Huntington Bancshares Incorporated

Basel III Regulatory Capital Disclosures

December 31, 2015

Glossary of Acronyms

Acronym	Description
AFS	Available For Sale
ALLL	Allowance for Loan and Lease Losses
C&I	Commercial and Industrial
CAP	Capital Adequacy Process
CRE	Commercial Real Estate
EAD	Exposure At Default
GAAP	Generally Accepted Accounting Principles in the United States
HTM	Held to Maturity
HVCRE	High Volatility Commercial Real Estate
ISDA	International Swaps and Derivatives Association
MD&A	Management Discussion and Analysis
MDB	Multilateral Development Bank
OTC	Over-The-Counter
PFE	Potential Future Exposure
PSE	Public Sector Entity
RWA	Risk Weighted Assets
SSFA	Simplified Supervisory Formula Approach
T-Bill	Treasury Bill
T-Bond	Treasury Bond
T-Note	Treasury Note
VIE	Variable Interest Entity

Introduction

Company Overview

Huntington Bancshares Incorporated (Huntington or HBI) is a multi-state diversified regional bank holding company organized under Maryland law in 1966 and headquartered in Columbus, Ohio. Through its subsidiaries, including its bank subsidiary, The Huntington National Bank (the Bank), Huntington is engaged in providing full-service commercial, small business, consumer banking services, mortgage banking services, automobile financing, equipment leasing, investment management, trust services, brokerage services, insurance programs, and other financial products and services. Huntington's banking offices are located in Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. Select financial services and other activities are also conducted in various other states. International banking services are available through the headquarters office in Columbus, Ohio and a limited purpose office located in the Cayman Islands and another in Hong Kong. When we refer to "we", "our", and "us" in this report, we mean Huntington Bancshares Incorporated and our consolidated subsidiaries. When we refer to the "Bank" in this report, we mean our only bank subsidiary, The Huntington National Bank, and its subsidiaries.

The Board of Governors of the Federal Reserve System (Federal Reserve Board) is the primary regulator of HBI, a bank holding company under the Bank Holding Company Act of 1956 (BHC Act). As a bank holding company, HBI is subject to consolidated risk-based regulatory capital requirements which are computed in accordance with the applicable risk-based capital regulations of the Federal Reserve Board. These capital requirements are expressed as capital ratios that compare measures of regulatory capital to risk-weighted assets (RWAs). Capital levels are subject to qualitative judgments by the regulators on capital components, risk weightings and other factors. In addition, we are subject to requirements with respect to leverage.

Regulatory Capital and Capital Ratios

In 2013, the Federal Reserve voted to adopt final capital rules implementing Basel III requirements for U.S. Banking organizations. The final rules establish an integrated regulatory capital framework and implement in the United States the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain changes required by the Dodd-Frank Act. Under the final rule, minimum requirements increase for both the quantity and quality of capital held by banking organizations. Consistent with the international Basel framework, the final rule includes a new minimum ratio of common equity tier 1 capital to risk-weighted assets and a common equity tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The rule also raises the minimum ratio of tier 1 capital to risk-weighted assets and includes a minimum leverage ratio of 4%. These new minimum capital ratios were effective for us on January 1, 2015, and will be fully phased-in on January 1, 2019. We are now subject to the standardized approach for calculating risk-weighted assets in accordance with subpart D of the final rule.

The following are the minimum Basel III regulatory capital levels, including a capital conservation buffer, which we must satisfy to avoid limitations on capital distributions and discretionary bonus payments during the applicable transition period, from January 1, 2015, until January 1, 2019:

	Basel III Regulatory Capital Levels				
	January 1, 2015	January 1, 2016	January 1, 2017	January 1, 2018	January 1, 2019
Common equity tier 1 risk-based capital ratio	4.5 %	5.125 %	5.75 %	6.375 %	7.0 %
Tier 1 risk-based capital ratio	6.0 %	6.625 %	7.25 %	7.875 %	8.5 %
Total risk-based capital ratio	8.0 %	8.625 %	9.25 %	9.875 %	10.5 %

The final rule emphasizes common equity tier 1 capital, the most loss-absorbing form of capital, and implements strict eligibility criteria for regulatory capital instruments. The final rule also modifies the methodology for calculating risk-weighted assets to enhance risk sensitivity. Banks and regulators use risk weighting to assign different levels of risk to different classes of assets.

Table 1 – Scope of Application

The Basel III Regulatory Capital Disclosures and HBI's regulatory capital ratio calculations are prepared on a fully consolidated basis. The consolidated financial statements are prepared in accordance with U.S. GAAP and include the accounts of HBI and its majority-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. HBI is subject to the standardized approach for calculating risk-weighted assets.

Restrictions on the Transfer of Funds or Regulatory Capital within HBI

Dividends from the Bank to HBI are the primary source of funds for payment of dividends to our shareholders. However, there are statutory limits on the amount of dividends that the Bank can pay to HBI. Regulatory approval is required prior to the declaration of any dividends in an amount greater than its undivided profits or if the total of all dividends declared in a calendar year would exceed the total of its net income for the year combined with its retained net income for the two preceding years, less any required transfers to surplus or common stock. The Bank is currently able to pay dividends to HBI subject to these limitations.

Compliance with Capital Requirements

As of December 31, 2015, HBI had capital levels above the minimum regulatory capital requirements, as well as the well-capitalized standards established for prompt corrective action. For further detail on capital ratios, see Table 31 – Regulatory Capital Data in the 2015 Annual Report on Form 10-K. Also, the aggregate amount of surplus capital in our insurance subsidiaries included in HBI consolidated Total Capital as of December 31, 2015 was $11 million. No subsidiary had a capital shortfall relative to its minimum regulatory capital requirements as of this reporting date.

Table 2: Capital Structure

Common equity (i.e., common stock, capital surplus, and retained earnings) is the primary component of our capital structure. Common equity allows for the absorption of losses on an ongoing basis and is permanently available for this purpose. Further, common equity allows for the conservation of resources during stress, as it provides HBI with full discretion on the amount and timing of dividends and other distributions.

However, regulators and rating agencies include other non-common forms of capital (e.g., subordinated debt and preferred stock) in their calculations of capital adequacy. Accordingly, Huntington allows for the inclusion of these alternative forms of capital in its metrics for the tier 1 risk based capital and total risk based capital ratios.

The terms and conditions of HBI's capital instruments are described in the 2015 Annual Report on Form 10-K as follows:

- Common stock and preferred stock terms and conditions are described on the Balance Sheet in HBI's Consolidated Financial Statements
- Trust preferred securities terms and conditions are described in Note 19–VIEs in the 2015 Annual Report on Form 10-K
- Subordinated debt terms and conditions are described in Note 10 – Long-Term Debt in the 2015 Annual Report on Form 10-K

The components of HBI's capital structure are disclosed in MD&A Table 29-Capital Under Current Regulatory Standards (transitional Basel III basis) in the 2015 Annual Report on Form 10-K.

Table 3: Capital Adequacy

We utilize a capital adequacy process (CAP) which, at a minimum, addresses requirements set forth in the Federal Reserve's *Seven Principles of an Effective Capital Adequacy Process*:

1. Sound foundational risk management
2. Effective loss estimation methodologies
3. Solid resource estimation methodologies
4. Sufficient capital adequacy impact assessment
5. Comprehensive capital policy and planning
6. Robust internal controls
7. Effective governance

Huntington's CAP objectives are to assure that capital levels are considered strong, to support underlying risk positions, and allow it to continue its operations as a credit intermediary. To do so, the CAP assesses both point-in-time and forecasted capital ratios. Huntington understands that the appropriate level of capital cannot be determined solely through the application of quantitative criteria for "adequately" and "well-capitalized" levels. Huntington is independently responsible for assessing its own capital adequacy based on its risk profile and business model.

In building its CAP, Risk Management and Finance may establish working groups to facilitate day-to-day work and resolve and/or recommend solutions to issues that arise as a result of CAP enhancements. Recommendations and updates from working groups are reported to the Capital Management Committee and, as applicable, to the Risk Oversight Committee of the Board of Directors.

Risk-weighted assets represent an institution's on-balance sheet assets and off-balance sheet exposures, weighted according to the risk associated with each exposure category. The risk-weighted asset calculation is used in determining the institution's capital requirement.

The following table shows risk-weighted assets by exposure types:

Risk Weighted Assets

(dollar amounts in thousands)		December 31, 2015
On-balance sheet assets:		
Exposure to sovereign entities [(1)]	$	756,265
Exposures to certain supranational entities and MDBs		—
Exposure to depository institutions, foreign banks and credit unions		373,220
Exposures to public sector entities (PSE)		589,271
Corporate exposures		24,029,040
Residential mortgage exposures		10,542,021
Statutory multifamily mortgages and pre-sold construction loans		437,388
High volatility commercial real estate (HVCRE) loans		828,137
Past due exposures		355,193
Other loans		9,514,967
Default fund contributions		—
Securitization exposures		793,281
Equity exposures		534,594
Trading & Other Assets		3,675,026
Off-balance sheet:		
Commitments		5,057,881
OTC Derivatives		429,611
Cleared transactions		515
Securitization Exposures		—
Letters of credit		487,296
Unsettled transactions		—
Other Off Balance Sheet Items		16,210
Total Standardized Risk Weighted Assets	$	58,419,916
Common Equity Tier 1 Capital Ratio		
Huntington Bancshares Incorporated		9.79 %
Huntington National Bank		9.46 %
Tier 1 Risk-Based Capital Ratio		
Huntington Bancshares Incorporated		10.53 %
Huntington National Bank		9.83 %
Total Risk-Based Capital Ratio		
Huntington Bancshares Incorporated		12.64 %
Huntington National Bank		11.74 %
Tier 1 Leverage Ratio		
Huntington Bancshares Incorporated		8.79 %
Huntington National Bank		8.21 %

(1) HBI's sovereign exposure is predominantly to the U.S. government and its agencies.

Note: Huntington is not subject to the Market Risk requirements under subpart F of the final rule.

HBI’s capital ratios are presented in MD&A Table 31 – Regulatory Capital Data, in our 2015 Annual Report on Form 10-K.

Table 4: Capital Conservation Buffer

The capital conservation buffer is mandatory regulatory capital that financial institutions are required to hold in addition to the other minimum capital requirements. Basel III guidelines state a banking organization would need to hold a capital conservation buffer in an amount greater than 2.5% of total risk-weighted assets over the regulatory "well-capitalized" minimums to avoid limitations on capital distributions and discretionary bonus payments to executive officers. HBI is subject to the capital conservation buffer requirements, which is phased-in, as detailed below:

	2016	2017	2018	2019
Capital conservation buffer	0.625 %	1.25 %	1.875 %	2.5 %

Table 5: Credit Risk: General Disclosures

The following credit risk policies are described in Note 1 to the Consolidated Financial Statements included in our 2015 Annual Report on Form 10-K:

a. Policy for determining past due or delinquency status
b. Policy for placing loans on nonaccrual status
c. Policy for returning loans to accrual status
d. Definition of and policy for identifying impaired loans
e. Description of the methodology that HBI uses to estimate its allowance for loan and lease losses
f. Policy for charging-off uncollectible amounts

Discussion of HBI's credit risk management process is presented in the 2015 Annual Report on Form 10-K in the Credit Risk section of MD&A.

Table 5B: Total Credit Risk Exposures

	Credit Exposure December 31, 2015			
(dollar amounts in thousands)	Loans	Unused Commitments (1)	Total	Average Balance
C&I	$ 20,578,778	$ 11,116,502	$ 31,695,280	$ 31,343,857
CRE	5,292,168	1,713,339	7,005,507	7,011,030
Automobile loans and leases	9,480,678	—	9,480,678	9,320,459
Home Equity	8,568,451	6,911,645	15,480,096	15,422,176
Residential Mortgage	6,319,694	163,452	6,483,146	6,625,024
Other Consumer Loans	563,055	1,498,996	2,062,051	1,973,726
Total Loans and Commitments Credit Exposures	$ 50,802,824	$ 21,403,934	$ 72,206,758	$ 71,696,272

(1) Commitments include unused loan commitments, standby letters-of-credit, and commercial letters-of-credit.

(dollar amounts in thousands)	Derivatives Credit Exposure December 31, 2015	Derivatives Credit Exposure Average Balance
Interest Rate	$ 424,332	$ 448,389
Foreign Exchange	158,242	166,582
Commodities	109,407	113,513
Equities	7,807	7,807
Total Derivatives Credit Exposures	$ 699,788	$ 736,291

Disclosure of Debt Securities exposure is described in Note 4 - Available-for-Sale and Other Securities and Note 5 - Held-to-Maturity Securities in the 2015 Annual Report on Form 10-K.

Table 5C: Geographic Distribution of Credit Exposures

	Loans and Commitments Credit Exposure by State							
	December 31, 2015							
(dollar amounts in thousands)	OH	MI	IN	KY	WV	PA	Other	Total
C&I	$11,621,555	$ 4,955,892	$ 2,097,186	$ 730,933	$ 799,464	$ 2,841,187	$ 8,649,063	$31,695,280
CRE	3,057,640	876,485	556,600	106,744	90,250	473,243	1,844,545	7,005,507
Automobile loans and leases	2,884,202	758,704	992,065	1,013,402	365,009	980,350	2,486,946	9,480,678
Home equity	9,246,625	2,999,427	1,113,655	377,672	566,743	975,088	200,886	15,480,096
Residential mortgage	2,883,841	1,318,619	408,029	92,592	217,964	352,610	1,209,491	6,483,146
Other consumer loans	1,223,839	414,634	114,581	28,676	59,597	126,869	93,855	2,062,051
Total Loans and Commitments Credit Exposures	$30,917,702	$11,323,761	$ 5,282,116	$ 2,350,019	$ 2,099,027	$ 5,749,347	$14,484,786	$72,206,758

	Derivative Credit Exposure by Country				
	December 31, 2015				
(dollar amounts in thousands)	Interest Rate Derivatives	Foreign Exchange	Commodities	Equities	Total Exposure
United States	$ 381,772	$ 97,160	$ 89,443	$ —	$ 568,375
Non-United States	42,560	61,082	19,964	7,807	131,413
Total Derivatives Credit Exposure	$ 424,332	$ 158,242	$ 109,407	$ 7,807	$ 699,788

Disclosure of Debt Securities exposure by type is presented in Note 4 - Available-for-Sale and Other Securities and Note 5 - Held-to-Maturity Securities in the 2015 Annual Report on Form 10-K.

Table 5D: Distribution of Exposures by Industry Type, Categorized by Major Types of Credit Exposures

	December 31, 2015 Credit Exposure by Industry Category			
(dollar amounts in thousands)	Loans	Unused Commitments	Derivatives	Total
Real Estate and Rental and Leasing	$ 5,090,740	$ 1,562,217	$ 161,684	$ 6,814,641
Manufacturing	3,496,145	2,528,668	116,858	6,141,671
Retail Trade	3,690,619	1,541,546	—	5,232,165
Finance and Insurance	1,630,022	1,719,469	303,415	3,652,906
Health Care and Social Assistance	1,873,065	675,813	37,267	2,586,145
Wholesale Trade	1,293,749	1,108,392	—	2,402,141
Professional, Scientific, and Technical Services	809,595	607,909	—	1,417,504
Transportation and Warehousing	1,195,449	253,473	—	1,448,922
Accommodation and Food Services	1,182,119	211,287	—	1,393,406
Construction	708,496	539,220	—	1,247,716
Other Services	904,355	353,743	53,524	1,311,622
Utilities	341,150	539,009	—	880,159
Mining, Quarrying, and Oil and Gas Extraction	671,844	345,685	4,590	1,022,119
Educational Services	432,968	124,137	—	557,105
Arts, Entertainment, and Recreation	308,647	189,918	—	498,565
Information	321,897	143,478	—	465,375
Admin./Support/Waste Mgmt. and Remediation Services	311,390	163,117	—	474,507
Public Administration	261,855	4,262	9,644	275,761
Agriculture, Forestry, Fishing and Hunting	164,459	58,350	—	222,809
Management of Companies and Enterprises	89,895	10,949	—	100,844
Unclassified/Other	1,057,712	149,199	12,806	1,219,717
Total Commercial Credit Exposure by Industry Category	25,836,171	12,829,841	699,788	39,365,800
Purchased impaired loans	34,775	—	—	34,775
Automobile loans and leases	9,480,678	—	—	9,480,678
Home Equity	8,568,451	6,911,645	—	15,480,096
Residential mortgage	6,319,694	163,452	—	6,483,146
Other consumer loans	563,055	1,498,996	—	2,062,051
Total Loans, Commitments, and Derivatives Credit Exposures	$ 50,802,824	$ 21,403,934	$ 699,788	$ 72,906,546

Discussion of Debt Securities exposure is presented in Note 4 - Available-for-Sale and Other Securities and Note 5 - Held-to-Maturity Securities in the 2015 Annual Report on Form 10-K.

Table 5E: Impaired or Past Due Loans by Major Industry or Counterparty Type and Charge-off Information

Disclosures of amount of impaired loans for which there was a related allowance under GAAP, amount of impaired loans for which there was no related allowance under GAAP, and the balance of Allowance for Loan Losses disaggregated on the basis of the impairment method are presented in Note 3 – Loans and Leases and Allowance for Credit Losses in the 2015 Annual Report on Form 10-K.

Discussion of HBI's charge-offs during the period is presented in MD&A Table 17 – Net Loan and Lease Charge-offs in the 2015 Annual Report on Form 10-K.

Disclosures on the amount of loans past due 90 days and on nonaccrual, and loans past due 90 days and still accruing are presented in Note 3 – Loans and Leases and Allowance for Credit Losses in the 2015 Annual Report on Form 10-K.

Table 5F: Impaired Loans by Geographic Distribution:

	Impaired loans with no related allowance recorded						
	December 31, 2015						
(dollar amounts in thousands)	Commercial and Industrial	Commercial Real Estate	Automobile	Home Equity	Residential Mortgage	Other Consumer	Total
State:							
Indiana	$ 24,612	$ 9,016	$ —	$ —	$ —	$ —	$ 33,628
Kentucky	—	—	—	—	—	—	—
Michigan	22,670	39,917	—	—	—	52	62,639
Ohio	106,569	13,529	—	—	—	—	120,098
Pennsylvania	12,294	1,457	—	—	—	—	13,751
West Virginia	1,748	—	—	—	—	—	1,748
Other	87,908	4,341	—	—	—	—	92,249
Total	$ 255,801	$ 68,260	$ 0	$ 0	$ 0	$ 52	$ 324,113

	Impaired loans with related allowance recorded						
	December 31, 2015						
(dollar amounts in thousands)	Commercial and Industrial	Commercial Real Estate	Automobile	Home Equity	Residential Mortgage	Other Consumer	Total
State:							
Indiana	$ 11,716	$ 21,425	$ 3,813	$ 16,168	$ 20,039	$ —	$ 73,161
Kentucky	6,341	662	4,165	5,260	8,310	0	24,738
Michigan	82,233	21,160	2,544	58,466	74,362	1,288	240,053
Ohio	83,746	35,365	8,779	135,347	184,212	1,946	449,395
Pennsylvania	21,597	3,245	3,911	13,105	12,646	219	54,723
West Virginia	14,908	23	1,584	7,837	6,142	230	30,724
Other	25,708	8,595	6,508	12,656	62,738	957	117,162
Total	$ 246,249	$ 90,475	$ 31,304	$ 248,839	$ 368,449	$ 4,640	$ 989,956

Table 5G: Reconciliation of Changes in ALLL:

Reconciliation of changes in the Allowance for Loan and Lease Losses is presented in Note 3 – Loans and Leases and Allowance for Credit Losses in the 2015 Annual Report on Form 10-K.

Table 5H: Remaining Contractual Portfolio Maturity, Categorized by Credit Exposure

	Credit Exposure by Maturity			
	December 31, 2015			
(dollar amounts in thousands)	1 Year or Less	Over 1 Year To 5 Years	Over 5 Years	Total
C&I	$ 11,568,447	$ 17,005,610	$ 3,121,223	$ 31,695,280
CRE	1,863,905	4,089,234	1,052,368	7,005,507
Automobile loans and leases	96,517	5,992,527	3,391,634	9,480,678
Home equity	236,006	465,336	14,778,754	15,480,096
Residential mortgage	331,076	58,918	6,093,152	6,483,146
Other consumer loans	387,997	1,359,000	315,054	2,062,051
Debt Securities	332,678	824,905	12,962,889	14,120,472
Derivatives	105,432	496,970	97,386	699,788
Total Credit Exposure by Maturity	$ 14,922,058	$ 30,292,500	$ 41,812,460	$ 87,027,018

For additional information on credit exposures, please see the 2015 Fourth Quarter FR Y-9C and Note 3 – Loans and Leases and Allowance for Credit Losses, Note 4 – Available-for-Sale and Other Securities, Note 5 – Held-to-Maturity Securities, and Note 18– Derivative Financial Instruments in the 2015 Annual Report on Form 10-K.

Table 6: General Disclosure for Counterparty Credit Risk-Related Exposures

We offer risk management products that enable customers to hedge various forms of financial risks including interest rate risk, foreign currency translation risk and commodity price risk. We also act as an intermediary between customers and money-center banks (primarily North American and European) enabling customers to access financial products (and hedge risk). Huntington's product suite enables customers to better control business risk and deepens relationships.

Prior to executing an OTC transaction, the financial strength of a potential counterparty is established using a risk rating methodology approved by the Credit Policy and Strategy Committee (reporting to the Board of Directors). The methodology is the same as that used to make lending decisions for commercial customers and similar for financial institution counterparties. Credit ratings are developed and exposure limits are established no less than annually that reflects our assessment of the financial strength of the counterparty.

The Bank uses an internal model to determine the potential future exposure (PFE) of OTC derivatives which is used to calculate the total credit exposure. As Huntington is subject to the Standardized Approach, RWA for OTC derivatives is determined using the methodology prescribed in the Final Rule for calculating PFE, and not our internal model.

To mitigate our exposure, collateral agreements are required for financial institution counterparties. These agreements consist of industry standard contracts (ISDA and Credit Support Annex agreements) that detail (inter alia) collateral requirements, acceptable collateral types, an unambiguous method for valuing collateral, as well as 'haircuts'. Daily collateral management activities are performed by a specialized Corporate Treasury team according to the legally enforceable contracts. The primary types of collateral taken in these contracts include cash, U.S. T-Bill, U.S. T-Note, U.S. T-Bond and U.S. Government Agency Securities.

Collateral agreements are not dependent on the credit ratings of the Bank or its counterparties. Rather, existing collateral agreements require Huntington and counterparty institutions to maintain 'well-capitalized' status (by regulatory standards). Failure to maintain 'well-capitalized' status is considered an early termination event and will likely result in a termination of the relationship.

Consistent with GAAP, an allowance is established to reflect the potential for losses associated with customer's unrealized losses on OTC contracts. A two-year cumulative probability of default metric is multiplied by unrealized customer losses to reflect a loss emergence period of two years.

(dollar amounts in thousands)		December 31, 2015
OTC Derivatives		
Gross Positive Fair Value	$	413,619
Net Unsecured Credit Exposure (1)		612,918
Collateral Held:		
Cash	$	64,963
Securities		34,197
Credit Equivalent Amount		478,385
Repo Style Transactions		
Gross Positive Fair Value	$	381,044
Net Unsecured Credit Exposure (1)		4,774
Collateral Held:		
Cash	$	376,270
Credit Equivalent Amount		4,774
Notional Amount of Credit Derivatives - Loan Participations		
Notional of Credit Derivatives - Purchased Protection	$	749,580
Notional of Credit Derivatives - Sold Protection		343,627
Total Notional of Credit Derivatives	$	1,093,207

(1) Represents the amount of credit exposure that is reduced due to the netting of offsetting positive and negative exposures where a valid master netting agreement exists, and collateral held.

Table 7: Credit Risk Mitigation

Discussion of HBI's credit risk mitigation policies and processes is presented in the Credit Risk section in the 2015 Annual Report on Form 10-K.

Exposures covered by eligible financial collateral after application of haircuts:

(dollar amounts in thousands)	December 31, 2015
Exposure Type	
Loans/Leases	$ 974,036
Securities	—
Derivatives [(1)]	99,160
Repo-style transactions	376,270
Total	$ 1,449,466

(1) Includes Derivatives, Investing and Trading Activities

Exposures covered by guarantees and credit derivatives with associated risk weighted amount:

(dollar amounts in thousands)	December 31, 2015	
Exposure Type	Exposure Amount	Risk Weighted Asset Amount
AFS/HTM Securities	$ 10,777,396	756,265
Loans	92,115	14,503
Letters of Credit	13,729	2,746
Other [(1)]	40,726	40,726
Total	$ 10,923,966	$ 814,240

(1) Includes Credit Participation Swaps

Table 8: Securitizations

Huntington utilizes automobile loan securitizations primarily to manage its aggregate concentration in originated indirect automobile loans as well as for diversifying its liquidity sources. Our risk management organization plays an active role in the review and oversight of this exposure which includes on-balance sheet portfolio loans, off-balance sheet auto loans due to sales or securitizations which we continue to service and on-balance sheet investments in automobile loan asset-backed securities. We do not engage in synthetic or re-securitization activities.

During the 2015 second quarter, we transferred $750 million in auto loans to trusts in a securitization transaction. During 2011 and 2012, we transferred automobile loans totaling $3.3 billion to trusts in three separate securitization transactions. The securitizations and the resulting sale of all underlying securities, including the residual interest certificates, were accounted for as sales. Huntington has concluded that it is not the primary beneficiary of these trusts because it has neither the obligation to absorb losses of the entities that could potentially be significant to the Variable Interest Entities (VIEs) nor the right to receive benefits from the entities that could potentially be significant to the VIEs. Huntington is not required and does not currently intend to provide any additional financial support to the trusts. Investors and creditors only have recourse to the assets held by the trusts. Huntington is the servicer of all indirect automobile loans that have been securitized and, as a result, the only on-balance sheet interest Huntington holds in the VIEs relates to capitalized servicing rights with a total carrying value of $8.6 million at December 31, 2015, which represented our maximum exposure to loss. For information on our

2015 activity and realized gains or loss on sales of financial assets in securitizations, see Note 6 – Loan Sales and Securitizations, and Note 19 – VIEs, in our 2015 Annual Report on Form 10-K.

Prior to securitization, the underlying loans are classified as loans held for sale and are accounted for at the lower of cost or fair value. Gain or loss is recorded at the time of closing of the securitization transaction and the sale of all securities, including the residual interest certificates. The outstanding principal balance of securitized automobile loans at December 31, 2015 was $0.9 billion. This amount is not representative of our risk of loss but is presented for the purpose of providing information as to the extent of our securitization activities.

See Note 1 – Significant Accounting Policies to the Consolidated Financial Statements included in our 2015 Annual Report on Form 10-K for our accounting policy on transfers of financial assets and securitizations. See Note 6 – Loans Sales and Securitizations and Note 19 – VIEs in our 2015 Annual Report on Form 10-K for additional information on securitization activities.

The following table represents exposures receiving securitization capital treatment. The amounts below include traditional securitizations. Approximately $7.7 million, or 4.0%, in Lease exposures were past due at December 31, 2015. Net charge-offs on Lease exposures were $122 thousand for the 2015 fourth quarter. HBI does not have any synthetic securitization exposures.

Securitization Exposures and related Risk-Weighted Assets by Exposure Type:

As of December 31, 2015

	Exposure Amount (EAD)		
(dollar amounts in thousands)	On-balance sheet	Off-balance sheet	Total EAD
Leases (1)	$ 187,449	$ —	$ 187,449
Mortgage-backed securities (2)	10,054,189	—	10,054,189
Asset-backed and other (2)	861,412	—	861,412
Total	$ 11,103,050	$ —	$ 11,103,050

(1) Purchased via acquisition of Macquarie Equipment Finance, Inc. (rebranded as Huntington Technology Finance, Inc.)
(2) Purchased investment securities.

	SSFA Calculation		Standardized Approach	
(dollar amounts in thousands)	Asset-backed and other	Leases	Mortgage-backed securities	Total RWA
0% to 20%	$ 139,419	$ 29,477	$ 2,010,838	$ 2,179,734
>20% to 100%	45,258	—	—	45,258
>100% - 1250%	289,805	289,322	—	579,127
Total	$ 474,482	$ 318,799	$ 2,010,838	$ 2,804,119

Table 9: Equities not Subject to Market Risk Capital Rules

Equity investments held at HBI include AFS equity securities, private equity investments, and other equity investments classified within other assets.

Non marketable equity securities are recorded at historical cost, and marketable equity securities are recorded as available-for-sale and carried at fair value with unrealized net gains or losses reported within other comprehensive income / (loss) in shareholders' equity. Low Income Housing Tax Credit investments are included in accrued income and other assets and the majority of these investments are accounted for using the proportional amortization method. Investments that do not meet the requirements of the proportional amortization method and other miscellaneous equity investments are generally accounted for using the equity method.

Summary of Equity Investment Exposures

Huntington's equity exposures not subject to the Market Risk rule include the following investments:

- Low Income Housing Tax Credit Investments – see Note 19 – VIEs in our 2015 Annual Report on Form 10-K for additional information on affordable housing tax credit investments.
- Other Miscellaneous Equity Investments –New Market Tax Credit Investments, Historic Tax Credit Investments, Small Business Investment Companies, Rural Business Investment Companies, certain equity method investments and other miscellaneous investments.
- Federal Reserve Bank and Federal Home Loan Bank stock, which are considered equity exposures under the regulatory capital framework.

Equity Securities Not Subject to Market Risk Rule:

	December 31, 2015		
(dollar amounts in thousands)	Nonpublic	Publicly Traded	Total
Amortized cost	$ 835,452	$ 523	$ 835,975
Unrealized gains/losses	—	270	270
Latent revaluation gains/losses (a)	—	—	—
Fair value	$ 835,452	$ 793	$ 836,245

(a) The unrealized gains/(losses) not recognized either in the balance sheet or through earnings.

Net realized gains arising from sales and liquidations of equity investments totaled $326 thousand for the quarter ended December 31, 2015. Total net unrealized gains on available-for-sale equity investments recognized in accumulated other comprehensive income were $270 thousand as of December 31, 2015.

Capital Requirements for Equity Securities Not Subject to Market Risk Rule:

	December 31, 2015	
(dollar amounts in thousands)	Exposure	Risk Weighted Assets
0%	$ 175,762	$ —
20%	157,024	31,405
100%	503,189	503,189
Full look-through approach	—	—
Total	$ 835,975	$ 534,594

Table 10: Interest Rate Risk for Non-Trading Activities

Disclosure is presented in the 2015 Annual Report on Form 10-K, in the Interest Rate Risk portion of the Market Risk section of MD&A.

Appendix A

Huntington Bancshares Incorporated

Basel III Regulatory Capital Disclosures

December 31, 2015

Table	Disclosure Requirement	Disclosure Location
Table 1: Scope of Application		
Qualitative A	The name of the top corporate entity in the group to which the Risk Based Capital Standards apply:	Basel III Regulatory Capital Disclosures - Scope of Application
B	A brief description of the differences in the basis for consolidating entities for accounting and regulatory purposes, with a description of those entities: (1) That are fully consolidated; (2) That are deconsolidated and deducted from total capital; (3) For which the total capital requirement is deducted; and (4) That are neither consolidated nor deducted (for example, where the investment in the entity is assigned a risk weight in accordance with this subpart).	Not applicable. HBI does not have differences in the basis of consolidation for accounting and regulatory purposes.
C	Any restrictions, or other major impediments, on transfer of funds or total capital within the group.	Basel III Regulatory Capital Disclosures - Scope of Application
Quantitative D	The aggregate amount of surplus capital of insurance subsidiaries included in the total capital of the consolidated group.	Basel III Regulatory Capital Disclosures - Scope of Application
E	The aggregate amount by which actual total capital is less than the minimum total capital requirement in all subsidiaries, with total capital requirements and the name(s) of the subsidiaries with such deficiencies.	Basel III Regulatory Capital Disclosures - Scope of Application
Table 2: Capital Structure		
Qualitative A	Summary information on the terms and conditions of the main features of all regulatory capital instruments	Basel III Regulatory Capital Disclosures - Capital Structure 2015 Annual Report on Form 10-K in Table 29 Capital Under Current Regulatory Standards (Basel III) of Management's Discussion and Analysis (MD&A) 2015 Annual Report on Form 10-K in Consolidated Financial Statements 2015 Annual Report on Form 10-K - Note 19 - VIEs 2015 Annual Report on Form 10-K - Note 10 - Long Term Debt
Quantitative B	The amount of common equity tier 1 capital, with separate disclosure of: (1) Common stock and related surplus; (2) Retained earnings; (3) Common equity minority interest; (4) AOCI; and (5) Regulatory adjustments and deductions made to common equity tier 1 capital	2015 Annual Report on Form 10-K in Table 29 Capital Under Current Regulatory Standards (Basel III) of Management's Discussion and Analysis (MD&A)
C	The amount of tier 1 capital, with separate disclosure of: (1) Additional tier 1 capital elements, including additional tier 1 capital instruments and tier 1 minority interest not included in common equity tier 1 capital; and (2) Regulatory adjustments and deductions made to tier 1 capital.	2015 Annual Report on Form 10-K in Table 29 Capital Under Current Regulatory Standards (Basel III) of Management's Discussion and Analysis (MD&A)

D	The amount of total capital, with separate disclosure of: (1) Tier 2 capital elements, including tier 2 capital instruments and total capital minority interest not included in tier 1 capital; and (2) Regulatory adjustments and deductions made to total capital.	2015 Annual Report on Form 10-K in Table 29 Capital Under Current Regulatory Standards (Basel III) of Management's Discussion and Analysis (MD&A)
Table 3: Capital Adequacy		
Qualitative A	A summary discussion of the bank holding company's approach to assessing the adequacy of its capital to support current and future activities.	Basel III Regulatory Capital Disclosures - Capital Adequacy
Quantitative B	Risk-weighted assets for: (1) Exposures to sovereign entities; (2) Exposures to certain supranational entities and MDBs; (3) Exposures to depository institutions, foreign banks, and credit unions; (4) Exposures to PSEs; (5) Corporate exposures; (6) Residential mortgage exposures; (7) Statutory multifamily mortgages and pre-sold construction loans; (8) HVCRE loans; (9) Past due loans; (10) Other assets; (11) Cleared transactions; (12) Default fund contributions; (13) Unsettled transactions; (14) Securitization exposures; and (15) Equity exposures	Basel III Regulatory Capital Disclosures - Capital Adequacy
C	Standardized market risk-weighted assets as calculated under subpart F of this part.	Not applicable. HBI is not subject to the Market Risk requirements
D	Common equity tier 1, tier 1 and total risk-based capital ratios: (1) For the top consolidated group; and (2) For each depository institution subsidiary.	Basel III Regulatory Capital Disclosures - Capital Adequacy 2015 Annual Report on Form 10-K in Table 31 - Regulatory Capital Data
E	Total standardized risk-weighted assets.	Basel III Regulatory Capital Disclosures - Capital Adequacy
Table 4: Capital Conservation Buffer		
Qualitative A	At least quarterly, the bank holding company must calculate and publicly disclose the capital conservation buffer as described under §l.11.	Not applicable at this time. The capital conservation buffer transition period begins in 2016.
Quantitative B	At least quarterly, the bank holding company must calculate and publicly disclose the eligible retained income of the bank holding company, as described under §l.11.	
C	At least quarterly, the bank holding company must calculate and publicly disclose any limitations it has on distributions and discretionary bonus payments resulting from the capital conservation buffer framework described under §l.11, including the maximum payout amount for the quarter.	
Table 5: Credit Risk: General Disclosures		
Qualitative A	The general qualitative disclosure requirement with respect to credit risk (excluding counterparty credit risk disclosed in accordance with Table 6), including the: (1) Policy for determining past due or delinquency status;	Basel III Regulatory Capital Disclosures - Credit Risk - General Disclosures Note 1 to the Consolidated Financial Statements included in the 2015 Annual Report on Form 10-K

	(2) Policy for placing loans on nonaccrual;	Note 1 to the Consolidated Financial Statements included in the 2015 Annual Report on Form 10-K
	(3) Policy for returning loans to accrual status;	Note 1 to the Consolidated Financial Statements included in the 2015 Annual Report on Form 10-K
	(4) Definition of and policy for identifying impaired loans (for financial accounting purposes);	Note 1 to the Consolidated Financial Statements included in the 2015 Annual Report on Form 10-K
	(5) Description of the methodology that the bank holding company uses to estimate its allowance for loan and lease losses, including statistical methods used where applicable:	Note 1 to the Consolidated Financial Statements included in the 2015 Annual Report on Form 10-K
	(6) Policy for charging-off uncollectible amounts; and	Note 1 to the Consolidated Financial Statements included in the 2015 Annual Report on Form 10-K
	(7) Discussion of the bank holding company's credit risk management policy.	2015 Annual Report on Form 10-K in the Risk Management and Capital section of MD&A
Quantitative B	Total credit risk exposures and average credit risk exposures, after accounting offsets in accordance with GAAP, without taking into account the effects of credit risk mitigation techniques (for example, collateral and netting not permitted under GAAP), over the period categorized by major types of credit exposure. For example, bank's could use categories (1) Loans, off-balance sheet commitments, and other non-derivative off-balance sheet exposures; (2) Debt securities; and (3) OTC derivatives	Basel III Regulatory Capital Disclosures - Credit Risk - General Disclosures, Table 5B 2015 Annual Report on Form 10-K, Note 4 - Available-for-Sale and Other Securities, and Note 5 - Held -to-Maturity Securities
C	Geographic distribution of exposures, categorized in significant areas by major types of credit exposure.	Basel III Regulatory Capital Disclosures - Credit Risk - General Disclosures, Table 5C 2015 Annual Report on Form 10-K, Note 4 - Available-for-Sale and Other Securities, and Note 5 - Held -to-Maturity Securities
D	Industry or counterparty type distribution of exposures, categorized by major types of credit exposure.	Basel III Regulatory Capital Disclosures - Credit Risk - General Disclosures, Table 5D 2015 Annual Report on Form 10-K, Note 4 - Available-for-Sale and Other Securities, and Note 5 - Held -to-Maturity Securities
E	By major industry or counterparty type: (1) Amount of impaired loans for which there was a related allowance under GAAP; (2) Amount of impaired loans for which there was no related allowance under GAAP; (3) Amount of loans past due 90 days and on nonaccrual; (4) Amount of loans past due 90 days and still accruing; (5) The balance in the allowance for loan and lease losses at the end of each period, disaggregated on the basis of the bank's impairment method. To disaggregate the information required on the basis of impairment methodology, an entity shall separately disclose the amounts based on the requirements in GAAP; and (6) Charge-offs during the period.	Basel III Regulatory Capital Disclosures - Credit Risk - General Disclosures, Table 5E 2015 Annual Report on Form 10-K - Note 3 - Loans and Leases and Allowance for Credit Losses 2015 Annual Report on Form 10-K - Table 17 - Net Loans and Lease Charge-offs
F	Amount of impaired loans and, if available, the amount of past due loans categorized by significant geographic areas including, if practical, the amounts of allowances related to each geographical area, further categorized as required by GAAP.	Basel III Regulatory Capital Disclosures - Credit Risk - General Disclosures, Table 5F
G	Reconciliation of changes in ALLL.	2015 Annual Report on Form 10-K - Note 3 - Loans and Leases and Allowance for Credit Losses

H	Remaining contractual maturity delineation (for example, one year or less) of the whole portfolio, categorized by credit exposure.	Basel III Regulatory Capital Disclosures - Credit Risk - General Disclosures, Table 5H
Table 6: General Disclosure for Counterparty Credit Risk-Related Exposures		
Qualitative A	The general qualitative disclosure requirement with respect to OTC derivatives, eligible margin loans, and repo-style transactions, including a discussion of: (1) The methodology used to assign credit limits for counterparty credit exposures; (2) Policies for securing collateral, valuing and managing collateral, and establishing credit reserves; (3) The primary types of collateral taken; and (4) The impact of the amount of collateral the bank's would have to provide given	Basel III Regulatory Capital Disclosures - General Disclosure for Counterparty Credit Risk-Related Exposures
Quantitative B	Gross positive fair value of contracts, collateral held (including type, for example, cash, government securities), and net unsecured credit exposure. A bank's also must disclose the notional value of credit derivative hedges purchased for counterparty credit risk protection and the distribution of current credit exposure by exposure type.	Basel III Regulatory Capital Disclosures - General Disclosure for Counterparty Credit Risk-Related Exposures
C	Notional amount of purchased and sold credit derivatives, segregated between use for the bank's own credit portfolio and in its intermediation activities, including the distribution of the credit derivative products used, categorized further by protection bought and sold within each product group.	Basel III Regulatory Capital Disclosures - General Disclosure for Counterparty Credit Risk-Related Exposures
Table 7: Credit Risk Mitigation		
Qualitative A	The general qualitative disclosure requirement with respect to credit risk mitigation, including: (1) Policies and processes for collateral valuation and management; (2) A description of the main types of collateral taken by the bank; (3) The main types of guarantors/credit derivative counterparties and their creditworthiness; and (4) Information about (market or credit) risk concentrations with respect to credit risk mitigation.	2015 Annual Report on Form 10-K - Risk Management and Capital section of MD&A
Quantitative B	For each separately disclosed credit risk portfolio, the total exposure that is covered by eligible financial collateral, and after the application of haircuts.	Basel III Regulatory Capital Disclosures - Credit Risk Mitigation
C	For each separately disclosed portfolio, the total exposure that is covered by guarantees/credit derivatives and the risk-weighted asset amount associated with that exposure.	Basel III Regulatory Capital Disclosures - Credit Risk Mitigation
Table 8: Securitizations		
Qualitative A	The general qualitative disclosure requirement with respect to a securitization (including synthetic securitizations), including a discussion of:	Basel III Regulatory Capital Disclosures - Securitization
	(1) The bank's objectives for securitizing assets, including the extent to which these activities transfer credit risk of the underlying exposures away from the bank to other entities and including the type of risks assumed and retained with resecuritization activity;	2015 Annual Report on Form 10-K Note 1 - Significant Accounting Policies to the Consolidated Financial Statements
	(2) The nature of the risks (e.g. liquidity risk) inherent in the securitized assets;	2015 Annual Report on Form 10-K - Note 6 - Loans Sales and Securitizations
	(3) The roles played by the bank in the securitization process 2 and an indication of the extent of the bank's involvement in each of them;	2015 Annual Report on Form 10-K - Note 19- VIEs

	(4) The processes in place to monitor changes in the credit and market risk of securitization exposures including how those processes differ for resecuritization exposures; (5) The bank's policy for mitigating the credit risk retained through securitization and resecuritization exposures; and (6) The risk-based capital approaches that the bank follows for its securitization exposures including the type of securitization exposure to which each approach applies.	
B	A list of: (1) The type of securitization SPEs that the bank, as sponsor, uses to securitize third-party exposures. The bank must indicate whether it has exposure to these SPEs, either on- or off-balance sheet; and (2) Affiliated entities: (i) That the bank manages or advises; and (ii) That invest either in the securitization exposures that the bank has securitized or in securitization SPEs that the bank sponsors.	
C	Summary of the bank's accounting policies for securitization activities, including: (1) Whether the transactions are treated as sales or financings; (2) Recognition of gain-on-sale; (3) Methods and key assumptions applied in valuing retained or purchased interests; (4) Changes in methods and key assumptions from the previous period for valuing retained interests and impact of the changes; (5) Treatment of synthetic securitizations; (6) How exposures intended to be securitized are valued and whether they are recorded under subpart D of this part; and (7) Policies for recognizing liabilities on the balance sheet for arrangements that could require the bank to provide financial support for securitized assets.	
D	An explanation of significant changes to any quantitative information since the last reporting period.	
Quantitative E	The total outstanding exposures securitized by the bank in securitizations that meet the operational criteria provided in § .41 (categorized into traditional and synthetic securitizations), by exposure type, separately for securitizations of third-party exposures for which the bank acts only as sponsor.	Basel III Regulatory Capital Disclosures - Securitization
F	For exposures securitized by the bank in securitizations that meet the operational criteria in §l.41: (1) Amount of securitized assets that are impaired/past due categorized by exposure type; and (2) Losses recognized by the bank during the current period categorized by exposure type.	2015 Annual Report on Form 10-K - Note 6 - Loans Sales and Securitizations 2015 Annual Report on Form 10-K - Note 19 - VIEs
G	The total amount of outstanding exposures intended to be securitized categorized by exposure type.	
H	Aggregate amount of: (1) On-balance sheet securitization exposures retained or purchased categorized by exposure type; and (2) Off-balance sheet securitization exposures categorized by exposure type.	
I	(1) Aggregate amount of securitization exposures retained or purchased and the associated capital requirements for these exposures, categorized between securitization and resecuritization exposures, further categorized into a meaningful number of risk weight bands and by risk-based capital approach (e.g., SSFA); and	

	(2) Exposures that have been deducted entirely from tier 1 capital, CEIOs deducted from total capital (as described in §l.42(a)(1), and other exposures deducted from total capital should be disclosed separately by exposure type.	
J	Summary of current year's securitization activity, including the amount of exposures securitized (by exposure type), and recognized gain or loss on sale by exposure type.	
K	Aggregate amount of resecuritization exposures retained or purchased categorized according to: (1) Exposures to which credit risk mitigation is applied and those not applied; and (2) Exposures to guarantors categorized according to guarantor creditworthiness categories or guarantor name.	
Table 9: Equities not Subject to the Market Risk Rules		
Qualitative A	The general qualitative disclosure requirement with respect to equity risk for equities not subject to the market risk rules, including: (1) Differentiation between holdings on which capital gains are expected and those taken under other objectives including for relationship and strategic reasons; and (2) Discussion of important policies covering the valuation of and accounting for equity holdings not subject to subpart F of this part. This includes the accounting techniques and valuation methodologies used, including key assumptions and practices affecting valuation as well as significant changes in these practices.	Basel III Regulatory Capital Disclosures - Equities not Subject to Market Risk Capital Rules
Quantitative B	Value disclosed on the balance sheet of investments, as well as the fair value of those investments; for securities that are publicly traded, a comparison to publicly-quoted share values where the share price is materially different from fair value.	Basel III Regulatory Capital Disclosures - Equities not Subject to Market Risk Capital Rules
C	The types and nature of investments, including the amount that is: (1) Publicly traded. (2) Non-publicly traded.	
D	The cumulative realized gains (losses) arising from sales and liquidations in the reporting period.	
E	(1) Total unrealized gains (losses). (2) Total latent revaluation gains (losses). (3) Any amounts of the above included in tier 1 or tier 2 capital.	
F	Capital requirements categorized by appropriate equity groupings, consistent with the bank's methodology, as well as the aggregate amounts and the type of equity investments subject to any supervisory transition regarding regulatory capital requirements.	
Table 10: Interest Rate Risk for Non-Trading Activities		
Qualitative A	The general qualitative disclosure requirement, including the nature of interest rate risk for non-trading activities and key assumptions, including assumptions regarding loan prepayments and behavior of non-maturity deposits, and frequency of measurement of interest rate risk for non-trading activities.	2015 Annual Report on Form 10-K, in the Interest Rate Risk portion of the Market Risk section of MD&A
Quantitative B	The increase (decline) in earnings or economic value (or relevant measure used by management) for upward and downward rate shocks according to management's method for measuring interest rate risk for non-trading activities, categorized by currency (as appropriate).	2015 Annual Report on Form 10-K, in the Interest Rate Risk portion of the Market Risk section of MD&A