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

FORM 8-K/A

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

Date of report (Date of earliest event reported): July 1, 2007

Huntington Bancshares Incorporated

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction of
Incorporation)

0-2525	**31-0724920**
(Commission File Number)	(IRS Employer Identification No.)
Huntington Center **41 South High Street** **Columbus, Ohio**	**43287**
(Address of Principal Executive Offices)	(Zip Code)

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

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note: This Amendment No. 1 amends the Current Report on Form 8-K dated July 1, 2007, to provide the financial statement information referred to in parts (a) and (b) of Item 9.01 below relating to the recently completed merger of Huntington Bancshares Incorporated (Huntington) and Sky Financial Group, Inc. (Sky Financial).

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The unaudited interim financial statements of Sky Financial as of June 30, 2007, and for the six months ended June 30, 2007 and 2006 are attached as Exhibit 99.1 and are incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined consolidated financial information of Huntington and Sky Financial for the nine months ended September 30, 2007 and for the year ended December 31, 2006 is attached as exhibit 99.2 and is incorporated herein by reference.

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description
99.1	Unaudited interim financial statements of Sky Financial Group Inc. as of June 30, 2007, and for the six months ended June 30, 2007 and 2006.
99.2	Unaudited pro forma condensed combined financial information for the nine months ended September 30, 2007 and for the year ended December 31, 2006.

SIGNATURES

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

HUNTINGTON BANCSHARES INCORPORATED

Date: October 30, 2007

By: /s/ Donald R. Kimble
Name: Donald R. Kimble
Title: Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

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Exhibit 99.1

SKY FINANCIAL GROUP, INC.

Condensed Consolidated Balance Sheet (Unaudited)

(Dollars and shares in thousands)	June 30, 2007
Assets	
Cash and due from banks	$ 340,394
Interest-earning deposits with financial institutions	7,793
Securities purchased under resale agreements with The Huntington National Bank	1,023,284
Loans held for sale	22,425
Securities available for sale	835,438
Loans and leases	13,268,734
Less allowance for loan and lease losses	(188,127)
Net loans and leases	13,080,607
Premises and equipment, net	200,335
Goodwill	731,102
Core deposits and other intangibles, net	65,902
Accrued interest receivable and other assets	493,991
Total assets	$ 16,801,271
Liabilities	
Deposits	
Non-interest bearing deposits	$ 1,906,644
Interest-bearing deposits	10,966,220
Total deposits	12,872,864
Securities sold under repurchase agreements and federal funds purchased	726,191
Debt and Federal Home Loan Bank advances	892,968
Junior subordinated debentures owed to unconsolidated subsidiary trusts	263,983
Accrued interest payable and other liabilities	140,874
Total liabilities	14,896,880
Shareholders' Equity	
Serial preferred stock, $10.00 par value; 10,000 shares authorized; none issued	—
Common stock, no par value; 350,000 shares authorized; 119,876 shares issued	1,477,008
Retained earnings	492,990
Treasury stock; 1,828 shares	(49,401)
Accumulated other comprehensive loss	(16,206)
Total shareholders' equity	1,904,391
Total liabilities and shareholders' equity	$ 16,801,271

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

SKY FINANCIAL GROUP, INC.

Condensed Consolidated Statements of Income
(Unaudited)

(Dollars and shares in thousands)	Six months ended June 30, 2007	2006
Interest Income		
Loans, including fees	$490,540	$404,050
Securities		
Taxable	72,583	72,491
Non-taxable	793	123
Federal funds sold and other	2,682	526
Total interest income	566,598	477,190
Interest Expense		
Deposits	212,613	141,040
Borrowed funds	64,152	70,094
Total interest expense	276,765	211,134
Net Interest Income	289,833	266,056
Provision for Credit Losses	39,524	16,630
Net interest income after provision for credit losses	250,309	249,426
Non-Interest Income		
Brokerage and insurance commissions	34,609	35,672
Service charges and fees on deposit accounts	43,639	28,525
Trust services income	14,017	11,893
Mortgage banking income	12,697	12,081
Net securities losses	(71,818)	(85)
Derivatives gains (losses) on swaps	7	(9,930)
Net cash settlements on swaps	—	(199)
Other income	38,469	24,657
Total non-interest income	71,620	102,614
Non-Interest Expense		
Salaries and employee benefits	147,928	115,619
Occupancy and equipment expense	41,406	34,777
Merger, integration and restructuring expense	2,910	544
Amortization expense	9,015	7,685
Other operating expense	70,824	49,474
Total non-interest expense	272,083	208,099
Earnings from continuing operations before income taxes	49,846	143,941
Income taxes	16,322	48,228
Earnings from continuing operations	33,524	95,713
Income from discontinued operations (net of tax)	1,763	—
Net income	$ 35,287	$ 95,713

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

SKY FINANCIAL GROUP, INC.

(Unaudited)

Condensed Consolidated Statements of Changes in Shareholders' Equity

(Dollars in thousands, except per share data)	Six Months Ended June 30, 2007	2006
Balance at beginning of period	$1,880,648	$1,553,877
Comprehensive income (loss)		
Net income	35,287	95,713
Other comprehensive income (loss)	14,976	(37,239)
Total comprehensive income	50,263	58,474
Common cash dividends	(58,926)	(50,032)
Shares issued for stock option exercises	25,011	5,378
Stock based compensation expense	8,724	4,308
Common shares issued for acquisitions	732	1,777
Other	(2,061)	731
Balance at end of period	$1,904,391	$1,574,513
Common cash dividend per share	$ 0.50	$ 0.46

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

SKY FINANCIAL GROUP, INC.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(Dollars in thousands, except share data)	Six Months Ended June 30, 2007	2006
Operating Activities		
Net cash provided from operations	$ 117,402	$ 111,455
Investing Activities		
Net decrease in interest bearing deposits in other banks	4,452	1,811
Net increase in securities purchased under resale agreements	(983,284)	—
Securities available for sale:		
Proceeds from maturities and payments	274,389	254,495
Proceeds from sales	2,057,041	20,581
Purchases	(86,268)	(323,333)
Proceeds from sales of non-mortgage loans	74,398	121,245
Net increase in loans	(546,195)	(213,907)
Purchases of premises and equipment	(5,654)	(10,880)
Proceeds from sales of premises and equipment	866	941
Proceeds from sales of other real estate	6,493	8,606
Net cash paid for acquisitions	(299)	(172)
Net cash provided by (used for) investing activities	795,939	(140,613)
Financing Activities		
Net (decrease) increase in deposit accounts	(357,456)	337,207
Net decrease in federal funds and repurchase agreements	(252,882)	(169,338)
Net decrease in short-term FHLB advances	(150,000)	(175,000)
Proceeds from issuance of debt and long-term FHLB advances	392,264	214,915
Repayment of debt and long-term FHLB advances	(486,303)	(159,537)
Net decrease in borrowings under bank lines of credit	(35,000)	—
Cash dividends and cash paid for fractional shares	(54,655)	(49,918)
Tax benefits from tax deductions in excess of the compensation cost recognized	2,239	603
Proceeds from issuance of common stock	25,011	5,378
Other items	(2,023)	—
Net cash (used for) provided by financing activities	(918,805)	4,310
Net decrease in cash and due from banks	(5,464)	(24,848)
Cash and due from banks at beginning of period	345,858	318,114
Cash and due from banks at end of period	$ 340,394	$ 293,266

Supplemental Disclosures

	2007	2006
Interest paid	$ 283,967	$ 209,698
Income taxes paid	22,003	57,833
Non-cash transactions		
Common shares issued for acquisitions	732	1,777

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

SKY FINANCIAL GROUP, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

(Dollars and shares in thousands, except per share data)

1. Accounting Policies

Sky Financial Group, Inc. (Sky Financial) is a financial holding company headquartered in Bowling Green, Ohio, that owns and operates Sky Bank which is primarily engaged in the commercial and consumer banking business in Ohio, southern Michigan, western Pennsylvania, northern West Virginia and central Indiana. Sky Financial also operates businesses relating to insurance, trust and other related financial services.

The accounting and reporting policies followed by Sky Financial conform in all material respects to accounting principles generally accepted in the United States of America (US GAAP) and to general practices within the financial services industry. The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. The allowance for credit losses and fair values of financial instruments and mortgage servicing rights are particularly subject to change.

These condensed consolidated unaudited interim financial statements are prepared without an audit and reflect all adjustments of a normal recurring nature which, in the opinion of management, are necessary to present fairly the consolidated financial position of Sky Financial at June 30, 2007, and its results of operations and cash flows for the periods presented. In accordance with US GAAP for interim financial information, these statements do not include certain information and footnote disclosures required for complete annual financial statements. Sky Financial's Annual Report for the year ended December 31, 2006, contains consolidated financial statements and related notes which should be read in conjunction with the accompanying condensed consolidated financial statements. The results of operations for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for a full year.

New Accounting Pronouncements

In July 2006, the FASB issued FASB Interpretation No. 48,*Accounting for Uncertainty in Income Taxes: An Interpretation of FASB Statement No. 109*(FIN 48), which clarifies the accounting for uncertainty in tax positions. This Interpretation requires that Sky Financial recognize in the financial statements, the impact of a tax position, if that position is more likely than not to be sustained on audit, based on the technical merits of the position. The provisions of FIN 48 were effective as of the beginning of our 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The cumulative change in accounting recorded directly to retained earnings and the effect on 2007 income from operations was not material.

In February 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 159,*The Fair Value Option for Financial Assets and Financial Liabilities* (FAS 159). FAS 159 provides companies with an option to select financial assets and liabilities to be reported at fair value. FAS 159's objective is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. FAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. FAS 159 requires companies to provide additional information that will help investors and other users of financial statements to more easily understand the effect of the company's choice to use fair value on its earnings. It also requires entities to display the fair value of those assets and liabilities for which the company has chosen to use fair value on the face of the balance sheet. FAS 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of Statement 157. Sky Financial did not early adopt FAS 159.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157,*Fair Value Measurements* (FAS 157). FAS 157 enhances existing guidance for measuring assets and liabilities using fair value. Prior to the issuance of FAS 157, guidance for applying fair value was incorporated in several accounting pronouncements. FAS 157 provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities. FAS 157 also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under FAS 157, fair value measurements are disclosed by level within that hierarchy. While FAS 157 does not add any new fair value measurements, it does change current practice. Changes to practice include: (1) a requirement for an entity to include its own credit standing in the measurement of its liabilities; (2) a modification of the transaction price presumption; (3) a prohibition on the use of block discounts when valuing large blocks of securities for broker-dealers and investment companies; and (4) a requirement to adjust the value of restricted stock for the effect of the restriction, even if the restriction lapses within one year. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Sky Financial has not determined the impact of adopting FAS 157 on its financial statements.

2. Stock Based Compensation

The following table illustrates the total stock compensation expense recorded in salaries and employee benefits expense for the six months ended June 30, 2007 and 2006:

	Six months ended June 30,	
	2007	2006
Stock option expense	$ 5,114	$ 2,715
Restricted stock expense	3,581	1,593
Total expense	$ 8,695	$ 4,308
Tax benefit	$ 3,043	$ 1,508

In accordance with the change in control provisions of the Sky Financial stock option plans, all remaining restricted shares and stock options were vested in June 2007 prior to the July acquisition of Sky Financial by Huntington Bancshares Incorporated (Huntington). These change of control provisions resulted in additional expense of $6,635 during 2007 included above.

There were no stock options or restricted shares issued in the first half of 2007. In the first quarter of 2006, 157 shares of restricted stock and 677 stock options were granted to directors, officers and employees under various restricted stock and stock option plans.

3. Critical Accounting Policies

The accounting and reporting policies of Sky Financial are in accordance with USGAAP and conform to general practices within the financial services industry. Accounting and reporting policies for the allowance for credit losses and mortgage servicing rights are deemed critical since they involve the use of estimates and require significant management judgments. Application of assumptions different than those used by management could result in material changes in Sky Financial’s financial position or results of operations. Note 1 (Summary of Significant Accounting Policies), Note 4 (Loans and Allowance for Credit Losses) and Note 20 (Mortgage Banking Activities), of the 2006 Annual Report and Form 10-K, provide detail with regard to Sky Financial’s accounting for the allowance for loan losses and for mortgage servicing rights. There have been no significant changes in the application of accounting policies since December 31, 2006.

4. Mergers, Acquisitions and Divestitures

Huntington Merger

On July 1, 2007, Huntington completed its merger with Sky Financial in a stock and cash transaction valued at $3.5 billion.

Under the terms of the merger agreement, Sky Financial shareholders received 1.098 shares of Huntington common stock, on a tax-free basis, and a cash payment of $3.023 for each share of Sky Financial common stock.

5. Securities

The unrealized gains and losses and estimated fair values at June 30, 2007 are as follows:

June 30, 2007	Estimated Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost
U.S. Treasury	$ 200	$ —	$ —	$ 200
U.S. government agencies and corporations	3,049	—	—	3,049
Obligations of state and political subdivisions	1,829	—	(9)	1,838
Corporate and other securities	1,400	—	—	1,400
Mortgage-backed securities	586,993	—	(22,312)	609,305
Total debt securities available for sale	593,471	—	(22,321)	615,792
Marketable equity securities available for sale	44,242	178	(922)	44,986
FHLB, FRB and Banker's Bank Stock (1)	197,725	—	—	197,725
Total securities	$835,438	$ 178	$ (23,243)	$858,503

(1) Certain securities such as Federal Home Loan Bank (FHLB), Federal Reserve Board (FRB), and Bankers' Bank stock are carried at amortized cost.

The decrease in the overall securities available for sale was a result of Sky Financial restructuring its balance sheet in anticipation of the merger with Huntington. In June 2007, Sky Financial sold securities in anticipation of the merger with a book value of $2,062,730 and received proceeds of $1,990,694. The resulting loss of $72,036 was recorded as a component of net securities losses in the Condensed Consolidated Statements of Income for the six months ended June 30, 2007.

As of June 30, 2007, 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 and other market related conditions. 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. Management 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 June 30, 2007.

6. Loans

The loan portfolio was as follows:

	June 30, 2007
Real estate loans:	
Construction	$ 876,383
Residential mortgage	3,660,587
Non-residential mortgage	3,543,184
Commercial, financial and agricultural	4,443,850
Installment and credit card loans	744,730
Total loans	$13,268,734

The following table presents the aggregate amounts of non-performing loans at June 30, 2007

Non-accrual loans	$150,249
Restructured loans	39
Total non-performing loans	$150,288

Non-accrual loans include $15,429 of loans at June 30, 2007 that are secured by surety bonds and the assignment of payment streams from pools of commercial leases for which payment is over 90 days past due. See Note 15 “Commitments and Contingencies” for additional discussion.

7. Borrowings

Sky Financial’s debt, FHLB advances and junior subordinated debentures owed to unconsolidated subsidiary trusts are comprised of the following:

	June 30, 2007
Borrowings under FHLB lines of credit	$ 727,840
Subordinated note, due April 2013 at 5.35%	50,000
Subordinated note, due October 2012 at 6.125%	65,000
Subordinated note, due January 2008 at 7.08%	50,000
Junior subordinated debentures owed to unconsolidated subsidiary trusts:	
Due May 2030 at 9.34%	61,856
Due October 2032 at 9.01% (variable)	10,314
Due April 2033 at 8.63% (variable)	6,245
Due October 2033 at 8.32% (variable)	30,928
Due June 2036 at 6.77% (variable)	77,320
Due June 2036 at 6.76% (variable)	77,320
Capital lease obligation and other items	128
Total borrowings	$1,156,951

The amount of junior subordinated debentures owed to unconsolidated subsidiary trusts represent the par value adjusted for any unamortized discount.

8. Other Comprehensive Income (Loss)

Other comprehensive income (loss) consisted of the following:

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
Securities available for sale:		
Unrealized securities losses arising during period	$(49,896)	$(60,305)
Reclassification adjustment for losses included in income	71,818	85
	21,922	(60,220)
Cash flow hedge derivatives		
Change in fair value of cash flow hedge derivatives	1,124	2,929
Minimum pension liability and other	(6)	—
Other comprehensive income (loss) before income taxes	23,040	(57,291)
Tax effect	(8,064)	20,052
Total other comprehensive income (loss)	$ 14,976	$(37,239)

9. Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted average number of shares outstanding less the weighted average unvested restricted shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of shares determined for the basic computation in addition to the dilutive effect of potential common shares issuable under stock options and the restricted shares. For the six months ended June 30, 2007 and 2006, 860 and 1,705 weighted average shares, respectively, under option were excluded from the diluted earnings per share calculation as they were anti-dilutive. Certain amounts do not add due to rounding.

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
Numerator:		
Income From Continuing Operations	$ 33,524	$ 95,713
Income From Discontinued Operations	1,763	—
Net income	$ 35,287	$ 95,713
Denominator:		
Weighted-average common shares outstanding (basic)	117,522	108,400
Effect of non-vested restricted shares	88	71
Effect of stock options	853	834
Weighted-average common shares outstanding (diluted)	118,463	109,305

Earnings per share from Continuing Operations:

Basic	$ 0.29	$ 0.88
Diluted	0.28	0.88
Earnings per share from Discontinued Operations:		
Basic	$ 0.02	—
Diluted	0.01	—
Earnings per share:		
Basic	$ 0.30	$ 0.88
Diluted	0.30	0.88

10. Capital Resources

The FRB has established risk-based capital guidelines that must be observed by financial holding companies and banks. Failure to meet specified minimum capital requirements can result in certain mandatory actions by primary regulators of Sky Financial and its bank subsidiary that could have a material effect on Sky Financial's financial condition or results of operations. Under capital adequacy guidelines, Sky Financial and its bank subsidiary must meet specific quantitative measures of their assets, liabilities and certain off-balance sheet items as determined under regulatory accounting practices. Sky Financial's and its bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Management believes, as of June 30, 2007, that Sky Financial and its bank meet all capital adequacy requirements to which they are subject.

Sky Financial and its bank have been notified by their respective regulators that, as of the most recent regulatory examinations, each is regarded as well capitalized under the regulatory framework for prompt corrective action. Such determinations have been made evaluating Sky Financial and its bank under Tier I, total capital, and leverage ratios. There are no conditions or events since these notifications that management believes have changed any of the well capitalized categorizations of Sky Financial and its bank subsidiary.

Sky Financial's and Sky Bank's capital ratios are presented in the following table:

	Actual		Minimum Required For Capital Adequacy Purposes		Required to be Well Capitalized Under Prompt Corrective Action Regulations	
June 30, 2007	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total capital to risk-weighted assets						
Sky Financial	$1,668,906	11.6%	$1,148,290	8.0%	$ 1,435,363	10.0%
Sky Bank	1,594,429	11.2	1,137,562	8.0	1,421,952	10.0
Tier 1 capital to risk-weighted assets						
Sky Financial	$1,374,368	9.6%	$ 574,145	4.0%	$ 861,218	6.0%
Sky Bank	1,349,347	9.5	568,781	4.0	853,171	6.0
Tier 1 capital to average assets						
Sky Financial	$1,374,368	8.2%	$ 672,257	4.0%	$ 840,322	5.0%
Sky Bank	1,349,347	8.1	666,958	4.0	833,697	5.0

11. Goodwill and Intangible Assets

Goodwill at June 30, 2007 was $731,102. Goodwill is reviewed annually for impairment. In the first six months of 2007, Sky Financial recorded additional goodwill of $1,031 related to the acquisition of an insurance agency and an additional $1,811 related to previous acquisitions. Additionally, certain goodwill balances originally recorded to the Community Banking line of business were reclassified to the Financial Services Affiliates line of business when the purchase price allocation was finalized.

Net other intangible assets at June 30, 2007 were $65,902. These assets consist primarily of core deposit intangibles and customer relationship intangibles and are being amortized in accordance with Sky Financial's accounting policies. Amortization expense on finite-lived intangible assets is expected to be $8,577 for the remainder of 2007, with $16,161; $13,610; $11,758; $10,411 and $5,385 expected to be recorded in 2008, 2009, 2010, 2011, and 2012, respectively. These charges are exclusive of any changes in amortization due to future acquisitions.

12. Line of Business Reporting

Sky Financial manages and operates two major lines of business: community banking and financial services. Community banking includes lending and related services to businesses and consumers, mortgage banking and deposit-gathering. Other financial services consist of non-banking companies engaged in trust and wealth management, insurance and other financial-related services.

The reported line of business results reflect the underlying core operating performance within the business units. Parent and Other is comprised of the parent company and several smaller business units. It includes the net funding cost of the parent company and intercompany eliminations. Expenses for centrally provided services and support are allocated based principally upon estimated usage of services. All merger, integration and restructuring charges company-wide are included in Parent and Other. Substantially all of Sky Financial's assets are part of the community banking line of business.

Selected segment information for the six months ended June 30, 2007 and 2006 is included in the following tables:

Six months ended June 30, 2007	Community Banking	Financial Services Affiliates	Parent And Other	Total
Net interest income (expense)	$ 299,944	$ 264	$ (10,375)	$ 289,833
Provision for credit losses	39,524	—	—	39,524
Net interest income (loss) after provision	260,420	264	(10,375)	250,309
Non-interest income	26,334	43,932	1,354	71,620
Non-interest expense	221,259	33,644	17,180	272,083
Earnings from continuing operations before income taxes	65,495	10,552	(26,201)	49,846
Income taxes	20,909	4,523	(9,110)	16,322
Earnings from continuing operations	44,586	6,029	(17,091)	33,524
Income from discontinued operations (net of tax)	—	—	1,763	1,763
Net income (loss)	$ 44,586	$ 6,029	$ (15,328)	$ 35,287
Goodwill at January 1, 2007	$ 678,378	$ 49,882	$ —	$ 728,260
Net activity	(1,711)	4,553	—	2,842
Goodwill at June 30, 2007	$ 676,667	$ 54,435	$ —	$ 731,102
Average assets	$ 17,437,046	$ 100,888	$ 90,287	$ 17,628,221
Depreciation and amortization	18,649	923	282	19,854

Six months ended June 30, 2006	Community Banking	Financial Services Affiliates	Parent And Other	Total
Net interest income (expense)	$ 271,975	$ 191	$ (6,110)	$ 266,056
Provision for credit losses	16,630	—	—	16,630
Net interest income (loss) after provision	255,345	191	(6,110)	249,426
Non-interest income	67,732	44,549	(9,667)	102,614
Non-interest expense	175,278	33,046	(225)	208,099
Income before income taxes	147,799	11,694	(15,552)	143,941
Income taxes	49,353	4,975	(6,100)	48,228
Net income	$ 98,446	$ 6,719	$ (9,452)	$ 95,713
Goodwill at January 1, 2006	$ 461,571	$ 60,291	$ —	$ 521,862
Net activity	680	1,602	—	2,282
Goodwill at June 30, 2006	$ 462,251	$ 61,893	$ —	$ 524,144
Average assets	$ 15,473,544	$ 103,482	$ 100,910	$ 15,677,936
Depreciation and amortization	16,036	834	371	17,241

13. Commitments and Contingencies

In re Commercial Money Center, Inc. Equipment Lease Litigation in the U. S. District Court for the Northern District of Ohio, Eastern Division, MDL Case No. 1:02-CV-16000

Between August 2000 and December 2001, Sky Bank and two of its predecessor banks provided financing to a commercial borrower and its affiliated entities for the purchase of six separate portfolios of commercial lease pools, and a warehouse line of credit to finance lease pools. These loans are secured by assignments of the payment streams from the underlying leases, surety bonds or insurance policies, and a limited guarantee from the sole member of the commercial borrower.

Upon default of these commercial loans, Sky Bank (and its predecessors) made demand for payment from Illinois Union Insurance Company ("IU"), RLI Insurance Company ("RLI"), and Royal Indemnity Company ("Royal") under the relevant surety bonds and insurance policies. IU, RLI, and Royal (collectively, the "Sureties") have failed to make the payments required under the surety bonds and insurance policies. As a result, in the spring of 2002, Sky Financial and its predecessors filed suit against each of the Sureties seeking to enforce Sky Bank's rights under the surety bonds and insurance policies issued by the Sureties in connection with the commercial lease pools. Sky Financial's complaints claim breach of contract, bad faith and allege that the Sureties are liable for the payments due to Sky Financial under the terms of the bonds and are estopped from asserting fraud as a defense to paying any claims under the bonds. In October, 2002, the suits were consolidated for pretrial purposes with more than 35 other lawsuits involving similar claims in the United States District Court for the Northern District of Ohio, Eastern Division, under the Federal Multi-district Litigation ("MDL") Rules.

The key defense of the Sureties in denying Sky Bank's claims under the surety bonds is that they were fraudulently induced by the originator of the commercial leases to issue the surety bonds in the first instance. The Sureties have also asserted related defenses that the underlying equipment leases are invalid, usurious, or otherwise unenforceable. Sky Bank believes that none of these defenses can defeat Sky Bank's claims under the surety bonds, which, in the view of Sky Bank, provide for absolute and unconditional guarantees of payment. Moreover, Sky Bank believes that the Sureties are responsible to Sky Bank, as the Obligee or Named Insured under the bonds, for the underwriting of the lessees and leases, including all issues of fraud, and that the Sureties waived any defense of fraud to claims under the bonds.

On December 21, 2005, Sky Financial sold and assigned to a third party, without recourse, all of its rights and interests in three loans secured by commercial lease pools and surety bonds issued by Royal. On March 31, 2006, Sky Financial and IU settled in full its litigation pertaining to two loans secured by pools of leases and insurance policies issued by IU. The aggregate principal balance of the three loans sold to a third party and the two loans which were settled was $14.2 million, and the aggregate proceeds received by Sky Financial in the sale and the settlement was $14.9 million.

The remaining pool and the warehouse line of credit secured by surety bonds issued by RLI was settled by Huntington on July 2, 2007, resulting in no material impact.

American Home Mortgage Corp. v. Union Federal Bank of Indianapolis, Case No. 06-CV-7864 (JGK) (RLE), U.S. District Court for the Southern District of New York

Prior to its acquisition by Sky Financial, Waterfield Mortgage Company, Incorporated ("Waterfield") sold its mortgage banking business to American Home Mortgage Corp. ("American Home"). As part of the sale agreement, an escrow in the amount of $55 million was established and any purchase price adjustment associated with the sale of the mortgage banking business was to be deducted from the escrow. Waterfield and American Home were unable to reach agreement as to the purchase price adjustment, and American Home filed the captioned lawsuit against Waterfield's subsidiary, Union Federal Bank (UFB), for breach of contract, negligent misrepresentation and declaratory and injunctive relief, and has made a claim for relief in excess of $29 million.

Sky Financial completed its acquisition of Waterfield on October 17, 2006, and as a result, has become a party in interest in the litigation. Sky Financial, in conjunction with the former shareholders of Waterfield to the extent of their respective interests in the escrow, have filed, inter alia, a motion to dismiss the action as well a motion to substitute the entity representing Waterfield shareholders in place of Union Federal Bank as the party in interest in the litigation.

Prior to the sale to American Home, all loans were closed in the name of UFB or in the name of Waterfield and then assigned to UFB. Since UFB is the listed mortgagee, all investor claims are coming to Sky Financial as successor. Per the sale agreement all claims related to sold mortgage loans were to be submitted to American Home for reimbursement.

In addition to the large escrow discussed above, Sky was provided with a broad indemnity agreement from American Home as part of the sale agreement and a $6.7 million new escrow. To the extent that the escrow did not satisfy the outstanding claims Sky also negotiated the ability to make a claim against the $55 million escrow. Sky has been submitting claims to American Home since October 2006 under the broad indemnity agreement, but has not received any payment on the claims, therefore the new escrow account has been used to satisfy the claims. American Home filed for bankruptcy in August 2007, therefore it is unlikely the American Home indemnity will provide any reimbursement on claims. In addition, management believes the bankruptcy trustee will attempt to make a claim for some or all of the $55 million escrow.

After consultation with special counsel, Sky Financial believes that it has substantial and meritorious defenses and that exposure, if any, should be absorbed by the escrow, and as such is not expected to have a material effect on the consolidated financial position or results of operations of Sky Financial. American Home filed for bankruptcy in August 2007.

A schedule of significant commitments at June 30, 2007 follows:

Commitments to extend credit	$3,629,867
Standby letters of credit	253,280
Letters of credit	2,233

On March 31, 2004, Sky Financial completed the sale of its dental financing affiliate, Sky Financial Solutions. The Sky Financial Solutions sales agreement contained a contingency based upon future charge-offs between Sky Financial and the acquirer. In the second quarter of 2007, Sky Financial renegotiated the sale agreement and removed the sales agreement contingency. The resulting after tax gain of $1,763 is included as earnings from discontinued operations for the six months ended June 30, 2007.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED STATEMENTS OF INCOME

HUNTINGTON BANCSHARES INCORPORATED AND SKY FINANCIAL GROUP, INC.

The following Unaudited Pro Forma Condensed Combined Consolidated Statements of Income for the nine months ended September 30, 2007 and year ended December 31, 2006, combine the historical consolidated statements of income of Huntington Bancshares Incorporated and its subsidiaries (Huntington) and Sky Financial Group, Inc. and its subsidiaries (Sky Financial), giving effect to the merger as if the merger had become effective at January 1, 2006 as an acquisition by Huntington of Sky Financial using the purchase method of accounting and giving effect to the related pro forma adjustments described in the accompanying Notes to the Unaudited Pro Forma Condensed Combined Consolidated Financial Statements.

The Unaudited Pro Forma Condensed Combined Consolidated Financial Statements included herein are presented for informational purposes only. This information includes various estimates and may not necessarily be indicative of the results of operations that would have occurred if the merger had been consummated on that date or at the beginning of the period indicated or which may be attained in the future. The unaudited pro forma condensed combined consolidated statements of income and accompanying notes should be read in conjunction with and are qualified in their entirety by reference to the historical financial statements and related notes thereto of Huntington and its subsidiaries and Sky Financial and its subsidiaries, such information and notes thereto incorporated by reference herein.

The historical consolidated statements of income for the nine months ended September 30, 2007 and year ended December 31, 2006, of Huntington and its subsidiaries and Sky Financial and its subsidiaries include a number of items that impacted the respective results for each company, including:

For the nine months ended September 30, 2007:

- Huntington reported increased non-interest expense items because of costs incurred as part of the merger integration activities, most notably retention bonuses, outside programming services related to systems conversions, occupancy expenses, and marketing related to customer retention initiatives. These net merger costs were $40.7 million during the nine months ended September 30, 2007.
- Huntington also reported net market related losses of $32.1 million during the nine months ended September 30, 2007. Net market related losses include the impact of mortgage servicing rights and related hedging activity, gains and losses

from equity investing, net securities gains and losses, and the impact from the extinguishment of debt.

- In anticipation of the merger, Sky Financial sold certain investment securities during the second quarter of 2007, resulting in a realized loss of $72.4 million.

For the year ended December 31, 2006:

- Huntington recorded an $84.5 million reduction to federal income tax provision. As a result of the resolution of a federal income tax audit for the tax years 2002 and 2003, Huntington released previously established tax reserves and recognized a federal tax loss carryback.
- Huntington utilized the excess capital resulting from the reduction to the federal income tax provision to restructure certain under-performing components of its balance sheet. Management's actions included the review of $2.1 billion of securities for potential sale, the refinancing of a portion of its FHLB funding, and the sale of certain residential mortgage loans. Huntington recorded $73.3 million of securities losses, $4.4 million of losses on the early extinguishment of debt (recorded in other non-interest expense) and $0.9 million of losses on the sale of mortgage loans (recorded in mortgage banking income).
- Huntington's merger with Unizan Financial Corp. (Unizan) was completed on March 1, 2006. At the time of the 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 the consolidated results for 10 months of 2006.
- Sky Financial restructured its balance sheet to strengthen its capital ratios, maintain a sound interest rate risk position, and enhance the net interest margin following its acquisitions of Union Federal Bank and Perpetual Savings Bank by selling approximately $0.5 billion of securities and using the proceeds to pay down certain FHLB advances and other borrowings. This balance sheet restructuring resulted in $19.4 million of securities losses and $4.2 million of gains in other income in the fourth quarter of 2006.
- On October 17, 2006, Sky Financial completed its acquisition of Union Federal Bank of Indianapolis (Union Federal) and its parent company, Waterfield Mortgage Company, Inc., Ft. Wayne, Indiana. Sky Financial purchased Waterfield's retail and commercial banking business conducted primarily through Union Federal Bank, which added approximately $2.3 billion in assets. Union Federal results were only included in the 2006 consolidated results for 2.5 months.

We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses. The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during these periods.

HUNTINGTON BANCSHARES INCORPORATED AND SKY FINANCIAL GROUP, INC.
Unaudited Pro Forma Condensed Combined Consolidated Statement of Income
For the nine months ended September 30, 2007
(in thousands except number of shares)

	Huntington Historical(1)	Sky Historical(2)	Pro Forma Adjustments	Pro Forma Combined
Interest income:				
Interest and fee income on loans (See Note 2)	$ 1,678,977	$ 490,540	$ 22,038	$ 2,191,555
Interest and fee income on securities (See Note 2)	184,672	73,376	5,475	263,523
Other interest income	64,916	2,682	—	67,598
Total interest income	1,928,565	566,598	27,513	2,522,676
Interest expense:				
Interest expense on deposits (See Note 2)	715,321	212,613	—	927,934
Interest expense on borrowings (See Note 2)	294,666	64,152	7,387	366,205
Total interest expense	1,009,987	276,765	7,387	1,294,139
Net interest income	918,578	289,833	20,126	1,228,537
Provision for credit losses	131,546	39,524	—	171,070
Net interest income after provision for credit losses	787,032	250,309	20,126	1,057,467
Service charges on deposit accounts	172,917	43,639	—	216,556
Trust services	86,220	14,017	—	100,237
Brokerage and insurance income	62,087	34,609	—	96,696
Other service charges and fees	49,176	11,600	—	60,776
Bank owned life insurance income	36,602	3,613	—	40,215
Mortgage banking income	26,102	12,697	—	38,799
Securities losses	(18,187)	(71,818)	—	(90,005)
Other income	91,127	23,263	—	114,390
Total non-interest income	506,044	71,620	—	577,664
Personnel costs	471,978	147,928	—	619,906
Outside data processing and other services	88,115	24,524	—	112,639
Net occupancy	72,659	19,427	—	92,086
Equipment	58,666	9,597	—	68,263
Marketing	29,868	8,722	—	38,590
Professional services	25,856	6,914	—	32,770
Telecommunications	15,989	4,448	—	20,437
Printing and supplies	11,657	2,747	—	14,404
Amortization of intangibles (See Note 2)	24,988	9,015	30,049	64,052
Other expense	72,516	38,761	—	111,277
Total non-interest expense	872,292	272,083	30,049	1,174,424
Income from continuing operations before income taxes	420,784	49,846	(9,923)	460,707
Provision for income taxes	106,338	16,322	(3,473)	119,187
Earnings from continuing operations	$ 314,446	$ 33,524	$ (6,450)	$ 341,520
Average common shares — basic	279,171	117,522		365,597
Average common shares — diluted	282,014	118,463		368,440
Per common share				
Net income — basic	$ 1.13	$ 0.29		$ 0.93
Net income — diluted	$ 1.12	$ 0.28		$ 0.93

(1) Huntington Historical amounts are for the nine-months ended September 30, 2007, and include Sky Financial's results of operations since July 1, 2007.

(2) Sky Historical amounts are for the six-months ended June 30, 2007.

HUNTINGTON BANCSHARES INCORPORATED AND SKY FINANCIAL GROUP, INC.
Unaudited Pro Forma Condensed Combined Consolidated Statement of Income
For the Year ended December 31, 2006
(in thousands except number of shares)

	Huntington Historical	Sky Historical	Pro Forma Adjustments	Pro Forma Combined
Interest income:				
Interest and fee income on loans (See Note 2)	$ 1,777,599	$ 860,699	$ 44,076	$ 2,682,374
Interest and fee income on securities (See Note 2)	255,195	151,451	10,950	417,596
Other interest income	37,725	1,341	—	39,066
Total interest income	2,070,519	1,013,491	55,026	3,139,036
Interest expense:				
Interest expense on deposits (See Note 2)	717,167	332,938	12,549	1,062,654
Interest expense on borrowings (See Note 2)	334,175	139,007	14,774	487,956
Total interest expense	1,051,342	471,945	32,702	1,550,610
Net interest income	1,019,177	541,546	27,703	1,588,426
Provision for credit losses	65,191	36,854	—	102,045
Net interest income after provision for credit losses	953,986	504,692	27,703	1,486,381
Service charges on deposit accounts	185,713	67,707	—	253,420
Trust services	89,955	24,279	—	114,234
Brokerage and insurance income	58,835	67,394	—	126,229
Bank owned life insurance income	43,775	6,317	—	50,092
Automobile operating lease income	43,115	—	—	43,115
Other service charges and fees	51,354	20,322	—	71,676
Mortgage banking income	41,491	23,141	—	64,632
Securities losses	(73,191)	(21,184)	—	(94,375)
Gains on sales of automobile loans	3,095	—	—	3,095
Other income	116,927	30,894	—	147,821
Total non-interest income	561,069	218,870	—	779,939
Personnel costs	541,228	243,281	—	784,509
Net occupancy and equipment	141,193	72,560	—	213,753
Professional and other outside services	105,832	36,142	—	141,974
Marketing	31,728	13,623	—	45,351
Automobile operating lease expense	31,286	—	—	31,286
Telecommunications	19,252	8,360	—	27,612
Printing and supplies	13,864	6,092	—	19,956
Amortization of intangibles (See Note 2)	9,962	15,803	76,931	102,696
Other expense	106,649	42,694	—	149,343
Total non-interest expense	1,000,994	438,555	76,931	1,516,480
Income before income taxes	514,061	285,007	(49,228)	749,840
Provision for income taxes	52,840	94,669	(17,230)	130,279
Net income	$ 461,221	$ 190,338	$ (31,993)	$ 619,561
Average common shares — basic	236,699	110,107	10,790	357,596
Average common shares — diluted	239,920	110,954	10,873	361,747
Per common share				
Net income — basic	$ 1.95	$ 1.73		$ 1.72
Net income — diluted	$ 1.92	$ 1.72		$ 1.70

HUNTINGTON BANCSHARES INCORPORATED AND SKY FINANCIAL GROUP, INC.

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED STATEMENTS OF INCOME

For the Nine Months Ended September 30, 2007 and Year Ended December 31, 2006

Note 1. Basis of Presentation

The merger was accounted for as an acquisition by Huntington of Sky Financial using the purchase method of accounting and, accordingly, the assets and liabilities of Sky Financial were recorded at their respective fair values on the date the merger was completed. The merger was effected by the issuance of Huntington $0.01 par value common stock to Sky Financial shareholders. Each share of Sky Financial common stock was exchanged for 1.098 shares of Huntington common stock plus cash consideration of $3.023. The shares of Huntington common stock issued to effect the merger were recorded at $23.85 per share. This amount was determined by averaging the closing price of shares of Huntington common stock over a five-day period beginning two days before the date the merger was announced and ending two days after the date the merger was announced. The pro forma adjustments included herein are subject to change as additional information becomes available and as additional analyses are performed.

The pro forma financial information for the merger is included only for the nine month period ended September 30, 2007 and year ended December 31, 2006. The combined pro forma income statement for the nine month period ended September 30, 2007, includes Huntington's historical results of operations for all nine months, and Sky Financial results of operations subsequent to the merger date, July 1, 2007.

The unaudited pro forma information is not necessarily indicative of the results of income or the combined financial position that would have resulted had the merger been completed at the beginning of the applicable period presented, nor is it necessarily indicative of the results of operations in future periods or the future financial position of the combined company.

Certain reclassifications have been made to the income statement of Sky Financial to conform to Huntington's presentation.

Note 2. Pro Forma Statement of Income

The pro forma condensed combined consolidated statements of income for the nine months ended September 30, 2007 and year ended December 31, 2006, include adjustments for the accretion / amortization of fair value adjustments made to loans, securities, interest-bearing deposits and long-term borrowings. They also include an adjustment for the amortization of the estimated identifiable intangible assets. The amortization or accretion of the purchase accounting adjustments made to securities, loans, interest-bearing deposits, and long-term borrowings is based on the weighted average maturities, using the interest method for recognition. The amortization of identifiable intangible assets was estimated using a 10 to 16 year, sum-of-the-years digits method. Using this method, amortization is expected to be $92.7 million in the first year, $78.1 million in the second year, $54.0 million in the third year, $42.3 million in the fourth year, $33.0 million in the fifth year, and $74.2 million thereafter. The adjustment for pro forma amortization expense for the nine month period ended September 30, 2007, includes $39.1 million of new amortization expense less Sky Financial's historical amortization expense of $9.0 million. The adjustment for pro forma amortization expense for the year ended December 31, 2006, includes $92.7 million of new amortization expense less Sky Financial's historical amortization expense of $15.8 million.

	Estimated Adjustment for Fair Value	Estimated Weighted Average Life (in years)	Estimated six month Increase/ (Decrease) to income	Estimated twelve month Increase/ (Decrease) to income
Accretion/amortization of fair value adjustments				
Loans	$ 119,005	2.7	$ 22,038	$ 44,076
Securities	32,850	3.0	5,475	10,950
Deposits	(12,549)	0.7	—	(12,549)
Borrowings	12,955	7.0	926	1,851
Total accretion/amortization of fair value adjustments			$ 28,439	$ 44,328

The estimated restructuring and merger-related expenses discussed in Note 3 are not included in the pro forma statement of income since they will be recorded in the combined results of income as they are incurred after completion of the merger and are not indicative of what the historical results of the combined company would have been had the companies been actually combined during the periods presented.

Additionally, Huntington currently estimates that it will realize approximately $115 million in annual cost savings following the merger, which Huntington expects to be phased in subsequent to the merger, but there is no assurance that the anticipated cost savings will be realized on the anticipated time schedule or at all. These cost savings are not fully reflected in the pro forma financial information.

The impact of conforming Sky Financial's accounting policy to reflect the adoption of FASB Statement No. 156 has not been included in the pro forma financial results as the impact on the income statement is not material.

Huntington issued $250 million in new debt in connection with the merger. This new debt qualifies as bank regulatory capital and has an interest rate of 6.65%, resulting in an increase to annual interest expense of $16.6 million.

Note 3. Merger Costs

In connection with the merger, Huntington and Sky Financial have developed their plans to consolidate the operations of Huntington and Sky Financial. Huntington and Sky Financial have assessed the two companies' personnel, benefit plans, premises, equipment, computer systems and service contracts and determined where we may take advantage of redundancies or where it may be beneficial or necessary to convert to one system.

Certain decisions arising from these assessments involved, among other things, involuntary termination of Sky Financial's employees, vacating Sky Financial's leased premises, terminating contracts between Sky Financial and certain service providers and selling or otherwise disposing of certain premises, furniture and equipment owned by Sky Financial. The costs associated with such decisions will be recorded as purchase accounting adjustments, which have the effect of increasing the amount of the purchase price allocable to excess purchase price. It is expected that all such costs will be identified and recorded within one year of completion of the merger and all such actions required to effect these decisions would be taken within one year after finalization of these plans.

In addition to decisions regarding Sky Financial's employees and activities, certain decisions were made to, among other things, involuntarily terminate Huntington employees, vacate Huntington leased premises, cancel contracts and sell or otherwise dispose of certain premises, furniture and equipment owned by Huntington. These exit and disposal costs have been recorded in accordance with *Financial Accounting Standards Board Statement No. 146, Accounting for Costs Associated with Exit or Disposal Activities*, in the results of income of the combined company in the period incurred. Huntington has also incurred merger-related expenses in the process of combining the operations of the two companies. These merger-related expenses include system conversion costs, employee retention arrangements and costs of incremental communications to customers and others.

It is expected that the exit and disposal costs, along with the merger-related costs, will be incurred over a two-year period after completion of the merger. For the nine month period ended September 30, 2007, these merger related costs total $40.7 million. It is anticipated that the total merger costs for Huntington will approximate $55 million to $65 million. Other merger costs were recorded by Sky Financial or were recorded as purchase accounting adjustments. We have not included an estimate for these in the pro forma statement of income since these costs will be recorded in the combined results of income as they are incurred after completion of the merger and are not indicative of what the historical results of Huntington would have been had Huntington and Sky Financial actually been combined during the periods presented.