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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of The
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 18, 2012

HUNTINGTON BANCSHARES INCORPORATED
(Exact name of registrant as specified in its charter)

Maryland	1-34073	31-0724920
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Huntington Center 41 South High Street Columbus, Ohio	43287
(Address of principal executive offices)	(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report.)

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

Item 2.02. Results of Operations and Financial Condition.

On April 18, 2012, Huntington Bancshares Incorporated ("Huntington") issued a news release announcing its earnings for the quarter ended March 31, 2012. Also on April 18, 2012, Huntington made a Quarterly Performance Discussion and Financial Review available on its web site, www.huntington-ir.com.

Huntington's senior management will host an earnings conference call April 18, 2012, at 10:00 a.m. (Eastern Time). The call may be accessed via a live Internet webcast at www.huntington-ir.com or through a dial-in telephone number at 877-684-3807, conference ID 63194598. Slides will be available atwww.huntington-ir.com just prior to the call. A replay of the web cast will be archived in the Investor Relations section of Huntington's web site at www.huntington.com. A telephone replay will be available two hours after the completion of the call through April 30, 2012, at (855) 859-2056 or (404) 537-3406; conference call ID 63194598.

The information contained or incorporated by reference in this Current Report on Form 8-K contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Forward-looking statements may be identified by words such as expect, anticipate, believe, intend, estimate, plan, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: (1) worsening of credit quality performance due to a number of factors such as the underlying value of collateral that could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions, including impacts from the continuing economic uncertainty in the US, the European Union, and other areas; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success, impact, and timing of our business strategies, including market acceptance of any new products or services introduced to implement our "Fair Play" banking philosophy; (6) changes in accounting policies and principles and the accuracy of our assumptions and estimates used to prepare our financial statements; (7) extended disruption of vital infrastructure; (8) the final outcome of significant litigation; (9) the nature, extent, timing and results of governmental actions, examinations, reviews, reforms, and regulations including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act; and (10) the outcome of judicial and regulatory decisions regarding practices in the residential mortgage industry, including among other things the processes followed for foreclosing residential mortgages. Additional factors that could cause results to differ materially from those described above can be found in Huntington's 2011 Annual Report on Form 10-K, and documents subsequently filed by Huntington with the Securities and Exchange Commission. All forward-looking statements included in this document are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.

The information contained or incorporated by reference in Item 2.02 of this Form 8-K shall be treated as “furnished” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

The exhibits referenced below shall be treated as “furnished” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

(d) Exhibits.

Exhibit 99.1 — News release of Huntington Bancshares Incorporated, dated April 18, 2012.

Exhibit 99.2 — Quarterly Performance Discussion, March 2012.

Exhibit 99.3 — Quarterly Financial Review, March 2012.

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: April 18, 2012

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

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	News release of Huntington Bancshares Incorporated, April 18, 2012.
Exhibit 99.2	Quarterly Performance Discussion, March 2012.
Exhibit 99.3	Quarterly Financial Review, March 2012.

Exhibit 99.1

NEWS

Date: April 18, 2012

FOR IMMEDIATE RELEASE –

Contact:

Investors	*Media*
Todd Beekman	Maureen Brown
Todd.Beekman@huntington.com	Maureen.Brown@Huntington.com
(614) 480-3878	(614) 480-5512

Jay Gould
Jay.Gould@huntington.com
(614) 205-1197

HUNTINGTON BANCSHARES INCORPORATED
REPORTS $153.3 MILLION OF NET INCOME, OR $0.17 PER COMMON SHARE,
FOR THE 2012 FIRST QUARTER, UP 21% FROM BOTH THE PRIOR AND YEAR-AGO QUARTERS

DECLARES QUARTERLY DIVIDEND ON COMMON STOCK OF $0.04 PER SHARE

Other specific highlights compared with 2011 Fourth Quarter:

- **1.13% return on average assets, up from 0.92%**
- **11.6% annualized growth in tangible book value per share**
- **3.40% net interest margin, up 2 basis points**
- **17% annualized growth in average commercial and industrial loans**
- **16% annualized growth in average total demand deposits**
- **$56.0 million noninterest income increase including:**
  - **$23.0 million related to the $1.3 billion automobile loan securitization and sale**
  - **$22.3 million increase in mortgage banking income**
  - **$11.4 million related to the bargain purchase gain associated with the FDIC-assisted Fidelity Bank acquisition**
- **$32.4 million noninterest expense increase reflected $23.5 million related to an addition to litigation reserves and the prior quarter's $9.7 million gain on the early extinguishment of debt**
- **14% decline in nonaccrual loans to 1.15% of total loans and leases, down from 1.39%**
- **10.15% Tier 1 common risk-based capital ratio, up from 10.00%**

COLUMBUS, Ohio – Huntington Bancshares Incorporated (NASDAQ: HBAN;www.huntington.com) reported 2012 first quarter net income of $153.3 million, up $26.4 million, or 21%, from $126.9 million in the prior quarter. Earnings per common share in the current quarter were $0.17, up $0.03 from the prior quarter. Net income in the year-ago quarter was $126.4 million, or $0.14 per common share.

Huntington today also announced that the board of directors has declared a quarterly cash dividend on its common stock of $0.04 per common share. The dividend is payable July 2, 2012, to shareholders of record on June 18, 2012.

Summary Performance Discussion Compared with 2011 Fourth Quarter

"We are very pleased with the quarter. By staying focused on executing our strategic plan, we are making steady progress in improving long-term profitability and adding to our earnings growth opportunities," said Stephen D. Steinour, chairman, president and chief executive officer. "This quarter's financial results contained two significant items. The first was a gain relating to our recently announced FDIC-assisted purchase of Fidelity Bank in Dearborn, Michigan. The other was an addition to our litigation reserves. When looking at the performance adjusted for those significant items, revenue is meaningfully higher with noninterest expense, after considering seasonal FICA and other payroll taxes, basically unchanged."

Steinour continued, "Mortgage banking and our best-in-class indirect automobile businesses are performing as expected and taking full advantage of the current market conditions. Our focus on growing consumer households and commercial relationships and improving product cross-sell continued to positively impact financial performance and demonstrates our ability to grow revenue and protect the net interest margin despite the low interest rate environment."

Net income in the first quarter was $153.3 million, an increase of $26.4 million, or 21%, over the prior quarter. The primary drivers of the increase were a $56.0 million, or 24%, increase in noninterest income and a $10.9 million, or 24%, decrease in provision for credit losses, partially offset by a $32.4 million, or 8%, increase in noninterest expense.

Net interest income increased $2.2 million, or 1%, from the prior quarter. This reflected a $0.6 billion, or 1% (5% annualized), increase in average earning assets and a 2 basis point increase in the fully-taxable equivalent net interest margin to 3.40%. The 2 basis points linked-quarter increase in the net interest margin reflected the benefits from the 7 basis point reduction in the cost of deposit pricing and an increase in low cost funding. However, there was a 5 basis point negative impact from the mix and yield of earning assets and other items.

The increase in average earning assets was driven by organic growth across several categories of loans. Average commercial and industrial loans (C&I) growth was strong at $0.6 billion, or 4% (17% annualized). Automobile loan origination levels remained strong throughout the quarter. However, average automobile loan balances declined 19%, reflecting the impact of the 2011 fourth quarter reclassification of automobile loans into held for sale. Another automobile loan securitization for $1.3 billion was completed on March 8, 2012. The March 30 FDIC-assisted purchase of Fidelity Bank *(see table 1 for additional details)* and the March 21 purchase of a $0.4 billion portfolio of high quality municipal equipment leases had minimal impact on average balances, although combined, add $0.9 billion to end of period balances.

Average total core deposits were stable at $41.4 billion with the mix continuing to shift from higher cost core certificates of deposit, which declined $0.3 billion, or 4% (15% annualized), to lower cost total demand deposits, which grew $0.6 billion, or 4% (16% annualized). Average commercial noninterest bearing demand deposits increased $0.4 billion, or 4% (16% annualized), to $9.7 billion and, as we highlighted in second half 2011, included approximately $1.0 billion of deposits from several large relationships that are short term in nature.

“Net interest income increased as a result of not only strong loan originations but also a higher net interest margin. This reflected our continued focus on fundamentally changing our deposit mix to drive down the overall cost of funds. Loan growth continued to reflect the positive results of our strategic actions,” Steinour noted. “C&I loans have been growing for eight consecutive quarters. This quarter, C&I growth saw the added benefit of the economic tailwinds we are beginning to experience across much of our Midwest footprint. While utilization rates were unchanged, commercial relationships grew at an 13.3% annualized rate and have grown 16.0% since the 2010 first quarter.”

Total noninterest income increased $56.0 million, or 24%. This included a $23.9 million increase in gain on loan sales as the current quarter included a $23.0 million gain associated with the automobile loan securitization. In addition, the first quarter was positively impacted by a $22.3 million increase in mortgage banking income. This was driven by an $11.6 million net mortgage servicing rights (MSR) improvement and a $10.1 million increase in origination and secondary marketing income. Other income included an $11.4 million bargain purchase gain associated with the FDIC-assisted acquisition of Dearborn, Michigan-based Fidelity Bank.

Commenting on noninterest income trends, Steinour said, “The first quarter is typically our seasonally lowest quarter for several noninterest income items. The completion of our second automobile loan securitization in the last six months and the low absolute level of interest rates and shape of the yield curve, which enabled many homeowners to refinance their mortgages at near record low rates, positively impacted results.”

“Consumer checking account households grew at a 14.2% annualized rate during the quarter and were up 11.7% compared to a year ago. The percent of consumer checking account households with four or more products or services was 1.6 percentage points higher, up from 73.5% last quarter to 75.1%. The percent of commercial relationships with four or more products or services at the end of quarter was 32.7%, up from 31.4% in the prior quarter. These growth and cross-sell rates are why service charges on deposits increased 11% from a year ago and why electronic banking is only down $10.2 million over a similar timeframe. We have already made up 20% of the electronic banking revenue lost due to the Durbin amendment. These financial results point to the competitive advantage we are building through our “Fair Play” consumer strategy that is built on simply doing the right thing for our customers.”

Noninterest expense increased $32.4 million, or 8%. This reflected a $23.5 million addition to litigation reserves in other expense and the prior quarter’s inclusion of a $9.7 million gain on the early extinguishment of debt (trust preferred securities). Personnel costs increased $15.4 million, or 7%, most notably impacted by approximately $9 million of costs related to the annual payroll taxes resets and other benefit expense. Additionally, commissions and incentive compensation expense increased due to improved performance metrics and results. These negative impacts were partially offset by an $11.4 million decrease in outside data processing and other services, as the fourth quarter contained $5.0 million of expenses associated with the conversion to a new debit card processor.

Steinour said, “Noninterest expense continued to run at levels above our long-term expectations relative to revenue. Some of our more recent strategic actions have yet to season while other recent actions have resulted in clear cost reductions. For example, this quarter’s sizable decline in outside data processing and other services was primarily due to the completion of the conversion to our new debit card processor.”

The provision for credit losses decreased $10.9 million, or 24%, from the prior quarter. This reflected a larger reduction of the allowance for credit losses (ACL) than in the prior quarter due to the continued improvement in credit quality as we gradually migrate toward normal levels. The period end ACL as a percentage of total loans and leases decreased to 2.37%, from 2.60%. However, the ACL as a percentage of period end total nonaccrual loans (NALs) increased 9 percentage points to 206% as NALs declined 14% to $467.6 million, or 1.15% of total loans. Total net charge-offs (NCO) for the 2012 first quarter were $83.0 million, or an annualized 0.85% of average total loans and leases. This was down $0.9 million, or 1%, from $83.9 million, or an annualized 0.85%, in the prior quarter.

Commenting on credit quality trends, Steinour said, “The continued improvement in credit quality performance reflected the positive results of the actions taken over the last three years to address credit-related issues in our loan portfolio. Many of our credit quality performance metrics remain elevated compared with long-term historical levels and we expect continued improvement.”

Capital levels continued to be strong. Our Tier 1 common risk-based capital ratio at March 31, 2012, was 10.15%, up from 10.00% at December 31, 2011, with our tangible common equity ratio increasing to 9.86% from 9.75% over this same period. The regulatory Tier 1 risk-based capital ratio at March 31, 2012, was 12.22% up from 12.11%, at year end, while our Total risk based capital ratio declined slightly to 14.76% from 14.77%. This decline reflected an increase in risk-weighted assets due to balance sheet growth.

“As announced March 14, we are pleased that the Federal Reserve completed its review of our January capital plan submission and did not object to our proposed capital actions,” said Steinour. “This allows us to maintain our common dividend through the first quarter of 2013. It also gives us the potential to repurchase up to $182 million of common stock. Reinvesting excess capital to grow the business organically remains our first priority. Importantly, through dividends and now share repurchases, we have the flexibility, subject to market conditions, to return a meaningful amount of our earnings to the owners of the company.”

Table 1 – FDIC-Assisted Fidelity Bank Acquisition

The following table summarizes the 2012 first quarter balance sheet impact of the FDIC-assisted acquisition of Fidelity Bank completed on March 30, 2012. Assets acquired and liabilities assumed were recorded at fair value on the date of acquisition. All acquired loans accrue interest as performing loans or as purchased impaired loans; therefore, none of the acquired loans were reported as nonaccrual.

(in millions)	
Cash and Deposits in Banks	**$ 98.9**
Loans	**520.6**
Other real estate ow ned (OREO)	**8.0**
Other assets, including FDIC receivable	**143.9**
Total assets	**$771.4**
Deposits	**$712.5**
Other liabilities	**47.5**
Total liabilities	**$760.0**

Expectations

"Some of the encouraging signs seen late last year continued to build throughout the quarter and drove modest economic growth. Parts of the Midwest region are recovering faster than the broader United States with lower levels of unemployment, resurgence in manufacturing, and budget surpluses for several states for the first time in years. While our footprint has clearly benefitted from this recovery, the US and global economies continue to experience elevated levels of volatility and uncertainty. This requires that we remain cautious," said Steinour.

"As we have done since early 2010, we will continue to execute our core strategy, making selective investments in initiatives to grow long-term profitability. We will remain disciplined in our growth, including the pricing of loans and deposits, and we are encouraged by the net interest margin expansion this quarter. We continue to expect credit quality improvement. We will stay focused on increasing customer cross-sell and work to improve operating efficiency. We also have 18,000 new Fidelity Bank customers, giving us a great opportunity to introduce them to our products and services."

For the remainder of 2012, net interest income is expected to be modestly higher than the first quarter level. The momentum we are seeing in total loan and low-cost deposit growth is expected to continue. Those benefits to net interest income growth are expected to be mostly offset, however, by downward pressure on the net interest margin later in the year due to the anticipated continued mix shift to lower-rate, higher quality loans and lower securities reinvestment rates given the low absolute level of interest rates and shape of the yield curve. The C&I portfolio is expected to continue to show meaningful growth as our sales pipeline remains robust with much of this reflecting the positive impact from strategic initiatives to expand our commercial lending expertise into areas like specialty banking, asset based lending, and equipment financing. It also reflects our long-standing continued support of middle market and small business lending. For automobile loans, we will continue to evaluate another automobile loan securitization in the second half of the year. Such securitizations allow us to continue to expand this business while generating strong levels of originations that would otherwise limit on-balance sheet automobile loan concentration. Residential mortgages and home equity loans are expected to show modest growth. CRE loans will likely continue to experience low levels of declines from current levels as the runoff in the noncore portion of the portfolio is partially offset by new core originations.

Excluding potential future automobile loan securitizations, we anticipate the increase in total loans to modestly outpace growth in total deposits. This reflects our heightened focus on our overall cost of funding and the continued shift towards low- and no-cost demand deposits and money market deposit accounts.

Noninterest income is expected to show a modest increase from the 2012 first quarter level after excluding the impacts of the automobile loan securitization gain, the Fidelity Bank related bargain purchase gain, and any net MSR impact. This growth is expected to primarily reflect anticipated growth in new customers and increased contribution from key fee income activities including capital markets, treasury management services, and brokerage, as well as the continued positive impact of our cross-sell and product penetration initiatives throughout the company.

For the full year, we anticipate positive operating leverage and modest improvement in our expense efficiency ratio. This will likely reflect the benefit of revenue growth as we expect expenses could increase slightly. While we will continue our focus on improving expense efficiencies throughout the company, additional regulatory costs and expenses associated with strategic actions, including the planned opening of over 40 in-store branches and integration of Fidelity Bank, may offset such improvements.

Credit quality is expected to experience continued improvement. The level of provision for credit losses is currently at the low end of our long-term expectation, and we expect some quarterly volatility given the absolute low level and the uncertain and uneven nature of the economic recovery.

We anticipate the effective tax rate for 2012 to approximate 24%-26%, which includes permanent tax differences primarily related to tax-exempt income, tax-advantaged investments, and general business credits.

Please see the 2012 First Quarter Performance Discussion for an additional detailed review of this quarter's performance. Thisdocument can be found at: http://www.investquest.com/iq/h/hban/ne/news/index.htm

Conference Call / Webcast Information

Huntington's senior management will host an earnings conference call on Wednesday, April 18, 2012, at 10:00 a.m. (Eastern Time). The call may be accessed via a live Internet webcast at www.huntington-ir.com or through a dial-in telephone number at (877) 684-3807; Conference ID 63194598. Slides will be available at www.huntington-ir.com about an hour prior to the call. A replay of the webcast will be archived in the Investor Relations section of Huntington's web site, www.huntington.com. A telephone replay will be available two hours after the completion of the call through April 30, 2012 at (855) 859-2056; Conference ID 63194598.

Forward-looking Statement

This document contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Forward-looking statements may be identified by words such as *expect, anticipate, believe, intend, estimate, plan, target, goal,*or similar expressions, or future or conditional verbs such as *will, may, might, should, would, could*, or similar variations.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: (1) worsening of credit quality performance due to a number of factors such as the underlying value of collateral that could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions, including impacts from the continuing economic uncertainty in the US, the European Union, and other areas; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success, impact, and timing of our business strategies, including market acceptance of any new products or services introduced to implement our "Fair Play" banking philosophy; (6) changes in accounting policies and principles and the accuracy of our assumptions and estimates used to prepare our financial statements; (7) extended disruption of vital infrastructure; (8) the final outcome of significant litigation; (9) the nature, extent, timing and results of governmental actions, examinations, reviews, reforms, and regulations including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act; and (10) the outcome of judicial and regulatory decisions regarding practices in the residential mortgage industry, including among other things the processes followed for foreclosing residential mortgages. Additional factors that could cause results to differ materially from those described above can be found in Huntington's 2011 Annual Report on Form 10-K, and documents subsequently filed by Huntington with the Securities and Exchange Commission. All forward-looking statements included in this document are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.

Basis of Presentation

Use of Non-GAAP Financial Measures

This document may contain GAAP financial measures and non-GAAP financial measures where management believes it to be helpful in understanding Huntington's results of operations or financial position. Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found in this document, the 2012 First Quarter Performance Discussion and Quarterly Financial Review supplements to this document, the fourth quarter earnings conference call slides, or the Form 8-K related to this document, all of which can be found on Huntington's website at www.huntington-ir.com.

Annualized data

Certain returns, yields, performance ratios, or quarterly growth rates are presented on an "annualized" basis. This is done for analytical and decision-making purposes to better discern underlying performance trends when compared to full year or year-over-year amounts. For example, loan and deposit growth rates, as well as net charge-off percentages, are most often expressed in terms of an annual rate like 8%. As such, a 2% growth rate for a quarter would represent an annualized 8% growth rate.

Fully-taxable equivalent interest income and net interest margin

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

Earnings per share equivalent data

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

Rounding

Please note that columns of data in this document may not add due to rounding.

About Huntington

Huntington Bancshares Incorporated is a $56 billion regional bank holding company headquartered in Columbus, Ohio. The Huntington National Bank, founded in 1866, provides full-service commercial, small business, and consumer banking services; mortgage banking services; treasury management and foreign exchange services; equipment leasing; wealth and investment management services; trust services; brokerage services; customized insurance brokerage and service programs; and other financial products and services. The principal markets for these services are Huntington's six-state banking franchise: Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. The primary distribution channels include a banking network of over 660 traditional branches and convenience branches located in grocery stores and retirement centers, and through an array of alternative distribution channels including internet and mobile banking, telephone banking, and over 1,300 ATMs. Through automotive dealership relationships within its six-state banking franchise area and selected other Midwest and New England states, Huntington also provides commercial banking services to the automotive dealers and retail automobile financing for dealer customers.

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Exhibit 99.2

HUNTINGTON BANCSHARES
2012 FIRST QUARTER PERFORMANCE DISCUSSION

Date: April 18, 2012

The following provides detailed earnings performance discussion that complements the summary review contained in Huntington Bancshares Incorporated's (NASDAQ: HBAN) 2012 First Quarter Earnings Press Release, which can be found at:
http://www.investquest.com/iq/h/hban/ne/news/

Table 1 – Earnings Performance Summary

(in millions)	2012 First Quarter	2011 Fourth Quarter	Change Amount	Change %
Net interest income	**$417.2**	$415.0	$ 2.2	1%
Provision for credit losses	**34.4**	45.3	(10.9)	(24)
Noninterest income	**285.3**	229.4	56.0	24
Noninterest expense	**462.7**	430.3	32.4	8
Income before income taxes	**205.4**	168.8	36.6	22
Provison for income taxes	**52.2**	42.0	10.2	24
Net income	**153.3**	126.9	26.4	21
Dividends on preferred shares	**8.0**	7.7	0.3	4
Net income applicable to common shares	**$145.2**	$119.2	$ 26.1	22%
Net income per common share-diluted	**$ 0.17**	$ 0.14	$ 0.03	21%
Revenue—fully-taxable equivalent (FTE)				
Net interest income	**$417.2**	$415.0	$ 2.2	1%
FTE adjustment	**3.9**	3.5	0.5	13
Net interest income—FTE	**421.1**	418.5	2.6	1
Noninterest income	**285.3**	229.4	56.0	24
Total revenue—FTE	**$706.5**	$647.9	$ 58.6	9%

Significant Items Influencing Financial Performance Comparisons

From time-to-time, revenue, expenses, or taxes are impacted by items we judge to be outside of ordinary banking activities and/or by items that, while they may be associated with ordinary banking activities, are so unusually large that we believe their outsized impact at that time to be infrequent or short term in nature. We believe the disclosure of such "Significant Items" in current and prior period results aids analysts/investors in better understanding corporate performance trends. *(See Significant Items under the Basis of Presentation for a full discussion.)*

Table 2 highlights the Significant Items impacting reported results for the current, prior, and year-ago quarters:

Table 2 – Significant Items Influencing Earnings Performance Comparisons

Three Months Ended *(in millions, except per share)*	Impact Amount (1)	Impact EPS (2)
March 31, 2012—GAAP income	**$ 153.3**	**$ 0.17**
• Bargain purchase gain, FDIC-assisted Fidelity Bank acquisition	11.4	0.01
• Addition to litigation reserves	(23.5)	(0.02)
December 31, 2011—GAAP income	**$ 126.9**	**$ 0.14**
• Gain on early extinguishment of debt	9.7	0.01
• Visa® related derivative loss	(6.4)	(0.00)
March 31, 2011—GAAP income	**$ 126.4**	**$ 0.14**
• Additions to litigation reserves	(17.0)	(0.01)

(1) *Favorable (unfavorable) impact on GAAP income; pre-tax unless otherwise noted*
(2) *After-tax; EPS reflected on a fully diluted basis*

Net Interest Income, Net Interest Margin, and Average Balance Sheet

2012 First Quarter versus 2011 Fourth Quarter

Fully-taxable equivalent net interest income increased $2.6 million, or 1%, from the 2011 fourth quarter. This reflected the combined benefits of a $0.6 billion, or 1% (5% annualized), increase in average earning assets and 2 basis point increase in the fully-taxable equivalent net interest margin to 3.40%. While average earnings assets increased, average total loans and leases declined $0.4 billion, or 1% (4% annualized), reflecting the reclassification of automobile loans to loans held for sale related to the securitization and sale of $1.3 billion of auto loans in the 2012 first quarter. The primary item impacting the increase in the fully-taxable equivalent net interest margin was:

- 7 basis point positive impact from improved deposit pricing and an increase in low cost funding.

Partially offset by:

- 4 basis point negative impact from lower earning asset yields and a shift to lower-yield, higher quality credits.
- 1 basis point negative impact from other activities.

Table 3 – Loans and Leases – 1Q12 vs. 4Q11

(in billions)	**2012 First Quarter**	2011 Fourth Quarter	Change Amount	Change %
Average Loans and Leases				
Commercial and industrial	**$ 14.8**	$14.2	$ 0.6	4%
Commercial real estate	**5.9**	6.0	(0.1)	(2)
Total commercial	**20.7**	20.2	0.5	2
Automobile	**4.6**	5.6	(1.1)	(19)
Home equity	**8.2**	8.1	0.1	1
Residential mortgage	**5.2**	5.0	0.1	3
Other consumer	**0.5**	0.5	(0.0)	(5)
Total consumer	**18.5**	19.3	(0.9)	(5)
Total loans and leases	**$ 39.1**	$39.5	$ (0.4)	(1)%

Average total loans and leases decreased $0.4 billion, or 1% (4% annualized), from the 2011 fourth quarter, primarily reflecting:

- $1.1 billion, or 19% (75% annualized), decline in average automobile loans. Automobile loan origination levels remained strong throughout the quarter. The decline in first quarter average balances reflected the reclassified $1.3 billion of auto loans to loans held for sale at the end of the prior quarter, which were subsequently sold in a transaction completed on March 8, 2012.

Partially offset by:

- $0.6 billion, or 4% (17% annualized), growth in average commercial and industrial (C&I) loans, reflecting increased activity from multiple business lines including large corporate, dealer floorplan, and equipment finance.

Table 4 – Deposits – 1Q12 vs. 4Q11

(in billions)	**2012 First Quarter**	2011 Fourth Quarter	Change Amount	Change %
Average Deposits				
Demand deposits—noninterest bearing	**$ 11.3**	$10.7	$ 0.6	5%
Demand deposits—interest bearing	**5.6**	5.6	0.1	1
Total demand deposits	**16.9**	16.3	0.6	4
Money market deposits	**13.1**	13.6	(0.5)	(3)
Savings and other domestic deposits	**4.8**	4.7	0.1	2
Core certificates of deposit	**6.5**	6.8	(0.3)	(4)
Total core deposits	**41.4**	41.4	0.0	0
Other domestic deposits of $250,000 or more	**0.3**	0.4	(0.1)	(14)
Brokered deposits and negotiable CDs	**1.3**	1.4	(0.1)	(8)
Other deposits	**0.4**	0.4	(0.0)	(1)
Total deposits	**$ 43.5**	$43.6	$ (0.1)	(0)%

Average total deposits decreased $0.1 billion, or less than 1% (1% annualized), from the 2011 fourth quarter primarily reflecting:

- $0.5 billion, or 3% (13% annualized), decrease in average money market deposits.
- $0.3 billion, or 4% (15% annualized), decrease in core certificates of deposits.

Partially offset by:

- $0.6 billion, or 4% (16% annualized), increase in total demand deposits. This was driven primarily by growth in commercial and consumer noninterest-bearing demand deposits. As we highlighted in second half 2011, commercial noninterest bearing demand deposits included approximately $1.0 billion of deposits from several large relationships that are short term in nature.

2012 First Quarter versus 2011 First Quarter

Fully-taxable equivalent net interest income increased $12.9 million, or 3%, from the year-ago quarter. This reflected a $1.4 billion, or 3%, increase in average total earning assets, partially offset by a 2 basis point decrease in the fully-taxable equivalent net interest margin. The increase in average earning assets reflected a combination of factors including:

- $1.0 billion, or 3%, increase in average total loans and leases.
- $0.8 billion, or 201%, increase in average loans held for sale.
- $0.6 billion in average held-to-maturity securities compared with none in the year-ago quarter.

Partially offset by:

- $1.0 billion, or 10%, decrease in average total available-for-sale and other securities.

The 2 basis point decrease in the fully-taxable equivalent net interest margin reflected the reduction in derivatives income, lower loan yields, and lower securities yields, partially offset by the positive impact of increases in low cost deposits and lower deposit pricing.

Table 5 – Loans and Leases – 1Q12 vs. 1Q11

(in billions)	First Quarter 2012	2011	Change Amount	%
Average Loans and Leases				
Commercial and industrial	**$14.8**	$13.1	$ 1.7	13%
Commercial real estate	**5.9**	6.5	(0.7)	(10)
Total commercial	**20.7**	19.6	1.0	5
Automobile	**4.6**	5.7	(1.1)	(20)
Home equity	**8.2**	7.7	0.5	7
Residential mortgage	**5.2**	4.5	0.7	16
Other consumer	**0.5**	0.6	(0.1)	(13)
Total consumer	**18.5**	18.5	0.0	0
Total loans and leases	**$39.1**	$38.1	$ 1.0	3%

Average total loans and leases increased $1.0 billion, or 3%, from the year-ago quarter primarily reflecting:

- $1.7 billion, or 13%, increase in average C&I loans, reflecting a combination of factors, including the benefits from our strategic initiatives focusing on large corporate and equipment finance. In addition, we continued to see growth in more traditional middle-market and business banking loans. This growth was evident despite line utilization rates that remained well below historical norms.
- $0.7 billion, or 16%, increase in average residential mortgages that were predominantly 15-year fixed rate loans.
- $0.5 billion, or 7%, increase in average home equity loans reflecting increased customer preference with over 70% of new originations in a first lien position.

Partially offset by:

- $1.1 billion, or 20%, decline in average automobile loans. This reflected the securitization and sale of $1.0 billion of such loans in the 2011 third quarter and the reclassification of automobile loans to loans held for sale related to the securitization and sale of $1.3 billion of auto loans in the 2012 first quarter.
- $0.7 billion, or 10%, decrease in average CRE loans, reflecting the continued execution of our plan to reduce this exposure, primarily in the noncore CRE segment. This reduction is expected to continue at a slower pace.

Table 6 – Deposits – 1Q12 vs. 1Q11

(in billions)	First Quarter 2012	2011	Change Amount	%
Average Deposits				
Demand deposits—noninterest bearing	**$11.3**	$ 7.3	$ 3.9	54%
Demand deposits—interest bearing	**5.6**	5.4	0.3	5
Total demand deposits	**16.9**	12.7	4.2	33
Money market deposits	**13.1**	13.5	(0.4)	(3)
Savings and other domestic deposits	**4.8**	4.7	0.1	2
Core certificates of deposit	**6.5**	8.4	(1.9)	(22)
Total core deposits	**41.4**	39.3	2.1	5
Other domestic deposits of $250,000 or more	**0.3**	0.6	(0.3)	(43)
Brokered deposits and negotiable CDs	**1.3**	1.4	(0.1)	(8)
Other deposits	**0.4**	0.4	0.1	15
Total deposits	**$43.5**	$41.7	$ 1.8	4%

Average total deposits increased $1.8 billion, or 4%, from the year-ago quarter primarily reflecting:

- $2.1 billion, or 5%, growth in average total core deposits. The drivers of this change were a $4.2 billion, or 33%, growth in average total demand deposits, partially offset by $1.9 billion, or 22%, decline in average core certificates of deposit, and $0.4 billion, or 3%, decline in average money market deposits.

Partially offset by:

- $0.3 billion, or 43%, decline in average other domestic deposits of $250,000 or more, reflecting a strategy to reduce such noncore funding.

Provision for Credit Losses

The provision for credit losses decreased $10.9 million, or 24%, from the prior quarter, reflecting the lower provision for unfunded commitments and a lower level of net charge-offs (NCO). The period end ACL as a percentage of total loans and leases decreased to 2.37% from 2.60%. However, the ACL as a percentage of period end total nonaccrual loans (NALs) increased to 206% from 187%. NCOs were $83.0 million, down 1% from $83.9 million in the prior quarter. NCOs were an annualized 0.85% in both the current and 2011 fourth quarters *(see Credit Quality discussion).*

Noninterest Income

2012 First Quarter versus 2011 Fourth Quarter

Table 7 – Noninterest Income – 1Q12 vs. 4Q11

	2012	2011	Change	
(in millions)	**First Quarter**	Fourth Quarter	Amount	%
Noninterest Income				
Service charges on deposit accounts	**$60.3**	$63.3	$(3.0)	(5)%
Trust services	**30.9**	28.8	2.1	7
Electronic banking income	**18.6**	18.3	0.3	2
Mortgage banking income	**46.4**	24.1	22.3	93
Brokerage income	**19.3**	18.7	0.6	3
Insurance income	**18.9**	17.9	1.0	5
Bank ow ned life insurance income	**13.9**	14.3	(0.3)	(2)
Capital markets fees	**10.0**	9.8	0.2	2
Gain on sale of loans	**26.8**	2.9	23.9	828
Automobile operating lease income	**3.8**	4.7	(1.0)	(20)
Securities (losses) gains	**(0.6)**	(3.9)	3.3	84
Other income	**37.1**	30.5	6.6	22
Total noninterest income	**$285.3**	$229.4	$56.0	24%

Noninterest income increased $56.0 million, or 24%, from the prior quarter primarily reflecting:

- $23.9 million, or 828%, increase in gain on sale of loans, as the current quarter included a $23.0 million automobile loan securitization gain.
- $22.3 million, or 93%, increase in mortgage banking income. This reflected a $10.1 million increase in origination and secondary marketing income, and a $7.7 million net mortgage servicing rights (MSR) gain in the current quarter compared with a $4.0 million net MSR loss in the prior quarter.
- $6.6 million, or 2%, increase in other income, reflecting the $11.4 million bargain purchase gain associated with the FDIC-assisted Fidelity Bank acquisition and the $6.4 million negative impact in the previous quarter related to an increase in the liability associated with the sale of our Visa® Class B shares in 2009, partially offset by a $7.2 million reduction in mezzanine gains.

2012 First Quarter versus 2011 First Quarter

Table 8 – Noninterest Income – 1Q12 vs. 1Q11

(in millions)	First Quarter		Change	
	2012	2011	Amount	%
Noninterest Income				
Service charges on deposit accounts	**$ 60.3**	$ 54.3	$ 6.0	11%
Trust services	**30.9**	30.7	0.2	1
Electronic banking income	**18.6**	28.8	(10.2)	(35)
Mortgage banking income	**46.4**	22.7	23.7	105
Brokerage income	**19.3**	20.5	(1.3)	(6)
Insurance income	**18.9**	17.9	0.9	5
Bank ow ned life insurance income	**13.9**	14.8	(0.9)	(6)
Capital markets fees	**10.0**	6.9	3.0	44
Gain on sale of loans	**26.8**	7.2	19.6	271
Automobile operating lease income	**3.8**	8.8	(5.1)	(57)
Securities (losses) gains	**(0.6)**	0.0	(0.7)	(1633)
Other income	**37.1**	24.1	13.0	54
Total noninterest income	**$285.3**	$236.9	$ 48.4	20%

Noninterest income increased $48.4 million, or 20%, from the year-ago quarter primarily reflecting:

- $23.7 million, or 105%, increase in mortgage banking income. This primarily reflected an $11.5 million increase in origination and secondary marketing income. Also impacting the year-over-year comparison was a $7.7 million net MSR hedging gain in the current quarter compared to a net MSR hedging loss of $3.6 million in the year-ago quarter.
- $19.6 million, or 271%, increase in gain on sale of loans, as the current quarter included a $23.0 million automobile loan securitization gain.
- $13.0 million, or 54%, increase in other income, reflecting the $11.4 million bargain purchase gain associated with the FDIC-assisted Fidelity Bank acquisition.
- $6.0 million, or 11%, increase in service charges on deposits, primarily reflecting continued strong customer growth.

Partially offset by:

- $10.2 million, or 35%, decrease in electronic banking income, related to implementing the lower debit card interchange fee structure mandated in the Durbin Amendment of the “Dodd-Frank Act”.
- $5.1 million, or 57%, decline in automobile operating lease income, reflecting the impact of a declining portfolio as a result of having exited that business in 2008.

Noninterest Expense

2012 First Quarter versus 2011 Fourth Quarter

Table 9 – Noninterest Expense – 1Q12 vs. 4Q11

(in millions)	**2012 First Quarter**	2011 Fourth Quarter	Change Amount	Change %
Noninterest Expense				
Personnel costs	**$243.5**	$228.1	$ 15.4	7%
Outside data processing and other services	**42.1**	53.4	(11.4)	(21)
Net occupancy	**29.1**	26.8	2.2	8
Equipment	**25.5**	25.9	(0.3)	(1)
Deposit and other insurance expense	**20.7**	18.5	2.3	12
Marketing	**16.8**	16.4	0.4	2
Professional services	**11.2**	16.8	(5.5)	(33)
Amortization of intangibles	**11.5**	13.2	(1.6)	(12)
Automobile operating lease expense	**2.9**	3.4	(0.5)	(15)
OREO and foreclosure expense	**5.0**	5.0	(0.1)	(1)
Gain on early extinguishment of debt	—	(9.7)	9.7	NR
Other expense	**54.4**	32.5	21.9	67
Total noninterest expense	**$462.7**	$430.3	$ 32.4	8%
(in thousands)				
Number of employees (full-time equivalent)	**11.2**	11.2	(0.1)	(1)%

NR-Not relevant

Noninterest expense increased $32.4 million, or 8%, from the prior quarter. This primarily reflected:

- $21.9 million, or 67%, increase in other expense, reflecting the $23.5 million addition to litigation reserves.
- $15.4 million, or 7%, increase in personnel costs, which was most notably impacted by approximately $9 million of costs related to the annual payroll tax resets, other benefit expense, and an increase in commissions and incentive compensation expense due to improved performance metrics and results.
- $9.7 million gain on the early extinguishment of debt related to the exchange of certain trust preferred securities in the prior quarter.

Partially offset by:

- $11.4 million, or 21%, decrease in outside data processing and other services, reflecting the fourth quarter 2011 completion of the conversion to a new debit card processor.
- $5.5 million, or 33%, decline in professional services, reflecting lower legal and consulting related expenses.

2012 First Quarter versus 2011 First Quarter

Table 10 – Noninterest Expense – 1Q12 vs. 1Q11

(in millions)	First Quarter 2012	2011	Change Amount	%
Noninterest Expense				
Personnel costs	**$243.5**	$219.0	$ 24.5	11%
Outside data processing and other services	**42.1**	40.3	1.8	4
Net occupancy	**29.1**	28.4	0.6	2
Equipment	**25.5**	22.5	3.1	14
Deposit and other insurance expense	**20.7**	17.9	2.8	16
Marketing	**16.8**	16.9	(0.1)	(1)
Professional services	**11.2**	13.5	(2.2)	(17)
Amortization of intangibles	**11.5**	13.4	(1.8)	(14)
Automobile operating lease expense	**2.9**	6.8	(4.0)	(58)
OREO and foreclosure expense	**5.0**	3.9	1.0	26
Other expense	**54.4**	48.1	6.3	13
Total noninterest expense	**$462.7**	$430.7	$ 32.0	7%
(in thousands)				
Number of employees (full-time equivalent)	**11.2**	11.3	(0.2)	(1)%

Noninterest expense increased $32.0 million, or 7%, from the year-ago quarter primarily reflecting:

- $24.5 million, or 11%, increase in personnel costs, primarily reflecting increased salaries and benefits, including an increase in commissions and incentive compensation expense due to improved performance metrics and results.
- $6.3 million, or 13%, increase in other expense, reflecting a $5.5 million increase in addition to litigation reserves.

Income Taxes

The provision for income taxes in the 2012 first quarter was $52.2 million, compared to $42.0 million in the prior quarter. The effective tax rate for the 2012 first quarter was 25.4%. At March 31, 2012, we had a net deferred tax asset of $302.4 million. Based on both positive and negative evidence and our level of forecasted future taxable income, there was no impairment to the deferred tax asset at March 31, 2012. As of March 31, 2012, there was no disallowed deferred tax asset for regulatory capital purposes, compared to $39.1 million at December 31, 2011.

We anticipate the effective tax rate for 2012 to approximate 24%-26% which includes permanent tax differences primarily related to tax-exempt income, tax-advantaged investments, and general business credits.

Credit Quality Performance Discussion

Credit quality performance in the 2012 first quarter reflected continued improvement in the overall loan portfolio relating to net charge-off activity, as well as in key credit quality metrics, including an 11% decline in nonperforming assets and an 8% decline in the level of Criticized commercial loans, excluding Fidelity Bank related loans compared to the prior quarter.

Net Charge-Offs (NCOs)

Table 11 – Net Charge-Offs

	2012	2011			
(in thousands)	**First Quarter**	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Net Charge-offs					
Commercial and industrial	**$ 28.5**	$ 10.9	$ 17.9	$ 18.7	$ 42.2
Commercial real estate	**10.5**	28.4	24.4	27.6	67.7
Total commercial	**39.0**	39.3	42.3	46.3	109.9
Automobile	**3.1**	4.2	3.9	2.3	4.7
Home equity	**23.7**	23.4	26.2	25.4	26.7
Residential mortgage	**10.6**	9.7	11.6	16.5	18.9
Other consumer	**6.6**	7.2	6.6	7.1	4.9
Total consumer	**44.0**	44.6	48.2	51.2	55.2
Total net charge-offs	**$ 83.0**	$ 83.9	$ 90.6	$ 97.5	$ 165.1
Net Charge-offs—annualized percentages					
Commercial and industrial	**0.77%**	0.31%	0.52%	0.56%	1.29%
Commercial real estate	**0.72**	1.91	1.60	1.77	4.15
Total commercial	**0.75**	0.78	0.86	0.94	2.24
Automobile	**0.27**	0.30	0.25	0.15	0.33
Home equity	**1.15**	1.15	1.31	1.29	1.38
Residential mortgage	**0.82**	0.77	0.97	1.44	1.70
Other consumer	**5.45**	5.66	5.05	5.27	3.47
Total consumer	**0.95**	0.92	0.99	1.08	1.20
Total net charge-offs	**0.85%**	0.85%	0.92%	1.01%	1.73%

Total net charge-offs (NCO) for the 2012 first quarter were $83.0 million, or an annualized 0.85% of average total loans and leases. This was down $0.9 million, or 1%, from $83.9 million, or an annualized 0.85%, in the prior quarter.

Total C&I NCOs for the 2012 first quarter were $28.5 million, or an annualized 0.77%, up 161% from last quarter's historically low level of $10.9 million, or an annualized 0.31% of related loans. This quarter's NCOs were generally associated with smaller relationships.

Current quarter CRE net charge-offs were $10.5 million, or an annualized 0.72% of average CRE loans. This was down $17.9 million, or 63%, from $28.4 million, or an annualized 1.91%, in the prior quarter. There was no concentration in either geography or project type, and the charge-offs were generally associated with small relationships.

Automobile loan and lease net charge-offs were $3.1 million, or an annualized 0.27% of related average balances, down 27% from $4.2 million, or an annualized 0.30%. These relatively low levels of net charge-offs reflected the continued high credit quality of originations and a strong resale market for used vehicles.

Residential mortgage net charge-offs in the first quarter were $10.6 million, or an annualized 0.82% of related loans, up 9% from $9.7 million, or an annualized 0.77%, in the prior quarter, reflecting the continued stress in the residential real estate market.

Home equity net charge-offs were $23.7 million, or an annualized 1.15% of related average balances, up less than 1% from $23.4 million, or an annualized 1.15%, in the prior quarter.

Nonaccrual Loans (NALs) and Nonperforming Assets (NPAs)

Table 12 – Nonaccrual Loans and Nonperforming Assets

	2012	2011			
(in thousands)	**Mar. 31**	Dec. 31	Sep. 30	Jun. 30	Mar. 31
Nonaccrual loans and leases (NALs):					
Commercial and industrial	**$142.5**	$201.8	$209.6	$229.3	$260.4
Commercial real estate	**205.1**	229.9	257.1	291.5	305.8
Residential mortgage	**74.1**	68.7	61.1	59.9	44.8
Home equity	**45.8**	40.7	37.2	33.5	25.3
Total nonaccrual loans and leases (NALs) (1)	**467.6**	541.1	565.0	614.2	636.3
Other real estate, net:					
Residential (2)	**31.9**	20.3	18.6	20.8	28.7
Commercial	**16.9**	18.1	19.4	17.9	26.0
Total other real estate, net	**48.7**	38.4	38.0	38.7	54.6
Other NPAs (3)	**10.8**	10.8	11.0	—	—
Total nonperforming assets (NPAs) (2)	**$527.1**	$590.3	$614.0	$652.9	$690.9
NAL ratio (4)	**1.15%**	1.39%	1.45%	1.57%	1.66
NPA ratio (5)	**1.29**	1.51	1.57	1.67	1.80

(1) *All loans acquired as part of the FDIC-assisted Fidelity Bank transaction accrue interest as performing loans or as purchased impaired loans under ASC 310-30, therefore none of the acquired loans were reported as nonaccrual as of March 31, 2012.*

(2) *NPAs include $8.0 million of residential real estate owned acquired as part of the FDIC-assisted Fidelity Bank transaction.*

(3) *Other nonperforming assets represent an investment security backed by a municipal bond*

(4) *Total NALs as a % of total loans and leases*

(5) *Total NPAs as a % of sum of loans and leases, impaired loans held for sale, and net other real estate*

Total nonaccrual loans and leases (NALs) were $467.6 million at March 31, 2012 and represented 1.15% of total loans and leases. This was down $73.5 million, or 14%, from $541.1 million, or 1.39%, of total loans and leases, at the end of the prior quarter.

C&I NALs decreased $59.4 million, or 29%, from the end of the prior quarter, reflecting both NCO activity and problem credit resolutions, including payoffs. The decline was associated with loans throughout our footprint, with no specific industry concentration.

CRE NALs decreased $24.8 million, or 11%, from the end of the prior quarter, reflecting both NCO activity and problem credit resolutions, including borrower payments and payoffs. This activity represents the continuation of an improving trend evident over the past several quarters. We continue to focus on early recognition of risks and targeted actions through our on-going portfolio management processes.

In contrast, residential mortgage NALs increased $5.5 million, or 8%. This increase reflected the current economic conditions and the decline of residential real estate property values. The NAL balances have been written down to net realizable value, less anticipated selling costs, which substantially limits any significant future risk of additional loss on these loans

Home equity NALs increased $5.2 million, or 13%, from the end of the prior quarter, reflecting our implementation of regulatory guidance issued in the 2012 first quarter. This quarter, we began reporting performing junior liens that are subordinate to nonaccrual senior liens as nonaccrual loans. The impact in 2012 first quarter was an increase of $8.7 million.

Total other real estate owned increased $10.3 million, or 27%, to $48.7 million and included $8.0 million related to the FDIC-assisted acquisition of Fidelity Bank completed on March 30, 2012.

Nonperforming assets (NPAs), which include NALs, were $527.1 million at March 31, 2012, and represented 1.29% of related assets. This was down $63.2 million, or 11%, from $590.3 million, or 1.51%, of related assets at the end of the prior quarter.

Table 13 – Accruing Loans 90 Days Past Due and Troubled Debt Restructured Loans

	2012	2011			
(in thousands)	**Mar. 31**	Dec. 31	Sep. 30	Jun. 30	Mar. 31
Accruing loans and leases past due 90 days or more:					
Total excluding loans guaranteed by the U.S. Government	**$ 60.6**	$ 73.6	$ 61.0	$ 57.7	$ 73.6
Loans guaranteed by the U.S. Government	**94.6**	96.7	84.4	77.0	94.4
Total accruing loans and leases past due 90 days or more, including loans guaranteed by the U.S. government	**$155.1**	$170.4	$145.4	$134.6	$168.0
Ratios *(1)*					
Excluding loans guaranteed by the U.S. government	**0.15%**	0.19%	0.16%	0.15%	0.19%
Guaranteed by U.S. government	**0.23**	0.25	0.21	0.19	0.25
Including loans guaranteed by the U.S. government	**0.38**	0.44	0.37	0.34	0.44
Accruing troubled debt restructured loans:					
Commercial and industrial	**$ 53.8**	$ 54.0	$ 77.5	$ 62.3	$ 65.2
Commercial real estate	**231.9**	250.0	244.1	177.9	141.3
Automobile	**35.5**	36.6	37.4	29.1	29.6
Home equity	**59.3**	52.2	47.7	37.1	39.7
Residential mortgage	**294.8**	309.7	304.4	313.8	333.5
Other consumer	**4.2**	6.1	4.5	8.9	9.2
Total accruing troubled debt restructured loans	**$679.6**	$708.6	$715.6	$628.9	$618.4
Nonaccruing troubled debt restructured loans:					
Commercial and industrial	**26.9**	48.6	27.4	29.1	19.5
Commercial real estate	**39.6**	22.0	46.9	48.7	18.3
Home equity	**0.3**	0.4	0.2	0.0	0.0
Residential mortgage	**29.5**	26.1	20.9	14.4	8.5
Other consumer	**0.1**	0.1	0.1	0.1	—
Total nonaccruing troubled debt restructured loans	**96.5**	97.1	95.4	92.3	46.4
Total troubled debt restructured loans	**$776.1**	$805.7	$811.0	$721.2	$664.8

(1) *Percent of related loans and leases*

Total accruing loans and leases over 90 days past due, excluding loans guaranteed by the U.S. Government, were $60.6 million at March 31, 2012, down $13.1 million, or 18%, from the end of the prior quarter, and down $13.0 million, or 18%, from the end of the year-ago period. On this same basis, the over 90-day delinquency ratio was 0.15% at March 31, 2012, down 0.04% at the end of the prior quarter, and down 0.04% from a year earlier.

Allowance for Credit Losses (ACL)

We maintain two reserves, both of which are available to absorb inherent 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.

Table 14 – Allowance for Credit Losses (ACL)

	2012	2011			
(in thousands)	Mar. 31	Dec. 31,	Sep. 30	Jun. 30	Mar. 31
Allowance for loan and lease losses (ALLL)	$913,069	$ 964,828	$1,019,710	$1,071,126	$1,133,226
Allow ance for unfunded loan commitments and letters of credit	50,934	48,456	38,779	41,060	42,211
Allowance for credit losses (ACL)	$964,003	$1,013,284	$1,058,489	$1,112,186	$1,175,437
ALLL as a % of:					
Total loans and leases	2.24%	2.48%	2.61%	2.74%	2.96%
Nonaccrual loans and leases (NALs)	195	178	180	174	178
Nonperforming assets (NPAs)	173	163	166	164	164
ACL as a % of:					
Total loans and leases	2.37%	2.60%	2.71%	2.84%	3.07%
Nonaccrual loans and leases (NALs)	206	187	187	181	185
Nonperforming assets (NPAs)	183	172	172	170	170

At March 31, 2012, the ALLL was $913.1 million, down $51.8 million, or 5%, from $964.8 million at the end of the prior quarter. Expressed as a percent of period-end loans and leases, the ALLL ratio at March 31, 2012, was 2.24%, down from 2.48% at December 31, 2011. The ALLL as a percent of NALs increased to 195% at March 31, 2012, from 178% at December 31, 2011.

At March 31, 2012, the AULC was $50.9 million, up $2.5 million, or 5%, from the end of the prior quarter.

On a combined basis, the ACL as a percent of total loans and leases at March 31, 2012, was 2.37%, down from 2.60% at the end of the prior quarter. Huntington increased the ACL allocated to the residential secured portfolios in the quarter. The increase was consistent with the regulatory guidance issued in the 2012 first quarter and our belief that credit losses for the residential secured portfolios will remain at elevated levels in the near future. The ACL at the end of the 2012 first quarter as a percent of NALs increased to 206% from 187% at the end of last year.

Capital

Table 15 – Capital Ratios

(in millions)	2012 Mar. 31	2011 Dec. 31,	Sep. 30	Jun. 30	Mar. 31
Tangible common equity / tangible assets ratio	**8.33%**	8.30%	8.22%	8.22%	7.81%
Tier 1 common risk-based capital ratio	**10.15%**	10.00%	10.17%	9.92%	9.75%
Regulatory Tier 1 risk-based capital ratio	**12.22%**	12.11%	12.37%	12.14%	12.04%
Excess over 6.0% *(1)*	**$ 2,906**	$ 2,804	$ 2,827	$ 2,707	$ 2,599
Regulatory Total risk-based capital ratio	**14.76%**	14.77%	15.11%	14.89%	14.85%
Excess over 10.0% *(1)*	**$ 2,224**	$ 2,189	$ 2,268	$ 2,156	$ 2,087
Total risk-weighted assets	**$46,716**	$45,891	$44,376	$44,080	$43,024

The tangible common equity to asset ratio at March 31, 2011 was 8.33%, up 3 basis points from the prior quarter. Our Tier 1 common risk-based capital ratio at quarter end was 10.15%, up from 10.00% at the end of the prior quarter. In addition, our regulatory Tier 1 capital ratio was 12.22%, up from 12.11% at the end of the prior quarter, while our Total risk-based capital ratio was 14.76%, down slightly from 14.77% at the end of last year.

Forward-looking Statement

This document contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Forward-looking statements may be identified by words such as *expect, anticipate, believe, intend, estimate, plan, target, goal,* or similar expressions, or future or conditional verbs such as *will, may, might, should, would, could*, or similar variations.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: (1) worsening of credit quality performance due to a number of factors such as the underlying value of collateral that could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions, including impacts from the continuing economic uncertainty in the US, the European Union, and other areas; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success, impact, and timing of our business strategies, including market acceptance of any new products or services introduced to implement our “Fair Play” banking philosophy; (6) changes in accounting policies and principles and the accuracy of our assumptions and estimates used to prepare our financial statements; (7) extended disruption of vital infrastructure; (8) the final outcome of significant litigation; (9) the nature, extent, timing and results of governmental actions, examinations, reviews, reforms, and regulations including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act; and (10) the outcome of judicial and regulatory decisions regarding practices in the residential mortgage industry, including among other things the processes followed for foreclosing residential mortgages. Additional factors that could cause results to differ materially from those described above can be found in Huntington’s 2011 Annual Report on Form 10-K, and documents subsequently filed by Huntington with the Securities and Exchange Commission. All forward-looking statements included in this document are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.

Basis of Presentation

Use of Non-GAAP Financial Measures

This document may contain GAAP financial measures and non-GAAP financial measures where management believes it to be helpful in understanding Huntington's results of operations or financial position. Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found in this document, the 2012 First Quarter Earnings Press Release and Quarterly Financial Review, the 2012 first quarter earnings conference call slides, or the Form 8-K related to this document, all of which can be found on Huntington's website at www.huntington-ir.com.

Significant Items

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

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

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

"Significant Items" for any particular period are not intended to be a complete list of items that may materially impact current or future period performance. A number of items could materially impact these periods, including those described in Huntington's 2011 Annual Report on Form 10-K and other factors described from time to time in Huntington's other filings with the Securities and Exchange Commission.

Annualized data

Certain returns, yields, performance ratios, or quarterly growth rates are presented on an "annualized" basis. This is done for analytical and decision-making purposes to better discern underlying performance trends when compared to full year or year-over-year amounts. For example, loan and deposit growth rates, as well as net charge-off percentages, are most often expressed in terms of an annual rate like 8%. As such, a 2% growth rate for a quarter would represent an annualized 8% growth rate.

Fully-taxable equivalent interest income and net interest margin

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

Earnings per share equivalent data

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

Rounding

Please note that columns of data in this document may not add due to rounding.

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Exhibit 99.3

HUNTINGTON BANCSHARES INCORPORATED
Quarterly Financial Review
March 2012

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Notes:

The preparation of financial statement data in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect amounts reported. Actual results could differ from those estimates. Certain prior period amounts have been reclassified to conform to the current period's presentation.

Non-Regulatory Capital Ratios

In addition to capital ratios defined by banking regulators, the Company considers various other measures when evaluating capital utilization and adequacy, including:

- Tangible common equity to tangible assets,
- Tier 1 common equity to risk-weighted assets using Basel I definition, and
- Tangible common equity to risk-weighted assets using Basel I definition.

These non-regulatory capital ratios are viewed by management as useful additional methods of reflecting the level of capital available to withstand unexpected market conditions. Additionally, presentation of these ratios allows readers to compare the Company's capitalization to other financial services companies. These ratios differ from capital ratios defined by banking regulators principally in that the numerator excludes preferred securities, the nature and extent of which varies among different financial services companies. These ratios are not defined in Generally Accepted Accounting Principles ("GAAP") or federal banking regulations. As a result, these non-regulatory capital ratios disclosed by the Company may be considered non-GAAP financial measures.

Because there are no standardized definitions for these non-regulatory capital ratios, the Company's calculation methods may differ from those used by other financial services companies. Also, there may be limits in the usefulness of these measures to investors. As a result, the Company encourages readers to consider the consolidated financial statements and other financial information contained in this press release in their entirety, and not to rely on any single financial measure.

HUNTINGTON BANCSHARES INCORPORATED
Quarterly Key Statistics[(1)]
(Unaudited)

(dollar amounts in thousands, except per share amounts)	2012 First	2011 Fourth	2011 First	Percent Changes vs. 4Q11	Percent Changes vs. 1Q11
Net interest income	**$ 417,209**	$ 415,025	$ 404,330	1%	3%
Provision for credit losses	**34,406**	45,291	49,385	(24)	(30)
Noninterest income	**285,320**	229,352	236,945	24	20
Noninterest expense	**462,676**	430,274	430,699	8	7
Income before income taxes	**205,447**	168,812	161,191	22	27
Provision for income taxes	**52,177**	41,954	34,745	24	50
Net income	**$ 153,270**	$ 126,858	$ 126,446	21%	21%
Dividends on preferred shares	**8,049**	7,703	7,703	4	4
Net income applicable to common shares	**$ 145,221**	$ 119,155	$ 118,743	22%	22%
Net income per common share—diluted	**$ 0.17**	$ 0.14	$ 0.14	21%	21%
Cash dividends declared per common share	**0.04**	0.04	0.01	—	300
Book value per common share at end of period	**5.97**	5.82	5.42	3	10
Tangible book value per common share at end of period	**5.33**	5.18	4.74	3	12
Average common shares—basic	**864,499**	864,136	863,359	—	—
Average common shares—diluted	**869,164**	868,156	867,237	—	—
Return on average assets	**1.13%**	0.92%	0.96%		
Return on average common shareholders' equity	**11.4**	9.3	10.3		
Return on average tangible common shareholders' equity[(2)]	**13.5**	11.2	12.7		
Net interest margin[(3)]	**3.40**	3.38	3.42		
Efficiency ratio[(4)]	**63.8**	64.0	64.7		
Effective tax rate	**25.4**	24.9	21.6		
Average loans and leases	**$39,144,688**	$39,519,184	$38,097,210	(1)	3
Average loans and leases—linked quarter annualized growth rate	**(3.8)%**	2.3%	3.1%		
Average earning assets	**$49,766,526**	$49,146,561	$48,344,961	1	3
Average total assets	**54,656,001**	54,650,287	53,368,554	—	2
Average core deposits[(5)]	**41,387,049**	41,354,956	39,274,265	—	5
Average core deposits—linked quarter annualized growth rate	**0.3%**	14.0%	3.3%		
Average shareholders' equity	**$ 5,492,228**	$ 5,445,064	$ 5,022,146	1	9
Total assets at end of period	**55,876,654**	54,450,652	52,948,509	3	6
Total shareholders' equity at end of period	**5,549,828**	5,418,100	5,038,599	2	10
Net charge-offs (NCOs)	**82,992**	83,917	165,083	(1)	(50)
NCOs as a % of average loans and leases	**0.85%**	0.85%	1.73%		
Nonaccrual loans and leases (NALs)[(6)]	**$ 467,558**	$ 541,080	$ 636,257	(14)	(27)
NAL ratio[(6)]	**1.15%**	1.39%	1.66%		
Nonperforming assets (NPAs)[('7)]	**$ 527,077**	$ 590,276	$ 690,886	(11)	(24)
NPA ratio[('7)]	**1.29%**	1.51%	1.80%		
Allowance for loan and lease losses (ALLL) as a % of total loans and leases at the end of period	**2.24**	2.48	2.96		
ALLL plus allowance for unfunded loan commitments and letters of credit (ACL) as a % of total loans and leases at the end of period	**2.37**	2.60	3.07		
ACL as a % of NALs	**206**	187	185		
ACL as a % of NPAs	**183**	172	170		
Tier 1 leverage ratio [(8)]	**10.55**	10.28	9.80		
Tier 1 common risk-based capital ratio[(8)]	**10.15**	10.00	9.75		
Tier 1 risk-based capital ratio [(8)]	**12.22**	12.11	12.04		
Total risk-based capital ratio [(8)]	**14.76**	14.77	14.85		
Tangible common equity / risk-weighted assets ratio [(8)]	**9.86**	9.75	9.51		
Tangible equity / tangible assets ratio[(9)]	**9.03**	9.02	8.51		
Tangible common equity / tangible assets ratio[(10)]	**8.33**	8.30	7.81		

See Notes to the Quarterly Key Statistics.

Notes to the Quarterly Key Statistics

(1) Comparisons for all presented periods are impacted by a number of factors. Refer to Significant Items.

(2) Net income excluding expense for amortization of intangibles for the period divided by average tangible common shareholders' equity. Average tangible common shareholders' equity equals average total common shareholders' equity less average intangible assets and goodwill. Expense for amortization of intangibles and average intangible assets are net of deferred tax liability, and calculated assuming a 35% tax rate.

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

(4) Noninterest expense less amortization of intangibles and goodwill impairment divided by the sum of FTE net interest income and noninterest income excluding securities gains (losses).

(5) Includes noninterest-bearing and interest-bearing demand deposits, money market deposits, savings and other domestic deposits, and core certificates of deposit.

(6) All loans acquired as part of the FDIC-assisted Fidelity Bank acquisition accrue interest as performing loans or as purchased impaired loans under ASC 310-30, therefore none of the acquired loans were reported as nonaccrual as of March 31, 2012.

(7) NPAs include $7,986 thousand of residential real estate owned acquired as part of the FDIC-assisted Fidelity Bank acquisition.

(8) March 31, 2012, figures are estimated.

(9) Tangible equity (total equity less goodwill and other intangible assets) divided by tangible assets (total assets less goodwill and other intangible assets). Other intangible assets are net of deferred tax liability, and calculated assuming a 35% tax rate.

(10) Tangible common equity (total common equity less goodwill and other intangible assets) divided by tangible assets (total assets less goodwill and other intangible assets). Other intangible assets are net of deferred tax liability, and calculated assuming a 35% tax rate.

Huntington Bancshares Incorporated
Consolidated Balance Sheets

(dollar amounts in thousands, except number of shares)	2012 March 31, (Unaudited)	2011 December 31,	2011 March 31, (Unaudited)	Change March '12 vs '11 Amount	Change March '12 vs '11 Percent
Assets					
Cash and due from banks	**$ 1,111,165**	$ 1,115,968	$ 1,208,820	$ (97,655)	(8)%
Federal funds sold and securities purchased under resale agreements	**52**	—	—	52	—
Interest-bearing deposits in banks	**151,973**	90,943	129,999	21,974	17
Trading account securities	**59,663**	45,899	164,489	(104,826)	(64)
Loans held for sale	**310,383**	1,618,391	164,282	100	(100)
Available-for-sale and other securities	**8,909,733**	8,078,014	9,322,434	(412,701)	(4)
Held-to-maturity securities	**621,798**	640,551	—	621,798	—
Loans and leases[(1)]	**40,678,542**	38,923,783	38,245,836	2,432,706	6
Allowance for loan and lease losses	**(913,069)**	(964,828)	(1,133,226)	220,157	(19)
Net loans and leases	**39,765,473**	37,958,955	37,112,610	2,652,863	7
Bank owned life insurance	**1,562,449**	1,549,783	1,513,892	48,557	3
Premises and equipment	**577,538**	564,429	500,736	76,802	15
Goodwill	**444,268**	444,268	444,268	—	—
Other intangible assets	**171,135**	175,302	215,251	(44,116)	(20)
Accrued income and other assets	**2,191,024**	2,168,149	2,171,728	19,296	1
Total assets	**$ 55,876,654**	$ 54,450,652	$ 52,948,509	$2,928,145	6%
Liabilities and shareholders' equity					
Liabilities					
Deposits[(2)]	**$ 45,008,964**	$ 43,279,625	$ 41,366,487	$3,642,477	9%
Short-term borrowings	**1,504,086**	1,441,092	2,051,258	(547,172)	(27)
Federal Home Loan Bank advances	**56,938**	362,972	21,379	35,559	166
Other long-term debt	**1,058,167**	1,231,517	1,900,555	(842,388)	(44)
Subordinated notes	**1,494,263**	1,503,368	1,487,566	6,697	—
Accrued expenses and other liabilities	**1,204,408**	1,213,978	1,082,665	121,743	11
Total liabilities	**50,326,826**	49,032,552	47,909,910	2,416,916	5
Shareholder's equity					
Preferred stock—authorized 6,617,808 shares-					
Series A, 8.50% fixed rate, non-cumulative perpetual convertible preferred stock, par value of $0.01, and liquidation value per share of $1,000	**362,507**	362,507	362,507	—	—
Series B, floating rate, non-voting, non-cumulative perpetual preferred stock, par value of $0.01, and liquidation value per share of $1,000	**23,785**	23,785	—		
Common stock—Par value of $0.01	**8,659**	8,656	8,643	16	—
Capital surplus	**7,602,064**	7,596,809	7,584,367	17,697	—
Less treasury shares, at cost	**(10,234)**	(10,255)	(8,647)	(1,587)	18
Accumulated other comprehensive loss	**(157,816)**	(173,763)	(203,921)		
Retained earnings	**(2,279,137)**	(2,389,639)	(2,704,350)	425,213	(16)
Total shareholders' equity	**5,549,828**	5,418,100	5,038,599	511,229	10
Total liabilities and shareholders' equity	**$ 55,876,654**	$ 54,450,652	$ 52,948,509	$2,928,145	6%
Common shares authorized (par value of $0.01)	**1,500,000,000**	1,500,000,000	1,500,000,000		
Common shares issued	**865,873,499**	865,584,517	864,279,984		
Common shares outstanding	**864,674,530**	864,406,152	863,398,578		
Treasury shares outstanding	**1,198,969**	1,178,365	881,406		
Preferred shares issued	**1,967,071**	1,967,071	1,967,071		
Preferred shares outstanding	**398,007**	398,007	362,507		

(1) See page 4 for detail of loans and leases.
(2) See page 5 for detail of deposits.

Huntington Bancshares Incorporated
Loans and Leases Composition

(dollar amounts in millions)	2012		2011							
	March 31,		December 31,		September 30,		June 30,		March 31,	
	(Unaudited)				*(Unaudited)*		*(Unaudited)*		*(Unaudited)*	
Ending Balances by Type:										
Commercial:[1]										
Commercial and industrial	**$ 15,838**	**39%**	$ 14,699	38%	$ 13,939	36%	$ 13,544	35%	$ 13,299	35%
Commercial real estate:										
Construction	**597**	**1**	580	1	520	1	591	2	587	2
Commercial	**5,443**	**13**	5,246	13	5,414	14	5,573	14	5,711	15
Commercial real estate	**6,040**	**14**	5,826	14	5,934	15	6,164	16	6,298	17
Total commercial	**21,878**	**53**	20,525	52	19,873	51	19,708	51	19,597	52
Consumer:										
Automobile	**4,787**	**12**	4,458	11	5,558	14	6,190	16	5,802	15
Home equity	**8,261**	**20**	8,215	21	8,079	21	7,952	20	7,784	20
Residential mortgage	**5,284**	**13**	5,228	13	4,986	13	4,751	12	4,517	12
Other consumer	**469**	**2**	498	3	516	1	525	1	546	1
Total consumer	**18,801**	**47**	18,399	48	19,139	49	19,418	49	18,649	48
Total loans and leases	**$ 40,679**	**100%**	$ 38,924	100%	$ 39,012	100%	$ 39,126	100%	$ 38,246	100%
Ending Balances by Business Segment:										
Retail and Business Banking	**$ 12,432**	**31%**	$ 12,361	32%	$ 12,183	31%	$ 12,019	31%	$ 11,786	31%
Regional and Commercial Banking	**9,936**	**24**	9,134	23	8,723	22	8,291	21	7,917	21
AFCRE	**11,698**	**29**	11,375	29	12,318	32	13,273	34	13,154	34
WGH	**5,968**	**14**	5,952	16	5,713	15	5,493	14	5,255	14
Treasury / Other	**645**	**2**	102	—	75	—	50	—	134	—
Total loans and leases	**$ 40,679**	**100%**	$ 38,924	100%	$ 39,012	100%	$ 39,126	100%	$ 38,246	100%

	2012		2011							
	First		Fourth		Third		Second		First	
Average Balances by Business Segment:										
Retail and Business Banking	**$ 12,420**	**32%**	$ 12,302	31%	$ 12,126	31%	$ 11,948	31%	$ 11,780	31%
Regional and Commercial Banking	**9,250**	**24**	8,902	23	8,495	22	8,069	21	7,824	21
AFCRE	**11,468**	**29**	12,496	32	13,101	33	13,145	34	13,208	35
WGH	**5,920**	**15**	5,731	14	5,522	14	5,297	14	5,192	13
Treasury / Other	**87**	**—**	87	—	53	—	76	—	94	—
Total loans and leases	**$ 39,145**	**100%**	$ 39,518	100%	$ 39,297	100%	$ 38,535	100%	$ 38,098	100%

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

Huntington Bancshares Incorporated
Deposits Composition

(dollar amounts in millions)	2012 March 31, *(Unaudited)*		2011 December 31,		September 30, *(Unaudited)*		June 30, *(Unaudited)*		March 31, *(Unaudited)*	
Ending Balances by Type:										
Demand deposits—noninterest-bearing	**$11,797**	**26%**	$11,158	26%	$ 9,502	22%	$ 8,210	20%	$ 7,597	18%
Demand deposits—interest-bearing	**6,126**	**14**	5,722	13	5,763	13	5,642	14	5,532	13
Money market deposits	**13,169**	**29**	13,117	30	13,759	32	12,643	31	13,105	32
Savings and other domestic deposits	**4,954**	**11**	4,698	11	4,711	11	4,752	11	4,762	12
Core certificates of deposit	**6,920**	**15**	6,513	15	7,084	16	7,936	19	8,208	20
Total core deposits	**42,966**	**95**	41,208	95	40,819	94	39,183	95	39,204	95
Other domestic deposits of $250,000 or more	**325**	**1**	390	1	421	1	436	1	531	1
Brokered deposits and negotiable CDs	**1,276**	**3**	1,321	3	1,535	4	1,486	4	1,253	3
Deposits in foreign offices	**442**	**1**	361	1	445	1	297	—	378	1
Total deposits	**$45,009**	**100%**	$43,280	100%	$43,220	100%	$41,402	100%	$41,366	100%
Total core deposits:										
Commercial	**$17,101**	**40%**	$16,366	40%	$15,526	38%	$13,541	35%	$12,785	33%
Consumer	**25,865**	**60**	24,842	60	25,293	62	25,642	65	26,419	67
Total core deposits	**$42,966**	**100%**	$41,208	100%	$40,819	100%	$39,183	100%	$39,204	100%
Ending Balances by Business Segment:										
Retail and Business Banking	**$27,935**	**62%**	$27,536	64%	$28,095	65%	$28,325	68%	$28,984	70%
Regional and Commercial Banking	**4,748**	**11**	4,683	11	4,173	10	3,539	9	3,589	9
AFCRE	**914**	**2**	881	2	817	2	819	2	804	2
WGH	**9,632**	**21**	9,115	21	9,013	21	7,708	19	7,363	17
Treasury / Other[1]	**1,780**	**4**	1,065	2	1,122	2	1,011	2	626	2
Total deposits	**$45,009**	**100%**	$43,280	100%	$43,220	100%	$41,402	100%	$41,366	100%

	2012 First		2011 Fourth		Third		Second		First	
Average Balances by Business Segment:										
Retail and Business Banking	**$27,452**	**63%**	$27,835	64%	$28,290	67%	$28,780	70%	$29,139	70%
Regional and Commercial Banking	**4,680**	**11**	4,467	10	3,902	9	3,484	8	3,666	9
AFCRE	**811**	**2**	802	2	796	2	784	2	763	2
WGH	**9,450**	**22**	9,406	21	8,243	20	7,467	18	7,394	17
Treasury / Other[1]	**1,072**	**2**	1,093	3	1,047	2	739	2	702	2
Total deposits	**$43,465**	**100%**	$43,603	100%	$42,278	100%	$41,254	100%	$41,664	100%

(1) Comprised primarily of national market deposits.

Huntington Bancshares Incorporated
Consolidated Quarterly Average Balance Sheets
(Unaudited)

	Average Balances					Change	
	2012	2011				1Q12 vs 1Q11	
(dollar amounts in millions)	**First**	Fourth	Third	Second	First	Amount	Percent
Assets							
Interest-bearing deposits in banks	**$ 100**	$ 107	$ 164	$ 131	$ 130	$ (30)	(23)%
Trading account securities	**50**	81	92	112	144	(94)	(65)
Federal funds sold and securities purchased under resale agreements	**—**	—	—	21	—	—	—
Loans held for sale	**1,265**	316	237	181	420	845	201
Available-for-sale and other securities:							
Taxable	**8,171**	8,065	7,902	8,428	9,108	(937)	(10)
Tax-exempt	**404**	409	421	436	445	(41)	(9)
Total available-for-sale and other securities	**8,575**	8,474	8,323	8,864	9,553	(978)	(10)
Held-to-maturity securities—taxable	**632**	650	665	174	—	632	—
Loans and leases:(1)							
Commercial:							
Commercial and industrial	**14,824**	14,219	13,664	13,370	13,121	1,703	13
Commercial real estate:							
Construction	**598**	533	670	554	611	(13)	(2)
Commercial	**5,254**	5,425	5,441	5,679	5,913	(659)	(11)
Commercial real estate	**5,852**	5,958	6,111	6,233	6,524	(672)	(10)
Total commercial	**20,676**	20,177	19,775	19,603	19,645	1,031	5
Consumer:							
Automobile	**4,576**	5,639	6,211	5,954	5,701	(1,125)	(20)
Home equity	**8,234**	8,149	8,002	7,874	7,728	506	7
Residential mortgage	**5,174**	5,043	4,788	4,566	4,465	709	16
Other consumer	**485**	511	521	538	559	(74)	(13)
Total consumer	**18,469**	19,342	19,522	18,932	18,453	16	—
Total loans and leases	**39,145**	39,519	39,297	38,535	38,098	1,047	3
Allowance for loan and lease losses	**(961)**	(1,014)	(1,066)	(1,128)	(1,231)	270	(22)
Net loans and leases	**38,184**	38,505	38,231	37,407	36,867	1,317	4
Total earning assets	**49,767**	49,147	48,778	48,018	48,345	1,422	3
Cash and due from banks	**1,012**	1,671	1,700	1,068	1,299	(287)	(22)
Intangible assets	**613**	625	639	652	665	(52)	(8)
All other assets	**4,225**	4,221	4,142	4,160	4,291	(66)	(2)
Total assets	**$54,656**	$54,650	$ 54,193	$ 52,770	$ 53,369	$ 1,287	2%
Liabilities and shareholders' equity							
Deposits:							
Demand deposits—noninterest-bearing	**$11,273**	$10,716	$ 8,719	$ 7,806	$ 7,333	$ 3,940	54%
Demand deposits—interest-bearing	**5,646**	5,570	5,573	5,565	5,357	289	5
Money market deposits	**13,141**	13,594	13,321	12,879	13,492	(351)	(3)
Savings and other domestic deposits	**4,817**	4,706	4,752	4,778	4,701	116	2
Core certificates of deposit	**6,510**	6,769	7,592	8,079	8,391	(1,881)	(22)
Total core deposits	**41,387**	41,355	39,957	39,107	39,274	2,113	5
Other domestic deposits of $250,000 or more	**347**	405	387	467	606	(259)	(43)
Brokered deposits and negotiable CDs	**1,301**	1,410	1,533	1,333	1,410	(109)	(8)
Deposits in foreign offices	**430**	434	401	347	374	56	15
Total deposits	**43,465**	43,604	42,278	41,254	41,664	1,801	4
Short-term borrowings	**1,512**	1,728	2,251	2,112	2,134	(622)	(29)
Federal Home Loan Bank advances	**419**	29	285	97	30	389	1,297
Subordinated notes and other long-term debt	**2,652**	2,866	3,030	3,249	3,525	(873)	(25)
Total interest-bearing liabilities	**36,775**	37,511	39,125	38,906	40,020	(3,245)	(8)
All other liabilities	**1,116**	978	1,017	913	994	122	12
Shareholders' equity	**5,492**	5,445	5,332	5,145	5,022	470	9
Total liabilities and shareholders' equity	**$54,656**	$54,650	$ 54,193	$ 52,770	$ 53,369	$ 1,287	2%

(1) Includes nonaccrual loans.

Huntington Bancshares Incorporated
Consolidated Quarterly Net Interest Margin—Interest Income / Expense (1)
(Unaudited)

	Interest Income / Expense				
	2012	2011			
(dollar amounts in thousands)	**First**	Fourth	Third	Second	First
Assets					
Interest-bearing deposits in banks	**$ 12**	$ 15	$ 17	$ 73	$ 37
Trading account securities	**207**	197	325	447	494
Federal funds sold and securities purchased under resale agreements	**—**	—	—	5	—
Loans held for sale	**12,005**	3,124	2,643	2,247	4,284
Available-for-sale and other securities:					
Taxable	**48,824**	47,784	47,946	54,603	57,652
Tax-exempt	**4,209**	4,313	4,392	4,385	5,237
Total available-for-sale and other securities	**53,033**	52,097	52,338	58,988	62,889
Held-to-maturity securities—taxable	**4,714**	4,867	5,059	1,287	—
Loans and leases:					
Commercial:					
Commercial and industrial	**150,397**	145,825	144,151	145,675	149,964
Commercial real estate:					
Construction	**5,831**	6,513	6,620	4,718	5,138
Commercial	**50,750**	54,220	54,429	55,947	58,096
Commercial real estate	**56,581**	60,733	61,049	60,665	63,234
Total commercial	**206,978**	206,558	205,200	206,340	213,198
Consumer:					
Automobile	**55,435**	68,283	76,488	75,110	73,330
Home equity	**88,582**	89,876	89,112	88,358	87,659
Residential mortgage	**53,914**	54,263	53,521	52,700	53,127
Other consumer	**8,992**	9,416	9,951	10,416	10,804
Total consumer	**206,923**	221,838	229,072	226,584	224,920
Total loans and leases	**413,901**	428,396	434,272	432,924	438,118
Total earning assets	**$483,872**	$ 488,696	$ 494,654	$ 495,971	$ 505,822
Liabilities					
Deposits:					
Demand deposits—noninterest-bearing	**$ —**	$ —	$ —	$ —	$ —
Demand deposits—interest-bearing	**845**	1,182	1,458	1,240	1,217
Money market deposits	**8,343**	10,994	13,845	12,807	16,699
Savings and other domestic deposits	**5,345**	6,213	8,231	8,870	9,410
Core certificates of deposit	**25,919**	28,851	37,323	41,041	42,815
Total core deposits	**40,452**	47,240	60,857	63,958	70,141
Other domestic deposits of $250,000 or more	**583**	794	907	1,171	1,620
Brokered deposits and negotiable CDs	**2,547**	2,727	2,963	2,948	3,850
Deposits in foreign offices	**197**	206	258	227	185
Total deposits	**43,779**	50,967	64,985	68,304	75,796
Short-term borrowings	**583**	764	931	856	949
Federal Home Loan Bank advances	**222**	156	233	215	220
Subordinated notes and other long-term debt	**18,144**	18,305	18,369	19,425	20,582
Total interest bearing liabilities	**62,728**	70,192	84,518	88,800	97,547
Net interest income	**$421,144**	$ 418,504	$ 410,136	$ 407,171	$ 408,275

(1) Fully-taxable equivalent (FTE) income and expense calculated assuming a 35% tax rate. See page 9 for the FTE adjustment.

Huntington Bancshares Incorporated
Consolidated Quarterly Net Interest Margin Analysis
(Unaudited)

	Average Rates (2)				
	2012	2011			
Fully-taxable equivalent basis (1)	First	Fourth	Third	Second	First
Assets					
Interest-bearing deposits in banks	**0.05%**	0.06%	0.04%	0.22%	0.11%
Trading account securities	**1.65**	0.97	1.41	1.59	1.37
Federal funds sold and securities purchased under resale agreements	**—**	—	—	0.09	—
Loans held for sale	**3.80**	3.96	4.46	4.97	4.08
Available-for-sale and other securities:					
Taxable	**2.39**	2.37	2.43	2.59	2.53
Tax-exempt	**4.17**	4.22	4.17	4.02	4.70
Total available-for-sale and other securities	**2.47**	2.46	2.52	2.66	2.63
Held-to-maturity securities—taxable	**2.98**	2.99	3.04	2.96	—
Loans and leases:(2)(3)					
Commercial:					
Commercial and industrial	**4.01**	4.01	4.13	4.31	4.57
Commercial real estate:					
Construction	**3.85**	4.78	3.87	3.37	3.36
Commercial	**3.82**	3.91	3.91	3.90	3.93
Commercial real estate	**3.82**	3.99	3.91	3.84	3.88
Total commercial	**3.96**	4.01	4.06	4.16	4.34
Consumer:					
Automobile	**4.87**	4.80	4.89	5.06	5.22
Home equity	**4.30**	4.41	4.45	4.49	4.54
Residential mortgage	**4.17**	4.30	4.47	4.62	4.76
Other consumer	**7.47**	7.32	7.57	7.76	7.85
Total consumer	**4.49**	4.57	4.68	4.79	4.90
Total loans and leases	**4.21**	4.28	4.37	4.47	4.61
Total earning assets	**3.91%**	3.95%	4.02%	4.14%	4.24%
Liabilities					
Deposits:					
Demand deposits—noninterest-bearing	**— %**	— %	— %	— %	— %
Demand deposits—interest-bearing	**0.06**	0.08	0.10	0.09	0.09
Money market deposits	**0.26**	0.32	0.41	0.40	0.50
Savings and other domestic deposits	**0.45**	0.52	0.69	0.74	0.81
Core certificates of deposit	**1.60**	1.69	1.95	2.04	2.07
Total core deposits	**0.54**	0.61	0.77	0.82	0.89
Other domestic deposits of $250,000 or more	**0.68**	0.78	0.93	1.01	1.08
Brokered deposits and negotiable CDs	**0.79**	0.77	0.77	0.89	1.11
Deposits in foreign offices	**0.18**	0.19	0.26	0.26	0.20
Total deposits	**0.55**	0.61	0.77	0.82	0.90
Short-term borrowings	**0.16**	0.18	0.16	0.16	0.18
Federal Home Loan Bank advances	**0.21**	2.09	0.32	0.88	2.98
Subordinated notes and other long-term debt	**2.74**	2.56	2.43	2.39	2.34
Total interest-bearing liabilities	**0.68**	0.74	0.86	0.91	0.99
Net interest rate spread	**3.15**	3.15	3.11	3.19	3.21
Impact of noninterest-bearing funds on margin	**0.25**	0.23	0.22	0.21	0.22
Net interest margin	**3.40%**	3.38%	3.34%	3.40%	3.42%

Commercial Loan Derivative Impact
(Unaudited)

	Average Rates (2)				
	2012	2011			
Fully-taxable equivalent basis (1)	First	Fourth	Third	Second	First
Commercial loans(2)(3)	**3.69%**	3.79%	3.79%	3.83%	3.84%
Impact of commercial loan derivatives	**0.27**	0.22	0.27	0.34	0.50
Total commercial—as reported	**3.96%**	4.01%	4.06%	4.16%	4.34%
Average 30 day LIBOR	**0.26%**	0.26%	0.21%	0.20%	0.26%

(1) Fully-taxable equivalent (FTE) yields are calculated assuming a 35% tax rate. See page 9 for the FTE adjustment.
(2) Loan, lease, and deposit average rates include impact of applicable derivatives, non-deferrable fees, and amortized fees.
(3) Includes the impact of nonaccrual loans.

Huntington Bancshares Incorporated
Selected Quarterly Income Statement Data(1)
(Unaudited)

(dollar amounts in thousands, except per share amounts)	2012 First	2011 Fourth	2011 Third	2011 Second	2011 First	1Q12 vs 1Q11 Amount	1Q12 vs 1Q11 Percent
Interest income	**$ 479,937**	$ 485,216	$ 490,996	$ 492,137	$ 501,877	$ (26,654)	(5)%
Interest expense	**62,728**	70,191	84,518	88,800	97,547	(34,819)	(36)
Net interest income	**417,209**	415,025	406,478	403,337	404,330	12,879	3
Provision for credit losses	**34,406**	45,291	43,586	35,797	49,385	(14,979)	(30)
Net interest income after provision for credit losses	**382,803**	369,734	362,892	367,540	354,945	27,858	8
Service charges on deposit accounts	**60,292**	63,324	65,184	60,675	54,324	5,968	11
Trust services	**30,906**	28,775	29,473	30,392	30,742	164	1
Electronic banking	**18,630**	18,282	32,901	31,728	28,786	(10,156)	(35)
Mortgage banking income	**46,418**	24,098	12,791	23,835	22,684	23,734	105
Brokerage income	**19,260**	18,688	20,349	20,819	20,511	(1,251)	(6)
Insurance income	**18,875**	17,906	17,220	16,399	17,945	930	5
Bank owned life insurance income	**13,937**	14,271	15,644	17,602	14,819	(882)	(6)
Capital markets fees	**9,982**	9,811	11,256	8,537	6,936	3,046	44
Gain on sale of loans	**26,770**	2,884	19,097	2,756	7,207	19,563	271
Automobile operating lease income	**3,775**	4,727	5,890	7,307	8,847	(5,072)	(57)
Securities gains (losses)	**(613)**	(3,878)	(1,350)	1,507	40	(653)	(1,633)
Other income	**37,088**	30,464	30,104	34,210	24,104	12,984	54
Total noninterest income	**285,320**	229,352	258,559	255,767	236,945	48,375	20
Personnel costs	**243,498**	228,101	226,835	218,570	219,028	24,470	11
Outside data processing and other services	**42,058**	53,422	49,602	43,889	40,282	1,776	4
Net occupancy	**29,079**	26,841	26,967	26,885	28,436	643	2
Equipment	**25,545**	25,884	22,262	21,921	22,477	3,068	14
Deposit and other insurance expense	**20,738**	18,481	17,492	23,823	17,896	2,842	16
Marketing	**16,776**	16,379	22,251	20,102	16,895	(119)	(1)
Professional services	**11,230**	16,769	20,281	20,080	13,465	(2,235)	(17)
Amortization of intangibles	**11,531**	13,175	13,387	13,386	13,370	(1,839)	(14)
Automobile operating lease expense	**2,854**	3,362	4,386	5,434	6,836	(3,982)	(58)
OREO and foreclosure expense	**4,950**	5,009	4,668	4,398	3,931	1,019	26
Gain on early extinguishment of debt	**—**	(9,697)	—	—	—	—	—
Other expense	**54,417**	32,548	30,987	29,921	48,083	6,334	13
Total noninterest expense	**462,676**	430,274	439,118	428,409	430,699	31,977	7
Income before income taxes	**205,447**	168,812	182,333	194,898	161,191	44,256	27
Provision for income taxes	**52,177**	41,954	38,942	48,980	34,745	17,432	50
Net income	**$ 153,270**	$ 126,858	$ 143,391	$ 145,918	$ 126,446	$ 26,824	21%
Dividends on preferred shares	**8,049**	7,703	7,703	7,704	7,703	346	4
Net income applicable to common shares	**$ 145,221**	$ 119,155	$ 135,688	$ 138,214	$ 118,743	$ 26,478	22%
Average common shares—basic	**864,499**	864,136	863,911	863,358	863,359	1,140	— %
Average common shares—diluted	**869,164**	868,156	867,633	867,469	867,237	1,927	—
Per common share							
Net income—basic	**$ 0.17**	$ 0.14	$ 0.16	$ 0.16	$ 0.14	$ 0.03	21%
Net income—diluted	**0.17**	0.14	0.16	0.16	0.14	0.03	21
Cash dividends declared	**0.04**	0.04	0.04	0.01	0.01	0.03	300
Return on average total assets	**1.13%**	0.92%	1.05%	1.11%	0.96%	0.17%	18
Return on average common shareholders' equity	**11.4**	9.3	10.8	11.6	10.3	1.1	11
Return on average tangible common shareholders' equity(2)	**13.5**	11.2	13.0	13.3	12.7	0.8	6
Net interest margin(3)	**3.40**	3.38	3.34	3.40	3.42	(0.02)	(1)
Efficiency ratio(4)	**63.8**	64.0	63.5	62.7	64.7	(0.9)	(1)
Effective tax rate	**25.4**	24.9	21.4	25.1	21.6	3.8	18
Revenue—fully-taxable equivalent (FTE)							
Net interest income	**$ 417,209**	$ 415,025	$ 406,478	$ 403,337	$ 404,330	$ 12,879	3
FTE adjustment	**3,935**	3,479	3,658	3,834	3,945	(10)	—
Net interest income(3)	**421,144**	418,504	410,136	407,171	408,275	12,869	3
Noninterest income	**285,320**	229,352	258,559	255,767	236,945	48,375	20
Total revenue(3)	**$ 706,464**	$ 647,856	$ 668,695	$ 662,938	$ 645,220	$ 61,244	9%

(1) Comparisons for presented periods are impacted by a number of factors. Refer to Significant Items.

(2) Net income excluding expense for amortization of intangibles for the period divided by average tangible common shareholders' equity. Average tangible common shareholders' equity equals average total common shareholders' equity less average intangible assets and goodwill. Expense for amortization of intangibles and average intangible assets are net of deferred tax liability, and calculated assuming a 35% tax rate.

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

(4) Noninterest expense less amortization of intangibles and goodwill impairment divided by the sum of FTE net interest income and noninterest income excluding securities gains (losses).

Huntington Bancshares Incorporated
Quarterly Mortgage Banking Income
(Unaudited)

	2012	2011				1Q12 vs 1Q11	
(dollar amounts in thousands, except as noted)	**First**	Fourth	Third	Second	First	Amount	Percent
Mortgage banking income							
Origination and secondary marketing	**$ 31,304**	$ 21,248	$ 15,648	$ 11,522	$ 19,799	$ 11,505	58%
Servicing fees	**11,760**	11,993	12,140	12,417	12,546	(786)	(6)
Amortization of capitalized servicing	**(9,279)**	(8,813)	(9,641)	(9,052)	(9,863)	584	(6)
Other mortgage banking income	**4,966**	3,652	3,826	4,259	3,769	1,197	32
Subtotal	**38,751**	28,080	21,973	19,146	26,251	12,500	48
MSR valuation adjustment(1)	**9,907**	(6,985)	(39,394)	(8,292)	774	9,133	1,180
Net trading gains (losses) related to MSR hedging	**(2,240)**	3,003	30,212	12,981	(4,341)	2,101	(48)
Total mortgage banking income	**$ 46,418**	$ 24,098	$ 12,791	$ 23,835	$ 22,684	$ 23,734	105%
Mortgage originations *(in millions)*	**$ 1,157**	$ 1,123	$ 953	$ 916	$ 929	$ 228	25%
Average trading account securities used to hedge MSRs *(in millions)*	**5**	6	7	22	46	(41)	(89)
Capitalized mortgage servicing rights(2)	**148,349**	137,435	145,277	189,740	202,559	(54,210)	(27)
Total mortgages serviced for others *(in millions)*(2)	**15,902**	15,886	16,061	16,315	16,456	(554)	(3)
MSR % of investor servicing portfolio(2)	**0.93%**	0.87%	0.90%	1.16%	1.23%	(0.30)%	(24)
Net impact of MSR hedging							
MSR valuation adjustment(1)	**$ 9,907**	$ (6,985)	$ (39,394)	$ (8,292)	$ 774	$ 9,133	1,180%
Net trading gains (losses) related to MSR hedging	**(2,240)**	3,003	30,212	12,981	(4,341)	2,101	(48)
Net interest income (loss) related to MSR hedging	**(9)**	(34)	17	84	99	(108)	(109)
Net gain (loss) of MSR hedging	**$ 7,658**	$ (4,016)	$ (9,165)	$ 4,773	$ (3,468)	$ 11,126	N.R.%

N.R.—Not relevant, as denominator of calculation is a loss in prior period compared with income in current period.

(1) The change in fair value for the period represents the MSR valuation adjustment, net of amortization of capitalized servicing.
(2) At period end.

Huntington Bancshares Incorporated
Quarterly Credit Reserves Analysis
(Unaudited)

	2012	2011			
(dollar amounts in thousands)	**First**	Fourth	Third	Second	First
Allowance for loan and lease losses, beginning of period	**$ 964,828**	$1,019,710	$1,071,126	$1,133,226	$1,249,008
Loan and lease losses	**(107,960)**	(114,146)	(115,899)	(128,701)	(199,007)
Recoveries of loans previously charged off	**24,968**	30,229	25,344	31,167	33,924
Net loan and lease losses	**(82,992)**	(83,917)	(90,555)	(97,534)	(165,083)
Provision for loan and lease losses	**31,928**	35,614	45,867	36,948	49,301
Allowance of assets sold or transferred to loans held for sale	**(695)**	(6,579)	(6,728)	(1,514)	—
Allowance for loan and lease losses, end of period	**$ 913,069**	$ 964,828	$1,019,710	$1,071,126	$1,133,226
Allowance for unfunded loan commitments and letters of credit, beginning of period	**$ 48,456**	$ 38,779	$ 41,060	$ 42,211	$ 42,127
Provision for (reduction in) unfunded loan commitments and letters of credit losses	**2,478**	9,677	(2,281)	(1,151)	84
Allowance for unfunded loan commitments and letters of credit, end of period	**$ 50,934**	$ 48,456	$ 38,779	$ 41,060	$ 42,211
Total allowance for credit losses, end of period	**$ 964,003**	$1,013,284	$1,058,489	$1,112,186	$1,175,437
Allowance for loan and lease losses (ALLL) as % of:					
Total loans and leases	**2.24%**	2.48%	2.61%	2.74%	2.96%
Nonaccrual loans and leases (NALs)	**195**	178	180	174	178
Nonperforming assets (NPAs)	**173**	163	166	164	164
Total allowance for credit losses (ACL) as % of:					
Total loans and leases	**2.37%**	2.60%	2.71%	2.84%	3.07%
Nonaccrual loans and leases	**206**	187	187	181	185
Nonperforming assets	**183**	172	172	170	170

Huntington Bancshares Incorporated
Quarterly Net Charge-Off Analysis
(Unaudited)

(dollar amounts in thousands)	2012 First	2011 Fourth	2011 Third	2011 Second	2011 First
Net charge-offs by loan and lease type:					
Commercial:					
Commercial and industrial	**$28,495**	$10,913	$17,891	$18,704	$ 42,191
Commercial real estate:					
Construction	**(1,186)**	(2,471)	1,450	4,145	28,400
Commercial	**11,692**	30,854	22,990	23,450	39,283
Commercial real estate	**10,506**	28,383	24,440	27,595	67,683
Total commercial	**39,001**	39,296	42,331	46,299	109,874
Consumer:					
Automobile	**3,078**	4,237	3,863	2,255	4,712
Home equity	**23,729**	23,419	26,222	25,441	26,715
Residential mortgage	**10,570**	9,732	11,562	16,455	18,932
Other consumer	**6,614**	7,233	6,577	7,084	4,850
Total consumer	**43,991**	44,621	48,224	51,235	55,209
Total net charge-offs	**$82,992**	$83,917	$90,555	$97,534	$165,083
Net charge-offs—annualized percentages:					
Commercial:					
Commercial and industrial	**0.77%**	0.31%	0.52%	0.56%	1.29%
Commercial real estate:					
Construction	**(0.79)**	(1.85)	0.87	2.99	18.59
Commercial	**0.89**	2.27	1.69	1.65	2.66
Commercial real estate	**0.72**	1.91	1.60	1.77	4.15
Total commercial	**0.75**	0.78	0.86	0.94	2.24
Consumer:					
Automobile	**0.27**	0.30	0.25	0.15	0.33
Home equity	**1.15**	1.15	1.31	1.29	1.38
Residential mortgage	**0.82**	0.77	0.97	1.44	1.70
Other consumer	**5.45**	5.66	5.05	5.27	3.47
Total consumer	**0.95**	0.92	0.99	1.08	1.20
Net charge-offs as a % of average loans	**0.85%**	0.85%	0.92%	1.01%	1.73%

Huntington Bancshares Incorporated
Quarterly Nonaccrual Loans and Leases (NALs) and Nonperforming Assets (NPAs)
(Unaudited)

(dollar amounts in thousands)	2012 March 31,	2011 December 31,	September 30,	June 30,	March 31,
Nonaccrual loans and leases (NALs):					
Commercial and industrial	**$142,492**	$ 201,846	$ 209,632	$229,327	$260,397
Commercial real estate	**205,105**	229,889	257,086	291,500	305,793
Residential mortgage	**74,114**	68,658	61,129	59,853	44,812
Home equity	**45,847**	40,687	37,156	33,545	25,255
Total nonaccrual loans and leases (1)	**467,558**	541,080	565,003	614,225	636,257
Other real estate, net:					
Residential (2)	**31,850**	20,330	18,588	20,803	28,668
Commercial	**16,897**	18,094	19,418	17,909	25,961
Total other real estate, net	**48,747**	38,424	38,006	38,712	54,629
Other NPAs (3)	**10,772**	10,772	10,972	—	—
Total nonperforming assets (2)	**$527,077**	$ 590,276	$ 613,981	$652,937	$690,886
Nonaccrual loans and leases as a % of total loans and leases	**1.15%**	1.39%	1.45%	1.57%	1.66%
NPA ratio (4)	**1.29**	1.51	1.57	1.67	1.80

	2012 First	2011 Fourth	Third	Second	First
Nonperforming assets, beginning of period	**$ 590,276**	$ 613,981	$ 652,937	$ 690,886	$ 844,752
New nonperforming assets (2)	**134,636**	189,138	153,626	210,255	192,044
Franklin impact, net	**—**	(534)	(349)	(5,088)	(3,506)
Returns to accruing status	**(32,056)**	(30,677)	(25,794)	(68,429)	(70,886)
Loan and lease losses	**(75,366)**	(79,117)	(79,992)	(74,945)	(128,730)
OREO losses (gains)	**(295)**	(867)	(242)	388	1,492
Payments	**(66,609)**	(91,734)	(76,510)	(73,009)	(87,041)
Sales	**(23,509)**	(9,914)	(9,695)	(27,121)	(57,239)
Nonperforming assets, end of period	**$ 527,077**	$ 590,276	$ 613,981	$ 652,937	$ 690,886

(1) All loans acquired as part of the FDIC-assisted Fidelity Bank acquisition accrue interest as performing loans or as purchased impaired loans under ASC 310-30, therefore none of the acquired loans were reported as nonaccrual as of March 31, 2012.

(2) NPAs include $7,986 thousand of residential real estate owned acquired as part of the FDIC-assisted Fidelity Bank acquisition.

(3) Other nonperforming assets represent an investment security backed by a municipal bond.

(4) Nonperforming assets divided by the sum of loans and leases, net other real estate owned, and other NPAs.

Huntington Bancshares Incorporated
Quarterly Accruing Past Due Loans and Leases and Accruing and Nonaccruing Troubled Debt Restructured Loans (1)
(Unaudited)

	2012	2011			
(dollar amounts in thousands)	**March 31,**	December 31,	September 30,	June 30,	March 31,
Accruing loans and leases past due 90 days or more:					
Commercial and industrial	**$ —**	$ —	$ —	$ —	$ —
Residential mortgage (excluding loans guaranteed by the U.S. Government)	**35,604**	45,198	32,850	33,975	41,858
Home equity	**19,862**	20,198	20,420	17,451	24,130
Other consumer	**5,091**	8,253	7,755	6,227	7,578
Total, excl. loans guaranteed by the U.S. Government	**60,557**	73,649	61,025	57,653	73,566
Add: loans guaranteed by U.S. Government	**94,560**	96,703	84,413	76,979	94,440
Total accruing loans and leases past due 90 days or more,including loans guaranteed by the U.S. Government	**$155,117**	$ 170,352	$ 145,438	$134,632	$168,006
Ratios:					
Excluding loans guaranteed by the U.S. Government, as a percent of total loans and leases	**0.15%**	0.19%	0.16%	0.15%	0.19%
Guaranteed by U.S. Government, as a percent of total loans and leases	**0.23**	0.25	0.21	0.19	0.25
Including loans guaranteed by the U.S. Government, as a percent of total loans and leases	**0.38**	0.44	0.37	0.34	0.44
Accruing troubled debt restructured loans:					
Commercial and industrial	**$ 53,795**	$ 54,007	$ 77,509	$ 62,272	$ 65,190
Commercial real estate	**231,923**	249,968	244,089	177,854	141,272
Automobile	**35,521**	36,573	37,371	29,059	29,611
Home equity	**59,270**	52,224	47,712	37,067	39,704
Residential mortgage	**294,836**	309,678	304,365	313,772	333,492
Other consumer	**4,233**	6,108	4,513	8,910	9,173
Total accruing troubled debt restructured loans	**$679,578**	$ 708,558	$ 715,559	$628,934	$618,442
Nonaccruing troubled debt restructured loans:					
Commercial and industrial	**$ 26,886**	$ 48,553	$ 27,410	$ 29,069	$ 19,531
Commercial real estate	**39,606**	21,968	46,854	48,676	18,327
Home equity	**334**	369	166	28	14
Residential mortgage	**29,549**	26,089	20,877	14,378	8,523
Other consumer	**113**	113	113	112	—
Total nonaccruing troubled debt restructured loans	**$ 96,488**	$ 97,092	$ 95,420	$ 92,263	$ 46,395

(1) No loans related to the FDIC-assisted Fidelity Bank acquisition were considered troubled debt restructured.

Huntington Bancshares Incorporated
Quarterly Common Stock Summary, Capital, and Other Data
(Unaudited)

Quarterly common stock summary

(dollar amounts in thousands, except per share amounts)	2012 First	2011 Fourth	2011 Third	2011 Second	2011 First
Common stock price, per share					
High[1]	**$ 6.580**	$ 5.650	$ 6.740	$ 6.920	$ 7.700
Low[1]	**5.490**	4.670	4.460	6.000	6.380
Close	**6.445**	5.490	4.800	6.560	6.640
Average closing price	**5.974**	5.178	5.370	6.506	6.981
Dividends, per share					
Cash dividends declared per common share	**$ 0.04**	$ 0.04	$ 0.04	$ 0.01	$ 0.01
Common shares outstanding					
Average—basic	**864,499**	864,136	863,911	863,358	863,359
Average—diluted	**869,164**	868,156	867,633	867,469	867,237
Ending	**864,675**	864,406	864,075	863,323	863,399
Book value per common share	**$ 5.97**	$ 5.82	$ 5.83	$ 5.66	$ 5.42
Tangible book value per common share[2]	**5.33**	5.18	5.17	5.00	4.74

(dollar amounts in millions)	2012 March 31,	2011 December 31,	2011 September 30,	2011 June 30,	2011 March 31,
Calculation of tangible equity / asset ratio:					
Total shareholders' equity	**$ 5,550**	$ 5,418	$ 5,400	$ 5,253	$ 5,039
Less: goodwill	**(444)**	(444)	(444)	(444)	(444)
Less: other intangible assets	**(171)**	(175)	(188)	(202)	(215)
Add: related deferred tax liability[2]	**60**	61	66	71	75
Total tangible equity	**4,995**	4,860	4,834	4,678	4,455
Less: preferred equity	**(386)**	(386)	(363)	(363)	(363)
Total tangible common equity	**$ 4,609**	$ 4,474	$ 4,471	$ 4,315	$ 4,092
Total assets	**$ 55,877**	$ 54,451	$ 54,979	$ 53,050	$ 52,949
Less: goodwill	**(444)**	(444)	(444)	(444)	(444)
Less: other intangible assets	**(171)**	(175)	(188)	(202)	(215)
Add: related deferred tax liability[2]	**60**	61	66	71	75
Total tangible assets	**$ 55,322**	$ 53,893	$ 54,413	$ 52,475	$ 52,365
Tangible equity / tangible asset ratio	**9.03%**	9.02%	8.88%	8.91%	8.51%
Tangible common equity / tangible asset ratio	**8.33**	8.30	8.22	8.22	7.81
Tier 1 common risk-based capital ratio:[4]					
Tier 1 capital	**$ 5,709**	$ 5,557	$ 5,488	$ 5,353	$ 5,179
Shareholders' preferred equity	**(386)**	(386)	(363)	(363)	(363)
Trust preferred securities	**(532)**	(532)	(565)	(565)	(570)
REIT preferred stock	**(50)**	(50)	(50)	(50)	(50)
Tier 1 common	**$ 4,741**	$ 4,589	$ 4,510	$ 4,375	$ 4,196
Total risk-weighted assets[4]	**$ 46,716**	$ 45,891	$ 44,376	$ 44,080	$ 43,024
Tier 1 common risk-based capital ratio[4]	**10.15**	10.00	10.17	9.92	9.75
Other capital data:					
Tier 1 leverage ratio[4]	**10.55%**	10.28%	10.24%	10.25%	9.80%
Tier 1 risk-based capital ratio[4]	**12.22**	12.11	12.37	12.14	12.04
Total risk-based capital ratio[4]	**14.76**	14.77	15.11	14.89	14.85
Tangible common equity / risk-weighted assets ratio[4]	**9.86**	9.75	10.08	9.79	9.51
Other data:					
Number of employees (full-time equivalent)	**11,166**	11,245	11,473	11,457	11,319
Number of domestic full-service branches[3]	**669**	668	650	643	622

(1) High and low stock prices are intra-day quotes obtained from NASDAQ.
(2) Other intangible assets are net of deferred tax liability, and calculated assuming a 35% tax rate.
(3) Includes WGH offices.
(4) March 31, 2012, figures are estimated.