

**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) February 12, 2013

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

Maryland
(State or other jurisdiction
of incorporation)

1-34073
(Commission
File Number)

31-0724920
(IRS Employer
Identification No.)

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

43287
(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 7.01 Regulation FD Disclosure.

The attached Analyst Handout contains information that members of Huntington Bancshares Incorporated (“Huntington”) management will use from time to time through March 31, 2013, either all or in part, during visits with investors, analysts, and other interested parties to assist their understanding of Huntington. This handout is available in the Investor Relations section of Huntington’s web site at www.huntington-ir.com.

The Analyst Handout is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The Analyst Handout is attached as Exhibit 99.1 and is being furnished, not filed, under item 7.01 of this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being furnished herewith:

Exhibit 99.1 — Analyst Handout

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: February 12, 2013

By: /s/ Richard A. Cheap
Richard A. Cheap
General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Analyst Handout



Credit Suisse Financial Services Forum

February 12, 2013

Forward Looking Statements

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 implementation of the Budget Control Act of 2011 and the American Taxpayer Relief Act of 2012 as well as 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 implementing 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.

Participants

Presenter

Don Kimble

- Senior Executive Vice President – Chief Financial Officer

Mary Navarro

- Senior Executive Vice President – Retail and Business Banking Director

Also Present

Todd Beekman

- Senior Vice President – Investor Relations

Mark Muth

- Vice President – Investor Relations

Discussion Topics

- | | |
|--|---------|
| • 2012 Highlights & Strategic Plan Update | Kimble |
| • Retail & Branch Philosophy, In-store Progress Report & Customer Update | Navarro |
| • Performance vs. Peers & Important Messages | Kimble |

2012 Full Year Highlights

- **1.15% return on average assets**
- **\$0.71 earnings per share, up \$0.12 from the prior year**
- **\$204 MM, or 8%, increase in fully-taxable equivalent revenue**
 - \$87 MM, or 5%, increase in fully-taxable equivalent net interest income, reflecting:
 - \$3.1 B, or 8%, growth in average core deposits (includes impact of \$1.5 B of core CD runoff)
 - \$1.3 B, or 3%, growth in average total loans (includes impact of \$2.5 B of auto loan sales)
 - 3.41% net interest margin in 2012, up 3 basis points
 - \$117 MM, or 12%, increase in noninterest income
- **\$107 MM, or 6%, increase in noninterest expense**

- **Credit quality**
 - \$94.6 MM, or 22%, decrease in net charge-offs (NCOs)
 - \$133.5 MM, or 25%, decrease in total nonaccrual loans (NALs)
 - 199% ACL coverage of NALs, up from 187% in 2011



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2012 Highlights (cont'd)

- **Continued customer growth and OCR ⁽¹⁾ success**
 - Consumer checking account households
 - 12.2% growth since 4Q11
 - 78.3% with 4+ products or services penetration, up from 73.5% in 4Q11
 - Commercial relationships
 - 9.2% growth since 4Q11
 - 35.0% with 4+ products or services penetration, up from 31.4% in 4Q11

- **Capital**
 - \$230 MM of trust preferred redemptions
 - 23 MM common shares repurchased at an average price of \$6.36 per share
 - 8.76% tangible common equity ratio, up 46 bp
 - 10.47% Tier 1 common risk-based capital ratio up 47 bp
 - 12.01% and 14.51% Tier 1 and Total risk-based capital ratios, down 10 and 26 bp, respectively



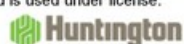
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(1) Optimal Customer Relationship

Other Highlights

- Recognized as one of the Best Banks in America 2012 by MONEY Magazine⁽¹⁾
- Ranked highest in the nation by JD Power in the Small Business Banking Satisfaction Study
- Completed two auto loan securitizations totaling \$2.3 B in assets
- Integration and conversion of Fidelity Bank successfully completed
 - \$0.8 B in assets acquired and \$0.8 B in liabilities assumed
- 37, or 6%, net new branches opened since 4Q 2011
 - Includes the consolidation of 32, or 5%, traditional branches

(1) From MONEY Magazine, October 2012 © 2012 Time Inc. MONEY is a registered trademark of Time Inc. and is used under license. MONEY and Time Inc. are not affiliated with, and do not endorse products or services of, Licensee.



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Delivering Positive Operating Leverage

(SMM)	2012	2011	4Q12	3Q12	Change vs.	
					2011 Pct.	3Q12 Pct.
Net interest income	\$1,710.5	\$1,629.2	\$ 434.1	\$ 430.3	5 %	1 %
Provision for credit losses	147.4	174.1	39.5	37.0	(15)	7
Noninterest income	1,097.9	980.6	297.7	261.1	12	14
Noninterest expense	1,835.9	1,728.5	470.6	458.3	6	3
Pre-tax income	825.1	707.2	221.6	196.1	17	13
Net Income	\$ 641.0	\$ 542.6	\$ 167.3	\$ 167.8	18	(0)
EPS	\$ 0.71	\$ 0.59	\$ 0.19	\$ 0.19	20 %	- %
Efficiency Ratio	63.4%	63.7%	62.3%	64.5%		
Total Revenue	\$2,808.4	\$2,609.8	\$ 731.8	\$ 691.4	8 %	6 %
Adjusted for significant items	(11.2)	6.4	0.2	-		
Revenue adjusted	\$2,797.2	\$2,616.2	\$ 732.0	\$ 691.4	7 %	6 %
Total noninterest expense	\$1,835.9	\$1,728.5	\$ 470.6	\$ 458.3	6 %	3 %
Adjusted for significant items	(23.5)	(7.3)	-	-		
Expense adjusted	1,812.4	\$1,721.2	470.6	\$ 458.3	5 %	3 %
Total tax provision	\$ 184.1	\$ 164.6	\$ 54.3	\$ 28.3	12 %	92 %
Adjusted for significant items	19.5	-	-	19.5		
Tax Provision adjusted	\$ 203.6	\$ 164.6	\$ 54.3	\$ 47.8	24 %	14 %
EPS	\$ 0.71	\$ 0.59	\$ 0.19	\$ 0.19	20 %	- %
Adjusted for significant items	(0.01)	-	-	(0.02)		
EPS adjusted	\$ 0.70	\$ 0.59	\$ 0.19	\$ 0.17	19 %	12 %

Refer to appendix slide "Reconciliation"



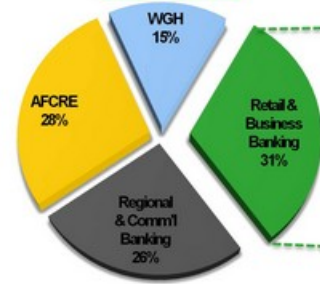
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Retail & Business Banking: ~30% of HBAN

HBAN 4Q12 Average Total

Revenue – \$737.2 MM

Loans – \$40.4 B



Retail & Business Banking

Revenue – \$312.7 MM

Loans – \$12.7 B



- 68% Spread Revenues
- 32% Fee Income

- 59% Home Equity
- 27% C&I
- 8% Mortgage
- 4% CRE
- 2% Other

Deposits – \$46.8 B



Deposits – \$28.3 B



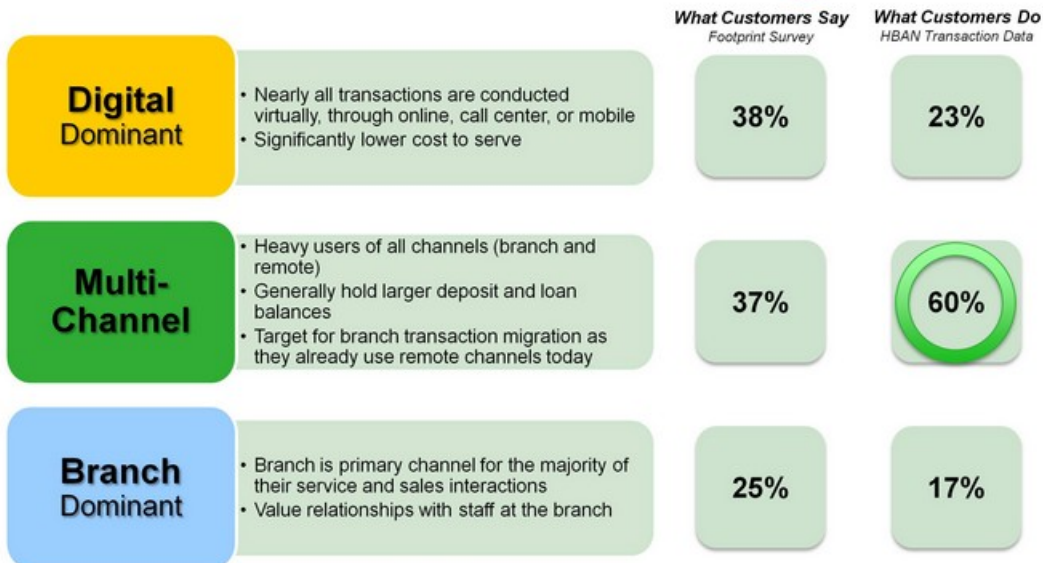
- 34% Demand Deposits
- 29% MMDA
- 17% Savings
- 20% CDs

Note: Retail Segment does not include mortgage banking activity.



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Retail Philosophy: Convenience Drives Retail Banking



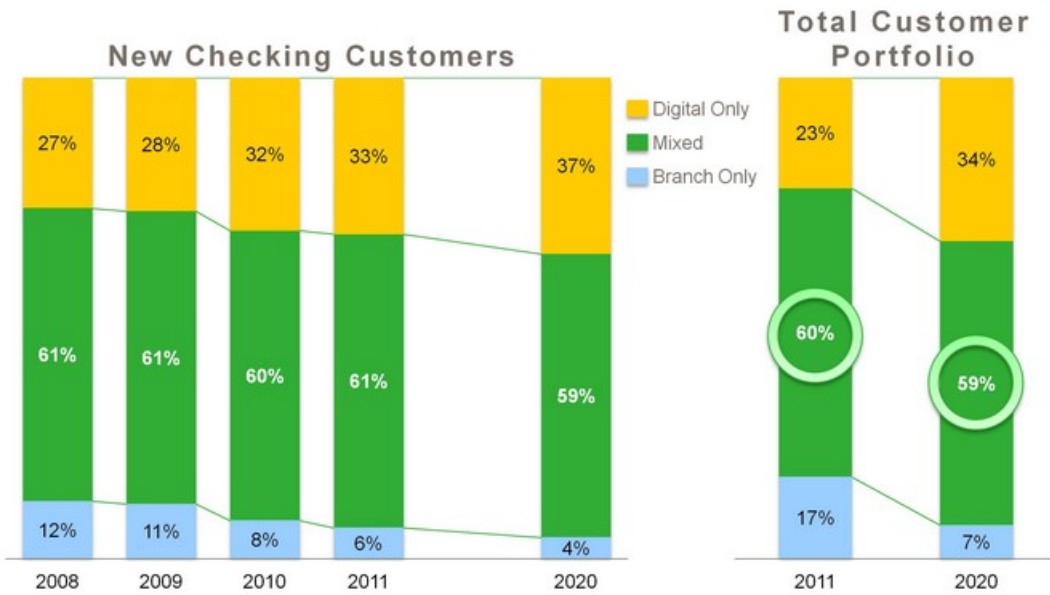
Over 65% of Huntington consumer customers have visited a branch in the last 30 days and the vast majority of customers behave as multi-channel users

Source: Novantas 2012 Multi-Channel Survey, Huntington footprint states & HBAN Transaction Data



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Customers Want Digital and Branches



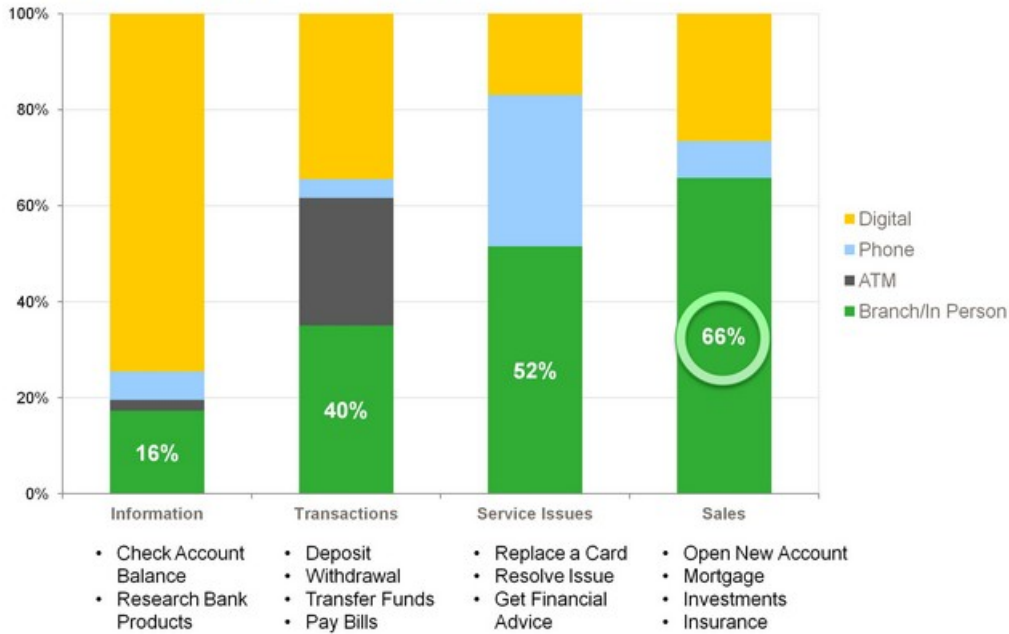
Though digital segments will increase at the expense of branch dominant, **the majority of customers prefer multi-channel convenience**

Source: Novantas Analysis, Huntington Transaction Data



Preferred Channel by Transaction Type

Sales Happen Face to Face



Source: Novantas 2012 Multi-Channel Survey, Huntington footprint states



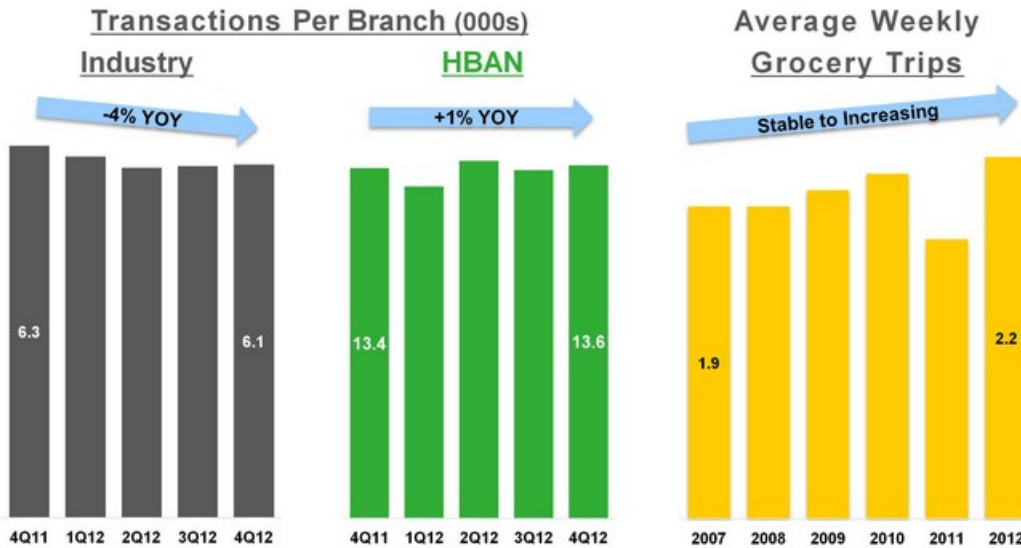
Optimizing the Retail Network

Branch, In-Store, High Function ATMs & Digital

Objective:	Initiatives:	HBAN Implication:
1 Very Accessible Virtual Network	DIGITAL <ul style="list-style-type: none"> New Huntington.com launched including alerts (2011) Launch full range of mobile apps (2011-2012) Launch mobile deposit (2013) ATM <ul style="list-style-type: none"> Rebrand & Refresh ATM Network (2010-2012) Rollout of 450+ Image Deposit ATMs (2013) 	<ul style="list-style-type: none"> Accounted for 8% of new accounts in 2012 Image Enabled ATM deposits expected to reduce branch transactions by 10%
2 Very Convenient Physical Network	IN-STORE <ul style="list-style-type: none"> 0% of Branches in 2009, 13% today, going to ~25% Exclusive partnerships with #1 grocer in Northeast Ohio (Giant Eagle) and Michigan (Meijer) TRADITIONAL <ul style="list-style-type: none"> 100% of Branches in 2009, 87% today, going to ~75% Expand convenience thru extended hours and 7-Day banking in select markets (2010) Rebrand & refresh existing branch network (2010-2012) 	<ul style="list-style-type: none"> Operating expense ~5% lower than traditional branches Rationalize and consolidate branches (7% closed 1Q12-1Q13)

Why We Believe in In-Stores

In-Store = Convenience = Acquisition



HBAN's household growth is more than offsetting the industry wide trend of declining branch transactions

Grocery store foot traffic creates continued growth opportunities

Evolution of the In-Store Strategy Expected to be Breakeven in 2014

- 92 branches opened: 4 in 4Q10, 28 in 2011, 60 in 2012
- Total in-store strategy: ~\$20 MM negative PTPPI in 2012
- Approximate annualized PTPPI contribution per in-store branch:
 - (\$186k) at 12 months
 - \$40k at 24 months
 - \$250k at 36 months

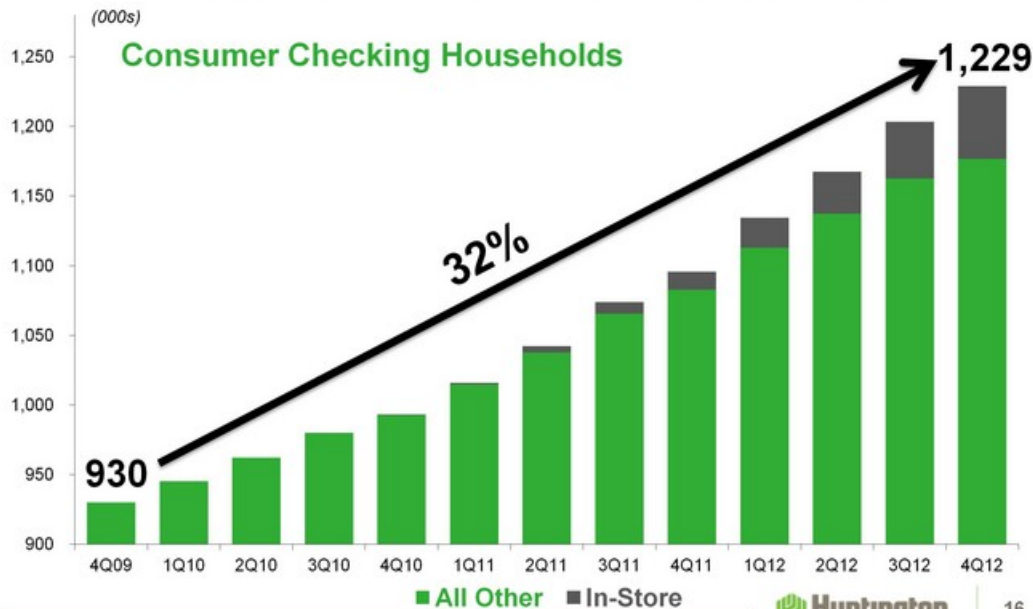
Openings		4Q12	1H13	2H13	1H14	2H14	1H15	2H15
Negative Contribution	0-6 Months	27	27	8	4	0	2	0
	6-12	33	27	27	8	4	0	2
	12-18	9	33	27	27	8	4	0
	18-24	19	9	33	27	27	8	4
Positive Contribution	24-30	4	19	9	33	27	27	8
	30-36	0	4	19	9	33	27	27
	36+	0	0	4	23	32	65	92
Total In-Stores		92	119	127	131	131	133	133
Total Retail Branches		693	711	719	723	723	725	725



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Consumer Checking Account Household Growth

- 32% growth since 2009... footprint population growth of <1%⁽¹⁾
- 12% growth in 2012
- In-store = 13% of total branches but 27% of net new households in 2012

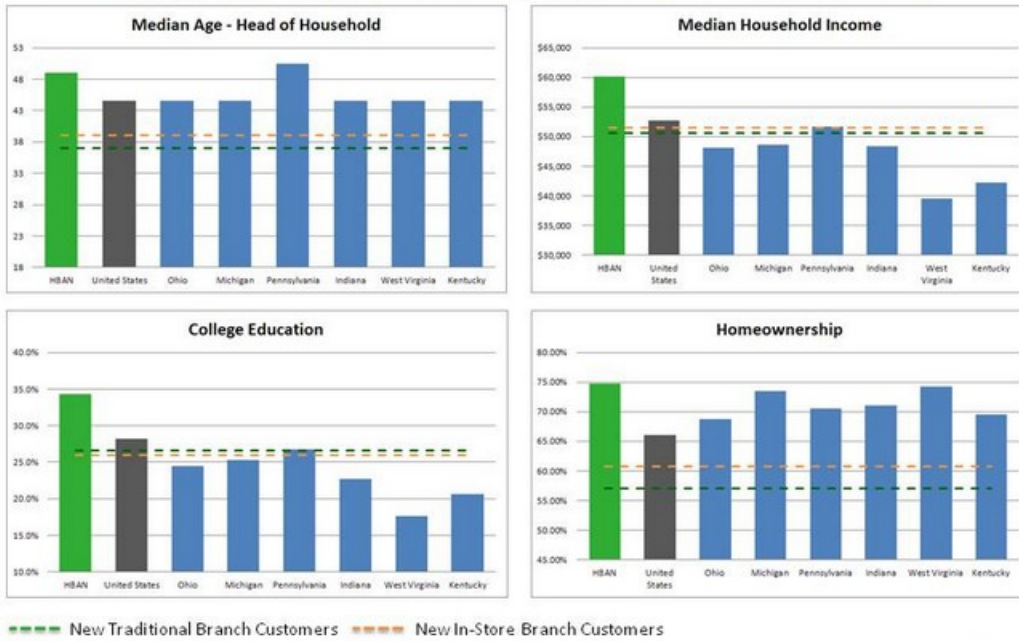


(1) Source: US Census Bureau



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New Customers Compared to Footprint: Younger, Higher Income, More Educated

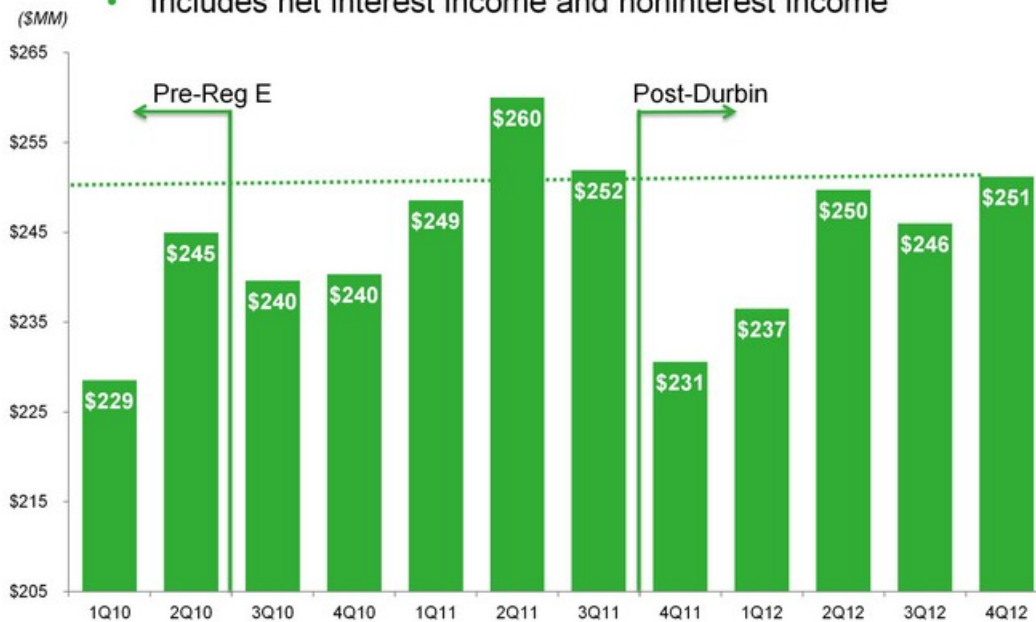


Sources: www.census.gov, Acxiom demographics



Consumer Checking Household Revenue

- 4Q12 exceeds pre-“Fair Play”, Durbin, and Reg E levels
- Includes net interest income and noninterest income



Convenience Matters ... Be Where The Customers Are

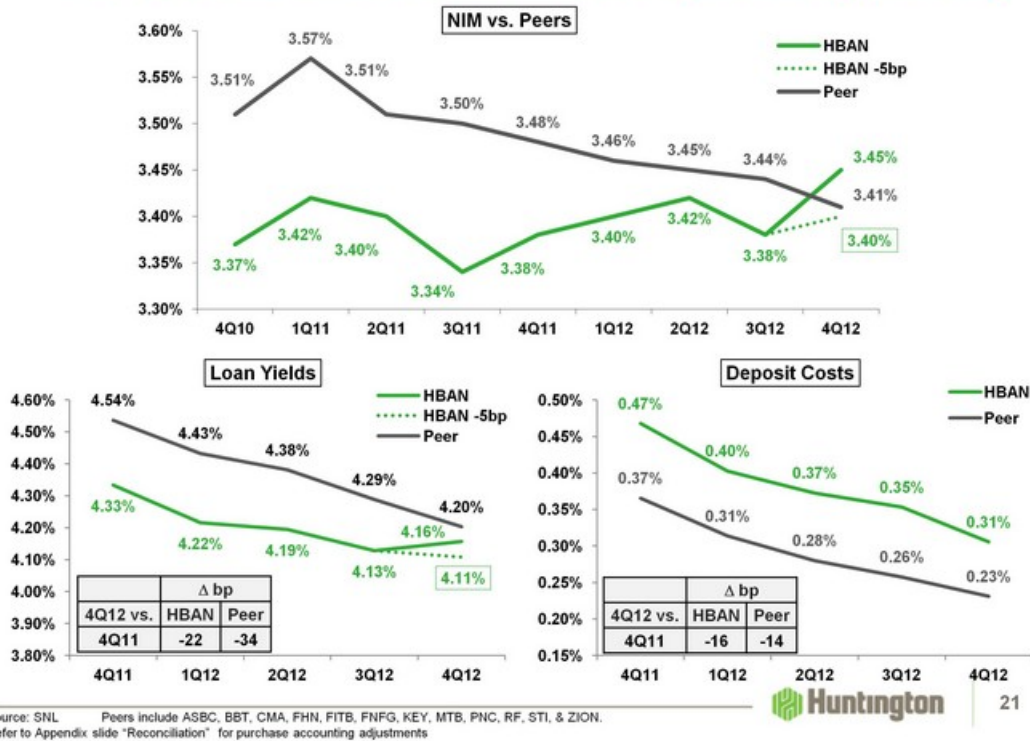
- Investments across all channels: Digital, ATM, traditional, & in-store
- Taking share by driving household growth
- Positive demographics with diverse mix
- Reduce delivery costs for services and sales
- Sales happen face to face

2013 Expectations

	Challenge / Opportunity	HBAN
Economy	Customer sentiment is influenced by the uncertainty in Washington	Midwestern strength and soundness of HBAN strategy will drive growth.
Interest Rates	Prolonged low interest rate environment	NIM is not expected to fall below the mid 3.30%'s.
Loan Growth	Economic uncertainty influenced by Washington remains a hurdle to solid loan growth	<ul style="list-style-type: none"> • C&I: continued growth — we expect growth will be more heavily weighted to the back half of the year when economic uncertainty driven by Washington is expected to be resolved. • Indirect Automobile: On-balance sheet exposure is expected to increase and we anticipate two securitizations in 2013. • Residential Mortgages and Home Equity: modest growth. • CRE: expected to remain in the \$5.0 and \$5.5 B range.
Noninterest Income	Anticipated normalization in mortgage banking activity	<ul style="list-style-type: none"> • Continued benefits from growth in new customers, increased contribution from higher cross-sell, and the continued maturation of strategic investments. • Relatively stable, excluding the impact of any automobile loan sales, any net MSR impact, and typical first quarter seasonality.
Noninterest Expense	At levels above our long-term expectations relative to revenue	In response to changes in our economic outlook, we have moderated the pace and size of our planned investments in order to drive positive operating leverage in 2013.
Credit Quality	Continued improvement from current levels	NCOs should approach normalized levels by the end of 2013.

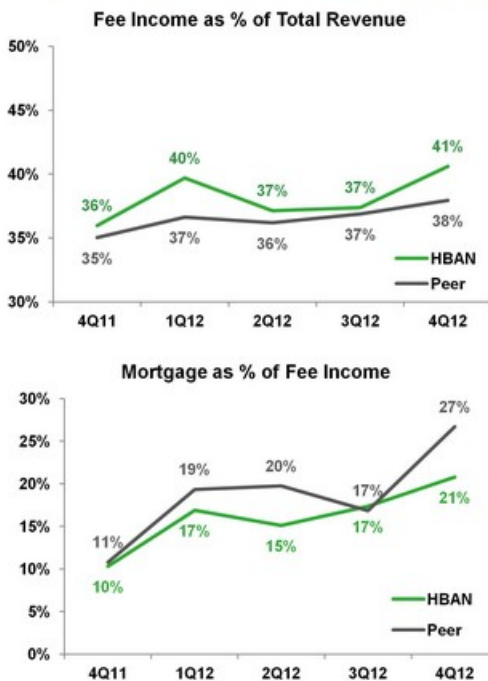
Positioned Well Relative to Peers

More stable NIM & Loan Yields; Deposit Opportunity



Positioned Well Relative to Peers

OCR-Driven Fee Growth, Better Fee Mix



OCR & Relationship -Driven Fee Income Growth (Full Year 2012 vs. 2011):

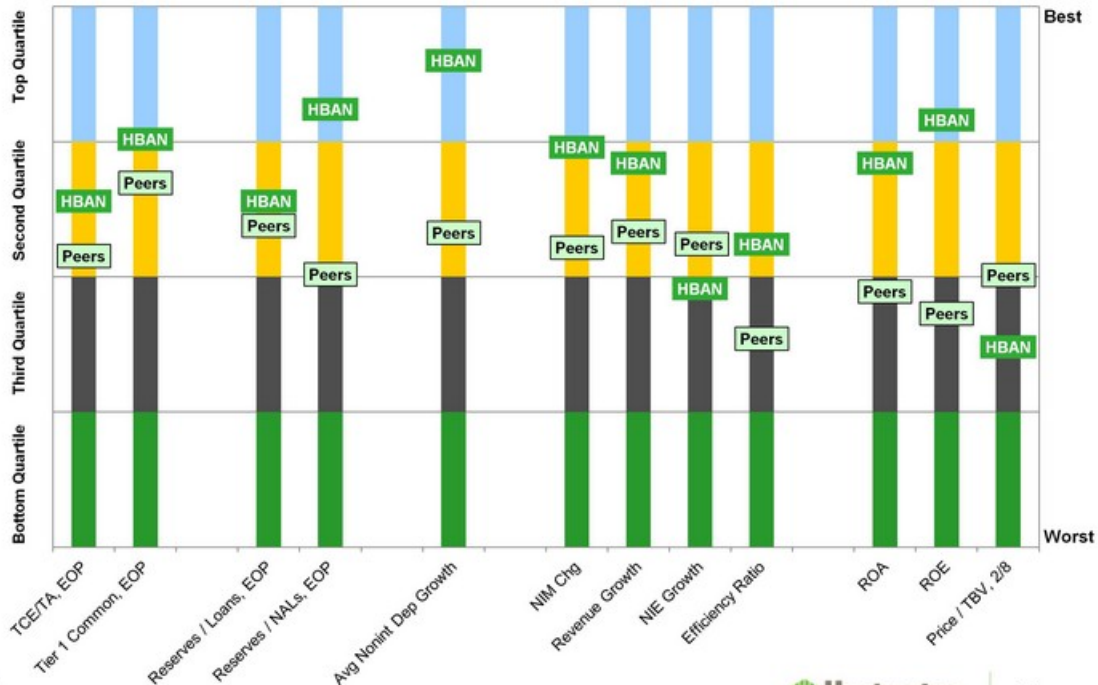
- \$19MM, or 8%, increase in service charges on deposits accounts
- \$12MM, or 32%, increase in capital markets
- \$4MM, or 2%, increase in trust and insurance
- \$29MM, 26%, decrease in electronic banking (includes \$56MM unfavorable impact from Durbin Amendment)



Source: SNL. Peers include ASBC, BBT, CMA, FHN, FITB, FNFG, KEY, MTB, PNC, RF, STI, & ZION. Mortgage data unavailable for ASBC (4Q12 only), CMA, KEY, PNC, & ZION.

Strategy & Execution Differentiate Results

Comparison of Selected Performance Metrics Among Top 100 Bank Holding Companies ⁽¹⁾



⁽¹⁾ 100 largest BHCs, ranked by assets; data reflects 2012 vs. 2011. Source: SNL Financial, as of 2/8/13. Peer average includes ASBC, BBT, CMA, FHN, FITB, FNFG, KEY, MTB, PNC, RF, STI, and ZION.



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Important Messages

- Multi-year process of executing our long-term strategic plan
 - + Strategic investments added over \$50 MM of pre-tax income in 2012
 - + In-Store to be breakeven in 2014
- Moderating level of investment given economic uncertainty
 - + Continuously looking for improving efficiencies / effectiveness of expenses
- Managing to a lower risk profile and consistent performance
- Opportunities exist in a low rate environment given current funding / deposit costs and relentless focus on loan yields
- High level of management and shareholder alignment
 - + 70% of executive team incentives are performance based
 - + Recently amended contracts to align with or exceed current best practices
 - + 50% of net equity awards must be held for duration of employment



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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 Fourth Quarter Performance Discussion and Quarterly Financial Review supplements, the 2012 fourth quarter earnings press release, 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.

Rounding

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

Basis of Presentation

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.

Pre-Tax, Pre-Provision Income

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

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

Basis of Presentation

Significant Items

From time to time, revenue, expenses, or taxes are impacted by items judged by Management to be outside of ordinary banking activities and/or by items that, while they may be associated with ordinary banking activities, are so unusually large that their outsized impact is believed by Management at that time to be 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", when appropriate, 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.



Reconciliation

Significant Items Impacting Financial Performance Comparisons

(in millions, except per share amounts)

	4Q12		3Q12		2Q12		1Q12	
	After-tax	EPS	After-tax	EPS	After-tax	EPS	After-tax	EPS
Net income - reported earnings	\$ 167.3		\$ 167.8		\$ 152.7		\$ 153.3	
Net income applicable to common shares	\$ 159.3	\$ 0.19	\$ 159.8	\$ 0.19	\$ 144.7	\$ 0.17	\$ 145.2	\$ 0.17
Significant items - favorable (unfavorable) impact:	Earnings ⁽²⁾	EPS	Earnings ⁽¹⁾	EPS	Earnings ⁽²⁾	EPS	Earnings ⁽²⁾	EPS
State deferred tax valuation allowance adjustment	\$ -	\$ -	\$ 19.5	\$ 0.02	\$ -	\$ -	\$ -	\$ -
Litigation reserves additions	-	-	-	-	-	-	(23.5)	(0.02)
Bargain purchase gain - FDIC assisted acquisition	(0.2)	(0.00)	-	-	-	-	11.4	0.01
(1) After-tax								
(2) Pre-tax								

(in millions, except per share amounts)

	4Q11		3Q11		2Q11		1Q11	
	After-tax	EPS	After-tax	EPS	After-tax	EPS	After-tax	EPS
Net income - reported earnings	\$ 126.9		\$ 143.4		\$ 145.9		\$ 126.4	
Net income applicable to common shares	\$ 119.2	\$ 0.14	\$ 135.7	\$ 0.16	\$ 138.2	\$ 0.16	\$ 118.7	\$ 0.14
Significant items - favorable (unfavorable) impact:	Earnings ⁽²⁾	EPS	Earnings ⁽²⁾	EPS	Earnings ⁽²⁾	EPS	Earnings ⁽²⁾	EPS
Litigation reserves additions	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (17.0)	\$ (0.01)
Gain on early extinguishment of debt	9.7	0.01	-	-	-	-	-	-
Visa® related derivative loss	(6.4)	(0.00)	-	-	-	-	-	-
(1) After-tax								
(2) Pre-tax								

Adjustments Related to Purchase Accounting

	4Q12	3Q12	2Q12	1Q12	4Q11	3Q11	2Q11	1Q11	4Q10
Reported NIM	3.45%	3.38%	3.42%	3.40%	3.38%	3.34%	3.40%	3.42%	3.37%
Temporary benefit related to purchase accounting accretion	-0.05%	-	-	-	-	-	-	-	-
Adjusted NIM	3.40%	3.38%	3.42%	3.40%	3.38%	3.34%	3.40%	3.42%	3.37%
Reported Loan Yields	4.16%	4.13%	4.19%	4.22%	4.33%	4.42%	4.50%	4.59%	4.83%
Temporary benefit related to purchase accounting accretion	-0.05%	-	-	-	-	-	-	-	-
Adjusted Loan Yields	4.11%	4.13%	4.19%	4.22%	4.33%	4.42%	4.50%	4.59%	4.83%



