and lease charge-offs</b>					
Commercial:					
Middle market commercial and industrial	8,389	8,669	19,175	10,414	7,727
Construction	602	399	12	164	127
Commercial	454	401	144	1,744	1,415
Middle market commercial real estate	1,056	800	156	1,908	1,542
Small business commercial and industrial and commercial real estate	4,696	4,756	4,704	4,686	4,071
<b>Total commercial</b>	<b>14,141</b>	<b>14,225</b>	<b>24,035</b>	<b>17,008</b>	<b>13,340</b>
Consumer:					
Automobile loans	11,975	13,792	16,761	17,603	18,559
Automobile leases	3,040	1,302	853	(75)	(95)
Automobile loans and leases	15,015	15,094	17,614	17,528	18,464
Home equity	3,096	2,510	2,440	2,052	1,555
Residential mortgage	262	229	215	83	16
Other loans	4,802	3,733	3,276	3,054	4,065
<b>Total consumer</b>	<b>23,175</b>	<b>21,566</b>	<b>23,545</b>	<b>22,717</b>	<b>24,100</b>
<b>Total recoveries</b>	<b>37,316</b>	<b>35,791</b>	<b>47,580</b>	<b>39,725</b>	<b>37,440</b>
<b>Net loan and lease charge-offs</b>	<b>(82,376)</b>	<b>(80,057)</b>	<b>(78,535)</b>	<b>(161,809)</b>	<b>(196,912)</b>
Provision for loan and lease losses	62,312	83,782	57,397	164,616	182,211
Economic reserve transfer	—	(6,253)	—	—	—
Allowance for assets sold and securitized	—	(336)	(7,383)	(3,578)	(30,198)
<b>Allowance for loan and lease losses, end of year</b>	<b>\$ 272,068</b>	<b>\$ 268,347</b>	<b>\$ 271,211</b>	<b>\$ 299,732</b>	<b>\$ 300,503</b>
Allowance for unfunded loan commitments and letters of credit, beginning of year	\$ 36,957	\$ 33,187	\$ 35,522	\$ 36,145	\$ 23,930
Acquired AULC	325	—	—	—	—
Provision for unfunded loan commitments and letters of credit losses	2,879	(2,483)	(2,335)	(623)	12,215
Economic reserve transfer	—	6,253	—	—	—
<b>Allowance for unfunded loan commitments and letters of credit, end of year</b>	<b>40,161</b>	<b>36,957</b>	<b>33,187</b>	<b>35,522</b>	<b>36,145</b>
<b>Allowance for credit losses, end of year</b>	<b>\$ 312,229</b>	<b>\$ 305,304</b>	<b>\$ 304,398</b>	<b>\$ 335,254</b>	<b>\$ 336,648</b>
Net loan and lease losses as a % of average total loans and leases	0.32%	0.33%	0.35%	0.81%	1.13%
Allowance for credit losses as a % of total period end loans and leases	1.19	1.25	1.29	1.59	1.81

*Net Charge-offs*

While there has been variability at the business line level in losses over the past three years, our overall performance has been very consistent with our expectations. Results in 2006 were very consistent with 2005 results in the commercial portfolios and automobile loans and leases. Net charge-offs increased in the residential secured portion of the portfolio. These results are consistent with expectations, as we continue to operate at or below our expected long-term targets for each portfolio. There is likely to be variation on a quarterly basis, but we continue to expect our overall charge-offs to remain at the low end of our total portfolio range as shown in table 19.

**Table 19 — Long-term Net Charge-off Ratio Targets**

	Long-term Targets <sup>(1)</sup>
Middle market C&I	0.20% - 0.30%
Middle market CRE	0.15% - 0.25%
Small business C&I and CRE	0.50% - 0.60%
Automobile loans	0.65% - 0.75%
Automobile direct financing leases	0.50% - 0.60%
Home equity loans and lines	0.40% - 0.50%
Residential loans	0.15% +/-
<b>Total portfolio</b>	<b>0.35% - 0.45%</b>

(1) Assumes loan and lease portfolio mix comparable to December 31, 2006, and stable economic environment.

Table 20 — Net Loan and Lease Charge-offs

(in thousands of dollars)	At December 31,				
	2006	2005	2004	2003	2002
<b>Net charge-offs by loan and lease type:</b>					
Commercial:					
Middle market commercial and industrial	\$ 6,318	\$ 13,578	\$ 1,920	\$ 75,803	\$ 104,703
Construction	3,553	135	2,465	2,928	4,216
Commercial	2,555	3,910	5,506	5,019	11,968
Middle market commercial real estate	6,108	4,045	7,971	7,947	16,184
Small business commercial and industrial and commercial real estate	15,225	11,951	5,566	11,625	14,516
<b>Total commercial</b>	<b>27,651</b>	<b>29,574</b>	<b>15,457</b>	<b>95,375</b>	<b>135,403</b>
Consumer:					
Automobile loans	8,330	11,988	28,574	40,266	39,115
Automobile leases	10,445	11,664	10,837	5,728	1,431
Automobile loans and leases	18,775	23,652	39,411	45,994	40,546
Home equity	21,854	17,619	15,074	12,114	11,840
Residential mortgage	4,505	2,332	1,760	832	872
Other loans	9,591	6,880	6,833	7,494	8,251
<b>Total consumer</b>	<b>54,725</b>	<b>50,483</b>	<b>63,078</b>	<b>66,434</b>	<b>61,509</b>
<b>Total net charge-offs</b>	<b>\$ 82,376</b>	<b>\$ 80,057</b>	<b>\$ 78,535</b>	<b>\$ 161,809</b>	<b>\$ 196,912</b>
<b>Net charge-offs — annualized percentages:</b>					
Commercial:					
Middle market commercial and industrial	0.11%	0.28%	0.04%	1.64%	2.18%
Construction	0.29	0.01	0.17	0.24	0.37
Commercial	0.09	0.20	0.29	0.28	0.72
Middle market commercial real estate	0.15	0.11	0.24	0.26	0.57
Small business commercial and industrial and commercial real estate	0.63	0.54	0.28	0.65	0.88
<b>Total commercial</b>	<b>0.23</b>	<b>0.28</b>	<b>0.16</b>	<b>1.01</b>	<b>1.46</b>
Consumer:					
Automobile loans	0.40	0.59	1.25	1.24	1.43
Automobile leases	0.51	0.48	0.49	0.40	0.32
Automobile loans and leases	0.46	0.53	0.88	0.98	1.27
Home equity	0.44	0.37	0.36	0.36	0.40
Residential mortgage	0.10	0.06	0.05	0.04	0.06
Other loans	2.18	1.79	1.74	1.76	1.55
<b>Total consumer</b>	<b>0.39</b>	<b>0.37</b>	<b>0.51</b>	<b>0.63</b>	<b>0.76</b>
<b>Net charge-offs as a % of average loans</b>	<b>0.32%</b>	<b>0.33%</b>	<b>0.35%</b>	<b>0.81%</b>	<b>1.13%</b>

**Investment Portfolio**

Investment decisions that incorporate credit risk require the approval of the independent credit administration function. The degree of initial due diligence and subsequent review is a function of the type, size, and collateral of the investment. Performance is monitored on a regular basis, and reported to the Market Risk Committee (MRC) and the Executive Credit Risk Committee.

**Market Risk**

Market risk represents the risk of loss due to changes in market values of assets and liabilities. We incur market risk in the normal course of business through exposures to market interest rates, foreign exchange rates, equity prices, credit spreads and expected lease residual values. We have identified two primary sources of market risk: interest rate risk and price risk. Interest rate risk is our primary market risk.

**Interest Rate Risk**

Interest rate risk results from timing differences in the re-pricing and maturities of assets and liabilities, and changes in relationships between market interest rates and the yields on assets and rates on liabilities, as well as from the impact of

embedded options, such as borrowers' ability to prepay residential mortgage loans at any time and depositors' ability to terminate certificates of deposit (CDs) before maturity.

Our board of directors establishes broad policies and operating limits with respect to interest rate risk. Our MRC establishes specific operating guidelines within the parameters of the board of directors' policies. In general, we seek to minimize the impact of changing interest rates on net interest income and the economic values of assets and liabilities. Our MRC regularly monitors the level of interest rate risk sensitivity to ensure compliance with board of directors approved risk limits.

Interest rate risk management is a dynamic process that encompasses monitoring loan and deposit flows, investment and funding activities, and assessing the impact of the changing market and business environments. Effective management of interest rate risk begins with understanding the interest rate characteristics of assets and liabilities and determining the appropriate interest rate risk posture given market expectations and policy objectives and constraints.

Interest rate risk modeling is performed monthly. Two broad approaches to modeling interest rate risk are employed: income simulation and economic value analysis. An income simulation analysis is used to measure the sensitivity of forecasted net interest income to changes in market rates over a one-year time horizon. Although bank owned life insurance and automobile operating lease assets are classified as non-interest earning assets, and the income from these assets is in non-interest income, these portfolios are included in the interest sensitivity analysis because both have attributes similar to fixed-rate interest earning assets. The economic value of equity (EVE) is calculated by subjecting the period-end balance sheet to changes in interest rates, and measuring the impact of the changes on the values of the assets and liabilities. EVE serves as a complement to income simulation modeling as it provides risk exposure estimates for time periods beyond the one-year simulation horizon. Similar to income simulation modeling, EVE analysis also includes the risks of bank owned life insurance. EVE also considers the value sensitivity of the mortgage servicing asset and associated hedges.

The models used for these measurements take into account prepayment speeds on mortgage loans, mortgage-backed securities, and consumer installment loans, as well as cash flows of other loans and deposits. Balance sheet growth assumptions are also considered in the income simulation model. The models include the effects of derivatives, such as interest rate swaps, interest rate caps, floors, and other types of interest rate options, and account for changes in relationships among interest rates (basis risk).

During 2006, we completed a review of the behavior of our core deposits, given current market conditions, including the level of interest rates and competitive forces. The review was designed to improve our understanding of the rate responsiveness and balance runoff characteristics of these deposits. The review resulted in changes in assumptions regarding the projected rate responsiveness and balance behaviors of non-maturity deposits that are critical inputs to our asset-liability model. In general, we have concluded that the average lives of certain types of deposits are likely to be modestly shorter in the future than in the past. In addition, we believe that the responsiveness of deposit rates to changes in market interest rates will be higher in both rising and declining rate environments than it had been assumed to be previously. The changes in deposit assumptions resulted in a modeled increase in both NII and EVE exposures to rising rates.

The baseline scenario for income simulation analysis, with which all other scenarios are compared, is based on market interest rates implied by the prevailing yield curve as of the period end. Alternative interest rate scenarios are then compared with the baseline scenario. These alternative market rate scenarios include parallel rate shifts on both a gradual and immediate basis, movements in rates that alter the shape of the yield curve (e.g., flatter or steeper yield curve), and spot rates remaining unchanged for the entire measurement period. Scenarios are also developed to measure basis risk, such as the impact of LIBOR-based rates rising or falling faster than the prime rate.

The simulations for evaluating short-term interest rate risk exposure are scenarios that model gradual 100 and 200 basis point increasing and decreasing parallel shifts in interest rates over the next 12-month period beyond the interest rate change implied by the current yield curve. The table below shows the results of the scenarios as of December 31, 2006, and December 31, 2005. All of the positions were well within the board of directors' policy limits.

Table 21 — Net Interest Income at Risk

Basis point change scenario	Net Interest Income at Risk (%)			
	-200	-100	+100	+200
Board policy limits	-4.0%	-2.0%	-2.0%	-4.0%
<b>December 31, 2006</b>	<b>0.0%</b>	<b>0.0%</b>	<b>-0.2%</b>	<b>-0.4%</b>
December 31, 2005	-1.3%	-0.5%	+0.1%	+0.3%

The primary simulations for EVE at risk assume an immediate and parallel increase in rates of +/- 100 and +/- 200 basis points beyond any interest rate change implied by the current yield curve. The table below outlines the results compared to the previous year-end and policy limits. All of the positions were within the board of directors' policy limits.

Table 22 — Economic Value of Equity at Risk

Basis point change scenario	Economic Value of Equity at Risk (%)			
	-200	-100	+100	+200
Board policy limits	-12.0%	-5.0%	-5.0%	-12.0%
<b>December 31, 2006</b>	<b>+0.5%</b>	<b>+1.4%</b>	<b>-4.7%</b>	<b>-11.3%</b>
December 31, 2005	-0.8%	+0.5%	-2.5%	-6.2%

**Price Risk**

Price risk represents the risk of loss arising from adverse movements in the prices of financial instruments that are carried at fair value and are subject to mark-to-market accounting. We have price risk from trading securities, which includes instruments to hedge MSRs. We also have price risk from securities owned by our broker-dealer activities, the foreign exchange positions, investments in private equity limited partnerships and marketable equity securities held by our insurance subsidiaries. We have established loss limits on the trading portfolio and on the amount of foreign exchange exposure that can be maintained and the amount of marketable equity securities that can be held by the insurance subsidiaries.

**Liquidity Risk**

The objective of effective liquidity management is to ensure that cash flow needs can be met on a timely basis at a reasonable cost under both normal operating conditions and unforeseen circumstances. The liquidity of the Bank, our primary subsidiary, is used to originate loans and leases and to repay deposit and other liabilities as they become due or are demanded by customers. Liquidity risk arises from the possibility that funds may not be available to satisfy current or future commitments based on external macro market issues, asset and liability activities, investor perception of financial strength, and events unrelated to the company such as war, terrorism, or financial institution market specific issues.

Liquidity policies and limits are established by our board of directors, with operating limits set by our MRC, based upon analyses of the ratio of loans to deposits, the percentage of assets funded with non-core or wholesale funding and the amount of liquid assets available to cover non-core funds maturities. In addition, guidelines are established to ensure diversification of wholesale funding by type, source, and maturity and provide sufficient balance sheet liquidity to cover 100% of wholesale funds maturing within a six-month time period. A contingency funding plan is in place, which includes forecasted sources and uses of funds under various scenarios in order to prepare for unexpected liquidity shortages, including the implications of any rating changes. Our MRC meets monthly to identify and monitor liquidity issues, provide policy guidance, and oversee adherence to, and the maintenance of, an evolving contingency funding plan. We believe that sufficient liquidity exists to meet the funding needs of the Bank and the parent company.

**Sources of Liquidity**

Our primary source of funding for the Bank is core deposits from retail and commercial customers. As of December 31, 2006, these core deposits, of which our Regional Banking line of business provided 93%, funded 56% of total assets. The types and sources of deposits by business segment at December 31, 2006, are detailed in Table 23. At December 31, 2006, total core deposits represented 79% of total deposits, down slightly from 80% at the end of the prior year.

Core deposits are comprised of interest bearing and non-interest bearing demand deposits, savings and other domestic time deposits, consumer certificates of deposit both over and under \$100,000, and non-consumer certificates of deposit less than \$100,000. Other domestic time deposits are comprised primarily of IRA deposits and public fund certificates of deposit less than \$100,000. Brokered time deposits represent funds obtained by or through a deposit broker that were issued in denominations of \$100,000 or more and, in turn, participated by the broker to its customers in denominations of \$100,000 or less. Negotiable certificates of deposit represent large denomination certificates of deposit (generally \$ million or more) that can be sold but cannot be cashed in before maturity. Foreign deposits are interest bearing and all mature in one year or less.

Domestic time deposits of \$100,000 or more, brokered deposits and negotiable CDs totaled \$4.5 billion at the end of 2006 and \$4.1 billion at the end of 2005. The contractual maturity of these deposits at December 31, 2006 was as follows: \$1.8 billion in

three months or less, \$0.5 billion in three months through six months, \$0.3 billion after six months through twelve months, and \$1.9 billion after twelve months.

Demand deposit overdrafts that have been reclassified as loan balances were \$12.5 million and \$11.9 million at December 31, 2006 and 2005, respectively.

Sources of wholesale funding include domestic time deposits of \$100,000 or more, brokered deposits and negotiable CDs, deposits in foreign offices, short-term borrowings, Federal Home Loan Bank (FHLB) advances, other long-term debt and subordinated notes. At December 31, 2006, total wholesale funding was \$11.5 billion, unchanged from December 31, 2005. The \$11.5 billion portfolio at December 31, 2006, had a weighted average maturity of 4.2 years. We are a member of the FHLB of Cincinnati, which provides funding to members through advances. These advances carry maturities from one month to 20 years. At December 31, 2006, our wholesale funding includes \$1.0 billion of advances from the FHLB. All FHLB borrowings are collateralized with mortgage-related assets such as residential mortgage loans and home equity loans. To provide further liquidity, we have a \$6.0 billion domestic bank note program with \$2.8 billion available for future issuance under this program as of December 31, 2006. This program enables us to issue notes with maturities from one month to 30 years.

Table 23 — Deposit Composition

(in millions of dollars)	At December 31,									
	2006		2005		2004		2003		2002	
<b>By Type</b>										
Demand deposits — non-interest bearing	\$ 3,616	14.4%	\$ 3,390	15.1%	\$ 3,392	16.3%	\$ 2,987	16.2%	\$ 3,058	17.5%
Demand deposits — interest bearing	7,751	30.9	7,380	32.9	7,786	37.5	6,411	34.7	5,390	30.8
Savings and other domestic time deposits	2,986	11.9	3,094	13.8	3,503	16.9	3,591	19.4	3,546	20.3
Certificates of deposit less than \$100,000	5,365	21.4	3,988	17.8	2,755	13.3	2,731	14.8	3,753	21.4
<b>Total core deposits</b>	<b>19,718</b>	<b>78.6</b>	<b>17,852</b>	<b>79.6</b>	<b>17,436</b>	<b>84.0</b>	<b>15,720</b>	<b>85.1</b>	<b>15,747</b>	<b>90.0</b>
Domestic time deposits of \$100,000 or more	1,192	4.8	887	4.0	794	3.8	520	2.8	240	1.4
Brokered deposits and negotiable CDs	3,346	13.4	3,200	14.3	2,097	10.1	1,772	9.6	1,093	6.2
Deposits in foreign offices	792	3.2	471	2.1	441	2.1	475	2.5	419	2.4
<b>Total deposits</b>	<b>\$ 25,048</b>	<b>100.0%</b>	<b>\$ 22,410</b>	<b>100.0%</b>	<b>\$ 20,768</b>	<b>100.0%</b>	<b>\$ 18,487</b>	<b>100.0%</b>	<b>\$ 17,499</b>	<b>100.0%</b>
<b>Total core deposits:</b>										
Commercial	\$ 6,063	30.7%	\$ 5,352	30.0%	\$ 5,294	30.4%	\$ 4,255	27.1%	\$ 3,981	25.3%
Personal	13,655	69.3	12,500	70.0	12,142	69.6	11,465	72.9	11,766	74.7
<b>Total core deposits</b>	<b>\$ 19,718</b>	<b>100.0%</b>	<b>\$ 17,852</b>	<b>100.0%</b>	<b>\$ 17,436</b>	<b>100.0%</b>	<b>\$ 15,720</b>	<b>100.0%</b>	<b>\$ 15,747</b>	<b>100.0%</b>
<b>By Business Segment(1)</b>										
Regional Banking:										
Central Ohio	\$ 4,984	19.9%	\$ 4,521	20.2%						
Northern Ohio	3,572	14.3	3,498	15.6						
Southern Ohio/Kentucky	2,276	9.1	1,951	8.7						
Eastern Ohio	1,717	6.9	578	2.6						
West Michigan	2,757	11.0	2,791	12.5						
East Michigan	2,420	9.7	2,264	10.1						
West Virginia	1,514	6.0	1,464	6.5						
Indiana	819	3.3	728	3.2						
Mortgage and equipment leasing groups	172	0.7	162	0.7						
Regional Banking	20,231	80.9	17,957	80.1						
Dealer Sales	59	0.2	65	0.3						
Private Financial and Capital Markets Group	1,162	4.6	1,180	5.3						
Treasury/Other(2)	3,596	14.3	3,208	14.3						
<b>Total deposits</b>	<b>\$ 25,048</b>	<b>100.0%</b>	<b>\$ 22,410</b>	<b>100.0%</b>						

(1) Prior period amounts have been reclassified to conform to the current period business segment structure.

(2) Comprised largely of brokered deposits and negotiable CDs.

Table 24 — Federal Funds Purchased and Repurchase Agreements

(in millions of dollars)	At December 31,				
	2006	2005	2004	2003	2002
Balance at year end	\$ 1,632	\$ 1,820	\$ 1,124	\$ 1,378	\$ 2,459
Weighted average interest rate at year-end	4.25%	3.46%	1.31%	0.73%	1.49%
Maximum amount outstanding at month-end during the year	\$ 2,366	\$ 1,820	\$ 1,671	\$ 2,439	\$ 2,504
Average amount outstanding during the year	1,822	1,319	1,356	1,707	2,072
Weighted average interest rate during the year	4.02%	2.41%	0.88%	1.22%	1.98%

Other potential sources of liquidity include the sale or maturity of investment securities, the sale or securitization of loans, and the issuance of common and preferred securities. The Bank also has access to the Federal Reserve's discount window. At December 31, 2006, a total of \$3.1 billion of commercial loans had been pledged to secure potential future borrowings through this facility.

At December 31, 2006, the portfolio of investment securities totaled \$4.4 billion, of which \$1.5 billion was pledged to secure public and trust deposits, interest rate swap agreements, U.S. Treasury demand notes, and securities sold under repurchase agreements. The composition and maturity of these securities are presented in Table 25. Another source of liquidity is non-pledged securities, which decreased to \$2.7 billion at December 31, 2006, from \$3.1 billion at December 31, 2005.

Table 25 — Investment Securities

		At December 31,		
(in thousands of dollars)		2006	2005	2004
U.S. Treasury	\$	1,856	\$23,675	\$25,136
Federal agencies		1,431,410	1,615,488	1,945,762
Other		2,929,658	2,887,357	2,268,047
<b>Total investment securities</b>		<b>\$4,362,924</b>	<b>\$4,526,520</b>	<b>\$4,238,945</b>

	Amortized Cost	Fair Value	Yield(1)
U.S. Treasury			
Under 1 year	\$ 800	\$ 800	5.60%
1-5 years	1,046	1,056	5.59
6-10 years	—	—	—
Over 10 years	—	—	—
<b>Total U.S. Treasury</b>	<b>1,846</b>	<b>1,856</b>	<b>5.59</b>
Federal agencies			
Mortgage backed securities			
Under 1 year	1,848	1,847	4.82
1-5 years	9,560	9,608	5.01
6-10 years	4,353	4,355	4.98
Over 10 years	1,261,423	1,265,651	5.76
<b>Total mortgage-backed Federal agencies</b>	<b>1,277,184</b>	<b>1,281,461</b>	<b>5.75</b>
Other agencies			
Under 1 year	—	—	—
1-5 years	149,819	149,853	5.13
6-10 years	98	96	4.03
Over 10 years	—	—	—
<b>Total other Federal agencies</b>	<b>149,917</b>	<b>149,949</b>	<b>5.13</b>
<b>Total Federal agencies</b>	<b>1,427,101</b>	<b>1,431,410</b>	<b>5.69</b>
Municipal securities			
Under 1 year	42	42	7.69
1-5 years	10,553	10,588	5.76
6-10 years	165,624	165,229	5.84
Over 10 years	410,248	415,564	6.68
<b>Total municipal securities</b>	<b>586,467</b>	<b>591,423</b>	<b>6.43</b>
Private label CMO			
Under 1 year	—	—	—
1-5 years	—	—	—
6-10 years	—	—	—
Over 10 years	586,088	590,062	6.13
<b>Total private label CMO</b>	<b>586,088</b>	<b>590,062</b>	<b>—</b>
Asset backed securities			
Under 1 year	—	—	—
1-5 years	30,000	30,056	6.20
6-10 years	—	—	—
Over 10 years	1,544,572	1,552,748	6.31
<b>Total asset backed securities</b>	<b>1,574,572</b>	<b>1,582,804</b>	<b>6.31</b>
Other			
Under 1 year	4,800	4,784	3.90
1-5 years	2,750	2,706	4.45
6-10 years	—	—	—
Over 10 years	44	86	—
Non-marketable equity securities	150,754	150,754	—
Marketable equity securities	6,481	7,039	6.40
<b>Total other</b>	<b>164,829</b>	<b>165,369</b>	<b>5.31</b>
<b>Total investment securities</b>	<b>\$ 4,340,903</b>	<b>\$ 4,362,924</b>	<b>6.09%</b>

(1) Weighted average yields were calculated using amortized cost on a fully taxable equivalent basis, assuming a 35% tax rate.

The relatively short-term nature of our loans and leases also provides significant liquidity. As shown in Table 26, of the \$12.4 billion total commercial loans at December 31, 2006, approximately 35% matures within one year. In addition, during 2006 and 2005, \$0.7 billion and \$0.4 billion, respectively, in indirect automobile loans were sold, with such sales representing another source of liquidity.

Table 26 — Maturity Schedule of Commercial Loans

(in millions of dollars)	At December 31, 2006				Total	Percent of Total
	One Year or Less	One to Five Years	After Five Years			
Commercial and industrial	\$ 2,911	\$ 3,431	\$ 1,508		\$ 7,850	63.5%
Commercial real estate — construction	447	772	9		1,228	9.9
Commercial real estate — commercial	999	1,566	711		3,276	26.6
<b>Total</b>	<b>\$ 4,357</b>	<b>\$ 5,769</b>	<b>\$ 2,228</b>		<b>\$ 12,354</b>	<b>100.0%</b>
Variable interest rates	\$ 4,182	\$ 4,468	\$ 1,896		\$ 10,546	85.4%
Fixed interest rates	175	1,301	332		1,808	14.6
<b>Total</b>	<b>\$ 4,357</b>	<b>\$ 5,769</b>	<b>\$ 2,228</b>		<b>\$ 12,354</b>	<b>100.0%</b>
<b>Percent of total</b>	<b>35.3%</b>	<b>46.7%</b>	<b>18.0%</b>		<b>100.0%</b>	

Parent Company Liquidity

The parent company's funding requirements consist primarily of dividends to shareholders, income taxes, funding of non-bank subsidiaries, repurchases of our stock, debt service, and operating expenses. The parent company obtains funding to meet obligations from dividends received from direct subsidiaries, net taxes collected from subsidiaries included in the Federal consolidated tax return, fees for services provided to subsidiaries, and the issuance of debt securities.

We intend to maintain the Bank's risk-based capital ratios at levels at which the Bank would be considered to be "well capitalized" by regulators. As a result, the amount of dividends that can be paid to the parent company depends on the Bank's capital needs. At December 31, 2006, the Bank had tier one and total risk-based capital in excess of the minimum level required to be considered to be "well-capitalized" of \$143.2 million and \$135.9 million, respectively. The bank could have declared and paid \$0.7 million of additional dividends to the parent company at December 31, 2006 without regulatory approval.

To help meet any additional liquidity needs, we have an open-ended, automatic shelf registration statement filed and effective with the Securities and Exchange Commission, which permits us to issue an unspecified amount of debt or equity securities.

At December 31, 2006, the parent company had \$412.7 million in cash or cash equivalents. There is approximately \$350 million that we anticipate will be paid by the parent company in connection with the proposed acquisition of Sky Financial. Considering this potential obligation, and expected quarterly dividend payments, we believe the parent company has sufficient liquidity to meet its cash flow obligations for the foreseeable future.

Credit Ratings

Credit ratings by the three major credit rating agencies are an important component of our liquidity profile. Among other factors, the credit ratings are based on financial strength, credit quality and concentrations in the loan portfolio, the level and volatility of earnings, capital adequacy, the quality of management, the liquidity of the balance sheet, the availability of a significant base of core retail and commercial deposits, and our ability to access a broad array of wholesale funding sources. Adverse changes in these factors could result in a negative change in credit ratings and impact not only the ability to raise funds in the capital markets, but also the cost of these funds. In addition, certain financial on- and off-balance sheet arrangements contain credit rating triggers that could increase funding needs if a negative rating change occurs. Letter of credit commitments for marketable securities, interest rate swap collateral agreements, and certain asset securitization transactions contain credit rating provisions. (See the Liquidity Risks section in Item 1A of the 2006 Annual Report on Form 10-K for additional discussion.)

Credit ratings as of December 31, 2006, for the parent company and the Bank remained unchanged from December 31, 2005, and were as follows:

Table 27 — Credit Ratings

	December 31, 2006			
	Senior Unsecured Notes	Subordinated Notes	Short-Term	Outlook
<b>Huntington Bancshares Incorporated</b>				
Moody's Investor Service	A3	Baal	P-2	Stable
Standard and Poor's	BBB+	BBB	A-2	Stable
Fitch Ratings	A	A-	F1	Stable
<b>The Huntington National Bank</b>				
Moody's Investor Service	A2	A3	P-1	Stable
Standard and Poor's	A-	BBB+	A-2	Stable
Fitch Ratings	A	A-	F1	Stable

**Off-Balance Sheet Arrangements**

In the normal course of business, we enter into various off-balance sheet arrangements. These arrangements include financial guarantees contained in standby letters of credit issued by the Bank and commitments by the Bank to sell mortgage loans.

Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. Most of these arrangements mature within two years. Approximately 47% of standby letters of credit are collateralized and most are expected to expire without being drawn upon. There were \$1.2 billion, and \$1.1 billion of outstanding standby letters of credit at December 31, 2006, and December 31, 2005, respectively. Non-interest income was recognized from the issuance of these standby letters of credit of \$12.1 million, and \$11.1 million for the years ending December 31, 2006, and December 31, 2005, respectively. The carrying amount of deferred revenue related to standby letters of credit at December 31, 2006, was \$4.3 million. Standby letters of credit are included in the determination of the amount of risk-based capital that we, and the Bank are required to hold.

The Bank enters into forward contracts relating to the mortgage banking business. At December 31, 2006, commitments to sell residential real estate loans totaled \$319.9 million. These contracts mature in less than one year.

Through our credit process, we monitor the credit risks of outstanding standby letters of credit. When it is probable that a standby letter of credit will be drawn and not repaid in full, losses are recognized in provision for credit losses. We do not believe that off-balance sheet arrangements will have a material impact on our liquidity or capital resources.

Table 28 — Contractual Obligations

(in millions of dollars)	At December 31, 2006				
	One Year or Less	1 to 3 Years	3 to 5 Years	More than 5 Years	Total
Deposits without a stated maturity	\$ 15,055	\$ —	\$ —	\$ —	\$ 15,055
Certificates of deposit and other time deposits	6,498	2,125	494	876	9,993
Other long-term debt	98	660	409	1,062	2,229
Short-term borrowings	1,676	—	—	—	1,676
Subordinated notes	—	—	152	1,135	1,287
Federal Home Loan Bank advances	200	400	397	—	997
Operating lease obligations	32	58	51	136	277

**Operational Risk**

As with all companies, there is risk inherent in the day-to-day operations that could result in losses due to human error, inadequate or failed internal systems and controls, and external events. Risk Management through a combination of business units and centralized processes, has the responsibility to manage the risk for the company through a process that assesses the overall level of risk on a regular basis and identifies specific risks and the steps being taken to control them. Furthermore, a system of committees is established to provide guidance over the process and escalate potential concerns to senior management

on the Operational Risk Committee, executive management on the Risk Management Committee and the Risk Committee of the board of directors, as appropriate.

We continue to develop and enhance policies and procedures to control the elements of risk found in our processes. While we are not able to eliminate risk completely, our goal is to minimize the impact of a risk event and to be prepared to cover the result of it through insurance, earnings, and capital.

An enterprise risk group performs certain overarching operational risk activities. These include monitoring adherence to corporate policies governing risk, business continuity programs to assure that operations to serve our customers continue during emergency situations, and information security to monitor and address electronic and sensitive information threats for the company.

**Capital**

Capital is managed both at the Bank and on a consolidated basis. Capital levels are maintained based on regulatory capital requirements and the economic capital required to support credit, market, liquidity, and operational risks inherent in our business, and to provide the flexibility needed for future growth and new business opportunities. We place significant emphasis on the maintenance of a strong capital position, which promotes investor confidence, provides access to the national markets under favorable terms, and enhances business growth and acquisition opportunities. The importance of managing capital is also recognized and we continually strive to maintain an appropriate balance between capital adequacy and providing attractive returns to shareholders.

Shareholders' equity totaled \$3.0 billion at December 31, 2006. This balance represented a \$0.5 billion increase during 2006, primarily reflecting the issuance of shares pursuant to the acquisition of Unizan.

At December 31, 2006, we had unused authority to repurchase up to 3.9 million common shares. This authorization may be used to help mitigate the dilutive earnings impact resulting from the issuance of stock options and restricted stock. All purchases under the current authorization will be made from time-to-time in the open market or through privately negotiated transactions depending on market conditions.

We evaluate several measures of capital, along with the customary three primary regulatory ratios: Tier 1 Risk-based Capital, Total Risk-based Capital, and Tier 1 Leverage.

The Federal Reserve Board, which supervises and regulates the parent, sets minimum capital requirements for each of these regulatory capital ratios. In the calculation of these risk-based capital ratios, risk weightings are assigned to certain asset and off-balance sheet items such as interest rate swaps, loan commitments, and securitizations. Our Tier 1 Risk-based Capital, Total Risk-based Capital, Tier 1 Leverage ratios and risk-adjusted assets for five years are shown in Table 29 and are well in excess of minimum levels established for "well capitalized" institutions of 6.00%, 10.00%, and 5.00%, respectively.

The Bank is primarily supervised and regulated by the OCC, which establishes regulatory capital guidelines for banks similar to those established for bank holding companies by the Federal Reserve Board. At December 31, 2006, the Bank had regulatory capital ratios in excess of "well capitalized" regulatory minimums.

**Table 29 — Capital Adequacy**

(in millions of dollars)	"Well-Capitalized" Minimums	At December 31,				
		2006	2005	2004	2003	2002
Total risk-weighted assets		\$ 31,155	\$ 29,599	\$ 29,542	\$ 28,164	\$ 27,030
Ratios:						
Tier 1 leverage ratio	5.00%	8.00%	8.34%	8.42%	7.98%	8.51%
Tier 1 risk-based capital ratio	6.00	8.93	9.13	9.08	8.53	8.34
Total risk-based capital ratio	10.00	12.79	12.42	12.48	11.95	11.25
Tangible equity ratio / asset ratio		6.87	7.19	7.18	6.79	7.22
Tangible equity / risk-weighted assets ratio		7.65	7.91	7.86	7.31	7.29

Our tangible equity ratio at December 31, 2006, was 6.87%, down from 7.19% at the end of 2005. Contributing to the decline was the implementation of Statement No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans*. This decreased equity by \$83.0 million but had no effect on reported net income. This implementation contributed 21 basis points of the 32 basis point reduction in the tangible equity ratio from the end of last year. The remainder of the decline was due to the repurchase of shares during 2006 and the impact of the Unizan merger. We have targeted a tangible equity to asset

ratio of 6.25%-6.50% given the current portfolio risk profile. Partially offsetting these negative impacts was the positive impact from retained earnings.

The decline in risk-based capital ratios from the year-ago period reflected same factors causing the decline in tangible equity to assets ratio, except that the impact of adopting Statement No. 158 has not been reflected in the risk-based capital, pending resolution by banking regulators of the capital treatment of this pronouncement.

Another measure of capital adequacy favored by one of the rating agencies is tangible common equity to risk-weighted assets. This measurement utilizes risk-weighted assets, as defined in the regulatory capital ratio. The tangible common equity to risk-weighted assets ratio at December 31, 2006, was 7.65%, down from 7.91% at the end of 2005. The ratio was impacted by the addition of higher risk-weighted assets during the year and by the repurchase of 16.0 million shares over this 12-month period.

#### ESTIMATING THE FINANCIAL IMPACT DUE TO THE UNIZAN MERGER

The merger with Unizan Financial Corp. (Unizan) was completed on March 1, 2006. At the time of acquisition, Unizan had assets of \$2.5 billion, including \$1.6 billion of loans and core deposits of \$1.5 billion. Unizan results were only in consolidated results for 10 months of 2006. (See Significant Factor 1)

Given the impact of the merger on reported 2006 results, we believe that an understanding of the impacts of the merger is necessary to better understand underlying performance trends. When comparing post-merger period results to pre-merger periods, two terms relating to the impact of the Unizan merger on reported results are used:

- "Merger-related" refers to amounts and percentage changes representing the impact attributable to the merger.
- "Merger costs" represent expenses associated with merger integration activities, primarily systems conversion cost and employee retention compensation.

The following methodology has been implemented to estimate the approximate effect of the Unizan merger used to determine "merger-related" impacts.

#### Balance Sheet Items

For loans and leases, as well as core deposits, balances as of the acquisition date are pro-rated to the post-merger period being used in the comparison. For example, to estimate the impact on 2006 first quarter average balances, one-third of the closing date balance was used as those balances were in reported results for only one month of the quarter. Quarterly estimated impacts for the 2006 second, third and fourth quarter results were developed using this same pro-rata methodology. Full-year 2006 estimated results represent the annual average of each quarter's estimate. This methodology assumes acquired balances will remain constant over time.

#### Income Statement Items

For income statement line items, Unizan's actual full year 2005 results were used for pro-rating the impact on post-merger periods. For example, to estimate the 2006 first quarter impact of the merger on personnel costs, one-twelfth of Unizan's full-year 2005 personnel costs was used. Full quarter and year-to-date estimated impacts for subsequent periods were developed using this same pro-rata methodology. This results in an approximate impact since the methodology does not adjust for any unusual items or seasonal factors in Unizan's 2005 reported results, or synergies realized since the merger date. The one exception to this methodology relates to the amortization of intangibles expense where the actual post-merger amount was used.

Table 30 provides detail of changes to selected full-year 2006 reported results to quantify the estimated impact of the Unizan merger and the impact of all other factors using this methodology:

**Table 30 — Estimated Impact of Unizan Merger**  
**2006 Twelve Months versus 2005 Twelve Months**

	Twelve Months Ended December 31,		Change		Unizan		Other
	2006	2005	Amount	%	Merger Related	Merger Costs	Amount
<b>Average Loans and Deposits (in millions)</b>							
<b>Loans</b>							
Middle-market C&I	\$ 5,501	\$ 4,817	\$ 684	14.2%	\$ 58	\$ —	\$ 626
Middle-market CRE	3,950	3,586	364	10.2	603	—	(239)
Small business	2,414	2,224	190	8.5	—	—	190
<b>Total commercial</b>	<b>11,865</b>	<b>10,627</b>	<b>1,238</b>	<b>11.6</b>	<b>661</b>	<b>—</b>	<b>577</b>
Automobile loans and leases	4,088	4,465	(377)	(8.4)	59	—	(436)
Home equity	4,970	4,752	218	4.6	186	—	32
Residential mortgage	4,581	4,081	500	12.3	340	—	160
Other consumer	439	383	56	14.6	140	—	(84)
<b>Total consumer</b>	<b>14,078</b>	<b>13,681</b>	<b>397</b>	<b>2.9</b>	<b>725</b>	<b>—</b>	<b>(328)</b>
<b>Total loans</b>	<b>\$ 25,943</b>	<b>\$ 24,308</b>	<b>\$ 1,635</b>	<b>6.7%</b>	<b>\$ 1,386</b>	<b>\$ —</b>	<b>\$ 249</b>
<b>Deposits</b>							
Demand deposits — non-interest bearing	\$ 3,530	\$ 3,379	\$ 151	4.5%	\$ 144	\$ —	\$ 7
Demand deposits — interest bearing	7,742	7,658	84	1.1	202	—	(118)
Savings and other domestic time deposits	2,992	3,156	(164)	(5.2)	426	—	(590)
Core certificates of deposit	5,050	3,334	1,716	51.5	517	—	1,199
<b>Total core deposits</b>	<b>19,314</b>	<b>17,527</b>	<b>1,787</b>	<b>10.2</b>	<b>1,289</b>	<b>—</b>	<b>498</b>
<b>Other deposits</b>	<b>4,870</b>	<b>4,485</b>	<b>385</b>	<b>8.6</b>	<b>150</b>	<b>—</b>	<b>235</b>
<b>Total deposits</b>	<b>\$ 24,184</b>	<b>\$ 22,012</b>	<b>\$ 2,172</b>	<b>9.9%</b>	<b>\$ 1,439</b>	<b>\$ —</b>	<b>\$ 733</b>
<b>Selected Income Statement Categories</b>							
<b>(in thousands)</b>							
Net interest income — FTE	\$ 1,035,202	\$ 975,804	\$ 59,398	6.1%	\$ 58,980	\$ —	\$ 418
Service charges on deposit accounts	\$ 185,713	\$ 167,834	\$ 17,879	10.7%	\$ 5,260	\$ —	\$ 12,619
Trust services	89,955	77,405	12,550	16.2	5,510	—	7,040
Brokerage and insurance income	58,835	53,619	5,216	9.7	1,520	—	3,696
Bank owned life insurance income	43,775	40,736	3,039	7.5	2,620	—	419
Other service charges and fees	51,354	44,348	7,006	15.8	1,030	—	5,976
Mortgage banking income (loss)	41,491	28,333	13,158	46.4	860	—	12,298
Securities gains (losses)	(73,191)	(8,055)	(65,136)	N.M.	—	—	(65,136)
Gains on sales of automobile loans	3,095	1,211	1,884	N.M.	—	—	1,884
Other income	116,927	93,836	23,091	24.6	7,120	—	15,971
Sub-total before automobile operating lease income	517,954	499,267	18,687	3.7	23,920	—	(5,233)
Automobile operating lease income	43,115	133,015	(89,900)	(67.6)	—	—	(89,900)
<b>Total non-interest income</b>	<b>\$ 561,069</b>	<b>\$ 632,282</b>	<b>\$ (71,213)</b>	<b>(11.3)%</b>	<b>\$ 23,920</b>	<b>\$ —</b>	<b>\$ (95,133)</b>
Personnel costs	\$ 541,228	\$ 481,658	\$ 59,570	12.4%	\$ 25,750	\$ 695	\$ 33,125
Net occupancy	71,281	71,092	189	0.3	4,300	260	(4,371)
Outside data processing and other services	78,779	74,638	4,141	5.5	1,670	1,531	940
Equipment	69,912	63,124	6,788	10.8	1,720	45	5,023
Professional services	27,053	34,569	(7,516)	(21.7)	4,910	137	(12,563)
Marketing	31,728	26,279	5,449	20.7	890	734	3,825
Telecommunications	19,252	18,648	604	3.2	1,220	148	(764)
Printing and supplies	13,864	12,573	1,291	10.3	—	159	1,132
Amortization of intangibles	9,962	829	9,133	N.M.	9,134	—	(1)
Other expense	106,649	82,560	24,089	29.2	10,090	40	13,959
Sub-total before automobile operating lease expense	969,708	865,970	103,738	12.0	59,684	3,749	40,305
Automobile operating lease expense	31,286	103,850	(72,564)	(69.9)	—	—	(72,564)
<b>Total non-interest expense</b>	<b>\$ 1,000,994</b>	<b>\$ 969,820</b>	<b>\$ 31,174</b>	<b>3.2%</b>	<b>\$ 59,684</b>	<b>\$ 3,749</b>	<b>\$ (32,259)</b>

**Table 30 — Estimated Impact of Unizan Merger  
2006 Fourth Quarter versus 2005 Fourth Quarter**

	Fourth Quarter		Change		Unizan		Other	
	2006	2005	Amount	%	Merger Related	Merger Costs	Amount	%
<b>Average Loans and Deposits</b> (in millions)								
<b>Loans</b>								
Middle-market C&I	\$ 5,831	\$ 4,946	\$ 885	17.9%	\$ 70	\$ —	\$ 815	16.5%
Middle-market CRE	3,938	3,598	340	9.4	723	—	(383)	(10.6)
Small business	2,543	2,230	313	14.0	—	—	313	14.0
<b>Total commercial</b>	<b>12,312</b>	<b>10,774</b>	<b>1,538</b>	<b>14.3</b>	<b>793</b>	<b>—</b>	<b>745</b>	<b>6.9</b>
Automobile loans and leases	3,949	4,355	(406)	(9.3)	71	—	(477)	(11.0)
Home equity	4,973	4,781	192	4.0	223	—	(31)	(0.6)
Residential mortgage	4,635	4,165	470	11.3	409	—	61	1.5
Other consumer	430	393	37	9.4	167	—	(130)	(33.1)
<b>Total consumer</b>	<b>13,987</b>	<b>13,694</b>	<b>293</b>	<b>2.1</b>	<b>870</b>	<b>—</b>	<b>(577)</b>	<b>(4.2)</b>
<b>Total loans</b>	<b>\$ 26,299</b>	<b>\$ 24,468</b>	<b>\$ 1,831</b>	<b>7.5%</b>	<b>\$ 1,663</b>	<b>\$ —</b>	<b>\$ 168</b>	<b>0.7%</b>
<b>Deposits</b>								
Demand deposits — non-interest bearing	\$ 3,580	\$ 3,444	\$ 136	3.9%	\$ 173	\$ —	\$ (37)	(1.1)%
Demand deposits — interest bearing	7,767	7,496	271	3.6	243	—	28	0.4
Savings and other domestic time deposits	2,849	2,984	(135)	(4.5)	511	—	(646)	(21.6)
Core certificates of deposit	5,380	3,891	1,489	38.3	620	—	869	22.3
<b>Total core deposits</b>	<b>19,576</b>	<b>17,815</b>	<b>1,761</b>	<b>9.9</b>	<b>1,547</b>	<b>—</b>	<b>214</b>	<b>1.2</b>
Other deposits	5,132	4,627	505	10.9	180	—	325	7.0
<b>Total deposits</b>	<b>\$ 24,708</b>	<b>\$ 22,442</b>	<b>\$ 2,266</b>	<b>10.1%</b>	<b>\$ 1,727</b>	<b>\$ —</b>	<b>\$ 539</b>	<b>2.4%</b>
<b>Selected Income Statement Categories</b> (in thousands)								
<b>Net interest income — FTE</b>	<b>\$ 262,104</b>	<b>\$ 247,513</b>	<b>\$ 14,591</b>	<b>5.9%</b>	<b>\$ 17,694</b>	<b>\$ —</b>	<b>\$ (3,103)</b>	<b>(1.3)%</b>
Service charges on deposit accounts	\$ 48,548	\$ 42,083	\$ 6,465	15.4%	\$ 1,578	\$ —	\$ 4,887	11.6%
Trust services	23,511	20,425	3,086	15.1	1,653	—	1,433	7.0
Brokerage and insurance income	14,600	13,101	1,499	11.4	456	—	1,043	8.0
Bank owned life insurance income	10,804	10,389	415	4.0	786	—	(371)	(3.6)
Other service charges and fees	13,784	11,488	2,296	20.0	309	—	1,987	17.3
Mortgage banking income (loss)	6,169	8,818	(2,649)	(30.0)	258	—	(2,907)	(33.0)
Securities gains (losses)	(15,804)	(8,770)	(7,034)	80.2	—	—	(7,034)	80.2
Gains on sales of automobile loans	1,252	455	797	N.M.	—	—	797	N.M.
Other income	32,398	26,799	5,599	20.9	2,136	—	3,463	12.9
Sub-total before automobile operating lease income	135,262	124,788	10,474	8.4	7,176	—	3,298	2.6
Automobile operating lease income	5,344	22,534	(17,190)	(76.3)	—	—	(17,190)	(76.3)
<b>Total non-interest income</b>	<b>\$ 140,606</b>	<b>\$ 147,322</b>	<b>\$ (6,716)</b>	<b>(4.6)%</b>	<b>\$ 7,176</b>	<b>\$ —</b>	<b>\$ (13,892)</b>	<b>(9.4)%</b>
Personnel costs	\$ 137,944	\$ 116,111	\$ 21,833	18.8%	\$ 7,725	\$ (373)	\$ 14,481	12.5%
Net occupancy	17,279	17,940	(661)	(3.7)	1,290	—	(1,951)	(10.9)
Outside data processing and other services	20,695	19,693	1,002	5.1	501	(82)	583	3.0
Equipment	18,151	16,093	2,058	12.8	516	—	1,542	9.6
Professional services	8,958	7,440	1,518	20.4	1,473	24	21	0.3
Marketing	6,207	7,145	(938)	(13.1)	267	—	(1,205)	(16.9)
Telecommunications	4,619	4,453	166	3.7	366	—	(200)	(4.5)
Printing and supplies	3,610	3,084	526	17.1	—	1	525	17.0
Amortization of intangibles	2,993	218	2,775	N.M.	2,786	—	(11)	(5.0)
Other expense	43,365	20,995	22,370	N.M.	3,027	1	19,342	92.1
Sub-total before automobile operating lease expense	263,821	213,172	50,649	23.8	17,951	(429)	33,127	15.5
Automobile operating lease expense	3,969	17,183	(13,214)	(76.9)	—	—	(13,214)	(76.9)
<b>Total non-interest expense</b>	<b>\$ 267,790</b>	<b>\$ 230,355</b>	<b>\$ 37,435</b>	<b>16.3%</b>	<b>\$ 17,951</b>	<b>\$ (429)</b>	<b>\$ 19,913</b>	<b>8.6%</b>

**LINES OF BUSINESS DISCUSSION**

This section reviews financial performance from a line of business perspective and should be read in conjunction with the Discussion of Results and other sections for a full understanding of consolidated financial performance.

We have three distinct lines of business: Regional Banking, Dealer Sales, and the Private Financial and Capital Markets Group (PFCMG). A fourth segment includes our Treasury function and other unallocated assets, liabilities, revenue, and expense. Line of business results are determined based upon our management reporting system, which assigns balance sheet and income statement items to each of the business segments. The process is designed around our organizational and management structure and, accordingly, the results derived are not necessarily comparable with similar information published by other financial institutions. The Capital Markets Group is managed through the Private Financial Group, combining these two segments better reflects the management accountability and decision making structure. An overview of this system is provided below, along with a description of each segment and discussion of financial results.

**Funds Transfer Pricing**

We use a centralized funds transfer pricing (FTP) methodology to attribute appropriate net interest income to the business segments. The Treasury/ Other business segment charges (credits) an internal cost of funds for assets held in (or pays for funding provided by) each line of business. The FTP rate is based on prevailing market interest rates for comparable duration assets (or liabilities). Deposits of an indeterminate maturity receive an FTP credit based on vintage-based pool rate. Other assets, liabilities, and capital are charged (credited) with a four-year moving average FTP rate. The intent of the FTP methodology is to eliminate all interest rate risk from the lines of business by providing matched duration funding of assets and liabilities. The result is to centralize the financial impact, management, and reporting of interest rate and liquidity risk in Treasury/ Other where it can be monitored and managed.

The FTP methodology also provides for a charge (credit) to the line of business when a fixed-rate loan is sold and the internal funding associated with the loan is extinguished. The charge (credit) to the line of business represents the cost (or benefit) to Treasury/ Other of the early extinguishment of the internal fixed-rate funding. This charge (credit) has no impact on consolidated financial results.

**Use of Operating Earnings**

We use earnings on an operating basis, rather than on a GAAP basis, to measure underlying performance trends for each business segment. Operating earnings represent GAAP earnings adjusted to exclude the impact of certain items discussed in the Significant Factors Influencing Financial Performance Comparisons section, Table 3, and Table 31. *(In addition to this discussion, Table 3, and Table 31, see Note 27 of the Notes to Consolidated Financial Statements.)* Analyzing earnings on an operating basis is very helpful in assessing underlying performance trends, a critical factor used to determine the success of strategies and future earnings capabilities.

Table 31 — Lines of Business — GAAP Earnings vs. Operating Earnings Reconciliation<sup>(1)</sup>

(in thousands of dollars)		Regional Banking		Dealer Sales		PFCMG		Treasury/Other		Total
<b>2006</b>										
<b>Net income — GAAP</b>	\$	349,548	\$	59,894	\$	53,157	\$	(1,378)	\$	461,221
Change from prior year — \$		57,119		(6,391)		5,555		(7,153)		49,130
Change from prior year — %		19.5%		(9.6)%		11.7%		N.M.%		11.9%
<b>Net income — operating</b>	\$	349,548	\$	59,894	\$	53,157	\$	(1,378)	\$	461,221
Change from prior year — \$		57,119		(6,391)		5,555		(7,153)		49,130
Change from prior year — %		19.5%		(9.6)%		11.7%		N.M.%		11.9%
<b>2005</b>										
<b>Net income — GAAP</b>	\$	292,429	\$	66,285	\$	47,602	\$	5,775	\$	412,091
Change from prior year — \$		42,466		(6,881)		2,728		(25,147)		13,166
Change from prior year — %		17.0%		(9.4)%		6.1%		(81.3)%		3.3%
<b>Net income — operating</b>	\$	292,429	\$	66,285	\$	47,602	\$	5,775	\$	412,091
Change from prior year — \$		42,466		1,717		2,728		(23,763)		23,148
Change from prior year — %		17.0%		2.7%		6.1%		(80.4)%		6.0%
<b>2004</b>										
<b>Net income — GAAP</b>	\$	249,963	\$	73,166	\$	44,874	\$	30,922	\$	398,925
Restructuring releases		—		—		—		(748)		(748)
Gain on sale of automobile loans		—		(8,598)		—		(636)		(9,234)
<b>Net income — operating</b>	\$	249,963	\$	64,568	\$	44,874	\$	29,538	\$	388,943

(1) See Significant Factors Influencing Financial Performance Comparisons section.

**Regional Banking**

(This section should be read in conjunction with Significant Factors 1, 2, 4, 5 and 7.)

**Objectives, Strategies and Priorities**

Our Regional Banking line of business provides traditional banking products and services to consumer, small business, and commercial customers located in its eight operating regions within the five states of Ohio, Michigan, West Virginia, Indiana, and Kentucky. It provides these services through a banking network of 371 branches, over 980 ATMs, along with Internet and telephone banking channels. It also provides certain services outside of these five states, including mortgage banking and equipment leasing. Each region is further divided into retail and commercial banking units. Retail products and services include home equity loans and lines of credit, first mortgage loans, direct installment loans, small business loans, personal and business deposit products, as well as sales of investment and insurance services. At December 31, 2006, Retail Banking accounted for 59% and 78% of total Regional Banking loans and deposits, respectively. Commercial Banking serves middle market and large commercial banking relationships, which use a variety of banking products and services including, but not limited to, commercial loans, international trade, cash management, leasing, interest rate protection products, capital market alternatives, 401(k) plans, and mezzanine investment capabilities.

We have a business model that emphasizes the delivery of a complete set of banking products and services offered by larger banks, but distinguished by local decision-making about the pricing and the offering of these products. Our strategy is to focus on building a deeper relationship with our customers by providing a "Simply the Best" service experience. This focus on service requires continued investments in state-of-the-art platform technology in our branches, award-winning retail and business websites for our customers, extensive development of associates, and internal processes that empower our local bankers to serve our customers better. We expect the combination of local decision-making and "Simply the Best" service will result in a competitive advantage and drive revenue and earnings growth.

**2006 versus 2005 Performance**

Regional Banking contributed \$349.5 million, or 76%, of total company net operating earnings for the year 2006 ending December 31, 2006, up \$57.1 million, or 20%, from last year. This improvement primarily reflected a \$145.1 million, or 13%, increase in fully taxable equivalent revenue offset by a \$63.2 million, or 11%, increase in non-interest expense and a \$30.8 million increase in provision for income taxes. Our ROA was 1.71%, up from 1.58% for 2005 with a ROE of 30.6%, up from 28.9% a year-ago.

Regional Banking results for 2006 were impacted by the acquisition of Unizan on March 1, 2006. At the time of acquisition, Unizan had loans of \$1.6 billion and core deposits of \$1.5 billion, most of which were assigned to Regional Banking. As a result, performance comparisons between 2006 and 2005 are affected, as Unizan results were not in 2005 results. Comparisons of 2006 reported results compared with 2005 pre-merger results are impacted as follows:

- Increased certain reported period-end balance sheet and credit quality items (e.g. non-performing loans).
- Increased reported average balance sheet, revenue, expense and credit quality results (e.g. net charge-offs)

Revenue growth reflected a 13% increase in net interest income resulting from a \$1.8 billion increase in average loan balances and a 12 basis point increase in net interest margin. Higher loan and deposit balances reflected improved sales efforts. Average loans and leases increased across all regions:

**Regional Banking Average Loans & Leases**

(in millions of dollars)	2006	Change from 2005	2005	2004
<b>Region</b>				
Central Ohio	\$ 3,519	11%	\$ 3,179	\$ 2,957
Northern Ohio	2,609	3	2,524	2,373
Southern Ohio/ Kentucky	2,161	6	2,039	1,762
Eastern Ohio(1)	1,268	N.M.	378	341
West Michigan	2,399	2	2,356	2,200
East Michigan	1,581	6	1,492	1,351
West Virginia	1,046	12	921	830
Indiana	985	—	986	813
Mortgage and equipment leasing groups	3,538	5	3,381	2,592
<b>Total loans and leases</b>	<b>\$ 19,106</b>	<b>11%</b>	<b>\$ 17,256</b>	<b>\$ 15,219</b>

N.M., not a meaningful value.

(1) Eastern Ohio results reflect the impact of the Unizan acquisition.

Average loans and leases grew in most categories compared to 2005, including residential mortgages, commercial loans, and home equity loans and lines of credit. Residential mortgage and home equity growth rates in 2006 were 13% and 5%, respectively. Residential mortgage loans grew, as interest rates remained low, even though there was a 14% decline in closed loan origination volume from 2005. Commercial loan growth reflected a 15% increase in middle-market commercial and industrial loans as well as a 13% growth in middle-market CRE.

Provision for credit losses decreased \$5.9 million, or 12%, compared to 2005. This reduction was driven by a decrease in the allowance for loan losses from 1.22% in 2005 to 1.14% in 2006, but was partially offset by an increase in net charge-offs, including the impact of the Unizan acquisition. The net charge-off ratio remained flat at 0.30% of total average loans.

The increase in non-interest expense was driven primarily by the acquisition of Unizan, but also reflected increased marketing spending to acquire new checking accounts and higher costs related to additional branches. During the year, we opened 8 new banking offices while consolidating 5 offices and relocating several others. The efficiency ratio improved to 52.7% in 2006, compared to 54.0% in 2005.

Many of the key operating performance drivers improved compared with 2005. Since we focus on developing relationships, we monitor the “cross-sell” ratio as an indicator of our sales performance. This ratio measures success in selling multiple products to households. In Retail Banking the 90-day cross-sell ratio was 2.84, up from 2.80 one year ago, while the small business cross-sell ratio was 2.27, down from 2.34 one year ago. In addition, customer bases continued to expand. Period-end Retail Banking non-interest bearing checking account (DDA) households totaled 559,574, an increase of 44,884, or 9%, from 2005. The number of small business DDA relationships was up 6,472, or 12%. The DDA is viewed as the primary banking relationship account as most

additional services are cross-sold to customers after first establishing a DDA account. As a result, growth in average deposits was also broad-based:

**Regional Banking Average Deposits**

(in millions of dollars)	2006	Change from 2005	2005	2004
<b>Region</b>				
Central Ohio	\$ 4,744	6%	\$ 4,496	\$ 4,186
Northern Ohio	3,594	3	3,495	3,266
Southern Ohio/ Kentucky	2,182	19	1,829	1,551
Eastern Ohio(1)	1,554	N.M.	570	523
West Michigan	2,827	5	2,687	2,610
East Michigan	2,299	1	2,271	2,089
West Virginia	1,499	7	1,399	1,341
Indiana	829	14	728	656
Mortgage and equipment leasing groups	182	(8)	198	214
<b>Total deposits</b>	<b>\$ 19,710</b>	<b>12%</b>	<b>\$ 17,673</b>	<b>\$ 16,436</b>

N.M., not a meaningful value.

(1) Eastern Ohio results reflect the impact of the Unizan acquisition.

The 12% increase in average deposits reflected 43% growth in domestic time deposits. Interest bearing and non-interest bearing deposits grew 1% and 6%, respectively, from the year-ago period, while savings deposits declined 10%. The number of on-line consumer banking customers at December 31, 2006 grew 18% to 289,868 customers.

**2005 versus 2004 Performance**

Regional Banking contributed \$292.4 million, or 71%, of our net operating earnings in 2005, up \$42.5 million, or 17% from 2004. This increase primarily reflected a \$104.3 million, or 11% increase in fully taxable equivalent revenue partially offset by a \$43.5 million increase in provision for credit losses. Net interest income increased \$101.5 million, primarily driven by a 13% increase in average loans, and a 5 basis point rise in net interest margin. The ROA and ROE for Regional Banking were 1.58% and 28.9%, respectively, up from 1.52% and 24.2% in 2004.

Table 32 — Regional Banking<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>INCOME STATEMENT</b> (in thousands of dollars)							
Net interest income	\$ 883,536	\$ 104,123	13.4%	\$ 779,413	\$ 101,460	15.0%	\$ 677,953
Provision for credit losses	45,320	(5,926)	(11.6)	51,246	43,532	N.M.	7,714
<b>Net interest income after provision for credit losses</b>	<b>838,216</b>	<b>110,049</b>	<b>15.1</b>	<b>728,167</b>	<b>57,928</b>	<b>8.6</b>	<b>670,239</b>
Service charges on deposit accounts	181,266	15,889	9.6	165,377	(1,082)	(0.7)	166,459
Brokerage and insurance income	17,084	1,154	7.2	15,930	(481)	(2.9)	16,411
Trust services	1,197	283	31.0	914	(91)	(9.1)	1,005
Mortgage banking	38,982	800	2.1	38,182	1,920	5.3	36,262
Other service charges and fees	50,809	6,955	15.9	43,854	2,733	6.6	41,121
Other income	62,147	15,985	34.6	46,162	(215)	(0.5)	46,377
Total non-interest income before securities gains	351,485	41,066	13.2	310,419	2,784	0.9	307,635
Securities gains	—	(18)	(100.0)	18	4	28.6	14
<b>Total non-interest income</b>	<b>351,485</b>	<b>41,048</b>	<b>13.2</b>	<b>310,437</b>	<b>2,788</b>	<b>0.9</b>	<b>307,649</b>
Personnel costs	272,573	29,877	12.3	242,696	(3,486)	(1.4)	246,182
Other expense	379,362	33,345	9.6	346,017	(1,129)	(0.3)	347,146
<b>Total non-interest expense</b>	<b>651,935</b>	<b>63,222</b>	<b>10.7</b>	<b>588,713</b>	<b>(4,615)</b>	<b>(0.8)</b>	<b>593,328</b>
Income before income taxes	537,766	87,875	19.5	449,891	65,331	17.0	384,560
Provision for income taxes <sup>(2)</sup>	188,218	30,756	19.5	157,462	22,865	17.0	134,597
<b>Net income — operating<sup>(1)</sup></b>	<b>\$ 349,548</b>	<b>\$ 57,119</b>	<b>19.5%</b>	<b>\$ 292,429</b>	<b>\$ 42,466</b>	<b>17.0%</b>	<b>\$ 249,963</b>
<b>Revenue — fully taxable equivalent (FTE)</b>							
Net interest income	\$ 883,536	\$ 104,123	13.4%	\$ 779,413	\$ 101,460	15.0%	\$ 677,953
Tax equivalent adjustment <sup>(2)</sup>	1,021	(35)	(3.3)	1,056	41	4.0	1,015
Net interest income (FTE)	884,557	104,088	13.3	780,469	101,501	14.9	678,968
Non-interest income	351,485	41,048	13.2	310,437	2,788	0.9	307,649
<b>Total revenue (FTE)</b>	<b>\$ 1,236,042</b>	<b>\$ 145,136</b>	<b>13.3%</b>	<b>\$ 1,090,906</b>	<b>\$ 104,289</b>	<b>10.6%</b>	<b>\$ 986,617</b>
<b>Total revenue excluding securities gains (FTE)</b>	<b>\$ 1,236,042</b>	<b>\$ 145,154</b>	<b>13.3%</b>	<b>\$ 1,090,888</b>	<b>\$ 104,285</b>	<b>10.6%</b>	<b>\$ 986,603</b>
<b>SELECTED AVERAGE BALANCES</b> (in millions of dollars)							
<b>Loans:</b>							
<b>Commercial</b>							
Middle market commercial and industrial	\$ 4,107	\$ 531	14.8%	\$ 3,576	\$ 303	9.3%	\$ 3,273
Middle market commercial real estate							
Construction	1,207	(416)	(25.6)	1,623	232	16.7	1,391
Commercial	2,486	853	52.2	1,633	20	1.2	1,613
Small business loans	2,414	190	8.5	2,224	221	11.0	2,003
<b>Total commercial</b>	<b>10,214</b>	<b>1,158</b>	<b>12.8</b>	<b>9,056</b>	<b>776</b>	<b>9.4</b>	<b>8,280</b>
<b>Consumer</b>							
Auto loans — indirect	2	(1)	(33.3)	3	(1)	(25.0)	4
Home equity loans & lines of credit	4,630	202	4.6	4,428	485	12.3	3,943
Residential mortgage	3,956	446	12.7	3,510	816	30.3	2,694
Other loans	305	35	13.0	270	(37)	(12.1)	307
<b>Total consumer</b>	<b>8,893</b>	<b>682</b>	<b>8.3</b>	<b>8,211</b>	<b>1,263</b>	<b>18.2</b>	<b>6,948</b>
<b>Total loans &amp; leases</b>	<b>\$ 19,107</b>	<b>\$ 1,840</b>	<b>10.7%</b>	<b>\$ 17,267</b>	<b>\$ 2,039</b>	<b>13.4%</b>	<b>\$ 15,228</b>
<b>Deposits:</b>							
Non-interest bearing deposits	\$ 3,312	\$ 184	5.9%	\$ 3,128	\$ 142	4.8%	\$ 2,986
Interest bearing demand deposits	6,996	82	1.2	6,914	449	6.9	6,465
Savings deposits	2,347	(246)	(9.5)	2,593	(179)	(6.5)	2,772
Domestic time deposits	6,588	1,971	42.7	4,617	828	21.9	3,789
Foreign time deposits	472	49	11.6	423	6	1.4	417
<b>Total deposits</b>	<b>\$ 19,715</b>	<b>\$ 2,040</b>	<b>11.5%</b>	<b>\$ 17,675</b>	<b>\$ 1,246</b>	<b>7.6%</b>	<b>\$ 16,429</b>

N.M., not a meaningful value.

(1) Operating basis, see Lines of Business section for definition.

(2) Calculated assuming a 35% tax rate.

Table 32 — Regional Banking<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>PERFORMANCE METRICS</b>							
Return on average assets	1.71%	0.13%		1.58%	0.06%		1.52%
Return on average equity	30.6	1.7		28.9	4.7		24.2
Net interest margin	4.58	0.12		4.46	0.05		4.41
Efficiency ratio	52.7	(1.3)		54.0	(6.1)		60.1
<b>CREDIT QUALITY</b> (in thousands of dollars)							
<b>Net charge-offs by loan type</b>							
Commercial							
Middle market commercial and industrial	\$ 2,499	\$ (7,000)	(73.7)%	\$ 9,499	\$ 8,523	N.M.%	\$ 976
Middle market commercial real estate	6,264	1,789	40.0	4,475	988	28.3	3,487
Small business loans	15,225	3,274	27.4	11,951	6,385	N.M.	5,566
<b>Total commercial</b>	<b>23,988</b>	<b>(1,937)</b>	<b>(7.5)</b>	<b>25,925</b>	<b>15,896</b>	<b>N.M.</b>	<b>10,029</b>
Consumer							
Auto loans	(78)	(107)	N.M.	29	(1)	(3.3)	30
Home equity loans & lines of credit	20,215	2,980	17.3	17,235	3,416	24.7	13,819
Residential mortgage	4,473	2,312	N.M.	2,161	634	41.5	1,527
Other loans	8,324	2,517	43.3	5,807	(136)	(2.3)	5,943
<b>Total consumer</b>	<b>32,934</b>	<b>7,702</b>	<b>30.5</b>	<b>25,232</b>	<b>3,913</b>	<b>18.4</b>	<b>21,319</b>
<b>Total net charge-offs</b>	<b>\$ 56,922</b>	<b>\$ 5,765</b>	<b>11.3%</b>	<b>\$ 51,157</b>	<b>\$ 19,809</b>	<b>63.2%</b>	<b>\$ 31,348</b>
<b>Net charge-offs — annualized percentages</b>							
Commercial							
Middle market commercial and industrial	0.06%	(0.21)%		0.27%	0.24%		0.03%
Middle market commercial real estate	0.17	0.03		0.14	0.02		0.12
Small business loans	0.63	0.09		0.54	0.26		0.28
<b>Total commercial</b>	<b>0.23</b>	<b>(0.06)</b>		<b>0.29</b>	<b>0.17</b>		<b>0.12</b>
Consumer							
Auto loans	(3.90)	(4.87)		0.97	0.22		0.75
Home equity loans & lines of credit	0.44	0.05		0.39	0.04		0.35
Residential mortgage	0.11	0.05		0.06	—		0.06
Other loans	2.73	0.58		2.15	0.22		1.93
<b>Total consumer</b>	<b>0.37</b>	<b>0.06</b>		<b>0.31</b>	<b>—</b>		<b>0.31</b>
<b>Total net charge-offs</b>	<b>0.30%</b>	<b>—%</b>		<b>0.30%</b>	<b>0.09%</b>		<b>0.21%</b>
<b>Non-performing loans and leases</b> (in millions of dollars)							
Middle market commercial and industrial	\$ 33	\$ 10	43.5%	\$ 23	\$ 1	4.5%	\$ 22
Middle market commercial real estate	35	19	N.M.	16	14	N.M.	2
Small business loans	26	(3)	(10.3)	29	14	93.3	15
Residential mortgage	29	11	61.1	18	6	50.0	12
Home equity	15	4	36.4	11	4	57.1	7
<b>Total non-performing loans and leases</b>	<b>138</b>	<b>41</b>	<b>42.3</b>	<b>97</b>	<b>39</b>	<b>67.2</b>	<b>58</b>
Other real estate, net (OREO)	50	35	N.M.	15	6	66.7	9
<b>Total non-performing assets</b>	<b>\$ 188</b>	<b>\$ 76</b>	<b>67.9%</b>	<b>\$ 112</b>	<b>\$ 45</b>	<b>67.2%</b>	<b>\$ 67</b>
Accruing loans past due 90 days or more	\$ 47	\$ 6	14.6%	\$ 41	\$ (41)	(95.3)%	\$ 43
Allowance for loan and lease losses (ALLL) (eop)	221	8	3.8	213	(7)	(3.2)	220
ALLL as a % of total loans and leases	1.14%	(0.08)%		1.22%	(0.11)%		1.33%
ALLL as a % of NPLs	160.1	(59.5)		219.6	(159.7)		379.3
ALLL + OREO as a % of NPAs	144.1	(59.5)		203.6	(138.2)		341.8
NPLs as a % of total loans and leases	0.71	0.16		0.55	0.20		0.35
NPAs as a % of total loans and leases + OREO	0.97	0.33		0.64	0.24		0.40

N.M., not a meaningful value.

eop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

Table 32 — Regional Banking<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>SUPPLEMENTAL DATA</b>							
# employees — full-time equivalent (eop)	4,888	359	7.9%	4,529	(137)	(2.9)%	4,666
<b>Retail Banking</b>							
Average loans (in millions)	\$ 5,847	\$ 717	14.0%	\$ 5,130	\$ 625	13.9%	\$ 4,505
Average deposits (in millions)	12,833	1,253	10.8	11,580	549	5.0	11,031
# employees — full-time equivalent (eop)	3,573	328	10.1	3,245	(159)	(4.7)	3,404
# banking offices (eop)	371	37	11.1	334	—	—	334
# ATMs (eop)	988	44	4.7	944	240	34.1	704
# DDA households (eop) <sup>(2)</sup>	559,574	44,884	8.7	514,690	11,759	2.3	502,931
# New relationships 90-day cross-sell (average) <sup>(2)</sup>	2.84	0.04	1.4	2.80	0.43	18.1	2.37
# on-line customers (eop) <sup>(2)</sup>	289,868	44,725	18.2	245,143	33,751	16.0	211,392
% on-line retail household penetration (eop) <sup>(2)</sup>	49%	4%		45%	5%		40%
<b>Small Business</b>							
Average loans (in millions)	\$ 2,414	\$ 190	8.5%	\$ 2,224	\$ 88	4.1%	\$ 2,136
Average deposits (in millions)	2,426	325	15.5	2,101	123	6.2	1,978
# employees — full-time equivalent (eop)	317	47	17.6	269	5	2.0	264
# business DDA relationships (eop) <sup>(2)</sup>	60,470	6,472	12.0	53,998	3,141	6.2	50,857
# New relationships 90-day cross-sell (average) <sup>(2)</sup>	2.27	(0.07)	(3.0)	2.34	0.13	6.0	2.21
<b>Commercial Banking</b>							
Average loans (in millions)	\$ 7,807	\$ 849	12.2%	\$ 6,958	\$ 611	9.6%	\$ 6,347
Average deposits (in millions)	4,286	479	12.6	3,807	564	17.4	3,243
# employees — full-time equivalent (eop)	467	35	8.2	432	(31)	(6.6)	463
# customers (eop) <sup>(2)</sup>	5,694	1,058	22.8	4,636	(877)	(15.9)	5,513
<b>Mortgage Banking</b>							
Average loans (in millions) <sup>(3)</sup>	\$ 3,039	\$ 84	2.8%	\$ 2,955	\$ 715	31.9%	\$ 2,240
Average deposits (in millions)	170	(17)	(9.1)	187	10	5.6	177
# employees — full-time equivalent (eop)	530	(53)	(9.0)	583	47	8.8	536
Closed loan volume (in millions) <sup>(2)</sup>	\$ 2,822	\$ (462)	(14.1)	\$ 3,284	\$ (909)	(21.7)	\$ 4,193
Portfolio closed loan volume (in millions) <sup>(2)</sup>	1,040	(242)	(18.9)	1,282	(1,276)	(49.9)	2,559
Agency delivery volume (in millions) <sup>(2)</sup>	1,558	(131)	(7.7)	1,689	45	2.7	1,644
Total servicing portfolio (in millions) <sup>(2)</sup>	12,953	1,371	11.8	11,582	827	7.7	10,755
Portfolio serviced for others (in millions) <sup>(2)</sup>	8,252	976	13.4	7,276	415	6.0	6,861
Mortgage servicing rights (in millions) <sup>(2)</sup>	131.1	39.8	43.7	91.3	14.2	18.4	77.1

N.M., not a meaningful value.

N/A — Not Available.

eop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

(2) Periods prior to 2Q06 exclude Unizan.

(3) Unizan mortgage loans in Retail Banking.

**Dealer Sales**

(See Significant Factors 3, 5, and 7 and the Operating Lease Assets Section.)

**Objectives, Strategies, and Priorities**

Our Dealer Sales line of business provides a variety of banking products and services to more than 3,500 automotive dealerships within our primary banking markets, as well as in Arizona, Florida, Georgia, New Jersey, North Carolina, Pennsylvania, South Carolina, and Tennessee. Dealer Sales finances the purchase of automobiles by customers at automotive dealerships; purchases automobiles from dealers and simultaneously leases the automobiles to consumers under long-term leases; finances dealerships' new and used vehicle inventories, dealership real estate, or dealer working capital needs; and provides other banking services to the automotive dealerships and their owners. Competition from the financing divisions of automobile manufacturers and from other financial institutions is intense. Dealer Sales' production opportunities are directly impacted by the general automotive sales business, including programs initiated by manufacturers to enhance and increase sales directly. We have been in this line of business for over 50 years.

The Dealer Sales strategy has been to focus on developing relationships with the dealership through its finance department, general manager, and owner. An underwriter who understands each local market makes loan decisions, though we prioritize maintaining pricing discipline over market share.

Automobile lease accounting significantly impacts the presentation of Dealer Sales' financial results. Automobile leases originated prior to May 2002 are accounted for as automobile operating leases, with leases originated since April 2002 accounted for as direct financing leases. This accounting treatment impacts a number of Dealer Sales' financial performance results and trends including net interest income, non-interest income, and non-interest expense. Residual values on leased automobiles, including the accounting for residual value losses, are also an important factor in the overall profitability of automobile leases.

**2006 versus 2005 Performance**

Dealer Sales contributed \$59.9 million, or 13%, of the company's net operating earnings for 2006, down \$6.4 million from 2005. This decrease primarily reflected the negative impacts of a lower net contribution from automobile operating lease assets and a decline in net interest income, partially offset by the benefits of a lower provision for credit losses, growth in non-interest income before automobile operating lease income, and a decline in non-interest expense before automobile operating lease expense. Dealer Sales' ROA was 1.13%, up slightly from 1.12% for 2005, with a ROE of 22.9%, up from 18.7% for 2005.

Automobile operating lease income and automobile operating lease expense continued to decline as that portfolio continued to run off. As a result, the net earnings contribution from automobile operating leases in 2006 was \$11.8 million (\$43.1 million in automobile operating lease income offset by \$31.3 million in automobile operating lease expense), down \$17.3 million, or 60%, from the net contribution a year ago of \$29.2 million (\$133.0 million in automobile operating lease income offset by \$103.8 million in automobile operating lease expense). Average automobile operating lease assets declined 74% from the comparable year-ago period.

Net interest income declined \$10.6 million, or 7%, from a year ago, reflecting a 6% decline in average loans and leases, as well as a 5 basis point decline in the net interest margin to 2.63% from 2.68%. The decline in average loans and leases reflected the combination of two factors: (1) continued softness in loan and lease production levels over this period from low consumer demand and competitive pricing, and (2) little growth in automobile loans as we continued a program of selling a portion of current loan production.

The decline in the net interest margin continued to reflect aggressive pricing competition combined with increases in funding costs over the last two years on new automobile loan and lease originations. We expect Dealer Sales' net interest margin to be somewhat lower than the consolidated total company's, as this line of business does not have significant lower cost deposit balances to offset loan and lease funding costs. This business is directly impacted by the general automotive sales business, as well as programs initiated by manufacturers to enhance and increase sales.

During 2006 compared with 2005, new car sales in the Midwest, as well as on a national basis, remained soft with the domestic automobile manufacturers continuing to post sizeable reductions in sales volumes. In contrast, Dealer Sales' automobile loan originations were up 14% over last year, supported by more used car financing than a year ago. On the other hand, automobile leasing has become a sales focus for all manufacturers, and as a result, we have experienced a 39% reduction in automobile lease production in 2006 compared with last year, primarily as a result of special leasing programs offered by manufacturers.

The average length of an automobile loan continued to increase slightly from prior year levels, while the length of an automobile lease remained stable. Profitability of originated automobile loans and leases improved as funding costs stabilized, and our focus on profitable business remained intact despite intense pricing competition.

The provision for credit losses for 2006 decreased \$11.7 million, or 45%, from 2005. This decrease primarily reflected lower net charge-offs, which declined \$6.1 million and were 0.39% of average total automobile loans and leases for 2006, compared with 0.48% in 2005. Also contributing to the reduction in the provision for credit losses was a decline in the credit risk in the commercial and consumer automobile loan and lease portfolios as well as lower consumer portfolio growth rates as compared to last year.

Non-interest income excluding automobile operating lease income increased \$3.9 million, primarily reflecting a \$4.2 million increase in other income. This increase resulted from higher servicing related income and gains on sales of automobile loans from our ongoing program of selling up to 50% of our automobile loan and lease current production, offset in part by a decline in lease termination income. Loans sold in 2006 totaled \$710 million compared with \$414 million in 2005.

Non-interest expense excluding automobile operating lease expense reflected declines in other non-interest expense, partially offset by a \$0.6 million, or 3%, increase in personnel costs. Other expense declined \$3.1 million, or 5%, primarily due to a \$1.8 million reduction in collection related costs and a \$4.2 reduction in automobile lease residual value insurance costs, offset in part by an increase in automobile lease residual value losses. The decrease in collection related costs was, in general, a result of lower delinquency and charge-off levels while the reduction in lease residual value insurance costs resulted from overall declines in the lease portfolios. The increase in lease residual value losses was primarily attributed to higher relative losses on vehicles sold at auction, most notably high-line imports and larger sport utility vehicles.

**2005 versus 2004 Performance**

Dealer Sales contributed \$66.3 million, or 16%, of the company's net operating earnings for 2005, up \$1.7 million from 2004. This increase reflected an \$18.8 million lower provision for credit losses, a \$7.2 decrease in non-interest expense excluding automobile operating lease expense and a \$2.5 million increase in non-interest income excluding automobile operating lease income, offset by a \$21.2 million decrease in the net earnings contribution from automobile operating lease assets and a \$4.2 million decline in net interest income. The improvement in the provision for credit losses was primarily due to a \$14.1 million reduction in net charge-offs. The decline in the net earnings contribution from automobile operating lease assets was primarily due to a 61% decline in average operating lease assets as that portfolio continues to run off while the decline in net interest income primarily resulted from a 7 basis point decrease in the net interest margin. Dealer Sales' ROA was 1.12%, up from 0.99% for 2004, with a ROE of 18.7%, up from 15.8% for 2004.

Table 33 — Dealer Sales<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>INCOME STATEMENT</b> (in thousands of dollars)							
Net interest income	\$ 134,931	\$ (10,595)	(7.3)%	\$ 145,526	\$ (4,217)	(2.8)%	\$ 149,743
Provision for credit losses	14,206	(11,716)	(45.2)	25,922	(18,775)	(42.0)	44,697
<b>Net interest income after provision for credit losses</b>	<b>120,725</b>	<b>1,121</b>	<b>0.9</b>	<b>119,604</b>	<b>14,558</b>	<b>13.9</b>	<b>105,046</b>
Automobile operating lease income	43,115	(89,900)	(67.6)	133,015	(152,416)	(53.4)	285,431
Service charges on deposit accounts	657	37	6.0	620	(168)	(21.3)	788
Brokerage and insurance income	3,624	(412)	(10.2)	4,036	1,386	52.3	2,650
Trust services	3	—	—	3	3	N.M.	—
Mortgage banking	98	31	46.3	67	6	9.8	61
Other service charges and fees	6	2	50.0	4	3	N.M.	1
Other income	36,364	4,233	13.2	32,131	1,308	4.2	30,823
Total non-interest income before securities gains	83,867	(86,009)	(50.6)	169,876	(149,878)	(46.9)	319,754
Securities gains	—	—	N.M.	—	(469)	(100.0)	469
<b>Total non-interest income</b>	<b>83,867</b>	<b>(86,009)</b>	<b>(50.6)</b>	<b>169,876</b>	<b>(150,347)</b>	<b>(47.0)</b>	<b>320,223</b>
Automobile operating lease expense	31,286	(72,564)	(69.9)	103,850	(131,230)	(55.8)	235,080
Personnel costs	21,808	645	3.0	21,163	(1,857)	(8.1)	23,020
Other expense	59,354	(3,137)	(5.0)	62,491	(5,344)	(7.9)	67,835
<b>Total non-interest expense</b>	<b>112,448</b>	<b>(75,056)</b>	<b>(40.0)</b>	<b>187,504</b>	<b>(138,431)</b>	<b>(42.5)</b>	<b>325,935</b>
Income before income taxes	92,144	(9,832)	(9.6)	101,976	2,642	2.7	99,334
Provision for income taxes <sup>(2)</sup>	32,250	(3,441)	(9.6)	35,691	925	2.7	34,766
<b>Net income — operating<sup>(1)</sup></b>	<b>\$ 59,894</b>	<b>\$ (6,391)</b>	<b>(9.6)%</b>	<b>\$ 66,285</b>	<b>\$ 1,717</b>	<b>2.7%</b>	<b>\$ 64,568</b>
<b>Revenue — fully taxable equivalent (FTE)</b>							
Net interest income	\$ 134,931	\$ (10,595)	(7.3)%	\$ 145,526	\$ (4,217)	(2.8)%	\$ 149,743
Tax equivalent adjustment <sup>(2)</sup>	—	—	N.M.	—	—	N.M.	—
Net interest income (FTE)	134,931	(10,595)	(7.3)	145,526	(4,217)	(2.8)	149,743
Non-interest income	83,867	(86,009)	(50.6)	169,876	(150,347)	(47.0)	320,223
<b>Total revenue (FTE)</b>	<b>\$ 218,798</b>	<b>\$ (96,604)</b>	<b>(30.6)%</b>	<b>\$ 315,402</b>	<b>\$ (154,564)</b>	<b>(32.9)%</b>	<b>\$ 469,966</b>
<b>Total revenue excluding securities gains (FTE)</b>	<b>\$ 218,798</b>	<b>\$ (96,604)</b>	<b>(30.6)%</b>	<b>\$ 315,402</b>	<b>\$ (154,095)</b>	<b>(32.8)%</b>	<b>\$ 469,497</b>
<b>SELECTED AVERAGE BALANCES</b> (in millions of dollars)							
<b>Loans:</b>							
<b>Commercial</b>							
Middle market commercial and industrial	\$ 821	\$ 85	11.5%	\$ 736	\$ (22)	(2.9)%	\$ 758
Middle market commercial real estate	—	(5)	(100.0)	5	—	—	5
Construction	17	(34)	(66.7)	51	(25)	(32.9)	76
<b>Total commercial</b>	<b>838</b>	<b>46</b>	<b>5.8</b>	<b>792</b>	<b>(47)</b>	<b>(5.6)</b>	<b>839</b>
<b>Consumer</b>							
Auto leases — indirect	2,031	(391)	(16.1)	2,422	230	10.5	2,192
Auto loans — indirect	2,055	15	0.7	2,040	(241)	(10.6)	2,281
Home equity loans & lines of credit	—	—	N.M.	—	—	N.M.	—
Other loans	126	21	20.0	105	28	36.4	77
<b>Total consumer</b>	<b>4,212</b>	<b>(355)</b>	<b>(7.8)</b>	<b>4,567</b>	<b>17</b>	<b>0.4</b>	<b>4,550</b>
<b>Total loans &amp; leases</b>	<b>\$ 5,050</b>	<b>\$ (309)</b>	<b>(5.8)%</b>	<b>\$ 5,359</b>	<b>\$ (30)</b>	<b>(0.6)%</b>	<b>\$ 5,389</b>
<b>Automobile operating lease assets</b>	<b>\$ 93</b>	<b>\$ (258)</b>	<b>(73.5)%</b>	<b>\$ 351</b>	<b>\$ (540)</b>	<b>(60.6)%</b>	<b>\$ 891</b>
<b>Deposits:</b>							
Non-interest bearing deposits	\$ 51	\$ (12)	(19.0)%	\$ 63	\$ (3)	(4.5)%	\$ 66
Interest bearing demand deposits	2	—	—	2	—	—	2
Foreign time deposits	4	—	—	4	—	—	4
<b>Total deposits</b>	<b>\$ 57</b>	<b>\$ (12)</b>	<b>(17.4)%</b>	<b>\$ 69</b>	<b>\$ (3)</b>	<b>(4.2)%</b>	<b>\$ 72</b>

N.M., not a meaningful value.

(1) Operating basis, see Lines of Business section for definition.

(2) Calculated assuming a 35% tax rate.

Table 33 — Dealer Sales<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>PERFORMANCE METRICS</b>							
Return on average assets	1.13%	0.01%		1.12%	0.13%		0.99%
Return on average equity	22.9	4.2		18.7	2.9		15.8
Net interest margin	2.63	(0.05)		2.68	(0.07)		2.75
Efficiency ratio	51.4	(8.0)		59.4	(10.0)		69.4
<b>CREDIT QUALITY</b> (in thousands of dollars)							
<b>Net charge-offs by loan type</b>							
Commercial							
Middle market commercial and industrial	\$ (174)	\$ (1,606)	N.M.%	\$ 1,432	\$ 1,461	N.M.%	\$ (29)
<b>Total commercial</b>	<b>(174)</b>	<b>(1,606)</b>	<b>N.M.</b>	<b>1,432</b>	<b>1,461</b>	<b>N.M.</b>	<b>(29)</b>
Consumer							
Auto leases	10,445	(1,219)	(10.5)	11,664	827	7.6	10,837
Auto loans	8,408	(3,551)	(29.7)	11,959	(16,585)	(58.1)	28,544
Home equity loans & lines of credit	—	(18)	(100.0)	18	18	N.M.	—
Other loans	1,156	285	32.7	871	190	27.9	681
<b>Total consumer</b>	<b>20,009</b>	<b>(4,503)</b>	<b>(18.4)</b>	<b>24,512</b>	<b>(15,550)</b>	<b>(38.8)</b>	<b>40,062</b>
<b>Total net charge-offs</b>	<b>\$ 19,835</b>	<b>\$ (6,109)</b>	<b>(23.5)%</b>	<b>\$ 25,944</b>	<b>\$ (14,089)</b>	<b>(35.2)%</b>	<b>\$ 40,033</b>
<b>Net charge-offs — annualized percentages</b>							
Commercial							
Middle market commercial and industrial	(0.02)%	(0.21)%		0.19%	0.19%		—%
<b>Total commercial</b>	<b>(0.02)</b>	<b>(0.20)</b>		<b>0.18</b>	<b>0.18</b>		<b>—</b>
Consumer							
Auto leases	0.51	0.03		0.48	(0.01)		0.49
Auto loans	0.41	(0.18)		0.59	(0.66)		1.25
Home equity loans & lines of credit	N.M.	N.M.		N.M.	N.M.		N.M.
Other loans	0.92	0.09		0.83	(0.05)		0.88
<b>Total consumer</b>	<b>0.48</b>	<b>(0.06)</b>		<b>0.54</b>	<b>(0.34)</b>		<b>0.88</b>
<b>Total net charge-offs</b>	<b>0.39%</b>	<b>(0.09)%</b>		<b>0.48%</b>	<b>(0.26)%</b>		<b>0.74</b>
<b>Non-performing loans and leases</b> (in millions of dollars)							
Middle market commercial and industrial	\$ —	\$ —	N.M.%	\$ —	\$ —	N.M.%	\$ —
Middle market commercial real estate	—	—	N.M.	—	—	N.M.	—
<b>Total non-performing loans and leases</b>	<b>—</b>	<b>—</b>	<b>N.M.</b>	<b>—</b>	<b>—</b>	<b>N.M.</b>	<b>—</b>
Other real estate, net (OREO)	—	—	N.M.	—	—	N.M.	—
<b>Total non-performing assets</b>	<b>\$ —</b>	<b>\$ —</b>	<b>N.M.%</b>	<b>\$ —</b>	<b>\$ —</b>	<b>N.M.%</b>	<b>\$ —</b>
Accruing loans past due 90 days or more	\$ 6	\$ (4)	(40)%	\$ 10	\$ 3	43%	\$ 7
Allowance for loan and lease losses (ALLL) (eop)	35	(4)	(10.3)	39	2	5.4	37
ALLL as a % of total loans and leases	0.71%	(0.03)%		0.74%	0.05%		0.69%
ALLL as a % of NPLs	N.M.	N.M.		N.M.	N.M.		N.M.
ALLL + OREO as a % of NPAs	N.M.	N.M.		N.M.	N.M.		N.M.
NPLs as a % of total loans and leases	—	—		—	—		—
NPAs as a % of total loans and leases + OREO	—	—		—	—		—

N.M., not a meaningful value.

eop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

Table 33 — Dealer Sales<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>SUPPLEMENTAL DATA</b>							
# employees — full-time equivalent (eop)	350	(19)	(5.1)%	369	(38)	(9)%	407
<b>Automobile loans</b>							
Production (in millions)	\$ 1,716.6	\$ 213.8	14.2%	\$ 1,502.8	\$ (84.2)	(5.3)%	\$ 1,586.9
% Production new vehicles	48.6%	(7.5)%		56.2%	6.7%		49.5%
Average term (in months)	68.4	3.2		65.2	0.2		65.0
<b>Automobile leases</b>							
Production (in millions)	\$ 343.5	\$ (222.6)	(39.3)%	\$ 566.1	\$ (494.1)	(46.6)%	\$ 1,060.2
% Production new vehicles	96.9%	(1.8)%		98.7%	(0.5)%		99.2%
Average term (in months)	52.9	(0.5)		53.4	(0.6)		54.0
Average residual %	41.5	(0.2)		41.7	(0.7)		42.4

eop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

**Private Financial and Capital Markets Group***(See Significant Factors 1 and 5)***Objectives, Strategies, and Priorities**

The Private Financial and Capital Markets Group (PFCMG) provides products and services designed to meet the needs of higher net worth customers. Revenue is derived through the sale of trust, asset management, investment advisory, brokerage, insurance, and private banking products and services. It also focuses on financial solutions for corporate and institutional customers that include investment banking, sales and trading of securities, mezzanine capital financing, and risk management products. To serve high net worth customers, a unique distribution model is used that employs a single, unified sales force to deliver products and services mainly through Regional Banking distribution channels. PFCMG provides investment management and custodial services to our 29 proprietary mutual funds, including 10 variable annuity funds, which represented approximately \$3.9 billion in assets under management at December 31, 2006. The Huntington Investment Company offers brokerage and investment advisory services to both Regional Banking and PFCMG customers through more than 100 licensed investment sales representatives and 600 licensed personal bankers. PFCMG's insurance entities provide a complete array of insurance products including individual life insurance products ranging from basic term life insurance, to estate planning, group life and health insurance, property and casualty insurance, mortgage title insurance, and reinsurance for payment protection products. Income and related expenses from the sale of brokerage and insurance products is shared with the line of business that generated the sale or provided the customer referral, most notably Regional Banking.

PFCMG's primary goals are to consistently increase assets under management by offering innovative products and services that are responsive to our clients' changing financial needs and to grow the balance sheet mainly through increased loan volume achieved through improved cross-selling efforts. To grow managed assets, the Huntington Investment Company (HIC) sales team has been utilized as the distribution source for trust and investment management. Additionally, PFCMG has been successful in introducing innovative investment management products.

**2006 versus 2005 Performance**

PFCMG contributed \$53.2 million, or 12% of the company's operating earnings for the year ended December 31, 2006, up \$5.6 million, or 12%, from the previous year. The improvement reflected a \$21.3 million increase in fully taxable equivalent revenue; partially offset by a \$1.5 million increase in the provision for credit losses and an \$11.2 million increase in total non-interest expense. The ROA and ROE for 2006 were 2.50% and 35.4%, respectively, compared to 2.41% and 36.6%, respectively, for 2005.

The overall improvement in performance for 2006 was largely the result of continued success in the trust and asset management business. At December 31, 2006, assets under management were \$12.2 billion, a 13% increase from December 31, 2005. Total trust assets amounted to nearly \$52 billion, a 13% increase from the prior year and total trust fees increased 16% year over year. The Unizan acquisition completed in the first quarter 2006 contributed \$1.1 billion of the \$6.0 billion growth in total trust assets, and \$0.8 billion of the \$1.1 billion growth in managed assets, and \$5.2 million of the \$12.3 million increase in trust income. Core growth in managed assets resulted from the continued success of utilizing the HIC sales team as the distribution source for trust and investment management products and services. Approximately \$243 million in new Huntington Asset Management Accounts (HAMA), which are primarily sold through HIC, were opened during 2006. We also expanded our trust presence in the Florida market by opening two new offices in mid-year 2005 and by opening new offices in Dayton, Indianapolis, and St. Petersburg in the second quarter 2006. By December 31, 2006, total managed assets for these new offices was approximately \$220 million. The solid investment performance of our proprietary mutual funds was reflected in strong growth in fund assets. At December 31, 2006, Huntington Fund assets were \$3.9 billion, an 11% increase from December 31, 2005, and equity fund assets were \$1.5 billion, a 15% increase from the year ago period. In addition, three of the eight equity funds eligible for rating had an overall Morningstar "4 Star" or "5 Star" rating and one fixed-income fund had a Morningstar "5 Star" rating.

Brokerage and insurance revenue also grew significantly in 2006, with brokerage revenue increasing \$4.4 million, or 12%, and insurance revenue increasing \$1.6 million, or 13%. The growth in brokerage revenue resulted primarily from double digit increases in both mutual fund and annuity sales volume, while the increase in insurance revenue was fueled by a 16% increase in revenue from the agency business combined with the formation of a captive insurance company which now provides various insurance coverage for the Bank's automobile loan and lease business.

PFCMG showed modest balance sheet growth for 2006. Average loan balances increased 6%, while average deposit balances increased by only 1%. PFCMG's total loan growth of 6% was consistent with the Bank's total loan growth of 7%, but PFCMG's growth occurred largely in consumer loans, which increased 8% year over year, driven by growth in residential mortgage loans.

Deposit growth occurred primarily in consumer certificates of deposit. Deposit growth has been impacted by a redirection of private banking sweep account balances to the Huntington Funds during 2006. Additionally, customers have used deposits to fund new HAMA's as well as pay down lines of credit due to rising interest rates.

Our results for 2006 also reflected the benefit of a favorable \$7.4 million valuation adjustment in the Capital Markets hedge fund portfolio. This contrasts with a \$0.4 million hedge fund valuation adjustment for 2005. Partially offsetting this benefit was the impact of increasing the amount of revenue sharing in 2006 (approximately \$2 million) with Regional Banking for referrals of mezzanine financing deals.

Non-interest expense increased \$11.2 million, or 8.5%, from 2005, due to increased expenses from the Unizan acquisition (\$4.0 million), additional sales commissions related to increased brokerage and insurance revenue (\$3.4 million), the opening of the new trust offices in 2005 and 2006 (\$1.4 million), and share-based compensation expense (\$2.6 million).

**2005 versus 2004 Performance**

PFCMG contributed \$47.6 million, or 12%, of the company's net operating earnings for 2005, up \$2.7 million, or 6%, from 2004. The improvement reflected a \$12.7 million increase in fully taxable equivalent revenue, partially offset by the negative impact of a \$6.8 million increase in non-interest expense. The ROA and ROE for 2005 were 2.41% and 36.6%, respectively, compared with 2.53% and 33.9%, respectively, for 2004.

Table 34 — Private Financial and Capital Markets Group<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>INCOME STATEMENT</b> (in thousands of dollars)							
Net interest income	\$ 73,342	\$ (68)	(0.1)%	\$ 73,410	\$ 11,319	18.2%	\$ 62,091
Provision for credit losses	5,665	1,534	37.1	4,131	1,480	55.8	2,651
<b>Net interest income after provision for credit losses</b>	<b>67,677</b>	<b>(1,602)</b>	<b>(2.3)</b>	<b>69,279</b>	<b>9,839</b>	<b>16.6</b>	<b>59,440</b>
Service charges on deposit accounts	3,726	44	1.2	3,682	(301)	(7.6)	3,983
Brokerage and insurance income	38,101	4,451	13.2	33,650	(3,442)	(9.3)	37,092
Trust services	88,755	12,267	16.0	76,488	10,083	15.2	66,405
Mortgage banking	(1,170)	(261)	28.7	(909)	(268)	41.8	(641)
Other service charges and fees	539	49	10.0	490	38	8.4	452
Other income	26,582	4,903	22.6	21,679	(4,779)	(18.1)	26,458
Total non-interest income before securities gains	156,533	21,453	15.9	135,080	1,331	1.0	133,749
Securities gains	(33)	(103)	N.M.	70	(218)	(75.7)	288
<b>Total non-interest income</b>	<b>156,500</b>	<b>21,350</b>	<b>15.8</b>	<b>135,150</b>	<b>1,113</b>	<b>0.8</b>	<b>134,037</b>
Personnel costs	87,471	11,888	15.7	75,583	1,749	2.4	73,834
Other expense	54,925	(687)	(1.2)	55,612	5,005	9.9	50,607
<b>Total non-interest expense</b>	<b>142,396</b>	<b>11,201</b>	<b>8.5</b>	<b>131,195</b>	<b>6,754</b>	<b>5.4</b>	<b>124,441</b>
Income before income taxes	81,781	8,547	11.7	73,234	4,198	6.1	69,036
Provision for income taxes <sup>(2)</sup>	28,624	2,992	11.7	25,632	1,470	6.1	24,162
<b>Net income — operating<sup>(1)</sup></b>	<b>\$ 53,157</b>	<b>\$ 5,555</b>	<b>11.7%</b>	<b>\$ 47,602</b>	<b>\$ 2,728</b>	<b>6.1%</b>	<b>\$ 44,874</b>

**Revenue — fully taxable equivalent (FTE)**

Net interest income	\$ 73,342	\$ (68)	(0.1)%	\$ 73,410	\$ 11,319	18.2%	\$ 62,091
Tax equivalent adjustment <sup>(2)</sup>	418	52	14.2	366	277	N.M.	89
Net interest income (FTE)	73,760	(16)	(0.0)	73,776	11,596	18.6	62,180
Non-interest income	156,500	21,350	15.8	135,150	1,113	0.8	134,037
<b>Total revenue (FTE)</b>	<b>\$ 230,260</b>	<b>\$ 21,334</b>	<b>10.2%</b>	<b>\$ 208,926</b>	<b>\$ 12,709</b>	<b>6.5%</b>	<b>\$ 196,217</b>
<b>Total revenue excluding securities gains (FTE)</b>	<b>\$ 230,293</b>	<b>\$ 21,437</b>	<b>10.3%</b>	<b>\$ 208,856</b>	<b>\$ 12,927</b>	<b>6.6%</b>	<b>\$ 195,929</b>

**SELECTED AVERAGE BALANCES** (in millions of dollars)

**Loans:**

<b>Commercial</b>							
Middle market commercial and industrial	\$ 573	\$ 68	13.5%	\$ 505	\$ 80	18.8%	\$ 425
Middle market commercial real estate							
Construction	16	(34)	(68.0)	50	26	N.M.	24
Commercial	224	—	—	224	(9)	(3.9)	233
<b>Total commercial</b>	<b>813</b>	<b>34</b>	<b>4.4</b>	<b>779</b>	<b>97</b>	<b>14.2</b>	<b>682</b>
<b>Consumer</b>							
Home equity loans & lines of credit	340	16	4.9	324	23	7.6	301
Residential mortgage	625	54	9.5	571	53	10.2	518
Other loans	8	(2)	(20.0)	10	1	11.1	9
<b>Total consumer</b>	<b>973</b>	<b>68</b>	<b>7.5</b>	<b>905</b>	<b>77</b>	<b>9.3</b>	<b>828</b>
<b>Total loans &amp; leases</b>	<b>\$ 1,786</b>	<b>\$ 102</b>	<b>6.1%</b>	<b>\$ 1,684</b>	<b>\$ 174</b>	<b>11.5%</b>	<b>\$ 1,510</b>

**Deposits:**

Non-interest bearing deposits	\$ 167	\$ (21)	(11.2)%	\$ 188	\$ 10	5.6%	\$ 178
Interest bearing demand deposits	744	2	0.3	742	2	0.3	740
Savings deposits	36	(6)	(14.3)	42	(5)	(10.6)	47
Domestic time deposits	184	37	25.2	147	42	40.0	105
Foreign time deposits	21	2	10.5	19	(4)	(17.4)	23
<b>Total deposits</b>	<b>\$ 1,152</b>	<b>\$ 14</b>	<b>1.2%</b>	<b>\$ 1,138</b>	<b>\$ 45</b>	<b>4.1%</b>	<b>\$ 1,093</b>

N.M., not a meaningful value.

(1) Operating basis, see Lines of Business section for definition.

(2) Calculated assuming a 35% tax rate.

Table 34 — Private Financial and Capital Markets Group<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>PERFORMANCE METRICS</b>							
Return on average assets	2.50%	0.09%		2.41%	(0.12)%		2.53%
Return on average equity	35.4	(1.2)		36.6	2.7		33.9
Net interest margin	3.93	(0.22)		4.15	0.32		3.83
Efficiency ratio	61.8	(1.0)		62.8	(0.7)		63.5
<b>CREDIT QUALITY</b> (in thousands of dollars)							
<b>Net charge-offs by loan type</b>							
Commercial							
Middle market commercial and industrial	\$ 3,993	\$ 1,346	50.9%	\$ 2,647	\$ 1,674	N.M.%	\$ 973
Middle market commercial real estate	(156)	274	(63.7)	(430)	(4,914)	N.M.	4,484
<b>Total commercial</b>	<b>3,837</b>	<b>1,620</b>	<b>73.1</b>	<b>2,217</b>	<b>(3,240)</b>	<b>(59.4)</b>	<b>5,457</b>
Consumer							
Home equity loans & lines of credit	1,639	1,273	N.M.	366	(889)	(70.8)	1,255
Residential mortgage	32	(139)	(81.3)	171	(62)	(26.6)	233
Other loans	111	(91)	(45.0)	202	(7)	(3.3)	209
<b>Total consumer</b>	<b>1,782</b>	<b>1,043</b>	<b>N.M.</b>	<b>739</b>	<b>(958)</b>	<b>(56.5)</b>	<b>1,697</b>
<b>Total net charge-offs</b>	<b>\$ 5,619</b>	<b>\$ 2,663</b>	<b>90.1%</b>	<b>\$ 2,956</b>	<b>\$ (4,198)</b>	<b>(58.7)%</b>	<b>\$ 7,154</b>
<b>Net charge-offs — annualized percentages</b>							
Commercial							
Middle market commercial and industrial	0.70%	0.18%		0.52%	0.29%		0.23%
Middle market commercial real estate	(0.07)	0.09		(0.16)	(1.90)		1.74
<b>Total commercial</b>	<b>0.47</b>	<b>0.19</b>		<b>0.28</b>	<b>(0.52)</b>		<b>0.80</b>
Consumer							
Home equity loans & lines of credit	0.48	0.37		0.11	(0.31)		0.42
Residential mortgage	0.01	(0.02)		0.03	(0.01)		0.04
Other loans	1.39	(0.63)		2.02	(0.30)		2.32
<b>Total consumer</b>	<b>0.18</b>	<b>0.10</b>		<b>0.08</b>	<b>(0.12)</b>		<b>0.20</b>
<b>Total net charge-offs</b>	<b>0.31%</b>	<b>0.13%</b>		<b>0.18%</b>	<b>(0.29)%</b>		<b>0.47%</b>
<b>Non-performing loans and leases</b> (in millions of dollars)							
Middle market commercial and industrial	\$ 3	\$ (2)	(40.0)%	\$ 5	\$ 3	N.M.%	\$ 2
Middle market commercial real estate	—	—	N.M.	—	(2)	(100.0)	2
Residential mortgage	3	3	N.M.	—	(2)	(100)	2
<b>Total non-performing loans and leases</b>	<b>6</b>	<b>1</b>	<b>20.0</b>	<b>5</b>	<b>(1)</b>	<b>(16.7)</b>	<b>6</b>
Other real estate, net (OREO)	—	—	N.M.	—	(36)	(100)	36
<b>Total non-performing assets</b>	<b>\$ 6</b>	<b>\$ 1</b>	<b>20.0%</b>	<b>\$ 5</b>	<b>\$ (37)</b>	<b>(88.1)%</b>	<b>\$ 42</b>
Accruing loans past due 90 days or more	\$ 6	\$ 1	27.7%	\$ 5	\$ 1	17.5%	\$ 4
Allowance for loan and lease losses (ALLL) (cop)	16	—	—	16	2	14.3	14
ALLL as a % of total loans and leases	0.87%	(0.06)%		0.93%	0.08%		0.85%
ALLL as a % of NPLs	266.7	(53.3)		320.0	86.7		233.3
ALLL + OREO as a % of NPAs	266.7	(53.3)		320.0	201.0		119.0
NPLs as a % of total loans and leases	0.33	0.04		0.29	(0.08)		0.37
NPAs as a % of total loans and leases + OREO	0.33	0.04		0.29	(2.22)		2.51

N.M., not a meaningful value.

cop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

Table 34 — Private Financial and Capital Markets Group<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>PRIVATE FINANCIAL SUPPLEMENTAL DATA</b>							
# employees — full-time equivalent (eop) <sup>(2)</sup>	836	114	15.8%	722	(8)	(1.1)%	730
# licensed bankers (eop) <sup>(3)</sup>	684	23	3.5	661	(8)	(1.2)	669
<b>Brokerage and Insurance Income</b> (in thousands)							
Mutual fund revenue	\$ 5,470	\$ (26)	(0.5)%	\$ 5,496	\$ 274	5.2%	\$ 5,222
Annuities revenue	27,759	3,418	14.0	24,341	(2,331)	(8.7)	26,672
12b-1 fees	2,690	65	2.5	2,625	330	14.4	2,295
Discount brokerage commissions and other	5,455	955	21.2	4,500	(1,001)	(18.2)	5,501
<b>Total retail investment sales</b>	<b>41,374</b>	<b>4,412</b>	<b>11.9</b>	<b>36,962</b>	<b>(2,728)</b>	<b>(6.9)</b>	<b>39,690</b>
Investment banking fees	—	—	N.M.	—	—	N.M.	—
Insurance fees and revenue	13,611	1,552	12.9	12,059	226	1.9	11,833
<b>Total brokerage and insurance income</b>	<b>\$ 54,985</b>	<b>\$ 5,964</b>	<b>12.2</b>	<b>\$ 49,021</b>	<b>\$ (2,502)</b>	<b>(4.9)</b>	<b>\$ 51,523</b>
Fee sharing	17,108	1,165	7.3	15,943	808	5.3	15,135
<b>Total brokerage and insurance income (net of fee sharing)</b>	<b>\$ 37,877</b>	<b>\$ 4,799</b>	<b>14.5%</b>	<b>\$ 33,078</b>	<b>\$ (3,310)</b>	<b>(9.1)%</b>	<b>\$ 36,388</b>
Mutual fund sales volume (in thousands) <sup>(3)</sup>	\$ 202,127	\$ 18,399	10.0%	\$ 183,728	\$ 14,128	8.3%	\$ 169,600
Annuities sales volume (in thousands) <sup>(3)</sup>	534,639	50,776	10.5	483,863	(53,809)	(10.0)	537,672
<b>Trust Services Income</b> (in thousands)							
Personal trust revenue	\$ 43,020	\$ 6,468	17.7%	\$ 36,552	\$ 2,965	8.8%	\$ 33,587
Huntington funds revenue	30,178	3,670	13.8	26,508	5,030	23.4	21,478
Institutional trust revenue	12,014	1,771	17.3	10,243	1,551	17.8	8,692
Corporate trust revenue	4,542	508	12.6	4,034	466	13.1	3,568
<b>Total trust services income</b>	<b>\$ 89,754</b>	<b>\$ 12,417</b>	<b>16.1</b>	<b>\$ 77,337</b>	<b>\$ 10,012</b>	<b>14.9</b>	<b>\$ 67,325</b>
Fee sharing	999	150	17.7	849	(71)	(7.7)	920
<b>Total trust services income (net of fee sharing)</b>	<b>\$ 88,755</b>	<b>\$ 12,267</b>	<b>16.0%</b>	<b>\$ 76,488</b>	<b>\$ 10,083</b>	<b>15.2%</b>	<b>\$ 66,405</b>
<b>Assets Under Management</b> (eop) (in billions) <sup>(3)</sup>							
Personal trust	\$ 6.6	\$ 1.1	19.6%	\$ 5.5	\$ 0.2	3.8%	\$ 5.3
Huntington funds	3.9	0.4	10.5	3.5	0.4	12.9	3.1
Institutional trust	0.9	(0.2)	(18.4)	1.1	0.3	39.5	0.8
Corporate trust	0.0	0.0	7.9	0.0	0.0	N.M.	—
Haberer	0.8	0.2	24.9	0.6	0.0	7.0	1
<b>Total assets under management</b>	<b>\$ 12.2</b>	<b>\$ 1.4</b>	<b>13.0%</b>	<b>\$ 10.8</b>	<b>\$ 1.0</b>	<b>10.2%</b>	<b>\$ 9.8</b>
<b>Total Trust Assets</b> (eop) (in billions) <sup>(3)</sup>							
Personal trust	\$ 10.8	\$ 1.5	16.2%	\$ 9.3	\$ 0.4	4.5%	\$ 8.9
Huntington funds	3.9	0.4	10.5	3.5	0.4	12.9	3.1
Institutional trust	31.0	2.9	10.3	28.1	1.0	3.7	27.1
Corporate trust	6.0	1.3	27.3	4.7	1.0	27.0	3.7
<b>Total trust assets</b>	<b>\$ 51.6</b>	<b>\$ 6.0</b>	<b>13.3%</b>	<b>\$ 45.6</b>	<b>\$ 2.8</b>	<b>6.5%</b>	<b>\$ 42.8</b>
<b>Mutual Fund Data</b> <sup>(3)</sup>							
# Huntington mutual funds (eop) <sup>(4)</sup>	29	—	—	29	—	—	29
Sales penetration <sup>(5)</sup>	4.8%	(0.1)%	(2.1)%	4.9%	(0.4)%	(8.3)%	5.3%
Revenue penetration (whole dollars) <sup>(6)</sup>	\$ 3,495	\$ 335	10.6%	\$ 3,160	\$ (55)	(1.7)%	\$ 3,215
Profit penetration (whole dollars) <sup>(7)</sup>	1,138	(23)	(2.0)	1,161	158	15.8	1,003
Average sales per licensed banker (whole dollars) annualized	57,595	1,771	3.2	55,824	(12,425)	(18.2)	68,249
Average revenue per licensed banker (whole dollars) annualized	2,750	172	6.7	2,578	(1,061)	(29.2)	3,639

N.M., not a meaningful value.

eop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

(2) Includes Capital Markets employees.

(3) Periods prior to 2Q06 exclude Unizan.

(4) Includes variable annuity funds.

(5) Sales (dollars invested) of mutual funds and annuities divided by bank's retail deposits.

(6) Investment program revenue per million of the bank's retail deposits.

(7) Contribution of investment program to pretax profit per million of the bank's retail deposits. Contribution is difference between program revenue and program expenses.

**Treasury/ Other**

(See Significant Factors 2, 4, 5, 6, and 7)

**Objectives, Strategies and Priorities**

The Treasury/ Other line of business includes revenue and expense related to assets, liabilities, and equity that are not directly assigned or allocated to one of the other three business segments. Assets in this segment include investment securities and bank owned life insurance.

Net interest income includes the net impact of administering our investment securities portfolios as part of overall liquidity management. A match-funded transfer pricing system is used to attribute appropriate funding interest income and interest expense to other business segments. As such, net interest income includes the net impact of any over or under allocations arising from centralized management of interest rate risk. Furthermore, net interest income includes the net impact of derivatives used to hedge interest rate sensitivity.

Non-interest income includes miscellaneous fee income not allocated to other business segments, including bank owned life insurance income. Fee income also includes asset revaluations not allocated to other business segments including the valuation adjustment of MSRs to fair value, as well as any investment securities and trading assets gains or losses.

Non-interest expense includes certain corporate administrative and other miscellaneous expenses not allocated to other business segments.

The provision for income taxes for each of the other business segments is calculated at a statutory 35% tax rate, though our overall effective tax rate is lower. As a result, Treasury/ Other reflects a credit for income taxes representing the difference between the actual effective tax rate and the statutory tax rate used to allocate income taxes to the other segments.

**2006 versus 2005 Performance**

Treasury/ Other had a net operating loss of \$1.4 million in 2006, down \$7.1 million from 2005. Performance was heavily influenced by the \$84.5 million tax-expense reduction, partially offset by the \$73.3 million investment securities losses associated with the balance sheet restructuring, neither of which were allocated to other lines of business.

Net interest income for 2006 was a negative \$72.6 million compared with negative net interest income of \$35.9 million in 2005. This \$36.7 million difference resulted from higher interest expense attributable to the increase in market rates and in the credit provided to other lines of business for their net non-interest bearing sources of funding. The decline was partially offset by the net impact of a 15% increase in average investment securities balances.

Non-interest income for 2006 was a negative \$30.8 million, a \$47.6 million decline from the comparable year-ago period. This reflected the \$73.3 million of securities losses from the balance sheet restructuring. This negative was partially offset by a \$12.6 million increase in mortgage banking income, including the impact of adopting fair value accounting for mortgage servicing rights. The year-ago period benefited from a gain on sale of an equity investment.

Non-interest expense increased \$31.8 million compared to 2005, with most of the increase due to higher corporate administrative and other miscellaneous expenses not allocated to other business segments, including a \$10.0 million funding of the Huntington Foundation.

Provision for income taxes for 2006 was reduced by \$84.5 million for previously established federal income tax reserves, as well as the recognition of federal income tax loss carry backs.

**2005 versus 2004 Performance**

The operating earnings for Treasury/ Other declined \$23.8 million, or 80%, to \$5.8 million for 2005. Treasury/ Other's operating earnings comprised only 1.4% of our total net income, from 7.6% of our total net income in 2004. The decline in net income resulted from a \$57.5 million decline in net interest income and a \$25.7 million decrease in non-interest income, partially offset by a \$17.3 million decrease in non-interest expense and a \$42.1 million increase in its credit for income taxes. The decline in net interest income resulted from a reduction in the funding needs of other lines of business, due to deposit growth and loan sales in other lines of business.

Table 35 — Treasury/Other(1)

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>INCOME STATEMENT</b> (in thousands of dollars)							
Net interest income	\$ (72,632)	\$ (36,694)	N.M.%	\$ (35,938)	\$ (57,525)	N.M.%	\$ 21,587
Provision for credit losses	—	—	N.M.	—	—	N.M.	—
<b>Net interest income after provision for credit losses</b>	<b>(72,632)</b>	<b>(36,694)</b>	<b>N.M.</b>	<b>(35,938)</b>	<b>(57,525)</b>	<b>N.M.</b>	<b>21,587</b>
Service charges on deposit accounts	64	1,909	N.M.	(1,845)	(1,730)	N.M.	(115)
Brokerage and insurance income	26	23	N.M.	3	1,357	N.M.	(1,354)
Mortgage banking	3,581	12,588	N.M.	(9,007)	(111)	1.2	(8,896)
Bank owned life insurance income	43,775	3,039	7.5	40,736	(1,561)	(3.7)	42,297
Other income	(5,071)	(146)	3.0	(4,925)	(484)	10.9	(4,441)
Total non-interest income before securities gains	42,375	17,413	69.8	24,962	(2,529)	(9.2)	27,491
Securities gains	(73,158)	(65,015)	N.M.	(8,143)	(23,135)	N.M.	14,992
<b>Total non-interest income</b>	<b>(30,783)</b>	<b>(47,602)</b>	<b>N.M.</b>	<b>16,819</b>	<b>(25,664)</b>	<b>(60.4)</b>	<b>42,483</b>
<b>Total non-interest expense</b>	<b>94,215</b>	<b>31,807</b>	<b>51.0</b>	<b>62,408</b>	<b>(17,283)</b>	<b>(21.7)</b>	<b>79,691</b>
Income before income taxes	(197,630)	(116,103)	N.M.	(81,527)	(65,906)	N.M.	(15,621)
Provision for income taxes(2)	(196,252)	(108,950)	N.M.	(87,302)	(42,143)	93.3	(45,159)
<b>Net income — operating(1)</b>	<b>\$ (1,378)</b>	<b>\$ (7,153)</b>	<b>N.M.%</b>	<b>\$ 5,775</b>	<b>\$ (23,763)</b>	<b>(80.4)%</b>	<b>\$ 29,538</b>
<b>Revenue — fully taxable equivalent (FTE)</b>							
Net interest income	\$ (72,632)	\$ (36,694)	N.M.%	\$ (35,938)	\$ (57,525)	N.M.%	\$ 21,587
Tax equivalent adjustment(2)	14,586	2,615	21.8	11,971	1,422	13.5	10,549
Net interest income (FTE)	(58,046)	(34,079)	N.M.	(23,967)	(56,103)	N.M.	32,136
Non-interest income	(30,783)	(47,602)	N.M.	16,819	(25,664)	(60.4)	42,483
<b>Total revenue (FTE)</b>	<b>\$ (88,829)</b>	<b>\$ (81,681)</b>	<b>N.M.%</b>	<b>\$ (7,148)</b>	<b>\$ (81,767)</b>	<b>N.M.%</b>	<b>\$ 74,619</b>
<b>Total revenue excluding securities gains (FTE)</b>	<b>\$ (15,671)</b>	<b>\$ (16,666)</b>	<b>N.M.%</b>	<b>\$ 995</b>	<b>\$ (58,632)</b>	<b>(98.3)%</b>	<b>\$ 59,627</b>
<b>SELECTED AVERAGE BALANCES</b> (in millions of dollars)							
Securities	\$ 4,737	\$ 605	14.6%	\$ 4,132	\$ (922)	(18.2)%	\$ 5,054
Deposits:							
Brokered time deposits and negotiable CDs	3,242	123	3.9	3,119	1,282	69.8	1,837
Foreign time deposits	18	7	63.6	11	(53)	(82.8)	64
<b>Total deposits</b>	<b>\$ 3,260</b>	<b>\$ 130</b>	<b>4.2%</b>	<b>\$ 3,130</b>	<b>\$ 1,229</b>	<b>64.7%</b>	<b>\$ 1,901</b>
<b>PERFORMANCE METRICS</b>							
Return on average assets	(0.02)%	(0.11)%		0.09%	(0.35)%		0.44%
Return on average equity	(0.1)	(0.6)		0.5	(3.2)		3.7
Net interest margin	(1.13)	(0.60)		(0.53)	(1.14)		0.61
Efficiency ratio	N.M.	N.M.		N.M.	N.M.		N.M.
<b>SUPPLEMENTAL DATA</b>							
# employees — full-time equivalent (eop)	2,007	25	1.3%	1,982	(27)	(1.3)%	2,009

N.M., not a meaningful value.

eop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

(2) Reconciling difference between company's actual effective tax rate and 35% tax rate allocated to each business segment.

Table 36 — Total Company<sup>(1)</sup>

	Change From 2005			Change From 2004			
	2006	Amount	%	2005	Amount	%	2004
<b>INCOME STATEMENT</b> (in thousands of dollars)							
Net interest income	\$ 1,019,177	\$ 56,766	5.9%	\$ 962,411	\$ 51,037	5.6%	\$ 911,374
Provision for credit losses	65,191	(16,108)	(19.8)	81,299	26,237	47.6	55,062
<b>Net interest income after provision for credit losses</b>	<b>953,986</b>	<b>72,874</b>	<b>8.3</b>	<b>881,112</b>	<b>24,800</b>	<b>2.9</b>	<b>856,312</b>
Automobile operating lease income	43,115	(89,900)	(67.6)	133,015	(152,416)	(53.4)	285,431
Service charges on deposit accounts	185,713	17,879	10.7	167,834	(3,281)	(1.9)	171,115
Brokerage and insurance income	58,835	5,216	9.7	53,619	(1,180)	(2.2)	54,799
Trust services	89,955	12,550	16.2	77,405	9,995	14.8	67,410
Mortgage banking	41,491	13,158	46.4	28,333	1,547	5.8	26,786
Bank owned life insurance income	43,775	3,039	7.5	40,736	(1,561)	(3.7)	42,297
Other service charges and fees	51,354	7,006	15.8	44,348	2,774	6.7	41,574
Other income	120,022	24,975	26.3	95,047	(4,170)	(4.2)	99,217
Total non-interest income before securities gains	634,260	(6,077)	(0.9)	640,337	(148,292)	(18.8)	788,629
Securities gains	(73,191)	(65,136)	N.M.	(8,055)	(23,818)	N.M.	15,763
<b>Total non-interest income</b>	<b>561,069</b>	<b>(71,213)</b>	<b>(11.3)</b>	<b>632,282</b>	<b>(172,110)</b>	<b>(21.4)</b>	<b>804,392</b>
Automobile operating lease expense	31,286	(72,564)	(69.9)	103,850	(131,230)	(55.8)	235,080
Personnel costs	541,228	59,570	12.4	481,658	(4,148)	(0.9)	485,806
Other expense	428,480	44,168	11.5	384,312	(18,197)	(4.5)	402,509
<b>Total non-interest expense</b>	<b>1,000,994</b>	<b>31,174</b>	<b>3.2</b>	<b>969,820</b>	<b>(153,575)</b>	<b>(13.7)</b>	<b>1,123,395</b>
Income before income taxes	514,061	(29,513)	(5.4)	543,574	6,265	1.2	537,309
Provision for income taxes	52,840	(78,643)	(59.8)	131,483	(16,883)	(11.4)	148,366
<b>Net income — operating<sup>(1)</sup></b>	<b>\$ 461,221</b>	<b>\$ 49,130</b>	<b>11.9%</b>	<b>\$ 412,091</b>	<b>\$ 23,148</b>	<b>6.0%</b>	<b>\$ 388,943</b>
<b>Revenue — fully taxable equivalent (FTE)</b>							
Net interest income	\$ 1,019,177	\$ 56,766	5.9%	\$ 962,411	\$ 51,037	5.6%	\$ 911,374
Tax equivalent adjustment <sup>(2)</sup>	16,025	2,632	19.7	13,393	1,740	14.9	11,653
Net interest income (FTE)	1,035,202	59,398	6.1	975,804	52,777	5.7	923,027
Non-interest income	561,069	(71,213)	(11.3)	632,282	(172,110)	(21.4)	804,392
<b>Total revenue (FTE)</b>	<b>\$ 1,596,271</b>	<b>\$ (11,815)</b>	<b>(0.7)%</b>	<b>\$ 1,608,086</b>	<b>\$ (119,333)</b>	<b>(6.9)%</b>	<b>\$ 1,727,419</b>
<b>Total revenue excluding securities gains (FTE)</b>	<b>\$ 1,669,462</b>	<b>\$ 53,321</b>	<b>3.3%</b>	<b>\$ 1,616,141</b>	<b>\$ (95,515)</b>	<b>(5.6)%</b>	<b>\$ 1,711,656</b>
<b>SELECTED AVERAGE BALANCES</b> (in millions of dollars)							
<b>Loans:</b>							
Commercial							
Middle market commercial and industrial	\$ 5,501	\$ 684	14.2%	\$ 4,817	\$ 361	8.1%	\$ 4,456
Middle market commercial real estate							
Construction	1,223	(455)	(27.1)	1,678	258	18.2	1,420
Commercial	2,727	819	42.9	1,908	(14)	(0.7)	1,922
Small business loans	2,414	190	8.5	2,224	221	11.0	2,003
<b>Total commercial</b>	<b>11,865</b>	<b>1,238</b>	<b>11.6</b>	<b>10,627</b>	<b>826</b>	<b>8.4</b>	<b>9,801</b>
Consumer							
Auto leases — indirect	2,031	(391)	(16.1)	2,422	230	10.5	2,192
Auto loans — indirect	2,057	14	0.7	2,043	(242)	(10.6)	2,285
Home equity loans & lines of credit	4,970	218	4.6	4,752	508	12.0	4,244
Residential mortgage	4,581	500	12.3	4,081	869	27.1	3,212
Other loans	439	54	14.0	385	(8)	(2.0)	393
<b>Total consumer</b>	<b>14,078</b>	<b>395</b>	<b>2.9</b>	<b>13,683</b>	<b>1,357</b>	<b>11.0</b>	<b>12,326</b>
<b>Total loans &amp; leases</b>	<b>\$ 25,943</b>	<b>\$ 1,633</b>	<b>6.7%</b>	<b>\$ 24,310</b>	<b>\$ 2,183</b>	<b>9.9%</b>	<b>\$ 22,127</b>
<b>Automobile operating lease assets</b>	<b>\$ 93</b>	<b>\$ (258)</b>	<b>(73.5)%</b>	<b>\$ 351</b>	<b>\$ (540)</b>	<b>(60.6)%</b>	<b>\$ 891</b>
<b>Deposits:</b>							
Non-interest bearing deposits	\$ 3,530	\$ 151	4.5%	\$ 3,379	\$ 149	4.6%	\$ 3,230
Interest bearing demand deposits	7,742	84	1.1	7,658	451	6.3	7,207
Savings deposits	2,383	(252)	(9.6)	2,635	(184)	(6.5)	2,819
Domestic time deposits	6,772	2,008	42.1	4,764	870	22.3	3,894
Brokered time deposits and negotiable CDs	3,242	123	3.9	3,119	1,282	69.8	1,837
Foreign time deposits	515	58	12.7	457	(51)	(10.0)	508
<b>Total deposits</b>	<b>\$ 24,184</b>	<b>\$ 2,172</b>	<b>9.9%</b>	<b>\$ 22,012</b>	<b>\$ 2,517</b>	<b>12.9%</b>	<b>\$ 19,495</b>

N.M., not a meaningful value.

(1) Operating basis, see Lines of Business section for definition.

(2) Calculated assuming a 35% tax rate.

Table 36 — Total Company<sup>(1)</sup>

	2006	Change From 2005		2005	Change From 2004		2004
		Amount	%		Amount	%	
<b>PERFORMANCE METRICS</b>							
Return on average assets	1.31%	0.05%		1.26%	0.02%		1.24%
Return on average equity	15.7	(0.3)		16.0	(0.4)		16.4
Net interest margin	3.29	(0.04)		3.33	0.00		3.33
Efficiency ratio	59.4	(0.6)		60.0	(5.6)		65.6
<b>CREDIT QUALITY</b> (in thousands of dollars)							
<b>Net charge-offs by loan type</b>							
Commercial							
Middle market commercial and industrial	\$ 6,318	\$ (7,260)	(53.5)%	\$ 13,578	\$ 11,658	N.M.%	\$ 1,920
Middle market commercial real estate	6,108	2,063	51.0	4,045	(3,926)	(49.3)	7,971
Small business loans	15,225	3,274	27.4	11,951	6,385	N.M.	5,566
<b>Total commercial</b>	<b>27,651</b>	<b>(1,923)</b>	<b>(6.5)</b>	<b>29,574</b>	<b>14,117</b>	<b>91.3</b>	<b>15,457</b>
Consumer							
Auto leases	10,445	(1,219)	(10.5)	11,664	827	7.6	10,837
Auto loans	8,330	(3,658)	(30.5)	11,988	(16,586)	(58.0)	28,574
Home equity loans & lines of credit	21,854	4,235	24.0	17,619	2,545	16.9	15,074
Residential mortgage	4,505	2,173	93.2	2,332	572	32.5	1,760
Other loans	9,591	2,711	39.4	6,880	47	0.7	6,833
<b>Total consumer</b>	<b>54,725</b>	<b>4,242</b>	<b>8.4</b>	<b>50,483</b>	<b>(12,595)</b>	<b>(20.0)</b>	<b>63,078</b>
<b>Total net charge-offs</b>	<b>\$ 82,376</b>	<b>\$ 2,319</b>	<b>2.9%</b>	<b>\$ 80,057</b>	<b>\$ 1,522</b>	<b>1.9%</b>	<b>\$ 78,535</b>
<b>Net charge-offs — annualized percentages</b>							
Commercial							
Middle market commercial and industrial	0.11%	(0.17)%		0.28%	0.24%		0.04%
Middle market commercial real estate	0.15	0.04		0.11	(0.13)		0.24
Small business loans	0.63	0.09		0.54	0.26		0.28
<b>Total commercial</b>	<b>0.23</b>	<b>(0.05)</b>		<b>0.28</b>	<b>0.12</b>		<b>0.16</b>
Consumer							
Auto leases	0.51	0.03		0.48	(0.01)		0.49
Auto loans	0.40	(0.19)		0.59	(0.66)		1.25
Home equity loans & lines of credit	0.44	0.07		0.37	0.01		0.36
Residential mortgage	0.10	0.04		0.06	0.01		0.05
Other loans	2.18	0.39		1.79	0.05		1.74
<b>Total consumer</b>	<b>0.39</b>	<b>0.02</b>		<b>0.37</b>	<b>(0.14)</b>		<b>0.51</b>
<b>Total net charge-offs</b>	<b>0.32%</b>	<b>(0.01)%</b>		<b>0.33%</b>	<b>(0.02)%</b>		<b>0.35%</b>
<b>Non-performing loans and leases</b> (in millions of dollars)							
Middle market commercial and industrial	\$ 36	\$ 8	28.6%	\$ 28	\$ 4	16.7%	\$ 24
Middle market commercial real estate	35	19	N.M.	16	12	N.M.	4
Small business loans	26	(3)	(10.3)	29	14	93.3	15
Residential mortgage	32	14	77.8	18	4	28.6	14
Home equity	15	4	36.4	11	4	57.1	7
<b>Total non-performing loans and leases</b>	<b>144</b>	<b>42</b>	<b>41.2</b>	<b>102</b>	<b>38</b>	<b>59.4</b>	<b>64</b>
Other real estate, net (OREO)	50	35	N.M.	15	(30)	(66.7)	45
<b>Total non-performing assets</b>	<b>\$ 194</b>	<b>\$ 77</b>	<b>65.8%</b>	<b>\$ 117</b>	<b>\$ 8</b>	<b>7.3%</b>	<b>\$ 109</b>
Accruing loans past due 90 days or more	\$ 59	\$ 3	5.4%	\$ 56	\$ 2	3.7%	\$ 54
Allowance for loan and lease losses (ALLL) (eop)	272	4	1.5	268	(3)	(1.1)	271
ALLL as a % of total loans and leases	1.04%	(0.06)%		1.10%	(0.05)%		1.15%
ALLL as a % of NPLs	189.0	(74.0)		263.0	(161.0)		424.0
ALLL + OREO as a % of NPAs	166.0	(75.9)		241.9	(48.0)		289.9
NPLs as a % of total loans and leases	0.55	0.13		0.42	0.15		0.27
NPAs as a % of total loans and leases + OREO	0.74	0.26		0.48	0.02		0.46
<b>SUPPLEMENTAL DATA</b>							
# employees — full-time equivalent	8,081	479	6.3%	7,602	(210)	(2.7)%	7,812

N.M., not a meaningful value.

eop — End of Period.

(1) Operating basis, see Lines of Business section for definition.

RESULTS FOR THE FOURTH QUARTER

Earnings Discussion

2006 fourth quarter earnings were \$87.7 million, or \$0.37 per common share, compared with \$100.6 million, or \$0.44 per common share, in the year-ago quarter. Significant items impacting 2006 fourth quarter performance included (see table below):

- \$20.2 million pre-tax (\$13.1 million after tax or \$0.05 per common share) negative impact related to costs associated with the completion of the balance sheet restructuring announced in the 2006 third quarter. This consisted of \$9.0 million pre-tax of investment securities losses as well as \$6.8 million of additional impairment on certain asset-backed securities not included in the third quarter restructuring, and \$4.4 million pre-tax of other balance sheet restructuring expenses, most notably FHLB funding refinancing costs.
- \$10.0 million pre-tax (\$6.5 million after tax or \$0.03 per common share) contribution to the Huntington Foundation.
- \$5.2 million pre-tax (\$3.6 million after tax or \$0.02 per common share) increase in automobile lease residual value losses. This increase reflected higher relative losses on vehicles sold at auction, most notably high-line imports and larger sport utility vehicles.
- \$4.5 million pre-tax (\$2.9 million after tax or \$0.01 per common share) in severance and consolidation expenses. This reflected severance-related expenses associated with a reduction of 75 Regional Banking staff positions, as well as costs associated with the previously announced retirements of a vice chairman and an executive vice president.
- \$3.3 million pre-tax (\$2.1 million after tax or \$0.01 per common share) in equity investment gains.
- \$2.5 million pre-tax (\$1.6 million after tax or \$0.01 per common share) negative impact reflecting a mortgage servicing rights (MSR) mark-to-market net of hedge-related trading activity.
- \$2.6 million pre-tax (\$1.7 million after tax or \$0.01 per common share) gain related to the sale of MasterCard® stock.

(in millions, except per share)	Three Months Ended	
	Impact(2)	
	Pre-tax	EPS
<b>December 31, 2006 — GAAP earnings</b>	<b>\$ 87.7(3)</b>	<b>\$ 0.37</b>
Equity investment gains	3.3	0.01
Gain on sale of MasterCard® stock	2.6	0.01
Balance sheet restructuring	(20.2)	(0.05)
Huntington Foundation contribution	(10.0)	(0.03)
Automobile lease residual value losses	(5.2)	(0.01)
Severance and consolidation expenses	(4.5)	(0.01)
MSR mark-to-market net of hedge-related trading activity	(2.5)	(0.01)
<b>December 31, 2005 — GAAP earnings</b>	<b>\$ 100.6(3)</b>	<b>\$ 0.44</b>
Net impact of federal tax loss carry back	7.0(3)	0.03
Balance sheet restructuring	(8.8)	(0.02)
MSR mark-to-market net of hedge-related trading activity	(1.6)	(0.01)

(1) Includes significant items with \$0.01 EPS impact or greater

(2) Favorable (unfavorable) impact on GAAP earnings; pre-tax unless otherwise noted

(3) After-tax

Net Interest Income, Net Interest Margin, Loans and Leases, Investment Securities, and Deposits

Fully taxable equivalent net interest income increased \$14.6 million, or 6% (\$17.7 million merger-related), from the year-ago quarter, reflecting the favorable impact of a \$2.2 billion, or 8%, increase in average earning assets, as the fully taxable equivalent net interest margin declined 6 basis points to 3.28%. Average total loans and leases increased \$1.8 billion, or 7% (\$1.7 billion merger-related). The remaining non-merger related increase in average total loans and leases was \$0.1 billion, up less than 1% from the year-ago quarter, which primarily reflected growth in commercial loans and residential mortgages, mostly offset by a decline in total average automobile loans and leases as we continued to sell a portion of that production.

Average total commercial loans increased \$1.5 billion, or 14% (\$0.8 billion merger-related). This growth reflected a \$0.9 billion, or 18%, increase in average middle market C&I loans, a \$0.3 billion, or 9%, increase in average commercial real estate loans, and a \$0.3 billion, or 14%, increase in average small business loans.

Average residential mortgages increased \$0.5 billion, or 11% (\$0.4 billion merger-related). Average home equity loans increased \$0.2 billion, or 4%, but would have declined slightly was it not for the Unizan merger.

Compared with the year-ago quarter, average total automobile loans and leases decreased \$0.4 billion, or 9%, with the Unizan merger having no significant impact. The decrease reflected the combination of two factors: (1) continued softness in loan and lease production levels over this period from low consumer demand and competitive pricing, and (2) little growth in automobile loans as we continued a program of selling a portion of current loan production. Average automobile operating lease assets declined \$0.2 billion, or 81%, as this portfolio continued to run off. Total automobile loan and lease exposure at quarter end was 15%, down from 18% a year earlier.

Average total investment securities increased 1% from the 2005 fourth quarter.

Average total core deposits in the 2006 fourth quarter increased \$1.8 billion, or 10% (\$1.5 billion merger-related), from the year-ago quarter. Most of the increase reflected higher average core certificates of deposit, which increased \$1.5 billion (\$0.6 billion merger-related) resulting from continued customer demand for higher, fixed rate deposit products. Average interest bearing demand deposits increased \$0.3 billion (\$0.2 billion merger-related) and average non-interest bearing deposits increased \$0.1 billion (\$0.2 billion merger-related). Average savings and other domestic time deposits declined \$0.1 billion, despite \$0.5 billion of growth related to the Unizan merger.

#### Provision for Credit Losses

The provision for credit losses in the 2006 fourth quarter was \$15.7 million, down \$15.1 million from the year-ago quarter. This quarter's provision for credit losses reflected the impact of the resolution of two larger commercial real estate relationships and the benefit of slightly improved economic conditions. (See Credit Quality Discussion.)

#### Non-Interest Income

Non-interest income decreased \$6.7 million from the year-ago quarter, including a \$17.2 million decline in automobile operating lease income. That portfolio continued to run off since no automobile operating leases have been originated since April 2002. Non-interest income before automobile operating lease income increased \$10.5 million, or 8% (\$7.2 million merger-related), reflecting:

- \$6.5 million, or 15% (\$1.6 million merger-related), increase in service charges on deposit accounts, reflecting a \$4.0 million, or 14%, increase in personal service charges, primarily NSF/OD, and a \$2.4 million, or 17%, increase in commercial service charge income.
- \$5.6 million increase in other income (\$2.1 million merger-related), reflecting \$2.8 million in higher equity investment gains, and the \$2.6 million gain on sale of MasterCard® stock.
- \$3.1 million, or 15% (\$1.7 million merger-related), increase in trust services income, reflecting (1) a \$1.6 million increase in higher personal trust income, mostly merger-related, and (2) a \$1.0 million increase in fees from Huntington Funds, reflecting 12% fund asset growth.
- \$2.3 million, or 20% (\$0.3 million merger-related), increase in other service charges and fees, primarily reflecting a \$1.5 million, or 18%, increase in fees generated by higher debit card volume.
- \$1.5 million, or 11% (\$0.5 million merger-related), increase in brokerage and insurance income, reflecting the continued focus on both brokerage and insurance sales in our retail banking offices.

Partially offset by:

- \$2.6 million, or 30%, decline in mortgage banking income, reflecting a \$2.5 million negative impact of MSR valuation adjustments net of hedge-related losses in the current quarter compared with a negative \$1.7 million in the year-ago quarter. The current quarter also included \$1.1 million of lower secondary marketing income, as well as a \$0.9 million loss on the sale of certain mortgage loans.
- \$15.8 million of investment securities losses in the current quarter reflecting the completion of the investment portfolio restructuring, compared with \$8.8 million of securities losses related to the balance sheet restructuring in the year-ago quarter.

### Non-Interest Expense

Non-interest expense increased \$37.4 million, or 16%, from the year-ago quarter, despite a \$13.2 million decline in automobile operating lease expense as that portfolio continued to run off. Non-interest expense before automobile operating lease expense increased \$50.6 million, or 24%, from the year-ago quarter, with an estimated \$18.0 million attributable to Unizan. The primary drivers of the \$50.6 million increase were:

- \$22.4 million increase in other expense, including \$3.0 million of merger-related expense, reflecting a \$10.0 million contribution to the Huntington Foundation, the effect of which will be to reduce contributions in future periods, \$5.2 million of higher residual value losses on automobile leases, and \$3.5 million related to the restructuring of FHLB advances.
- \$21.8 million, or 19%, increase in personnel expense, with Unizan contributing \$7.7 million of the increase. The remaining \$14.1 million increase included \$4.5 million of severance and consolidation costs associated with a reduction of 75 staff positions in Regional Banking and costs associated with the previously announced retirements of a vice chairman and an executive vice president. The staff reductions in Regional Banking are expected to reduce annualized personnel costs by approximately \$5 million. The increase from the prior quarter also reflected \$5.1 million of share-based compensation expense, reflecting the stock option expensing begun in 2006.
- \$2.8 million increase in the amortization of intangibles, substantially all merger-related.
- \$2.1 million, or 13%, increase in equipment expense (\$0.5 million merger-related), reflecting higher depreciation associated with recent technology investments.
- \$1.5 million, or 20%, increase in professional services expenses, all merger-related.
- \$1.0 million, or 5%, increase in outside data processing and other services (\$0.5 million merger-related).

### Income Taxes

The provision for income taxes in the 2006 fourth quarter was \$27.3 million with an effective tax rate of 23.8%, up from 22.5% in the year-ago quarter.

### Credit Quality

Total net charge-offs for the 2006 fourth quarter were \$23.0 million, or an annualized 0.35% of average total loans and leases. This performance remained at the low end of the long-term targeted range of 0.35%-0.45%, but was higher than \$17.6 million, or an annualized 0.29%, in the year-ago quarter.

Total commercial net charge-offs in the fourth quarter were \$6.8 million, or an annualized 0.22%, up \$3.2 million from \$3.6 million, or an annualized 0.13%, in the year-ago quarter. Total consumer net charge-offs in the current quarter were \$16.2 million, up \$2.2 million from \$14.0 million in the year-ago quarter. When expressed as an annualized percentage, total consumer net charge-offs in the 2006 fourth quarter were 0.46% of average related loans, up from 0.41% in the year-ago quarter. Home equity net charge-offs in the 2006 fourth quarter were \$5.8 million, or an annualized 0.47%, up from \$4.5 million, or an annualized 0.38%, in the year-ago quarter.

NPAs were \$193.6 million at December 31, 2006, and represented 0.74% of related assets. This represented an \$76.4 million, or 65%, increase from \$117.2 million, or 0.48% of related assets, at the end of the year-ago quarter. Contributing to the \$76.4 million increase in NPAs from the year-ago period were \$33.8 million acquired at the time of the Unizan merger, as well as a \$34.2 million increase in other real estate owned (OREO). The increase in OREO reflected foreclosed mortgage loans fully insured by the U.S. government, which prior to the 2006 second quarter were reported as over 90-day delinquent but still accruing loans. This change in reporting also contributed to the \$26.5 million increase in assets guaranteed by the U.S. government, from \$7.3 million at the end of the 2005 fourth quarter to \$33.9 million at December 31, 2006. At December 31, 2006, 59% of total NPAs were secured by residential real estate assets or were guaranteed by the U.S. Government, which have shown low loss experience historically. This compared favorably with the 42% level of such NPAs at the end of the year-ago quarter.

NPLs, which exclude OREO, increased \$42.2 million, or 41%, from the year-earlier period to \$144.1 million at December 31, 2006, with \$32.8 million of the increase represented by NPLs acquired in the Unizan merger. NPLs expressed as a percent of total loans and leases were 0.55% at December 31, 2006, up from 0.42% a year.

The over 90-day delinquent, but still accruing, ratio was 0.23% at December 31, 2006, unchanged from the end of the year-ago quarter.

*Allowances for Credit Losses (ACL) and Loan Loss Provision*

We maintain two reserves, both of which are available to absorb probable credit losses: the allowance for loan and lease losses (ALLL) and the allowance for unfunded loan commitments and letters of credit (AULC). When summed together, these reserves constitute the total ACL. At December 31, 2006, the ALLL was \$272.1 million, which was \$3.7 million higher than the reserve level of \$268.3 million a year earlier. Expressed as a percent of period-end loans and leases, the ALLL ratio at December 31, 2006, was 1.04%, down from 1.10% a year ago. The level of required loan loss reserves is determined using a highly quantitative methodology, which determines the required levels for both the transaction reserve and economic reserve components. The table below shows the change in the ALLL ratio and each reserve component for the 2006 fourth quarter compared with the 2005 fourth quarter.

**Components of ALLL as a percent of total loans and leases:**

	4Q06	4Q05	Change from 4Q05
Transaction reserve	0.86%	0.89%	(0.03)%
Economic reserve	0.18	0.21	(0.03)
<b>Total ALLL</b>	<b>1.04%</b>	<b>1.10%</b>	<b>(0.06)%</b>

The ALLL as a percent of NPLs was 189% at December 31, 2006, down from 263% a year ago. The ALLL as a percent of NPAs was 141% at December 31, 2006, down from 229% a year ago. At December 31, 2006, the AULC was \$40.2 million, up from \$37.0 million at the end of the year-ago quarter.

On a combined basis, the ACL as a percent of total loans and leases at December 31, 2006, was 1.19%, down from 1.25% a year ago. The ACL as a percent of NPAs was 161% at December 31, 2006, down from 261% a year earlier. The decline in the NPA coverage ratio reflected (1) that a higher percentage of NPAs were secured by residential real estate or guaranteed by the U.S. Government, which have an inherently lower potential for loss, and (2) a reporting change in 2006 to include in NPAs foreclosed loans insured by HUD and serviced by Huntington, that had been previously reported as 90-day past due loans.

*Capital*

At December 31, 2006, the tangible equity to assets ratio was 6.87%, down from 7.19% a year ago. At December 31, 2006, the tangible equity to risk-weighted assets ratio was 7.65%, down from 7.91% at the end of the year-ago quarter. Contributing to the decline in capital ratios was the implementation of FASB Statement No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans*. This decreased equity by \$83.0 million but had no effect on reported net income. This implementation contributed 21 basis points of the 32 basis point reduction from the end of last year. The decline in capital ratios from the year-ago period also reflected the repurchase of 16.0 million shares over this 12-month period. Partially offsetting these negative impacts was the positive impact from retained earnings.

Table 37 presents quarterly income statements and Table 38 presents quarterly stock summary, key ratios and statistics, and capital data for eight quarters.

Table 37 — Selected Quarterly Income Statements

(in thousands of dollars, except per share amounts)	2006				2005			
	Fourth	Third	Second	First	Fourth	Third	Second	First
Interest income	\$ 544,841	\$ 538,988	\$ 521,903	\$ 464,787	\$ 442,476	\$ 420,858	\$ 402,326	\$ 376,105
Interest expense	286,852	283,675	259,708	221,107	198,800	179,221	160,426	140,907
Net interest income	257,989	255,313	262,195	243,680	243,676	241,637	241,900	235,198
Provision for credit losses	15,744	14,162	15,745	19,540	30,831	17,699	12,895	19,874
<b>Net interest income after provision for credit losses</b>	<b>242,245</b>	<b>241,151</b>	<b>246,450</b>	<b>224,140</b>	<b>212,845</b>	<b>223,938</b>	<b>229,005</b>	<b>215,324</b>
Service charges on deposit accounts	48,548	48,718	47,225	41,222	42,083	44,817	41,516	39,418
Trust services	23,511	22,490	22,676	21,278	20,425	19,671	19,113	18,196
Brokerage and insurance income	14,600	14,697	14,345	15,193	13,101	13,948	13,544	13,026
Other service charges and fees	13,784	12,989	13,072	11,509	11,488	11,449	11,252	10,159
Mortgage banking income	6,169	8,512	13,616	13,194	8,818	8,285	3,351	7,879
Bank owned life insurance income	10,804	12,125	10,604	10,242	10,389	10,104	10,139	10,104
Gains on sales of automobile loans	1,252	863	532	448	455	502	254	—
Securities gains (losses)	(15,804)	(57,332)	(35)	(20)	(8,770)	101	614	—
Other income	32,398	26,268	28,841	29,240	26,799	24,041	19,496	23,500
Sub-total before operating lease income	135,262	89,330	150,876	142,486	124,788	132,918	119,279	122,282
Operating lease income	5,344	8,580	12,143	17,048	22,534	27,822	36,891	45,768
<b>Total non-interest income</b>	<b>140,606</b>	<b>97,910</b>	<b>163,019</b>	<b>159,534</b>	<b>147,322</b>	<b>160,740</b>	<b>156,170</b>	<b>168,050</b>
Personnel costs	137,944	133,823	137,904	131,557	116,111	117,476	124,090	123,981
Outside data processing and other services	20,695	18,664	19,569	19,851	19,693	18,062	18,113	18,770
Net occupancy	17,279	18,109	17,927	17,966	17,940	16,653	17,257	19,242
Equipment	18,151	17,249	18,009	16,503	16,093	15,531	15,637	15,863
Professional services	8,958	6,438	6,292	5,365	7,440	8,323	9,347	9,459
Marketing	6,207	7,846	10,374	7,301	7,145	6,364	6,934	5,836
Telecommunications	4,619	4,818	4,990	4,825	4,453	4,512	4,801	4,882
Printing and supplies	3,610	3,416	3,764	3,074	3,084	3,102	3,293	3,094
Amortization of intangibles	2,993	2,902	2,992	1,075	218	203	204	204
Other expense	43,365	23,177	21,880	18,227	20,995	21,189	20,579	19,797
Sub-total before operating lease expense	263,821	236,442	243,701	225,744	213,172	211,415	220,255	221,128
Operating lease expense	3,969	5,988	8,658	12,671	17,183	21,637	27,881	37,149
<b>Total non-interest expense</b>	<b>267,790</b>	<b>242,430</b>	<b>252,359</b>	<b>238,415</b>	<b>230,355</b>	<b>233,052</b>	<b>248,136</b>	<b>258,277</b>
Income before income taxes	115,061	96,631	157,110	145,259	129,812	151,626	137,039	125,097
Provision (benefit) for income taxes	27,346	(60,815)	45,506	40,803	29,239	43,052	30,614	28,578
<b>Net income</b>	<b>\$ 87,715</b>	<b>\$ 157,446</b>	<b>\$ 111,604</b>	<b>\$ 104,456</b>	<b>\$ 100,573</b>	<b>\$ 108,574</b>	<b>\$ 106,425</b>	<b>\$ 96,519</b>
Average common shares — diluted	239,881	240,896	244,538	234,363	229,718	233,456	235,671	235,053
<b>Per common share</b>								
Net income — diluted	\$ 0.37	\$ 0.65	\$ 0.46	\$ 0.45	\$ 0.44	\$ 0.47	\$ 0.45	\$ 0.41
Cash dividends declared	0.250	0.250	0.250	0.250	0.215	0.215	0.215	0.200
<b>Revenue — fully taxable equivalent (FTE)</b>								
Net interest income	\$ 257,989	\$ 255,313	\$ 262,195	\$ 243,680	\$ 243,676	\$ 241,637	\$ 241,900	\$ 235,198
FTE adjustment	4,115	4,090	3,984	3,836	3,837	3,734	2,961	2,861
Net interest income (1)	262,104	259,403	266,179	247,516	247,513	245,371	244,861	238,059
Non-interest income	140,606	97,910	163,019	159,534	147,322	160,740	156,170	168,050
<b>Total revenue (1)</b>	<b>\$ 402,710</b>	<b>\$ 357,313</b>	<b>\$ 429,198</b>	<b>\$ 407,050</b>	<b>\$ 394,835</b>	<b>\$ 406,111</b>	<b>\$ 401,031</b>	<b>\$ 406,109</b>

(1) On a fully taxable equivalent (FTE) basis assuming a 35% tax rate.

Table 38 — Quarterly Stock Summary, Key Ratios and Statistics, and Capital Data

Quarterly common stock summary (in thousands, except per share)	2006				2005			
	Fourth	Third	Second	First	Fourth	Third	Second	First
<b>Common stock price, per share</b>								
High (1)	\$ 24.970	\$ 24.820	\$ 24.410	\$ 24.750	\$ 24.640	\$ 25.410	\$ 24.750	\$ 24.780
Low (1)	22.870	23.000	23.120	22.560	20.970	22.310	22.570	22.150
Close	23.750	23.930	23.580	24.130	23.750	22.470	24.140	23.900
Average closing price	24.315	23.942	23.732	23.649	23.369	24.227	23.771	23.216
<b>Dividends, per share</b>								
Cash dividends declared on common stock	\$ 0.250	\$ 0.250	\$ 0.250	\$ 0.250	\$ 0.215	\$ 0.215	\$ 0.215	\$ 0.200
<b>Common shares outstanding</b>								
Average — basic	236,426	237,672	241,729	230,968	226,699	229,830	232,217	231,824
Average — diluted	239,881	240,896	244,538	234,363	229,718	233,456	235,671	235,053
Ending	235,474	237,921	237,361	245,183	224,106	229,006	230,842	232,192
Book value per share	\$ 12.80	\$ 13.15	\$ 12.38	\$ 12.56	\$ 11.41	\$ 11.45	\$ 11.40	\$ 11.15
<b>Common share repurchases</b>								
Number of shares repurchased	3,050	—	8,100	4,831	5,175	2,598	1,818	—
<b>Quarterly key ratios and statistics</b>								
Margin analysis-as a % of average earning assets (2)								
Interest income (2)	6.86%	6.73%	6.55%	6.21%	6.01%	5.72%	5.52%	5.21%
Interest expense	3.58	3.51	3.21	2.89	2.67	2.41	2.16	1.90
Net interest margin (2)	3.28%	3.22%	3.34%	3.32%	3.34%	3.31%	3.36%	3.31%
Return on average total assets	0.98%	1.75%	1.25%	1.26%	1.22%	1.32%	1.31%	1.20%
Return on average total shareholders' equity	11.3	21.0	14.9	15.5	15.5	16.5	16.3	15.5
<b>Capital adequacy</b>								
(in millions of dollars)								
	December 31,	September 30,	June 30,	March 31,	December 31,	September 30,	June 30,	March 31,
Total risk-weighted assets	\$ 31,155	\$ 31,330	\$ 31,614	\$ 31,298	\$ 29,599	\$ 29,352	\$ 29,973	\$ 30,267
Tier 1 leverage ratio	8.00%	7.99%	7.62%	8.53%	8.34%	8.50%	8.50%	8.45%
Tier 1 risk-based capital ratio	8.93	8.95	8.45	8.94	9.13	9.42	9.18	9.04
Total risk-based capital ratio	12.79	12.81	12.29	12.91	12.42	12.70	12.39	12.33
Tangible equity/ asset ratio	6.87	7.13	6.46	6.97	7.19	7.39	7.36	7.42
Tangible equity/ risk-weighted assets ratio	7.65	7.97	7.29	7.80	7.91	8.19	8.05	7.84
Average equity/ average assets	8.70	8.30	8.39	8.15	7.89	7.97	8.03	7.76

(1) High and low stock prices are intra-day quotes obtained from NASDAQ.

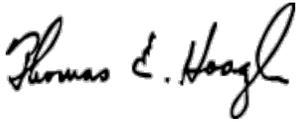
(2) Presented on a fully taxable equivalent basis assuming a 35% tax rate.

## REPORT OF MANAGEMENT

The management of Huntington (the Company) is responsible for the financial information and representations contained in the consolidated financial statements and other sections of this report. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States. In all material respects, they reflect the substance of transactions that should be included based on informed judgments, estimates, and currently available information. Management maintains a system of internal accounting controls, which includes the careful selection and training of qualified personnel, appropriate segregation of responsibilities, communication of written policies and procedures, and a broad program of internal audits. The costs of the controls are balanced against the expected benefits. During 2006, the audit committee of the board of directors met regularly with Management, Huntington's internal auditors, and the independent registered public accounting firm, Deloitte & Touche LLP, to review the scope of the audits and to discuss the evaluation of internal accounting controls and financial reporting matters. The independent registered public accounting firm and the internal auditors have free access to, and meet confidentially with, the audit committee to discuss appropriate matters. Also, Huntington maintains a disclosure review committee. This committee's purpose is to design and maintain disclosure controls and procedures to ensure that material information relating to the financial and operating condition of Huntington is properly reported to its chief executive officer, chief financial officer, internal auditors, and the audit committee of the board of directors in connection with the preparation and filing of periodic reports and the certification of those reports by the chief executive officer and the chief financial officer.

## REPORT OF MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, including accounting and other internal control systems that, in the opinion of Management, provide reasonable assurance that (1) transactions are properly authorized, (2) the assets are properly safeguarded, and (3) transactions are properly recorded and reported to permit the preparation of the financial statements in conformity with accounting principles generally accepted in the United States. Huntington's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2006. In making this assessment, Management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control — Integrated Framework*. Based on that assessment, Management believes that, as of December 31, 2006, the Company's internal control over financial reporting is effective based on those criteria. Deloitte & Touche LLP, the Company's independent registered public accounting firm, has issued an attestation report on Management's assessment of the Company's internal control over financial reporting.



Thomas E. Hoaglin  
Chairman, President, and Chief Executive Officer



Donald R. Kimble  
Executive Vice President and Chief Financial Officer

February 21, 2007



To the Board of Directors and Shareholders of  
Huntington Bancshares Incorporated  
Columbus, Ohio

We have audited management's assessment, included in the accompanying Report of Management's Assessment of Internal Control over Financial Reporting, that Huntington Bancshares Incorporated and subsidiaries (the "Company") maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2006 of the Company and our report dated February 21, 2007 expressed an unqualified opinion on those financial statements and included an explanatory paragraph regarding the Company's adoption of new accounting standards.

A handwritten signature in cursive script that reads "Deloitte &amp; Touche LLP".

Deloitte & Touche LLP  
Columbus, Ohio  
February 21, 2007

**Deloitte.**

To the Board of Directors and Shareholders of  
Huntington Bancshares Incorporated  
Columbus, Ohio

We have audited the accompanying consolidated balance sheets of Huntington Bancshares Incorporated and subsidiaries (the "Company") as of December 31, 2006 and 2005, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Huntington Bancshares Incorporated and subsidiaries at December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Notes 2, 5, 19, and 21 to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 123(R), *Share-Based Payment*, SFAS No. 156, *Accounting for Servicing of Financial Assets*, and SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, in 2006.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 21, 2007 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.



Deloitte & Touche LLP  
Columbus, Ohio  
February 21, 2007

(in thousands, except number of shares)	December 31,	
	2006	2005
<b>Assets</b>		
Cash and due from banks	\$ 1,080,163	\$ 966,445
Federal funds sold and securities purchased under resale agreements	440,584	74,331
Interest bearing deposits in banks	74,168	22,391
Trading account securities	36,056	8,619
Loans held for sale	270,422	294,344
Investment securities	4,362,924	4,526,520
Loans and leases:		
Commercial and industrial loans and leases	7,849,912	6,809,208
Commercial real estate loans	4,504,540	4,036,171
Automobile loans	2,125,821	1,985,304
Automobile leases	1,769,424	2,289,015
Home equity loans	4,926,900	4,762,743
Residential mortgage loans	4,548,918	4,193,139
Other consumer loans	427,910	396,586
Loans and leases	26,153,425	24,472,166
Allowance for loan and lease losses	(272,068)	(268,347)
Net loans and leases	25,881,357	24,203,819
Bank owned life insurance	1,089,028	1,001,542
Premises and equipment	372,772	360,677
Automobile operating lease assets	28,331	189,003
Goodwill	570,876	212,530
Other intangible assets	59,487	4,956
Accrued income and other assets	1,062,851	899,628
<b>Total assets</b>	<b>\$ 35,329,019</b>	<b>\$ 32,764,805</b>
<b>Liabilities and shareholders' equity</b>		
<b>Liabilities</b>		
Deposits in domestic offices		
Demand deposits — non-interest bearing	\$ 3,615,745	\$ 3,390,044
Interest bearing	20,640,368	18,548,943
Deposits in foreign offices	791,657	470,688
Deposits	25,047,770	22,409,675
Short-term borrowings	1,676,189	1,889,260
Federal Home Loan Bank advances	996,821	1,155,647
Other long-term debt	2,229,140	2,418,419
Subordinated notes	1,286,657	1,023,371
Deferred income tax liability	443,921	743,655
Allowance for unfunded loan commitments and letters of credit	40,161	36,957
Accrued expenses and other liabilities	594,034	530,320
<b>Total liabilities</b>	<b>32,314,693</b>	<b>30,207,304</b>
<b>Shareholders' equity</b>		
Preferred stock — authorized 6,617,808 shares; none outstanding	—	—
Common stock — without par value; authorized 500,000,000 shares; issued 257,866,255 shares; outstanding 235,474,366 and 224,106,172 shares, respectively	2,560,569	2,491,326
Less 22,391,889 and 33,760,083 treasury shares, respectively	(506,946)	(693,576)
Accumulated other comprehensive loss	(55,066)	(22,093)
Retained earnings	1,015,769	781,844
<b>Total shareholders' equity</b>	<b>3,014,326</b>	<b>2,557,501</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 35,329,019</b>	<b>\$ 32,764,805</b>

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF INCOME

HUNTINGTON BANCSHARES INCORPORATED

(in thousands, except per share amounts)	Year Ended December 31,		
	2006	2005	2004
<b>Interest and fee income</b>			
Loans and leases			
Taxable	\$ 1,775,445	\$ 1,428,371	\$ 1,132,599
Tax-exempt	2,154	1,466	1,474
Investment securities			
Taxable	231,294	157,716	171,852
Tax-exempt	23,901	19,865	17,884
Other	37,725	34,347	23,506
<b>Total interest income</b>	<b>2,070,519</b>	<b>1,641,765</b>	<b>1,347,315</b>
<b>Interest expense</b>			
Deposits	717,167	446,919	257,099
Short-term borrowings	72,222	34,334	13,053
Federal Home Loan Bank advances	60,016	34,647	33,253
Subordinated notes and other long-term debt	201,937	163,454	132,536
<b>Total interest expense</b>	<b>1,051,342</b>	<b>679,354</b>	<b>435,941</b>
<b>Net interest income</b>	<b>1,019,177</b>	<b>962,411</b>	<b>911,374</b>
Provision for credit losses	65,191	81,299	55,062
<b>Net interest income after provision for credit losses</b>	<b>953,986</b>	<b>881,112</b>	<b>856,312</b>
Service charges on deposit accounts	185,713	167,834	171,115
Trust services	89,955	77,405	67,410
Brokerage and insurance income	58,835	53,619	54,799
Other service charges and fees	51,354	44,348	41,574
Bank owned life insurance income	43,775	40,736	42,297
Automobile operating lease income	43,115	133,015	285,431
Mortgage banking income	41,491	28,333	26,786
Gains on sales of automobile loans	3,095	1,211	14,206
Securities gains (losses), net	(73,191)	(8,055)	15,763
Other income	116,927	93,836	99,217
<b>Total non-interest income</b>	<b>561,069</b>	<b>632,282</b>	<b>818,598</b>
Personnel costs	541,228	481,658	485,806
Outside data processing and other services	78,779	74,638	72,115
Net occupancy	71,281	71,092	75,941
Equipment	69,912	63,124	63,342
Marketing	31,728	26,279	24,600
Automobile operating lease expense	31,286	103,850	235,080
Professional services	27,053	34,569	36,876
Telecommunications	19,252	18,648	19,787
Printing and supplies	13,864	12,573	12,463
Amortization of intangibles	9,962	829	817
Restructuring reserve releases	—	—	(1,151)
Other expense	106,649	82,560	96,568
<b>Total non-interest expense</b>	<b>1,000,994</b>	<b>969,820</b>	<b>1,122,244</b>
<b>Income before income taxes</b>	<b>514,061</b>	<b>543,574</b>	<b>552,666</b>
Provision for income taxes	52,840	131,483	153,741
<b>Net income</b>	<b>\$ 461,221</b>	<b>\$ 412,091</b>	<b>\$ 398,925</b>
Average common shares — basic	236,699	230,142	229,913
Average common shares — diluted	239,920	233,475	233,856
<b>Per common share</b>			
Net income — basic	\$ 1.95	\$ 1.79	\$ 1.74
Net income — diluted	1.92	1.77	1.71
Cash dividends declared	1.000	0.845	0.750

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

HUNTINGTON BANCSHARES INCORPORATED

(in thousands)	Preferred Stock		Common Stock		Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance — January 1, 2004	—	\$ —	257,866	\$ 2,483,542	(28,858)	\$ (548,576)	\$ 2,678	\$ 337,358	\$ 2,275,002
Comprehensive Income:									
Net income								398,925	398,925
Unrealized net losses on investment securities arising during the period, net of reclassification for net realized gains							(22,112)		(22,112)
Unrealized gains on cash flow hedging derivatives							9,694		9,694
Minimum pension liability adjustment							(1,163)		(1,163)
Total comprehensive income									385,344
Cash dividends declared (\$0.75 per share)								(172,687)	(172,687)
Stock options exercised				678	2,432	46,561			47,239
Other				(16)	165	2,756			2,740
Balance — December 31, 2004	—	—	257,866	2,484,204	(26,261)	(499,259)	(10,903)	563,596	2,537,638
Comprehensive Income:									
Net income								412,091	412,091
Unrealized net losses on investment securities arising during the period, net of reclassification for net realized losses							(21,333)		(21,333)
Unrealized gains on cash flow hedging derivatives							10,954		10,954
Minimum pension liability adjustment							(811)		(811)
Total comprehensive income									400,901
Cash dividends declared (\$0.845 per share)								(193,843)	(193,843)
Stock options exercised				2,999	1,866	36,195			39,194
Treasury shares purchased					(9,591)	(231,656)			(231,656)
Other				4,123	226	1,144			5,267
Balance — December 31, 2005	—	—	257,866	2,491,326	(33,760)	(693,576)	(22,093)	781,844	2,557,501
Comprehensive Income:									
Net income								461,221	461,221
Unrealized net gains on investment securities arising during the period, net of reclassification for net realized losses							48,270		48,270
Unrealized gains on cash flow hedging derivatives							1,802		1,802
Minimum pension liability adjustment							269		269
Total comprehensive income									511,562
Cumulative effect of change in accounting principle for servicing financial assets, net of tax of \$6,521								12,110	12,110
Cumulative effect of change in accounting for funded status of pension plans, net of tax of \$44,716							(83,314)		(83,314)
Cash dividends declared (\$1.00 per share)								(239,406)	(239,406)
Shares issued pursuant to acquisition				53,366	25,350	522,390			575,756
Recognition of the fair value of share-based compensation				18,574					18,574
Treasury shares purchased					(15,981)	(378,835)			(378,835)
Stock options exercised				(3,007)	2,013	43,836			40,829
Other				310	(14)	(761)			(451)
Balance — December 31, 2006	—	\$ —	257,866	\$ 2,560,569	(22,392)	\$ (506,946)	\$ (55,066)	\$ 1,015,769	\$ 3,014,326

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

HUNTINGTON BANCSHARES INCORPORATED

(in thousands of dollars)	Year Ended December 31,		
	2006	2005	2004
<b>Operating activities</b>			
Net income	\$ 461,221	\$ 412,091	\$ 398,925
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	65,191	81,299	55,062
Depreciation and amortization	111,649	172,977	306,113
Decrease in accrued income taxes	(69,411)	(66,593)	(22,125)
Deferred income tax (benefit) provision	(288,047)	(32,110)	140,962
Decrease (increase) in trading account securities	24,784	275,765	(302,041)
Pension contribution	(29,800)	(63,600)	(44,667)
Originations of loans held for sale	(2,537,999)	(2,572,346)	(1,858,262)
Principal payments on and proceeds from loans held for sale	2,532,908	2,501,471	1,861,272
Losses (gains) on investment securities	73,191	8,055	(15,763)
Other, net	(119,228)	(42,310)	(8,740)
<b>Net cash provided by operating activities</b>	<b>224,459</b>	<b>674,699</b>	<b>528,216</b>
<b>Investing activities</b>			
(Increase) decrease in interest bearing deposits in banks	(48,681)	7	11,229
Net cash received in acquisitions	60,772	—	—
Proceeds from:			
Maturities and calls of investment securities	604,286	463,001	881,305
Sales of investment securities	2,829,529	1,995,764	2,386,479
Purchases of investment securities	(3,015,922)	(2,832,258)	(2,438,158)
Proceeds from sales of loans	245,635	—	1,534,395
Net loan and lease originations, excluding sales	(338,022)	(1,012,345)	(4,216,309)
Proceeds from sale of operating lease assets	128,666	280,746	451,264
Purchases of premises and equipment	(47,207)	(57,288)	(56,531)
Other, net	(7,760)	20,415	2,910
<b>Net cash provided by (used for) investing activities</b>	<b>411,296</b>	<b>(1,141,958)</b>	<b>(1,443,416)</b>
<b>Financing activities</b>			
Increase in deposits	936,766	1,655,736	2,273,046
(Decrease) increase in short-term borrowings	(292,211)	682,027	(245,071)
Proceeds from issuance of subordinated notes	250,000	—	148,830
Maturity/redemption of subordinated notes	(4,080)	—	(100,000)
Proceeds from Federal Home Loan Bank advances	2,517,210	809,589	1,088
Maturity of Federal Home Loan Bank advances	(2,771,417)	(925,030)	(3,000)
Proceeds from issuance of long-term debt	935,000	—	925,000
Maturity of long-term debt	(1,158,942)	(1,719,403)	(1,455,000)
Purchase of minority interest in consolidated subsidiaries	—	(107,154)	—
Dividends paid on common stock	(231,117)	(200,628)	(168,075)
Repurchases of common stock	(378,835)	(231,656)	—
Other, net	41,842	39,194	47,239
<b>Net cash (used for) provided by financing activities</b>	<b>(155,784)</b>	<b>2,675</b>	<b>1,424,057</b>
<b>Change in cash and cash equivalents</b>	<b>479,971</b>	<b>(464,584)</b>	<b>508,857</b>
Cash and cash equivalents at beginning of year	1,040,776	1,505,360	996,503
<b>Cash and cash equivalents at end of year</b>	<b>\$ 1,520,747</b>	<b>\$ 1,040,776</b>	<b>\$ 1,505,360</b>
<b>Supplemental disclosures:</b>			
Income taxes paid	\$ 410,298	\$ 230,186	\$ 34,904
Interest paid	1,024,635	640,679	422,060
Non-cash activities			
Mortgage loans exchanged for mortgage-backed securities	—	15,058	115,929
Common stock dividends accrued, paid in subsequent quarter	37,166	28,877	35,662
Common stock and stock options issued for purchase acquisition	575,756	—	—

See Notes to Consolidated Financial Statements.

## 1. SIGNIFICANT ACCOUNTING POLICIES

- **Nature of Operations** — Huntington Bancshares Incorporated (Huntington) is a multi-state diversified financial holding company organized under Maryland law in 1966 and headquartered in Columbus, Ohio. Through its subsidiaries, Huntington is engaged in providing full-service commercial and consumer banking services, mortgage banking services, automobile financing, equipment leasing, investment management, trust services, and discount brokerage services, as well as reinsuring private mortgage, credit life and disability insurance, and other insurance and financial products and services. Huntington's banking offices are located in Ohio, Michigan, West Virginia, Indiana, and Kentucky. Certain activities are also conducted in other states including Arizona, Florida, Georgia, Maryland, Nevada, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, and Vermont. Huntington also has a limited purpose foreign office in the Cayman Islands and another in Hong Kong.
- **Basis of Presentation** — The consolidated financial statements include the accounts of Huntington and its majority-owned subsidiaries and are presented in accordance with accounting principles generally accepted in the United States (GAAP). All significant intercompany transactions and balances have been eliminated in consolidation. Companies in which Huntington holds more than a 50% voting equity interest or are a variable interest entity (VIE) in which Huntington absorbs the majority of expected losses are consolidated. VIEs in which Huntington does not absorb the majority of expected losses are not consolidated. For consolidated entities where Huntington holds less than a 100% interest, Huntington recognizes a minority interest liability (included in accrued expenses and other liabilities) for the equity held by others and minority interest expense (included in other non-interest expenses) for the portion of the entity's earnings attributable to minority interests. Investments in companies that are not consolidated are accounted for using the equity method when Huntington has the ability to exert significant influence. Those investments in non-marketable securities for which Huntington does not have the ability to exert significant influence are generally accounted for using the cost method and are periodically evaluated for impairment. Investments in private investment partnerships are carried at fair value. Investments in private investment partnerships and investments that are accounted for under the equity method or the cost method are included in accrued income and other assets and Huntington's proportional interest in the investments' earnings are included in other non-interest income.

Huntington evaluates VIEs in which it holds a beneficial interest for consolidation. VIEs, as defined by the Financial Accounting Standards Board (FASB) Interpretation (FIN) No. 46 (Revised 2003), *Consolidation of Variable Interest Entities* (FIN 46R), are legal entities with insubstantial equity, whose equity investors lack the ability to make decisions about the entity's activities, or whose equity investors do not have the right to receive the residual returns of the entity if they occur.

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect amounts reported in the financial statements. Actual results could differ from those estimates. See "Mortgage Banking Activities" for more information about a reclassification of certain trading activities associated with mortgage servicing rights. Certain other prior period amounts have been reclassified to conform to the current year's presentation.

- **Securities** — Securities purchased with the intention of recognizing short-term profits are classified as trading account securities and reported at fair value. The unrealized gains or losses on trading account securities are recorded in other non-interest income. All other securities are classified as investment securities. Investment securities include securities designated as available for sale and non-marketable equity securities. Unrealized gains or losses on investment securities designated as available for sale are reported as a separate component of accumulated other comprehensive income/loss in the consolidated statement of shareholders' equity. Declines in the value of debt and marketable equity securities that are considered other-than-temporary are recorded in non-interest income as securities losses.

Securities transactions are recognized on the trade date (the date the order to buy or sell is executed). The amortized cost of specific securities sold is used to compute realized gains and losses. Interest and dividends on securities, including amortization of premiums and accretion of discounts using the effective interest method over the period to maturity, are included in interest income.

Non-marketable equity securities include stock acquired for regulatory purposes, such as Federal Home Loan Bank stock and Federal Reserve Bank stock. These securities are generally accounted for at cost and are included in investment securities.

Investments are reviewed quarterly for indicators of other-than-temporary impairment. This determination requires significant judgment. In making this judgment, Management evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost and intent and ability to hold the investment. Investments with an indicator of impairment are further evaluated to determine the likelihood of a significant adverse effect on the fair value and amount of the impairment as necessary.

- **Loans and Leases** — Loans and direct financing leases for which Huntington has the intent and ability to hold for the foreseeable future, or until maturity or payoff, are classified in the balance sheet as loans and leases. Loans and leases are carried at the principal amount outstanding, net of unamortized deferred loan origination fees and costs and net of unearned income. Direct financing leases are reported at the aggregate of lease payments receivable and estimated residual values, net of unearned and deferred income. Interest income is accrued as earned using the interest method based on unpaid principal balances. Huntington defers the fees it receives from the origination of loans and leases, as well as the direct costs of those activities, and amortizes these fees and costs on a level-yield basis over the estimated lives of the related loans. Management evaluates direct financing leases individually for impairment.

Loans that Huntington has the intent and ability to sell or securitize are classified as held for sale. Loans held for sale are carried at the lower of aggregate cost or fair value. Fair value is determined based on prevailing market prices for loans with similar characteristics. Subsequent declines in fair value are recognized either as a charge-off or as non-interest income, depending on the length of time the loan has been recorded as held for sale. When a decision is made to sell a loan that was not originated or initially acquired with the intent to sell, the loan is reclassified into held for sale. Such reclassifications may occur, and have occurred in the past several years, due to a change in strategy in managing the balance sheet. See Note 5 for further information on recent securitization activities.

Automobile loans and leases include loans secured by automobiles and leases of automobiles that qualify for the direct financing method of accounting. Substantially all of the direct financing leases that qualify for that accounting method do so because the present value of the lease payments and the guaranteed residual value are at least 90% of the cost of the vehicle. Huntington records the residual values of its leases based on estimated future market values of the automobiles as published in the Automotive Lease Guide (ALG), an authoritative industry source. Beginning in October 2000, Huntington purchased residual value insurance for its entire automobile lease portfolio to mitigate the risk of declines in residual values. Residual value insurance provides for the recovery of the vehicle residual value specified by the ALG at the inception of the lease. As a result, the risk associated with market driven declines in used car values is mitigated. Currently, Huntington has three distinct residual value insurance policies in place to address the residual risk in the portfolio. One residual value insurance policy covers all vehicles leased between October 1, 2000 and April 30, 2002, and has an associated total payment cap of \$50 million. Any losses above the cap result in additional depreciation expense. A second policy covers all originations from May 2002 through June 2005, and does not have a cap. A third policy, similar in structure to the referenced second policy, is in effect until July 1, 2007, and has covered all originations since June 30, 2005. Leases covered by the last two policies qualify for the direct financing method of accounting. Leases covered by the first policy are accounted for using the operating lease method of accounting and are recorded as operating lease assets in Huntington's consolidated balance sheet.

Residual values on leased automobiles and equipment are evaluated quarterly for impairment. Impairment of the residual values of direct financing leases is recognized by writing the leases down to fair value with a charge to other non-interest expense. Residual value losses arise if the fair value at the end of the lease term is less than the residual value embedded in the original lease contract. For leased automobiles, residual value insurance covers the difference between the recorded residual value and the fair value of the automobile at the end of the lease term as evidenced by ALG Black Book valuations. This insurance, however, does not cover residual losses that occur when the automobile is sold for a value below ALG Black Book value at the time of sale, which may arise when the automobile has excess wear and tear and/or excess mileage, not reimbursed by the lessee. In any event, the insurance provides a minimum level of coverage of residual value such that the net present value of the minimum lease payments plus the portion of the residual value that is guaranteed exceeds 90 percent of the fair value of the automobile at the inception of the lease.

For leased equipment, the residual component of a direct financing lease represents the estimated fair value of the leased equipment at the end of the lease term. Huntington relies on industry data, historical experience, and independent appraisals to establish these residual value estimates. Additional information regarding product life cycle, product upgrades, as well as insight into competing products are obtained through relationships with industry contacts and are factored into residual value estimates where applicable.

Commercial and industrial loans and commercial real estate loans are generally placed on non-accrual status and stop accruing interest when principal or interest payments are 90 days or more past due or the borrower's creditworthiness is in doubt. A loan may remain in accruing status when it is sufficiently collateralized, which means the collateral covers the full repayment of principal and interest, and is in the process of active collection.

Commercial and industrial and commercial real estate loans are evaluated periodically for impairment in accordance with the provisions of Statement No. 114, *Accounting by Creditors for Impairment of a Loan*, as amended. This Statement requires an

allowance to be established as a component of the allowance for loan and lease losses when it is probable that all amounts due pursuant to the contractual terms of the loan or lease will not be collected and the recorded investment in the loan or lease exceeds its fair value. Fair value is measured using either the present value of expected future cash flows discounted at the loan's or lease's effective interest rate, the observable market price of the loan or lease, or the fair value of the collateral if the loan or lease is collateral dependent.

Consumer loans and leases, excluding residential mortgage and home equity loans, are subject to mandatory charge-off at a specified delinquency date and are not classified as non-performing prior to being charged off. These loans and leases are generally charged off in full no later than when the loan or lease becomes 120 days past due. Residential mortgage loans are placed on non-accrual status when principal payments are 180 days past due or interest payments are 210 days past due. A charge-off on a residential mortgage loan is recorded when the loan has been foreclosed and the loan balance exceeds the fair value of the collateral. The fair value of the collateral is then recorded as real estate owned and is reflected in other assets in the consolidated balance sheet. (See Note 4 for further information.) A home equity charge-off occurs when it is determined that there is not sufficient equity in the loan to cover Huntington's position. A write down in value occurs as determined by Huntington's internal processes, with subsequent losses incurred upon final disposition. In the event the first mortgage is purchased to protect Huntington's interests, the charge-off process is the same as residential mortgage loans described above.

Huntington uses the cost recovery method of accounting for cash received on non-performing loans and leases. Under this method, cash receipts are applied entirely against principal until the loan or lease has been collected in full, after which time any additional cash receipts are recognized as interest income. When, in management's judgment, the borrower's ability to make periodic interest and principal payments resumes and collectibility is no longer in doubt, the loan or lease is returned to accrual status. When interest accruals are suspended, accrued interest income is reversed with current year accruals charged to earnings and prior year amounts generally charged off as a credit loss.

- **Sold Loans** — Loans that are sold are accounted for in accordance with Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. For loan sales with servicing retained, an asset is also recorded for the right to service the loans sold, based on the fair value of the servicing rights.

Gains and losses on the loans sold and servicing rights associated with loan sales are determined when the related loans are sold to the trust or third party. Fair values of the servicing rights are based on the present value of expected future cash flows from servicing the underlying loans, net of adequate compensation to service the loans. The present value of expected future cash flows is determined using assumptions for market interest rates, ancillary fees, and prepayment rates. Management also uses these assumptions to assess automobile loan servicing rights for impairment periodically. The servicing rights are recorded in other assets in the consolidated balance sheets. Servicing revenues on mortgage and automobile loans are included in mortgage banking income and other non-interest income, respectively.

- **Allowance for Credit Losses** — The allowance for credit losses (ACL) reflects Management's judgment as to the level of the ACL considered appropriate to absorb probable inherent credit losses. This judgment is based on the size and current risk characteristics of the portfolio, a review of individual loans and leases, historical and anticipated loss experience, and a review of individual relationships where applicable. External influences such as general economic conditions, economic conditions in the relevant geographic areas and specific industries, regulatory guidelines, and other factors are also assessed in determining the level of the allowance.

The determination of the allowance requires significant estimates, including the timing and amounts of expected future cash flows on impaired loans and leases, consideration of current economic conditions, and historical loss experience pertaining to pools of homogeneous loans and leases, all of which may be susceptible to change. The allowance is increased through a provision that is charged to earnings, based on Management's quarterly evaluation of the factors previously mentioned, and is reduced by charge-offs, net of recoveries, and the allowance associated with securitized or sold loans.

The ACL consists of two components, the transaction reserve, which includes a specific reserve in accordance with Statement No. 114, and the economic reserve. Loan and lease losses related to the transaction reserve are recognized and measured pursuant to Statement No. 5, *Accounting for Contingencies*, and Statement No. 114, while losses related to the economic reserve are recognized and measured pursuant to Statement No. 5. The two components are more fully described below.

The transaction reserve component of the ACL includes both (a) an estimate of loss based on pools of commercial and consumer loans and leases with similar characteristics and (b) an estimate of loss based on an impairment review of each loan greater than \$500,000 that is considered to be impaired. For commercial loans, the estimate of loss based on pools of loans and leases with similar characteristics is made through the use of a standardized loan grading system that is applied on an

individual loan level and updated on a continuous basis. The reserve factors applied to these portfolios were developed based on internal credit migration models that track historical movements of loans between loan ratings over time and a combination of long-term average loss experience of our own portfolio and external industry data. In the case of more homogeneous portfolios, such as consumer loans and leases, the determination of the transaction reserve is based on reserve factors that include the use of forecasting models to measure inherent loss in these portfolios. Models and analyses are updated frequently to capture the recent behavioral characteristics of the subject portfolios, as well as any changes in loss mitigation or credit origination strategies. Adjustments to the reserve factors are made as needed based on observed results of the portfolio analytics.

The economic reserve incorporates our determination of the impact of risks associated with the general economic environment on the portfolio. The economic reserve is designed to address economic uncertainties and is determined based on economic indices as well as a variety of other economic factors that are correlated to the historical performance of the loan portfolio. Currently, two national and two regionally focused indices are utilized. The two national indices are: (1) the Real Consumer Spending, and (2) Consumer Confidence. The two regionally focused indices are: (1) the Institute for Supply Management Manufacturing, and (2) Non-agriculture Job Creation. Because of this more quantitative approach to recognizing risks in the general economy, the economic reserve may fluctuate from period-to-period, subject to a minimum level specified by policy.

- **Other Real Estate Owned** — Other real estate owned (OREO) is comprised principally of commercial and residential real estate properties obtained in partial or total satisfaction of loan obligations. In 2006, OREO also included government insured loans in foreclosure. OREO obtained in satisfaction of a loan is recorded at the estimated fair value less anticipated selling costs based upon the property's appraised value at the date of transfer, with any difference between the fair value of the property and the carrying value of the loan charged to the allowance for loan losses. Subsequent changes in value are reported as adjustments to the carrying amount, not to exceed the initial carrying value of the assets at the time of transfer. Changes in value subsequent to transfer are recorded in non-interest expense. Gains or losses not previously recognized resulting from the sale of OREO are recognized in non-interest expense on the date of sale.
- **Resell and Repurchase Agreements** — Securities purchased under agreements to resell and securities sold under agreements to repurchase are generally treated as collateralized financing transactions and are recorded at the amounts at which the securities were acquired or sold plus accrued interest. The fair value of collateral either received from or provided to a third party is continually monitored and additional collateral is obtained or is requested to be returned to Huntington as deemed appropriate.
- **Goodwill and Other Intangible Assets** — Under the purchase method of accounting, the net assets of entities acquired by Huntington are recorded at their estimated fair value at the date of acquisition. The excess cost of the acquisition over the fair value of net assets acquired is recorded as goodwill. Other intangible assets are amortized either on an accelerated or straight-line basis over their estimated useful lives. Goodwill and other intangible assets are evaluated for impairment on an annual basis at September 30<sup>th</sup> of each year or whenever events or changes in circumstances indicate that the carrying value may not be recoverable.
- **Mortgage Banking Activities** — Huntington recognizes the rights to service mortgage loans as separate assets, which are included in other assets in the consolidated balance sheets, only when purchased or when servicing is contractually separated from the underlying mortgage loans by sale or securitization of the loans with servicing rights retained. Servicing rights are initially recorded at fair value. All mortgage servicing rights are subsequently carried at fair value, and are included in other assets.

To determine the fair value of MSRs, Huntington uses a static discounted cash flow methodology incorporating current market interest rates. A static model does not attempt to forecast or predict the future direction of interest rates; rather it estimates the amount and timing of future servicing cash flows using current market interest rates. The current mortgage interest rate influences the prepayment rate; and therefore, the timing and magnitude of the cash flows associated with the servicing asset, while the discount rate determines the present value of those cash flows. Expected mortgage loan prepayment assumptions are derived from a third party model. Management believes these prepayment assumptions are consistent with assumptions used by other market participants valuing similar MSRs.

Huntington hedges the value of MSRs using derivative instruments. Huntington values its derivative instruments using observable market prices, when available. In the absence of observable market prices, Huntington uses discounted cash flow models to estimate the fair value of its derivatives. The interest rates used in these cash flow models are based on forward yield curves. Changes in fair value of these derivatives are reported as a component of mortgage banking income. In 2006,

Huntington reclassified trading gains/losses associated with MSRs from other non-interest income to mortgage banking income. Prior periods have been reclassified to conform to this presentation.

- **Premises and Equipment** — Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed principally by the straight-line method over the estimated useful lives of the related assets. Buildings and building improvements are depreciated over an average of 30 to 40 years and 10 to 20 years, respectively. Land improvements and furniture and fixtures are depreciated over 10 years, while equipment is depreciated over a range of three to seven years. Leasehold improvements are amortized over the lesser of the asset's useful life or the term of the related leases, including any renewal periods for which renewal is reasonably assured. Maintenance and repairs are charged to expense as incurred, while improvements that extend the useful life of an asset are capitalized and depreciated over the remaining useful life.
- **Operating Lease Assets** — Operating lease assets consist of automobiles leased to consumers. These assets are reported at cost, including net deferred origination fees or costs, less accumulated depreciation. Net deferred origination fees or costs include the referral payments Huntington makes to automobile dealers, which are deferred and amortized on a straight-line basis over the life of the lease.

Rental income is accrued on a straight line basis over the lease term. Net deferred origination fees or costs are amortized over the life of the lease to operating lease income. Depreciation expense is recorded on a straight-line basis over the term of the lease. Leased assets are depreciated to the estimated residual value at the end of the lease term. Depreciation expense is included in operating lease expense in the non-interest expense section of the consolidated statements of income. On a quarterly basis, residual values of operating leases are evaluated individually for impairment under Statement No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Under that Statement, when aggregate future cash flows from the operating lease, including the expected realizable fair value of the leased asset at the end of the lease, are less than the book value of the lease, an immediate impairment write-down is recognized. Otherwise, reductions in the expected residual value result in additional depreciation of the leased asset over the remaining term of the lease. Upon disposition, a gain or loss is recorded for any difference between the net book value of the lease and the proceeds from the disposition of the asset, including any insurance proceeds.

Also, on a quarterly basis, Management evaluates the amount of residual value losses that it anticipates will result from the estimated fair value of leased assets being less than the residual value inherent in the lease. When estimating fair value, Management takes into consideration policy caps that exist in one of its residual value insurance policies and whether it expects aggregate claims under such policies to exceed the cap. Residual value losses exceeding any insurance policy cap are reflected in higher depreciation expense over the remaining life of the affected automobile lease.

Credit losses, included in operating lease expense, occur when a lease is terminated early because the lessee cannot make the required lease payments. These credit-generated terminations result in Huntington taking possession of the automobile earlier than expected. When this occurs, the market value of the automobile may be less than Huntington's book value, resulting in a loss upon sale. Rental income payments accrued, but not received, are written off when they reach 120 days past due and at that time, the asset is evaluated for impairment.

Starting in 2004, Huntington also began purchasing equipment for lease to customers under operating lease arrangements. These operating lease arrangements required the lessee to make a fixed monthly rental payment over a specified lease term, typically from 36 to 84 months. The equipment, net of accumulated depreciation, are reported in other assets in the consolidated balance sheet.

- **Bank Owned Life Insurance** — Huntington's bank owned life insurance policies are carried at their cash surrender value. Huntington recognizes tax-free income from the periodic increases in the cash surrender value of these policies and from death benefits.
- **Derivative Financial Instruments** — A variety of derivative financial instruments, principally interest rate swaps, are used in asset and liability management activities to protect against the risk of adverse price or interest rate movements. These instruments provide flexibility in adjusting the Company's sensitivity to changes in interest rates without exposure to loss of principal and higher funding requirements.

Huntington also uses derivatives, principally loan sale commitments, in the hedging of its mortgage loan interest rate lock commitments and its mortgage loans held for sale. Mortgage loan sale commitments and the related interest rate lock

commitments are carried at fair value on the consolidated balance sheet with changes in fair value reflected in mortgage banking revenue.

Derivative financial instruments, primarily interest rate swaps, are accounted for in accordance with Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities* (Statement No. 133), as amended. This Statement requires every derivative instrument to be recorded in the consolidated balance sheet as either an asset or a liability (in other assets or other liabilities, respectively) measured at its fair value, with changes to that fair value being recorded through earnings unless specific criteria are met to account for the derivative using hedge accounting.

For those derivatives which hedge accounting is applied, Huntington formally documents the hedging relationship and the risk management objective and strategy for undertaking the hedge. This documentation identifies the hedging instrument, the hedged item or transaction, the nature of the risk being hedged, and, unless the hedge meets all of the criteria to assume there is no ineffectiveness, the method that will be used to assess the effectiveness of the hedging instrument and how ineffectiveness will be measured. The methods utilized to assess retrospective hedge effectiveness, as well as the frequency of testing, vary based on the type of item being hedged and the designated hedge period. For specifically designated fair value hedges of certain fixed-rate debt, Huntington utilizes the short-cut method when all the criteria of paragraph 68 of Statement No. 133 are met. For other fair value hedges of fixed-rate debt including certificates of deposit, Huntington utilizes the dollar offset or the regression method to evaluate hedge effectiveness on a quarterly basis. For fair value hedges of portfolio loans and mortgage loans held for sale, the regression method is used to evaluate effectiveness on a daily basis. For cash flow hedges, the dollar offset method is applied on a quarterly basis. For hedging relationships that are designated as fair value hedges, changes in the fair value of the derivative are, to the extent that the hedging relationship is effective, recorded through earnings and offset against changes in the fair value of the hedged item. For cash flow hedges, changes in the fair value of the derivative are, to the extent that the hedging relationship is effective, recorded as other comprehensive income and subsequently recognized in earnings at the same time that the hedged item is recognized in earnings. Any portion of a hedge that is ineffective is recognized immediately as other non-interest income. When a cash flow hedge is discontinued because the originally forecasted transaction is not probable of occurring, any net gain or loss in accumulated other comprehensive income is recognized immediately as other non-interest income.

Like other financial instruments, derivatives contain an element of credit risk, which is the possibility that Huntington will incur a loss because a counter-party fails to meet its contractual obligations. Notional values of interest rate swaps and other off-balance sheet financial instruments significantly exceed the credit risk associated with these instruments and represent contractual balances on which calculations of amounts to be exchanged are based. Credit exposure is limited to the sum of the aggregate fair value of positions that have become favorable to Huntington, including any accrued interest receivable due from counterparties. Potential credit losses are minimized through careful evaluation of counterparty credit standing, selection of counterparties from a limited group of high quality institutions, collateral agreements, and other contract provisions.

- **Advertising Costs** — Advertising costs are expensed as incurred as a marketing expense, a component of non-interest expense.
- **Income Taxes** — Income taxes are accounted for under the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future book and tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are determined using enacted tax rates expected to apply in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income at the time of enactment of such change in tax rates. Any interest due for payment of income taxes is included in the provision for income taxes.
- **Treasury Stock** — Acquisitions of treasury stock are recorded at cost. The reissuance of shares in treasury for acquisitions, stock option exercises, or for other corporate purposes, is recorded at weighted-average cost.
- **Share-Based Compensation** — On January 1, 2006, Huntington adopted the fair value recognition provisions of FASB Statement No. 123 (revised 2004), *Share-Based Payment* (Statement No. 123R) relating to its share-based compensation plans. Prior to January 1, 2006, Huntington had accounted for share-based compensation plans under the intrinsic value method promulgated by Accounting Principles Board (APB) Opinion 25, *Accounting for Stock Issued to Employees* (APB 25), and related interpretations. In accordance with APB 25, compensation expense for employee stock options was generally not recognized for options granted that had an exercise price equal to the market value of the underlying common stock on the date of grant.

Under the modified prospective method of Statement No. 123R, compensation expense is recognized during the year ended December 31, 2006, for all unvested stock options, based on the grant date fair value estimated in accordance with the original provisions of Statement No. 123, *Accounting for Stock-Based Compensation* (Statement No. 123) and for all share-based payments granted after January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of Statement No. 123R. Share-based compensation expense is recorded in personnel costs in the consolidated statements of income. Huntington's financial results for the prior periods have not been restated.

- **Segment Results** — Accounting policies for the lines of business are the same as those used in the preparation of the consolidated financial statements with respect to activities specifically attributable to each business line. However, the preparation of business line results requires management to establish methodologies to allocate funding costs and benefits, expenses, and other financial elements to each line of business. Changes are made in these methodologies utilized for certain balance sheet and income statement allocations performed by Huntington's management reporting system, as appropriate.
- **Statement of Cash Flows** — Cash and cash equivalents are defined as “Cash and due from banks” and “Federal funds sold and securities purchased under resale agreements.”

## 2. NEW ACCOUNTING STANDARDS

### Standards adopted in 2006:

- **FASB Statement No. 123 (revised 2004), *Share-Based Payment* (Statement No. 123R)** — Statement No. 123R was issued in December 2004, requiring that the compensation cost relating to share-based payment transactions be recognized in the financial statements. That cost is measured based on the fair value of the equity or liability instruments issued. Huntington adopted Statement No. 123R, effective January 1, 2006. The impact of adoption to Huntington's results of operations is presented in Note 19.
- **FASB Statement No. 154, *Accounting Changes and Error Corrections* — a replacement of APB Opinion No. 20 and FASB Statement No. 3 (Statement No. 154)** — In May 2005, the FASB issued Statement No. 154, which replaces APB Opinion No. 20, *Accounting Changes*, and Statement No. 3, *Reporting Accounting Changes in Interim Financial Statements*. Statement No. 154 changes the requirements for the accounting for and reporting of a change in accounting principle. Statement No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The impact of this new pronouncement was not material to Huntington's financial condition, results of operations, or cash flows.
- **FASB Statement No. 155, *Accounting for Certain Hybrid Financial Instruments* — an amendment of FASB Statements No. 133 and 140 (Statement No. 155)** — On February 16, 2006, the FASB issued Statement No. 155, which amends Statement No. 133 to simplify the accounting for certain derivatives embedded in other financial instruments (hybrid financial instruments) by permitting these hybrid financial instruments to be carried at fair value. Statement No. 155 also establishes a requirement to evaluate interests in securitized financial assets, including collateralized mortgage obligations and mortgage-backed securities, to identify embedded derivatives that would need to be separately accounted for from the financial asset.

In January 2007, the FASB issued Derivatives Implementation Group Issue No. B40 addressing application of Statement No. 155 to collateralized mortgage obligations and mortgage-backed securities. Based on the FASB's conclusions regarding the applicability of Statement No. 155 to collateralized mortgage obligations and mortgage-backed securities, Management does not believe that the implementation issue will have a significant impact to its financial position or its results of operations. Huntington adopted Statement No. 155 effective January 1, 2006, with no impact to reported financial results.

- **FASB Statement No. 156, *Accounting for Servicing of Financial Assets* — an amendment of FASB Statement No. 140 (Statement No. 156)** — In March 2006, the FASB issued Statement No. 156, an amendment of Statement No. 140. This Statement requires all separately recognized servicing rights be initially measured at fair value, if practicable. For each class of separately recognized servicing assets and liabilities, this statement permits Huntington to choose either to report servicing assets and liabilities at fair value or at amortized cost. Under the fair value approach, servicing assets and liabilities are recorded at fair value at each reporting date with changes in fair value recorded in earnings in the period in which the changes occur. Under the amortized cost method, servicing assets and liabilities are amortized in proportion to and over the period of estimated net servicing income or net servicing loss and are assessed for impairment based on fair value at each reporting date. Huntington elected to adopt the provisions of Statement No. 156 for mortgage servicing rights effective January 1, 2006, and has recorded mortgage servicing right assets using the fair value provision of the standard. The adoption of Statement No. 156 resulted in an \$18.6 million increase in the carrying value of mortgage servicing right assets as of January 1, 2006. The

cumulative effect of this change was \$12.1 million, net of taxes, which is reflected as an increase in retained earnings in the Consolidated Statements of Changes in Shareholders' Equity. (See Note 5)

- **FASB Statement No. 158, Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106 and 132R (Statement No. 158)** — In September 2006, the FASB issued Statement No. 158, as an amendment to FASB Statements No. 87, 88, 106 and 132R. Statement No. 158 requires an employer to recognize in its statement of financial position the funded status of its defined benefit plans and to recognize as a component of other comprehensive income, net of tax, any unrecognized transition obligations and assets, the actuarial gains and losses and prior service costs and credits that arise during the period. The recognition provisions of Statement No. 158 are to be applied prospectively and are effective for fiscal years ending after December 15, 2006. In addition, Statement No. 158 requires a fiscal year end measurement of plan assets and benefit obligations, eliminating the use of earlier measurement dates currently permissible. However, the new measurement date requirement will not be effective until fiscal years ended after December 15, 2008. Currently, Huntington utilizes a measurement date of September 30th. The adoption of Statement No. 158 as of December 31, 2006 resulted in a write-down of its pension asset by \$125.1 million, and decreased accumulated other comprehensive income by \$83.0 million, net of taxes (See Note 21).

**Standards not yet adopted as of December 31, 2006:**

- **FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes** — In July 2006, the FASB issued FIN 48, *Accounting for Uncertainty in Income Taxes*. This Interpretation of FASB Statement No. 109, *Accounting for Income Taxes*, contains guidance on the recognition and measurement of uncertain tax positions. Huntington will be required to recognize the impact of a tax position if it is more likely than not that it will be sustained upon examination, based upon the technical merits of the position. The effective date for application of this interpretation is for periods beginning after December 15, 2006. The cumulative effect of applying the provisions of this Interpretation must be reported as an adjustment to the opening balance of retained earnings for that fiscal period. Management does not expect that the impact of this new pronouncement will be material to Huntington's financial condition, results of operations, or cash flows.
- **FASB Statement No. 157, Fair Value Measurements (Statement No. 157)** — In September 2006, the FASB issued Statement No. 157. This Statement establishes a common definition for fair value to be applied to GAAP guidance requiring use of fair value, establishes a framework for measuring fair value, and expands disclosure about such fair value measurements. Statement No. 157 is effective for fiscal years beginning after November 15, 2007. Management is currently assessing the impact this Statement will have on its consolidated financial position and results of operations.
- **FASB Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (Statement No. 159)** — In February 2007, the FASB issued Statement No. 159. This Statement permits entities to choose to measure financial instruments and certain other financial assets and financial liabilities at fair value. This Statement is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact this Statement will have on its consolidated financial position and results of operations.

**3. INVESTMENT SECURITIES**

Investment securities at December 31 were as follows:

(in thousands of dollars)	Amortized Cost	Unrealized		Fair Value
		Gross Gains	Gross Losses	
<b>2006</b>				
U.S. Treasury	\$ 1,846	\$ 15	\$ (5)	\$ 1,856
Federal Agencies				
Mortgage-backed securities	1,277,184	4,830	(553)	1,281,461
Other agencies	149,917	102	(70)	149,949
Total Federal agencies	1,427,101	4,932	(623)	1,431,410
Asset-backed securities	1,574,572	11,372	(3,140)	1,582,804
Municipal securities	586,467	7,332	(2,376)	591,423
Private label collateralized mortgage obligations	586,088	4,046	(72)	590,062
Other securities	164,829	607	(67)	165,369
<b>Total investment securities</b>	<b>\$ 4,340,903</b>	<b>\$ 28,304</b>	<b>\$ (6,283)</b>	<b>\$4,362,924</b>

(in thousands of dollars)	Amortized Cost	Unrealized		Fair Value
		Gross Gains	Gross Losses	
2005				
U.S. Treasury	\$ 24,199	\$ 131	\$ (655)	\$ 23,675
Federal Agencies				
Mortgage-backed securities	1,309,598	680	(31,256)	1,279,022
Other agencies	349,385	115	(13,034)	336,466
Total Federal agencies	1,658,983	795	(44,290)	1,615,488
Asset-backed securities	1,788,694	4,990	(4,904)	1,788,780
Municipal securities	544,781	5,003	(4,934)	544,850
Private label collateralized mortgage obligations	402,959	171	(9,561)	393,569
Other securities	159,522	751	(115)	160,158
<b>Total investment securities</b>	<b>\$ 4,579,138</b>	<b>\$ 11,841</b>	<b>\$ (64,459)</b>	<b>\$4,526,520</b>

Other securities include Federal Home Loan Bank and Federal Reserve Bank stock, corporate debt and marketable equity securities.

Contractual maturities of investment securities as of December 31 were:

(in thousands of dollars)	2006		2005	
	Amortized Cost	Fair Value	Amortized	Fair Value
Under 1 year	\$ 7,490	\$ 7,473	\$ 1,765	\$ 1,765
1-5 years	203,728	203,867	394,254	382,549
6-10 years	170,075	169,680	199,670	196,154
Over 10 years	3,802,375	3,824,111	3,838,730	3,800,751
Non-marketable equity securities	150,754	150,754	89,661	89,661
Marketable equity securities	6,481	7,039	55,058	55,640
<b>Total investment securities</b>	<b>\$ 4,340,903</b>	<b>\$4,362,924</b>	<b>\$4,579,138</b>	<b>\$4,526,520</b>

At December 31, 2006, the carrying value of investment securities pledged to secure public and trust deposits, trading account liabilities, U.S. Treasury demand notes, and security repurchase agreements totaled \$1.5 billion. There were no securities of a single issuer, which are not governmental or government-sponsored, that exceeded 10% of shareholders' equity at December 31, 2006.

The following table provides the gross unrealized losses and fair value of temporarily impaired securities, aggregated by investment category and length of time the individual securities have been in a continuous loss position, at December 31, 2006.

(in thousands of dollars)	Less than 12 Months		Over 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury	\$ 99	\$ —	\$ 146	\$ (5)	\$ 245	\$ (5)
Federal agencies						
Mortgage-backed securities	131,122	(522)	10,188	(31)	141,310	(553)
Other agencies	99,531	(69)	697	(1)	100,228	(70)
Total Federal agencies	230,653	(591)	10,885	(32)	241,538	(623)
Asset-backed securities	297,916	(2,147)	59,925	(993)	357,841	(3,140)
Municipal securities	141,355	(764)	69,060	(1,612)	210,415	(2,376)
Private label collateralized mortgage obligations	38,309	(72)	—	—	38,309	(72)
Other securities	500	(2)	4,697	(65)	5,197	(67)
<b>Total temporarily impaired securities</b>	<b>\$708,832</b>	<b>\$ (3,576)</b>	<b>\$144,713</b>	<b>\$ (2,707)</b>	<b>\$853,545</b>	<b>\$ (6,283)</b>

In October 2006, after receiving the resolution of the Internal Revenue Service's audit of Huntington's consolidated federal tax return for tax years 2002 and 2003, Management began to review its securities portfolio. The resolution of the federal income tax audit for tax years 2002 and 2003 resulted in the recognition of \$84.5 million in tax provision benefit. The recognition of the tax benefits increased Huntington's regulatory capital, providing the capacity to sustain significant after-tax charges. Management

reviewed the securities portfolio for restructuring, in response to the inverted structure of interest rates, concerns about the future liquidity of the market for collateralized mortgage obligations from certain interpretations of Statement No. 155, and concerns about the credit risk associated with securities collateralized by mortgage loans to borrowers with low FICO scores. Management recognized securities impairment as of September 30, 2006 of \$57.5 million on the securities portfolios under review.

During the fourth quarter of 2006, Management completed its review. As a result, management sold substantially its entire portfolio of US Treasury securities, its callable debt securities issued by agencies of the US government, and certain mortgage-backed securities and collateralized mortgage obligations. Other securities subject to review were not sold and remain in the portfolio. An additional \$15.8 million of securities losses were recognized on these securities in the fourth quarter of 2006, including \$6.8 million of impairment losses related to securities backed by mortgage loans to borrowers with low FICO scores that were not subject to the initial review.

As of December 31, 2006, Management has evaluated all other investment securities with unrealized losses and all non-marketable securities for impairment. The unrealized losses were caused by interest rate increases. The contractual terms and/or cash flows of the investments do not permit the issuer to settle the securities at a price less than the amortized cost. Huntington has the intent and ability to hold these investment securities until the fair value is recovered, which may be maturity, and therefore, does not consider them to be other-than-temporarily impaired at December 31, 2006.

Gross gains from sales of securities of \$8.4 million, \$8.5 million, and \$34.7 million, were realized in 2006, 2005, and 2004, respectively. Gross losses from the sales of securities totaled \$55.2 million in 2006, \$16.6 million in 2005, and \$19.0 million in 2004. Huntington also recognized an additional \$26.4 million of losses relating to securities that were identified as other-than-temporarily impaired.

4. LOANS AND LEASES

At December 31, 2006, \$3.1 billion of commercial and industrial loans were pledged to secure potential discount window borrowings from the Federal Reserve Bank, and \$4.9 billion of real estate qualifying loans were pledged to secure advances from the Federal Home Loan Bank. Real estate qualifying loans are comprised of residential mortgage loans secured by first and second liens.

Huntington's loan and lease portfolio includes lease financing receivables consisting of direct financing leases on equipment, which are included in commercial and industrial loans, and on automobiles. Net investment in lease financing receivables by category at December 31 were as follows:

(in thousands of dollars)	At December 31,	
	2006	2005
<b>Commercial and industrial</b>		
Lease payments receivable	\$ 624,656	\$ 486,488
Estimated residual value of leased assets	44,893	39,570
Gross investment in commercial lease financing receivables	669,549	526,058
Deferred origination fees and costs	3,983	3,125
Unearned income	(86,849)	(58,476)
<b>Total net investment in commercial lease financing receivables</b>	<b>\$ 586,683</b>	<b>\$ 470,707</b>
<b>Consumer</b>		
Lease payments receivable	\$ 857,127	\$ 1,209,088
Estimated residual value of leased assets	1,068,766	1,296,303
Gross investment in consumer lease financing receivables	1,925,893	2,505,391
Deferred origination fees and costs	(810)	(565)
Unearned income	(155,659)	(215,811)
<b>Total net investment in consumer lease financing receivables</b>	<b>\$ 1,769,424</b>	<b>\$ 2,289,015</b>

The future lease rental payments due from customers on direct financing leases at December 31, 2006, totaled \$1.5 billion and were as follows: \$0.4 billion in 2007; \$0.3 billion in 2008; \$0.2 billion in 2009; \$0.1 billion in 2010 and 2011, and \$0.4 billion thereafter. Included in the estimated residual value of leased consumer assets was a valuation reserve of \$7.3 million and \$5.1 million at December 31, 2006 and 2005, respectively, for expected residual value impairment not covered by residual value insurance.

There is a potential for loan products to contain contractual terms that give rise to a concentration of credit risk that may increase a lending institution's exposure to risk of nonpayment or realization. Examples of these contractual terms include loans that permit negative amortization, a loan-to-value of greater than 100%, and option adjustable-rate mortgages. Huntington does not offer mortgage loan products that contain these terms. Huntington does offer a home equity loan product that is interest only with an introductory rate that is below the market interest rate for the initial period of the loan term and increases when that period ends. Home equity loans totaled \$4.9 billion and \$4.8 billion at December 31, 2006 and 2005, respectively, or 19% of total loans at the end of each period. From a credit risk perspective, 87% of the home equity loans had a loan to value ratio of less than 90% at December 31, 2006. The charge-off policy for home equity loans is described in Note 1. There were no other economic, industry, or geographic concentration of credit risk in the loan and lease portfolio at December 31, 2006.

**Related Party Transactions**

Huntington has made loans to its officers, directors, and their associates. These loans were made in the ordinary course of business under normal credit terms, including interest rate and collateralization, and do not represent more than the normal risk of collection. These loans to related parties for the year ended December 31 are summarized as follows:

(in thousands of dollars)	2006	2005
<b>Balance, beginning of year</b>	<b>\$ 76,488</b>	<b>\$ 89,177</b>
Loans made	105,337	219,728
Repayments	(91,639)	(231,814)
Changes due to status of executive officers and directors	(33,680)	(603)
<b>Balance, end of year</b>	<b>\$ 56,506</b>	<b>\$ 76,488</b>

**Non-Performing Assets and Past Due Loans**

At December 31, 2006 and 2005, loans in non-accrual status and loans past due 90 days or more and still accruing interest, were as follows:

(in thousands of dollars)	At December 31,	
	2006	2005
Commercial and industrial	\$ 58,393	\$ 55,273
Commercial real estate	37,947	18,309
Residential mortgage	32,527	17,613
Home equity	15,266	10,720
<b>Total non-performing loans</b>	<b>144,133</b>	<b>101,915</b>
Other real estate, net	49,487	15,240
<b>Total non-performing assets</b>	<b>\$ 193,620</b>	<b>\$ 117,155</b>
<b>Accruing loans past due 90 days or more</b>	<b>\$ 59,114</b>	<b>\$ 56,138</b>

The amount of interest that would have been recorded under the original terms for total loans classified as non-accrual or renegotiated was \$14.2 million for 2006, \$7.7 million for 2005, and \$3.3 million for 2004. Amounts actually collected and recorded as interest income for these loans totaled \$3.4 million, \$1.9 million, and \$1.9 million for 2006, 2005, and 2004, respectively.

**5. LOAN SALES AND SECURITIZATIONS**

**Automobile loans**

Huntington sold \$0.7 billion, \$0.4 billion and \$1.5 billion of automobile loans in 2006, 2005 and 2004, respectively. Pre-tax gains from the sales of automobile loans totaled \$3.1 million, \$1.2 million and \$14.2 million in 2006, 2005 and 2004, respectively.

Huntington adopted Statement No. 156 as of January 1, 2006. Automobile loan servicing rights are accounted for under the amortization provision of that statement. A servicing asset is established at fair value at the time of the sale using the following assumptions: actual servicing income of 0.55% – 0.65%, adequate compensation for servicing of approximately 0.62%, other ancillary fees of approximately 0.37%, a discount rate of 10% and an estimated return on payments prior to remittance to investors. The servicing asset is then amortized against servicing income. Impairment, if any, is recognized when carrying value exceeds the fair value as determined by calculating the present value of expected net future cash flows. The primary risk characteristic for measuring servicing assets is payoff rates of the underlying loan pools. Valuation calculations rely on the predicted payoff assumption and, if actual payoff is quicker than expected, then future value would be impaired.

Changes in the carrying value of automobile loan servicing rights for the three years ended December 31, 2006, and the fair value at the end of each period were as follows:

(in thousands of dollars)	Year Ended December 31,		
	2006	2005	2004
<b>Carrying value, beginning of year</b>	\$ 10,805	\$ 20,286	\$ 17,662
New servicing assets	4,748	2,113	16,249
Amortization	(7,637)	(11,528)	(13,625)
Impairment charges	—	(66)	—
<b>Carrying value, end of year</b>	\$ 7,916	\$ 10,805	\$ 20,286
<b>Fair value, end of year</b>	\$ 9,457	\$ 11,658	\$ 21,361

Huntington has retained servicing responsibilities and receives annual servicing fees from 0.55% to 1.00% and other ancillary fees of approximately 0.40% to 0.47% of the outstanding loan balances. Servicing income, net of amortization of capitalized servicing assets, included in other non-interest income amounted to \$14.2 million in 2006, \$12.5 million in 2005, and \$10.1 million in 2004. The unpaid principal balance of automobile loans serviced for third parties was \$1.5 billion, \$1.7 billion, and \$2.3 billion at December 31, 2006, 2005, and 2004, respectively.

During the second quarter of 2006, Huntington transferred \$1.2 billion automobile loans and leases to a trust in a securitization transaction. The securitization did not qualify for sale accounting under Statement No. 140 and therefore, is accounted for as a secured financing. There were no automobile loan securitizations in 2005 or 2004.

**Residential Mortgage Loans**

During 2006, Huntington sold \$247.4 million of residential mortgage loans held for investment, resulting in a net pre-tax gain of \$0.5 million. During 2004, Huntington sold \$199.8 million of residential mortgage loans held for investment, resulting in a net pre-tax gain of \$0.5 million. Huntington also exchanged for federal agency mortgage-backed securities \$15.1 million and \$115.9 million of residential mortgage loans in 2005 and 2004, respectively, and retained all of the resulting securities. Accordingly, these amounts were reclassified from loans to investment securities. There were no such exchanges of residential mortgage loans in 2006.

A mortgage servicing right (MSR) is established only when the servicing is contractually separated from the underlying mortgage loans by sale or securitization of the loans with servicing rights retained. Effective January 1, 2006, the Company adopted Statement No. 156. The same risk management practices are applied to all MSRs and, accordingly, MSRs were identified as a single asset class and were re-measured to fair value as of January 1, 2006, with an adjustment of \$12.1 million, net of tax, to retained earnings.

At initial recognition, the MSR asset is established at its fair value using assumptions that are consistent with assumptions used at the time to estimate the fair value of the total MSR portfolio. Subsequent to initial capitalization, MSR assets are carried at fair value and are included in accrued income and other assets. Any increase or decrease in fair value during the period is recorded as an increase or decrease in servicing income, which is reflected in non-interest income in the consolidated statements of income.

The following table is a summary of the changes in MSR fair value for the year ended December 31, 2006:

(in thousands of dollars)	2006
<b>Carrying value, beginning of year</b>	\$ 91,259
Cumulative effect in change in accounting principle	18,631
Fair value, beginning of period	109,890
New servicing assets created	29,013
Servicing assets acquired	2,474
Change in fair value during the period due to:	
Time decay(1)	(4,086)
Payoffs(2)	(11,058)
Changes in valuation inputs or assumptions(3)	4,871
<b>Fair value, end of year</b>	\$ 131,104

(1) Represents decrease in value due to passage of time, including the impact from both regularly scheduled loan principal payments and partial loan paydowns.

(2) Represents decrease in value associated with loans that paid off during the period.

(3) Represents change in value resulting primarily from market-driven changes in interest rates.

MSRs do not trade in an active, open market with readily observable prices. While sales of MSRs occur, the precise terms and conditions are typically not readily available. Therefore, the fair value of MSRs is estimated using a discounted future cash flow model. The model considers portfolio characteristics, contractually specified servicing fees and assumptions related to prepayments, delinquency rates, late charges, other ancillary revenues, costs to service, and other economic factors. Changes in the assumptions used may have a significant impact on the valuation of MSRs.

A summary of key assumptions and the sensitivity of the MSR value at December 31, 2006 to changes in these assumptions follows:

(in thousands of dollars)	Actual	Decline in fair value due to	
		10% adverse change	20% adverse change
Constant pre-payment rate	12.84%	\$ (5,984)	\$ (11,529)
Discount rate	9.41	(4,753)	(9,182)

Caution should be used when reading these sensitivities as a change in an individual assumption and its impact on fair value is shown independent of changes in other assumptions. Economic factors are dynamic and may counteract or magnify sensitivities.

With the adoption of Statement No. 156, servicing rights are recorded at fair value at the end of each reporting period. Prior to 2006, servicing rights were evaluated quarterly for impairment based on the fair value of those rights, using a disaggregated approach. The fair value of the servicing rights was determined by estimating the present value of future net cash flows, taking into consideration market loan prepayment speeds, discount rates, servicing costs, and other economic factors. Temporary impairment was recognized in a valuation allowance against the mortgage servicing rights.

Changes in the impairment allowance for mortgage servicing rights for the two years ended December 31, 2005, were as follows:

(in thousands of dollars)	Year Ending December 31,	
	2005	2004
<b>Balance, beginning of year</b>	\$ (4,775)	\$ (6,153)
Impairment charges	(15,814)	(18,110)
Impairment recovery	20,185	19,488
<b>Balance, end of year</b>	\$ (404)	\$ (4,775)

The unpaid principal balance of residential mortgage loans serviced for third parties was \$8.3 billion, \$7.3 billion, and \$6.9 billion at December 31, 2006, 2005, and 2004, respectively.

Below is a summary of servicing fee income, a component of mortgage banking income, earned during the three years ended December 31, 2006:

(in thousands of dollars)	2006		2005		2004	
Servicing fees	\$	24,659	\$	22,181	\$	21,696
Late fees		2,539		2,022		1,725
Ancillary fees		765		797		541
<b>Total fee income</b>	\$	27,963	\$	25,000	\$	23,962

6. ALLOWANCES FOR CREDIT LOSSES (ACL)

The Company maintains two reserves, both of which are available to absorb possible credit losses: an allowance for loan and lease losses (ALLL) and an allowance for unfunded loan commitments and letters of credit (AULC). When summed together, these

reserves constitute the total allowances for credit losses (ACL). A summary of the transactions in the allowances for credit losses and details regarding impaired loans and leases follows for the three years ended December 31:

(in thousands of dollars)	Year Ended December 31,		
	2006	2005	2004
<b>Allowance for loan and lease losses, beginning of year (ALLL)</b>	\$ 268,347	\$ 271,211	\$ 299,732
Acquired allowance for loan and lease losses	23,785	—	—
Loan and lease losses	(119,692)	(115,848)	(126,115)
Recoveries of loans previously charged off	37,316	35,791	47,580
<b>Net loan and lease losses</b>	<b>(82,376)</b>	<b>(80,057)</b>	<b>(78,535)</b>
Provision for loan and lease losses	62,312	83,782	57,397
Economic reserve transfer <sup>(1)</sup>	—	(6,253)	—
Allowance for assets sold and securitized <sup>(2)</sup>	—	(336)	(7,383)
<b>Allowance for loan and lease losses, end of year</b>	<b>\$ 272,068</b>	<b>\$ 268,347</b>	<b>\$ 271,211</b>
<b>Allowance for unfunded loan commitments and letters of credit, beginning of year (AULC)</b>	<b>\$ 36,957</b>	<b>\$ 33,187</b>	<b>\$ 35,522</b>
Acquired AULC	—	—	325
Provision for unfunded loan commitments and letters of credit losses	2,879	(2,483)	(2,335)
Economic reserve transfer <sup>(1)</sup>	—	6,253	—
<b>Allowance for unfunded loan commitments and letters of credit, end of year</b>	<b>\$ 40,161</b>	<b>\$ 36,957</b>	<b>\$ 33,187</b>
<b>Total allowances for credit losses (ACL)</b>	<b>\$ 312,229</b>	<b>\$ 305,304</b>	<b>\$ 304,398</b>
<b>Recorded balance of impaired loans, at end of year<sup>(3)</sup> :</b>			
With specific reserves assigned to the loan and lease balances	\$ 35,212	\$ 41,525	\$ 51,875
With no specific reserves assigned to the loan and lease balances	25,662	14,032	29,296
<b>Total</b>	<b>\$ 60,874</b>	<b>\$ 55,557</b>	<b>\$ 81,171</b>
Average balance of impaired loans for the year <sup>(3)</sup>	\$ 65,907	\$ 29,441	\$ 54,445
Allowance for loan and lease losses on impaired loans <sup>(3)</sup>	7,612	14,526	23,447

(1) During 2005, the economic reserve associated with unfunded loan commitments was transferred from the ALLL to the AULC. This transfer had no impact on net income.

(2) In conjunction with the automobile loan sales and securitizations in 2006, 2005, and 2004, an allowance for loan and lease losses attributable to the associated loans sold was included as a component of the loan's carrying value upon their sale.

(3) Includes impaired commercial and industrial loans and commercial real estate loans with outstanding balances greater than \$500,000. A loan is impaired when it is probable that Huntington will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are included in non-performing assets. The amount of interest recognized in 2006, 2005 and 2004 on impaired loans while they were considered impaired was less than \$0.1 million, less than \$0.1 million, and \$1.1 million, respectively. The recovery of the investment in impaired loans with no specific reserves generally is expected from the sale of collateral, net of costs to sell that collateral.

#### 7. PENDING ACQUISITION OF SKY FINANCIAL GROUP, INC.

On December 20, 2006, Huntington announced the signing of a definitive agreement to acquire Sky Financial Group, Inc. (Sky Financial) in a stock and cash transaction expected to be valued at approximately \$3.5 billion. Sky Financial is a \$17.6 billion diversified financial holding company with over 330 banking offices and over 400 ATMs. Sky Financial serves communities in Ohio, Pennsylvania, Indiana, Michigan and West Virginia. Sky's financial service affiliates include: Sky Bank, commercial and retail banking; Sky Trust, asset management services; and Sky Insurance, retail and commercial insurance agency services.

Under the terms of the agreement, Sky Financial shareholders will receive 1.098 shares of Huntington common stock, on a tax-free basis, and a taxable cash payment of \$3.023 for each share of Sky Financial common stock. The merger was unanimously approved by both boards and is expected to close in the third quarter of 2007, pending customary regulatory approvals, as well as approval by both companies' shareholders.

#### 8. BUSINESS COMBINATIONS

On March 1, 2006, Huntington completed its merger with Canton, Ohio-based Unizan Financial Corp. (Unizan). Unizan operated 42 banking offices in five metropolitan markets in Ohio: Canton, Columbus, Dayton, Newark, and Zanesville.

Under the terms of the merger agreement announced January 27, 2004, and amended November 11, 2004, Unizan shareholders of record as of the close of trading on February 28, 2006, received 1.1424 shares of Huntington common stock for each share of Unizan. The total purchase price for Unizan has been allocated to the tangible and intangible assets and liabilities based on their respective fair values as of the acquisition date. Such allocations have not been finalized, and therefore, the allocation of the purchase price included in the Consolidated Balance Sheet is preliminary.

The following table shows the excess purchase price over carrying value of net assets acquired, preliminary purchase price allocation, and resulting goodwill:

(in thousands of dollars)		March 1, 2006
Purchase price	\$	575,793
Carrying value of net assets acquired		(194,996)
Excess of purchase price over carrying value of net assets acquired		380,797
Purchase accounting adjustments:		
Loans and leases		17,466
Premises and equipment		(202)
Accrued income and other assets		257
Deposits		748
Subordinated notes		2,845
Deferred federal income tax liability		6,616
Accrued expenses and other liabilities		8,577
Goodwill and other intangible assets		417,104
Less other intangible assets:		
Core deposit intangible		(45,000)
Other identifiable intangible assets		(18,252)
Other intangible assets		(63,252)
<b>Goodwill</b>	<b>\$</b>	<b>353,852</b>

Of the \$63.3 million of acquired intangible assets, \$45.0 million was assigned to core deposit intangible, and \$18.3 million was assigned to customer relationship intangibles. The core deposit and customer relationship intangibles have useful lives ranging from 10 to 15 years.

Goodwill resulting from the transaction totaled \$353.9 million and was assigned to Regional Banking and the Private Financial and Capital Markets Group (PFCMG) in the amount of \$335.9 million and \$18.0 million, respectively.

The following table summarizes the estimated fair value of the net assets acquired on March 1, 2006 related to the acquisition of Unizan:

(in thousands of dollars)	March 1, 2006	
<b>Assets</b>		
Cash and due from banks	\$	66,544
Interest bearing deposits in banks		3,096
Investment securities		300,416
Loans and leases		1,666,604
Allowance for loan and lease losses		(23,785)
<b>Net loans and leases</b>		<b>1,642,819</b>
Bank owned life insurance		48,521
Premises and equipment		21,603
Goodwill		353,852
Other intangible assets		63,252
Accrued income and other assets		22,012
<b>Total assets</b>		<b>2,522,115</b>
<b>Liabilities</b>		
Deposits		1,696,124
Short-term borrowings		79,140
Federal Home Loan Bank advances		102,950
Subordinated notes		23,464
Deferred federal income tax liability		7,123
Accrued expenses and other liabilities		37,521
<b>Total liabilities</b>		<b>1,946,322</b>
<b>Purchase price</b>	<b>\$</b>	<b>575,793</b>

Huntington's consolidated financial statements include the results of operations of Unizan since March 1, 2006, the date of acquisition. The following unaudited summary information presents the consolidated results of operations of Huntington on a pro forma basis, as if the Unizan acquisition had occurred at the beginning of 2006 and 2005.

(in thousands, except per share amounts)	2006		2005	
Net interest income	\$	1,030,789	\$	1,032,083
Provision for credit losses		(66,301)		(87,959)
<b>Net interest income after provision for credit losses</b>		<b>964,488</b>		<b>944,124</b>
Non-interest income		565,853		660,986
Non-interest expense		(1,012,840)		(1,041,532)
Income before income taxes		517,501		563,578
Provision for income taxes		(54,837)		(137,173)
<b>Net income</b>	<b>\$</b>	<b>462,664</b>	<b>\$</b>	<b>426,405</b>
<b>Net income per common share</b>				
Basic	\$	1.92	\$	1.67
Diluted		1.90		1.65
<b>Average common shares outstanding</b>				
Basic		240,924		255,417
Diluted		244,145		258,879

The pro forma results include amortization of fair value adjustments on loans, deposits, and debt, and amortization of newly created intangibles and post-merger related charges. The pro forma number of average common shares outstanding includes adjustments for shares issued for the acquisition and the impact of additional dilutive securities but does not assume any incremental share repurchases. The pro forma results presented do not reflect cost savings, or revenue enhancements anticipated

from the acquisition, and are not necessarily indicative of what actually would have occurred if the acquisition had been completed as of the beginning of the periods presented, nor are they necessarily indicative of future consolidated results.

Effective at the end of the day on December 31, 2006, Huntington acquired Unified Fund Services, Inc. and Unified Financial Securities, Inc. (Unified), an Indianapolis, Indiana based provider of fund accounting, administration, distribution and transfer agent services to mutual funds. Unified will operate as a wholly owned subsidiary of Huntington. The total purchase price for Unified has been allocated to the tangible and intangible assets and liabilities based on their respective fair values as of the acquisition date. Such allocations have not been finalized, and therefore, the allocation of the purchase price included in the Consolidated Balance Sheet is preliminary. The purchase price of this acquisition was immaterial to Huntington's financial statements.

9. GOODWILL AND OTHER INTANGIBLE ASSETS

Changes to the carrying amount of goodwill by line of business for the years ended December 31, 2006 and 2005, were as follows:

(in thousands of dollars)	Regional Banking	Dealer Sales	PFCMG	Treasury/ Other	Huntington Consolidated
<b>Balance, December 31, 2005</b>	\$ 199,971	\$ —	\$ 12,559	\$ —	\$ 212,530
Goodwill acquired during the period	335,884	—	22,462	—	358,346
<b>Balance, December 31, 2006</b>	\$ 535,855	\$ —	\$ 35,021	\$ —	\$ 570,876

As further described in Note 8, of the goodwill acquired during 2006, \$353.9 million was a result of the completion of the merger with Unizan and \$4.4 million was a result of the acquisition of Unified. There were no impairment losses for the three years ended December 31, 2006, 2005, and 2004.

At December 31, 2006 and 2005, Huntington's other intangible assets consisted of the following:

(in thousands of dollars)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
<b>December 31, 2006</b>			
Leasehold purchased	\$ 23,655	\$ (19,631)	\$ 4,024
Core deposit intangible	45,000	(7,525)	37,475
Borrower relationship	6,570	(456)	6,114
Trust customers	11,430	(796)	10,634
Other	1,622	(382)	1,240
<b>Total other intangible assets</b>	\$ 88,277	\$ (28,790)	\$ 59,487
<b>December 31, 2005</b>			
Leasehold purchased	\$ 23,655	\$ (18,816)	\$ 4,839
Trust customers	130	(13)	117
<b>Total other intangible assets</b>	\$ 23,785	\$ (18,829)	\$ 4,956

Amortization expense of other intangible assets for the three years ended December 31, 2006, 2005 and 2004 was \$10.0 million, \$0.8 million, and \$0.8 million, respectively.

The estimated amortization expense of other intangible assets for the next five annual years are as follows:

(in thousands of dollars)	Amortization Expense
Fiscal year:	
2007	\$ 10,040
2008	8,856
2009	7,928
2010	7,106
2011	6,312

**10. AUTOMOBILE OPERATING LEASE ASSETS**

For periods before May 2002, Huntington purchased vehicles, primarily automobiles, for lease to consumers under operating lease arrangements. These operating lease arrangements required the lessee to make a fixed monthly rental payment over a specified lease term, typically from 36 to 66 months. Rental income is earned by Huntington on these operating lease assets and reported as non-interest income. The assets are depreciated over the term of the lease to the estimated fair value at the end of the lease. The depreciation of these assets is reported as a component of non-interest expense. At the end of the lease, the asset is either purchased by the lessee or returned to Huntington. The following is a summary of operating lease assets at December 31:

(in thousands of dollars)	At December 31,	
	2006	2005
Cost of operating lease assets (including residual values of \$28,572 and \$148,937, respectively)	\$ 90,940	\$ 460,596
Deferred origination fees and costs	(23)	(272)
Accumulated depreciation	(62,586)	(271,321)
<b>Total</b>	<b>\$ 28,331</b>	<b>\$ 189,003</b>

The future lease rental payments due from customers on operating lease assets at December 31, 2006, totaled \$5.2 million and are due as follows: \$5.2 million in 2007 and less than \$0.1 million thereafter. Depreciation expense for each of the years ended December 31, 2006, 2005, and 2004 was \$28.6 million, \$94.8 million, and \$215.0 million, respectively.

**11. PREMISES AND EQUIPMENT**

At December 31, premises and equipment stated at cost were comprised of the following:

(in thousands of dollars)	At December 31,	
	2006	2005
Land and land improvements	\$ 79,273	\$ 67,787
Buildings	270,942	246,745
Leasehold improvements	154,097	149,466
Equipment	491,428	477,192
<b>Total premises and equipment</b>	<b>995,740</b>	<b>941,190</b>
Less accumulated depreciation and amortization	(622,968)	(580,513)
<b>Net premises and equipment</b>	<b>\$ 372,772</b>	<b>\$ 360,677</b>

Depreciation and amortization charged to expense and rental income credited to net occupancy expense for the three years ended December 31, 2006 were:

(in thousands of dollars)	Year Ended December 31,		
	2006	2005	2004
Total depreciation and amortization of premises and equipment	\$ 52,333	\$ 50,355	\$ 50,097
Rental income credited to occupancy expense	11,602	11,010	13,081

**12. SHORT-TERM BORROWINGS**

At December 31, short-term borrowings were comprised of the following:

(in thousands of dollars)	At December 31,	
	2006	2005
Federal funds purchased	\$ 520,354	\$ 931,097
Securities sold under agreements to repurchase	1,111,959	888,985
Commercial paper	2,677	2,480
Other borrowings	41,199	66,698
<b>Total short-term borrowings</b>	<b>\$ 1,676,189</b>	<b>\$ 1,889,260</b>

Other borrowings consist of borrowings from the U.S. Treasury, funds held as collateral from swap counterparties, and other notes payable.

Information concerning securities sold under agreements to repurchase for the years ended December 31 is summarized as follows:

(in thousands of dollars)	Year Ended December 31,	
	2006	2005
Average balance during the year	\$ 1,065,649	\$ 1,125,159
Average interest rate during the year	3.33%	2.17%
Maximum month-end balance during the year	\$ 1,213,673	\$ 1,356,733

Commercial paper is issued by Huntington Bancshares Financial Corporation, a non-bank subsidiary, with principal and interest guaranteed by the parent company.

### 13. FEDERAL HOME LOAN BANK ADVANCES

Huntington's long-term advances from the Federal Home Loan Bank had weighted average interest rates of 5.40% and 4.37% at December 31, 2006 and 2005, respectively. These advances, which predominantly had variable interest rates, were collateralized by qualifying real estate loans. As of December 31, 2006 and 2005, Huntington's maximum borrowing capacity was \$3.2 billion and \$1.7 billion, respectively. The advances outstanding at December 31, 2006 of \$1.0 billion mature as follows: \$0.2 billion in 2007; \$0.3 billion in 2008; \$0.1 billion in 2009; \$0.4 billion in 2010; and less than \$0.1 billion in 2011 and thereafter. The terms of advances include various restrictive covenants including limitations on the acquisition of additional debt in excess of specified levels, dividend payments, and the disposition of subsidiaries. As of December 31, 2006, Huntington was in compliance with all such covenants.

### 14. SUBORDINATED NOTES

At December 31, Huntington's subordinated notes consisted of the following:

(in thousands of dollars)	At December 31,	
	2006	2005
<b>Parent company:</b>		
6.06% junior subordinated debentures due 2027 <sup>(1)</sup>	\$ 206,186	\$ 206,186
5.99% junior subordinated debentures due 2028 <sup>(2)</sup>	103,093	103,093
9.88% junior subordinated debentures due 2029	23,428	—
<b>The Huntington National Bank:</b>		
8.00% subordinated notes due 2010	152,303	158,620
4.90% subordinated notes due 2014	193,122	193,361
5.50% subordinated notes due 2016	248,908	—
6.60% subordinated notes due 2018	212,526	214,277
5.375% subordinated notes due 2019	147,091	147,834
<b>Total subordinated notes</b>	<b>\$ 1,286,657</b>	<b>\$ 1,023,371</b>

(1) Variable effective rate at December 31, 2006, based on three month LIBOR + 0.70.

(2) Variable effective rate at December 31, 2006, based on three month LIBOR + 0.625.

The weighted-average interest rate for subordinated notes was 6.08% and 5.84% at December 31, 2006 and 2005, respectively.

Amounts above are reported net of unamortized discounts and adjustments related to hedging with derivative financial instruments. The derivative instruments, principally interest rate swaps, are used to match the funding rates on certain assets by hedging the cash flow variability associated with certain variable-rate debt by converting the debt to fixed-rate and hedging the fair values of certain fixed-rate debt by converting the debt to a variable rate. See Note 23 for more information regarding such financial instruments. All principal is due upon maturity of the note as described in the table above.

Under FIN 46(R), certain wholly-owned trusts, which had been formed for the sole purpose of issuing trust preferred securities, are not consolidated. The proceeds from the trust preferred securities issuances were invested in junior subordinated debentures of the Parent Company. The obligations of these debentures constitute a full and unconditional guarantee by the Parent Company of the trust securities. The junior subordinated debentures held by the trust included in the Company's long-term debt was \$0.3 billion as of December 31, 2006 and 2005.

**15. OTHER LONG-TERM DEBT**

At December 31, Huntington's other long-term debt consisted of the following:

(in thousands of dollars)	At December 31,	
	2006	2005
The Huntington National Bank	\$ 808,112	\$ 1,576,033
5.68% Securitization trust note payable due 2012(1)	408,745	792,386
6.02% Securitization trust note payable due 2018(2)	962,283	—
7.88% Class C preferred securities of REIT subsidiary, no maturity	50,000	50,000
<b>Total other long-term debt</b>	<b>\$ 2,229,140</b>	<b>\$ 2,418,419</b>

(1) Variable effective rate at December 31, 2006, based on one month LIBOR +0.33.

(2) Variable effective rate at December 31, 2006, based on one month LIBOR +0.67.

Amounts above include values related to hedging with derivative financial instruments. The derivative instruments, principally interest rate swaps, are used to match the funding rates on certain assets by hedging the cash flow variability associated with certain variable-rate debt by converting the debt to fixed-rate and hedging the fair values of certain fixed-rate debt by converting the debt to a variable rate. See Note 23 for more information regarding such financial instruments.

The weighted-average interest rate for other long-term debt was 5.48% and 4.34% at December 31, 2006 and 2005, respectively.

The securitization trust notes payable are collateralized by \$1.7 billion in automobile loans held in the automobile trusts. The terms of the other long-term debt obligations contain various restrictive covenants including limitations on the acquisition of additional debt in excess of specified levels, dividend payments, and the disposition of subsidiaries. As of December 31, 2006, Huntington was in compliance with all such covenants.

Other long-term debt maturities for the next five years are as follows: \$0.1 billion in 2007; \$0.2 billion in 2008; \$0.2 billion in 2009; \$0.3 billion in 2010; none in 2011 and \$1.4 billion thereafter. These maturities are based upon the par values of long-term debt.

16. OTHER COMPREHENSIVE INCOME

The components of Huntington's other comprehensive income in each of the three years ended December 31 were as follows:

(in thousands of dollars)	Year Ended December 31,		
	2006	2005	2004
<b>Unrealized losses on investment securities arising during the year:</b>			
Unrealized net losses	\$ 1,448	\$ (41,014)	\$ (18,555)
Related tax benefit	(752)	14,445	6,689
<b>Net</b>	<b>696</b>	<b>(26,569)</b>	<b>(11,866)</b>
<b>Less: Reclassification of net realized losses (gains) from sales of investment securities during the year:</b>			
Realized net losses (gains)	73,191	8,055	(15,763)
Related tax (benefit) expense	(25,617)	(2,819)	5,517
<b>Net</b>	<b>47,574</b>	<b>5,236</b>	<b>(10,246)</b>
<b>Total unrealized losses on investment securities arising during the year, net of reclassification of net realized losses (gains)</b>	<b>48,270</b>	<b>(21,333)</b>	<b>(22,112)</b>
<b>Unrealized gains on cash flow hedging derivatives arising during the year:</b>			
Unrealized net gains	2,772	16,852	14,914
Related tax expense	(970)	(5,898)	(5,220)
<b>Net</b>	<b>1,802</b>	<b>10,954</b>	<b>9,694</b>
<b>Defined benefit pension plans:</b>			
Cumulative effect of change in accounting for funded status of pension plans	(128,175)	—	—
Minimum pension liability adjustment	414	(1,248)	(1,789)
Related tax benefit	44,716	437	626
<b>Net</b>	<b>(83,045)</b>	<b>(811)</b>	<b>(1,163)</b>
<b>Total other comprehensive loss</b>	<b>\$ (32,973)</b>	<b>\$ (11,190)</b>	<b>\$ (13,581)</b>

Activity in accumulated other comprehensive income for the three years ended December 31, 2006 was as follows:

(in thousands of dollars)	Unrealized gains and losses on investment securities	Unrealized gains and losses on cash flow hedging derivatives	Defined benefit pension plans	Total
Balance, January 1, 2004	\$ 9,429	\$ (5,442)	\$ (1,309)	\$ 2,678
Current period change	(22,112)	9,694	(1,163)	(13,581)
Balance, December 31, 2004	(12,683)	4,252	(2,472)	(10,903)
Current period change	(21,333)	10,954	(811)	(11,190)
Balance, December 31, 2005	(34,016)	15,206	(3,283)	(22,093)
<b>Current period change</b>	<b>48,270</b>	<b>1,802</b>	<b>(83,045)</b>	<b>(32,973)</b>
<b>Balance, December 31, 2006</b>	<b>\$ 14,254</b>	<b>\$ 17,008</b>	<b>\$ (86,328)</b>	<b>\$ (55,066)</b>

17. SHAREHOLDERS' EQUITY

On October 18, 2005, the Company announced that the board of directors authorized a new program for the repurchase of up to 15 million shares (the 2005 Repurchase Program). A repurchase program authorized in 2004, with 3.1 million shares remaining, was cancelled and replaced by the 2005 Repurchase Program.

On April 20, 2006, the Company announced that the board of directors authorized a new program for the repurchase of up to 15.0 million shares (the 2006 Repurchase Program). The 2006 Repurchase Program does not have an expiration date. The 2005 Repurchase Program, with 5.0 million shares remaining, was canceled and replaced by the 2006 Repurchase Program. The Company announced its expectation to repurchase the shares from time to time in the open market or through privately negotiated transactions depending on market conditions.

On May 24, 2006, Huntington repurchased 6.0 million shares of common stock from Bear Stearns under an accelerated share repurchase program. The accelerated share repurchase program enabled Huntington to purchase the shares immediately, while Bear Stearns purchased shares in the market over a period of up to four months (the Repurchase Term). In connection with the repurchase of these shares, Huntington entered into a variable share forward sale agreement, which provided for a settlement, reflecting a price differential based on the adjusted volume-weighted average price as defined in the agreement with Bear Stearns. The variable share forward agreement concluded at the end of September 2006, resulting in a nominal settlement of cash to Huntington. This was reflected as an adjustment to treasury shares.

Listed below is the share repurchase activity for the year ended December 31, 2006:

Repurchase Programs	Total Number of Shares Purchased	Average Price Paid Per Share
The 2005 Repurchase Program	4,831,000	\$ 23.46
The 2006 Repurchase Program	11,150,000	23.81
<b>Total Shares Repurchased in 2006</b>	<b>15,981,000</b>	<b>\$ 23.71</b>

**18. EARNINGS PER SHARE**

Basic earnings per share is the amount of earnings for the period available to each share of common stock outstanding during the reporting period. Diluted earnings per share is the amount of earnings available to each share of common stock outstanding during the reporting period adjusted for the potential issuance of common shares for dilutive stock options. The calculation of basic and diluted earnings per share for each of the three years ended December 31 was as follows:

(in thousands, except per share amounts)	Year ended December 31,		
	2006	2005	2004
<b>Net income</b>	\$ 461,221	\$ 412,091	\$ 398,925
Average common shares outstanding	236,699	230,142	229,913
Dilutive potential common shares	3,221	3,333	3,943
<b>Diluted average common shares outstanding</b>	<b>239,920</b>	<b>233,475</b>	<b>233,856</b>
<b>Earnings Per Share</b>			
Basic	\$ 1.95	\$ 1.79	\$ 1.74
Diluted	1.92	1.77	1.71

The average market price of Huntington’s common stock for the period was used in determining the dilutive effect of outstanding stock options. Dilutive potential common shares include stock options and options held in deferred compensation plans. Dilutive potential common shares are computed based on the number of shares subject to options that have an exercise price less than the average market price of Huntington’s common stock for the period.

Approximately 5.5 million, 5.7 million, and 2.6 million options to purchase shares of common stock outstanding at the end of 2006, 2005, and 2004, respectively, were not included in the computation of diluted earnings per share because the effect would be antidilutive. The weighted average exercise price for these options was \$25.69 per share, \$25.68 per share, and \$26.96 per share at the end of the same respective periods.

**19. SHARE-BASED COMPENSATION**

Huntington sponsors nonqualified and incentive share-based compensation plans. These plans provide for the granting of stock options and other awards to officers, directors, and other employees. Stock options are granted at the market price on the date of the grant. Options vest ratably over three years or when other conditions are met. Options granted prior to May 2004 have a maximum term of ten years. All options granted beginning in May 2004 have a maximum term of seven years.

Beginning in 2006, Huntington began granting restricted stock units under the 2004 Stock and Long-Term Incentive Plan. Restricted stock units are issued at no cost to the recipient, and can be settled only in shares at the end of the vesting period, subject to certain service restrictions. The fair value of the restricted stock unit awards was based on the closing market price of the Company’s common stock on the date of award.

The following table presents the unfavorable impact of adoption of Statement 123R on Huntington's income before income taxes, net income, and basic and diluted earnings per share for the year ended December 31, 2006.

(in millions, except per share amounts)	Share-based compensation expense	
Income before income taxes	\$	(18.6)
Net income		(12.1)
<b>Earnings per share</b>		
Basic	\$	(0.05)
Diluted		(0.05)

Prior to the adoption of Statement 123R, Huntington presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the consolidated statements of cash flows. Statement 123R requires the cash flows from tax benefits resulting from tax deductions in excess of compensation costs recognized for those options (excess tax benefits) to be classified as financing cash flows. As a result, the benefits of tax deductions in excess of recognized compensation cost included in net financing cash flows for the year ended December 31, 2006 was \$1.0 million.

Consistent with the valuation method used for the disclosure only provisions of Statement No. 123, Huntington uses the Black-Scholes option-pricing model to value share-based compensation expense. This model assumes that the estimated fair value of options is amortized over the options' vesting periods and the compensation costs would be included in personnel costs on the consolidated statements of income. Forfeitures are estimated at the date of grant based on historical rates and reduce the compensation expense recognized. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the date of grant. Expected volatility is based on the historical volatility of Huntington's stock. The expected term of options granted is derived from historical data on employee exercises. The expected dividend yield is based on the dividend rate and stock price on the date of the grant. The following table illustrates the weighted-average assumptions used in the option-pricing model for options granted in the three years ended December 31, 2006, 2005 and 2004.

Assumptions	2006	2005	2004
Risk-free interest rate	4.96%	4.07%	3.78%
Expected dividend yield	4.24	3.34	3.20
Expected volatility of Huntington's common stock	22.2	26.3	30.9
Expected option term (years)	6.0	6.0	6.0
<b>Weighted-average grant date fair value per share</b>	<b>\$ 4.21</b>	<b>\$ 5.28</b>	<b>\$ 5.78</b>

The following pro forma disclosures for net income and earnings per diluted common share for the years ended December 31, 2005 and 2004, are presented as if Huntington had applied the fair value method of accounting of Statement No. 123 in measuring compensation costs for stock options.

(in millions, except per share amounts)	Year Ended December 31,	
	2005	2004
<b>Pro forma results</b>		
Net income, as reported	\$ 412.1	\$ 398.9
Pro forma expense, net of tax	(11.9)	(14.4)
<b>Pro forma net income</b>	<b>\$ 400.2</b>	<b>\$ 384.5</b>
<b>Net income per common share:</b>		
Basic, as reported	\$ 1.79	\$ 1.74
Basic, pro forma	1.74	1.67
Diluted, as reported	1.77	1.71
Diluted, pro forma	1.71	1.64

Huntington's stock option activity and related information for the year ended December 31, 2006, was as follows:

(in thousands, except per share amounts)	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
<b>Outstanding at January 1, 2006</b>	21,004	\$21.11		
Granted	1,486	23.38		
Acquired(1)	656	16.56		
Exercised	(2,014)	18.34		
Forfeited/expired	(559)	22.56		
<b>Outstanding at December 31, 2006</b>	<b>20,573</b>	<b>\$21.36</b>	<b>4.8</b>	<b>\$59,930</b>
<b>Exercisable at December 31, 2006</b>	<b>14,639</b>	<b>\$20.72</b>	<b>4.5</b>	<b>\$53,279</b>

(1) Relates to option plans acquired from the merger with Unizan.

The aggregate intrinsic value represents the amount by which the fair value of underlying stock exceeds the option exercise price. The total intrinsic value of stock options exercised during 2006, 2005, and 2004 was \$11.8 million, \$11.6 million, and \$17.5 million, respectively.

Cash received from the exercise of options for 2006, 2005, and 2004 was \$36.8 million, \$31.9 million, and \$41.4 million, respectively. The tax benefit realized for the tax deductions from option exercises totaled \$2.8 million, \$8.7 million, and \$3.0 million for 2006, 2005, and 2004, respectively.

The following table summarizes the status of Huntington's nonvested awards for the year ended December 31, 2006:

(in thousands, except per share amounts)	Options	Weighted-Average Grant Date Fair Value Per Share	Restricted Stock Units	Weighted-Average Grant Date Fair Value Per Share
Nonvested at January 1, 2006	7,956	\$5.53	—	\$ —
Granted	1,486	4.21	476	23.37
Acquired(1)	19	4.61	—	—
Vested	(3,025)	5.60	—	—
Forfeited	(502)	5.40	(8)	23.34
<b>Nonvested at December 31, 2006</b>	<b>5,934</b>	<b>\$5.17</b>	<b>468</b>	<b>\$ 23.37</b>

(1) Relates to option plans acquired from the merger with Unizan.

As of December 31, 2006, the total unrecognized compensation cost related to nonvested awards was \$26.9 million with a weighted-average expense recognition period of 1.9 years. The total fair value of awards vested during the year ended December 31, 2006, was \$17.0 million.

The following table presents additional information regarding options outstanding as of December 31, 2006.

(in thousands, except per share amounts)	Options Outstanding			Exercisable Options	
	Shares	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
Range of Exercise Prices					
\$9.91 to \$15.00	738	4.7	\$14.21	738	\$14.21
\$15.01 to \$20.00	7,133	4.7	18.03	5,844	17.61
\$20.01 to \$25.00	10,439	5.6	22.86	5,803	22.14
\$25.01 to \$28.35	2,263	2.1	27.22	2,254	27.23
<b>Total</b>	<b>20,573</b>	<b>4.8</b>	<b>\$21.36</b>	<b>14,639</b>	<b>\$20.72</b>

On August 27, 2002, common stock options were granted, with certain specified exceptions, to full- and part-time employees under the Huntington Bancshares Incorporated Employee Stock Incentive Plan (the Incentive Plan). Under the terms of the Incentive Plan, these options are to vest on the earlier of August 27, 2007, or at such time as the closing price for Huntington's common stock for five consecutive trading days reached or exceeded \$27.00. As of December 31, 2006, 1.4 million shares under option remain unvested.

Huntington's board of directors has approved all of the plans. Shareholders have approved each of the plans, except for the broad-based Employee Stock Incentive Plan. Of the 25.3 million awards to grant or purchase shares of common stock authorized for issuance under the plans at December 31, 2006, 21.4 million were outstanding and 3.9 million were available for future grants.

20. INCOME TAXES

The following is a summary of the provision for income taxes:

(in thousands of dollars)	At December 31,		
	2006	2005	2004
Current tax provision			
Federal	\$ 340,665	\$ 163,383	\$ 12,779
State	222	210	—
<b>Total current tax provision</b>	<b>340,887</b>	<b>163,593</b>	<b>12,779</b>
Deferred tax (benefit) provision			
Federal	(288,475)	(32,681)	140,962
State	428	571	—
<b>Total deferred tax (benefit) provision</b>	<b>(288,047)</b>	<b>(32,110)</b>	<b>140,962</b>
<b>Provision for income taxes</b>	<b>\$ 52,840</b>	<b>\$ 131,483</b>	<b>\$ 153,741</b>

Tax expense (benefit) associated with securities transactions included in the above amounts were (\$25.6 million) in 2006, (\$2.8 million) in 2005, and \$5.5 million in 2004.

The following is a reconciliation of provision for income taxes to the amount computed at the statutory rate of 35%:

(in thousands of dollars)	2006		2005		2004	
	Amount	Rate	Amount	Rate	Amount	Rate
Income tax expense computed at the statutory rate	\$ 179,921	35.0%	\$ 190,251	35.0%	\$ 193,433	35.0%
Increases (decreases):						
Tax-exempt interest income	(10,449)	(2.0)	(8,741)	(1.6)	(7,640)	(1.4)
Tax-exempt bank owned life insurance income	(15,321)	(3.0)	(14,257)	(2.6)	(14,804)	(2.7)
Asset securitization activities	(10,157)	(2.0)	(6,651)	(1.2)	(6,278)	(1.1)
Federal tax loss carryback	(33,086)	(6.4)	(28,705)	(5.3)	—	—
General business credits	(7,130)	(1.4)	(6,878)	(1.3)	(7,768)	(1.4)
Repatriation of foreign earnings	—	—	5,741	1.1	—	—
Resolution of federal income tax audit	(52,604)	(10.2)	—	—	—	—
Other, net	1,666	0.3	723	0.1	(3,202)	(0.6)
<b>Provision for income taxes</b>	<b>\$ 52,840</b>	<b>10.3%</b>	<b>\$ 131,483</b>	<b>24.2%</b>	<b>\$ 153,741</b>	<b>27.8%</b>

The significant components of deferred assets and liabilities at December 31, was as follows:

(in thousands of dollars)	At December 31,	
	2006	2005
<b>Deferred tax assets:</b>		
Allowances for credit losses	\$ 132,085	\$ 123,934
Loss and other carry-forwards	37,872	54,457
Fair Value Adjustments	—	14,082
Pension and other employee benefits	9,645	—
Other	87,241	74,020
<b>Net deferred tax assets</b>	<b>266,843</b>	<b>266,493</b>
<b>Deferred tax liabilities:</b>		
Lease financing	547,488	830,303
Fair value adjustments	2,807	—
Pension and other employee benefits	—	41,409
Mortgage servicing rights	32,123	26,375
Other	91,031	71,106
Total deferred tax liability	673,449	969,193
<b>Net deferred tax liability before valuation allowance</b>	<b>406,606</b>	<b>702,700</b>
Valuation Allowance	37,315	40,955
<b>Net deferred tax liability after valuation allowance</b>	<b>\$ 443,921</b>	<b>\$ 743,655</b>

At December 31, 2006, Huntington's deferred tax asset related to loss and other carry-forwards was \$37.9 million. This was comprised of a net operating loss carry-forward of \$0.2 million for U.S. federal tax purposes, which will begin expiring in 2023, an alternative minimum tax credit carry-forward of \$0.4 million, and a capital loss carry-forward of \$37.3 million, which will expire in 2010. A valuation allowance in the amount of \$37.3 million has been established for the capital loss carry-forward. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax asset will not be realized. The valuation allowance on this asset decreased \$3.6 million from 2005 to 2006 as a result of the 2005 tax return true-up and the estimated utilization of capital losses in 2006. In Management's opinion the results of future operations will generate sufficient taxable income to realize the net operating loss and the alternative minimum tax credit carry-forward. Consequently, management has determined that a valuation allowance for deferred tax assets was not required as of December 31, 2006 or 2005 relating to these carry-forwards.

## 21. BENEFIT PLANS

Huntington sponsors the Huntington Bancshares Retirement Plan (the Plan), a non-contributory defined benefit pension plan covering substantially all employees. The Plan provides benefits based upon length of service and compensation levels. The

funding policy of Huntington is to contribute an annual amount that is at least equal to the minimum funding requirements but not more than that deductible under the Internal Revenue Code.

In addition, Huntington has an unfunded defined benefit post-retirement plan that provides certain health care and life insurance benefits to retired employees who have attained the age of 55 and have at least 10 years of vesting service under this plan. For any employee retiring on or after January 1, 1993, post-retirement health-care benefits are based upon the employee's number of months of service and are limited to the actual cost of coverage. Life insurance benefits are a percentage of the employee's base salary at the time of retirement, with a maximum of \$50,000 of coverage.

The following table shows the weighted-average assumptions used to determine the benefit obligation at December 31, 2006 and 2005, and the net periodic benefit cost for the years then ended. Huntington selected September 30, 2006 as the measurement date for all calculations and contracted an actuary to provide measurement services.

	Pension Benefits		Post-Retirement Benefits	
	2006	2005	2006	2005
<b>Weighted-average assumptions used to determine benefit obligations at December 31</b>				
Discount rate	5.74%	5.43%	5.74%	5.43%
Rate of compensation increase	5.00	5.00	N/A	N/A
<b>Weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31</b>				
Discount rate	5.43%	5.81%	5.43%	5.81%
Expected return on plan assets	8.00	7.00	N/A	N/A
Rate of compensation increase	5.00	5.00	N/A	N/A

N/ A, Not Applicable

The expected long-term rate of return on plan assets is an assumption reflecting the average rate of earnings expected on the funds invested or to be invested to provide for the benefits included in the projected benefit obligation. The expected long-term rate of return is established at the beginning of the plan year based upon historical returns and projected returns on the underlying mix of invested assets. For the year ended December 31, 2006, the long-term rate of return assumption to determine the net periodic benefit cost was raised one percentage point to 8.00% due to favorable historical and expected future results.

The following table reconciles the beginning and ending balances of the benefit obligation of the Plan and the post-retirement benefit plan with the amounts recognized in the consolidated balance sheets at December 31:

(in thousands of dollars)	Pension Benefits		Post-Retirement Benefits	
	2006	2005	2006	2005
<b>Projected benefit obligation at beginning of measurement year (September 30)</b>	\$ 418,091	\$ 336,007	\$ 43,616	\$ 55,504
Changes due to:				
Service cost	17,262	13,936	1,302	1,377
Interest cost	22,157	19,016	2,332	2,903
Benefits paid	(7,491)	(6,897)	(3,540)	(3,738)
Settlements	(11,523)	(9,375)	—	—
Plan amendments	—	—	1,700	—
Actuarial assumptions and gains and losses	(12,792)	65,404	2,811	(12,430)
<b>Total changes</b>	<b>7,613</b>	<b>82,084</b>	<b>4,605</b>	<b>(11,888)</b>
<b>Projected benefit obligation at end of measurement year (September 30)</b>	<b>\$ 425,704</b>	<b>\$ 418,091</b>	<b>\$ 48,221</b>	<b>\$ 43,616</b>

The investment objective of the Plan is to maximize the return on Plan assets over a long time horizon, while meeting the Plan obligations. At September 30, 2006, Plan assets were invested 72% in equity investments and 28% in bonds, with an average duration of 3.7 years on bond investments. The estimated life of benefit obligations was 12 years. Management believes that this mix is appropriate for the current economic environment.

Changes to certain actuarial assumptions, including a higher discount rate decreased the pension benefit obligation at September 30, 2006 by \$12.8 million.

The following table reconciles the beginning and ending balances of the fair value of Plan assets with the amounts recognized in the consolidated balance sheets at the September 30 measurement date:

(in thousands of dollars)	Pension Benefits	
	2006	2005
<b>Fair value of plan assets at beginning of measurement year (September 30)</b>	<b>\$ 440,787</b>	<b>\$ 353,222</b>
Changes due to:		
Actual return on plan assets	30,232	40,798
Employer contributions	29,800	63,600
Settlements	(12,313)	(9,936)
Benefits paid	(7,491)	(6,897)
<b>Total changes</b>	<b>40,228</b>	<b>87,565</b>
<b>Fair value of plan assets at end of measurement year (September 30)</b>	<b>\$ 481,015</b>	<b>\$ 440,787</b>

Huntington's accumulated benefit obligation under the Plan was \$384 million and \$372 million at September 30, 2006 and 2005, respectively. In both years, the fair value of Huntington's plan assets exceeded its accumulated benefit obligation.

The following table shows the components of net periodic benefit cost recognized in the three years ended December 31, 2006:

(in thousands of dollars)	Pension Benefits			Post-Retirement Benefits		
	2006	2005	2004	2006	2005	2004
Service cost	\$ 17,552	\$ 14,186	\$ 12,159	\$ 1,302	\$ 1,378	\$ 1,302
Interest cost	22,157	19,016	17,482	2,332	2,903	3,209
Expected return on plan assets	(33,577)	(25,979)	(21,530)	—	—	—
Amortization of transition asset	(1)	(4)	1	1,104	1,104	1,104
Amortization of prior service cost	1	1	1	489	379	583
Amortization of gain	—	—	—	(722)	(126)	—
Settlements	3,565	3,642	3,151	—	—	—
Recognized net actuarial loss	17,509	10,689	7,936	—	—	—
<b>Benefit cost</b>	<b>\$ 27,206</b>	<b>\$ 21,551</b>	<b>\$ 19,200</b>	<b>\$ 4,505</b>	<b>\$ 5,638</b>	<b>\$ 6,198</b>

Included in service costs are \$0.4 million, \$0.3 million and \$0.3 million of plan expenses that were recognized in the three years ended December 31, 2006, 2005 and 2004. It is Huntington's policy to recognize settlement gains and losses as incurred. Management expects net periodic pension cost to approximate \$17.6 million and net periodic post-retirement benefits cost to approximate \$5.5 million for 2007.

The estimated transition asset and prior service cost for the Plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are less than \$0.1 million. The estimated transition asset, prior service cost and net gain for the post-retirement benefit plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is \$1.1 million, \$0.6 million and (\$0.3 million), respectively.

Under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, Huntington has registered for the Medicare subsidy and a \$15.5 million reduction in the post-retirement obligation is being recognized over a 10-year period beginning October 1, 2005.

At September 30, 2006 and 2005, The Huntington National Bank, as trustee, held all Plan assets. The Plan assets consisted of investments in a variety of Huntington mutual funds and Huntington common stock as follows:

(in thousands of dollars)	Fair Value			
	2006		2005	
	Balance	%	Balance	%
Huntington funds — money market	\$ 820	—%	\$ 164	—%
Huntington funds — equity funds	331,022	69	300,080	68
Huntington funds — fixed income funds	133,641	28	125,971	29
Huntington common stock	15,532	3	14,572	3
<b>Fair value of plan assets (September 30)</b>	<b>\$ 481,015</b>	<b>100%</b>	<b>\$ 440,787</b>	<b>100%</b>

The number of shares of Huntington common stock held by the Plan was 642,364 at December 31, 2006 and 2005. The Plan has acquired and held Huntington common stock in compliance at all times with Section 407 of the Employee Retirement Income Security Act of 1978.

Dividends and interest received by the Plan during 2006 and 2005 were \$33.4 million and \$18.9 million, respectively.

At December 31, 2006, the following table shows when benefit payments, which include expected future service, as appropriate, were expected to be paid:

(in thousands of dollars)	Pension Benefits	Post-Retirement Benefits
Fiscal Year:		
2007	\$ 22,412	\$4,134
2008	23,105	4,201
2009	23,876	4,275
2010	24,864	4,356
2011	26,526	4,439
2012 through 2016	144,273	21,926

Although not legally required, Huntington made a discretionary contribution to the Plan of \$29.8 million in June 2006. There is no expected minimum contribution for 2007 to the Plan. However, Huntington may choose to make a contribution to the Plan up to the maximum deductible limit in the 2007 plan year. Expected contributions for 2007 to the post-retirement benefit plan are \$3.2 million.

The assumed health-care cost trend rate has a significant effect on the amounts reported. A one percentage point increase would increase service and interest costs and the post-retirement benefit obligation by less than \$0.1 million, respectively. A one-percentage point decrease would reduce service and interest costs and the post-retirement benefit obligation by less than \$0.1 million, respectively. The 2007 health-care cost trend rate was projected to be 9.60% for pre-65 participants and 9.70% for post-65 participants compared with an estimate of 9.78% for pre-65 participants and 9.46% for post-65 participants in 2005. These rates are assumed to decrease gradually until they reach 5.0% for both pre-65 participants and post-65 participants in the year 2018 and remain at that level thereafter. Huntington updated the immediate health-care cost trend rate assumption based on current market data and Huntington's claims experience. This trend rate is expected to decline over time to a trend level consistent with medical inflation and long-term economic assumptions.

Huntington also sponsors other retirement plans, the most significant being the Supplemental Executive Retirement Plan and the Supplemental Retirement Income Plan. These plans are nonqualified plans that provide certain current and former officers and directors of Huntington and its subsidiaries with defined pension benefits in excess of limits imposed by federal tax law. At December 31, 2006, Huntington has a pension liability of \$27.9 million associated with these plans. At December 31, 2005, the accrued pension liability for these plans totaled \$26.6 million. Pension expense for the plans was \$2.6 million, \$2.3 million, and \$2.1 million in 2006, 2005, and 2004, respectively. Huntington recorded a (\$0.3 million) and \$0.8 million, net of tax, minimum pension liability adjustment within other comprehensive income associated with these unfunded plans in 2006 and 2005, respectively. The adoption of Statement No. 158 eliminated the need to record any further minimum pension liability adjustments associated with these plans.

On December 31, 2006, Huntington adopted the recognition provisions of Statement No. 158, which required Huntington to recognize the funded status of the defined benefit plans on its Consolidated Balance Sheet. Statement No. 158 also required

recognition of actuarial gains and losses, prior service cost, and any remaining transition amounts from the initial application of Statements 87 and 106 as a component of accumulated other comprehensive income, net of tax.

The following table illustrates the effect of applying Statement No. 158 for all defined benefit plans on Huntington's Consolidated Balance Sheet as of December 31, 2006.

(in thousands of dollars)	Before Adoption of Statement No. 158	Adjustments	After Adoption of Statement No. 158
Accrued income and other assets	\$ 1,187,932	\$(125,081)	\$ 1,062,851
Total assets	35,454,100	(125,081)	35,329,019
Accrued expenses and other liabilities	591,354	2,680	594,034
Deferred federal income tax liability	488,637	(44,716)	443,921
Total liabilities	32,356,729	(42,036)	32,314,693
Accumulated other comprehensive income	27,979	(83,045)	(55,066)
Total shareholders' equity	3,097,371	(83,045)	3,014,326

The following table presents the amounts recognized in the consolidated balance sheets at December 31, 2006 after the adoption of Statement No. 158 for all of Huntington defined benefit plans.:

(in thousands of dollars)	December 31, 2006
Accrued income and other assets	\$55,311
Accrued expenses and other liabilities	75,230

Amounts recognized in accumulated other comprehensive income as of December 31, 2006 consist of:

(in thousands of dollars)	December 31, 2006
Net actuarial loss	\$(78,209)
Prior service cost	(3,808)
Transition liability	(4,311)
<b>Defined benefit pension plans</b>	<b>\$(86,328)</b>

The following table presents the funded status of the Plan and the post-retirement benefit plan with the amounts recognized in the consolidated balance sheet as of December 31, 2005 prior to the adoption of Statement No. 158:

(in thousands of dollars)	Pension Benefits	Post-Retirement Benefits
Projected benefit obligation less (greater) than plan assets	\$ 22,696	\$ (43,616)
Unrecognized net actuarial loss (gain)	153,308	(11,586)
Unrecognized prior service cost	1,788	3,476
Unrecognized transition liability, net of amortization	6	7,728
Prepaid (accrued) benefit costs, at measurement date	177,798	(43,998)
Contribution made after measurement date	—	1,018
Prepaid (accrued) benefit costs	\$ 177,798	\$ (42,980)

Huntington has a defined contribution plan that is available to eligible employees. Huntington matches participant contributions dollar for dollar, up to the first 3% of base pay contributed to the plan. The match is 50 cents on the dollar on the 4th and 5th percent of base pay contributed to the plan. The cost of providing this plan was \$10.3 million in 2006, \$9.6 million in 2005, and \$9.2 million in 2004. The number of shares of Huntington common stock held by this plan was 6,708,731 at December 31, 2006, and 7,322,653 at December 31, 2005. The market value of these shares was \$159.3 million and \$173.9 million at the same respective dates. Dividends received by the plan were \$20.3 million during 2006 and \$13.9 million during 2005.

## 22. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts and estimated fair values of Huntington's financial instruments at December 31 are presented in the following table:

(in thousands of dollars)	2006		2005	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets:</b>				
Cash and short-term assets	\$ 1,594,915	\$ 1,594,915	\$ 1,063,167	\$ 1,063,167
Trading account securities	36,056	36,056	8,619	8,619
Mortgages held for sale	270,422	270,422	294,344	294,344
Investment securities	4,362,924	4,362,924	4,526,520	4,526,520
Net loans and direct financing leases	25,811,357	25,945,357	24,203,819	24,222,819
Derivatives	44,793	44,793	30,274	30,274
<b>Financial Liabilities:</b>				
Deposits	(25,047,770)	(23,754,770)	(22,409,675)	(21,338,675)
Short-term borrowings	(1,676,189)	(1,676,189)	(1,889,260)	(1,889,260)
Federal Home Loan Bank advances	(996,821)	(996,821)	(1,155,647)	(1,155,647)
Subordinated notes	(2,229,140)	(2,229,140)	(1,023,371)	(1,023,371)
Other long term debt	(1,286,657)	(1,351,657)	(2,418,419)	(2,479,419)
Derivatives	(27,041)	(27,041)	(27,427)	(27,427)

The short-term nature of certain assets and liabilities result in their carrying value approximating fair value. These include trading account securities, customers' acceptance liabilities, short-term borrowings, bank acceptances outstanding, Federal Home Loan Bank Advances and cash and short-term assets, which include cash and due from banks, interest-bearing deposits in banks, and federal funds sold and securities purchased under resale agreements. Loan commitments and letters of credit generally have short-term, variable-rate features and contain clauses that limit Huntington's exposure to changes in customer credit quality. Accordingly, their carrying values, which are immaterial at the respective balance sheet dates, are reasonable estimates of fair value.

Certain assets, the most significant being operating lease assets, bank owned life insurance, and premises and equipment, do not meet the definition of a financial instrument and are excluded from this disclosure. Similarly, mortgage and non-mortgage servicing rights, deposit base, and other customer relationship intangibles are not considered financial instruments and are not discussed below. Accordingly, this fair value information is not intended to, and does not, represent Huntington's underlying value. Many of the assets and liabilities subject to the disclosure requirements are not actively traded, requiring fair values to be estimated by management. These estimations necessarily involve the use of judgment about a wide variety of factors, including but not limited to, relevancy of market prices of comparable instruments, expected future cash flows, and appropriate discount rates.

The following methods and assumptions were used by Huntington to estimate the fair value of the remaining classes of financial instruments:

- **Loans held for sale** — valued using outstanding commitments from investors.
- **Investment securities** — based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments. Retained interests in securitized assets are valued using a discounted cash flow analysis. The carrying amount and fair value of securities exclude the fair value of asset/liability management interest rate contracts designated as hedges of securities available for sale.
- **Loans and direct financing leases** — variable-rate loans that reprice frequently are based on carrying amounts, as adjusted for estimated credit losses. The fair values for other loans and leases are estimated using discounted cash flow analyses and employ interest rates currently being offered for loans and leases with similar terms. The rates take into account the position of the yield curve, as well as an adjustment for prepayment risk, operating costs, and profit. This value is also reduced by an estimate of probable losses in the loan and lease portfolio.
- **Deposits** — demand deposits, savings accounts, and money market deposits are, by definition, equal to the amount payable on demand. The fair values of fixed-rate time deposits are estimated by discounting cash flows using interest rates currently being offered on certificates with similar maturities.

- **Debt** — fixed-rate, long-term debt is based upon quoted market prices or, in the absence of quoted market prices, discounted cash flows using rates for similar debt with the same maturities. The carrying amount of variable-rate obligations approximates fair value.

**23. DERIVATIVE FINANCIAL INSTRUMENTS**

**Derivatives used in Asset and Liability Management Activities**

The following table presents the gross notional values of derivatives used in Huntington’s Asset and Liability Management activities at December 31, 2006, identified by the underlying interest rate-sensitive instruments:

(in thousands of dollars)	Fair Value Hedges	Cash Flow Hedges	Total
Instruments associated with:			
Deposits	\$ 635,000	\$ 315,000	\$ 950,000
Federal Home Loan Bank advances	—	325,000	325,000
Subordinated notes	750,000	—	750,000
Other long-term debt	50,000	—	50,000
<b>Total notional value at December 31, 2006</b>	<b>\$ 1,435,000</b>	<b>\$ 640,000</b>	<b>\$ 2,075,000</b>

The following table presents additional information about the interest rate swaps used in Huntington’s Asset and Liability Management activities at December 31, 2006:

(in thousands of dollars)	Notional Value	Average Maturity (years)	Fair Value	Weighted-Average Rate	
				Receive	Pay
Liability conversion swaps					
Receive fixed — generic	\$ 800,000	9.7	\$ 4,008	5.31%	5.59%
Receive fixed — callable	635,000	6.4	(13,459)	4.54	5.27
Pay fixed — generic	640,000	2.6	(191)	5.36	4.91
<b>Total liability conversion swaps</b>	<b>\$ 2,075,000</b>	<b>6.5</b>	<b>\$ (9,642)</b>	<b>5.09%</b>	<b>5.28%</b>

Interest rate caps used in Huntington’s Asset and Liability Management activities at December 31, 2006, are shown in the table below:

(in thousands of dollars)	Notional Value	Average Maturity (years)	Fair Value	Weighted-Average Strike Rate
<b>Interest rate caps — purchased</b>	<b>\$ 500,000</b>	<b>2.1</b>	<b>\$ 1,668</b>	<b>5.5%</b>

These derivative financial instruments were entered into for the purpose of altering the interest rate risk of assets and liabilities. Consequently, net amounts receivable or payable on contracts hedging either interest earning assets or interest bearing liabilities were accrued as an adjustment to either interest income or interest expense. The net amount resulted in a decrease to net interest income of (\$3.1 million) in 2006 and an increase of \$23.6 million and \$24.0 million in 2005 and 2004, respectively.

The amounts recognized in connection with the ineffective portion of Huntington’s fair value hedging in 2006 was \$1.4 million, the amounts in 2005 and 2004 were insignificant. During 2006, 2005, and 2004, an insignificant net loss was recognized in connection with the ineffective portion of its cash flow hedging instruments. No amounts were excluded from the assessment of effectiveness during 2006, 2005, and 2004 for derivatives designated as either fair value or cash flow hedges.

At December 31, 2005, the fair value of the swap portfolio used for asset and liability management was a liability of \$13.9 million. These values must be viewed in the context of the overall financial structure of Huntington, including the aggregate net position of all on- and off-balance sheet financial instruments. Collateral agreements are regularly entered into as part of the underlying derivative agreements with Huntington’s counterparties to mitigate the credit risk associated with derivatives. At December 31, 2006 and 2005, aggregate credit risk associated with these derivatives, net of collateral that has been pledged by the counterparty, was \$42.6 million and \$26.2 million, respectively. The credit risk associated with interest rate swaps is calculated after considering master netting agreements.

During the first quarter of 2006, Huntington terminated asset and liability conversion interest rate swaps with a total notional value of \$2.5 billion. The terminations generated gross gains of \$34.9 million and gross losses of \$34.5 million, resulting in a net deferred gain of \$0.4 million. The net gain (loss) is being amortized into interest income over the remainder of the original terms of the terminated swaps. In 2006, a total of (\$1.9 million) was recognized in interest income while (\$0.8 million) was recognized in other non-interest income. The additional amounts will be recognized as follows: 2007: \$2.9 million, 2008: (\$1.4 million), 2009: \$0.1 million, and 2010: \$1.5 million.

A total of \$0.9 million of the unrealized net gain on cash flow hedges is expected to be recognized in 2007.

#### Derivatives Used in Mortgage Banking Activities

The following is a summary of the derivative assets and liabilities that Huntington used in its mortgage banking activities:

(in thousands of dollars)	At December 31,	
	2006	2005
<b>Derivative assets:</b>		
Interest rate lock agreements	\$ 236	\$ 669
Forward trades and options	1,176	172
<b>Total derivative assets</b>	<b>1,412</b>	<b>841</b>
<b>Derivative liabilities:</b>		
Interest rate lock agreements	(838)	(328)
Forward trades and options	(699)	(1,947)
<b>Total derivative liabilities</b>	<b>(1,537)</b>	<b>(2,275)</b>
<b>Net derivative liability</b>	<b>\$ (125)</b>	<b>\$ (1,434)</b>

#### Derivatives Used in Trading Activities

Various derivative financial instruments are offered to enable customers to meet their financing and investing objectives and for their risk management purposes. Derivative financial instruments used in trading activities consisted predominantly of interest rate swaps, but also included interest rate caps, floors, and futures, as well as foreign exchange options. Interest rate options grant the option holder the right to buy or sell an underlying financial instrument for a predetermined price before the contract expires. Interest rate futures are commitments to either purchase or sell a financial instrument at a future date for a specified price or yield and may be settled in cash or through delivery of the underlying financial instrument. Interest rate caps and floors are option-based contracts that entitle the buyer to receive cash payments based on the difference between a designated reference rate and a strike price, applied to a notional amount. Written options, primarily caps, expose Huntington to market risk but not credit risk. Purchased options contain both credit and market risk. The interest rate risk of these customer derivatives is mitigated by entering into similar derivatives having offsetting terms with other counterparties.

Supplying these derivatives to customers results in non-interest income. These instruments are carried at fair value in other assets with gains and losses reflected in other non-interest income. Total trading revenue for customer accommodation was \$10.8 million in 2006, \$8.3 million in 2005, and \$8.8 million in 2004. The total notional value of derivative financial instruments used by Huntington on behalf of customers, including offsetting derivatives was \$4.6 billion at the end of 2006 and \$4.2 billion at the end of the prior year. Huntington's credit risk from interest rate swaps used for trading purposes was \$40.0 million and \$44.3 million at the same dates.

Huntington also uses certain derivative financial instruments to offset changes in value of its residential mortgage servicing assets. These derivatives consist primarily of forward interest rate agreements, and forward mortgage securities. The derivative instruments used are not designated as hedges under Statement No. 133. Accordingly, such derivatives are recorded at fair value with changes in fair value reflected in mortgage banking income. The total notional value of these derivative financial instruments at December 31, 2006, was \$2.6 billion. The total notional amount corresponds to trading assets with a fair value of \$40.0 million and trading liabilities with a fair value of \$17.5 million. Total gains and losses for the three years ended December 31, 2006, 2005 and 2004 were \$1.6 million, (\$2.5 million), and (\$0.2 million), respectively and were also included in other non-interest income.

In connection with securitization activities, Huntington purchased interest rate caps with a notional value totaling \$1.6 billion. These purchased caps were assigned to the securitization trust for the benefit of the security holders. Interest rate caps were also sold totaling \$1.6 billion outside the securitization structure. Both the purchased and sold caps are marked to market through income.

**24. COMMITMENTS AND CONTINGENT LIABILITIES****Commitments to Extend Credit**

In the ordinary course of business, Huntington makes various commitments to extend credit that are not reflected in the financial statements. The contract amount of these financial agreements, representing the credit risk, at December 31 were:

(in millions of dollars)	At December 31,	
	2006	2005
<b>Contract amount represents credit risk</b>		
Commitments to extend credit		
Commercial	\$ 4,416	\$ 3,316
Consumer	3,374	3,046
Commercial real estate	1,645	1,567
Standby letters of credit	1,156	1,079
Commercial letters of credit	54	47

Commitments to extend credit generally have fixed expiration dates, are variable-rate, and contain clauses that permit Huntington to terminate or otherwise renegotiate the contracts in the event of a significant deterioration in the customer's credit quality. These arrangements normally require the payment of a fee by the customer, the pricing of which is based on prevailing market conditions, credit quality, probability of funding, and other relevant factors. Since many of these commitments are expected to expire without being drawn upon, the contract amounts are not necessarily indicative of future cash requirements. The interest rate risk arising from these financial instruments is insignificant as a result of their predominantly short-term, variable-rate nature.

Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. Most of these arrangements mature within two years. At December 31, 2006, approximately 47% of standby letters of credit are collateralized and most are expected to expire without being drawn upon. The carrying amount of deferred revenue associated with these guarantees was \$4.3 million and \$4.0 million at December 31, 2006, and 2005, respectively.

Commercial letters of credit represent short-term, self-liquidating instruments that facilitate customer trade transactions and have maturities of no longer than 90 days. The merchandise or cargo being traded normally secures these instruments.

**Commitments to Sell Loans**

Huntington enters into forward contracts relating to its mortgage banking business. At December 31, 2006 and 2005, Huntington had commitments to sell residential real estate loans of \$319.9 million and \$348.3 million, respectively. These contracts mature in less than one year.

During the 2005 second quarter, Huntington entered into a two-year agreement to sell a minimum of 50% of monthly automobile loan production at the cost of such loans, subject to certain limitations, provided the production meets certain pricing, asset quality, and volume parameters. At December 31, 2006 and 2005, approximately \$44.3 million and \$51.6 million, respectively, of automobile loans related to this commitment were classified as held for sale.

**Litigation**

In the ordinary course of business, there are various legal proceedings pending against Huntington and its subsidiaries. In the opinion of management, the aggregate liabilities, if any, arising from such proceedings are not expected to have a material adverse effect on Huntington's consolidated financial position, results of operations, or cash flows.

**Commitments Under Capital and Operating Lease Obligations**

At December 31, 2006, Huntington and its subsidiaries were obligated under noncancelable leases for land, buildings, and equipment. Many of these leases contain renewal options and certain leases provide options to purchase the leased property during or at the expiration of the lease period at specified prices. Some leases contain escalation clauses calling for rentals to be adjusted for increased real estate taxes and other operating expenses or proportionately adjusted for increases in the consumer or other price indices.

The future minimum rental payments required under operating leases that have initial or remaining noncancelable lease terms in excess of one year as of December 31, 2006, were \$31.6 million in 2007, \$29.8 million in 2008, \$28.4 million in 2009, \$26.2 million in 2010, \$24.9 million in 2011, and \$135.7 million thereafter. At December 31, 2006, total minimum lease payments have not been reduced by minimum sublease rentals of \$62.2 million due in the future under noncancelable subleases. At December 31, 2006, the future minimum sublease rental payments that Huntington expects to receive are \$16.2 million in 2007; \$13.7 million in 2008; \$12.9 million in 2009; \$10.3 million in 2010; \$7.5 million in 2011; and \$1.7 million thereafter. The rental expense for all operating leases was \$34.8 million, \$34.0 million, and \$40.4 million for 2006, 2005, and 2004, respectively. Huntington had no material obligations under capital leases.

**25. OTHER REGULATORY MATTERS**

On March 1, 2005, Huntington announced entering into a formal written agreement with the Federal Reserve Bank of Cleveland (FRBC), providing for a comprehensive action plan designed to enhance corporate governance, internal audit, risk management, accounting policies and procedures, and financial and regulatory reporting. The agreement called for independent third-party reviews, as well as the submission of written plans and progress reports by Management.

On May 10, 2006, Huntington announced that the FRBC notified Huntington’s board of directors that Huntington had satisfied the provisions of the written agreement dated February 28, 2005, and that the FRBC, under delegated authority of the Board of Governors of the Federal Reserve System, had terminated the written agreement.

Huntington and its bank subsidiary, The Huntington National Bank, are subject to various regulatory capital requirements administered by federal and state banking agencies. These requirements involve qualitative judgments and quantitative measures of assets, liabilities, capital amounts, and certain off-balance sheet items as calculated under regulatory accounting practices. Failure to meet minimum capital requirements can initiate certain actions by regulators that, if undertaken, could have a material adverse effect on Huntington’s and The Huntington National Bank’s financial statements. Applicable capital adequacy guidelines require minimum ratios of 4.00% for Tier 1 Risk-based Capital, 8.00% for Total Risk-based Capital, and 4.00% for Tier 1 Leverage Capital. To be considered “well-capitalized” under the regulatory framework for prompt corrective action, the ratios must be at least 6.00%, 10.00%, and 5.00%, respectively.

As of December 31, 2006, Huntington and The Huntington National Bank (the Bank) met all capital adequacy requirements and had regulatory capital ratios in excess of the levels established for “well-capitalized” institutions. The period-end capital amounts and capital ratios of Huntington and the Bank are as follows:

(in millions of dollars)	Tier 1		Total Capital		Tier 1 Leverage	
	2006	2005	2006	2005	2006	2005
<b>Huntington Bancshares Incorporated</b>						
Amount	\$ 2,784	\$ 2,701	\$ 3,986	\$ 3,678	\$ 2,784	\$ 2,701
Ratio	8.93%	9.13%	12.79%	12.42%	8.00%	8.34%
<b>The Huntington National Bank</b>						
Amount	\$ 1,990	\$ 1,902	\$ 3,214	\$ 3,087	\$ 1,990	\$ 1,902
Ratio	6.47%	6.82%	10.44%	10.56%	5.81%	6.21%

Tier 1 Risk-based Capital consists of total equity plus qualifying capital securities and minority interest, excluding unrealized gains and losses accumulated in other comprehensive income, and non-qualifying intangible and servicing assets. Total Risk-based Capital is Tier 1 Risk-based Capital plus qualifying subordinated notes and allowable allowances for credit losses (limited to 1.25% of total risk-weighted assets). Tier 1 Leverage Capital is equal to Tier 1 Capital. Both Tier 1 Capital and Total Capital ratios are derived by dividing the respective capital amounts by net risk-weighted assets, which are calculated as prescribed by regulatory agencies. Tier 1 Leverage Capital ratio is calculated by dividing the Tier 1 capital amount by average adjusted total assets for the fourth quarter of 2006 and 2005, less non-qualifying intangibles and other adjustments.

Huntington and its subsidiaries are also subject to various regulatory requirements that impose restrictions on cash, debt, and dividends. The Bank is required to maintain cash reserves based on the level of certain of its deposits. This reserve requirement may be met by holding cash in banking offices or on deposit at the Federal Reserve Bank. During 2006 and 2005, the average balance of these deposits were \$43.7 million and \$57.6 million, respectively.

Under current Federal Reserve regulations, the Bank is limited as to the amount and type of loans it may make to the parent company and non-bank subsidiaries. At December 31, 2006, the Bank could lend \$321.3 million to a single affiliate, subject to the qualifying collateral requirements defined in the regulations.

Dividends from the Bank are one of the major sources of funds for Huntington. These funds aid the parent company in the payment of dividends to shareholders, expenses, and other obligations. Payment of dividends to the parent company is subject to various legal and regulatory limitations. Regulatory approval is required prior to the declaration of any dividends in excess of available retained earnings. The amount of dividends that may be declared without regulatory approval is further limited to the sum of net income for the current year and retained net income for the preceding two years, less any required transfers to surplus or common stock. At December 31, 2006, the bank could have declared and paid \$0.7 million of additional dividends to the parent company without regulatory approval.

## 26. PARENT COMPANY FINANCIAL STATEMENTS

The parent company condensed financial statements, which include transactions with subsidiaries, are as follows.

Balance Sheets (in thousands of dollars)	December 31,	
	2006	2005
<b>ASSETS</b>		
Cash and cash equivalents	\$ 412,724	\$ 227,115
Due from The Huntington National Bank	31,481	250,771
Due from non-bank subsidiaries	277,245	205,208
Investment in The Huntington National Bank	2,035,175	1,660,905
Investment in non-bank subsidiaries	725,875	584,259
Accrued interest receivable and other assets	45,592	128,303
<b>Total assets</b>	<b>\$ 3,528,092</b>	<b>\$ 3,056,561</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term borrowings	\$ 3,252	\$ 3,034
Long-term borrowings	329,898	309,279
Dividends payable, accrued expenses, and other liabilities	180,616	186,747
<b>Total liabilities</b>	<b>513,766</b>	<b>499,060</b>
Shareholders' equity	3,014,326	2,557,501
<b>Total liabilities and shareholders' equity</b>	<b>\$ 3,528,092</b>	<b>\$ 3,056,561</b>

*NOTES TO CONSOLIDATED FINANCIAL STATEMENTS*

*HUNTINGTON BANCSHARES INCORPORATED*

Statements of Income	Year Ended December 31,		
(in thousands of dollars)	2006	2005	2004
<b>Income</b>			
Dividends from			
The Huntington National Bank	\$ 575,000	\$ 180,000	\$ 400,000
Non-bank subsidiaries	47,476	3,800	8,202
Interest from			
The Huntington National Bank	13,167	35,253	13,417
Non-bank subsidiaries	10,880	8,770	7,638
Management fees from subsidiaries	9,539	30,539	34,603
Other	23	406	(810)
<b>Total income</b>	<b>656,085</b>	<b>258,768</b>	<b>463,050</b>
<b>Expense</b>			
Personnel costs	31,427	25,060	32,227
Interest on borrowings	17,856	22,772	4,317
Other	20,040	24,741	36,738
<b>Total expense</b>	<b>69,323</b>	<b>72,573</b>	<b>73,282</b>
Income before income taxes and equity in undistributed net income of subsidiaries	586,762	186,195	389,768
Income taxes	(20,922)	(2,499)	(4,223)
Income before equity in undistributed net income of subsidiaries	607,684	188,694	393,991
Increase (decrease) in undistributed net income of:			
The Huntington National Bank	(142,672)	208,061	(9,073)
Non-bank subsidiaries	(3,791)	15,336	14,007
<b>Net income</b>	<b>\$ 461,221</b>	<b>\$ 412,091</b>	<b>\$ 398,925</b>

Statements of Cash Flows (in thousands of dollars)	Year Ended December 31,		
	2006	2005	2004
<b>Operating activities</b>			
Net income	\$ 461,221	\$ 412,091	\$ 398,925
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed net income of subsidiaries	146,463	(223,397)	(4,934)
Depreciation and amortization	2,150	2,674	2,690
Change in other, net	170,367	(49,557)	(13,609)
<b>Net cash provided by operating activities</b>	<b>780,201</b>	<b>141,811</b>	<b>383,072</b>
<b>Investing activities</b>			
Repayments from subsidiaries	370,049	154,152	117,314
Advances to subsidiaries	(397,216)	(206,765)	(80,197)
Proceeds from sale of securities available for sale	—	—	—
<b>Net cash provided by (used in) investing activities</b>	<b>(27,167)</b>	<b>(52,613)</b>	<b>37,117</b>
<b>Financing activities</b>			
Proceeds from issuance of long-term borrowings	250,200	—	—
Payment of borrowings	(249,515)	(99,437)	(101,541)
Dividends paid on common stock	(231,117)	(200,628)	(168,075)
Acquisition of treasury stock	(378,835)	(231,656)	—
Proceeds from issuance of common stock	41,842	39,194	47,239
<b>Net cash used for financing activities</b>	<b>(567,425)</b>	<b>(492,527)</b>	<b>(222,377)</b>
Change in cash and cash equivalents	185,609	(403,329)	197,812
Cash and cash equivalents at beginning of year	227,115	630,444	432,632
<b>Cash and cash equivalents at end of year</b>	<b>\$ 412,724</b>	<b>\$ 227,115</b>	<b>\$ 630,444</b>
<b>Supplemental disclosure:</b>			
Interest paid	\$ 17,856	\$ 22,754	\$ 18,495

**27. SEGMENT REPORTING**

Huntington has three distinct lines of business: Regional Banking, Dealer Sales, and the Private Financial and Capital Markets Group (PFCMG). A fourth segment includes the Treasury function and other unallocated assets, liabilities, revenue, and expense. Lines of business results are determined based upon the Company's management reporting system, which assigns balance sheet and income statement items to each of the business segments. The process is designed around the Company's organizational and management structure and, accordingly, the results derived are not necessarily comparable with similar information published by other financial institutions. An overview of this system is provided below, along with a description of each segment and discussion of financial results. Prior year results have been reclassified to conform to the current year business segment structure.

The following provides a brief description of the four operating segments of Huntington:

**Regional Banking:** This segment provides traditional banking products and services to consumer, small business, and commercial customers located in eight operating regions within the five states of Ohio, Michigan, West Virginia, Indiana, and Kentucky. It provides these services through a banking network of 371 branches, over 980 ATMs, plus on-line and telephone banking channels. It also provides certain services outside of these five states, including mortgage banking and equipment leasing. Each region is further divided into Retail and Commercial Banking units. Retail products and services include home equity loans and lines of credit, first mortgage loans, direct installment loans, small business loans, personal and business deposit products, as well as sales of investment and insurance services. Retail Banking accounts for 59% and 78% of total Regional Banking average loans and deposits, respectively. Commercial Banking serves middle market commercial banking relationships, which use a variety of banking products and services including, but not limited to, commercial loans, international trade, cash management, leasing, interest rate protection products, capital market alternatives, 401(k) plans, and mezzanine investment capabilities.

**Dealer Sales:** This segment provides a variety of banking products and services to more than 3,500 automotive dealerships within the Company's primary banking markets, as well as in Arizona, Florida, Georgia, New Jersey, North Carolina, Pennsylvania,

South Carolina, and Tennessee. Dealer Sales finances the purchase of automobiles by customers at the automotive dealerships, purchases automobiles from dealers and simultaneously leases the automobiles to consumers under long-term operating or direct finance leases, finances the dealerships' new and used vehicle inventories, dealership real estate, or dealer working capital needs, and provides other banking services to the automotive dealerships and their owners. Competition from the financing divisions of automobile manufacturers and from other financial institutions is intense. Dealer Sales' production opportunities are directly impacted by the general automotive sales business, including programs initiated by manufacturers to enhance and increase sales directly. Huntington has been in this line of business for over 50 years.

**Private Financial and Capital Markets Group (PFCMG):** This segment provides products and services designed to meet the needs of higher net worth customers. Revenue is derived through the sale of trust, asset management, investment advisory, brokerage, insurance, and private banking products and services. It also focuses on financial solutions for corporate and institutional customers that include investment banking, sales and trading of securities, mezzanine capital financing, and risk management products. To serve high net worth customers, a unique distribution model is used that employs a single, unified sales force to deliver products and services mainly through Regional Banking distribution channels.

**Treasury/ Other:** This segment includes revenue and expense related to assets, liabilities, and equity that are not directly assigned or allocated to one of the other three business segments. Assets in this segment include investment securities and bank owned life insurance. The net interest income/(expense) of this segment includes the net impact of administering our investment securities portfolios as part of overall liquidity management. A match-funded transfer pricing system is used to attribute appropriate funding interest income and interest expense to other business segments. As such, net interest income includes the net impact of any over or under allocations arising from centralized management of interest rate risk. Furthermore, net interest income includes the net impact of derivatives used to hedge interest rate sensitivity. Non-interest income includes miscellaneous fee income not allocated to other business segments, including bank owned life insurance income. Fee income also includes asset revaluations not allocated to other business segments including the valuation adjustment of MSRs to fair value, as well as any investment securities and trading assets gains or losses. The non-interest expense includes certain corporate administrative and other miscellaneous expenses not allocated to other business segments. This segment also includes any difference between the actual effective tax rate of Huntington and the statutory tax rate used to allocate income taxes to the other segments.

#### **Use of Operating Earnings to Measure Segment Performance**

Management uses earnings on an operating basis, rather than on a GAAP (reported) basis, to measure underlying performance trends for each business segment. Operating earnings represent reported earnings adjusted to exclude the impact of the significant items listed in the reconciliation table below. Analyzing earnings on an operating basis is very helpful in assessing underlying performance trends, a critical factor used to determine the success of strategies and future earnings capabilities. For the years ending December 31, 2006 and 2005, operating earnings were the same as reported GAAP earnings.

Listed below is certain operating basis financial information reconciled to Huntington's 2006, 2005, and 2004 reported results by line of business:

INCOME STATEMENTS (in thousands of dollars)	Regional Banking	Dealer Sales	PFCMG	Treasury/ Other	Huntington Consolidated
<b>2006</b>					
Net interest income	\$ 883,536	\$ 134,931	\$ 73,342	\$ (72,632)	\$ 1,019,177
Provision for credit losses	(45,320)	(14,206)	(5,665)	—	(65,191)
Non-interest income	351,485	83,867	156,500	(30,783)	561,069
Non-interest expense	(651,935)	(112,448)	(142,396)	(94,215)	(1,000,994)
Income taxes	(188,218)	(32,250)	(28,624)	196,252	(52,840)
<b>Operating earnings and net income as reported</b>	<b>\$ 349,548</b>	<b>\$ 59,894</b>	<b>\$ 53,157</b>	<b>\$ (1,378)</b>	<b>\$ 461,221</b>
<b>2005</b>					
Net interest income	\$ 779,413	\$ 145,526	\$ 73,410	\$ (35,938)	\$ 962,411
Provision for credit losses	(51,246)	(25,922)	(4,131)	—	(81,299)
Non-interest income	310,437	169,876	135,150	16,819	632,282
Non-interest expense	(588,713)	(187,504)	(131,195)	(62,408)	(969,820)
Income taxes	(157,462)	(35,691)	(25,632)	87,302	(131,483)
<b>Operating earnings and net income as reported</b>	<b>\$ 292,429</b>	<b>\$ 66,285</b>	<b>\$ 47,602</b>	<b>\$ 5,775</b>	<b>\$ 412,091</b>
<b>2004</b>					
Net interest income	\$ 677,953	\$ 149,743	\$ 62,091	\$ 21,587	\$ 911,374
Provision for credit losses	(7,714)	(44,697)	(2,651)	—	(55,062)
Non-interest income	307,649	320,223	134,037	42,483	804,392
Non-interest expense	(593,328)	(325,935)	(124,441)	(79,691)	(1,123,395)
Income taxes	(134,597)	(34,766)	(24,162)	45,159	(148,366)
Operating earnings	249,963	64,568	44,874	29,538	388,943
Restructuring releases, net of taxes	—	—	—	748	748
Gain on sale of automobile loans, net of taxes	—	8,598	—	636	9,234
<b>Net income</b>	<b>\$ 249,963</b>	<b>\$ 73,166</b>	<b>\$ 44,874</b>	<b>\$ 30,922</b>	<b>\$ 398,925</b>

BALANCE SHEETS (in millions of dollars)	Assets		Deposits	
	At December 31, 2006	2005	At December 31, 2006	2005
Regional Banking	\$ 20,933	\$ 18,850	\$ 20,231	\$ 17,957
Dealer Sales	5,003	5,613	59	65
PFCMG	2,153	2,010	1,162	1,180
Treasury/Other	7,240	6,292	3,596	3,208
<b>Total</b>	<b>\$ 35,329</b>	<b>\$ 32,765</b>	<b>\$ 25,048</b>	<b>\$ 22,410</b>

## 28. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following is a summary of the unaudited quarterly results of operations, for the years ended December 31, 2006 and 2005:

(in thousands, of dollars except per share data)	2006			
	Fourth	Third	Second	First
Interest income	\$ 544,841	\$ 538,988	\$ 521,903	\$ 464,787
Interest expense	(286,852)	(283,675)	(259,708)	(221,107)
Net interest income	257,989	255,313	262,195	243,680
Provision for credit losses	(15,744)	(14,162)	(15,745)	(19,540)
Non-interest income	140,606	97,910	163,019	159,534
Non-interest expense	(267,790)	(242,430)	(252,359)	(238,415)
Income before income taxes	115,061	96,631	157,110	145,259
(Provision) benefit for income taxes	(27,346)	60,815	(45,506)	(40,803)
Net income	\$ 87,715	\$ 157,446	\$ 111,604	\$ 104,456
Net income per common share — Basic	\$ 0.37	\$ 0.66	\$ 0.46	\$ 0.45
Net income per common share — Diluted	0.37	0.65	0.46	0.45

(in thousands of dollars, except per share data)	2005			
	Fourth	Third	Second	First
Interest income	\$ 442,476	\$ 420,858	\$ 402,326	\$ 376,105
Interest expense	(198,800)	(179,221)	(160,426)	(140,907)
Net interest income	243,676	241,637	241,900	235,198
Provision for credit losses	(30,831)	(17,699)	(12,895)	(19,874)
Non-interest income	147,322	160,740	156,170	168,050
Non-interest expense	(230,355)	(233,052)	(248,136)	(258,277)
Income before income taxes	129,812	151,626	137,039	125,097
Provision for income taxes	(29,239)	(43,052)	(30,614)	(28,578)
Net income	\$ 100,573	\$ 108,574	\$ 106,425	\$ 96,519
Net income per common share — Basic	\$ 0.44	\$ 0.47	\$ 0.46	\$ 0.42
Net income per common share — Diluted	0.44	0.47	0.45	0.41

**SUBSIDIARIES OF HUNTINGTON BANCSHARES INCORPORATED**

The direct and indirect subsidiaries of Huntington Bancshares Incorporated at December 31, 2006, are listed below. The state or jurisdiction of incorporation or organization of each subsidiary (unless otherwise noted) is Ohio.

41 South High Ltd.\*\*  
 7575 Corporation  
 BFOH Capital Trust I (Delaware)  
 Bosgraaf Capital Company, LLC \*\*  
 CB&T Capital Investment Company (West Virginia)  
 First Sunset Development, Inc.  
 Forty-One Corporation  
 Fourteen Corporation  
 Haberer Registered Investment Advisor, Inc.  
 Hatco, LLC (Delaware)  
 HBI Payments Holdings, Inc.  
 HBI Payments, Ltd.  
 HBI Title Services, Inc.  
 Heritage Service Corporation  
 HMC Reinsurance Company (Vermont)  
 HNB 2000-B (NQ) LLC (Delaware)  
 HNB 2000-B (Q) LLC (Delaware)  
 HNB I LLC (Delaware)  
 HPC Holdings-II, Inc. (Indiana)  
 HPCDS, Inc. (Nevada)  
 HPCKAL, LLC (Nevada)  
 HPCLI, Inc.  
 Huntington Asset Advisors, Inc.  
 Huntington Auto Trust 2000-B (Delaware)\*\*\*  
 Huntington Auto Trust 2006 (Delaware)  
 Huntington Bancshares Financial Corporation  
 Huntington Bancshares Florida, Inc.  
 Huntington Capital Financing Holdings I, Inc. (Nevada)  
 Huntington Capital Financing Holdings II, Inc. (Nevada)  
 Huntington Capital Financing Holdings III, Inc. (Nevada)  
 Huntington Capital Financing, LLC (Nevada)  
 Huntington Capital I (Delaware)  
 Huntington Capital II (Delaware)  
 Huntington Capital III (Delaware)  
 Huntington Capital IV (Delaware)  
 Huntington Capital V (Delaware)  
 Huntington Capital VI (Delaware)  
 Huntington Captive Insurance Company (Arizona)  
 Huntington Equipment Finance, Inc. (Delaware)  
 Huntington Insurance Agency Services, Inc.  
 Huntington Kentucky, LLC (Kentucky)  
 Huntington Life Insurance Agency, Inc.  
 Huntington LT (Delaware)  
 Huntington Merchant Services, L.L.C. (Delaware) \*\*  
 Huntington Mezzanine Opportunities Inc.  
 Huntington Mortgage Capital Holdings, Inc.  
 Huntington Mortgage Capital, LLC \*\*  
 Huntington Municipal Fund I, Inc.  
 Huntington Municipal Fund II, Inc.

Huntington Municipal Securities, Inc. (Nevada) \*  
Huntington Preferred Capital Holdings, Inc. (Indiana) \*  
Huntington Preferred Capital II, Inc.  
Huntington Preferred Capital, Inc.  
Huntington Property and Casualty Insurance Agency, Inc.  
Huntington Residential Mortgage Securities, Inc.  
Huntington Title Services, Inc. (Florida)  
Huntington Trade Services, Asia, Limited (Hong Kong) \*  
Huntington Trade Services, Inc.  
Huntington Wealth Planning Advisors, Inc.  
Huntington West II, Inc. (Nevada)  
Huntington West, Inc. (Delaware)  
Inner City Partnerships, LLC \*\*  
LeaseNet Group, LLC  
Lodestone Realty Management, Inc.  
Mezzanine Opportunities LLC \*\*  
Minette LP (Cayman Islands)  
Namara SA (Luxembourg)  
Penguin Acquisition, LLC (Maryland)  
Planeton LP (Cayman Islands)  
Rate Risk Management Advisors, LLC  
SFA Holding, Inc.  
STB Auto Exchange, LLC  
Stonehenge Mezzanine Partners, LLC  
Synoran LLC (Delaware) \*\*  
The Derlam Company  
The Huntington Capital Investment Company  
The Huntington Community Development Corporation  
The Huntington Investment Company  
The Huntington Leasing Company  
The Huntington National Bank (United States)  
The Huntington National Life Insurance Company (Arizona) \*\*  
The Huntington Real Estate Investment Company  
Thirty-Seven Corporation  
Traverse West, Inc. (Michigan)  
Unified Financial Securities, Inc. (Indiana)  
Unified Fund Services, Inc. (Indiana)  
Unizan Capital, LLC (Delaware)  
Unizan Financial Advisors, Inc.  
WMR e-Banc Holdings LLC \*\*  
WMR e-PIN LLC \*\*  
WS Realty, Inc.

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\* - Owned jointly between The Huntington National Bank and Huntington Bancshares Incorporated.

\*\* - Less than 100% owned.

\*\*\* - Owned by HNB 2000-B (Q) LLC and HNB 2000-B (NQ) LLC in proportion to assets sold.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements of Huntington Bancshares Incorporated and subsidiaries (the "Company") of our reports dated February 21, 2007, relating to the financial statements of the Company and management's report on the effectiveness of internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2006.

Form S-3ASR No. 333-131143 pertaining to Huntington Bancshares Incorporated automatic shelf registration of common stock, preferred stock, and debt securities dated January 19, 2006.

Form S-3 No. 33-52569 pertaining to Huntington Bancshares Incorporated Dividend Reinvestment and Common Stock Purchase Plan Post-Effective Amendment No. 2 dated September 25, 1998;

Form S-3 Nos. 333-53579-01, 333-53579-02, 333-53579-03, 333-53579-04, and 333-53579-05 pertaining to Huntington Bancshares Incorporated and Huntington Capital II, III, IV, V, and VI, respectively, in connection with the registration of capital securities dated May 26, 1998 and amended June 5, 1998.

Form S-8 No. 333-136692 pertaining to Huntington Bancshares Incorporated Executive Deferred Compensation Plan dated August 17, 2006;

Form S-8 No. 333-113639 pertaining to the UNB Corp. 1987 Stock Option and Performance Unit Plan, UNB Corp. 1997 Stock Option Plan and BancFirst Ohio Corp. 1997 Omnibus Stock Incentive Plan Post-Effective Amendment No. 1 on Form S-8 to Form S-4 dated March 16, 2004;

Form S-8 No. 333-126256 pertaining to Huntington Bancshares Incorporated 2004 Stock and Long-Term Incentive Plan as filed on June 30, 2005.

Form S-8 No. 333-61074 pertaining to Huntington Bancshares Incorporated 2001 Stock and Long-Term Incentive Plan Post-Effective Amendment No. 1 dated June 30, 2005;

Form S-8 No. 333-75032 pertaining to Huntington Bancshares Incorporated Employee Stock Incentive Plan dated December 13, 2001;

Form S-8 No. 33-44208 pertaining to Huntington Supplemental Executive Stock Purchase and Tax Savings Plan and Trust Post-Effective Amendment No. 1 dated April 1, 1998;

Form S-8 No. 33-46327 pertaining to Huntington Investment and Tax Savings Plan Post-Effective Amendment No. 1 dated April 1, 1998;

Form S-8 No. 33-52553 pertaining to Huntington Bancshares Incorporated 1994 Stock Option Plan dated March 8, 1994;

Form S-8 No. 33-38784 pertaining to Huntington Bancshares Incorporated 1990 Stock Option Plan dated January 28, 1991;

Form S-8 No. 33-10546 pertaining to Huntington Bancshares Incorporated Deferred Compensation Plan for Directors Post-Effective Amendment No. 2 dated January 28, 1991;

Form S-8 No. 33-41774 pertaining to Huntington Bancshares Incorporated Deferred Compensation Plan for Huntington Bancshares Incorporated Directors dated July 19, 1991;

Form S-8 No. 33-37373 pertaining to Huntington Bancshares Incorporated 1990 Stock Option Plan dated October 18, 1990;

Form S-11 (no file number) filed with the Office of the Comptroller of the Currency in connection with the potential future issuance of Class C or Class D preferred securities of Huntington National Bank on May 18, 2001.

/s/ Deloitte & Touche LLP

Columbus, Ohio  
February 21, 2007

**POWER OF ATTORNEY**

Each director and officer of Huntington Bancshares Incorporated (the "Corporation"), whose signature appears below hereby appoints Richard A. Cheap, Thomas E. Hoaglin, and Donald R. Kimble, or any of them, as his or her attorney-in-fact, to sign, in his or her name and behalf and in any and all capacities stated below, and to cause to be filed with the Securities and Exchange Commission, the Corporation's Annual Report on Form 10-K (the "Annual Report") for the fiscal year ended December 31, 2006, and likewise to sign and file any amendments, including post-effective amendments, to the Annual Report, and the Corporation hereby also appoints such persons as its attorneys-in-fact and each of them as its attorney-in-fact with like authority to sign and file the Annual Report and any amendments thereto in its name and behalf, each such person and the Corporation hereby granting to such attorney-in-fact full power of substitution and revocation, and hereby ratifying all that such attorney-in-fact or his substitute may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney, in counterparts if necessary, effective as of February 22, 2007.

DIRECTORS/OFFICERS:

<u>Signatures</u>	<u>Title</u>
<u>/s/ Thomas E. Hoaglin</u> Thomas E. Hoaglin	Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer)
<u>/s/ Donald R. Kimble</u> Donald R. Kimble	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Thomas P. Reed</u> Thomas P. Reed	Senior Vice President and Controller (Principal Accounting Officer)
<u>/s/ Raymond J. Biggs</u> Raymond J. Biggs	Director
<u>/s/ Don M. Casto III</u> Don M. Casto III	Director
<u>/s/ Michael J. Endres</u> Michael J. Endres	Director
<u>/s/ John B. Gerlach, Jr.</u> John B. Gerlach, Jr.	Director
<u>/s/ Karen A. Holbrook</u> Karen A. Holbrook	Director
<u>/s/ David P. Lauer</u> David P. Lauer	Director
<u>/s/ Wm. J. Lhota</u> Wm. J. Lhota	Director
<u>/s/ David L. Porteous</u> David L. Porteous	Director
<u>/s/ Kathleen H. Ransier</u> Kathleen H. Ransier	Director
<u>/s/ Gene E. Little</u> Gene E. Little	Director

## CERTIFICATION

I, Thomas E. Hoaglin, certify that:

1. I have reviewed this Annual Report on Form 10-K of Huntington Bancshares Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2007

/s/ Thomas E. Hoaglin  
Thomas E. Hoaglin  
Chief Executive Officer

## CERTIFICATION

I, Donald R. Kimble, certify that:

1. I have reviewed this Annual Report on Form 10-K of Huntington Bancshares Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2007

/s/ Donald R. Kimble  
Donald R. Kimble  
Chief Financial Officer

**SECTION 1350 CERTIFICATION**

In connection with the Annual Report of Huntington Bancshares Incorporated (the "Company") on Form 10-K for the year ended December 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas E. Hoaglin, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas E. Hoaglin

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Thomas E. Hoaglin  
Chief Executive Officer  
February 22, 2007

**SECTION 1350 CERTIFICATION**

In connection with the Annual Report of Huntington Bancshares Incorporated (the "Company") on Form 10-K for the year ended December 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Donald R. Kimble, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Donald R. Kimble

Donald R. Kimble  
Chief Financial Officer  
February 22, 2007