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March 10, 2016

By Federal Express and E-mail

Mr. Travis Wilbert
Director of District Licensing
Office of the Comptroller of the Currency
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

Re: Enclosed application to merge FirstMerit Bank, National Association with and into The Huntington National Bank

Dear Mr. Wilbert:

Enclosed is one original and six copies of an application to the Office of the Comptroller of the Currency ("OCC") under Section 18(c) of the Federal Deposit Insurance Act, 12 U.S.C. § 1828(c) (the "Application"). The Application is being submitted to the OCC in connection with the merger of FirstMerit Bank, National Association ("FirstMerit Bank"), Akron, Ohio, with and into The Huntington National Bank ("Huntington Bank"), Columbus,

Ohio. The Application also includes a Public Exhibits Volume, a Confidential Exhibits Volume and a Competitive Memorandum Volume (with exhibits).

Request for Confidential Treatment

Confidential treatment is requested under the federal Freedom of Information Act, 5 U.S.C. § 552, and under the implementing regulations of the OCC, for the information contained in the Confidential Exhibits Volume to the Application (the "Confidential Materials"). The Confidential Materials include, for example, information regarding the business strategies and plans and pro forma financial information of Huntington Bank and its parent holding company, Huntington Bancshares, Inc. ("Huntington"), Columbus, Ohio, and information regarding other matters of a similar nature. This information is not the type of information that would otherwise be made available to the public under any circumstances. All such information, if made public, could result in substantial and irreparable competitive harm to Huntington, Huntington Bank, FirstMerit and its parent holding company, FirstMerit Corporation ("FirstMerit"), Akron, Ohio. Certain information in the Confidential Materials also includes confidential supervisory information, which is protected from disclosure. In addition, the Confidential Materials include certain personal financial and other information with respect to private individuals, the public disclosure of which would constitute a clearly unwarranted invasion of personal privacy. In addition, potential investors could be influenced or misled by such information, which is not reported in any documents filed or to be filed in accordance with the disclosure requirements of applicable securities laws, as a result of which Huntington and FirstMerit could be exposed to potential inadvertent violations of law or exposure to legal claims. Accordingly, confidential treatment is respectfully requested with respect to the Confidential Materials under 5 U.S.C. § 552(b)(4), (b)(6) and (b)(8) and the OCC's implementing regulations. Please contact me or Jeffrey A. Watiker (212/403-1330) if this request for confidentiality cannot be honored for any reason, to allow Huntington, Huntington Bank, FirstMerit and/or FirstMerit Bank to take appropriate steps to protect such information from disclosure.

If you have any questions about this submission or confidential treatment request, please feel free to contact me.

Sincerely,

Patricia A. Robinson

Enclosures

cc: Allen M. Brown, Federal Reserve Bank of Cleveland (By E-Apps)

(via email only)
Carolina M. Ledesma, Office of the Comptroller of the Currency
Richard A. Cheap, Huntington Bancshares Incorporated
Helga S. Houston, Huntington Bancshares Incorporated
Nicholas G. Demmo, Wachtell, Lipton, Rosen & Katz
Richard K. Kim, Wachtell, Lipton, Rosen & Katz
Mark F. Veblen, Wachtell, Lipton, Rosen & Katz
Jeffrey A. Watiker, Wachtell, Lipton, Rosen & Katz

APPLICATION

to the

OFFICE OF THE COMPTROLLER OF THE CURRENCY

by

THE HUNTINGTON NATIONAL BANK

for Prior Approval to Merge with

FIRSTMERIT BANK, NATIONAL ASSOCIATION

and Establish Branches

pursuant to
the Bank Merger Act and the National Bank Act,
12 U.S.C.§ 1828(c) and 12 U.S.C. §§ 36(b)(2) and 215a

March 10, 2016

STREAMLINED BUSINESS COMBINATION APPLICATION

General Information and Instructions

Preparation and Use

An "eligible" bank[1] may use this form as an alternative to the "Interagency Bank Merger Application" to apply for a merger, consolidation, or other transfer of deposit liabilities (collectively, a "combination") that qualifies for streamlined processing. See the Authority To File a Streamlined Submission section on page iv to determine whether a particular combination qualifies for streamlined filing.

An affiliate transaction refers to a merger, consolidation, other combination, or transfer of any deposit liabilities, between depository institutions that are controlled by the same holding company. It includes a business combination between an eligible bank and an affiliated interim bank. Applicants proposing affiliate transactions are not required to complete questions 12 through 14 of this application.

The questions in the form are posed to solicit "yes" or "no" answers. Applicants should explain completely and accurately any "yes" answers. The questions in the application are not intended to limit the applicant's presentation nor are they designed to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. Any such cross reference must be made to a specific cite or location in the documents, so that the information can be located easily. Supporting information for all relevant factors, setting forth the basis for applicant's conclusions, should accompany the application. The OCC may request additional information.

For additional information on the processing procedures and guidelines and any supplemental information that may be required, refer to the "Business Combinations" booklet of the *Comptroller's Licensing Manual* (*Manual*) or contact the appropriate OCC District Licensing Office directly for specific instruction or visit the OCC's web site.

Interim Charters and Federal Deposit Insurance

An interim national bank may be used to facilitate a merger or consolidation when the resultant institution will be a national bank. An interim national bank is one that does not operate independently, but exists, usually for a short period of time, solely as a vehicle to accomplish a combination (for example, to facilitate the acquisition of 100 percent of the voting shares of an existing depository institution). The processing procedures and guidelines for chartering an interim institution may be found in the "Business Combinations" booklet of the *Manual*.

Interim national banks that will combine with existing FDIC-insured depository institutions are deemed to be insured depository institutions under 12 USC § 1815(a)(2) upon being granted a charter by the OCC. Therefore, applicants need not apply to the FDIC for insurance for an interim national bank that will be used in a combination transaction with another insured depository institution, including when the resultant institution will operate under the charter of the interim national bank.

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[1] An eligible bank is a national bank that: (1) is well capitalized as defined in 12 CFR 6.4(b); (2) has a composite CAMELS rating of "1" or "2"; (3) has a CRA rating of "Outstanding" or "Satisfactory"; and (4) is not subject to a cease and desist order, consent order, formal written agreement, or prompt corrective action directive (12 CFR 5.3(g)).

Question 11
In response to question 11(d), provide the following financial information for the applicant, target, and resultant bank as of the most recent quarter:

Balance sheet including: (1) each principal group of assets, liabilities, and capital accounts and (2) debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition. Also indicate the amortization period and the method used for any intangible asset and the accretion period for any purchase discount on the balance sheet.

Regulatory capital schedule should including: (1) each component item for Tier 1 and Tier 2 capital, subtotal for Tier 1 and Tier 2 capital (less any investment in unconsolidated or non-includable subsidiaries), total capital (include Tier 3 capital, if applicable); (2) total risk weighted assets; and (3) the following capital ratios: (i) Tier 1 capital to total risk-weighted assets; (ii) Total capital to total risk-weighted assets; and (iii) Tier 1 capital to average total consolidated assets (leverage ratio).

Establishment of Branches and Branch Closings
This application will be deemed to constitute an application pursuant to 12 CFR 5.30 and 12 USC § 36 to establish and maintain the branches listed in the application. If a branch is closed as a result of a merger, consolidation, or other combination, refer to the Joint Policy Statement on Branch Closing Notices and Policies, that can be found in the Appendix of the "Branch Closings" booklet of the *Manual*, and applicable law for branch closure notice requirements (12 USC 1831r-1).

Notice of Publication
An applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (refer to 12 USC § 1828(c)(3), 12 USC § 215 or 215a).

Confidentiality
Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

The applicant should contact the appropriate OCC District Licensing office for specific instructions regarding requests for confidential treatment. The OCC will determine whether the information will be treated as confidential and will advise the applicant of any decision to make available to the public information labeled as "Confidential."

STREAMLINED BUSINESS COMBINATION APPLICATION

Checklist

Authority To File a Streamlined Submission

Check the following to certify the appropriateness of a streamlined submission. [NOTE: One or more must be checked to qualify for a streamlined submission. Otherwise, a complete "Interagency Bank Merger Act Application" is required.]

__ 1. The transaction is a business combination between eligible banks, or between an eligible bank and an eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the combination.

__ 2. The transaction is a business combination between an eligible bank and an interim bank chartered in a transaction in which a person or group of persons exchanges its shares of the eligible bank for shares of a newly formed holding company and receives after the transaction substantially the same proportional share interest in the holding company as it held in the eligible bank (except for changes in interests resulting from the exercise of dissenters' rights), and the reorganization involves no other transactions involving the bank.

X 3. At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the total assets of the target institutions combined are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

__ 4. The acquiring bank is an eligible bank, the target is not an eligible bank or an eligible depository institution, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the applicants in a prefiling communication request and obtain approval from the appropriate district office to use the streamlined application.[2]

__ 5. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets acquired do not exceed 10 percent of the total assets of the acquiring national bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

[2] Approval of the use of the streamlined process by the district office under standard 4 may not be used for a transaction that exceeds the size test in standard 3.

Checklist of Attached Information

__ Format of Submission

- X Complete paper submission or
- __ Combination paper and compact disk (CD) submission along with (1) a cover letter identifying the filer, the filing, the filename on the CD, and the word processing program used; and (2) any original page(s) of the application or attachments requiring signatures.

X Request for confidentiality, if applicable.

__ Other corporate requests.

__ Filing fee.

Specific Information for Streamlined Application (as appropriate)

X Copy of the following documents:

- X Draft or, if available, executed merger or transaction agreement, including any amendments.
- X Any board of directors' resolutions related to the transaction.
- __ Interim charter's Articles of Association, names of organizers, and related documents, if applicable.

X Financial Information as of the end of the most recent quarter for the applicant, targets, and resultant institution:

- X Balance sheet.
- X Regulatory capital schedule.
- __ Confirmation of the public notice publication, including a statement containing the name and address of the newspaper in which the notice was published and dates of publication.

X Merger Screen for combinations where the acquiring national bank and target depository institution compete in any relevant geographic banking market.

X Additional information regarding Section 604(f) of the Dodd-Frank Act.

STREAMLINED BUSINESS COMBINATION APPLICATION

Check all that apply:

Type of Filing	**Form of Transaction**	**Filed Pursuant To**
☐ Affiliate/Business Reorganization	☒ Merger	☒ 12 USC 1828(c)
☐ Combination with Interim Depository Institution	☐ Consolidation	☐ 12 USC 1815(a)
☒ Nonaffiliate Combination	☐ Purchase and Assumption	☒ 12 USC 215, 215a
☐ Other _____	☐ Purchase of Assets Only	☐ 12 USC 215a-1
	☐ Other _____	☐ 12 USC 215a-3
		☐ 12 USC 215c
		☒ Other – 12 USC 36(b)

Applicant Depository Institution

The Huntington National Bank		**7745**
Name		Charter/Docket Number
17 South High Street		
Street		
Columbus	**Ohio**	**43215**
City	State	ZIP Code

Target Institution

FirstMerit Bank, National Association		**FDIC No. 13675**
Name		Charter/Docket Number
106 South Main Street		
Street		
Akron	**Ohio**	**44308**
City	State	ZIP Code

Resultant Institution (if different than applicant)

Name		Charter/Docket Number
Street		
City	State	ZIP Code

Contact Person

Patricia A. Robinson	**Of Counsel, Wachtell, Lipton, Rosen & Katz**	
Name	Title/Employer	
51 West 52nd Street		
Street		
New York	**NY**	**10019**
City	State	ZIP Code
212/403-1127	**212/403-2127**	**PARobinson@wlrk.com**
Telephone Number	Fax Number	

Request for Confidential Treatment

Confidential treatment is requested under the federal Freedom of Information Act, 5 USC § 552, and under the implementing regulations of the Office of the Comptroller of the Currency (the "OCC"), for the information contained in the confidential exhibits to the application (collectively, the "Confidential Materials"). The Confidential Materials include, for example, information regarding the business strategies and plans and pro forma financial information of The Huntington National Bank ("Huntington Bank"), Huntington Bancshares Incorporated ("Huntington"), FirstMerit Bank, National Association ("FirstMerit Bank") and FirstMerit Corporation ("FirstMerit"), and information regarding other matters of a similar nature. This information is not the type of information that would otherwise be made available to the public under any circumstances. All such information, if made public, could result in substantial and irreparable harm to Huntington Bank, Huntington, FirstMerit Bank and FirstMerit. Certain information in the Confidential Materials also includes confidential supervisory information, which is protected from disclosure. In addition, the Confidential Materials include certain personal financial and other information with respect to private individuals, the public disclosure of which would constitute a clearly unwarranted invasion of personal privacy. In addition, potential investors could be influenced or misled by such information, which is not reported in any documents filed or to be filed in accordance with the disclosure requirements of applicable securities laws, as a result of which Huntington and FirstMerit could be exposed to potential inadvertent violations of law or exposure to legal claims. Accordingly, confidential treatment is respectfully requested with respect to the Confidential Materials under 5 U.S.C. §§ 552(b)(4), (b)(6) and (b)(8) and the OCC's implementing regulations.

Huntington Bank, Huntington, FirstMerit Bank and FirstMerit also respectfully request that Patricia A. Robinson (212/403-1127) or Jeffrey A. Watiker (212/403-1330) at Wachtell, Lipton, Rosen & Katz be notified by the OCC staff if this request for confidentiality cannot be honored for any reason, in order to allow Huntington Bank, Huntington, FirstMerit Bank and/or FirstMerit to take appropriate steps to protect the confidentiality of such information.

STREAMLINED BUSINESS COMBINATION APPLICATION

Transaction Overview

This application is being submitted to the Office of the Comptroller of the Currency (the "OCC") by Huntington National Bank ("Huntington Bank"), a national bank with its main office in Columbus, Ohio, to acquire by merger FirstMerit Bank, National Association ("FirstMerit Bank"), a national bank with its main office in Akron, Ohio (the "OCC Application"). Huntington Bank is a direct, wholly owned subsidiary of Huntington Bancshares Incorporated ("Huntington"), of Columbus, Ohio, a registered bank holding company that has elected financial holding company status. The OCC Application relates to Huntington's proposals to acquire FirstMerit Corporation ("FirstMerit"), of Akron, Ohio, which owns all of the stock of FirstMerit Bank, a national bank with its main office also in Akron. Both Huntington and FirstMerit are publicly traded companies.

Huntington and FirstMerit have entered into an Agreement and Plan of Merger, dated as of January 25, 2016 (as it may be amended from time to time, the "Holdco Merger Agreement"), pursuant to which FirstMerit has agreed to merge with and into Huntington, with Huntington continuing as the surviving entity in the merger (the "Holdco Merger"). A copy of the executed Holdco Merger Agreement is in Exhibit 1 to the OCC Application. The Holdco Merger will be structured so that a de novo, direct wholly owned nonbanking subsidiary of Huntington, West Subsidiary Corporation, an Ohio corporation formed to effectuate the merger, will merge with and into FirstMerit, with FirstMerit as the surviving entity ("first-step Holdco Merger").[3] As soon as practicable following the first-step Holdco Merger, FirstMerit will merge with and into Huntington, with Huntington as the surviving entity ("second-step Holdco Merger").

Immediately after the Holdco Merger, FirstMerit Bank will merge with and into Huntington Bank, with Huntington Bank continuing as the surviving bank (the "Bank Merger" and, together with the Holdco Merger, the "Proposed Transaction"). Huntington Bank and FirstMerit Bank have entered into an Agreement and Plan of Merger, dated as of January 25, 2016 (as it may be amended from time to time, the "Bank Merger Agreement"). A copy of the executed Bank Merger Agreement is provided in Exhibit 2. A summary of the principal terms of the Holdco Merger Agreement is in Exhibit 3.

The Proposed Transaction is expected to close in the third quarter of 2016, subject to receipt of regulatory approvals, FirstMerit shareholder approval, Huntington stockholder approval and other standard closing conditions. Upon consummation of the Bank Merger, Huntington Bank intends to convert and rebrand the current main office and branches of FirstMerit Bank as branches of Huntington Bank, as discussed in more detail below. A copy of the FirstMerit Bank branches and offices for which Huntington Bank seeks branch licenses from the OCC is provided in Exhibit 4.

The OCC Application is filed pursuant to the Bank Merger Act, 12 USC § 1828(c), as well as 12 USC § 215a and 12 USC § 36(b)(2) of the National Bank Act, requesting prior approval to

[3] West Subsidiary Corporation will be a first-tier subsidiary of Huntington that is a parallel subsidiary to Huntington Bank and not an intermediate holding company over Huntington Bank.

merge FirstMerit Bank with and into Huntington Bank, under the title and charter of Huntington Bank, and for Huntington Bank to retain as branches the main office and branches of FirstMerit Bank existing at consummation of the Proposed Transaction. Huntington Bank also will retain all of the operating subsidiaries of FirstMerit Bank that are existing at consummation of the Bank Merger, all of which will be engaged in activities permissible for a national bank. Please see Exhibit 5 for a current list of FirstMerit Bank's subsidiaries and the regulatory authorization for their activities, and Confidential Exhibit G for a pro forma organization chart of Huntington and Huntington Bank.

A copy of the form of publication for the Bank Merger is attached as Exhibit 6. The newspaper notice will appear three times, in accordance with relevant statutory and regulatory requirements in (a) the *Columbus Dispatch*, a newspaper of general circulation in Columbus, Ohio, the city in which Huntington Bank's main office is located, and (b) the *Akron Beacon Journal*, a newspaper of general circulation in Akron, Ohio, the city in which FirstMerit Bank's main office is located.

The Bank Merger will bring together two national banks with highly compatible business models, risk management systems and customer-oriented cultures, and it will enhance the financial stability and future prospects of Huntington Bank. All of the factors the OCC is required to consider under the Bank Merger Act and the National Bank Act are consistent with approval.

Huntington and Huntington Bank have ample financial and managerial resources to successfully consummate the Bank Merger, integrate FirstMerit Bank into Huntington Bank's operations and operate the combined bank in a safe and sound manner. Huntington Bank and FirstMerit Bank, as well as their respective bank holding companies, are well capitalized, and Huntington Bank and Huntington will remain so upon consummation of the Bank Merger.

The senior management officials of Huntington Bank and Huntington are highly experienced and accomplished, with a record of leading and operating significant financial institutions. At this time, no changes in the senior executive officers of Huntington Bank or Huntington, as a result of the Proposed Transaction, have been identified. The composition of the Huntington Bank's board of directors is not expected to change in connection with the Proposed Transaction. The combined bank will have the necessary risk management systems, managerial resources and extensive experience to achieve an effective integration of FirstMerit Bank into Huntington Bank. Information on Huntington Bank's integration approach and systems conversion timeline is in Confidential Exhibit A.

Both Huntington Bank and FirstMerit Bank have management and personnel experienced in successfully integrating strategic acquisitions, who will work together to ensure a smooth integration. In recent years, Huntington Bank's management and personnel successfully integrated a variety of strategic acquisitions, including: (1) certain assets and liabilities of Fidelity Bank (2012) and Warren Bank (2009) from Federal Deposit Insurance Corporation ("FDIC") receiverships; (2) Camco Financial Corporation and its subsidiary bank, Advantage Bank (2014); (3) assets and liabilities of 24 branches of Bank of America, N.A. (2014); and (4) Macquarie Equipment Finance Inc. (2015). FirstMerit and FirstMerit Bank similarly have a team experienced in effectively integrating acquired banking organizations, as demonstrated by their recent successful integrations, including: (1) the acquisition of Citizens Republic Bancorp,

Inc. (2013); (2) an acquisition of assets and assumption of liabilities of 24 branches of First Bank (2009); and (3) the acquisition of assets and assumption of liabilities of Midwest Bank and Trust Company and George Washington Savings Bank from FDIC receiverships (2010).

During the last seven years, Huntington and Huntington Bank have significantly enhanced their risk management policies and procedures and related corporate governance to ensure that Huntington's entire organization, including Huntington Bank, operates in a safe and sound manner. Huntington's and Huntington Bank's risk management programs start with the appropriate "tone at the top" established by Huntington's and Huntington Bank's board of directors and CEO. The principles (i) that "everyone owns risk" management responsibility and is accountable, and (ii) that active risk management is a continuous process that requires defined metrics, measurement, monitoring, controls and reporting, are permeated throughout the organization. The program is guided by the risk appetite statement adopted by the boards of directors and the associated risk limits that are established, as well as a continuous bank- and company-wide risk assessment process with quantitative and qualitative analysis for each of the risk pillars (credit, market, liquidity, operational, compliance, legal, strategic and reputational risks). Huntington and Huntington Bank have established strong risk management processes with three lines of defense (lines of business, centralized and independent credit risk and compliance functions, and independent internal audit) and regular, robust reporting to the board of directors and senior management. During the last seven years, the Huntington organization has dedicated extensive financial and human resources to enhance its risk management systems and technological infrastructure, including for compliance, capital planning and stress tests and cybersecurity.

In addition, Huntington Bank has effective compliance risk management programs and systems in place, including with respect to compliance with the Bank Secrecy Act ("BSA"), other anti-money laundering ("AML") laws and regulations and the Office of Foreign Asset Controls ("OFAC") sanctions, as well as consumer compliance laws and regulations. The operations of FirstMerit Bank will be integrated into Huntington's and Huntington Bank's operations risk management systems, including into their BSA/AML/OFAC and consumer compliance risk management systems, after consummation of the Proposed Transaction. Huntington Bank's BSA/AML/OFAC policies and procedures will be implemented at the legacy FirstMerit Bank operations on systems conversion. During the period after the Proposed Transaction closes until then, Huntington will exercise oversight of FirstMerit's compliance management, testing and audit functions. This oversight is quite manageable given that FirstMerit Bank has in place strong risk management systems for BSA/AML/OFAC and consumer compliance.

Although Huntington Bank and FirstMerit Bank have overlapping branch networks in 27 banking markets in Ohio and Michigan, the Bank Merger will not result in any significantly adverse effect on competition in any market. To mitigate any potentially adverse effects on competition, Huntington Bank and FirstMerit Bank propose to divest branches with deposits totaling approximately $650 million, in the aggregate, in two Ohio banking markets, Canton and Ashtabula County, to one or more banking organizations, determined by the Board of Governors of the Federal Reserve System (the "Federal Reserve"), the OCC and the U.S. Department of Justice (the "DOJ") to be competitively suitable. For detailed information on the competitive

effects analysis, please see the responses to Items 12-13 below and the Competitive Memorandum Volume to the OCC Application.

The Bank Merger also will not pose any risk to the stability of the United States banking or financial system. Information on the financial stability risk analysis is in the Addendum to the OCC Application.

In addition, the Bank Merger will meet the convenience and needs of the communities to be served. Huntington Bank and FirstMerit Bank proactively support the needs of their respective communities, and the combined bank will continue to do so in the overlapping areas and in the new markets in Illinois, Michigan and Wisconsin that Huntington Bank will gain through the Bank Merger. There are a number of significant benefits that will result from the Bank Merger. As noted, Huntington Bank intends to convert and rebrand the current main office and branches of FirstMerit Bank as branches of Huntington Bank and expand the products and services offered to former customers of FirstMerit Bank. Huntington Bank's highly rated customer service and broad suite of products and services have helped to grow Huntington Bank's customer base in the past four years by more than 38% for consumer depositor relationships and 22% for commercial relationships.

The customers of FirstMerit Bank will benefit from Huntington Bank's award-winning customer service and innovative products in its "Fair Play" banking strategy, including its Asterisk-Free Checking® account with no minimum-balance requirement, no monthly service fee and no-fee debit card use. The Asterisk-Free Checking® account and all of Huntington Bank's other consumer checking accounts include the 24-Hour Grace® feature, which allows customers with an overdraft balance to make a deposit the next business day to clear the overdraft and avoid a fee. Huntington Bank also offers mobile applications for iPhone and Android operating systems. The Bank Merger would provide the former customers of FirstMerit Bank with a broader set of product and service offerings, including, among others: additional deposit products and loan programs designed to benefit underserved populations and communities, as well as small businesses; various commercial, trust/fiduciary, wealth and investment management, institutional and public sector banking products and services; and personal and commercial lines of insurance products and services, which are not available at FirstMerit Bank.

In addition, both the legacy customers of FirstMerit Bank and Huntington Bank's customers will benefit from the combined bank's more extensive network of branches and automated teller machines ("ATMs"). The legacy customers of FirstMerit Bank will benefit from the extended branch hours of Huntington Bank branches on Saturdays, and such customers in Ohio and Michigan will enjoy the added convenience of Huntington Bank branches co-located in local major grocery stores, which are open seven days a week (including most holidays) and for longer hours than traditional branches.

Huntington will continue its high level of community development lending, investment and services throughout the combined organization's footprint, taking into account the Proposed Transaction. In addition, Huntington has agreed in the Holdco Merger Agreement to establish a new charitable foundation to support community development in Akron, Ohio, which will be overseen by an initial three-member board of trustees. This board will be composed of one member of Huntington's board of directors and two members selected from the four members of

FirstMerit's board of directors who will join Huntington's board after the Proposed Transaction's date of closing. This new charitable foundation will be funded with at least $20 million over a 10-year period. Huntington also has agreed to contribute $5 million over the same 10-year period to The Huntington Foundation for the express purpose of providing additional community development support in the greater Canton, Ohio and Flint, Michigan communities. To minimize any economic impact to Akron, Huntington has also agreed in the Holdco Merger Agreement to establish an operations/call center within Akron and use reasonable best efforts to maintain employment levels in Akron that are consistent with FirstMerit's existing employment levels as of the Proposed Transaction's date of closing, at least by the second anniversary of such date.

The Proposed Transaction will also enhance the financial stability and prospects of Huntington Bank and Huntington. More detailed information on convenience and needs considerations is provided in Exhibit 7.

The continuation of the strong Community Reinvestment Act ("CRA") performance records of Huntington Bank and FirstMerit Bank in the combined bank also will benefit customers and communities served by the combined organization. Both Huntington Bank and FirstMerit Bank have "Satisfactory" CRA performance ratings. Specifically, Huntington Bank achieved an overall rating of "Outstanding" for the Lending Test and "High Satisfactory" for the Investment and Service Tests at its most recent CRA performance evaluation. FirstMerit Bank also achieved an overall rating of "High Satisfactory" on the Lending and Service Tests at its most recent CRA performance evaluation. Huntington Bank offers first-rate customer service and a full range of products and services, including those designed for small business and low- and moderate-income ("LMI") individuals and communities, is actively engaged in community development lending and investment activities, and provides extensive community development services. Upon consummation of the Bank Merger, the combined bank will be subject to Huntington Bank's excellent CRA compliance program. More detailed information on the CRA performance of Huntington Bank and FirstMerit Bank is provided in Exhibit 9 and Exhibit 13, respectively.

For all of these reasons, and as explained in more detail below and in the exhibits, the Bank Merger satisfies all of the factors the OCC must consider and, accordingly, the OCC Application is consistent with approval and should be approved.

For the Holdco Merger, Huntington has filed an application for prior Federal Reserve approval, pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act (the "BHC Application").[4] A copy of the BHC Application will be provided to the OCC under separate cover for the record of the OCC Application.

[4] 12 USC § 1842(a)(5); 12 CFR 225.15.

Application Questions

1. **Are there any material aspects of the transaction (for example, financing arrangements) that are not reflected in the agreement, or any features (for example, structure and significant terms and conditions) that are not customary or usual in the agreement?**

   Yes ☐ **No** ☒

   If the answer is yes, explain.

2. **Are there any issues regarding the permissibility under applicable state or federal laws or regulations of the proposed transaction (for example, nonbank activities, branching, qualified thrift lender's test, investment in bank premises)?**

   Yes ☐ **No** ☒

   If the answer is yes, describe the issues.

3. **Will the applicant or resultant bank retain any nonconforming or impermissible assets or activities?**

   Yes ☐ **No** ☒

   If the answer is yes, describe them, including the method of and anticipated time period for divestiture or disposal.

   Please see Confidential Exhibit B for additional information.

4. **Does the applicant anticipate any significant changes in products or services, including fee increases or branch closings, that would result from the consummation of the proposed transaction?**

   Yes ☐ **No** ☐

   See answer below

   If the answer is yes, list those changes, including the anticipated effect on the community to be served. If any products or services will be discontinued, branches will be closed, or fees increased, describe and explain reasons.

   As noted, Huntington Bank intends to operate the current main office and branches of FirstMerit Bank as branches of Huntington Bank and expand the products and services offered to former customers of FirstMerit Bank. The Bank Merger will enable Huntington Bank to provide its award-winning customer service and its broader suite of products and services to legacy customers of FirstMerit Bank.

   Among the customer products and services that Huntington Bank offers are its: Asterisk-Free Checking® account with no minimum balance requirement, no monthly service fee and no-fee debit card use; 24-hour Grace® feature on all consumer checking accounts, which allows customers with an overdraft balance to make a deposit the next business day to clear the overdraft and avoid an overdraft fee; and mobile applications for iPhone and Android operating systems. The combination also will give the customers of both banks the convenience of more branches and ATMs. Legacy FirstMerit Bank customers will benefit from the extended hours at Huntington Bank branches on Saturdays, and many of such customers in Ohio and Michigan

will enjoy the added convenience of Huntington Bank branches co-located in two major grocery chains, which are open seven days a week (including on most holidays) and for longer hours than traditional branches.

In addition, the customers of FirstMerit Bank will benefit from additional products and services offered by Huntington Bank and affiliates to bank customers, including various deposit and loan products designed to benefit underserved populations and communities, as well as small business, commercial, fiduciary, securities, insurance, asset management, institutional, and public sector banking products and services that are not available at FirstMerit Bank. Please see Exhibit 7 for more information about the Huntington Bank products and services that will be made available to legacy FirstMerit Bank customers upon systems conversion, as well as the other benefits from the Bank Merger.

Huntington Bank is in the process of evaluating FirstMerit Bank's products and services, and their terms, and mapping them to its own products and services. No final decisions have been made as to which, if any, products or services of FirstMerit Bank will be discontinued or changed.

Although the overlapping branch networks of Huntington Bank and FirstMerit Bank will result in the necessary consolidation or closing of some branches, customers of the respective banks generally will not be materially impacted. Huntington Bank is taking care to mitigate, where possible, any potentially adverse effects of such branch actions. As discussed in more detail in the response to Item 7 below and Exhibit 14, Huntington Bank expects to consolidate 62 branches and close 45 branches in connection with the Proposed Transaction.[5] Exhibit 4 lists all of the legacy FirstMerit Bank locations for which Huntington Bank will seek branch licenses from the OCC. Concerning the closing branches, the factors that were used in identifying branches for closure included, proximity to the nearest branch, respective conditions and available services at the closing and recipient branch, customer and community impact, financial performance and future prospects of the branch. In most cases, the customer accounts of branches to be closed will be transferred to the next nearest branch, either a legacy FirstMerit Bank branch or an existing Huntington Bank branch. Accounts of customers of a branch to be consolidated will be transferred to the branch designated as the surviving branch of the two consolidating branches. Exhibit 14 identifies: (a) the FirstMerit Bank or Huntington Bank branches to be consolidated or closed, (b) the recipient branches, (c) the distances between such branches, and (d) the reasons for the consolidation or closure and the factors mitigating any adverse impact on affected customers.

Huntington Bank will provide prior notices of any branch closures to the applicable regulators and the customers in accordance with the applicable law, regulations and regulatory guidance.

[5] These branches to be consolidated or closed do not include the branches (in Canton and Ashtabula County, Ohio) that would be divested to one or more competitively suitable insured depository institutions, acceptable to the Federal Reserve, the OCC and the DOJ, and subject to approval of the primary federal regulator of the acquiring institution(s) pursuant to a Bank Merger Act application, as discussed in the responses to Items 12-13, Confidential Exhibit F and the Competitive Memorandum Volume (with exhibits). Those branches are to be divested to such third party to mitigate any potentially adverse competitive effects of the Proposed Transaction. Once the list of branches to be divested is finalized and acceptable to the DOJ, such list will be publicly disclosed. The Bank Merger Act application that any acquiring institution submits to its primary federal banking regulator will be subject to the opportunity for public comment.

Customers of branches to be consolidated also will receive prior notices of the planned consolidation into other branches. Huntington Bank adheres to a comprehensive internal branch opening, closing, relocation and consolidation policy to ensure compliance with applicable laws and to regulatory guidance. Huntington Bank's Branch Opening, Closing, Relocation & Consolidation Policy requires the following to be considered during the evaluation process:

- Ensure compliance with applicable laws and regulatory guidance for branch openings, closings, relocations and consolidations.
- Ensure that all branch changes are approved by Huntington Bank's board of directors or a committee or member of management as delegated by the board of directors.
- Ensure that the necessary regulatory and client notices, applications and legal notices are completed to comply with the regulations governing branching.
- Escalate, as necessary, risk and compliance issues to the Chief Risk Officer and Legal Regulatory Compliance Committee.
- Conduct appropriate analysis of CRA-related impacts of branch opening, closing, relocation and consolidation activity, considering the effect on the community, the ability of the bank to provide service to the area and the presence of other financial institutions in the area.

Any limited inconvenience caused by the closings and consolidations in connection with the Proposed Transaction should be weighed against the fact that FirstMerit customers will gain access to Huntington Bank's more extensive suite of products and services and broader branch and ATM networks, discussed above. Please see Exhibit 7 for a more detailed discussion of how the Bank Merger will meet the convenience and needs of the communities served.

5a. Will the proposed transaction affect the applicant's ability to meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA), including the needs of low- and moderate-income geographies and individuals?

Yes ☐ **No** ☒

If the answer is yes, discuss the effect.

Huntington Bank will continue to meet the existing and anticipated needs of the communities it serves, including the needs of LMI individuals and communities, under the CRA. Huntington Bank has demonstrated a firm commitment to community reinvestment and maintained a strong record of meeting the needs of the communities it serves, including the banking and credit needs of LMI individuals and communities. Huntington Bank received a CRA performance rating of "Satisfactory" at its most recent evaluation by the OCC, as of January 1, 2012, which the OCC just recently released (the "2012 Evaluation"). A copy of the 2012 Evaluation is available on Huntington Bank's website at http://www.huntington-ir.com/main/public_disclosure.pdf.

Huntington Bank's CRA compliance program is designed to: (a) comply fully with the provisions, regulations and spirit of the CRA, (b) achieve the highest CRA rating from the OCC,

consistent with safe and sound operations, (c) offer affordable deposit and lending products and programs to assist LMI individuals and communities, (d) serve as a leader in community development lending and investment programs, (e) contribute generously to community and economic development organizations throughout its footprint, and (f) provide a high level of community development services, through convenient branch locations, longer branch operating hours, participation in financial and homebuyer education initiatives and a high level of volunteerism to assist community organizations throughout its communities.

On consummation of the Proposed Transaction, Huntington Bank's excellent CRA compliance program ("CRA Program"), policies and procedures will be implemented at the legacy FirstMerit Bank branches and operations subject to the CRA. Huntington Bank believes that its CRA Program will benefit the customers and communities served by the legacy FirstMerit Bank.

Please see Exhibits 9 and 13 for detailed information about the CRA performance records of Huntington Bank and FirstMerit Bank, respectively.

5b. Will the applicant's assessment area change?

Yes ☒ **No** ☐

If the answer is yes, describe the change.

Consistent with OCC's CRA regulations, Huntington Bank will expand its CRA assessment area to include the counties of the deposit-taking locations of FirstMerit Bank, as of the date of the Bank Merger closing, that remain open after consummation of the Bank Merger. Currently, Huntington Bank expects to expand its CRA assessment area to include additional counties in four states, as listed below:

Illinois Counties: Cook, DuPage, Kane, Lake, McHenry and Will

Michigan Counties: Alger, Arenac, Delta, Dickinson, Gogebic, Houghton, Iron, Marquette, Ogemaw, Oscoda and Tuscola

Ohio Counties: Crawford, Huron and Knox

Wisconsin Counties: Brown, Calumet, Crawford, Dane, Douglas, Grant, Green, Jefferson, Kewaunee, Lafayette, Langlade, Lincoln, Manitowoc, Marinette, Milwaukee, Oconto, Oneida, Outagamie, Polk, Portage, Vilas, Walworth, Waukesha, Waupaca, Waushara and Winnebago.6

No other changes in Huntington Bank's CRA assessment areas are anticipated at this time. If changes occur in the future, Huntington Bank will provide the OCC with a revised list of counties for purposes of its CRA assessment area expansion plans.

[6] FirstMerit Bank has a single branch presence in Missaukee County Michigan and in Door County Wisconsin. As shown in Exhibits 4 and 14, Huntington Bank plans to close those two branches in connection with the Proposed Transaction. After consummation of the Bank Merger, Huntington Bank expects to expand its CRA assessment area to include those two counties on an interim basis until those branch closures occur.

5c. At its most recent federal regulatory examination, did any of the combining institutions receive a CRA rating of "needs to improve" or "substantial noncompliance" institution-wide, or where applicable in a state or a multi-state MSA, or receive an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the acquiring bank is expanding as a result of the consolidation?

Yes ☒ **No** ☐

If the answer is yes, describe what actions, if any, have been taken to redress deficiencies in the institution's CRA record of performance since the examination.

In the 2012 Evaluation, Huntington Bank did not receive a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or in any state, multistate MSA or non-MSA portion of a state.

FirstMerit Bank's CRA Performance in Pennsylvania: The only less-than-satisfactory overall rating that FirstMerit Bank received for a jurisdiction in its 2013 Evaluation was the "Needs to Improve" overall rating for the state of Pennsylvania. FirstMerit Bank has a small presence in Pennsylvania, with only one CRA assessment area, and operates only four branches and four ATMs in that assessment area. As noted in the 2013 Evaluation, the state of Pennsylvania carried very little weight in determining FirstMerit Bank's overall rating because FirstMerit Bank's deposits, branches and lending activity in this state represented only a nominal percentage of FirstMerit Bank's entire operations.

As a result of the "Needs to Improve" rating, FirstMerit Bank has developed an action plan (the "Action Plan") to improve its CRA performance in Pennsylvania. The Action Plan is described below.

CRA Lending. With respect to CRA lending, the Action Plan sets forth the following primary objectives:

i. to increase first and second mortgage originations as well as other product cross-sells in LMI, underserved and minority communities, in New Castle and Lawrence County, Pennsylvania.

ii. to source and identify commercial lending opportunities that (a) promote economic development (permanent job creation/retention for LMI individuals and/or geographies), (b) provide affordable housing for LMI individuals, (c) revitalize LMI, designated disaster, or underserved or distressed non-metropolitan middle-income areas, and (d) provide community services to LMI individuals.

Actions taken by FirstMerit Bank since the 2013 Evaluation include:

- Identified LMI, underserved and minority communities and community partners who serve those communities;

- Reached out to the identified community partners to seek their support, as well as assistance to execute on FirstMerit's Action Plan in New Castle, Pennsylvania;

- Scheduled joint outreach initiatives with community partners to improve FirstMerit's lending performance in these communities;

- Formulated an outreach plan with the goal of promoting FirstMerit Bank lending products; and

- Identified a list of Centers of Influence who assist with referral opportunities, including residential and commercial developers, as well as local economic developers and community development directors who can identify projects in need of financing to assist with meeting lending goals.

For 2016, FirstMerit Bank's Community Development Market Manager will execute on the outreach plan that involves sending quarterly Community Partner Letters to organizations supporting LMI, underserved and minority communities. The Community Partner Letters will include marketing materials, as well as a brief introduction of the following products that meet the needs of LMI, underserved and minority communities: BEST Mortgage, home improvement loan products, secured credit card, financial literacy initiatives, and the Small Business Score and Go Product.

CRA Investment. The Action Plan sets forth steps to be taken to increase FirstMerit Bank's CRA investments in Pennsylvania, particularly in the following areas: affordable housing, workforce development, education and economic development.

Among other things, the Action Plan requires the Community Development Market Manager to:

- Source funding from the FirstMerit Foundation, the FirstMerit Community Development Corporation and the CRA Sponsorship Budget to increase its CRA investments in New Castle, Pennsylvania;

- Identify local community partners that have programs and services that support LMI, underserved and minority communities and invite them into the application process for sponsorship and donation funding;

- Explore opportunities to invest in the State of Pennsylvania Earned Income Tax Credit initiative; and

- Explore opportunities for the FirstMerit Community Development Corporation to invest in funds involving low income housing tax credit and new markets tax credit developments, small business investment companies, small business micro lending and economic growth.

CRA Service. To improve its performance under the CRA Service Test, FirstMerit Bank engaged in, and will continue to engage in, volunteer initiatives that involve financial literacy, home buyer counseling and employee service on boards of community organizations.

Among other things, the Action Plan requires the Community Development Market Manager to:

- Partner with retail branches and an assigned CRA Mortgage Loan Originator to facilitate financial empowerment and home buyer workshops in New Castle, as well as the surrounding LMI, underserved and minority communities; and

- Work with the FirstMerit Bank's Pennsylvania leadership team to encourage employees to volunteer for board opportunities that provide CRA service credit and to participate in quarterly service initiatives to assist with meeting the CRA Service goal for Pennsylvania.

Huntington Bank's CRA Performance in Pennsylvania: The OCC rated Huntington Bank's CRA performance in Pennsylvania as "Outstanding" in the 2012 Evaluation. The bank was rated "Outstanding" under the Lending and Service Tests and "Low Satisfactory" under the Investment Test. With 56 branches in three assessment areas—the Pittsburgh MSA, the Erie MSA and Lawrence County—Huntington Bank has a larger presence in Pennsylvania than FirstMerit Bank.

The OCC found that Huntington Bank's geographic distribution of home mortgage loans and small loans to businesses was good and that the distribution of its home mortgage loans by borrower income and loans to businesses with revenues of $1 million or less was excellent. The OCC noted that the bank participates in a variety of national, state and locally based flexible lending programs.

In the 2012 Evaluation, the OCC found that Huntington Bank's level of community development lending in Pennsylvania was excellent, which had a significant positive impact on the bank's performance, particularly in Pittsburgh, and that its qualified investment activity was adequate. During the evaluation period, Huntington Bank made community development loans totaling $65.1 million in Pennsylvania. Since the 2012 Evaluation, Huntington Bank's community development loans have totaled $122.3 million and the bank's qualified investments have totaled $33 million in Pennsylvania.

Huntington Bank has also continued its excellent level of community development services in Pennsylvania to assist community organizations that focus on affordable housing, economic development, small business development, foreclosure prevention and financial literacy. During the five-year evaluation period of the 2012 Evaluation, Huntington Bank employees donated a total of 2,755 hours to community development service in Pennsylvania, and during the last four years they have donated a total of 2,479 hours.

Upon consummation of the Proposed Transaction, Huntington Bank will continue the activities FirstMerit Bank has begun to strengthen CRA performance in New Castle and Lawrence County, Pennsylvania, and apply Huntington Bank's CRA compliance programs to the operations of the legacy FirstMerit Bank branch network in Pennsylvania and elsewhere.

6. **Is the transaction subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994?**

Yes ☐ **No** ☒

If the answer is yes, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

7. **Will any banking offices that have not been certified as banking offices by the OCC: (a) be established or retained as branches, including the main office, and branches of the target institution; (b) be approved, but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s); and (c) be retained as branches in the applicant's original home state in the event the applicant is relocating its main office to another state.**

Yes ☒ **No** ☐

If the answer is yes, provide the popular name, street address, city, county, state, and ZIP Code for each location being established or retained, approved and unopened, retained in the applicant's original home state in the event the applicant is relocating its main office to another state.

Huntington Bank seeks licenses from the OCC for various banking locations it will be acquiring from FirstMerit Bank in the Bank Merger. Exhibit 4 contains a list of all the offices that will be established or retained as licensed branches, limited purpose facilities or limited purpose messenger service offices in the Proposed Transaction. The attached list includes 360 locations,[7] including:

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[7] Huntington Bank seeks branch licenses for all 360 locations, including for all the full-service branch locations and for certain limited service and limited purpose location. The list of 360 locations includes some office locations that Huntington Bank has decided to consolidate or close in connection with the Proposed Transaction, including 75 legacy FirstMerit Bank full-service brick and mortar branch locations, one legacy FirstMerit Bank limited service drive-up location and one legacy FirstMerit Bank limited service facility that services Wealth and Commercial clients that are specifically identified below in this response to Item 7. Huntington Bank seeks branch licenses for the legacy FirstMerit Bank locations that will be consolidated or closed in connection with the Proposed Transaction because, as explained in the application, there is a brief period of time between when the Proposed Transaction closes and when the consolidation or closure of those office locations occurs. All of these 360 locations already have existing branch licenses from the OCC; although one of the locations, the Rittman Shopping Center Branch (Rittman, OH) does not appear to have a branch license number. FirstMerit Bank acquired that branch location on February 12, 1999 as part of its acquisition of Summit Bank, N.A.

The list at Exhibit 4 excludes one currently licensed branch location of FirstMerit Bank that FirstMerit Bank plans to consolidate into a nearby FirstMerit Bank branch. FirstMerit Bank has already notified the OCC and the affected branch customers about this planned consolidation. The branch is located at 106 S. Main St., Jefferson, Wisconsin 53549.

The list at Exhibit 4 also excludes eight currently licensed branch locations of FirstMerit Bank that FirstMerit Bank intends to close prior to the closing of the Proposed Transactions. FirstMerit Bank has already notified the OCC and the affected branch customers about these planned closings. The addresses of the eight branches are: (a) 10875 Michigan Ave., Posen, Michigan 49776; (b) 125 W. Main St., Parma, Michigan 49269; (c) 127 East Grand River Ave., Webberville, Michigan 48892; (d) 124 W. Chicago Rd., White Pigeon, Michigan 49099; (e) 123 E. State Street, Colon, Michigan 49040; (f) 1530 River Rd. N, Elyria, Ohio 44035; (g) 1926 Dickinson Rd., De Pere, Wisconsin 54115; and (h) 4321 College Ave., Suite 101, Appleton, Wisconsin 54914.

Illinois:	38 full-service branch locations 1 limited service facility that is drive-up location
Michigan:	126 full-service branch locations 5 limited service facilities that are drive-up locations
Ohio:	135 full-service branch locations 7 limited service facilities that are drive-up locations 1 limited service facility that services Wealth and Commercial clients 1 limited purpose messenger service location
Pennsylvania:	4 full-service branch locations
Wisconsin:	42 full-service branch locations

The current main office location of Huntington Bank will not change in connection with the Proposed Transaction. FirstMerit Bank's licensed brick and mortar location at 106 South Main Street, Akron, Ohio 44308, is currently designated as FirstMerit Bank's main office location. Huntington Bank seeks a branch license for that location.

Huntington Bank will follow the appropriate procedures concerning notifications to regulators and affected branch customers for any branch consolidations and closures.

Consolidations and Closures:[8] Huntington Bank believes that customers in Illinois, Michigan, Ohio, Pennsylvania and Wisconsin will be well served by the resulting branch network following the consummation of the Proposed Transaction. Because of the overlap in the legacy branch networks of Huntington Bank and FirstMerit Bank and to reduce redundancy and make the delivery of customer services more efficient, Huntington Bank expects to consolidate or close certain licensed locations, either legacy Huntington Bank or legacy FirstMerit Bank locations, in connection with the Proposed Transaction including:

Consolidations into nearby legacy Huntington Bank or FirstMerit Bank locations:

Illinois:	None
Michigan:	4 legacy Huntington Bank full-service branch locations 12 legacy FirstMerit Bank full-service branch locations
Ohio:	14 legacy Huntington Bank full-service branch locations 29 legacy FirstMerit Bank full-service branch locations

[8] According to the OCC, a branch consolidation occurs when the distance between the consolidating branch and the receiving branch meets the short-distance relocation definition in 12 CFR 5.3(l). That occurs when the receiving branch is within the following distances to the consolidating branch: (1) one thousand foot-radius of the site if the branch is located within a central city of an Metropolitan Statistical Area (an "MSA"); (2) one-mile radius of the site if the branch is not located within a central city, but is located within an MSA; or (3) two-mile radius of the site if the branch is not located within an MSA. A branch closing occurs when the distance between the consolidating branch and the receiving branch exceeds the short-distance relocation definition.

Pennsylvania:	2 legacy Huntington Bank full-service branch locations 1 legacy FirstMerit Bank full-service branch location
Wisconsin:	None

Closures:

Illinois:	1 legacy FirstMerit Bank full-service branch location
Michigan:	2 legacy Huntington Bank full-service branch locations 19 legacy FirstMerit Bank full-service branch locations 1 legacy FirstMerit Bank limited service drive-up location
Ohio:	8 legacy Huntington Bank full-service branch locations 8 legacy FirstMerit Bank full-service branch locations 1 legacy FirstMerit Bank limited service facility that services Wealth and Commercial clients
Pennsylvania:	None
Wisconsin:	5 legacy FirstMerit Bank full-service branch locations

In most cases, the customer accounts of branches to be closed will be transferred to the next nearest branch, either a legacy FirstMerit Bank branch or an existing Huntington Bank branch. Accounts of customers of a branch to be consolidated will be transferred to the branch designated as the surviving branch of the two consolidating branches. Exhibit 14 identifies: (a) the FirstMerit Bank or Huntington Bank branches to be consolidated or closed, (b) the recipient branches, (c) the distances between such branches, and (d) the reasons for the consolidation or closure and the factors mitigating any adverse impact on affected customers.

Huntington Bank will provide prior notices of any branch closures to the applicable regulators and the customers in accordance with the applicable law, regulations and regulatory guidance. Customers of branches to be consolidated also will receive prior notices of the planned consolidation into other branches. Huntington Bank adheres to a comprehensive internal branch opening, closing, relocation and consolidation policy to ensure compliance with applicable laws and to regulatory guidance. For more information on Huntington Bank's Branch Opening, Closing, Relocation & Consolidation Policy, please see the response to Item 4 above.

8. Will the resultant national bank acquire any subsidiaries with activities or investments not previously approved by the OCC for either the acquiring or target banks?

Yes ☐ **No** ☒

If the answer is yes, provide the information and analysis for the activities of each subsidiary or investment that would be required if it were established pursuant to 12 CFR 5.34 or 5.39.

9. **Will the resultant bank avoid any commitments entered into by any of the combining institutions with community organizations, civic associations, or similar entities to provide banking services to the community?**

Yes ☐ **No** ☒

If the answer is yes, describe the commitment, explain the reasons for not assuming the commitment, and the effect on the relevant community.

10. **Will the applicant be or become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator as a result of the transaction?**

Yes ☒ **No** ☐

If the answer is yes, provide:

a. **The name of company.**

b. **A description of the insurance activity in which the company is engaged and plans to conduct.**

c. **A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.**

As noted in Exhibit 5, FirstMerit Bank has two subsidiaries that currently are engaged in insurance activities: (1) FirstMerit Insurance Group, Inc. (insurance agency under the registered name of "FirstMerit Ins Group, Inc."); and (2) FirstMerit Mortgage Reinsurance Company, Inc. (captive insurance company providing mortgage reinsurance). It also has two subsidiaries that were engaged in insurance activities, but they currently are dormant: (1) FirstMerit Insurance Agency, Inc. (formerly a life insurance agency registered with Ohio); and (2) FirstMerit Title Agency, Ltd. (formerly a title insurance broker). Please see Exhibit 5 for the addresses of these subsidiaries of FirstMerit Bank.

FirstMerit Insurance Group, Inc. is registered with Ohio and a licensed agency with authority for the following lines: accident and health, life and variable insurance. Agents of FirstMerit Insurance Group, Inc., who are registered representatives and licensed to sell securities with ValMark Securities, Inc. (an independent, third party broker-dealer), are licensed in the following states to sell, as agent, life, disability income and long-term care insurance: Ohio, Illinois, Pennsylvania, Florida, North Carolina, Michigan, Wisconsin, South Carolina and Arizona. FirstMerit Insurance Group, Inc. itself is not registered or licensed in states other than Ohio.

FirstMerit Mortgage Reinsurance Company is licensed in the State of Hawaii to provide mortgage reinsurance.

11. **Provide a copy of (a) the draft or, if available, executed merger or transaction agreement, including any amendments; (b) any board of directors' resolutions related**

to the transaction; (c) interim charter, names of organizers, and related documents, if applicable; and (d) a copy of the pro forma balance sheet and regulatory capital schedule. (See instructions for explanation of the information to include.)

(a)

- A copy of the executed Holdco Merger Agreement is in Exhibit 1.
- A summary of the principal terms of the Holdco Merger Agreement is in Exhibit 3.
- A copy of the Bank Merger Agreement is in Exhibit 2.

(b)

- Joint resolutions approved by the boards of directors of Huntington and Huntington Bank are in Exhibit 15.
- Resolutions approved by FirstMerit's board of directors are in Exhibit 16.
- Resolutions approved by FirstMerit Bank's board of directors are in Exhibit 17.

(c) Not applicable.

(d) A pro forma balance sheet, projected combined statement of income, pro forma and projected regulatory capital schedule, and asset quality schedule are in Exhibit 18 and Confidential Exhibit D.

Additional information on certain obligations of FirstMerit Bank is provided in Confidential Exhibit E, and additional information on certain Huntington Bank financing transactions is provided in Confidential Exhibit H.

Applicants for a nonaffiliate transaction also must complete items 12 through 14.

12. Do the acquiring bank and target compete in any relevant geographic market (see Bank Merger Screen)?

Yes ☒ **No** ☐

If the answer is yes,

a. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800?

Yes ☒ **No** ☐

b. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resultant bank have greater than 35 percent of the deposits in a relevant market?

Yes ☒ **No** ☐

A "yes" answer for either question will result in the application being removed from expedited processing for additional competitive review. In such circumstances, the applicant may consult the Competitive Review Appendix in the "Business Combinations" booklet of the *Comptroller's Licensing Manual* for guidance on addressing competitive issues or contact the appropriate OCC District Licensing office directly for specific instructions.

The Bank Merger Act would prohibit the OCC, and section 3 of the BHC Act would prohibit the Federal Reserve, from approving the Proposed Transaction if it would result in a monopoly or substantially lessen competition in any banking market, unless the agency finds that the anticompetitive effects of the proposal are clearly outweighed in the public interest by the probable effect of the proposal in meeting the convenience and needs of the communities to be served.[9] In evaluating the competitive effects of a proposed merger or acquisition, the OCC and the Federal Reserve consider the competitive effects of the proposal in light of all the facts of record. In particular, the agencies consider the number of competitors that would remain in the banking markets, the relative shares of total deposits in insured depository institutions in the banking markets ("market deposits") that the acquiror would control, the concentration levels of market deposits and the increase in these levels as measured by the Herfindahl-Hirschman Index (the "HHI") under the Department of Justice Bank Merger Competitive Review guidelines (the "DOJ Bank Merger Guidelines") and other characteristics of the market.

Huntington and FirstMerit have overlapping branch operations in 27 banking markets as defined by the Federal Reserve Banks of Chicago and Cleveland (the "Markets").[10] In 22 Markets, the Proposed Transaction would be consistent with the DOJ Bank Merger Guidelines and Federal Reserve and OCC precedent.[11] In only five such Markets would the Proposed Transaction exceed the DOJ Bank Merger Guidelines or result in a deposit market share of 35% or more and, thus, require more careful examination of the mitigating factors.[12]

With respect to the remaining five markets, Huntington and FirstMerit are proposing significant divestitures in the Canton and Ashtabula Markets in Ohio ($650 million in the aggregate), which along with other mitigating factors in those Markets, ensures that the Proposed Transaction would present no competitive concerns under the BHC Act, the Bank Merger Act or section 7 of the Clayton Act. Huntington and FirstMerit propose to divest branches with such aggregate amount of deposits to one or two insured depository institutions that the Federal Reserve, the OCC and the DOJ consider to be a competitively suitable purchaser. With regard to the other three Markets – Akron and Ashland, Ohio, and Cadillac, Michigan – the parties contend that no divestitures are warranted in view of the significant mitigating factors and relevant facts in each of those Markets. The analysis in each of the five Markets is consistent

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[9] 12 USC § 1842(c)(1); 12 USC § 1828(c)(5).

[10] The definitions of all 27 overlapping banking markets are provided in Exhibit I of the Competitive Memorandum Volume.

[11] Market tables for these 22 overlapping banking markets are provided in Exhibit III of the Competitive Memorandum Volume.

[12] A detailed discussion of competitive considerations of the Proposed Transaction, including for these five Markets, is set forth in the Memorandum on Competitive Considerations (the "Competitive Memorandum"), in the Competitive Memorandum Volume to the Application. Market tables for the five overlapping banking markets requiring a more detailed review are provided in Exhibit II of the Competitive Memorandum Volume.

with agency precedent and demonstrates that the Proposed Transaction would not result in a monopoly or substantially lessen competition in any such Market.

As a "screening test" for competitive considerations, and based on their experience in evaluating banking mergers, the Federal Reserve, the OCC and the DOJ generally conclude that a merger presents no competitive concerns and warrants no further investigation if either (a) the post-merger HHI (computed by summing the squares of the deposit market shares of all the firms reporting deposits in the market) is no greater than 1,800 or (b) the increase in the HHI as a result of the merger is less than 200 points.[13] If a proposal does not exceed this 1,800/200 screen, it is considered to be below the "safe harbor" level(s). Because the OCC generally analyzes the competitive effects in the same manner as the Federal Reserve, the discussion below from the BHC Application with references to the Federal Reserve's analysis is also applicable to the OCC's analysis.

The Federal Reserve weights thrift deposits at 50% in calculating the pre-merger HHI, but includes specific thrifts at higher levels of deposits when those institutions are shown to be particularly active with respect to commercial lending.[14] Several thrifts in the Markets at issue warrant 100% inclusion based on their commercial activities. In addition, the Federal Reserve in its decisions – and reaffirmed in the FAQs published by the Federal Reserve and the DOJ in October 2014 – will consider the competitive significance of credit unions, including them in the competitive analysis at 50% of deposits, when the credit union (1) has a broad membership, open to "all, or almost all," of the market population and (2) has branches that are easily accessible to the public – street-level branches.[15] The deposits of various credit unions in the Markets in issue meet the Federal Reserve's criteria for weighting their deposits at 50%.

After giving an appropriate weighting to reflect the competitive presence of the financial institution, the 1,800/200 screen is applied, but importantly, if the 1,800/200 screen is exceeded, that alone does not mean that the merger threatens to lessen competition substantially in a particular relevant market. Rather, further analysis of the quantitative and qualitative

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[13] *See, e.g.*, *BB&T Corporation*, FRB Order No. 2015-35 n.16 (December 23, 2015). The DOJ also generally follows this 1800/200 screen, *see* DOJ Bank Merger Guidelines. The DOJ has informed the federal banking agencies that a bank merger or acquisition generally would not be challenged (in the absence of other factors indicating anticompetitive effects) unless the post-merger HHI is at least 1,800 and the merger increases the HHI by more than 200 points. Under the DOJ Bank Merger Guidelines, a market is considered unconcentrated if the post-merger HHI is under 1,000, moderately concentrated if the post-merger HHI is between 1,000 and 1,800, and highly concentrated if the post-merger HHI exceeds 1,800.

[14] *See, e.g.*, *Banner Corporation*, FRB Order No. 2015-23, n. 23 & 24 (September 3, 2015); *First Farmers Bank & Trust*, FRB Order No. 2015-06, n.18 (February 17, 2015); *Chemical Financial Corporation*, FRB Order No. 2014-16 nn. 17, 18 (September 30, 2014); *Old National Bancorp*, FRB Order No. 2014-13, n. 20 (July 14, 2014); *First Interstate BancSystem, Inc.*, FRB Order No. 2014-11, n.11 (June 30, 2014); *Midwest Financial Group*, 75 Fed. Res. Bull. 386 (1989); *National City Corporation*, 70 Fed. Res. Bull. 743 (1984); *see also* the FAQs issued by the Federal Reserve and DOJ on October 9, 2014, Nos. 5 & 17 ("FAQs"), *available at* http://www.federalreserve.gov/bankinforeg/competitive-effects-mergers-acquisitions-faqs.htm.

[15] FAQs, *supra* note 14, No. 18; *see also BB&T Corporation*, FRB Order No. 2015-18 (July 7, 2015) (giving six community credit unions 50% deposit weighting); *Merchants & Farmers Bancshares, Inc.*, FRB Order No. 2015-17 (June 15, 2015) (giving two active credit unions 50% deposit weighting). In some of the Federal Reserve's orders it continues to be unclear whether the Federal Reserve is weighting the deposits of credit unions in the HHI analysis or treating the presence of credit unions as a mitigating factor.

characteristics of the market is required to help determine whether competition in that market may reasonably be likely to be substantially lessened as a result of the transaction.[16]

In three Markets (Akron and Ashland County, both in Ohio, and Cadillac, Michigan), an analysis of the criteria employed by the Federal Reserve, including mitigating factors, appropriate deposit adjustment and proper deposit weighting of certain thrifts and credit unions in accordance with Federal Reserve precedent, demonstrates that the Proposed Transaction would fall within the Federal Reserve's concentration safe harbor level (described above).[17] In two Markets (Canton, Ohio and Ashtabula County, Ohio), as noted above, Huntington and FirstMerit are proposing significant divestitures to competitively suitable purchasers, which when combined with significant mitigating factors, appropriate deposit adjustment and proper weighting of certain thrift and credit union deposits, would bring the Proposed Transaction below the concentration safe harbor level.[18]

Banking Markets in Which Divestitures Are Not Warranted

Akron, Ohio Banking Market (the "Akron Market") – In the Akron Market, special consideration as a mitigating factor should be given to the presence of FirstMerit's headquarters office in the Akron market, and the direct impact that the headquarters' office has in artificially inflating FirstMerit's deposit market share. FirstMerit has $3.9 billion in deposits in the Akron Market, of which $1.7 billion – or 44% – is at its head office branch, as of June 30, 2015. FirstMerit has determined that $982 million of the head office deposits (consisting of wholesale/brokered certificates of deposit and a master Money Market Account, out-of-market mortgage escrow deposits, collateralized public deposits and trust account deposits) have no relation to the Akron market or cannot be used locally for lending or any other purpose. Consistent with Federal Reserve precedent, such deposits should be excluded from FirstMerit's deposit market share.[19] After properly excluding such deposits, FirstMerit is left with $2.9 billion in deposits in the Akron Market.[20]

Moreover, the Akron Market is characterized by intense competition from several of the nation's largest full-service commercial banks. In the Akron Market, the combined bank would continue to face competition from numerous national, super-regional and regional banks and local community banks and thrifts, including .JPMorgan Chase & Co. ("JPMC"), The PNC Financial Services Group, Inc. ("PNC"), KeyCorp, Fifth Third Bancorp ("Fifth Third"), Citizens Financial Group, Inc. ("Citizens Financial") and U.S. Bancorp. JPMC and PNC are the small

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[16] *See, e.g., Farmers Bank of Northern Missouri*, FRB Order No. 2015-32 (November 13, 2015) (Harrison County, MI 232/2,814); *Banner Corporation*, FRB Order No. 2015-23 (September 3, 2015) (Walla Walla, WA 327/2,367); *Chemical Financial Corporation*, FRB Order No. 2014-16 (September 30, 2014) (Gaylord, MI 403/1914, Cadillac, MI 329/2,338, Roscommon, MI 261/1,909).

[17] Tables for each of these three Markets are provided in Exhibit II of the Competitive Memorandum Volume.

[18] Tables for each of these two Markets are provided in Exhibit II of the Competitive Memorandum Volume.

[19] *See, e.g., The PNC Financial Services Group, Inc.*, 95 Fed. Res. Bull. B1 (2008); *Bank of America Corporation*, 94 Fed. Res. Bull. C81 (2008); *J.P. Morgan Chase & Co.*, 90 Fed. Res. Bull. 352 (2004); *Wells Fargo & Company*, 86 Fed. Res. Bull. 832 (2000); *First Security Corporation*, 86 Fed. Res. Bull. 122 (1999); *see also* FAQs, *supra* note 13, Nos. 23 & 24.

[20] See the Akron Market tables in Exhibit II of the Competitive Memorandum Volume.

business lending leaders in the Akron Market[21] and would continue to be so after the Proposed Transaction closes. In addition, 12 other banking organizations, including several large community banks, would remain and compete against the combined bank in the Akron Market.

The combined bank also would face substantial competition from seven thrifts which collectively held over $683.5 million in deposits in Akron, as of June 30, 2015. Six of the seven thrifts (identified in the table below) exceed the DOJ's criteria for inclusion of deposits at 100% (*i.e.*, each devotes at least 2% or more of its assets to commercial and industrial ("C&I") lending) and, thus, warrant inclusion at 100% of deposits under the Federal Reserve's precedent.[22]

Thrift (Holding Company)	**Ratio of C&I-to-Total Assets**
Westfield Bank (Ohio Farmers Insurance Company)	17.5%
CFBank (Central Federal Corporation)	12.3%
Wayne Savings Community Bank (Wayne Savings Bancshares)	4.2%
Dollar Bank, FSB	6.5%
Home S&LC of Youngstown (United Community Financial Corp)	3.3%
Northwest Savings Bank (Northwest Bancshares)	4.7%

All six thrifts are active commercial lenders, as demonstrated by their ratios of C&I loans to total assets listed in the table above. All six have demonstrated recent, rapid upward trends in their C&I loans-to-assets ratios and are publicly committed to transitioning to commercial bank-like business models. All have commercial lending operations and are actively competing for business customers in the Akron Market.

Finally, the combined bank would face competition from 25 credit unions with 34 branches accounting for 6.0% of the Akron Market's deposits. Two credit unions in the Akron Market meet the Federal Reserve's criteria for weighting of deposits at 50%.[23] The first is Seven Seventeen Credit Union ("SSCU"), which is the largest credit union in the market, with $109 million in deposits at three in-market street-level, full-service branches. It has broad membership eligibility criteria, which cover anyone who lives or works in the Counties of Trumbull, Mahoning, Columbiana, Portage or Summit or the central portion of Stark County, all in Ohio. In addition, SSCU has 8.8% of its assets in member business loans. The second one is GenFed Financial Credit Union ("GenFed"), which has $229.4 million in total assets, $188.4 million in total deposits, street-level branches, broad membership criteria (covering 90% of the market's population) and member business loans. In the Akron Market, GenFed has four street-level branches holding an estimated $61.5 million in deposits.

[21] See Exhibit II of the Competitive Memorandum Volume for tables showing small business loan originations based on 2014 CRA data for each of the five markets.

[22] *See* FAQs, *supra* note 14, Nos. 5 & 17.

[23] FAQs, *supra* note 14, No. 18; *see also BB&T Corporation*, FRB Order No. 2015-18 (July 7, 2015) (giving six community credit unions 50% deposit weighting).

When the deposit data are properly adjusted to exclude the centrally booked non-local and collateralized deposits at FirstMerit's headquarters office, the HHI deposit analysis confirms that the Akron Market is much less concentrated than the baseline data suggest. With the exclusion of FirstMerit's non-local and collateralized head office deposits and the appropriate weighting of the deposits of the six thrifts and two credit unions, discussed above, the Proposed Transaction would cause the HHI to increase by 382 points to a post-merger level of only 1,739 points and a deposit market share of 33.98%.

After consummation of the Proposed Transaction, 26 bank and thrift competitors and 25 credit unions would remain in the market. As noted, these remaining competitors would include three large national or super-regional banks with a deposit market share of more than 10% (JPMC, PNC and KeyCorp), and two other large super-regional banks with market shares of near 5% (Fifth Third and Citizens Financial). The foregoing mitigating factors and adjustments demonstrate that no divestiture is warranted in the Akron Market to ensure that the Proposed Transaction would not substantially lessen competition in such Market.

Ashland County, Ohio Banking Market (the "Ashland Market") – In the Ashland Market, where Huntington operates only one branch, the Proposed Transaction would be below the concentration safe harbor level under DOJ's standards and would exceed the Federal Reserve's concentration safe harbor level by only a small amount, 80 points (1,880/458). The combined bank would face continued competition from some of the largest financial institutions in the country, including PNC, which is the market leader with a 20% share of deposits, and JPMC, which has an 11% share of market deposits, plus four other community banking organizations, Park National Corporation ("Park National"), Sutton Bancshares, Inc. ("Sutton"), Community Independent Bancorp, Inc. and Woodforest Financial Group, Inc.

Moreover, after giving proper weight to reflect the competitive significance of certain thrifts and credit unions in the Ashland Market under the Federal Reserve's criteria for increased weighting, concentration would fall below concentration safe harbor level. In particular, The Home Savings and Loan Company ("Home Savings"), which has one branch in this market, and Wayne Savings Community Bank ("Wayne Savings"), which has two branches, are active commercial lenders. Both devote over 3% of their total assets to C&I lending and have been increasing their C&I portfolios in recent years. Home Savings had a C&I-to-total-assets ratio of 1.5% in 2013, but by 2015 had increased that ratio to 3.3% (with the dollar volume in C&I loans increasing to more than 2.5 times its 2013 level). Wayne Savings had a 3.3% C&I-to-total-assets ratio in 2013, but that ratio also had increased in 2015 to over 4%. Notably, Wayne Savings' estimated share of small business loan originations in Ashland County – 9.1% – exceeds the small business market share of both Huntington (6.8%) and FirstMerit (6.0%). In addition, three credit unions satisfy the Federal Reserve's criteria for 50% weighting of deposits. Directions Credit Union, CES Credit Union and Ashland Community Federal Credit Union have street-level branches, offer a wide variety of bank products and services and their membership eligibility criteria cover the entire population of the Ashland Market. With the appropriate weighting of deposits of these two thrifts and three credit unions, the HHI would increase by 370 points to only 1,570 as a

result of the Proposed Transaction, well below the concentration safe harbor level, and the combined bank would have a deposit market share of 27.41%.[24]

In addition, several other factors further support the conclusion that the Ashland Market is and would remain highly competitive following the merger. First, the market shares based on the number of branches would also be below safe harbor levels (increasing by 138 points to 1,280). Second, while the combined bank would edge out PNC in deposit market share, there would be four other competitors with shares about or exceeding 10%, including PNC, JPMC, Park National and Sutton. Small business lending would also be below the safe harbor levels (1,546/81). On consummation of the Proposed Transaction, three competitors (Sutton, Park National and PNC) would have a larger share of small business loans than Huntington's share. In view of the foregoing mitigating factors and the safe harbor levels of concentration after appropriately weighting the market's thrifts and credit unions, no divestitures are warranted in the Ashland Market to ensure that the Proposed Transaction would not substantially lessen competition in such Market.

Cadillac, Michigan Banking Market (the "Cadillac Market") – The Cadillac Market falls below concentration safe harbor level under the Federal Reserve's and DOJ's baseline assumptions. The Proposed Transaction would result in an increase of 102 points (half of the safe harbor increase level) to a post-merger HHI of 2,706, while the parties' combined share would be 37.43%. While FirstMerit is ranked first in the Cadillac Market, Huntington is by far the smallest in this Market with only about $9 million in deposits at one branch.[25]

After the Proposed Transaction closes, the combined bank would face continued competition from five super-regional, regional and community banks, including Chemical Financial Corporation, Fifth Third, Mercantile Bank Corporation, Lake Financial Corporation (bank holding company for Lake-Osceola State Bank) and Honor Bancorp, Inc. Competition also would continue from three credit unions, each of which meet the Federal Reserve's criteria for weighting of deposits at 50%. West Michigan Credit Union ("WMCU") has one street-level, full-service branch with $30 million of in-market deposits, at June 30, 2015, and its membership is open to 100% of the Cadillac Market's population. Wexford Community Credit Union ("Wexford") has one full-service, street-level branch in the Cadillac Market (with $45 million in deposits as of June 30, 2015) and its membership is open to 100% of the Cadillac Market's population. Finally, Forest Area Federal Credit Union ("Forest Area") has $21 million in deposits at one full-service, street-level branch in Cadillac (as of June 30, 2015) and broad eligibility criteria for membership. When the deposits of WMCU, Wexford and Forest Area are weighted at 50% to account for their competitive presence in the market, the concentration increases by only 88 points to a post-merger HHI of 2,353 points, and the post-merger combined bank's deposit market share would equal 34.76%, which is below the concentration safe harbor level and consistent with Federal Reserve precedent. Accordingly, no divestitures are warranted in the Cadillac Market to ensure that the Proposed Transaction would not substantially lessen competition in such Market.

[24] See the Ashland Market tables in Exhibit II of the Competitive Memorandum Volume.

[25] See the Cadillac Market tables in Exhibit II of the Competitive Memorandum Volume.

Banking Markets in Which Divestitures Are Proposed

Canton, Ohio Banking Market (the "Canton Market") – In the Canton Market, the parties propose to divest FirstMerit branches holding approximately $600 million in deposits. Accounting for the mitigating factors and market share adjustments discussed below, this divestiture would bring the Proposed Transaction to below concentration safe harbor levels (1,800/200 HHI) under the Federal Reserve's standard analysis.[26]

Huntington's market share in the Canton Market significantly overstates its competitive presence due to one large branch, which held $792 million in deposits, as of June 30, 2015, or about one-half of Huntington's $1.6 billion in deposits reported in the Canton Market. This branch is more than eight times larger than Huntington's next largest branch in the Canton Market, and it has grown rapidly over the past five years, including 14% in the last year alone. In particular, Huntington held $190.6 million in the deposit accounts of government entities that are legally subject to 105% collateralization requirements. As acknowledged in Federal Reserve precedent, the collateralization requirement means that these deposits cannot be used locally for lending or any other purpose and, accordingly, they should be excluded from Huntington's market share in the merger analysis.[27]

Moreover, the Canton Market is intensely competitive with several national and super-regional banks and large community banks, several of which are among the nation's largest full-service commercial banks including: JPMC with 11 in-market branches holding $708.5 million in deposits (ranks third in amount of market deposits); PNC Financial with 10 in-market branches holding $360 million in deposits (ranks sixth); Citizens Financial with 12 in-market branches holding $601 million in deposits (ranks fourth); and KeyCorp with 12 in-market branches holding $539 million in deposits (ranks fifth). Other significant bank competitors in the Canton Market include: Consumers Bancorp Inc. ("Consumers Bancorp") (ranks seventh); Ohio Legacy Corp ("Ohio Legacy") (ranks eighth); Fifth Third (ranks ninth); and U.S. Bancorp (ranks twelfth). Altogether the combined bank would continue to face competition from 14 other banks in this Market following the Proposed Transaction.

Two thrifts in this Market, both of which are discussed above in the Akron Market section, are commercially active and meet the Federal Reserve's (and the DOJ's) standards for weighting thrift deposits at 100%. Westfield Bank is part of a super-regional financial/insurance group, which is owned by Ohio Farmers Insurance Company and it holds 17.5% of its total assets as C&I loans. Westfield Bank holds $27 million in deposits in one branch in the Canton Market. Wayne Savings has $434.1 million in total assets and $364.8 million in total deposits in 11 branches throughout Northeast Ohio. In the Canton Market, Wayne Savings holds $26.6 million in deposits at one branch and reports 4.15% of its assets as C&I loans.

The post-merger combined bank also would face competition from 21 credit unions with 33 branches holding an estimated 12% of Canton Market's deposits. Eleven of those credit unions

[26] See the Canton Market tables in Exhibit II of the Competitive Memorandum Volume. In addition, see Confidential Exhibit F for additional information.

[27] See the authorities cited *supra* note 19.

satisfy the Federal Reserve's criteria for weighting credit union deposits at 50% – Canton School Employees Federal Credit Union, Stark Federal Credit Union, Golden Circle Credit Union, Friends and Family Credit Union, Community One Credit Union of Ohio, St. Joseph's Canton Parish Federal Credit Union, First Ohio Community Federal Credit Union, Buckeye State Credit Union, Superior Savings Credit Union, Brewster Federal Credit Union and Diebold Federal Credit Union. All 11 credit unions have full-service, street-level branches and membership eligibility for all, or mostly all, of the Canton Market's population.

Small business lending concentration also would be below the concentration safe harbor levels, and a better proxy for competition than deposit market share. The HHI for loans between $100,000 to $1 million would increase by 191 points to only 1,146. Huntington's small business lending market share (10.7%) is less than half of its deposit share (27.1%). FirstMerit's small business market share (8.9%) is little more than one-third its deposit share (23.2%). Other competitors are more significant small business lending competitors in the Canton Market than their deposit shares suggest. PNC's 16.1% market share of small business loans is larger than Huntington's 10.7% market share, despite PNC's smaller deposit base in the Canton Market. Similarly Ohio Legacy and Consumers Bancorp have estimated small business loan market shares of 15.4% and 10.32%, respectively, which shares are several times greater than their respective deposit market shares of 3.1% and 3.7%.

A further mitigating factor is the attractiveness of the Canton Market to new entry and expansion, as demonstrated by recent history. In 2011, Farmers National Bank entered the Canton Market with a *de novo* branch and later expanded by adding another branch and acquiring two other branches, resulting in the bank now having four in-market branches. In 2012, Westfield Bank entered with a *de novo* branch. Since 2011, JPMC and Consumers Bancorp also expanded by opening new branches in the market.

Accounting for the foregoing mitigating factors – including the increased deposit weighting for the two thrifts (100%) and the 11 active credit unions (at 50%) and excluding $190.6 million from Huntington's in-market deposits – a divestiture of $600 million would bring the Proposed Transaction below the Federal Reserve's 1,800/200 safe harbor level to 1,774.[28] Huntington's post-merger share of deposits would be 36.16%. The divestiture would create the new fourth largest competitor in the market with nearly a 10% market share of deposits.

Ashtabula, Ohio Banking Market (the "Ashtabula Market") – In this Market, the parties propose to divest branches holding approximately $50 million in deposits. Accounting for the mitigating factors and appropriate weighting of deposits of certain credit unions discussed below, this divestiture would bring the Proposed Transaction to below concentration safe harbor levels under the Federal Reserve's standard analysis.[29]

Current concentration levels are largely due to Andover Bancorp, Inc., which accounts for about 29% of both deposits and small business loans in the Ashtabula Market. Small business lending concentration would be below concentration safe harbor levels, with an HHI increase of only 83

[28] See Confidential Exhibit F for additional information.

[29] See the Ashtabula Market tables in Exhibit II of the Competitive Memorandum Volume.

points to 1,491. FirstMerit ranks tenth in small business loan originations, with a market share of only 3.2% (one-fifth its deposit market share).

Several strong super-regional bank competitors, including KeyCorp and U.S. Bancorp, compete in the Ashtabula Market. In addition, two community banks and two thrifts actively compete in the Ashtabula Market. One of the thrifts, Northwest Savings Bank, is an active commercial lender (with a 4.7% C&I loans to total assets ratio), a ratio which merits weighting its deposits at 100%. Four of six credit unions each have membership eligibility criteria that covers the Ashtabula Market's entire population and full-service, street-level branches. They include Lakeview Federal Credit Union, Community First Credit Union, Cardinal Credit Union and Port Conneaut Federal Credit Union. The deposits of these four credit unions warrant 50% weight under the Federal Reserve's relevant criteria.

A further mitigating factor is the attractiveness of the Ashtabula Market to new entry, as demonstrated by recent history. CNB Financial Corporation entered the Ashtabula Market in 2014 by opening a loan production office in the market, and it currently has a branch under construction.

In addition, the proximity of the Ashtabula Market to the Cleveland, Ohio Market, should be treated as a mitigating factor, as in the precedent of the Federal Reserve's order approving the proposal of Fleet Financial Group, Inc. to acquire Shawmut National Corp., in which the Federal Reserve found that the proximity of the Old Saybrook banking market to other Ranally Metropolitan Statistical Areas and business districts represented a mitigating factor.[30]

The foregoing mitigating factors merit a reduction from the otherwise indicated divestitures. However, in the interest of time, the parties propose to divest two FirstMerit branches with approximately $50 million to satisfy any agency concerns.[31] Taking into account the proposed divestiture and increased weightings for the aforementioned thrift and four credit unions, the Proposed Transaction would yield an HHI increase of 240 points to only 1,783, which is below the Federal Reserve's concentration safe harbor level, and a deposit market share of 26.61%.

[30] *Fleet Financial Group, Inc.*, 82 Fed. Res. Bull. 50, 52 (1996) (The Federal Reserve found that potential adverse competitive effects were mitigated in the Old Saybrook banking market by its proximity to other metropolitan areas and central business districts, which presented a large number of commercial, employment and banking alternatives to residents of such market).

[31] See Confidential Exhibit F for additional information.

Conclusion on Competitive Effects

Below is a summary of the resulting market concentrations in the five Markets in issue, taking into account the proposed divestiture and the appropriate deposit exclusions and the proper deposit weighting of certain thrifts and credit unions.

Banking Market	Thrifts Weighted 50%		Exclusions	After Exclusions Thrifts 100% if C&I/TA > 2% Selected CUs 50%		Proposed Divestiture	Post-Divestiture Thrifts 100% if C&I/TA > 2% Selected CUs 50%		
	Change	Post-HHI	($000)	Change	Post-HHI	($000)	Change	Post-HHI	Share
Akron, OH	450	2,141	982,000	382	1,739		382	1,739	33.98%
Ashland, OH	458	1,880		370	1,570		370	1,570	27.41%
Cadillac, MI	102	2,706		88	2,353		88	2,353	34.76%
Canton, OH	1,258	2,918	191,000	1,053	2,479	600,000	349	1,774	36.16%
Ashtabula, OH	609	2,486		490	2,033	50,000	240	1,783	26.61%

As discussed more fully above and in the Competitive Memorandum Volume, based on all the facts of record, including the parties' divestiture proposal, consummation of the Proposed Transaction would not have a substantial adverse effect on competition or on the concentration of resources in any Market, under the DOJ Bank Merger Guidelines and Federal Reserve and OCC precedent. Accordingly, competitive considerations of the Proposed Transaction are consistent with approval of the Application.

Huntington will submit executed commitments for the proposed divestitures in the Canton Market and the Ashtabula Market, in the form acceptable to the Federal Reserve and OCC, and a letter agreement with the DOJ concerning the divestitures. A copy of the form of divestiture commitments to the OCC and the Federal Reserve is provided in Exhibit 19.

13. Does the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?

Yes ☒ **No** ☐

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

Please see the response in Item 12 above on the proposed divestitures in the Ohio banking markets of Ashtabula County and Canton. Huntington Bank will execute commitments with the OCC, the Federal Reserve and a letter agreement with the DOJ regarding the divesture. A form of divestiture commitments to the OCC and the Federal Reserve is attached as Exhibit 19. A final commitment and the DOJ letter agreement will be provided when executed. Additional information is provided in Confidential Exhibit F.

14. Will any management interlocking relationships (12 USC §§ 3201-3208) exist following consummation?

Yes ☒ **No** ☐

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock for relevant laws and regulations.

There is only one existing principal of Huntington or Huntington Bank who is also a principal of any other depository institution or depository institution holding company. Mr. Jonathan Levy, who is a director of both Huntington and Huntington Bank, also is a director on the board of directors of Gulfshore Bank, Tampa, Florida, a state-chartered nonmember bank with approximately $301 million in total assets, as of December 31, 2015. This interlock is not prohibited under the Depository Institution Management Interlocks Act, 12 USC § 3201 *et seq.*, and the implementing regulations of the OCC and the Federal Reserve. Gulfshore Bank is neither located in the same community or relevant metropolitan statistical area as Huntington or Huntington Bank, nor of a sufficient asset size for the "major assets" prohibition to be applicable.[32] Therefore, it is permissible for Mr. Levy to serve as a director on the boards of directors of Huntington and Huntington Bank while he simultaneously serves as a director on Gulfshore Bank's board of directors. The four legacy FirstMerit directors who will be chosen to serve on Huntington's board of directors will not have an interlocking relationship with any other depository institution or depository institution holding company. No director at FirstMerit simultaneously serves as a director or management official of an insured depository institution, or holding company or other affiliate thereof.

[32] *See* 12 CFR 26.3 and 212.3.

Financial Stability Risk Addendum

Financial Stability Risk

Pursuant to section 18(c)(5) of the Federal Deposit Insurance Act, the OCC must consider in every application under the Bank Merger Act whether the proposed acquisition would result in greater or more concentrated risks to the stability of the United States banking or financial system.[33]

None of the OCC, the Federal Reserve or the Federal Deposit Insurance Corporation has issued or proposed regulations defining how the agencies would take financial stability considerations into account in reviewing a bank acquisition. However, the agencies, through approvals of bank and bank holding company acquisitions, have set forth several metrics that they believe capture the systemic "footprint" of the resulting banking organization and the incremental effect of the transaction on the systemic footprint of the acquiring banking organization ("Financial Stability Factors").[34] Many of the metrics considered by the agencies seek to measure an institution's activities relative to the U.S. financial system. These metrics include:

1. the size of the resulting banking organization;
2. the availability of substitute providers for any critical products and services offered by the resulting firm;
3. the interconnectedness of the resulting firm with the banking or financial system;
4. the extent to which the resulting firm contributes to the complexity of the financial system;
5. the extent of the cross-border activities of the resulting firm; and
6. the relative degree of difficulty of resolving the resulting firm.

Agency approvals note that these categories are not exhaustive and additional categories could impact its decision-making. For example, in addition to these quantitative measures, the Federal Reserve considers "qualitative factors, such as the opaqueness and complexity of an institution's internal organization, that are indicative of the relative degree of difficulty of resolving the resulting firm."[35]

An analysis of these metrics as applied to the parties involved in the Proposed Transaction demonstrates that the proposal would not result in greater or more concentrated risks to the

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[33] 12 USC § 18428(c)(5).

[34] *See Capital One Financial Corporation*, FRB Order No. 2012-2 (Feb. 14, 2012) ("Capital One Order"). *See also BB&T Corporation*, FRB Order No. 2015-35 (Dec. 23, 2015); *CIT Group, Inc.*, FRB Order No. 2015-20 (July 19, 2015); OCC Corporate Decision #2012-05 (April 2012) (analysis of financial stability factor in the letter approving the merger of RBC Bank (USA) into PNC Bank, National Association). *See also* Letter to Joseph M. Otting, from Stephen A. Lybarger (July 21, 2015) (regarding CIT Bank's acquisition of OneWest Bank, N.A.).

[35] Capital One Order, at 29-30.

stability of the U.S. financial system. The particular metrics considered by the Federal Reserve are analyzed below.

Size. The Financial Stability Factors relating to size and availability of substitute providers of critical products may be informed by other aspects of the Bank Merger Act's requirements, namely compliance with: (a) antitrust standards, (b) the 10% national deposit cap for certain interstate acquisitions[36] and (c) the 10% national liabilities cap.[37] The Proposed Transaction is consistent with the federal banking agencies' precedent reviewing the competitive effects of mergers, after taking into account the proposed divestitures, and the Proposed Transaction does not even come close to approaching either the national deposit cap or national liabilities cap. Accordingly, it would seem, as a threshold matter, that the Proposed Transaction is not likely to pose a separate discernible risk to the financial stability of the U.S. banking or financial system based on size metrics. The Proposed Transaction is much smaller with respect to all relevant size metrics than those noted in the Capital One Order, where, after a comprehensive review, the Federal Reserve concluded that the financial stability factor was consistent with approval of the transaction.

Currently, Huntington Bank accounts for approximately 0.69% of total domestic deposits of all insured banks and thrifts in the United States, as of June 30, 2015 ("nationwide deposits"),[38] and at most 0.44% of the total assets of the U.S. financial system.[39] The deposits of FirstMerit Bank account for less than 0.19% of total nationwide deposits.[40] The pro forma total assets of Huntington on consummation of the Proposed Transaction would amount to approximately $96.4 billion as of December 31, 2015, excluding purchase accounting impacts, which is approximately 0.60% of the total assets of the U.S. banking system and an even smaller share of the total assets of the U.S. financial system. As noted, on a pro forma basis, Huntington would only hold approximately 0.33% of total liabilities on a national basis, as of December 31, 2014.[41] By comparison, Capital One held 2.18% of total assets of insured banks and thrifts after its acquisition of ING Direct. These numbers suggest that the pro forma organization would not pose any separate discernible risk to financial stability.

Substitutability. FirstMerit Bank offers primarily retail and commercial deposit and loan products, commercial lease financing and related services, insurance brokerage, annuities, financial consulting, trust operations and fiduciary services, risk management and asset management services, community development investment, treasury management and real estate

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[36] *See* 12 USC § 1842(d).

[37] *See* 12 USC § 1852.

[38] As of June 30, 2015, according to the FDIC Statistics on Depository Institutions, FDIC-insured banks and thrifts held $11,932 billion in domestic deposits.

[39] The amount of total assets of the U.S. financial system are conservatively approximated by using the amount of total assets of FDIC-insured banks and thrifts, as of December 31, 2015, which is $15,972 billion.

[40] If national deposit share is calculated according to the methodology for the 10% national deposit cap, Huntington Bank held 0.63% of total U.S. adjusted deposits as of December 31, 2015, and FirstMerit Bank held 0.18%. Following its acquisition of FirstMerit Bank, Huntington Bank's pro forma share of national deposits would be 0.81%.

[41] This percentage is estimated using the method of calculation in the Federal Reserve's Regulation XX, 12 CFR part 251, and assumes national liabilities of $21.6 trillion.

title and settlement services. Huntington Bank plans to continue to offer all of those products and services to the existing customers of FirstMerit Bank. Huntington Bank's planned offerings through the FirstMerit Bank franchise cannot be regarded as highly specialized or "critical" financial products or services that are available from only a small number of providers. Indeed, to the contrary, there are a large number of providers of each of their products and services nationally, regionally and, to the extent relevant, in the local banking markets in which they operate. For instance, there are over 6,200 competing depository institutions in the United States offering retail savings accounts, checking accounts and certificates of deposit, and more than 7,000 competing providers of residential mortgages, according to HMDA data. In asset management, Huntington ranked 248th in the 2014 Institutional Investor Top 300 Money Managers, while FirstMerit Bank is unranked. In addition, as described above, these services are generally considered by the OCC and Federal Reserve to be unconcentrated and national in scope, with numerous competitors. Accordingly, there are no issues that arise from the Proposed Transaction based on this metric.

Interconnectedness. As should be clear from the prior description, the Proposed Transaction would not materially increase the interconnectedness of the United States banking or financial system. Huntington Bank does not currently engage in business activities or participate in markets to a degree that would pose significant risk to other institutions, in the event of financial distress of the combined entity. Moreover, following the Proposed Transaction, the combined organization would not constitute a critical services provider or be so interconnected with other firms or the markets that the combined entity would pose a significant risk to the financial system in the event of financial distress. FirstMerit Bank offers retail and commercial banking products and services, mostly to retail consumers and small- and medium-sized businesses, including residential mortgages, home equity lines of credit and commercial loans, and various other services, including insurance, asset management, and real estate title and settlement services. The Proposed Transaction does not involve any significant wholesale funding, any material derivatives activities or any credit default swaps. The Proposed Transaction, therefore, would not increase the interconnectedness of the combined organization in any meaningful manner.

Cross-Border Activity. FirstMerit Bank has no locations or material operations outside of the United States and otherwise engages only in a *de minimis* amount of cross-border activities. Therefore, the Proposed Transaction would not involve the acquisition of any cross-border operations or activities and would not otherwise create difficulties in coordinating any resolution and thereby significantly increase the risk to the financial stability of the United States. Moreover, Huntington Bank does not expect to expand its limited cross-border activities as a result of the Proposed Transaction.

Complexity and Resolution. The Proposed Transaction would not contribute to the overall complexity of the United States banking or financial system. As noted, the Proposed Transaction does not involve the purchase or assumption of any complex assets or liabilities. The consolidated banking organization would not have an organizational structure, complex interrelationships or other unique characteristics that would complicate resolution of the firm, or otherwise pose a significant risk to the financial system, in the event of financial distress.

In view of the foregoing, the Proposed Transaction will not result in greater or more concentrated risks to the stability of the United States banking or financial system and, therefore, the financial stability risk considerations are consistent with approval of the Proposed Transaction. Please see Exhibit 20 for more information about the volume of certain activities in which Huntington and FirstMerit engage.

EXHIBITS

Exhibit 1	Holdco Merger Agreement
Exhibit 2	Bank Merger Agreement
Exhibit 3	Summary of Principal Terms of the Holdco Agreement
Exhibit 4	FirstMerit Bank List of Branches
Exhibit 5	Subsidiaries of FirstMerit Bank
Exhibit 6	Form of Newspaper Notice
Exhibit 7	Convenience and Needs Considerations
Exhibit 8	Huntington Bank's Social Responsibility Report, Inclusion and Diversity Program and Supplier Diversity Program
Exhibit 9	Huntington Bank's CRA Performance Record
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Exhibit 12	Huntington Bank's Participation in the FHLB Affordable Housing Program
Exhibit 13	FirstMerit Bank's CRA Performance Record
Exhibit 14	Additional Information on Branch Consolidations and Closures
Exhibit 15	Joint Resolutions of the Boards of Directors of Huntington and Huntington Bank
Exhibit 16	Resolutions of the Board of Directors of FirstMerit
Exhibit 17	Resolutions of the Board of Directors of FirstMerit Bank
Exhibit 18	Pro Forma Financial Statement, Capital Ratios and Asset Quality of Huntington and Huntington Bank (redacted version of Confidential Exhibit D)
Exhibit 19	Form of Divestiture Commitment
Exhibit 20	Additional Information on Financial Stability Risk

CONFIDENTIAL EXHIBITS

(SET FORTH IN SEPARATELY BOUND CONFIDENTIAL VOLUME)

Confidential Exhibit A	Huntington Bank's Integration Approach and Conversion Timeline
Confidential Exhibit B	Information on Certain Investments
Confidential Exhibit C	Additional Information on Huntington Bank's Compliance Program
Confidential Exhibit D	Pro Forma Financial Statement, Capital Ratios and Asset Quality of Huntington and Huntington Bank
Confidential Exhibit E	Additional Information on Obligations
Confidential Exhibit F	Additional Information on Competitive Effects Factor
Confidential Exhibit G	Pro Forma Organization Chart of Huntington and Huntington Bank
Confidential Exhibit H	Additional Information on Certain Financing Transactions

.MEMORANDUM ON COMPETITIVE CONSIDERATION AND STATISTICAL ANNEX VOLUME WITH EXHIBITS

Memorandum on Competitive Considerations

Exhibit I	Overlapping Market Definitions
Exhibit II	Overlapping Markets with a More Detailed Review
Exhibit III	Remaining Overlapping Markets

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 10th day of March, 2016.

The Huntington National Bank by
(Applicant)

(Signature of Authorized Officer)

Richard A. Cheap
(Typed Name)

General Counsel
(Title)

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 10th day of March, 2016.

FirstMerit Bank, National Association by
(Target)

(Signature of Authorized Officer)

Carlton E. Langer
(Typed Name)

EVP, Chief Legal Officer + Corporate Secretary
(Title)

PUBLIC EXHIBIT VOLUME

APPLICATION

to the

OFFICE OF THE COMPTROLLER OF THE CURRENCY

from

THE HUNTINGTON NATIONAL BANK

for prior approval
to merge with

FIRSTMERIT BANK, NATIONAL ASSOCIATION

and to establish branches

pursuant to
the Bank Merger Act and the National Bank Act,
12 USC § 1828(c) and 12 USC §§ 215a and 36(b)(2)

March 10, 2016

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Convenience and Needs Considerations 7

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Public Exhibit 1

Holdco Merger Agreement

EXECUTION VERSION

AGREEMENT AND PLAN OF MERGER

by and among

HUNTINGTON BANCSHARES INCORPORATED,

FIRSTMERIT CORPORATION

and

WEST SUBSIDIARY CORPORATION

Dated as of January 25, 2016

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of January 25, 2016 (this "Agreement"), by and among Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), FirstMerit Corporation, an Ohio corporation ("FirstMerit"), and West Subsidiary Corporation, an Ohio corporation and a direct, wholly owned Subsidiary of Huntington ("Merger Sub").

W I T N E S S E T H:

WHEREAS, the Boards of Directors of Huntington, FirstMerit, and Merger Sub have determined that it is in the best interests of their respective companies and their shareholders to consummate the strategic business combination transaction provided for herein, pursuant to which Merger Sub will, subject to the terms and conditions set forth herein, merge with and into FirstMerit (the "Merger"), so that FirstMerit is the surviving corporation (hereinafter sometimes referred to in such capacity as the "Surviving Company") in the Merger;

WHEREAS, as soon as reasonably practicable following the Merger and as part of a single integrated transaction for purposes of the Internal Revenue Code of 1986, as amended (the "Code"), Huntington shall cause the Surviving Company to be merged with and into Huntington (the "Second Step Merger", and together with the Merger, the "Mergers"), with Huntington as the surviving corporation in the Second Step Merger (sometimes referred to in such capacity as the "Surviving Corporation");

WHEREAS, for federal income tax purposes, it is intended that the Mergers, taken together, shall qualify as a "reorganization" within the meaning of Section 368(a) of the Code and this Agreement is intended to be and is adopted as a plan of reorganization for purposes of Sections 354 and 361 of the Code; and

WHEREAS, the parties desire to make certain representations, warranties and agreements in connection with the Merger and also to prescribe certain conditions to the Merger.

NOW, THEREFORE, in consideration of the mutual covenants, representations, warranties and agreements contained herein, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE I

THE MERGER

1.1 The Merger. Subject to the terms and conditions of this Agreement, in accordance with the Ohio General Corporation Law (the "OGCL"), at the Effective Time, Merger Sub shall merge with and into FirstMerit. FirstMerit shall be the Surviving Company in the Merger, and shall continue its corporate existence under the laws of the State of Ohio. Upon consummation of the Merger, the separate corporate existence of Merger Sub shall terminate.

1.2 Closing. Subject to the terms and conditions of this Agreement, the closing of the Merger (the "Closing") will take place at 10:00 a.m., New York City time, at the offices of Wachtell, Lipton, Rosen & Katz, on a date which shall be no later than three (3) business days after the satisfaction or waiver (subject to applicable law) of the latest to occur of the conditions set forth in Article VII hereof (other than those conditions that by their nature can only be satisfied at the Closing, but subject to the satisfaction or waiver thereof), unless another date, time or place is agreed to in writing by Huntington and FirstMerit. The date on which the Closing occurs is referred to in this Agreement as the "Closing Date".

1.3 Effective Time. Subject to the terms and conditions of this Agreement, on or before the Closing Date, Huntington shall cause to be filed a certificate of merger (the "Certificate of Merger") with the Ohio Secretary of State (the "Ohio Secretary"). The Merger shall become effective as of the date and time specified in the Certificate of Merger (such date and time, the "Effective Time").

1.4 Effects of the Merger. At and after the Effective Time, the Merger shall have the effects set forth in the applicable provisions of the OGCL.

1.5 Conversion of FirstMerit Common Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Huntington, FirstMerit, Merger Sub or the holder of any of the following securities:

(a) Subject to Section 2.2(e), each share of the common stock, without par value, of FirstMerit issued and outstanding immediately prior to the Effective Time ("FirstMerit Common Stock"), except for shares of FirstMerit Common Stock owned by FirstMerit as treasury stock or otherwise owned by FirstMerit or Huntington (in each case other than shares of FirstMerit Common Stock (i) held in any FirstMerit Benefit Plans or related trust accounts, managed accounts, mutual funds and the like, or otherwise held in a fiduciary or agency capacity and (ii) shares held, directly or indirectly, in respect of debts previously contracted (collectively, the "Exception Shares")) and Dissenting Shares, shall be converted, in accordance with the procedures set forth in this Agreement, into the right to receive, without interest, (i) 1.7200 shares (the "Exchange Ratio") of the common stock, par value $0.01 per share, of Huntington (the "Huntington Common Stock") and (ii) $5.00 in cash (the "Per Share Cash Consideration") (the consideration described in clauses (i) and (ii), the "Merger Consideration").

(b) All of the shares of FirstMerit Common Stock converted into the right to receive the Merger Consideration pursuant to this Article I shall no longer be outstanding and shall automatically be cancelled and shall cease to exist as of the Effective Time, and each certificate (each, an "Old Certificate," it being understood that any reference herein to "Old Certificate" shall be deemed to include reference to book-entry account statements relating to the ownership of shares of FirstMerit Common Stock) previously representing any such shares of FirstMerit Common Stock shall thereafter represent only the right to receive (i) the Merger Consideration, (ii) cash in lieu of a fractional share which the shares of FirstMerit Common Stock represented by such Old Certificate have been converted into the right to receive pursuant to this Section 1.5 and Section 2.2(e), without any interest thereon, and (iii) any dividends or distributions which the holder thereof has the right to receive pursuant to Section 2.2. Old Certificates previously representing shares of FirstMerit Common Stock shall be exchanged for certificates or, at Huntington's option, evidence of shares in book entry form (collectively, referred to herein as "New Certificates"), representing whole shares of Huntington Common Stock and cash as set forth in Section 1.5(a) (together with any dividends or distributions with respect thereto and cash in lieu of fractional shares issued in consideration therefor) upon the surrender of such Old Certificates in accordance with Section 2.2, without any interest thereon. If, between the date of this Agreement and the Effective Time, the outstanding shares of Huntington Common Stock or FirstMerit Common Stock shall have been increased, decreased, changed into or exchanged for a different number or kind of shares or securities, in any such case as a result of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, or other similar change in capitalization, or there shall be any extraordinary dividend or distribution, an appropriate and proportionate adjustment shall be made to the Merger Consideration to give holders of FirstMerit Common Stock the same economic effect as contemplated by this Agreement prior to such event; provided, that nothing in this sentence shall be construed to permit Huntington or FirstMerit to take any action with respect to its securities that is prohibited by the terms of this Agreement.

(c) Notwithstanding anything in this Agreement to the contrary, at the Effective Time, all shares of FirstMerit Common Stock that are owned by FirstMerit or Huntington (in each case other than the Exception Shares) or by any direct or indirect FirstMerit Subsidiary prior to the Effective Time shall be cancelled and shall cease to exist, and neither the Merger Consideration nor any other consideration shall be delivered in exchange therefor.

1.6 Dissenters Rights. Notwithstanding anything in this Agreement to the contrary, any issued and outstanding shares of FirstMerit Common Stock held by a person (a "Dissenting Shareholder") who has not voted in favor of, or consented to, the adoption of this Agreement and has complied with all the provisions of the OGCL concerning the right of holders of shares of FirstMerit Common Stock to require payment of the fair cash value of such FirstMerit Common Stock (the "Dissenting Shares"), in accordance with Sections 1701.84 and 1701.85 of the OGCL, shall not be converted into the right to receive the Merger Consideration as described in Section 1.5(a), but shall become the right to receive such consideration as may be determined to be due to such Dissenting Shareholder pursuant to the procedures set forth in Section 1701.85 of the OGCL. If such Dissenting Shareholder withdraws its demand for fair cash value or fails to perfect or otherwise loses its rights as a dissenting shareholder, in any case pursuant to the OGCL, each of such Dissenting Shareholder's shares of FirstMerit Common

Stock shall thereupon be treated as though such shares of FirstMerit Common Stock had been converted into the right to receive the Merger Consideration pursuant to Section 1.5(a). FirstMerit shall promptly notify Huntington of each shareholder who asserts rights as a Dissenting Shareholder following receipt of such shareholder's written demand delivered as provided in Section 1701.85 of the OGCL. Prior to the Effective Time, FirstMerit shall not, except with the prior written consent of Huntington, voluntarily make any payment or commit or agree to make any payment, or settle or commit or offer to settle, any rights of a Dissenting Shareholder asserted under Section 1701.85 of the OGCL.

1.7 FirstMerit Preferred Stock. At the Second Effective Time, by virtue of the Second Step Merger and without any action on the part of any holder thereof, each share of 5.875% Non-Cumulative Perpetual Preferred Stock, Series A, without par value, of FirstMerit ("FirstMerit Preferred Stock") issued and outstanding immediately prior to the Second Effective Time shall automatically be converted into the right to receive a share of a newly created series of preferred stock of Huntington having such rights, preferences, privileges and voting powers, and limitations and restrictions, taken as a whole, that are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions, taken as a whole, of the FirstMerit Preferred Stock (all shares of each such newly created series, collectively, the "New Huntington Preferred Stock") and, upon such conversion, the FirstMerit Preferred Stock shall no longer be outstanding and shall automatically be cancelled and shall cease to exist as of the Second Effective Time.

1.8 Huntington Common Stock. At and after the Effective Time, each share of Huntington Common Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall not be affected by the Merger.

1.9 Merger Sub Common Stock. At and after the Effective Time, each share of common stock of Merger Sub, without par value (the "Merger Sub Common Stock"), issued and outstanding immediately prior to the Effective Time shall be converted into one share of common stock, without par value, of the Surviving Company.

1.10 Treatment of FirstMerit Equity Awards.

(a) At the Effective Time, (i) each option granted by FirstMerit to purchase shares of FirstMerit Common Stock under a FirstMerit Stock Plan (as defined below) that is outstanding and unexercised immediately prior to the Effective Time (a "FirstMerit Stock Option") that has an exercise price per share that is less than the Per FirstMerit Share Cash Equivalent Consideration shall be cancelled and converted automatically into the right to receive (without interest) the Merger Consideration in respect of each Net Share covered by such FirstMerit Stock Option, less applicable tax withholdings and (ii) each FirstMerit Stock Option that has an exercise price per share that is greater than or equal to the Per FirstMerit Share Cash Equivalent Consideration shall be assumed and converted automatically into an option (an "Adjusted Stock Option") to purchase, on the same terms and conditions as were applicable under such FirstMerit Stock Option immediately prior to the Effective Time (including vesting terms), the number of shares of Huntington Common Stock (rounded down to the nearest whole number of shares of Huntington Common Stock) equal to the product of (A) the number of

shares of FirstMerit Common Stock subject to such FirstMerit Stock Option immediately prior to the Effective Time, *multiplied by* (B) the Equity Award Exchange Ratio, which Adjusted Stock Option shall have an exercise price per share of Huntington Common Stock equal to the quotient (rounded up to the nearest whole cent) obtained *by dividing* (1) the exercise price per share of FirstMerit Common Stock subject to such FirstMerit Stock Option immediately prior to the Effective Time, by (2) the Equity Award Exchange Ratio.

(b) At the Effective Time, each award in respect of a share of FirstMerit Common Stock subject to vesting, repurchase or other lapse restriction granted under a FirstMerit Stock Plan that is outstanding immediately prior to the Effective Time (a "FirstMerit Restricted Stock Award") shall (i) if granted prior to the date hereof, fully vest and be cancelled and converted automatically into the right to receive (without interest) the Merger Consideration in respect of each share of FirstMerit Common Stock subject to such FirstMerit Restricted Stock Award immediately prior to the Effective Time, less applicable tax withholdings and (ii) if granted on or after the date hereof, be assumed and converted into a restricted stock award of shares of Huntington Common Stock subject to vesting, repurchase or other lapse restriction (an "Adjusted Restricted Stock Award") with the same terms and conditions as were applicable under such FirstMerit Restricted Stock Award immediately prior to the Effective Time (including vesting terms), and relating to the number of shares of Huntington Common Stock equal to the product of (A) the number of shares of FirstMerit Common Stock subject to such FirstMerit Restricted Stock Award immediately prior to the Effective Time, *multiplied by* (B) the Equity Award Exchange Ratio, with any fractional shares rounded to the nearest whole Huntington Common Share.

(c) At the Effective Time, each restricted stock unit award in respect of shares of FirstMerit Common Stock granted under a FirstMerit Stock Plan that is outstanding immediately prior to the Effective Time (a "FirstMerit Restricted Stock Unit Award" and, together with the FirstMerit Stock Options and the FirstMerit Restricted Stock Awards, the "FirstMerit Equity Awards") shall (i) if granted prior to the date hereof, fully vest (with any performance conditions deemed satisfied at maximum achievement) and be cancelled and converted automatically into the right to receive (without interest) the Merger Consideration in respect of each share of FirstMerit Common Stock subject to such FirstMerit Restricted Stock Unit Award immediately prior to the Effective Time, less applicable tax withholdings and (ii) if granted on or after the date hereof, be assumed and converted into a restricted stock unit award in respect of Huntington Common Stock (an "Adjusted Restricted Stock Unit Award") with the same terms and conditions as were applicable under such FirstMerit Restricted Stock Unit Award immediately prior to the Effective Time (including vesting terms) and relating to the number of shares of Huntington Common Stock equal to the product of (A) the number of shares of FirstMerit Common Stock subject to such FirstMerit Restricted Stock Unit Award immediately prior to the Effective Time, *multiplied by* (B) the Equity Award Exchange Ratio, with any fractional shares rounded to the nearest whole Huntington Common Share.

(d) At the time of each payment provided under Section 1.10(a), Section 1.10(b) or Section 1.10(c), such amounts as are required to be withheld or deducted under the Code with respect to the payment of the Merger Consideration to be made in connection with the cancellation of a FirstMerit Equity Award shall be applied first to reduce the portion of the

Merger Consideration that is payable in cash and then, only if and to the extent that such withholding amount exceeds such cash portion, to reduce the portion of the Merger Consideration that is payable in shares of Huntington Common Stock (with the number of shares of Huntington Common Stock to be withheld to be determined based on the closing price of a share of Huntington Common Stock on the Closing Date).

(e) Each holder of a FirstMerit Equity Award converted into the right to receive the Merger Consideration that would have otherwise been entitled to receive a fraction of a share of Huntington Common Stock (after aggregating all shares to be delivered in respect of all FirstMerit Equity Awards held by such holder) shall receive, in lieu thereof and upon surrender thereof, a cash payment (rounded to the nearest cent) (without interest) in an amount equal to such fractional part of a share of Huntington Common Stock (rounded to the nearest thousandth when expressed in decimal form) multiplied by the Huntington Share Closing Price (as defined below).

(f) Huntington shall pay the holders of FirstMerit Equity Awards the cash payments described in Section 1.10(a), Section 1.10(b), Section 1.10(c) and Section 1.10(e), as applicable, through Huntington's payroll as promptly as practicable after the Effective Time. Notwithstanding anything in this Agreement, any payment of Merger Consideration in respect of a FirstMerit Restricted Stock Unit Award which immediately prior to such cancellation was subject to Section 409A of the Code shall be made on the applicable settlement date for such FirstMerit Restricted Stock Unit Award if required by the terms of the applicable award agreement to comply with Section 409A of the Code.

(g) As of the Effective Time, Huntington shall file a post-effective amendment to the Form S-4 or an effective registration statement on Form S-8 with respect to the Huntington Common Stock subject to the Adjusted Stock Options, Adjusted Restricted Stock Awards and Adjusted Restricted Stock Unit Awards.

(h) At or prior to the Effective Time, FirstMerit, the Board of Directors of FirstMerit and its compensation committee, as applicable, shall adopt any resolutions and take any actions that are necessary to effectuate the provisions of this Section 1.10.

(i) For purposes of this Agreement, the following terms shall have the following meanings:

(i) "Equity Award Exchange Ratio" means the sum of (A) the Exchange Ratio and (B) the quotient (rounded to four decimal places) obtained by dividing the Per Share Cash Consideration by the Huntington Share Closing Price.

(ii) "Net Share" means, with respect to a FirstMerit Stock Option, the quotient obtained by dividing (a) the product of (i) the excess, if any, of the Per FirstMerit Share Cash Equivalent Consideration over the per share exercise price of such FirstMerit Stock Option multiplied by (ii) the number of FirstMerit Common Stock subject to such FirstMerit Stock Option, by (b) the Per FirstMerit Share Equivalent Cash Consideration.

(iii) "Per FirstMerit Share Cash Equivalent Consideration" means the sum of (A) the Per Share Cash Consideration and (B) the product (rounded down to the nearest whole cent) of (I) the Exchange Ratio multiplied by (II) the Huntington Share Closing Price.

(iv) "FirstMerit Stock Plans" means the FirstMerit Amended and Restated 2006 Equity Plan, the FirstMerit 2011 Equity Incentive Plan and the Republic Bancorp, Inc. 1998 Stock Option Plan.

1.11 Articles of Incorporation of Surviving Company. At the Effective Time, the Articles of Incorporation of Merger Sub, as amended (the "Merger Sub Articles"), as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Company until thereafter amended in accordance with applicable law.

1.12 Code of Regulations of Surviving Company. At the Effective Time, the Code of Regulations of Merger Sub (the "Merger Sub Code of Regulations"), as in effect immediately prior to the Effective Time, shall be the Code of Regulations of the Surviving Company until thereafter amended in accordance with applicable law.

1.13 Tax Consequences. It is intended that the Mergers, taken together, shall qualify as a "reorganization" within the meaning of Section 368(a) of the Code, and that this Agreement is intended to be and is adopted as a "plan of reorganization" for the purposes of Sections 354 and 361 of the Code.

1.14 The Second Step Merger. On the Closing Date and as soon as reasonably practicable following the Effective Time, in accordance with the General Corporation Laws of the State of Maryland (the "MGCL") and the OGCL, Huntington shall cause the Surviving Company to be merged with and into Huntington in the Second Step Merger, with Huntington surviving the Second Step Merger and continuing its existence under the laws of the State of Maryland, and the separate corporate existence of the Surviving Company ceasing as of the Second Effective Time. In furtherance of the foregoing, Huntington shall cause to be filed with the Department of Assessment and Taxation of the State of Maryland (the "Maryland Department"), in accordance with the MGCL, articles of merger ("Maryland Articles of Merger") relating to the Second Step Merger and shall cause to be filed with the Ohio Secretary, in accordance with the OGCL, a certificate of merger relating to the Second Step Merger (the "Second Certificate of Merger"). The Second Step Merger shall become effective as of the date and time specified in the Maryland Articles of Merger (such date and time, the "Second Effective Time"). At and after the Second Effective Time, the Second Step Merger shall have the effects set forth in the applicable provisions of the MGCL and the OGCL.

1.15 Bank Merger. Immediately following the Second Step Merger, or at such later time as Huntington may determine in its sole discretion, FirstMerit Bank, National Association ("FirstMerit Bank"), a national bank and a wholly owned Subsidiary of FirstMerit, will merge (the "Bank Merger") with and into The Huntington National Bank, a national bank and a wholly owned Subsidiary of Huntington. The Huntington National Bank shall be the surviving entity in the Bank Merger and, following the Bank Merger, the separate corporate

existence of FirstMerit Bank shall cease. On the date of this Agreement, The Huntington National Bank and FirstMerit Bank entered into the agreement and plan of merger attached hereto as Exhibit A (the "Bank Merger Agreement"). Prior to the Effective Time, FirstMerit shall cause FirstMerit Bank, and Huntington shall cause The Huntington National Bank, to execute such certificates or articles of merger and such other documents and certificates as are necessary to effectuate the Bank Merger ("Bank Merger Certificates").

ARTICLE II

EXCHANGE OF SHARES

2.1 Huntington to Make Shares and Cash Available. At or prior to the Effective Time, Huntington shall deposit, or shall cause to be deposited, with a bank or trust company designated by Huntington and reasonably acceptable to FirstMerit (the "Exchange Agent"), for the benefit of the holders of Old Certificates, for exchange in accordance with this Article II, (a) New Certificates to be issued pursuant to Section 1.5 and exchanged pursuant to Section 2.2(a) in exchange for outstanding shares of FirstMerit Common Stock, and (b) cash in an amount sufficient to pay (i) the aggregate cash portion of the Merger Consideration and (ii) cash in lieu of any fractional shares (except for the New Certificates, Per Share Cash Consideration, or cash in lieu of any fractional shares attributable to any Dissenting Shares) (such cash and New Certificates described in the foregoing clauses (a) and (b), together with any dividends or distributions with respect thereto, being hereinafter referred to as the "Exchange Fund"). The Exchange Agent shall invest any cash included in the Exchange Fund as directed by Huntington, provided, that no such investment or losses thereon shall affect the amount of Merger Consideration payable to the holders of Old Certificates and any shortfall as a result of investment losses shall be promptly replenished by Huntington. Any interest and other income resulting from such investments shall be paid to Huntington.

2.2 Exchange of Shares.

(a) As promptly as practicable after the Effective Time, but in no event later than ten (10) days thereafter, Huntington shall cause the Exchange Agent to mail to each holder of record of one or more Old Certificates representing shares of FirstMerit Common Stock immediately prior to the Effective Time that have been converted at the Effective Time into the right to receive the Merger Consideration pursuant to Article I, a letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to the Old Certificates shall pass, only upon proper delivery of the Old Certificates to the Exchange Agent) and instructions for use in effecting the surrender of the Old Certificates in exchange for certificates representing the number of whole shares of Huntington Common Stock, any cash in lieu of fractional shares and the cash portion of the Merger Consideration which the shares of FirstMerit Common Stock represented by such Old Certificate or Old Certificates shall have been converted into the right to receive pursuant to this Agreement as well as any dividends or distributions to be paid pursuant to Section 2.2(b). From and after the Effective Time, upon proper surrender of an Old Certificate or Old Certificates for exchange and cancellation to the Exchange Agent, together with such properly completed letter of transmittal, duly executed, the holder of such Old Certificate or Old Certificates, subject to Section 1.6, shall be entitled to receive in exchange

therefor, as applicable, (i) a New Certificate representing that number of whole shares of Huntington Common Stock to which such holder of FirstMerit Common Stock shall have become entitled pursuant to the provisions of Article I and (ii) a check representing the amount of (A) the cash portion of the Merger Consideration which such holder has the right to receive in respect of the Old Certificate or Old Certificates surrendered pursuant to the provisions of this Article II, (B) any cash in lieu of a fractional share which such holder has the right to receive in respect of the Old Certificate or Old Certificates surrendered pursuant to the provisions of this Article II and (C) any dividends or distributions which the holder thereof has the right to receive pursuant to this Section 2.2, and the Old Certificate or Old Certificates so surrendered shall forthwith be cancelled. No interest will be paid or accrued on the cash portion of the Merger Consideration or any cash in lieu of fractional shares payable to holders of Old Certificates. Subject to Section 1.6, until surrendered as contemplated by this Section 2.2, each Old Certificate shall be deemed at any time after the Effective Time to represent only the right to receive, upon surrender, the Merger Consideration and any cash in lieu of fractional shares or in respect of dividends or distributions as contemplated by this Section 2.2.

(b) No dividends or other distributions declared with respect to Huntington Common Stock shall be paid to the holder of any unsurrendered Old Certificate until the holder thereof shall surrender such Old Certificate in accordance with this Article II. After the surrender of an Old Certificate in accordance with this Article II, the record holder thereof shall be entitled to receive any such dividends or other distributions, without any interest thereon, which theretofore had become payable with respect to the whole shares of Huntington Common Stock which the shares of FirstMerit Common Stock represented by such Old Certificate have been converted into the right to receive (after giving effect to Section 6.11).

(c) If any New Certificate representing shares of Huntington Common Stock is to be issued in a name other than that in which the Old Certificate or Old Certificates surrendered in exchange therefor is or are registered, it shall be a condition of the issuance thereof that the Old Certificate or Old Certificates so surrendered shall be properly endorsed (or accompanied by an appropriate instrument of transfer) and otherwise in proper form for transfer, and that the person requesting such exchange shall pay to the Exchange Agent in advance any transfer or other similar Taxes required by reason of the issuance of a New Certificate representing shares of Huntington Common Stock in any name other than that of the registered holder of the Old Certificate or Old Certificates surrendered, or required for any other reason, or shall establish to the satisfaction of the Exchange Agent that such Tax has been paid or is not payable.

(d) After the Effective Time, there shall be no transfers on the stock transfer books of FirstMerit of the shares of FirstMerit Common Stock that were issued and outstanding immediately prior to the Effective Time. If, after the Effective Time, Old Certificates representing such shares are presented for transfer to the Exchange Agent, they shall be cancelled and exchanged for the Merger Consideration, cash in lieu of fractional shares and dividends or distributions that the holder presenting such Old Certificates is entitled to, as provided in this Article II.

(e) Notwithstanding anything to the contrary contained herein, no New Certificates or scrip representing fractional shares of Huntington Common Stock shall be issued upon the surrender for exchange of Old Certificates, no dividend or distribution with respect to Huntington Common Stock shall be payable on or with respect to any fractional share, and such fractional share interests shall not entitle the owner thereof to vote or to any other rights of a shareholder of Huntington. In lieu of the issuance of any such fractional share, Huntington shall pay to each former shareholder of FirstMerit who otherwise would be entitled to receive such fractional share an amount in cash (rounded to the nearest cent) determined by multiplying (i) the average of the closing sale prices of Huntington Common Stock on the NASDAQ Stock Market (the "NASDAQ") as reported by *The Wall Street Journal* for the five (5) full trading days ending on the day preceding the Closing Date (the "Huntington Share Closing Price") by (ii) the fraction of a share (rounded to the nearest thousandth when expressed in decimal form) of Huntington Common Stock which such holder would otherwise be entitled to receive pursuant to Section 1.5.

(f) Any portion of the Exchange Fund that remains unclaimed by the shareholders of FirstMerit for one (1) year after the Effective Time shall be paid to the Surviving Corporation. Any former shareholders of FirstMerit who have not theretofore exchanged their Old Certificates pursuant to this Article II shall thereafter look only to the Surviving Corporation for payment of the Merger Consideration, cash in lieu of any fractional shares and any unpaid dividends and distributions on the Huntington Common Stock deliverable in respect of each former share of FirstMerit Common Stock such shareholder holds as determined pursuant to this Agreement, in each case, without any interest thereon. Notwithstanding the foregoing, none of Huntington, FirstMerit, the Surviving Corporation, the Exchange Agent or any other person shall be liable to any former holder of shares of FirstMerit Common Stock for any amount delivered in good faith to a public official pursuant to applicable abandoned property, escheat or similar laws.

(g) Huntington shall be entitled to deduct and withhold, or cause the Exchange Agent to deduct and withhold, from the cash portion of the Merger Consideration, any cash in lieu of fractional shares of Huntington Common Stock, cash dividends or distributions payable pursuant to this Section 2.2 or any other cash amounts otherwise payable pursuant to this Agreement to any holder of FirstMerit Common Stock or FirstMerit Equity Awards such amounts as it is required to deduct and withhold with respect to the making of such payment under the Code or any provision of state, local or foreign Tax law. To the extent that amounts are so withheld by Huntington or the Exchange Agent, as the case may be, and paid over to the appropriate governmental authority, the withheld amounts shall be treated for all purposes of this Agreement as having been paid to the holder of FirstMerit Common Stock in respect of which the deduction and withholding was made by Huntington or the Exchange Agent, as the case may be.

(h) In the event any Old Certificate shall have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming such Old Certificate to be lost, stolen or destroyed and, if required by Huntington, the posting by such person of a bond in such amount as Huntington may determine is reasonably necessary as indemnity against any claim that may be made against it with respect to such Old Certificate, the Exchange Agent will

issue in exchange for such lost, stolen or destroyed Old Certificate the Merger Consideration and any cash in lieu of fractional shares deliverable in respect thereof pursuant to this Agreement.

ARTICLE III

REPRESENTATIONS AND WARRANTIES OF FIRSTMERIT

Except (i) as disclosed in the disclosure schedule delivered by FirstMerit to Huntington concurrently herewith (the "FirstMerit Disclosure Schedule"); provided, that (a) no such item is required to be set forth as an exception to a representation or warranty if its absence would not result in the related representation or warranty being deemed untrue or incorrect, (b) the mere inclusion of an item in the FirstMerit Disclosure Schedule as an exception to a representation or warranty shall not be deemed an admission by FirstMerit that such item represents a material exception or fact, event or circumstance or that such item is reasonably likely to result in a Material Adverse Effect and (c) any disclosures made with respect to a section of this Article III shall be deemed to qualify (1) any other section of this Article III specifically referenced or cross-referenced and (2) other sections of this Article III to the extent it is reasonably apparent on its face (notwithstanding the absence of a specific cross reference) from a reading of the disclosure that such disclosure applies to such other sections or (ii) as disclosed in any FirstMerit Reports publicly filed prior to the date hereof (but disregarding risk factor disclosures contained under the heading "Risk Factors," or disclosures of risks set forth in any "forward-looking statements" disclaimer or any other statements that are similarly non-specific or cautionary, predictive or forward-looking in nature), FirstMerit hereby represents and warrants to Huntington as follows:

3.1 Corporate Organization.

(a) FirstMerit is a corporation duly organized, validly existing and in good standing under the laws of the State of Ohio and is a bank holding company duly registered under the Bank Holding Company Act of 1956, as amended ("BHC Act"). FirstMerit has the corporate power and authority to own or lease all of its properties and assets and to carry on its business as it is now being conducted in all material respects. FirstMerit is duly licensed or qualified to do business in each jurisdiction in which the nature of the business conducted by it or the character or location of the properties and assets owned or leased by it makes such licensing or qualification necessary, except where the failure to be so licensed or qualified would not, either individually or in the aggregate, reasonably be likely to have a Material Adverse Effect on FirstMerit. As used in this Agreement, the term "Material Adverse Effect" means, with respect to Huntington, FirstMerit or the Surviving Company, as the case may be, a material adverse effect on (i) the business, properties, assets, liabilities, results of operations or financial condition of such party and its Subsidiaries, taken as a whole (provided, however, that, with respect to this clause (i), Material Adverse Effect shall not be deemed to include the impact of (A) changes, after the date hereof, in U.S. generally accepted accounting principles ("GAAP") or applicable regulatory accounting requirements, (B) changes, after the date hereof, in laws, rules or regulations of general applicability to companies in the industries in which such party and its Subsidiaries operate, or interpretations thereof by courts or Governmental Entities, (C) changes, after the date hereof, in global, national or regional political conditions (including the outbreak of

war or acts of terrorism) or in economic or market (including equity, credit and debt markets, as well as changes in interest rates) conditions affecting the financial services industry generally and not specifically relating to such party or its Subsidiaries, (D) failure, in and of itself, to meet earnings projections or internal financial forecasts, but not including the underlying causes thereof, (E) disclosure or consummation of the transactions contemplated hereby (including any effect on a party's relationship with its customers or employees) or actions expressly required by this Agreement in contemplation of the transactions contemplated hereby, or (F) actions or omissions taken pursuant to the written consent of Huntington, in the case of FirstMerit, or FirstMerit, in the case of Huntington; except, with respect to subclauses (A), (B), or (C), to the extent that the effects of such change are materially disproportionately adverse to the business, properties, assets, liabilities, results of operations or financial condition of such party and its Subsidiaries, taken as a whole, as compared to other companies in the industry in which such party and its Subsidiaries operate) or (ii) the ability of such party to timely consummate the transactions contemplated hereby. As used in this Agreement, the word "Subsidiary," when used with respect to any party, means any corporation, partnership, limited liability company, bank or other organization, whether incorporated or unincorporated, which is consolidated with such party for financial reporting purposes. True and complete copies of the Second Amended and Restated Articles of Incorporation of FirstMerit (the "FirstMerit Articles") and the Second Amended and Restated Code of Regulations of FirstMerit (the "FirstMerit Code of Regulations"), as in effect as of the date of this Agreement, have previously been made available by FirstMerit to Huntington.

(b) Except, in the case of clauses (ii) and (iii) only, as would not reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on FirstMerit, each Subsidiary of FirstMerit (a "FirstMerit Subsidiary") (i) is duly organized and validly existing under the laws of its jurisdiction of organization, (ii) is duly qualified to do business and, where such concept is recognized under applicable law, in good standing in all jurisdictions (whether federal, state, local or foreign) where its ownership or leasing of property or the conduct of its business requires it to be so qualified and (iii) has all requisite corporate power and authority to own or lease its properties and assets and to carry on its business as now conducted. There are no restrictions on the ability of any Subsidiary of FirstMerit to pay dividends or distributions, except, in the case of a Subsidiary that is a regulated entity, for restrictions on dividends or distributions generally applicable to all such regulated entities. The deposit accounts of each Subsidiary of FirstMerit that is an insured depository institution are insured by the Federal Deposit Insurance Corporation (the "FDIC") through the Deposit Insurance Fund (as defined in Section 3(y) of the Federal Deposit Insurance Act of 1950) to the fullest extent permitted by law, all premiums and assessments required to be paid in connection therewith have been paid when due, and no proceedings for the termination of such insurance are pending or, to the knowledge of FirstMerit, threatened. Section 3.1(b) of the FirstMerit Disclosure Schedule sets forth a true and complete list of all Subsidiaries of FirstMerit as of the date hereof.

3.2 Capitalization.

(a) The authorized capital stock of FirstMerit consists of 300,000,000 shares of FirstMerit Common Stock, without par value, and 7,000,000 shares of FirstMerit preferred stock, without par value. As of January 22, 2016, no shares of capital stock or other voting

securities of FirstMerit are issued, reserved for issuance or outstanding, other than (i) 165,754,538 shares of FirstMerit Common Stock issued and outstanding, which number includes 850,508 shares of FirstMerit Common Stock granted in respect of outstanding FirstMerit Restricted Stock Awards, (ii) 4,428,977 shares of FirstMerit Common Stock held in treasury, (iii) 256,200 shares of FirstMerit Common Stock reserved for issuance upon the exercise of outstanding FirstMerit Stock Options, (iv) 962,598 shares of FirstMerit Common Stock reserved for issuance upon the settlement of outstanding FirstMerit Restricted Stock Unit Awards (assuming that performance with respect to performance-vesting FirstMerit Restricted Stock Unit Awards is achieved at maximum performance), and (v) 100,000 shares of FirstMerit Preferred Stock issued and outstanding. All of the issued and outstanding shares of FirstMerit Common Stock and FirstMerit Preferred Stock have been duly authorized and validly issued and are fully paid, nonassessable and free of preemptive rights, with no personal liability attaching to the ownership thereof. No bonds, debentures, notes or other indebtedness that have the right to vote on any matters on which shareholders of FirstMerit may vote are issued or outstanding. Except as set forth in Section 3.2(a) of the FirstMerit Disclosure Schedule, as of the date of this Agreement, no trust preferred or subordinated debt securities of FirstMerit are issued or outstanding. Other than FirstMerit Stock Options and FirstMerit Restricted Stock Unit Awards, in each case, issued prior to the date of this Agreement, as of the date of this Agreement, there are no outstanding subscriptions, options, warrants, puts, calls, rights, exchangeable or convertible securities or other commitments or agreements obligating FirstMerit to issue, transfer, sell, purchase, redeem or otherwise acquire any such securities.

(b) There are no voting trusts, shareholder agreements, proxies or other agreements in effect pursuant to which FirstMerit or any of the FirstMerit Subsidiaries has a contractual obligation with respect to the voting or transfer of FirstMerit Common Stock or other equity interests of FirstMerit. Other than the FirstMerit Equity Awards, no equity-based awards (including any cash awards where the amount of payment is determined in whole or in part based on the price of any capital stock of FirstMerit or any of its Subsidiaries) are outstanding.

(c) FirstMerit owns, directly or indirectly, all of the issued and outstanding shares of capital stock or other equity ownership interests of each of the FirstMerit Subsidiaries, free and clear of any liens, pledges, charges, encumbrances and security interests whatsoever ("Liens"), and all of such shares or equity ownership interests are duly authorized and validly issued and are fully paid, nonassessable (except, with respect to FirstMerit Subsidiaries that are insured depository institutions, as provided under 12 U.S.C. § 55 or any comparable provision of applicable state law) and free of preemptive rights, with no personal liability attaching to the ownership thereof. No FirstMerit Subsidiary has or is bound by any outstanding subscriptions, options, warrants, calls, rights, commitments or agreements of any character calling for the purchase or issuance of any shares of capital stock or any other equity security of such Subsidiary or any securities representing the right to purchase or otherwise receive any shares of capital stock or any other equity security of such Subsidiary.

3.3 Authority; No Violation.

(a) FirstMerit has full corporate power and authority to execute and deliver this Agreement and to consummate the transactions contemplated hereby. The execution and

delivery of this Agreement and the consummation of the Merger have been duly and validly approved by the Board of Directors of FirstMerit. The Board of Directors of FirstMerit has determined that the Merger, on the terms and conditions set forth in this Agreement, is in the best interests of FirstMerit and has directed that this Agreement and the transactions contemplated hereby be submitted to FirstMerit's shareholders for adoption at a meeting of such shareholders and has adopted a resolution to the foregoing effect. Except for the adoption of this Agreement by the affirmative vote of the holders of a majority of the outstanding shares of FirstMerit Common Stock (the "Requisite FirstMerit Vote"), and the adoption and approval of the Bank Merger Agreement by the board of directors of FirstMerit Bank and FirstMerit as its sole shareholder, no other corporate proceedings on the part of FirstMerit are necessary to approve this Agreement or to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered by FirstMerit and (assuming due authorization, execution and delivery by Huntington) constitutes a valid and binding obligation of FirstMerit, enforceable against FirstMerit in accordance with its terms (except in all cases as such enforceability may be limited by bankruptcy, insolvency, fraudulent transfer, moratorium, reorganization or similar laws of general applicability relating to or affecting insured depository institutions or their parent companies or the rights of creditors generally and subject to general principles of equity (the "Enforceability Exceptions")).

(b) Subject to the receipt of the Requisite FirstMerit Vote, neither the execution and delivery of this Agreement by FirstMerit nor the consummation by FirstMerit of the transactions contemplated hereby, nor compliance by FirstMerit with any of the terms or provisions hereof, will (i) violate any provision of the FirstMerit Articles or the FirstMerit Code of Regulations or (ii) assuming that the consents, approvals and filings referred to in Section 3.4 are duly obtained and/or made, (x) violate any law, statute, code, ordinance, rule, regulation, judgment, order, writ, decree or injunction applicable to FirstMerit or any of its Subsidiaries or any of their respective properties or assets or (y) violate, conflict with, result in a breach of any provision of or the loss of any benefit under, constitute a default (or an event which, with notice or lapse of time, or both, would constitute a default) under, result in the termination of or a right of termination or cancellation under, accelerate the performance required by, or result in the creation of any Lien upon any of the respective properties or assets of FirstMerit or any of its Subsidiaries under, any of the terms, conditions or provisions of any note, bond, mortgage, indenture, deed of trust, license, lease, agreement or other instrument or obligation to which FirstMerit or any of its Subsidiaries is a party, or by which they or any of their respective properties or assets may be bound, except (in the case of clause (ii) above) for such violations, conflicts, breaches, defaults, terminations, cancellations, accelerations or creations which, either individually or in the aggregate, would not reasonably be likely to have a Material Adverse Effect on FirstMerit.

3.4 Consents and Approvals. Except for (i) the filing of applications, filings and notices, as applicable, with the NASDAQ and the New York Stock Exchange (the "NYSE"), (ii) the filing of applications, filings and notices, as applicable, with the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") under the BHC Act and approval of such applications, filings and notices, (iii) the filing of applications, filings and notices, as applicable, with the Office of the Comptroller of the Currency in connection with the Bank Merger, including under the Bank Merger Act, and approval of such applications, filings and

notices, (iv) the filing of any required applications, filings or notices with any state banking authorities listed on Section 3.4 of the FirstMerit Disclosure Schedule or Section 4.4 of the Huntington Disclosure Schedule and approval of such applications, filings and notices, (v) the filing with the Securities and Exchange Commission (the "SEC") of a proxy statement in definitive form relating to the meetings of FirstMerit's and Huntington's shareholders to be held in connection with this Agreement and the transactions contemplated hereby (including any amendments or supplements thereto, the "Joint Proxy Statement"), and of the registration statement on Form S-4 in which the Joint Proxy Statement will be included as a prospectus, to be filed with the SEC by Huntington in connection with the transactions contemplated by this Agreement (the "S-4") and declaration of effectiveness of the S-4, (vi) the filing of the Certificate of Merger and the Second Certificate of Merger with the Ohio Secretary pursuant to the OGCL, the filing of the Bank Merger Certificates and the filing of the Maryland Articles of Merger with the Maryland Department pursuant to the MGCL, (vii) the filing of any notices or other filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "HSR Act"), if necessary or advisable, and (viii) such filings and approvals as are required to be made or obtained under the securities or "Blue Sky" laws of various states in connection with the issuance of the shares of Huntington Common Stock pursuant to this Agreement and the approval of the listing of such Huntington Common Stock on the NASDAQ and the New Huntington Preferred Stock on the NYSE or the NASDAQ, no consents or approvals of or filings or registrations with any court or administrative agency or commission or other governmental authority or instrumentality or SRO (each a "Governmental Entity") are necessary in connection with (A) the execution and delivery by FirstMerit of this Agreement or (B) the consummation by FirstMerit of the Merger and the other transactions contemplated hereby (including the Bank Merger). As used in this Agreement, "SRO" means (i) any "self-regulatory organization" as defined in Section 3(a)(26) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (ii) any other United States or foreign securities exchange, futures exchange, commodities exchange or contract market. As of the date hereof, FirstMerit is not aware of any reason why the necessary regulatory approvals and consents will not be received in order to permit consummation of the Merger and Bank Merger on a timely basis.

3.5 Reports.

(a) FirstMerit and each of its Subsidiaries have timely filed (or furnished, as applicable) all reports, registrations and statements, together with any amendments required to be made with respect thereto, that they were required to file (or furnish, as applicable) since January 1, 2013 with (i) any state regulatory authority, (ii) the SEC, (iii) the Federal Reserve Board, (iv) the FDIC, (v) the Office of the Comptroller of the Currency, (vi) any foreign regulatory authority and (vii) any SRO ((i) – (vii), collectively, "Regulatory Agencies"), including any report, registration or statement required to be filed (or furnished, as applicable) pursuant to the laws, rules or regulations of the United States, any state, any foreign entity, or any Regulatory Agency, and have paid all fees and assessments due and payable in connection therewith, except where the failure to file such report, registration or statement or to pay such fees and assessments, either individually or in the aggregate, would not reasonably be likely to have a Material Adverse Effect on FirstMerit. Except for examinations of FirstMerit and its Subsidiaries conducted by a Regulatory Agency in the ordinary course of business, no Regulatory Agency has initiated or has pending any proceeding or, to the knowledge of FirstMerit, investigation into the business or

operations of FirstMerit or any of its Subsidiaries since January 1, 2013, except where such proceedings or investigation would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit. There is no unresolved violation, criticism, or exception by any Regulatory Agency with respect to any report or statement relating to any examinations or inspections of FirstMerit or any of its Subsidiaries, which would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit.

(b) An accurate and complete copy of each final registration statement, prospectus, report, schedule and definitive proxy statement filed with or furnished to the SEC by FirstMerit or any of its Subsidiaries pursuant to the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, as the case may be, since January 1, 2013 (the "FirstMerit Reports") is publicly available. No such FirstMerit Report, at the time filed, furnished or communicated (and, in the case of registration statements and proxy statements, on the dates of effectiveness and the dates of the relevant meetings, respectively), contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances in which they were made, not misleading, except that information filed or furnished as of a later date (but before the date of this Agreement) shall be deemed to modify information as of an earlier date. As of their respective dates, all FirstMerit Reports filed or furnished under the Securities Act and the Exchange Act complied as to form in all material respects with the published rules and regulations of the SEC with respect thereto. As of the date of this Agreement, no executive officer of FirstMerit has failed in any respect to make the certification required of him or her under Section 302 or 906 of the Sarbanes-Oxley Act. As of the date of this Agreement, there are no outstanding comments from or material unresolved issues raised by the SEC with respect to any of the FirstMerit Reports.

3.6 Financial Statements.

(a) The financial statements of FirstMerit and its Subsidiaries included (or incorporated by reference) in the FirstMerit Reports (including the related notes, where applicable) (i) have been prepared from, and are in accordance with, the books and records of FirstMerit and its Subsidiaries, (ii) fairly present in all material respects the consolidated results of operations, cash flows, changes in shareholders' equity and consolidated financial position of FirstMerit and its Subsidiaries for the respective fiscal periods or as of the respective dates therein set forth (subject in the case of unaudited statements to year-end audit adjustments normal in nature and amount), (iii) complied, as of their respective dates of filing with the SEC, in all material respects with applicable accounting requirements and with the published rules and regulations of the SEC with respect thereto, and (iv) have been prepared in accordance with GAAP consistently applied during the periods involved, except, in each case, as indicated in such statements or in the notes thereto. The books and records of FirstMerit and its Subsidiaries have been, since January 1, 2013, and are being, maintained in all material respects in accordance with GAAP and any other applicable legal and accounting requirements. Ernst & Young LLP has not resigned (or informed FirstMerit that it intends to resign) or been dismissed as independent public accountants of FirstMerit as a result of or in connection with any disagreements with FirstMerit on a matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

(b) Except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit, neither FirstMerit nor any of its Subsidiaries has any liability of any nature whatsoever (whether absolute, accrued, contingent or otherwise and whether due or to become due) required by GAAP to be included in the consolidated balance sheet of FirstMerit, except for those liabilities that are reflected or reserved against on the consolidated balance sheet of FirstMerit included in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015 (including any notes thereto) and for liabilities incurred in the ordinary course of business consistent with past practice since September 30, 2015, or in connection with this Agreement and the transactions contemplated hereby.

(c) The records, systems, controls, data and information of FirstMerit and its Subsidiaries are recorded, stored, maintained and operated under means (including any electronic, mechanical or photographic process, whether computerized or not) that are under the exclusive ownership and direct control of FirstMerit or its Subsidiaries or accountants (including all means of access thereto and therefrom), except for any non-exclusive ownership and non-direct control that would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit. FirstMerit (i) has implemented and maintains disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) to ensure that material information relating to FirstMerit, including its Subsidiaries, is made known to the chief executive officer and the chief financial officer of FirstMerit by others within those entities as appropriate to allow timely decisions regarding required disclosures and to make the certifications required by the Exchange Act and Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), and (ii) has disclosed, based on its most recent evaluation prior to the date hereof, to FirstMerit's outside auditors and the audit committee of FirstMerit's Board of Directors (x) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) which are reasonably likely to adversely affect FirstMerit's ability to record, process, summarize and report financial information, and (y) to the knowledge of FirstMerit, any fraud, whether or not material, that involves management or other employees who have a significant role in FirstMerit's internal controls over financial reporting. These disclosures were made in writing by management to FirstMerit's auditor and audit committee and a copy has been previously made available to Huntington. To the knowledge of FirstMerit, there is no reason to believe that FirstMerit's outside auditors and its chief executive officer and chief financial officer will not be able to give the certifications and attestations required pursuant to the rules and regulations adopted pursuant to Section 404 of the Sarbanes-Oxley Act, without qualification, when next due.

(d) Since January 1, 2013, (i) neither FirstMerit nor any of its Subsidiaries, nor, to the knowledge of FirstMerit, any director, officer, auditor, accountant or representative of FirstMerit or any of its Subsidiaries, has received or otherwise had or obtained knowledge of any material complaint, allegation, assertion or claim, whether written or, to the knowledge of FirstMerit, oral, regarding the accounting or auditing practices, procedures, methodologies or methods (including with respect to loan loss reserves, write-downs, charge-offs and accruals) of FirstMerit or any of its Subsidiaries or their respective internal accounting controls, including any material complaint, allegation, assertion or written claim that FirstMerit or any of its

Subsidiaries has engaged in questionable accounting or auditing practices, and (ii) no attorney representing FirstMerit or any of its Subsidiaries, whether or not employed by FirstMerit or any of its Subsidiaries, has reported evidence of a material violation of securities laws, breach of fiduciary duty or similar violation by FirstMerit or any of its officers, directors or employees to the Board of Directors of FirstMerit or any committee thereof or, to the knowledge of FirstMerit, to any director or officer of FirstMerit.

3.7 Broker's Fees. Neither FirstMerit nor any FirstMerit Subsidiary nor any of their respective officers or directors has employed any broker, finder or financial advisor or incurred any liability for any broker's fees, commissions or finder's fees in connection with the Merger or related transactions contemplated by this Agreement other than Sandler O'Neill + Partners, L.P.

3.8 Absence of Certain Changes or Events.

(a) Since December 31, 2014, no event or events have occurred that have had or would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit.

(b) Since December 31, 2014, except with respect to the transactions contemplated hereby or as required or permitted by this Agreement, FirstMerit and its Subsidiaries have carried on their respective businesses in all material respects in the ordinary course.

3.9 Legal Proceedings.

(a) Neither FirstMerit nor any of its Subsidiaries is a party to any, and there are no pending or, to the knowledge of FirstMerit, threatened, legal, administrative, arbitral or other proceedings, claims, actions or governmental or regulatory investigations of any nature against FirstMerit or any of its Subsidiaries (i) that would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit, or (ii) of a material nature challenging the validity or propriety of this Agreement.

(b) There is no injunction, order, judgment, decree, or regulatory restriction imposed upon FirstMerit, any of its Subsidiaries or the assets of FirstMerit or any of its Subsidiaries (or that, upon consummation of the Mergers, would apply to Huntington or any of its affiliates) that would reasonably be expected to be material to either FirstMerit or any of its Significant Subsidiaries.

3.10 Taxes and Tax Returns.

(a) Each of FirstMerit and its Subsidiaries has duly and timely filed (taking into account all applicable extensions) all material Tax Returns in all jurisdictions in which Tax Returns are required to be filed by it, and all such Tax Returns are true, correct, and complete in all material respects. Neither FirstMerit nor any of its Subsidiaries is the beneficiary of any extension of time within which to file any material Tax Return. All material Taxes of FirstMerit and its Subsidiaries (whether or not shown on any Tax Returns) that are due have been fully and

timely paid. Each of FirstMerit and its Subsidiaries has withheld and paid all material Taxes required to have been withheld and paid in connection with amounts paid or owing to any employee, creditor, shareholder, independent contractor or other third party. Neither FirstMerit nor any of its Subsidiaries has granted any extension or waiver of the limitation period applicable to any material Tax that remains in effect. The federal income Tax Returns of FirstMerit and its Subsidiaries for all years up to and including December 31, 2011 have been examined by the Internal Revenue Service (the "IRS") or are Tax Returns with respect to which the applicable period for assessment under applicable law, after giving effect to extensions or waivers, has expired. No deficiency with respect to a material amount of Taxes has been proposed, asserted or assessed against FirstMerit or any of its Subsidiaries. There are no pending or threatened (in writing) disputes, claims, audits, examinations or other proceedings regarding any material Taxes of FirstMerit and its Subsidiaries or the assets of FirstMerit and its Subsidiaries. In the last six years, neither FirstMerit nor any of its Subsidiaries has been informed in writing by any jurisdiction that the jurisdiction believes that FirstMerit or any of its Subsidiaries was required to file any Tax Return that was not filed. FirstMerit has made available to Huntington true, correct, and complete copies of any private letter ruling requests, closing agreements or gain recognition agreements with respect to Taxes requested or executed in the last six years. There are no Liens for material Taxes (except Taxes not yet due and payable) on any of the assets of FirstMerit or any of its Subsidiaries. Neither FirstMerit nor any of its Subsidiaries is a party to or is bound by any Tax sharing, allocation or indemnification agreement or arrangement (other than such an agreement or arrangement exclusively between or among FirstMerit and its Subsidiaries). Neither FirstMerit nor any of its Subsidiaries (A) has been a member of an affiliated group filing a consolidated federal income Tax Return (other than a group the common parent of which was FirstMerit) or (B) has any liability for the Taxes of any person (other than FirstMerit or any of its Subsidiaries) under Treasury Regulations Section 1.1502-6 (or any similar provision of state, local or foreign law), as a transferee or successor, by contract or otherwise. Neither FirstMerit nor any of its Subsidiaries has been, within the past two years or otherwise as part of a "plan (or series of related transactions)" within the meaning of Section 355(e) of the Code of which the Mergers are also a part, a "distributing corporation" or a "controlled corporation" (within the meaning of Section 355(a)(1)(A) of the Code) in a distribution of stock intended to qualify for tax-free treatment under Section 355 of the Code. Neither FirstMerit nor any of its Subsidiaries has participated in a "reportable transaction" within the meaning of Treasury Regulations Section 1.6011-4(b)(1). At no time during the past five years has FirstMerit been a United States real property holding corporation within the meaning of Section 897(c)(2) of the Code.

(b) As used in this Agreement, the term "Tax" or "Taxes" means all federal, state, local, and foreign income, excise, gross receipts, ad valorem, profits, gains, property, capital, sales, transfer, use, license, payroll, employment, social security, severance, unemployment, withholding, duties, excise, windfall profits, intangibles, franchise, backup withholding, value added, alternative or add-on minimum, estimated and other taxes, charges, fees, levies or like assessments together with all penalties and additions to tax and interest thereon.

(c) As used in this Agreement, the term "Tax Return" means any return, declaration, report, claim for refund, estimate, or information return or statement relating to

Taxes, including any schedule or attachment thereto, and including any amendment thereof, supplied or required to be supplied to a Governmental Entity.

3.11 Employees and Employee Benefit Plans.

(a) Section 3.11(a) of the FirstMerit Disclosure Schedule lists all material FirstMerit Benefit Plans. For purposes of this Agreement, "FirstMerit Benefit Plans" means all employee benefit plans (as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA")), whether or not subject to ERISA, and all bonus, stock option, stock purchase, restricted stock, incentive, deferred compensation, retiree medical or life insurance, supplemental retirement, severance or other benefit plans, programs or arrangements, and all retention, bonus, employment, termination or severance plans, programs or arrangements or other contracts or agreements to or with respect to which FirstMerit or any Subsidiary or any trade or business of FirstMerit or any of its Subsidiaries, whether or not incorporated, all of which together with FirstMerit would be deemed a "single employer" within the meaning of Section 4001 of ERISA (a "FirstMerit ERISA Affiliate"), is a party or has any current or future obligation or that are maintained, contributed to or sponsored by FirstMerit or any of its Subsidiaries or any FirstMerit ERISA Affiliate for the benefit of any current or former employee, officer, director or independent contractor of FirstMerit or any of its Subsidiaries or any FirstMerit ERISA Affiliate.

(b) FirstMerit has heretofore made available to Huntington true and complete copies of each of the material FirstMerit Benefit Plans and the following related documents, to the extent applicable: (i) all summary plan descriptions, amendments, modifications or material supplements to any FirstMerit Benefit Plan, (ii) the annual report (Form 5500), if any, filed with the IRS for the last two plan years, (iii) the most recently received IRS determination letter, if any, relating to any such FirstMerit Benefit Plan, and (iv) the most recently prepared actuarial report for each such FirstMerit Benefit Plan (if applicable) for each of the last two years.

(c) Each FirstMerit Benefit Plan has been established, operated and administered in all material respects in accordance with its terms and the requirements of all applicable laws, including ERISA and the Code, except as would not result in any material liability. Neither FirstMerit nor any of its Subsidiaries has, within the prior three years, taken any material corrective action or made a filing under any voluntary correction program of the IRS, Department of Labor or any other Governmental Entity with respect to any FirstMerit Benefit Plan, and neither FirstMerit nor any of its Subsidiaries has any knowledge of any material plan defect that would qualify for correction under any such program.

(d) Section 3.11(d) of the FirstMerit Disclosure Schedule identifies each FirstMerit Benefit Plan that is intended to be qualified under Section 401(a) of the Code (the "FirstMerit Qualified Plans"). The IRS has issued a favorable determination or opinion letter with respect to each FirstMerit Qualified Plan and the related trust, which letter has not been revoked (nor has revocation been threatened), and, to the knowledge of FirstMerit, there are no existing circumstances and no events have occurred that would have a material adverse effect on the qualified status of any FirstMerit Qualified Plan or the related trust or increase the costs relating thereto.

(e) Each FirstMerit Benefit Plan that is a "nonqualified deferred compensation plan" (as defined in Section 409A(d)(1) of the Code) and any award thereunder, in each case that is subject to Section 409A of the Code, has (i) since January 1, 2005, been maintained and operated, in all material respects, in good faith compliance with Section 409A of the Code and IRS Notice 2005-1 and (ii) since January 1, 2009, been, in all material respects, in documentary and operational compliance with Section 409A of the Code.

(f) With respect to each FirstMerit Benefit Plan or any other ongoing, frozen or terminated "single employer plan" within the meaning of Section 4001(a)(15) of ERISA, currently or formerly maintained by FirstMerit, any of its Subsidiaries or any FirstMerit ERISA Affiliates that is subject to Title IV or Section 302 of ERISA or Section 412, 430 or 4971 of the Code: (i) no such plan is in "at-risk" status for purposes of Section 430 of the Code, (ii) no reportable event within the meaning of Section 4043(c) of ERISA for which the 30-day notice requirement has not been waived has occurred, (iii) all premiums required to be paid to the Pension Benefit Guaranty Corporation (the "PBGC") have been timely paid in full, (iv) no material liability (other than for premiums to the PBGC) under Title IV of ERISA has been or is reasonably expected to be incurred by FirstMerit or any of its Subsidiaries, (v) the PBGC has not instituted proceedings to terminate any such FirstMerit Benefit Plan, (vi) to the knowledge of FirstMerit, the most recent actuarial report for such FirstMerit Benefit Plan is accurate in all material respects and (vii) there does not exist any accumulated funding deficiency within the meaning of Section 412 of the Code or Section 302 of ERISA, whether or not waived.

(g) None of FirstMerit and its Subsidiaries nor any FirstMerit ERISA Affiliate has, at any time during the last six years, contributed to or been obligated to contribute to any plan that is a "multiemployer plan" within the meaning of Section 4001(a)(3) of ERISA (a "Multiemployer Plan") or a plan that has two or more contributing sponsors at least two of whom are not under common control, within the meaning of Section 4063 of ERISA (a "Multiple Employer Plan"), and none of FirstMerit and its Subsidiaries nor any FirstMerit ERISA Affiliate has incurred any material liability to a Multiemployer Plan or Multiple Employer Plan as a result of a complete or partial withdrawal (as those terms are defined in Part I of Subtitle E of Title IV of ERISA) from a Multiemployer Plan or Multiple Employer Plan that has not been satisfied in full.

(h) Neither FirstMerit nor any of its Subsidiaries sponsors, has sponsored or has any obligation with respect to any employee benefit plan that provides for any post-employment or post-retirement health or medical or life insurance benefits for retired or former employees or beneficiaries or dependents thereof, except as required by Section 4980B of the Code.

(i) All material contributions required to be made to any FirstMerit Benefit Plan by applicable law or by any plan document or other contractual undertaking, and all material premiums due or payable with respect to insurance policies funding any FirstMerit Benefit Plan, for any period in the prior three years through the date hereof, have been timely made or paid in full or, to the extent not required to be made or paid on or before the date hereof, have been fully reflected on the books and records of FirstMerit.

(j) There are no pending or, to the knowledge of FirstMerit, threatened (in writing) claims (other than claims for benefits in the ordinary course), lawsuits or arbitrations that have been asserted or instituted, and, to the knowledge of FirstMerit, no set of circumstances exists that may reasonably be likely to give rise to a material claim or lawsuit, against the FirstMerit Benefit Plans, any fiduciaries thereof with respect to their duties to the FirstMerit Benefit Plans or the assets of any of the trusts under any of the FirstMerit Benefit Plans that could in any case reasonably be likely to result in any material liability of FirstMerit or any of its Subsidiaries to the PBGC, the IRS, the Department of Labor, any Multiemployer Plan, a Multiple Employer Plan, any participant in a FirstMerit Benefit Plan, or any other party.

(k) None of FirstMerit and its Subsidiaries nor any FirstMerit ERISA Affiliate nor, to the knowledge of FirstMerit, any other person, including any fiduciary, has engaged in any "prohibited transaction" (as defined in Section 4975 of the Code or Section 406 of ERISA) which could subject any of the FirstMerit Benefit Plans or their related trusts, FirstMerit, any of its Subsidiaries, any FirstMerit ERISA Affiliate or any person that FirstMerit or any of its Subsidiaries has an obligation to indemnify to any material tax or material penalty imposed under Section 4975 of the Code or Section 502 of ERISA.

(l) Neither the execution and delivery of this Agreement nor the consummation of the transactions contemplated hereby will (either alone or in conjunction with any other event) result in, cause the vesting, exercisability, funding, payment or delivery of, or increase the amount or value of, any payment, right or other benefit to any employee, officer, director or independent contractor of FirstMerit or any of its Subsidiaries, or result in any limitation on the right of FirstMerit or any of its Subsidiaries or FirstMerit ERISA Affiliates to amend, merge, terminate or receive a reversion of assets from any FirstMerit Benefit Plan or related trust. Without limiting the generality of the foregoing, no amount paid or payable (whether in cash, in property, or in the form of benefits) by FirstMerit or any of its Subsidiaries in connection with the transactions contemplated hereby (either solely as a result thereof or as a result of such transactions in conjunction with any other event) will be an "excess parachute payment" within the meaning of Section 280G of the Code. FirstMerit has made available to Huntington preliminary copies of Section 280G calculations with respect to any disqualified individual in connection with the transactions contemplated hereby. Neither FirstMerit nor any of its Subsidiaries maintains or contributes to a rabbi trust or similar funding vehicle, and the transactions contemplated by this Agreement will not cause or require FirstMerit or any of its affiliates to establish or make any contribution to a rabbi trust or similar funding vehicle.

(m) No FirstMerit Benefit Plan provides for the gross-up or reimbursement of Taxes under Section 409A or 4999 of the Code, or otherwise.

(n) Each voluntary employees' beneficiary association ("VEBA") has been determined by the IRS to be exempt from federal tax under Section 501(a) of the Code, and nothing has occurred that could reasonably be expected to adversely affect the exempt status of any VEBA.

(o) There are no pending or, to the knowledge of FirstMerit, threatened (in writing) material labor grievances or material unfair labor practice claims or charges against

FirstMerit or any of its Subsidiaries, or any strikes or other material labor disputes against FirstMerit or any of its Subsidiaries. Neither FirstMerit nor any of its Subsidiaries are party to or bound by any collective bargaining or similar agreement with any labor organization, or work rules or practices agreed to with any labor organization or employee association applicable to employees of FirstMerit or any of its Subsidiaries, and, to the knowledge of FirstMerit, there are no organizing efforts by any union or other group seeking to represent any employees of FirstMerit or any of its Subsidiaries.

3.12 Compliance with Applicable Law. FirstMerit and each of its Subsidiaries hold, and have at all times since December 31, 2012 held, all licenses, franchises, permits and authorizations necessary for the lawful conduct of their respective businesses and ownership of their respective properties, rights and assets under and pursuant to each (and have paid all fees and assessments due and payable in connection therewith), except where neither the cost of failure to hold nor the cost of obtaining and holding such license, franchise, permit or authorization (nor the failure to pay any fees or assessments) would, either individually or in the aggregate, reasonably be likely to have a Material Adverse Effect on FirstMerit, and to the knowledge of FirstMerit no suspension or cancellation of any such necessary license, franchise, permit or authorization is threatened. FirstMerit and each of its Subsidiaries have complied in all material respects with and are not in material default or violation under any law, statute, order, rule or regulation of any Governmental Entity applicable to FirstMerit or any of its Subsidiaries, including (to the extent applicable to FirstMerit or its Subsidiaries) all laws related to data protection or privacy, the USA PATRIOT Act, the Bank Secrecy Act, the Equal Credit Opportunity Act and Regulation B, the Fair Housing Act, the Community Reinvestment Act, the Fair Credit Reporting Act and Regulation V, the Truth in Lending Act and Regulation Z, the Home Mortgage Disclosure Act and Regulation C, the Fair Debt Collection Practices Act, the Electronic Fund Transfer Act and Regulation E, the Dodd-Frank Wall Street Reform and Consumer Financial Protection Act, any regulations promulgated by the Consumer Financial Protection Bureau, the Foreign Corrupt Practices Act, the Interagency Policy Statement on Retail Sales of Nondeposit Investment Products, the SAFE Mortgage Licensing Act of 2008, the Real Estate Settlement Procedures Act and Regulation X, and any other law or regulation relating to bank secrecy, discriminatory lending, financing or leasing practices, consumer protection, money laundering prevention, foreign assets control, Sections 23A and 23B of the Federal Reserve Act and Regulation W, the Sarbanes-Oxley Act, and all agency requirements relating to the origination, sale and servicing of mortgage and consumer loans. FirstMerit Bank has a Community Reinvestment Act rating of "satisfactory" or better. FirstMerit and each of its affiliates and subsidiaries have complied in all material respects with and are not in material default or violation under 12 U.S.C. § 1851 and the regulations promulgated by the Federal Reserve Board and the Office of the Comptroller of the Currency (together, "Federal Banking Agencies") in connection therewith (the "Volcker Rule"). Section 3.12 of the FirstMerit Disclosure Schedule sets forth (i) all FirstMerit affiliates and subsidiaries (including FirstMerit) engaged in proprietary trading (as defined in the Volcker Rule) that would be prohibited upon expiration of any temporary conformance period granted by the Federal Banking Agencies under the Volcker Rule and (ii) all covered funds (as defined in the Volcker Rule) that FirstMerit or any of its affiliates or subsidiaries sponsors or invests in that would be prohibited upon expiration of any temporary conformance period granted by the Federal Banking Agencies under

the Volcker Rule. For the purpose of the preceding two sentences, "affiliate" and "subsidiary" shall have their respective meanings under 12 U.S.C. § 1813.

3.13 Certain Contracts.

(a) Except as set forth in Section 3.13(a) of the FirstMerit Disclosure Schedule or as filed with or incorporated into any FirstMerit Report filed prior to the date hereof, as of the date hereof, neither FirstMerit nor any of its Subsidiaries is a party to or bound by any contract, arrangement, commitment or understanding (whether written or oral), other than any FirstMerit Benefit Plan, (i) that is a "material contract" (as such term is defined in Item 601(b)(10) of Regulation S-K of the SEC), (ii) that contains a non-compete or client or customer non-solicit requirement or any other provision that materially restricts the conduct of any line of business by FirstMerit or any of its Subsidiaries or upon consummation of the Merger will materially restrict the ability of Huntington or any of its Subsidiaries to engage in any line of business that is material to FirstMerit and its Subsidiaries, taken as a whole, (iii) with or to a labor union or guild (including any collective bargaining agreement), or (iv) that grants any right of first refusal, right of first offer or similar right with respect to any material assets, rights or properties of FirstMerit or its Subsidiaries, taken as a whole. Each contract, arrangement, commitment or understanding of the type described in this Section 3.13(a), whether or not set forth in the FirstMerit Disclosure Schedule, is referred to herein as a "FirstMerit Contract," and neither FirstMerit nor any of its Subsidiaries knows of, or has received written, or to the knowledge of FirstMerit, oral notice of, any violation of the above by any of the other parties thereto which would reasonably be likely to be, either individually or in the aggregate, material to FirstMerit and its Subsidiaries, taken as a whole.

(b) In each case, except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit: (i) each FirstMerit Contract is valid and binding on FirstMerit or one of its Subsidiaries, as applicable, and in full force and effect, (ii) FirstMerit and each of its Subsidiaries has performed all obligations required to be performed by it prior to the date hereof under each FirstMerit Contract, (iii) to the knowledge of FirstMerit each third-party counterparty to each FirstMerit Contract has performed all obligations required to be performed by it to date under such FirstMerit Contract, and (iv) no event or condition exists which constitutes or, after notice or lapse of time or both, will constitute, a default on the part of FirstMerit or any of its Subsidiaries under any such FirstMerit Contract.

3.14 Agreements with Regulatory Agencies. Neither FirstMerit nor any of its Subsidiaries is subject to any cease-and-desist or other order or enforcement action issued by, or is a party to any written agreement, consent agreement or memorandum of understanding with, or is a party to any commitment letter or similar undertaking to, or is subject to any order or directive by, or has been ordered to pay any civil money penalty by, or has been since January 1, 2013, a recipient of any supervisory letter from, or since January 1, 2013, has adopted any policies, procedures or board resolutions at the request or suggestion of any Regulatory Agency or other Governmental Entity that currently restricts in any material respect the conduct of its business or that in any material manner relates to its capital adequacy, its ability to pay dividends, its credit or risk management policies, its management or its business (each, whether

or not set forth in the FirstMerit Disclosure Schedule, a "FirstMerit Regulatory Agreement"), nor has FirstMerit or any of its Subsidiaries been advised in writing or, to the knowledge of FirstMerit, orally, since January 1, 2013, by any Regulatory Agency or other Governmental Entity that it is considering issuing, initiating, ordering, or requesting any such FirstMerit Regulatory Agreement.

3.15 Risk Management Instruments. Except as would not reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on FirstMerit, all interest rate swaps, caps, floors, option agreements, futures and forward contracts and other similar derivative transactions and risk management arrangements, whether entered into for the account of FirstMerit or any of its Subsidiaries or for the account of a customer of FirstMerit or one of its Subsidiaries, were entered into in the ordinary course of business and in accordance with applicable rules, regulations and policies of any Regulatory Agency and with counterparties believed to be financially responsible at the time and are legal, valid and binding obligations of FirstMerit or one of its Subsidiaries enforceable in accordance with their terms (except as may be limited by the Enforceability Exceptions). FirstMerit and each of its Subsidiaries has duly performed in all material respects all of its material obligations thereunder to the extent that such obligations to perform have accrued, and, to the knowledge of FirstMerit, there are no material breaches, violations or defaults or *bona fide* allegations or assertions of such by any party thereunder.

3.16 Environmental Matters. Except as would not reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on FirstMerit, FirstMerit and its Subsidiaries are in compliance, and, since January 1, 2013 have complied, with any federal, state or local law, regulation, order, decree, permit, authorization, common law or legal requirement relating to: (i) the protection or restoration of the environment, health and safety as it relates to hazardous substance exposure or natural resource damages, (ii) the handling, use, presence, disposal, release or threatened release of, or exposure to, any hazardous substance, or (iii) noise, odor, wetlands, indoor air, pollution, contamination or any injury to persons or property from exposure to any hazardous substance (collectively, "Environmental Laws"). There are no legal, administrative, arbitral or other judicial proceedings, claims or actions, or, to the knowledge of FirstMerit, any private environmental investigations or remediation activities or governmental investigations of any nature seeking to impose, or that could reasonably be likely to result in the imposition, on FirstMerit or any of its Subsidiaries of any liability or obligation arising under any Environmental Law, pending or threatened against FirstMerit, which liability or obligation would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit. To the knowledge of FirstMerit, there is no reasonable basis for any such proceeding, claim, action or governmental investigation that would impose any liability or obligation that would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit. FirstMerit is not subject to any agreement, order, judgment, decree, letter agreement or memorandum of agreement by or with any court, governmental authority, regulatory agency or third party imposing any liability or obligation with respect to any Environmental Law that would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit.

3.17 Investment Securities.

(a) Except as would not reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on FirstMerit, each of FirstMerit and its Subsidiaries has good title to all securities owned by it (except those sold under repurchase agreements or held in any fiduciary or agency capacity), free and clear of any Lien, except (i) as set forth in the financial statements included in the FirstMerit Reports and (ii) to the extent such securities or commodities are pledged in the ordinary course of business to secure obligations of FirstMerit or its Subsidiaries. Such securities are valued on the books of FirstMerit in accordance with GAAP in all material respects.

(b) FirstMerit and its Subsidiaries employ, to the extent applicable, investment, securities, risk management and other policies, practices and procedures that FirstMerit believes are prudent and reasonable in the context of their respective businesses, and FirstMerit and its Subsidiaries have, since January 1, 2013, been in compliance with such policies, practices and procedures in all material respects.

3.18 Real Property. Except as would not reasonably be likely, either individually or in the aggregate, to have a Material Adverse Effect on FirstMerit, FirstMerit or a FirstMerit Subsidiary (a) has good and marketable title to all real property reflected in the latest audited balance sheet included in the FirstMerit Reports as being owned by FirstMerit or a FirstMerit Subsidiary or acquired after the date thereof (except (x) properties sold or otherwise disposed of since the date thereof in the ordinary course of business and (y) properties categorized as "other real estate owned" in such balance sheet) (the "FirstMerit Owned Properties"), free and clear of all material Liens, except (i) statutory Liens securing payments not yet due, (ii) Liens for real property Taxes not yet due and payable, (iii) easements, rights of way, and other similar encumbrances that do not materially affect the value or use of the properties or assets subject thereto or affected thereby or otherwise materially impair business operations at such properties and (iv) such imperfections or irregularities of title or Liens as do not materially affect the value or use of the properties or assets subject thereto or affected thereby or otherwise materially impair business operations at such properties (collectively, "Permitted Encumbrances"), and (b) is the lessee of all leasehold estates reflected in the latest audited financial statements included in such FirstMerit Reports or acquired after the date thereof (except for leases that have expired by their terms since the date thereof) (the "FirstMerit Leased Properties" and, collectively with the FirstMerit Owned Properties, the "FirstMerit Real Property"), free and clear of all material Liens of any nature whatsoever, except for Permitted Encumbrances, and is in possession of the properties purported to be leased thereunder, and each such lease is valid without material default thereunder by the lessee or, to the knowledge of FirstMerit, the lessor. There are no material pending or, to the knowledge of FirstMerit, threatened condemnation proceedings against any FirstMerit Real Property.

3.19 Intellectual Property. Except as would not reasonably be likely, either individually or in the aggregate, to have a Material Adverse Effect on FirstMerit, to the knowledge of FirstMerit: (i) FirstMerit and each of its Subsidiaries owns, or is licensed to use (in each case, free and clear of any material Liens other than any Permitted Encumbrances), all Intellectual Property necessary for the conduct of its business as currently conducted; (ii) (A) the

use of any Intellectual Property by FirstMerit and its Subsidiaries does not infringe, misappropriate or otherwise violate the rights of any person, and (B) no person has asserted to FirstMerit in writing that FirstMerit or any of its Subsidiaries has infringed, misappropriated or otherwise violated the Intellectual Property rights of such person; (iii) no person is challenging, infringing on or otherwise violating any right of FirstMerit or any of its Subsidiaries with respect to any Intellectual Property owned by FirstMerit or its Subsidiaries; (iv) neither FirstMerit nor any FirstMerit Subsidiary has received any written notice of any pending claim with respect to any Intellectual Property owned by FirstMerit or any FirstMerit Subsidiary; and (v) since January 1, 2013, no third party has gained unauthorized access to any information technology networks controlled by and material to the operation of the business of FirstMerit and its Subsidiaries. For purposes of this Agreement, "Intellectual Property" means trademarks, service marks, trade names, Internet domain names, logos and other indications of origin, the goodwill associated with the foregoing and registrations in any jurisdiction of, and applications in any jurisdiction to register, the foregoing, including any extension, modification or renewal of any such registration or application; patents, applications for patents (including divisions, continuations, continuations in part and renewal applications), and any re-examinations, extensions or reissues thereof, in any jurisdiction; trade secrets, and copyrights and registrations or applications for registration of copyrights in any jurisdiction, and any renewals or extensions thereof.

3.20 Related Party Transactions. There are no transactions or series of related transactions, agreements, arrangements or understandings, nor are there any currently proposed transactions or series of related transactions, between FirstMerit or any of its Subsidiaries, on the one hand, and any current director or "executive officer" (as defined in Rule 3b-7 under the Exchange Act) of FirstMerit or any of its Subsidiaries or any person who beneficially owns (as defined in Rules 13d-3 and 13d-5 of the Exchange Act) 5% or more of the outstanding FirstMerit Common Stock (or any of such person's immediate family members or affiliates) (other than Subsidiaries of FirstMerit), on the other hand, of the type required to be reported in any FirstMerit Report pursuant to Item 404 of Regulation S-K promulgated under the Exchange Act.

3.21 State Takeover Laws. The Board of Directors of FirstMerit has approved this Agreement and the transactions contemplated hereby as required to render inapplicable to this Agreement and the transactions contemplated hereby any applicable provisions of the takeover laws of any state, including any "moratorium," "control share," "fair price," "takeover" or "interested shareholder" law (any such laws, "Takeover Statutes").

3.22 Reorganization. FirstMerit has not taken any action and is not aware of any fact or circumstance that could reasonably be expected to prevent the Mergers, taken together, from qualifying as a "reorganization" within the meaning of Section 368(a) of the Code.

3.23 Opinion. Prior to the execution of this Agreement, the Board of Directors of FirstMerit has received an opinion (which, if initially rendered verbally, has been or will be confirmed by a written opinion, dated the same date) from Sandler O'Neill + Partners, L.P., to the effect that, as of the date thereof, and based upon and subject to the factors, assumptions and limitations set forth therein, the Merger Consideration pursuant to this Agreement is fair, from a

financial point of view, to the holders of FirstMerit Common Stock. Such opinion has not been amended or rescinded in any material respect as of the date of this Agreement.

3.24 FirstMerit Information. The information relating to FirstMerit and its Subsidiaries that is provided by FirstMerit or its representatives specifically for inclusion in (a) the Joint Proxy Statement on the date it (or any amendment or supplement thereto) is first mailed to holders of FirstMerit Common Stock or at the time of the FirstMerit Meeting, (b) the S-4, when it or any amendment thereto becomes effective under the Securities Act, (c) the documents and financial statements of FirstMerit incorporated by reference in the Joint Proxy Statement, the S-4 or any amendment or supplement thereto or (d) any other document filed with any other Regulatory Agency in connection herewith will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances in which they are made, not misleading. The portions of the Joint Proxy Statement relating to FirstMerit and its Subsidiaries and other portions within the reasonable control of FirstMerit and its Subsidiaries will comply in all material respects with the provisions of the Exchange Act and the rules and regulations thereunder. Notwithstanding the foregoing, no representation or warranty is made by FirstMerit with respect to statements made or incorporated by reference therein based on information provided or supplied by or on behalf of Huntington or its Subsidiaries for inclusion in the Joint Proxy Statement or the S-4.

3.25 Loan Portfolio.

(a) As of the date hereof, except as set forth in Section 3.25(a) of the FirstMerit Disclosure Schedule, neither FirstMerit nor any of its Subsidiaries is a party to any written or oral (i) loan, loan agreement, note or borrowing arrangement (including leases, credit enhancements, commitments, guarantees and interest-bearing assets) (collectively, "Loans") in which FirstMerit or any Subsidiary of FirstMerit is a creditor which as of September 30, 2015 had an outstanding balance of $10,000,000 or more and under the terms of which the obligor was, as of September 30, 2015, over 90 days or more delinquent in payment of principal or interest, or (ii) Loans with any director, executive officer or principal shareholder of FirstMerit or any of its Subsidiaries (as such terms are defined in 12 C.F.R. Part 215). Except as such disclosure may be limited by any applicable law, rule or regulation, Section 3.25(a) of the FirstMerit Disclosure Schedule sets forth a true, correct and complete list of all of the Loans of FirstMerit and its Subsidiaries that, as of September 30, 2015, had an outstanding balance of $10,000,000 or more and were classified by FirstMerit as "Other Loans Specially Mentioned," "Special Mention," "Substandard," "Doubtful," "Loss," "Classified," "Criticized," "Credit Risk Assets," "Concerned Loans," "Watch List" or words of similar import, together with the principal amount of and accrued and unpaid interest on each such Loan and the aggregate principal amount of and accrued and unpaid interest on such Loans as of such date.

(b) Except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit, each outstanding Loan of FirstMerit and its Subsidiaries (i) is evidenced by notes, agreements or other evidences of indebtedness that are true, genuine and what they purport to be, (ii) to the extent carried on the books and records of FirstMerit and its Subsidiaries as secured Loans, has been secured by valid Liens, which have

been perfected and (iii) is the legal, valid and binding obligation of the obligor named therein, enforceable in accordance with its terms, subject to the Enforceability Exceptions.

(c) Except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on FirstMerit, each outstanding Loan of FirstMerit and its Subsidiaries (including Loans held for resale to investors) was solicited and originated, and is and has been administered and, where applicable, serviced, and the relevant Loan files are being maintained, in all material respects, in accordance with the relevant notes or other credit or security documents, the applicable written underwriting standards of FirstMerit and its Subsidiaries (and, in the case of Loans held for resale to investors, the applicable underwriting standards, if any, of the applicable investors) and with all applicable federal, state and local laws, regulations and rules.

(d) None of the agreements pursuant to which FirstMerit or any of its Subsidiaries has sold Loans or pools of Loans or participations in Loans or pools of Loans contains any obligation to repurchase such Loans or interests therein solely on account of a payment default by the obligor on any such Loan (other than first payment defaults).

(e) There are no outstanding Loans made by FirstMerit or any of its Subsidiaries to any "executive officer" or other "insider" (as each such term is defined in Regulation O promulgated by the Federal Reserve Board) of FirstMerit or its Subsidiaries, other than Loans that are subject to and that were made and continue to be in compliance with Regulation O or that are exempt therefrom.

(f) Neither FirstMerit nor any of its Subsidiaries is now, nor has it ever been since December 31, 2012, subject to any material fine, suspension, settlement or other administrative agreement or sanction by, or any reduction in any loan purchase commitment, any Governmental Entity or Regulatory Agency relating to the origination, sale or servicing of mortgage or consumer Loans.

3.26 Insurance. Except as would not reasonably be likely, either individually or in the aggregate, to have a Material Adverse Effect on FirstMerit, (a) FirstMerit and its Subsidiaries are insured with reputable insurers against such risks and in such amounts as the management of FirstMerit reasonably has determined to be prudent and consistent with industry practice, and neither FirstMerit nor any of its Subsidiaries has received notice to the effect that any of them are in default under any material insurance policy, (b) each such policy is outstanding and in full force and effect and, except for policies insuring against potential liabilities of officers, directors and employees of FirstMerit and its Subsidiaries, FirstMerit or the relevant Subsidiary thereof is the sole beneficiary of such policies, and (c) all premiums and other payments due under any such policy have been paid, and all claims thereunder have been filed in due and timely fashion.

3.27 No Investment Adviser Subsidiary. Neither FirstMerit nor any FirstMerit Subsidiary serves in a capacity described in Section 9(a) or 9(b) of the Investment Company Act of 1940, as amended, nor acts as an "investment adviser" required to register as such under the Investment Advisers Act of 1940, as amended.

3.28 No Other Representations or Warranties.

(a) Except for the representations and warranties made by FirstMerit in this Article III, neither FirstMerit nor any other person makes any express or implied representation or warranty with respect to FirstMerit, its Subsidiaries, or their respective businesses, operations, assets, liabilities, conditions (financial or otherwise) or prospects, and FirstMerit hereby disclaims any such other representations or warranties. In particular, without limiting the foregoing disclaimer, neither FirstMerit nor any other person makes or has made any representation or warranty to Huntington, Merger Sub or any of their respective affiliates or representatives with respect to (i) any financial projection, forecast, estimate, budget or prospective information relating to FirstMerit, any of its Subsidiaries or their respective businesses, or (ii) except for the representations and warranties made by FirstMerit in this Article III, any oral or written information presented to Huntington, Merger Sub or any of their respective affiliates or representatives in the course of their due diligence investigation of FirstMerit, the negotiation of this Agreement or in the course of the transactions contemplated hereby.

(b) FirstMerit acknowledges and agrees that neither Huntington nor any other person has made or is making any express or implied representation or warranty other than those contained in Article IV.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES OF HUNTINGTON AND MERGER SUB

Except (i) as disclosed in the disclosure schedule delivered by Huntington and Merger Sub to FirstMerit concurrently herewith (the "Huntington Disclosure Schedule"); provided, that (a) no such item is required to be set forth as an exception to a representation or warranty if its absence would not result in the related representation or warranty being deemed untrue or incorrect, (b) the mere inclusion of an item in the Huntington Disclosure Schedule as an exception to a representation or warranty shall not be deemed an admission by Huntington that such item represents a material exception or fact, event or circumstance or that such item is reasonably likely to result in a Material Adverse Effect, and (c) any disclosures made with respect to a section of this Article IV shall be deemed to qualify (1) any other section of this Article IV specifically referenced or cross-referenced and (2) other sections of this Article IV to the extent it is reasonably apparent on its face (notwithstanding the absence of a specific cross reference) from a reading of the disclosure that such disclosure applies to such other sections or (ii) as disclosed in any Huntington Reports publicly filed prior to the date hereof (but disregarding risk factor disclosures contained under the heading "Risk Factors," or disclosures of risks set forth in any "forward-looking statements" disclaimer or any other statements that are similarly non-specific or cautionary, predictive or forward-looking in nature), Huntington and Merger Sub hereby represent and warrant to FirstMerit as follows:

4.1 Corporate Organization.

(a) Huntington is a corporation duly organized, validly existing and in good standing under the laws of the State of Maryland and is a bank holding company duly registered under the BHC Act that has elected to be treated as a financial holding company under the BHC Act. Merger Sub is a corporation duly formed, validly existing and in good standing under the laws of the State of Ohio. Each of Huntington and Merger Sub has the corporate power and authority to own or lease all of its properties and assets and to carry on its business as it is now being conducted in all material respects. Each of Huntington and Merger Sub is duly licensed or qualified to do business in each jurisdiction in which the nature of the business conducted by it or the character or location of the properties and assets owned or leased by it makes such licensing or qualification necessary, except where the failure to be so licensed or qualified would not, either individually or in the aggregate, reasonably be likely to have a Material Adverse Effect on Huntington. True and complete copies of the Articles of Restatement of Charter of Huntington, as amended ("Huntington Articles"), and Amended and Restated Bylaws of Huntington ("Huntington Bylaws"), as in effect as of the date of this Agreement, have previously been made available by Huntington to FirstMerit.

(b) Except, in the case of clauses (ii) and (iii) only, as would not reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on Huntington, each Subsidiary of Huntington (a "Huntington Subsidiary") (i) is duly organized and validly existing under the laws of its jurisdiction of organization, (ii) is duly qualified to do business and, where such concept is recognized under applicable law, in good standing in all jurisdictions (whether federal, state, local or foreign) where its ownership or leasing of property or the conduct of its business requires it to be so qualified and (iii) has all requisite corporate power and authority to own or lease its properties and assets and to carry on its business as now conducted. There are no restrictions on the ability of any Subsidiary of Huntington to pay dividends or distributions, except, in the case of a Subsidiary that is a regulated entity, for restrictions on dividends or distributions generally applicable to all such regulated entities. The deposit accounts of each Subsidiary of Huntington that is an insured depository institution are insured by the FDIC through the Deposit Insurance Fund to the fullest extent permitted by law, all premiums and assessments required to be paid in connection therewith have been paid when due, and no proceedings for the termination of such insurance are pending or, to the knowledge of Huntington, threatened. Section 4.1(b) of the Huntington Disclosure Schedule sets forth a true and complete list of all Subsidiaries of Huntington as of the date hereof.

4.2 Capitalization.

(a) The authorized capital stock of Huntington consists of 1,500,000,000 shares of Huntington Common Stock and 6,617,808 shares of preferred stock, par value $0.01 per share ("Huntington Preferred Stock"). As of January 21, 2016, no shares of capital stock or other voting securities of Huntington are issued, reserved for issuance or outstanding, other than (i) 796,969,694 shares of Huntington Common Stock issued and 794,945,303 shares of Huntington Common Stock outstanding, including 7,395 shares of Huntington Common Stock granted in respect of outstanding awards of restricted Huntington Common Stock under a Huntington Stock Plan (as defined below) (a "Huntington Restricted Stock Award"),

(ii) 2,040,808 shares of Huntington Common Stock held in treasury, (iii) 16,114,994 shares of Huntington Common Stock reserved for issuance upon the exercise of outstanding stock options to purchase shares of Huntington Common Stock granted under a Huntington Stock Plan ("Huntington Stock Options"), (iv) 15,053,285 shares of Huntington Common Stock reserved for issuance upon the settlement of outstanding restricted stock units in respect of shares of Huntington Common Stock granted under a Huntington Stock Plan ("Huntington Restricted Stock Unit Award"), (v) 24,664,198 shares of Huntington Common Stock reserved for issuance pursuant to future grants under the Huntington Stock Plans, and (vi) 1,967,071 shares of Huntington Preferred Stock issued and 398,006 shares of Huntington Preferred Stock outstanding. As used herein, the "Huntington Stock Plans" shall mean all employee and director equity incentive plans of Huntington in effect as of the date of this Agreement and agreements for equity awards in respect of Huntington Common Stock granted by Huntington under the inducement grant exception. All of the issued and outstanding shares of Huntington Common Stock and Merger Sub Common Stock have been duly authorized and validly issued and are fully paid, nonassessable and free of preemptive rights, with no personal liability attaching to the ownership thereof. No bonds, debentures, notes or other indebtedness that have the right to vote on any matters on which shareholders of Huntington or of Merger Sub may vote are issued or outstanding. Except as set forth in Section 4.2(a) of the Huntington Disclosure Schedule, as of the date of this Agreement, no trust preferred or subordinated debt securities of Huntington or Merger Sub are issued or outstanding. Other than Huntington Stock Options and Huntington Restricted Stock Unit Awards, in each case, issued prior to the date of this Agreement, as of the date of this Agreement, there are no outstanding subscriptions, options, warrants, puts, calls, rights, exchangeable or convertible securities or other commitments or agreements obligating Huntington or Merger Sub to issue, transfer, sell, purchase, redeem or otherwise acquire any such securities.

(b) There are no voting trusts, shareholder agreements, proxies or other agreements in effect pursuant to which Huntington or any of its Subsidiaries has a contractual or other obligation to the voting or transfer of the Huntington Common Stock or other equity interests of Huntington.

(c) All of the issued and outstanding capital stock of Merger Sub is, and at the Effective Time will be, owned by Huntington. Merger Sub has not conducted any business other than (i) incident to its formation for the sole purpose of carrying out the transactions contemplated by this Agreement and (ii) in relation to this Agreement, the Merger and the other transactions contemplated hereby.

(d) Huntington owns, directly or indirectly, all of the issued and outstanding shares of capital stock or other equity ownership interests of each Huntington Subsidiary, free and clear of any Liens, and all of such shares or equity ownership interests are duly authorized and validly issued and are fully paid, nonassessable (except, with respect to Huntington Subsidiaries that are insured depository institutions, as provided under 12 U.S.C. § 55 or any comparable provision of applicable state law) and free of preemptive rights, with no personal liability attaching to the ownership thereof. No Huntington Subsidiary has or is bound by any outstanding subscriptions, options, warrants, calls, rights, commitments or agreements of any character calling for the purchase or issuance of any shares of capital stock or any other equity

security of such Subsidiary or any securities representing the right to purchase or otherwise receive any shares of capital stock or any other equity security of such Subsidiary.

4.3 Authority; No Violation.

(a) Each of Huntington and Merger Sub has full corporate power and authority to execute and deliver this Agreement and to consummate the transactions contemplated hereby. The execution and delivery of this Agreement and the consummation of the Mergers have been duly and validly approved by the Board of Directors of Huntington and of Merger Sub. The Board of Directors of Huntington has determined that the Mergers, on the terms and conditions set forth in this Agreement, are in the best interests of Huntington and its shareholders, and has directed that the issuance of Huntington Common Stock in connection with the Merger be submitted to its shareholders for approval at a duly held meeting of such shareholders and has adopted resolutions to the foregoing effect. The board of directors of Merger Sub has determined that the Mergers, on the terms and conditions set forth in this Agreement, are in the best interests of Merger Sub and its sole shareholder and has adopted a resolution to the foregoing effect. Huntington, as Merger Sub's sole shareholder, has approved this Agreement and the transactions contemplated hereby at a duly held meeting or by unanimous written consent. Except for (i) the adoption and approval of the Bank Merger Agreement by the board of directors of The Huntington National Bank and Huntington as its sole shareholder, (ii) the approval of the issuance of Huntington Common Stock pursuant to this Agreement by a majority of the votes cast by holders of outstanding Huntington Common Stock at the Huntington Meeting (the "Requisite Huntington Vote"), and (iii) the adoption of resolutions to give effect to the provisions of Section 6.12 in connection with the Closing, no other corporate proceedings on the part of Huntington or Merger Sub are necessary to approve this Agreement or to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered by each of Huntington and Merger Sub and (assuming due authorization, execution and delivery by FirstMerit) constitutes a valid and binding obligation of each of Huntington and Merger Sub, enforceable against each of Huntington and Merger Sub in accordance with its terms (except in all cases as such enforceability may be limited by the Enforceability Exceptions). Subject to the receipt of the Requisite Huntington Vote, the shares of Huntington Common Stock to be issued in the Merger and the shares of New Huntington Preferred Stock to be issued in the Second Step Merger have been validly authorized and, when issued, will be validly issued, fully paid and nonassessable, and no current or past shareholder of Huntington will have any preemptive right or similar rights in respect thereof.

(b) Subject to the receipt of the Requisite Huntington Vote, neither the execution and delivery of this Agreement by Huntington or Merger Sub, nor the consummation by Huntington or Merger Sub of the transactions contemplated hereby, nor compliance by Huntington or Merger Sub with any of the terms or provisions hereof, will (i) violate any provision of the Huntington Articles, the Huntington Bylaws, the Merger Sub Articles, or the Merger Sub Code of Regulations, or (ii) assuming that the consents, approvals and filings referred to in Section 4.4 are duly obtained and/or made, (x) violate any law, statute, code, ordinance, rule, regulation, judgment, order, writ, decree or injunction applicable to Huntington, any of its Subsidiaries or any of their respective properties or assets or (y) violate, conflict with,

result in a breach of any provision of or the loss of any benefit under, constitute a default (or an event which, with notice or lapse of time, or both, would constitute a default) under, result in the termination of or a right of termination or cancellation under, accelerate the performance required by, or result in the creation of any Lien upon any of the respective properties or assets of Huntington or any of its Subsidiaries under, any of the terms, conditions or provisions of any note, bond, mortgage, indenture, deed of trust, license, lease, agreement or other instrument or obligation to which Huntington or any of its Subsidiaries is a party, or by which they or any of their respective properties or assets may be bound, except (in the case of clause (ii) above) for such violations, conflicts, breaches, defaults, terminations, cancellations, accelerations or creations which either individually or in the aggregate would not reasonably be likely to have a Material Adverse Effect on Huntington.

4.4 Consents and Approvals. Except for (i) the filing of applications, filings and notices, as applicable, with the NASDAQ and/or the NYSE, (ii) the filing of applications, filings and notices, as applicable, with the Federal Reserve Board under the BHC Act and approval of such applications, filings and notices, (iii) the filing of applications, filings and notices, as applicable, with the Office of the Comptroller of the Currency in connection with the Bank Merger, including under the Bank Merger Act, and approval of such applications, filings and notices, (iv) the filing of any required applications, filings or notices with any state banking authorities listed on Section 3.4 of the FirstMerit Disclosure Schedule or Section 4.4 of the Huntington Disclosure Schedule and approval of such applications, filings and notices, (v) the filing with the SEC of the Joint Proxy Statement and the S-4 in which the Joint Proxy Statement will be included as a prospectus, and declaration of effectiveness of the S-4, (vi) the filing of the Certificate of Merger and the Second Certificate of Merger with the Ohio Secretary pursuant to the OGCL, the filing of the Maryland Articles of Merger with the Maryland Department pursuant to the MGCL, and the filing of the Bank Merger Certificates, (vii) the filing with, and acceptance for record by, the Maryland Department of Articles Supplementary for the New Huntington Preferred Stock, (viii) the filing of any notices or other filings under the HSR Act, if necessary or advisable, and (ix) such filings and approvals as are required to be made or obtained under the securities or "Blue Sky" laws of various states in connection with the issuance of the shares of Huntington Common Stock pursuant to this Agreement and the approval of the listing of such Huntington Common Stock on the NASDAQ and the New Huntington Preferred Stock on the NYSE or the NASDAQ, no consents or approvals of or filings or registrations with any Governmental Entity are necessary in connection with (A) the execution and delivery by Huntington of this Agreement or (B) the consummation by Huntington of the Merger and the other transactions contemplated hereby (including the Bank Merger). No consents or approvals of or filings or registrations with any Governmental Entity are necessary in connection with the execution and delivery by Merger Sub of this Agreement. As of the date hereof, Huntington is not aware of any reason why the necessary regulatory approvals and consents will not be received in order to permit consummation of the Mergers and Bank Merger on a timely basis.

4.5 Reports.

(a) Huntington and each of its Subsidiaries have timely filed or furnished, as applicable, all reports, registrations and statements, together with any amendments required to be made with respect thereto, that they were required to file (or furnish, as applicable) since January

1, 2013 with any Regulatory Agencies, including any report, registration or statement required to be filed (or furnished, as applicable) pursuant to the laws, rules or regulations of the United States, any state, any foreign entity, or any Regulatory Agency, and have paid all fees and assessments due and payable in connection therewith, except where the failure to file such report, registration or statement or to pay such fees and assessments, either individually or in the aggregate, would not reasonably be likely to have a Material Adverse Effect on Huntington. Except for examinations of Huntington and its Subsidiaries conducted by a Regulatory Agency in the ordinary course of business, no Regulatory Agency has initiated or has pending any proceeding or, to the knowledge of Huntington, investigation into the business or operations of Huntington or any of its Subsidiaries since January 1, 2013, except where such proceedings or investigation would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington. There is no unresolved violation, criticism, or exception by any Regulatory Agency with respect to any report or statement relating to any examinations or inspections of Huntington or any of its Subsidiaries, which would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington.

(b) An accurate and complete copy of each final registration statement, prospectus, report, schedule and definitive proxy statement filed with or furnished to the SEC by Huntington or any of its Subsidiaries pursuant to the Securities Act or the Exchange Act, as the case may be, since January 1, 2013 (the "Huntington Reports") is publicly available. No such Huntington Report, at the time filed, furnished or communicated (and, in the case of registration statements and proxy statements, on the dates of effectiveness and the dates of the relevant meetings, respectively), contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances in which they were made, not misleading, except that information filed or furnished as of a later date (but before the date of this Agreement) shall be deemed to modify information as of an earlier date. As of their respective dates, all Huntington Reports filed or furnished under the Securities Act and the Exchange Act complied as to form in all material respects with the published rules and regulations of the SEC with respect thereto. As of the date of this Agreement, no executive officer of Huntington has failed in any respect to make the certifications required of him or her under Section 302 or 906 of the Sarbanes-Oxley Act. As of the date of this Agreement, there are no outstanding comments from or material unresolved issues raised by the SEC with respect to any of the Huntington Reports.

4.6 Financial Statements.

(a) The financial statements of Huntington and its Subsidiaries included (or incorporated by reference) in the Huntington Reports (including the related notes, where applicable) (i) have been prepared from, and are in accordance with, the books and records of Huntington and its Subsidiaries, (ii) fairly present in all material respects the consolidated results of operations, cash flows, changes in shareholders' equity and consolidated financial position of Huntington and its Subsidiaries for the respective fiscal periods or as of the respective dates therein set forth (subject in the case of unaudited statements to year-end audit adjustments normal in nature and amount), (iii) complied, as of their respective dates of filing with the SEC, in all material respects with applicable accounting requirements and with the published rules and regulations of the SEC with respect thereto, and (iv) have been prepared in accordance with

GAAP consistently applied during the periods involved, except, in each case, as indicated in such statements or in the notes thereto. The books and records of Huntington and its Subsidiaries have been, since January 1, 2013, and are being, maintained in all material respects in accordance with GAAP and any other applicable legal and accounting requirements. PricewaterhouseCoopers LLP has not resigned (or informed Huntington that it intends to resign) or been dismissed as independent public accountants of Huntington as a result of or in connection with any disagreements with Huntington on a matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

(b) Except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington, neither Huntington nor any of its Subsidiaries has any liability of any nature whatsoever (whether absolute, accrued, contingent or otherwise and whether due or to become due) required by GAAP to be included in the consolidated balance sheet of FirstMerit, except for those liabilities that are reflected or reserved against on the consolidated balance sheet of Huntington included in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015 (including any notes thereto) and for liabilities incurred in the ordinary course of business consistent with past practice since September 30, 2015, or in connection with this Agreement and the transactions contemplated hereby.

(c) The records, systems, controls, data and information of Huntington and its Subsidiaries are recorded, stored, maintained and operated under means (including any electronic, mechanical or photographic process, whether computerized or not) that are under the exclusive ownership and direct control of Huntington or its Subsidiaries or accountants (including all means of access thereto and therefrom), except for any non-exclusive ownership and non-direct control that would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington. Huntington (i) has implemented and maintains disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) to ensure that material information relating to Huntington, including its Subsidiaries, is made known to the chief executive officer and the chief financial officer of Huntington by others within those entities as appropriate to allow timely decisions regarding required disclosures and to make the certifications required by the Exchange Act and Sections 302 and 906 of the Sarbanes-Oxley Act, and (ii) has disclosed, based on its most recent evaluation prior to the date hereof, to Huntington's outside auditors and the audit committee of Huntington's Board of Directors (x) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) which are reasonably likely to adversely affect Huntington's ability to record, process, summarize and report financial information, and (y) to the knowledge of Huntington, any fraud, whether or not material, that involves management or other employees who have a significant role in Huntington's internal controls over financial reporting. These disclosures were made in writing by management to Huntington's auditors and audit committee and a copy has been previously made available to FirstMerit. To the knowledge of Huntington, there is no reason to believe that Huntington's outside auditors and its chief executive officer and chief financial officer will not be able to give the certifications and attestations required pursuant to the rules and regulations adopted pursuant to Section 404 of the Sarbanes-Oxley Act, without qualification, when next due.

(d) Since January 1, 2013, (i) neither Huntington nor any of its Subsidiaries, nor, to the knowledge of Huntington, any director, officer, auditor, accountant or representative of Huntington or any of its Subsidiaries, has received or otherwise had or obtained knowledge of any material complaint, allegation, assertion or claim, whether written or, to the knowledge of Huntington, oral, regarding the accounting or auditing practices, procedures, methodologies or methods (including with respect to loan loss reserves, write-downs, charge-offs and accruals) of Huntington or any of its Subsidiaries or their respective internal accounting controls, including any material complaint, allegation, assertion or written claim that Huntington or any of its Subsidiaries has engaged in questionable accounting or auditing practices, and (ii) no attorney representing Huntington or any of its Subsidiaries, whether or not employed by Huntington or any of its Subsidiaries, has reported evidence of a material violation of securities laws, breach of fiduciary duty or similar violation by Huntington or any of its officers, directors, or employees to the Board of Directors of Huntington or any committee thereof or, to the knowledge of Huntington, to any director or officer of Huntington.

4.7 Broker's Fees. Neither Huntington nor any Huntington Subsidiary nor any of their respective officers or directors has employed any broker, finder or financial advisor or incurred any liability for any broker's fees, commissions or finder's fees in connection with the Merger or related transactions contemplated by this Agreement, other than Goldman, Sachs & Co.

4.8 Absence of Certain Changes or Events.

(a) Since December 31, 2014, no event or events have occurred that have had or would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington.

(b) Since December 31, 2014, except with respect to the transactions contemplated hereby or as required or permitted by this Agreement, Huntington and its Subsidiaries have carried on their respective businesses in all material respects in the ordinary course.

4.9 Legal Proceedings.

(a) Neither Huntington nor any of its Subsidiaries is a party to any, and there are no pending or, to the knowledge of Huntington, threatened, legal, administrative, arbitral or other proceedings, claims, actions or governmental or regulatory investigations of any nature against Huntington or any of its Subsidiaries (i) that would reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington, or (ii) of a material nature challenging the validity or propriety of this Agreement.

(b) There is no injunction, order, judgment, decree, or regulatory restriction imposed upon Huntington, any of its Subsidiaries or the assets of Huntington or any of its Subsidiaries (or that, upon consummation of the Merger, would apply to Huntington or any of its affiliates) that would reasonably be expected to be material to either Huntington or any of its Significant Subsidiaries, taken as a whole.

4.10 Taxes and Tax Returns. Each of Huntington and its Subsidiaries has duly and timely filed (taking into account all applicable extensions) all material Tax Returns in all jurisdictions in which Tax Returns are required to be filed by it, and all such Tax Returns are true, correct, and complete in all material respects. All material Taxes of Huntington and its Subsidiaries (whether or not shown on any Tax Returns) that are due have been fully and timely paid. Each of Huntington and its Subsidiaries has withheld and paid all material Taxes required to have been withheld and paid in connection with amounts paid or owing to any employee, creditor, shareholder, independent contractor or other third party. The federal income Tax Returns of Huntington and its Subsidiaries for all years up to and including December 31, 2011 have been examined by the IRS or are Tax Returns with respect to which the applicable period for assessment under applicable law, after giving effect to extensions or waivers, has expired. No deficiency with respect to a material amount of Taxes has been proposed, asserted or assessed against Huntington or any of its Subsidiaries. There are no pending or threatened (in writing) disputes, claims, audits, examinations or other proceedings regarding any material Taxes of Huntington and its Subsidiaries or the assets of Huntington and its Subsidiaries.

4.11 Compliance with Applicable Law. Huntington and each of its Subsidiaries hold, and have at all times since December 31, 2012 held, all licenses, franchises, permits and authorizations necessary for the lawful conduct of their respective businesses and ownership of their respective properties, rights and assets under and pursuant to each (and have paid all fees and assessments due and payable in connection therewith), except where neither the cost of failure to hold nor the cost of obtaining and holding such license, franchise, permit or authorization (nor the failure to pay any fees or assessments) would, either individually or in the aggregate, reasonably be likely to have a Material Adverse Effect on Huntington, and to the knowledge of Huntington, no suspension or cancellation of any such necessary license, franchise, permit or authorization is threatened. Huntington and each of its Subsidiaries have complied in all material respects with and are not in material default or violation under any law, statute, order, rule or regulation of any Governmental Entity applicable to Huntington or any of its Subsidiaries, including (to the extent applicable to Huntington or its Subsidiaries) all laws related to data protection or privacy, the USA PATRIOT Act, the Bank Secrecy Act, the Equal Credit Opportunity Act and Regulation B, the Fair Housing Act, the Community Reinvestment Act, the Fair Credit Reporting Act and Regulation V, the Truth in Lending Act and Regulation Z, the Home Mortgage Disclosure Act and Regulation C, the Fair Debt Collection Practices Act, the Electronic Fund Transfer Act and Regulation E, the Dodd-Frank Wall Street Reform and Consumer Financial Protection Act, any regulations promulgated by the Consumer Financial Protection Bureau, the Foreign Corrupt Practices Act, the Interagency Policy Statement on Retail Sales of Nondeposit Investment Products, the SAFE Mortgage Licensing Act of 2008, the Real Estate Settlement Procedures Act and Regulation X, and any other law or regulation relating to bank secrecy, discriminatory lending, financing or leasing practices, consumer protection, money laundering prevention, foreign assets control, Sections 23A and 23B of the Federal Reserve Act and Regulation W, the Sarbanes-Oxley Act, and all agency requirements relating to the origination, sale and servicing of mortgage and consumer loans. The Huntington National Bank has a Community Reinvestment Act rating of "satisfactory" or better. Huntington and each of its affiliates and subsidiaries have complied in all material respects with and are not in material default or violation under the Volcker Rule. Section 4.11 of the Huntington Disclosure Schedule sets forth (i) all Huntington affiliates and subsidiaries (including Huntington) engaged in

proprietary trading (as defined in the Volcker Rule) that would be prohibited upon expiration of any temporary conformance period granted by the Federal Banking Agencies under the Volcker Rule and (ii) all covered funds (as defined in the Volcker Rule) that Huntington or any of its affiliates or subsidiaries sponsors or invests in that would be prohibited upon expiration of any temporary conformance period granted by the Federal Banking Agencies under the Volcker Rule. For the purpose of the preceding two sentences, "affiliate" and "subsidiary" shall have their respective meanings under 12 U.S.C. § 1813. Except as would not reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on Huntington, Huntington and its Subsidiaries are in compliance, and, since January 1, 2013 have complied, with all Environmental Laws.

4.12 Certain Contracts.

(a) Each contract, arrangement, commitment or understanding (whether written or oral) which is a "material contract" (as such term is defined in Item 601(b)(10) of Regulation S-K of the SEC) to which Huntington or any of its Subsidiaries is a party or by which Huntington or any of its Subsidiaries is bound as of the date hereof has been filed as an exhibit to the most recent Annual Report on Form 10-K filed by Huntington, or a Quarterly Report on Form 10-Q or Current Report on Form 8-K subsequent thereto (each, a "Huntington Contract"), and neither Huntington nor any of its Subsidiaries knows of, or has received notice of, any violation of any Huntington Contract by any of the other parties thereto which would reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on Huntington.

(b) In each case, except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington, (i) each Huntington Contract is valid and binding on Huntington or one of its Subsidiaries, as applicable, and in full force and effect, (ii) Huntington and each of its Subsidiaries have performed all obligations required to be performed by it prior to the date hereof under each Huntington Contract, (iii) to the knowledge of Huntington, each third-party counterparty to each Huntington Contract has performed all obligations required to be performed by it to date under such Huntington Contract, and (iv) no event or condition exists which constitutes or, after notice or lapse of time or both, will constitute, a default on the part of Huntington or any of its Subsidiaries under any such Huntington Contract.

4.13 Agreements with Regulatory Agencies. Neither Huntington nor any of its Subsidiaries is subject to any cease-and-desist or other order or enforcement action issued by, or is a party to any written agreement, consent agreement or memorandum of understanding with, or is a party to any commitment letter or similar undertaking to, or is subject to any order or directive by, or has been ordered to pay any civil money penalty by, or has been since January 1, 2013, a recipient of any supervisory letter from, or since January 1, 2013, has adopted any policies, procedures or board resolutions at the request or suggestion of any Regulatory Agency or other Governmental Entity that currently restricts in any material respect the conduct of its business or that in any material manner relates to its capital adequacy, its ability to pay dividends, its credit or risk management policies, its management or its business (each, whether or not set forth in the Huntington Disclosure Schedule, a "Huntington Regulatory Agreement"), nor has Huntington or any of its Subsidiaries been advised, in writing or, to the knowledge of

Huntington, orally, since January 1, 2013, by any Regulatory Agency or other Governmental Entity that it is considering issuing, initiating, ordering or requesting any such Huntington Regulatory Agreement.

4.14 Information Technology. Except as would not reasonably be likely, either individually or in the aggregate, to have a Material Adverse Effect on Huntington, to the knowledge of Huntington, since January 1, 2013, no third party has gained unauthorized access to any information technology networks controlled by and material to the operation of the business of Huntington and its Subsidiaries.

4.15 Related Party Transactions. There are no transactions or series of related transactions, agreements, arrangements or understandings, nor are there any currently proposed transactions or series of related transactions, between Huntington or any of its Subsidiaries, on the one hand, and any current director or "executive officer" (as defined in Rule 3b-7 under the Exchange Act) of Huntington or any of its Subsidiaries or any person who beneficially owns (as defined in Rules 13d-3 and 13d-5 of the Exchange Act) 5% or more of the outstanding Huntington Common Stock (or any of such person's immediate family members or affiliates) (other than Subsidiaries of Huntington), on the other hand, of the type required to be reported in any Huntington Report pursuant to Item 404 of Regulation S-K promulgated under the Exchange Act.

4.16 State Takeover Laws. The Board of Directors of Huntington has approved this Agreement and the transactions contemplated hereby as required to render inapplicable to such agreements and transactions any applicable Takeover Statutes.

4.17 Reorganization. Huntington has not taken any action and is not aware of any fact or circumstance that could reasonably be expected to prevent the Mergers, taken together, from qualifying as a "reorganization" within the meaning of Section 368(a) of the Code.

4.18 Investment Securities.

(a) Except as would not reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on Huntington, each of Huntington and its Subsidiaries has good title to all securities owned by it (except those sold under repurchase agreements or held in any fiduciary or agency capacity), free and clear of any Lien, except (i) as set forth in the financial statements included in the Huntington Reports and (ii) to the extent such securities or commodities are pledged in the ordinary course of business to secure obligations of Huntington or its Subsidiaries. Such securities are valued on the books of Huntington in accordance with GAAP in all material respects.

(b) Huntington and its Subsidiaries employ, to the extent applicable, investment, securities, risk management and other policies, practices and procedures that Huntington believes are prudent and reasonable in the context of their respective businesses, and Huntington and its Subsidiaries have, since January 1, 2013, been in compliance with such policies, practices and procedures in all material respects.

4.19 Opinion. Prior to the execution of this Agreement, Huntington has received an opinion (which, if initially rendered verbally, has been or will be confirmed by a written opinion, dated the same date) of Goldman, Sachs & Co. to the effect that as of the date thereof and based upon and subject to the factors, assumptions, and limitations set forth therein, the Merger Consideration payable pursuant to this Agreement is fair from a financial point of view to Huntington. Such opinion has not been amended or rescinded in any material respect as of the date of this Agreement.

4.20 Risk Management Instruments. All interest rate swaps, caps, floors, option agreements, futures and forward contracts and other similar derivative transactions and risk management arrangements, whether entered into for the account of Huntington, any of its Subsidiaries or for the account of a customer of Huntington or one of its Subsidiaries, were entered into in the ordinary course of business and in accordance with applicable rules, regulations and policies of any Regulatory Agency and with counterparties believed to be financially responsible at the time and are legal, valid and binding obligations of Huntington or one of its Subsidiaries enforceable in accordance with their terms (except as may be limited by the Enforceability Exceptions). Huntington and each of its Subsidiaries have duly performed in all material respects all of its material obligations thereunder to the extent that such obligations to perform have accrued, and, to the knowledge of Huntington, there are no material breaches, violations or defaults or *bona fide* allegations or assertions of such by any party thereunder.

4.21 Huntington Information. The information relating to Huntington and its Subsidiaries that is provided by Huntington or its representatives specifically for inclusion in (a) the Joint Proxy Statement, on the date it (or any amendment or supplement thereto) is first mailed to holders of FirstMerit Common Stock or at the time of the FirstMerit Meeting, (b) the S-4, when it or any amendment thereto becomes effective under the Securities Act, (c) the documents and financial statements of Huntington incorporated by reference in the Joint Proxy Statement, the S-4 or any amendment or supplement thereto or (d) any other document filed with any other Regulatory Agency in connection herewith, will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances in which they are made, not misleading. The portions of the Joint Proxy Statement relating to Huntington and its Subsidiaries and other portions within the reasonable control of Huntington and its Subsidiaries will comply in all material respects with the provisions of the Exchange Act and the rules and regulations thereunder. Notwithstanding the foregoing, no representation or warranty is made by Huntington with respect to statements made or incorporated by reference therein based on information provided or supplied by or on behalf of FirstMerit or its Subsidiaries for inclusion in the Joint Proxy Statement or the S-4.

4.22 Loan Portfolio.

(a) Except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington, each outstanding Loan of Huntington and its Subsidiaries (i) is evidenced by notes, agreements or other evidences of indebtedness that are true, genuine and what they purport to be, (ii) to the extent carried on the books and records of Huntington and its Subsidiaries as secured Loans, has been secured by valid Liens, which

have been perfected and (iii) is the legal, valid and binding obligation of the obligor named therein, enforceable in accordance with its terms, subject to the Enforceability Exceptions.

(b) Except as would not reasonably be likely to have, either individually or in the aggregate, a Material Adverse Effect on Huntington, each outstanding Loan of Huntington and its Subsidiaries (including Loans held for resale to investors) was solicited and originated, and is and has been administered and, where applicable, serviced, and the relevant Loan files are being maintained, in all material respects, in accordance with the relevant notes or other credit or security documents, the applicable written underwriting standards of Huntington and its Subsidiaries (and, in the case of Loans held for resale to investors, the applicable underwriting standards, if any, of the applicable investors) and with all applicable federal, state and local laws, regulations and rules.

(c) None of the agreements pursuant to which Huntington or any of its Subsidiaries has sold Loans or pools of Loans or participations in Loans or pools of Loans contains any obligation to repurchase such Loans or interests therein solely on account of a payment default by the obligor on any such Loan (other than first payment defaults).

(d) There are no outstanding Loans made by Huntington or any of its Subsidiaries to any "executive officer" or other "insider" (as each such term is defined in Regulation O promulgated by the Federal Reserve Board) of Huntington or its Subsidiaries, other than Loans that are subject to and that were made and continue to be in compliance with Regulation O or that are exempt therefrom.

(e) Neither Huntington nor any of its Subsidiaries is now, nor has it ever been since December 31, 2012, subject to any material fine, suspension, settlement or other administrative agreement or sanction by, any Governmental Entity or Regulatory Agency relating to the origination, sale or servicing of mortgage or consumer Loans.

4.23 Financing. Huntington has, or will have available to it prior to the Closing Date, all funds necessary to satisfy its obligations hereunder.

4.24 No Other Representations or Warranties.

(a) Except for the representations and warranties made by Huntington and Merger Sub in this Article IV, neither Huntington nor Merger Sub nor any other person makes any express or implied representation or warranty with respect to Huntington, its Subsidiaries, Merger Sub, or their respective businesses, operations, assets, liabilities, conditions (financial or otherwise) or prospects, and Huntington and Merger Sub hereby disclaim any such other representations or warranties. In particular, without limiting the foregoing disclaimer, neither Huntington, Merger Sub nor any other person makes or has made any representation or warranty to FirstMerit or any of its affiliates or representatives with respect to (i) any financial projection, forecast, estimate, budget or prospective information relating to Huntington, Merger Sub, any of their respective Subsidiaries or their respective businesses, or (ii) except for the representations and warranties made by Huntington and Merger Sub in this Article IV, any oral or written information presented to FirstMerit or any of its affiliates or representatives in the course of their

due diligence investigation of Huntington, the negotiation of this Agreement or in the course of the transactions contemplated hereby.

(b) Huntington and Merger Sub acknowledge and agree that neither FirstMerit nor any other person has made or is making any express or implied representation or warranty other than those contained in Article III.

ARTICLE V

COVENANTS RELATING TO CONDUCT OF BUSINESS

5.1 Conduct of Business Prior to the Effective Time. During the period from the date of this Agreement to the Effective Time or earlier termination of this Agreement, except as expressly contemplated or permitted by this Agreement (including as set forth in the FirstMerit Disclosure Schedule), required by law or as consented to in writing by Huntington (such consent not to be unreasonably withheld, conditioned or delayed), (a) FirstMerit shall, and shall cause its Subsidiaries to, (i) conduct its business in the ordinary course in all material respects and (ii) use reasonable best efforts to maintain and preserve intact its business organization and advantageous business relationships, and (b) each of Huntington and FirstMerit shall and shall cause its respective Subsidiaries to take no action that would reasonably be likely to adversely affect or delay the ability to obtain any necessary approvals of any Regulatory Agency or other Governmental Entity required for the transactions contemplated hereby or to perform its respective covenants and agreements under this Agreement or to consummate the transactions contemplated hereby on a timely basis.

5.2 FirstMerit Forbearances. During the period from the date of this Agreement to the Effective Time or earlier termination of this Agreement, except as set forth in the FirstMerit Disclosure Schedule, as expressly contemplated or permitted by this Agreement or as required by law or binding regulatory guidance, FirstMerit shall not, and shall not permit any of its Subsidiaries to, without the prior written consent of Huntington (such consent not to be unreasonably withheld):

(a) in each case, other than in the ordinary course of business, incur any indebtedness for borrowed money (other than indebtedness of FirstMerit or any of its wholly owned Subsidiaries to FirstMerit or any of its Subsidiaries), assume, guarantee, endorse or otherwise as an accommodation become responsible for the obligations of any other person (other than any Subsidiary of FirstMerit);

(b) (i) adjust, split, combine or reclassify any capital stock;

(ii) make, declare or pay any dividend, or make any other distribution on, or directly or indirectly redeem, purchase or otherwise acquire, any shares of its capital stock or any securities or obligations convertible (whether currently convertible or convertible only after the passage of time or the occurrence of certain events) into or exchangeable for any shares of its capital stock (except (A) regular quarterly cash dividends by FirstMerit at a rate not in excess of $0.17 per share of FirstMerit Common

Stock (except that if Huntington increases the rate of its regular quarterly dividends on Huntington Common Stock paid by it during any fiscal quarter after the date hereof relative to that paid by it during the immediately preceding fiscal quarter, FirstMerit shall be permitted to increase the rate of dividends on FirstMerit Common Stock paid by it during the same fiscal quarter by the same proportion, (or if not possible in the same quarter, in the next fiscal quarter with an appropriate "catch-up" adjustment to account for the amounts that would have been paid in the prior quarter) subject in all respects to any receipt of regulatory approval required in connection with such dividend increase), and any associated dividend equivalents for FirstMerit Equity Awards, (B) quarterly dividends payable on the FirstMerit Preferred Stock, (C) dividends paid by any of the Subsidiaries of FirstMerit to FirstMerit or any of its wholly owned Subsidiaries, (D) the acceptance of shares of FirstMerit Common Stock as payment for the exercise price of FirstMerit Stock Options or for withholding taxes incurred in connection with the exercise of FirstMerit Stock Options or the vesting or settlement of FirstMerit Equity Awards and dividend equivalents thereon, if any, in each case, in accordance with past practice and the terms of the applicable award agreements, or (E) required dividends on the common stock of any FirstMerit Subsidiary);

(iii) grant any stock options, stock appreciation rights, performance shares, restricted stock units, restricted shares or other equity-based awards or interests, or grant any individual, corporation or other entity any right to acquire any shares of its capital stock; or

(iv) issue, sell or otherwise permit to become outstanding any additional shares of capital stock or securities convertible or exchangeable into, or exercisable for, any shares of its capital stock or any options, warrants, or other rights of any kind to acquire any shares of capital stock, except for the issuance of shares upon the exercise of FirstMerit Stock Options or the vesting or settlement of FirstMerit Equity Awards (and dividend equivalents thereon, if any) outstanding as of the date hereof or granted on or after the date hereof to the extent permitted under this Agreement;

(c) sell, transfer, mortgage, encumber or otherwise dispose of any of its material properties or assets to any individual, corporation or other entity other than a wholly owned Subsidiary, or cancel, release or assign any material indebtedness to any such person or any claims held by any person, in each case other than in the ordinary course of business;

(d) except for transactions in the ordinary course of business (including by way of foreclosure or acquisitions of control in a fiduciary or similar capacity or in satisfaction of debts previously contracted in good faith), make any investment that would be material to FirstMerit and its Subsidiaries on a consolidated basis either by purchase of stock or securities, contributions to capital, property transfers, or purchase of any property or assets of any other individual, corporation or other entity, other than in a wholly owned Subsidiary of FirstMerit;

(e) (i) terminate, materially amend, or waive any material provision of, any FirstMerit Contract, or make any material change in any instrument or agreement governing the terms of any of its securities, other than normal renewals in the ordinary course of business or (ii)

enter into any contract that would constitute a FirstMerit Contract if it were in effect on the date of this Agreement;

(f) except as required under applicable law or the terms of any FirstMerit Benefit Plan existing as of the date hereof, (i) enter into, adopt or terminate any FirstMerit Benefit Plan (including any plans, programs, policies, agreements or arrangements that would be considered a FirstMerit Benefit Plan if in effect as of the date hereof), (ii) amend (whether in writing or through the interpretation of) any FirstMerit Benefit Plan (including any plans, programs, policies, agreements or arrangements adopted or entered into that would be considered a FirstMerit Benefit Plan if in effect as of the date hereof), other than amendments in the ordinary course of business consistent with past practice that do not materially increase the cost or expense of maintaining such plan, program, policy or arrangements, (iii) increase the compensation payable to any current or former employee, officer, director, independent contractor or consultant, except for annual base salary or wage merit increases for employees in the ordinary course of business, consistent with past practice, that do not exceed 2.3% of the aggregate cost of all employee annual base salaries and wage rates in effect as of the date hereof, to be effective May 1, 2016, (iv) pay or award, or commit to pay or award, any bonuses or incentive compensation, (v) accelerate the vesting of any equity-based awards or other compensation, (vi) enter into any collective bargaining agreement or similar agreement or arrangement, (vii) fund any rabbi trust or similar arrangement, (viii) terminate the employment or services of any officer, employee, independent contractor or consultant whose annual base salary or base wage is greater than $150,000, other than for cause, or (ix) hire any officer, employee, independent contractor or consultant whose annual base salary or base wage is greater than $150,000;

(g) except for debt workouts in the ordinary course of business, settle any material claim, suit, action or proceeding in an amount and for consideration in excess of $1,000,000 individually or $2,000,000 in the aggregate (net of any insurance proceeds or indemnity, contribution or similar payments received by FirstMerit or any of its Subsidiaries in respect thereof) or would impose any material restriction on the business of it or its Subsidiaries or Huntington;

(h) take any action or knowingly fail to take any action where such action or failure to act could reasonably be expected to prevent the Mergers, taken together, from qualifying as a "reorganization" within the meaning of Section 368(a) of the Code;

(i) amend the FirstMerit Articles, the FirstMerit Code of Regulations, or comparable governing documents of its "Significant Subsidiaries" (as such term is defined in Rule 1-02 of Regulation S-X promulgated under the Exchange Act);

(j) merge or consolidate itself or any of its Significant Subsidiaries with any other person, or restructure, reorganize or completely or partially liquidate or dissolve it or any of its Significant Subsidiaries;

(k) materially restructure or materially change its investment securities or derivatives portfolio or its interest rate exposure, through purchases, sales or otherwise, or the

manner in which the portfolio is classified or reported, except as may be required by GAAP or by applicable laws, regulations, guidelines or policies imposed by any Governmental Entity or requested by a Governmental Entity;

(l) implement or adopt any change in its accounting principles, practices or methods, other than as may be required by GAAP or by applicable laws, regulations, guidelines or policies imposed by any Governmental Entity;

(m) (i) enter into any material new line of business or change in any material respect its lending, investment, underwriting, risk and asset liability management and other banking and operating, hedging policies, securitization and servicing policies (including any change in the maximum ratio or similar limits as a percentage of its capital exposure applicable with respect to its loan portfolio or any segment thereof), except as required by such policies or applicable law, regulation or policies imposed by any Governmental Entity or (ii) make any loans or extensions of credit outside of the ordinary course of business consistent with past practice or inconsistent with, or in excess of the limitations contained in, FirstMerit's loan policy; provided, that any consent from Huntington sought pursuant to this clause (m)(ii) shall not be unreasonably withheld and shall be given within two (2) business days after the relevant loan package is provided to Huntington; provided, further, that, if Huntington does not respond to any such request for consent within two (2) business days, such non-response shall be deemed to constitute consent pursuant to this clause (m)(ii);

(n) make, or commit to make, any capital expenditures in excess of $5,000,000 in the aggregate, other than as disclosed in FirstMerit's capital expenditure budget set forth in Section 5.2(n) of the FirstMerit Disclosure Schedules;

(o) other than in the ordinary course of business consistent with past practice, make, change or revoke any material Tax election, change an annual Tax accounting period, adopt or change any material Tax accounting method, file any amended Tax Return, enter into any closing agreement with respect to Taxes, or settle any material Tax claim, audit, assessment or dispute or surrender any right to claim a refund of a material amount of Taxes;

(p) (i) make application for the opening or relocation of, or open or relocate, any branch office, loan production office or other significant office or operations facility of it or its Subsidiaries, (ii) other than in consultation with Huntington, make application for the closing of or close any branch or (iii) other than in consultation with Huntington, purchase any new real property (other than other real estate owned (OREO) properties in the ordinary course) in an amount in excess of $750,000 for any individual property or enter into, amend or renew any material lease with respect to real property requiring aggregate payments under any individual lease in excess of $250,000;

(q) knowingly take any action that is intended to or would reasonably be likely to adversely affect or materially delay the ability of FirstMerit or its Subsidiaries to obtain any necessary approvals of any Governmental Entity required for the transactions contemplated hereby or by the Bank Merger Agreement or the Requisite FirstMerit Vote or to perform its

covenants and agreements under this Agreement or the Bank Merger Agreement or to consummate the transactions contemplated hereby or thereby;

(r) except for communications made in accordance with Section 6.7(e) and Section 6.14, make any written communications to the employees of FirstMerit or its Subsidiaries with respect to employment, compensation or benefits matters addressed in this Agreement or related, directly or indirectly, to the transactions contemplated by this Agreement; or

(s) agree to take, make any commitment to take, or adopt any resolutions of its Board of Directors or similar governing body in support of, any of the actions prohibited by this Section 5.2.

5.3 Huntington Forbearances. During the period from the date of this Agreement to the Effective Time or earlier termination of this Agreement, except as set forth in the Huntington Disclosure Schedule, as expressly contemplated or permitted by this Agreement, as required by law or binding regulatory guidance, Huntington shall not, and shall not permit any of its Subsidiaries to, without the prior written consent of FirstMerit (such consent not to be unreasonably withheld):

(a) amend the Huntington Articles or the Huntington Bylaws in a manner that would materially and adversely affect the holders of FirstMerit Common Stock, or adversely affect the holders of FirstMerit Common Stock relative to other holders of Huntington Common Stock;

(b) adjust, split, combine or reclassify any capital stock of Huntington or make, declare or pay any extraordinary dividend on any capital stock of Huntington;

(c) incur any indebtedness for borrowed money (other than indebtedness of Huntington or any of its wholly owned Subsidiaries to Huntington or any of its Subsidiaries) that would reasonably be expected to prevent Huntington or its Subsidiaries from assuming FirstMerit's or its Subsidiaries' outstanding indebtedness;

(d) sell, transfer, mortgage, encumber or otherwise dispose of any of its material properties or assets to any individual, corporation or other entity other than a wholly owned Subsidiary, in each case other than in the ordinary course of business or in a transaction that, together with such other transactions, is not reasonably likely to cause the Closing to be materially delayed or the receipt of the Requisite Regulatory Approvals to be prevented or materially delayed;

(e) make any material investment either by purchase of stock or securities, contributions to capital, property transfers, or purchase of any property or assets of any other individual, corporation or other entity, other than in a wholly owned Subsidiary of Huntington, except for transactions in the ordinary course of business or in a transaction that, together with such other transactions, is not reasonably likely to cause the Closing to be materially delayed or the receipt of the Requisite Regulatory Approvals to be prevented or materially delayed;

(f) merge or consolidate itself or any of its Significant Subsidiaries with any other person (i) where it or its Significant Subsidiary, as applicable, is not the surviving person or (ii) if the merger or consolidation is reasonably likely to cause the Closing to be materially delayed or the receipt of the Requisite Regulatory Approvals to be prevented or materially delayed, or restructure, reorganize or completely or partially liquidate or dissolve it or any of its Significant Subsidiaries;

(g) take any action or knowingly fail to take any action where such action or failure to act could reasonably be expected to prevent the Mergers, taken together, from qualifying as a "reorganization" within the meaning of Section 368(a) of the Code;

(h) knowingly take any action that is intended to or would reasonably be likely to adversely affect or materially delay the ability of Huntington or its Subsidiaries to obtain any necessary approvals of any Governmental Entity required for the transactions contemplated hereby or by the Bank Merger Agreement or the Requisite Huntington Vote or to perform its covenants and agreements under this Agreement or the Bank Merger Agreement or to consummate the transactions contemplated hereby or thereby;

(i) except for communications made in accordance with Section 6.7(e) and Section 6.14, make any written communications to the employees of FirstMerit or its Subsidiaries with respect to employment, compensation or benefits matters addressed in this Agreement or related, directly or indirectly, to the transactions contemplated by this Agreement; or

(j) agree to take, make any commitment to take, or adopt any resolutions of its Board of Directors or similar governing body in support of, any of the actions prohibited by this Section 5.3.

ARTICLE VI

ADDITIONAL AGREEMENTS

6.1 Regulatory Matters.

(a) Huntington and FirstMerit shall promptly prepare and file with the SEC, no later than forty-five (45) days after of the date of this Agreement, the Joint Proxy Statement and Huntington shall promptly prepare and file with the SEC the S-4, in which the Joint Proxy Statement will be included as a prospectus. The S-4 shall also, to the extent required under the Securities Act and the regulations promulgated thereunder, register the shares of New Huntington Preferred Stock that will be issued in the transaction. Each of Huntington and FirstMerit shall use their reasonable best efforts to have the S-4 declared effective under the Securities Act as promptly as practicable after such filing and to keep the S-4 effective for so long as necessary to consummate the transactions contemplated by this Agreement, and Huntington and FirstMerit shall thereafter mail or deliver the Joint Proxy Statement to their respective shareholders. Huntington shall also use its reasonable best efforts to obtain all necessary state securities law or "Blue Sky" permits and approvals required to carry out the

transactions contemplated by this Agreement as promptly as practicable, and FirstMerit shall furnish all information concerning FirstMerit and the holders of FirstMerit Common Stock as may be reasonably requested in connection with any such action.

(b) The parties hereto shall cooperate with each other and use their reasonable best efforts to promptly prepare and file all necessary documentation, to effect all applications, notices, petitions and filings, to obtain as promptly as practicable all permits, consents, approvals and authorizations of all third parties and Governmental Entities which are necessary or advisable to consummate the transactions contemplated by this Agreement (including the Merger and the Bank Merger), and to comply with the terms and conditions of all such permits, consents, approvals and authorizations of all such third parties and Governmental Entities. Without limiting the generality of the foregoing, as soon as practicable and in any event within forty-five (45) days after the date of this Agreement, Huntington and FirstMerit shall, and shall cause their respective Subsidiaries to, each prepare and file any applications, notices and filings required in order to obtain the Requisite Regulatory Approvals. Huntington and FirstMerit shall each use, and shall each cause their applicable Subsidiaries to use, reasonable best efforts to obtain each such Requisite Regulatory Approval and any approvals required for the Bank Merger as promptly as reasonably practicable. The parties shall cooperate with each other in connection therewith (including the furnishing of any information and any reasonable undertaking or commitments that may be required to obtain the Requisite Regulatory Approvals) and shall respond as promptly as practicable to the requests of Governmental Entities for documents and information. Huntington and FirstMerit shall have the right to review in advance, and, to the extent practicable, each will consult the other on, in each case subject to applicable laws relating to the exchange of information, all the information relating to FirstMerit or Huntington, as the case may be, and any of their respective Subsidiaries, which appears in any filing made with, or written materials submitted to, any third party or any Governmental Entity in connection with the transactions contemplated by this Agreement. In exercising the foregoing right, each of the parties hereto shall act reasonably and as promptly as practicable. Each party will provide the other with copies of any applications and all correspondence relating thereto prior to filing and with sufficient opportunity to comment, other than any portions of material filed in connection therewith that contain competitively sensitive business or other proprietary information filed under a claim of confidentiality (except any competitively sensitive business or other proprietary information (but not any confidential supervisory information) of FirstMerit that is necessary for Huntington to prepare and file any applications, notices and filings required in order to obtain the Requisite Regulatory Approvals; provided, that Huntington shall request confidential treatment of any such information, permit FirstMerit to control the defense of any challenge to such confidential treatment request and will not release any such information publicly pursuant to Freedom of Information Act requests or similar rules without FirstMerit's consent). The parties hereto agree that they will consult with each other with respect to the obtaining of all permits, consents, approvals and authorizations of all third parties and Governmental Entities necessary or advisable to consummate the transactions contemplated by this Agreement and each party will keep the other apprised of the status of matters relating to completion of the transactions contemplated herein. Each party shall consult with the other in advance of any meeting or conference with any Governmental Entity in connection with the transactions contemplated by this Agreement and to the extent permitted by such Governmental Entity, give the other party and/or its counsel the opportunity to attend and participate in such meetings and conferences.

(c) In furtherance and not in limitation of the foregoing, each of Huntington and FirstMerit shall use its reasonable best efforts to (i) avoid the entry of, or to have vacated, lifted, reversed or overturned any decree, judgment, injunction or other order, whether temporary, preliminary or permanent, that would restrain, prevent or delay the Closing, and (ii) avoid or eliminate each and every impediment so as to enable the Closing to occur as soon as possible, including proposing, negotiating, committing to and effecting, by consent decree, hold separate order, or otherwise, the sale, divestiture or disposition of businesses or assets of Huntington, FirstMerit and their respective Subsidiaries.

(d) Huntington and FirstMerit shall, upon request, furnish each other with all information concerning themselves, their Subsidiaries, directors, officers and shareholders and such other matters as may be reasonably necessary or advisable in connection with the Joint Proxy Statement, the S-4 or any other statement, filing, notice or application made by or on behalf of Huntington, FirstMerit or any of their respective Subsidiaries to any Governmental Entity in connection with the Merger, the Bank Merger and the other transactions contemplated by this Agreement. Each of Huntington and FirstMerit agrees, as to itself and its Subsidiaries, that none of the information supplied or to be supplied by it specifically for inclusion or incorporation by reference in (i) the S-4 will, at the time the S-4 and each amendment or supplement thereto, if any, becomes effective under the Securities Act, contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein not misleading, (ii) the Joint Proxy Statement and any amendment or supplement thereto will, at the date of mailing to the respective shareholders of FirstMerit or Huntington and at the time of the Huntington Meeting and the FirstMerit Meeting, contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which such statement was made, not misleading, and (iii) any applications, notices and filings required in order to obtain the Requisite Regulatory Approvals will, at the time each is filed, contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein not misleading. Each of Huntington and FirstMerit further agrees that if it becomes aware that any information furnished by it would cause any of the statements in the S-4 or the Joint Proxy Statement to be false or misleading with respect to any material fact, or to omit to state any material fact necessary to make the statements therein not false or misleading, to promptly inform the other party thereof and to take appropriate steps to correct the S-4 or the Joint Proxy Statement.

(e) Huntington and FirstMerit shall promptly advise each other upon receiving any communication from any Governmental Entity whose consent or approval is required for consummation of the transactions contemplated by this Agreement that causes such party to believe that there is a reasonable likelihood that any Requisite Regulatory Approval will not be obtained or that the receipt of any such approval will be materially delayed.

(f) Without limiting the generality of this Section 6.1, FirstMerit shall, and shall cause its Subsidiaries to, reasonably cooperate with Huntington and its Subsidiaries (including the furnishing of information and by making employees reasonably available) as is reasonably requested by Huntington in order to comply with the requirements of the Comprehensive Capital Analysis and Review and Dodd-Frank Act Stress Testing programs.

6.2 Access to Information.

(a) Upon reasonable notice and subject to applicable laws, each of Huntington and FirstMerit, for the purposes of verifying the representations and warranties of the other and preparing for the Merger and the other matters contemplated by this Agreement, shall, and shall cause each of their respective Subsidiaries to, afford to the officers, employees, accountants, counsel, advisors and other representatives of the other party, access, during normal business hours during the period prior to the Effective Time, to all its properties, books, contracts, personnel, information technology systems, and records, and each shall reasonably cooperate with the other party in preparing to execute after the Effective Time conversion or consolidation of systems and business operations generally (including by entering into customary confidentiality, non-disclosure and similar agreements with such service providers and/or the other party), and, during such period, during normal business hours and in a manner so as not to interfere with normal business operations, each of Huntington and FirstMerit shall, and shall cause its respective Subsidiaries to, make available to the other party such information concerning its business, properties and personnel as such party may reasonably request. Each party shall use commercially reasonable efforts to minimize any interference with the other party's regular business operations during any such access. Neither Huntington nor FirstMerit nor any of their respective Subsidiaries shall be required to provide access to or to disclose information where such access or disclosure would violate or prejudice the rights of Huntington's or FirstMerit's, as the case may be, customers, jeopardize the attorney-client privilege of the institution in possession or control of such information (after giving due consideration to the existence of any common interest, joint defense or similar agreement between the parties) or contravene any law, rule, regulation, order, judgment, decree, fiduciary duty or binding agreement entered into prior to the date of this Agreement. The parties hereto will make appropriate substitute disclosure arrangements under circumstances in which the restrictions of the preceding sentence apply.

(b) FirstMerit shall, and shall cause its Subsidiaries to, on a monthly basis provide Huntington with an update on the matters set forth in Section 6.2(b) of the FirstMerit Disclosure Schedule.

(c) Each of Huntington and FirstMerit shall hold all information furnished by or on behalf of the other party or any of such party's Subsidiaries or representatives pursuant to Section 6.2(a) in confidence to the extent required by, and in accordance with, the provisions of the confidentiality agreement, dated October 15, 2015, between Huntington and FirstMerit (the "Confidentiality Agreement").

(d) No investigation by either of the parties or their respective representatives shall affect or be deemed to modify or waive the representations and warranties of the other set forth herein. Nothing contained in this Agreement shall give either party, directly or indirectly, the right to control or direct the operations of the other party prior to the Effective Time. Prior to the Effective Time, each party shall exercise, consistent with the terms and conditions of this Agreement, complete control and supervision over its and its Subsidiaries' respective operations.

6.3 FirstMerit Shareholder Approval.

(a) FirstMerit shall take, in accordance with applicable law and the FirstMerit Articles and FirstMerit Code of Regulations, all actions necessary to convene a meeting of its shareholders (the "FirstMerit Meeting") to be held as soon as reasonably practicable after the S-4 is declared effective for the purpose of obtaining the Requisite FirstMerit Vote required in connection with this Agreement and the Merger. Except in the case of an Adverse Recommendation Change, the Board of Directors of FirstMerit shall use its reasonable best efforts to obtain from the shareholders of FirstMerit the Requisite FirstMerit Vote, including by communicating to its shareholders its recommendation (and including such recommendation in the Joint Proxy Statement) that they adopt and approve this Agreement and the transactions contemplated hereby. FirstMerit shall engage a proxy solicitor reasonably acceptable to Huntington to assist in the solicitation of proxies from shareholders relating to the Requisite FirstMerit Vote. However, subject to Section 8.1 and Section 8.2, if the Board of Directors of FirstMerit, after receiving the advice of its outside counsel and, with respect to financial matters, its financial advisors, determines in good faith that it more likely than not result in a violation of its fiduciary duties under applicable law to continue to recommend this Agreement, then in submitting this Agreement to its shareholders, the Board of Directors of FirstMerit may withhold or withdraw or modify in a manner adverse to Huntington its recommendation to its shareholders or may submit this Agreement to its shareholders without recommendation (each, an "Adverse Recommendation Change") (although the resolutions approving this Agreement as of the date hereof may not be rescinded or amended), in which event the Board of Directors of FirstMerit may communicate the basis for its Adverse Recommendation Change to its shareholders in the Joint Proxy Statement or an appropriate amendment or supplement thereto; provided, that the Board of Directors of FirstMerit may not take any actions under this sentence unless (i) it gives Huntington at least three (3) business days' prior written notice of its intention to take such action and a reasonable description of the event or circumstances giving rise to its determination to take such action (including, in the event such action is taken by the Board of Directors of FirstMerit in response to an Acquisition Proposal, the latest material terms and conditions and the identity of the third party in any such Acquisition Proposal, or any amendment or modification thereof, or describe in reasonable detail such other event or circumstances) and (ii) at the end of such notice period, the Board of Directors of FirstMerit takes into account any amendment or modification to this Agreement proposed by Huntington and after receiving the advice of its outside counsel and, with respect to financial matters, its financial advisors, determines in good faith that it would nevertheless more likely than not result in a violation of its fiduciary duties under applicable law to continue to recommend this Agreement. Any material amendment to any Acquisition Proposal will be deemed to be a new Acquisition Proposal for purposes of this Section 6.3 and will require a new notice period as referred to in this Section 6.3.

(b) Except in the case of an Adverse Recommendation Change, FirstMerit shall adjourn or postpone the FirstMerit Meeting, if, as of the time for which such meeting is originally scheduled, there are insufficient shares of FirstMerit Common Stock represented (either in person or by proxy) to constitute a quorum necessary to conduct the business of such meeting, or if on the date of such meeting, FirstMerit has not received proxies representing a sufficient number of shares necessary to obtain the Requisite FirstMerit Vote. Notwithstanding anything to the contrary herein, unless this Agreement has been terminated in accordance with its terms, the FirstMerit Meeting shall be convened and this Agreement shall be submitted to the

shareholders of FirstMerit at the FirstMerit Meeting, for the purpose of voting on the adoption of this Agreement and the other matters contemplated hereby, and nothing contained herein shall be deemed to relieve FirstMerit of such obligation. FirstMerit shall only be required to adjourn or postpone the FirstMerit Meeting two (2) times pursuant to the first sentence of this Section 6.3(b).

6.4 Huntington Shareholder Approval.

(a) The Board of Directors of Huntington has resolved to recommend to Huntington's stockholders that they approve the issuance of Huntington Common Stock in connection with the Merger, and will submit to its shareholders the proposed issuance of the Huntington Common Stock and any other matters required to be approved by its shareholders in order to carry out the intentions of this Agreement. Huntington shall duly take, in accordance with applicable law, the Huntington Articles, and the Huntington Bylaws, all action necessary to call, give notice of, convene and hold a meeting of its shareholders, as promptly as reasonably practicable after the S-4 is declared effective for the purpose of obtaining the Requisite Huntington Vote (the "Huntington Meeting"). The Board of Directors of Huntington will use its reasonable best efforts to obtain from its shareholders the Requisite Huntington Vote, including by communicating to its shareholders its recommendation (and including such recommendation in the Joint Proxy Statement). Huntington shall engage a proxy solicitor reasonably acceptable to FirstMerit to assist in the solicitation of proxies from shareholders relating to the Requisite Huntington Vote. FirstMerit and Huntington shall cooperate to schedule and convene the FirstMerit Meeting and the Huntington Meeting on the same date.

(b) Huntington shall adjourn or postpone the Huntington Meeting, if, as of the time for which such meeting is originally scheduled there are insufficient shares of Huntington Common Stock represented (either in person or by proxy) to constitute a quorum necessary to conduct the business of such meeting, or if on the date of such meeting, Huntington has not received proxies representing a sufficient number of shares necessary to obtain the Requisite Huntington Vote. Notwithstanding anything to the contrary herein, unless this Agreement has been terminated in accordance with its terms, the Huntington Meeting shall be convened and this Agreement shall be submitted to the shareholders of Huntington at the Huntington Meeting, for the purpose of voting on the adoption of this Agreement and the other matters contemplated hereby, and nothing contained herein shall be deemed to relieve Huntington of such obligation. Huntington shall only be required to adjourn or postpone the Huntington Meeting two (2) times pursuant to the first sentence of this Section 6.4(b).

6.5 Legal Conditions to Merger. Subject in all respects to Section 6.1 of this Agreement, each of Huntington and FirstMerit shall, and shall cause its Subsidiaries to, use their reasonable best efforts, in each case as promptly as practicable, (a) to take, or cause to be taken, all actions necessary, proper or advisable to comply promptly with all legal requirements that may be imposed on such party or its Subsidiaries with respect to the Merger and the Bank Merger and, subject to the conditions set forth in Article VII hereof, to consummate the transactions contemplated by this Agreement, and (b) to obtain (and to cooperate with the other party to obtain) any material consent, authorization, order or approval of, or any exemption by, any Governmental Entity and any other third party that is required to be obtained by FirstMerit

or Huntington or any of their respective Subsidiaries in connection with the Merger, the Bank Merger and the other transactions contemplated by this Agreement.

6.6 Stock Exchange Listing. Huntington shall cause the shares of Huntington Common Stock to be issued in the Merger to be approved for listing on the NASDAQ, subject to official notice of issuance prior to the Effective Time, and the shares of the New Huntington Preferred Stock to be issued in the Second Step Merger to be approved for listing on the NYSE or the NASDAQ, subject to official notice of issuance prior to the Second Effective Time.

6.7 Employee Matters.

(a) Huntington shall provide the employees of FirstMerit and its Subsidiaries as of the Effective Time (the "Continuing Employees"), for so long as they are employed following the Effective Time, with the following: (i) during the period commencing at the Effective Time and ending on December 31, 2016, annual base salary or wages, as applicable, and target incentive opportunities (including equity-based awards) that are no less than the annual base salary or wages, as applicable, and target incentive opportunities in effect for each such employee immediately prior to the Effective Time, (ii) during the period commencing on January 1, 2017 and ending on the first anniversary of the Effective Time, annual base salary, wages and target incentive opportunities (including equity-based awards) that are substantially comparable in the aggregate to those provided to similarly situated employees of Huntington and its Subsidiaries, and (iii) during the period commencing at the Effective Time and ending on the first anniversary thereof, employee benefits that are substantially comparable in the aggregate to those provided to similarly situated employees of Huntington and its Subsidiaries (excluding any frozen benefit plans of Huntington and its Subsidiaries or benefit plans that exclusively provide benefits to grandfathered employees of Huntington and its Subsidiaries); provided, that until such time as Huntington fully integrates the Continuing Employees into its plans, participation in the FirstMerit Benefit Plans shall be deemed to satisfy the foregoing standards, it being understood that the Continuing Employees may commence participating in the plans of Huntington on different dates following the Effective Time with respect to different benefit plans. For a period beginning at the Effective Time and continuing through the first anniversary thereof, Huntington or its Subsidiaries shall provide severance to each Continuing Employee of FirstMerit and its Subsidiaries pursuant to the terms and conditions of the severance plan or policy of FirstMerit and its Subsidiaries applicable to such Continuing Employees as of the date hereof (as set forth on Section 6.7(a) of the FirstMerit Disclosure Schedule); provided that (A) such severance shall be subject to the execution (and non-revocation) of a customary release of claims and (B) such severance may be paid in a lump sum.

(b) With respect to any employee benefit plans of Huntington or its Subsidiaries in which any Continuing Employees become eligible to participate on or after the Effective Time (the "New Plans"), Huntington and its Subsidiaries shall use commercially reasonable efforts to: (i) waive all pre-existing conditions, exclusions and waiting periods with respect to participation and coverage requirements applicable to such employees and their eligible dependents under any New Plans, except to the extent such pre-existing conditions, exclusions or waiting periods would apply under the analogous FirstMerit Benefit Plan, (ii) provide each such employee and their eligible dependents with credit for any co-payments or

coinsurance and deductibles paid prior to the Effective Time under a FirstMerit Benefit Plan that provides health care benefits (including medical, dental and vision), to the same extent that such credit was given under the analogous FirstMerit Benefit Plan prior to the Effective Time, in satisfying any applicable deductible, co-payment, coinsurance or maximum out-of-pocket requirements under any New Plans, and (iii) recognize all service of such employees with FirstMerit and its Subsidiaries for all purposes in any New Plan to the same extent that such service was taken into account under the analogous FirstMerit Benefit Plan prior to the Effective Time; provided, that the foregoing service recognition shall not apply (A) to the extent it would result in duplication of benefits for the same period of service, (B) for purposes of any defined benefit pension plan, or (C) for purposes of any benefit plan that is a frozen plan or provides grandfathered benefits.

(c) Huntington agrees to assume and honor all FirstMerit Benefit Plans in accordance with their terms as of the date hereof, it being understood that this sentence shall not be construed to limit the ability of Huntington or any of its Subsidiaries or affiliates to amend or terminate any FirstMerit Benefit Plan to the extent that such amendment or termination is permitted by the terms of the applicable plan.

(d) If requested by Huntington in writing at least twenty (20) business days prior to the Effective Time, FirstMerit shall cause any 401(k) plan sponsored or maintained by FirstMerit (the "FirstMerit 401(k) Plan") to be terminated effective as of the day immediately prior to the Effective Time and contingent upon the occurrence of the Closing. In the event that Huntington requests that any FirstMerit 401(k) Plan be terminated, the Continuing Employees shall be eligible to participate, effective as of the Effective Time, in a 401(k) plan sponsored or maintained by Huntington or one of its Subsidiaries (a "Huntington 401(k) Plan"). FirstMerit and Huntington shall take any and all actions as may be required, including amendments to the FirstMerit 401(k) Plan and/or Huntington 401(k) Plan to permit the Continuing Employees who are then actively employed to make rollover contributions to the Huntington 401(k) Plan of "eligible rollover distributions" (with the meaning of Section 401(a)(31) of the Code) in the form of cash, notes (in the case of loans) or a combination thereof. FirstMerit shall provide Huntington with evidence that the FirstMerit 401(k) Plan has been terminated or amended, as applicable, in accordance with this Section 6.7(d); provided, that prior to amending or terminating the FirstMerit 401(k) Plan, FirstMerit shall provide the form and substance of any applicable resolutions or amendments to Huntington for review and approval (which approval shall not be unreasonably withheld, conditioned or delayed).

(e) On and after the date hereof, any broad-based employee notices or communication materials (including any website posting) with respect to employment, compensation or benefits matters addressed in this Agreement or related, directly or indirectly, to the transactions contemplated by this Agreement shall be subject to the prior prompt review and comment of the other party, and the party seeking to distribute any such notice or communication shall consider in good faith revising such notice or communication to reflect any comments or advice that the other party timely provides.

(f) Nothing in this Agreement shall confer upon any employee, officer, director or consultant of FirstMerit or any of its Subsidiaries or affiliates any right to continue in

the employ or service of the Surviving Company, FirstMerit, Huntington, or any Subsidiary or affiliate thereof, or shall interfere with or restrict in any way the rights of the Surviving Company, FirstMerit, Huntington or any Subsidiary or affiliate thereof to discharge or terminate the services of any employee, officer, director or consultant of FirstMerit or any of its Subsidiaries or affiliates at any time for any reason whatsoever, with or without cause. Nothing in this Agreement shall be deemed to (i) establish, amend, or modify any FirstMerit Benefit Plan, New Plan or any other benefit or employment plan, program, agreement or arrangement, or (ii) alter or limit the ability of the Huntington or any of its Subsidiaries or affiliates to amend, modify or terminate any particular FirstMerit Benefit Plan, New Plan or any other benefit or employment plan, program, agreement or arrangement after the Effective Time. Without limiting the generality of the final sentence of Section 9.11, nothing in this Agreement, express or implied, is intended to or shall confer upon any person, including any current or former employee, officer, director or consultant of FirstMerit or any of its Subsidiaries or affiliates, any right, benefit or remedy of any nature whatsoever under or by reason of this Agreement.

6.8 Indemnification; Directors' and Officers' Insurance.

(a) From and after the Effective Time, each of Huntington and the Surviving Company shall indemnify and hold harmless, to the fullest extent permitted by applicable law, each present and former director, officer or employee of FirstMerit and its Subsidiaries or fiduciaries of FirstMerit or any of its Subsidiaries under FirstMerit Benefit Plans (in each case, when acting in such capacity) (collectively, the "FirstMerit Indemnified Parties") against any costs or expenses (including reasonable attorneys' fees), judgments, fines, losses, damages or liabilities incurred in connection with any threatened or actual claim, action, suit, proceeding or investigation, whether civil, criminal, administrative or investigative, whether arising before or after the Effective Time, arising in whole or in part out of, or pertaining to, (i) the fact that such person is or was a director, officer, employee or fiduciary of FirstMerit or any of its Subsidiaries or under any FirstMerit Benefit Plans or (ii) matters, acts or omissions existing or occurring at or prior to the Effective Time, including matters, acts or omissions occurring in connection with the consideration and approval of this Agreement and the consummation of the transactions contemplated by this Agreement; and Huntington and the Surviving Company shall also advance expenses as incurred by such FirstMerit Indemnified Party to the fullest extent permitted by applicable law; provided, that the FirstMerit Indemnified Party to whom expenses are advanced provides an undertaking (in a reasonable and customary form) to repay such advances if it is ultimately determined that such FirstMerit Indemnified Party is not entitled to indemnification.

(b) For a period of six (6) years after the Effective Time, Huntington shall maintain in effect the current policies of directors' and officers' liability insurance maintained by FirstMerit or its Subsidiaries and any similar policies covering fiduciaries under the FirstMerit Benefit Plans (provided, that Huntington may substitute therefor policies with a substantially comparable insurer of at least the same coverage and amounts containing terms and conditions which are no less advantageous to the insured) with respect to claims against the present and former officers and directors of FirstMerit or any of its Subsidiaries arising from facts or events which occurred at or before the Effective Time (including the transactions contemplated by this Agreement); provided, however, that Huntington shall not be obligated to expend, on an annual basis, an amount in excess of 300% of the current annual premium paid as of the date hereof by

FirstMerit for such insurance (the "Premium Cap"), and if such premiums for such insurance would at any time exceed the Premium Cap, then Huntington shall cause to be maintained policies of insurance that, in Huntington's good faith determination, provide the maximum coverage available at an annual premium equal to the Premium Cap. In lieu of the foregoing, FirstMerit, in consultation with, but only upon the consent of Huntington, may (and at the request of Huntington, FirstMerit shall use its reasonable best efforts to) obtain at or prior to the Effective Time a six-year "tail" policy under FirstMerit's existing directors' and officers' insurance policy and similar policy covering fiduciaries under the FirstMerit Benefit Plans providing equivalent coverage to that described in the preceding sentence if and to the extent that the same may be obtained for an amount that, in the aggregate, does not exceed, on an annual basis, the Premium Cap. If a "tail policy" is purchased as provided above, Huntington shall maintain in full force and effect and not cancel such "tail policy".

(c) The provisions of this Section 6.8 shall survive the Effective Time and are intended to be for the benefit of, and shall be enforceable by, each FirstMerit Indemnified Party and his or her heirs and representatives. If Huntington, the Surviving Company or any of their respective successors or assigns consolidates with or merges into any other entity and is not the continuing or surviving entity of such consolidation or merger, transfers all or substantially all of its assets or deposits to any other entity or engages in any similar transaction, then in each case, Huntington or the Surviving Company, as applicable, will cause proper provision to be made so that the successors and assigns of Huntington or the Surviving Company will expressly assume the obligations set forth in this Section 6.8. For the avoidance of doubt, to the extent required by any agreement previously entered into by FirstMerit in connection with a merger, acquisition or other business combination, the provisions of this Section 6.8 shall apply to directors, officers, employees and fiduciaries of predecessor entities previously acquired by FirstMerit or any of its Subsidiaries.

(d) The obligations of the Surviving Company, Huntington and FirstMerit under this Section 6.8 shall not be terminated or modified in a manner so as to adversely affect any FirstMerit Indemnified Party or any other person entitled to the benefit of this Section 6.8 without the prior written consent of the affected FirstMerit Indemnified Party.

6.9 Additional Agreements. In case at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement or to vest Huntington or the Surviving Company with full title to all properties, assets, rights, approvals, immunities and franchises of any of the parties to the Mergers, the then current officers and directors of each party to this Agreement and their respective Subsidiaries shall take, or cause to be taken, all such necessary action as may be reasonably requested by the other party, at the expense of the party who makes any such request.

6.10 Advice of Changes. Huntington and FirstMerit shall each promptly advise the other party of any fact, change, event or circumstance known to it (i) that has had or is reasonably likely to have a Material Adverse Effect on it or (ii) which it believes would or would be reasonably likely to cause or constitute a material breach of any of its representations, warranties or covenants contained herein or that reasonably could be expected to give rise, individually or in the aggregate, to the failure of a condition in Article VII; provided, that any

failure to give notice in accordance with the foregoing with respect to any breach shall not be deemed to constitute a violation of this Section 6.10 or the failure of any condition set forth in Section 7.2 or 7.3 to be satisfied, or otherwise constitute a breach of this Agreement by the party failing to give such notice, in each case unless the underlying breach would independently result in a failure of the conditions set forth in Section 7.2 or 7.3 to be satisfied.

6.11 Dividends. After the date of this Agreement, each of Huntington and FirstMerit shall coordinate with the other the declaration of any dividends in respect of Huntington Common Stock and FirstMerit Common Stock and the record dates and payment dates relating thereto, it being the intention of the parties hereto that holders of FirstMerit Common Stock shall not receive two dividends, or fail to receive one dividend, in any quarter with respect to their shares of FirstMerit Common Stock and any shares of Huntington Common Stock any such holder receives in exchange therefor in the Merger. In furtherance of the foregoing, (i) starting with the second quarter of 2016, the Board of Directors of FirstMerit shall cause its regular quarterly dividend record dates and payment dates for FirstMerit Common Stock to be similar to the regular quarterly dividend record dates and payment dates for Huntington Common Stock (i.e., FirstMerit shall move its dividend record and payment dates for the second quarter of 2016 to approximately March 18 and April 1, respectively) and (ii) the Board of Directors of Huntington shall thereafter and until the Effective Time or the termination of this Agreement, only pay dividends on the Huntington Common Stock on substantially the same record and payment date schedules as have been utilized in the past.

6.12 Corporate Governance; Commitments to the Community.

(a) Huntington shall take all appropriate action so that, as of the Effective Time, the number of directors constituting the Board of Directors of Huntington shall be increased by four (4), and four (4) current directors of FirstMerit to be selected by Huntington in consultation with FirstMerit shall be appointed as directors of Huntington (the "FirstMerit Directors"). Each of the FirstMerit Directors shall be given the opportunity to serve on at least one (1) committee of the Board of Directors of Huntington, with each applicable committee determination to be as recommended by Huntington's Nominating and Corporate Governance Committee from time to time, for so long as each such FirstMerit Director is on the Board of Directors of Huntington; provided, that at least one FirstMerit Director shall be appointed to the Community Development Committee of the Board of Directors of Huntington. Unless any FirstMerit Director has died, resigned or been removed from the Board of Directors of Huntington, for at least the first two Huntington annual meetings after the Closing Date, the Board of Directors of Huntington shall (i) nominate the FirstMerit Directors for reelection to the Board of Directors of Huntington, (ii) recommend to the Huntington shareholders the election of the FirstMerit Directors and (iii) solicit proxies for the FirstMerit Directors to the same extent as it does for any of its other nominees to the Board of Directors of Huntington.

(b) On the Closing Date, Huntington shall invite all current members of the Board of Directors of FirstMerit other than the FirstMerit Directors to become members of Huntington's existing Greater Akron-Canton Region Advisory Board (the "Advisory Board"), and shall cause all such individuals who accept such invitation to be elected or appointed as members of the Advisory Board. Such members of the Advisory Board who are not employees

of Huntington or its Subsidiaries or members of the Board of Directors of Huntington will serve on the Advisory Board until at least the third (3rd) anniversary of the Closing Date or until their earlier death or resignation, during which period such members will receive compensation that shall not be less than the compensation received by the then current members of the Advisory Board.

(c) Prior to the Closing Date, Huntington shall establish a new Huntington charitable foundation (the "Foundation"), dedicated to grant making, charitable contributions and support in the city of Akron, Ohio. Over a period of ten (10) years following the Closing Date (the "Contribution Period"), Huntington shall ratably contribute to the Foundation an amount in cash equal to $20 million to support, in a manner consistent with Huntington's giving charitable guidelines, community development and reinvestment, civic and charitable activities in the greater Akron area. There shall be three (3) initial members of the board of trustees of the Foundation selected by the Board of Directors of Huntington prior to the Closing Date, including one (1) member of the pre-Closing board of directors of Huntington and two (2) former FirstMerit directors domiciled in the greater Akron area who become Huntington directors at Closing. Huntington shall also contribute $5 million over the Contribution Period to The Huntington Foundation, dedicated to supporting community development and reinvestment, civic and charitable activities in the greater Canton, Ohio and Flint, Michigan areas.

(d) From and after the date hereof, the parties shall plan for the establishment of an operations/call center based in the city of Akron or a community with a Joint Economic Development Agreement with the city of Akron. Following the Effective Time, Huntington shall use its reasonable best efforts to (i) ensure that the operations/call center is fully operational no later than by the second anniversary of the Closing Date and (ii) no later than by the second anniversary of the Closing Date, maintain employment levels in Akron consistent with FirstMerit's employment levels in Akron as of the Closing Date. In addition, Huntington will provide FirstMerit employees who would otherwise be terminated as a result of the Merger with priority access to job listings throughout all of Huntington's and FirstMerit's combined areas.

6.13 Acquisition Proposals.

(a) FirstMerit shall not, and shall cause its Subsidiaries and its and their officers, directors, agents, advisors and representatives (collectively, "Representatives") not to, directly or indirectly, (i) initiate, solicit, knowingly encourage or knowingly facilitate inquiries or proposals with respect to, (ii) engage or participate in any negotiations with any person concerning or (iii) provide any confidential or nonpublic information or data to, or have or participate in any discussions with, any person relating to, any Acquisition Proposal; provided, that, prior to the receipt of the Requisite FirstMerit Vote, in the event FirstMerit receives an unsolicited *bona fide* written Acquisition Proposal, it may, and may permit its Subsidiaries and its and its Subsidiaries' Representatives to, furnish or cause to be furnished nonpublic information or data and participate in such negotiations or discussions to the extent that its Board of Directors concludes in good faith (after receiving the advice of its outside counsel, and with respect to financial matters, its financial advisors) that failure to take such actions would be more likely than not to result in a violation of its fiduciary duties under applicable law; provided, further, that, prior to providing any nonpublic information permitted to be provided pursuant to

the foregoing proviso, FirstMerit shall have provided such information to Huntington, and shall have entered into a confidentiality agreement with such third party on terms no less favorable to it than the Confidentiality Agreement, which confidentiality agreement shall not provide such person with any exclusive right to negotiate with FirstMerit. FirstMerit will, and will cause its Representatives to, immediately cease and cause to be terminated any activities, discussions or negotiations conducted before the date of this Agreement with any person other than Huntington with respect to any Acquisition Proposal. FirstMerit will promptly (and in any event within one (1) business day) advise Huntington following receipt of any Acquisition Proposal or any inquiry which could reasonably be expected to lead to an Acquisition Proposal, and the substance thereof (including the material terms and conditions of and the identity of the person making such Acquisition Proposal), and will keep Huntington reasonably apprised of any related developments, discussions and negotiations on a current basis, including any amendments to or revisions of the terms of such inquiry or Acquisition Proposal. FirstMerit shall use its reasonable best efforts, subject to applicable law and the fiduciary duties of the Board of Directors of FirstMerit, to enforce any existing confidentiality or standstill agreements to which it or any of its Subsidiaries is a party in accordance with the terms thereof. During the term of this Agreement, FirstMerit shall not, and shall cause its Subsidiaries and its and their officers, directors, agents, advisors and representatives not to on its behalf, enter into any binding acquisition agreement, merger agreement, or other definitive transaction agreement (other than a confidentiality agreement referred to and entered into in accordance with this Section 6.13(a)) relating to any Acquisition Proposal. As used in this Agreement, "Acquisition Proposal" shall mean, other than the transactions contemplated by this Agreement, any offer or proposal relating to, or any third party indication of interest in, (i) any acquisition or purchase, direct or indirect, of 25% or more of the consolidated assets of FirstMerit and its Subsidiaries or 25% or more of any class of equity or voting securities of FirstMerit or its Subsidiaries whose assets, individually or in the aggregate, constitute more than 25% of the consolidated assets of FirstMerit, (ii) any tender offer or exchange offer that, if consummated, would result in such third party beneficially owning more than 25% of any class of equity or voting securities of FirstMerit or its Subsidiaries whose assets, individually or in the aggregate, constitute more than 25% of the consolidated assets of FirstMerit, or (iii) a merger, consolidation, share exchange or other business combination, reorganization involving FirstMerit or its Subsidiaries whose assets, individually or in the aggregate, constitute more than 25% of the consolidated assets of FirstMerit, except, in each case, any sale of whole loans and securitizations in the ordinary course of business and any *bona fide* internal reorganization.

(b) Nothing contained in this Agreement shall prevent FirstMerit or its Board of Directors from complying with Rule 14d-9 and Rule 14e-2 under the Exchange Act or Item 1012(a) of Regulation M-A with respect to an Acquisition Proposal or from making any legally required disclosure to FirstMerit's stockholders; provided, that such Rules will in no way eliminate or modify the effect that any action pursuant to such Rules would otherwise have under this Agreement.

6.14 Public Announcements. FirstMerit and Huntington shall each use their reasonable best efforts (a) to develop a joint communications plan, (b) to ensure that all press releases and other public statements with respect to the transactions contemplated hereby shall be consistent with such joint communications plan, and (c) except in respect of any announcement

required by (i) applicable law or regulation, (ii) a request by a Governmental Entity, (iii) communications that are substantially similar to communications previously approved pursuant to this Section 6.14, (iv) communications permitted by Section 6.3 or Section 6.13 or (v) an obligation pursuant to any listing agreement with or rules of any securities exchange, FirstMerit and Huntington agree to consult with each other and to obtain the advance approval of the other party (which approval shall not be unreasonably withheld, conditioned or delayed) before issuing any press release or, to the extent practical, otherwise making any public statement with respect to this Agreement or the transactions contemplated hereby.

6.15 Change of Method. Huntington may at any time change the method of effecting the Mergers if and to the extent requested by Huntington, and FirstMerit agrees to enter into such amendments to this Agreement as Huntington may reasonably request in order to give effect to such restructuring; provided, however, that no such change or amendment shall (i) alter or change the amount or kind of the Merger Consideration provided for in this Agreement, (ii) adversely affect the Tax treatment of the Mergers with respect to FirstMerit's shareholders or (iii) be reasonably likely to cause the Closing to be materially delayed or the receipt of the Requisite Regulatory Approvals to be prevented or materially delayed.

6.16 Restructuring Efforts. If either FirstMerit or Huntington shall have failed to obtain the Requisite FirstMerit Vote or the Requisite Huntington Vote at the duly convened FirstMerit Meeting or Huntington Meeting, as applicable, or any adjournment or postponement thereof, each of the parties shall in good faith use its reasonable best efforts to negotiate a restructuring of the transaction contemplated by this Agreement (provided, however, that no party shall have any obligation to agree to (i) alter or change any material term of this Agreement, including the amount or kind of the Merger Consideration, in a manner adverse to such party or its shareholders or (ii) adversely affect the Tax treatment of the Mergers with respect to FirstMerit's shareholders) and/or resubmit this Agreement or the transactions contemplated hereby (or as restructured pursuant to this Section 6.16) to its shareholders for approval or adoption.

6.17 Takeover Statutes. Neither FirstMerit nor Huntington shall take any action that would cause any Takeover Statute to become applicable to this Agreement, the Merger, or any of the other transactions contemplated hereby, and each of Huntington and FirstMerit shall take all necessary steps to exempt (or ensure the continued exemption of) the Merger and the other transactions contemplated hereby from any applicable Takeover Statute now or hereafter in effect. If any Takeover Statute may become, or may purport to be, applicable to the transactions contemplated hereby, each of Huntington and FirstMerit will grant such approvals and take such actions as are necessary so that the transactions contemplated by this Agreement may be consummated as promptly as practicable on the terms contemplated hereby and otherwise act to eliminate or minimize the effects of any Takeover Statute on any of the transactions contemplated by this Agreement, including, if necessary, challenging the validity or applicability of any such Takeover Statute.

6.18 Exemption from Liability Under Section 16(b). FirstMerit and Huntington agree that, in order to most effectively compensate and retain those officers and directors of FirstMerit subject to the reporting requirements of Section 16(a) of the Exchange Act (the

"FirstMerit Insiders"), both prior to and after the Effective Time, it is desirable that FirstMerit Insiders not be subject to a risk of liability under Section 16(b) of the Exchange Act to the fullest extent permitted by applicable law in connection with the conversion of shares of FirstMerit Common Stock and FirstMerit Equity Awards in the Merger and FirstMerit Preferred Stock in the Second Step Merger, and for that compensatory and retentive purpose agree to the provisions of this Section 6.18. The Boards of Directors of Huntington and of FirstMerit, or a committee of non-employee directors thereof (as such term is defined for purposes of Rule 16b-3(d) under the Exchange Act), shall reasonably promptly after the date of this Agreement, and in any event prior to (i) the Effective Time, take all such steps as may be necessary or appropriate to cause (x) any dispositions of FirstMerit Common Stock or FirstMerit Equity Awards and (y) any acquisitions of Huntington Common Stock and (ii) the Second Effective Time, take all such steps as may be necessary or appropriate to cause (x) any dispositions of FirstMerit Preferred Stock and (y) any acquisitions of New Huntington Preferred Stock, in each case pursuant to the transactions contemplated by this Agreement and by any FirstMerit Insiders who, immediately following the Merger, will be officers or directors of Huntington or of the Surviving Company subject to the reporting requirements of Section 16(a) of the Exchange Act, to be exempt from liability pursuant to Rule 16b-3 under the Exchange Act to the fullest extent permitted by applicable law.

6.19 Litigation and Claims. Each of Huntington and FirstMerit shall promptly notify the other party in writing of any action, arbitration, audit, hearing, investigation, litigation, suit, subpoena or summons issued, commenced, brought, conducted or heard by or before, or otherwise involving, any Governmental Entity or arbitrator pending or, to the knowledge of Huntington or FirstMerit, as applicable, threatened against Huntington, FirstMerit or any of their respective Subsidiaries that (a) questions or would reasonably be expected to question the validity of this Agreement, the Bank Merger Agreement or the other agreements contemplated hereby or thereby or any actions taken or to be taken by Huntington, FirstMerit, or their respective Subsidiaries with respect hereto or thereto, or (b) seeks to enjoin or otherwise restrain the transactions contemplated hereby or thereby. FirstMerit shall give Huntington the opportunity to participate at its own expense in the defense or settlement of any shareholder litigation against FirstMerit and/or its directors or affiliates relating to the transactions contemplated by this Agreement, and no such settlement shall be agreed without Huntington's prior written consent (such consent not to be unreasonably withheld, conditioned or delayed).

6.20 Assumption of FirstMerit Debt. Huntington agrees to execute and deliver, or cause to be executed and delivered, by or on behalf of Huntington, the Surviving Company or The Huntington National Bank (as the case may be), at or prior to the Second Effective Time or at or prior to the effective time for the Bank Merger for any debt of FirstMerit Bank, one or more supplemental indentures, guarantees, and other instruments required for the due assumption of FirstMerit's or the FirstMerit Bank's outstanding debt, guarantees, securities, and other agreements to the extent required by the terms of such debt, guarantees, securities, and other agreements.

6.21 No Control of Other Party's Business. Nothing contained in this Agreement shall give Huntington, directly or indirectly, the right to control or direct the operations of FirstMerit or its Subsidiaries prior to the Effective Time, and nothing contained in

this Agreement shall give FirstMerit, directly or indirectly, the right to control or direct the operations of Huntington or its Subsidiaries prior to the Effective Time. Prior to the Effective Time, each of Huntington and FirstMerit shall exercise, consistent with the terms and conditions of this Agreement, complete control and supervision over its and its Subsidiaries' respective operations.

ARTICLE VII

CONDITIONS PRECEDENT

7.1 Conditions to Each Party's Obligation to Effect the Merger. The respective obligations of the parties to effect the Merger shall be subject to the satisfaction at or prior to the Effective Time of the following conditions:

(a) Shareholder Approval. This Agreement shall have been adopted by the shareholders of FirstMerit by the Requisite FirstMerit Vote, and the Requisite Huntington Vote shall have been obtained.

(b) Stock Exchange Listing. The shares of Huntington Common Stock that shall be issuable pursuant to this Agreement shall have been authorized for listing on the NASDAQ, and the New Huntington Preferred Stock that shall be issuable pursuant to this Agreement shall have been authorized for listing on the NYSE or the NASDAQ, in each case subject to official notice of issuance.

(c) S-4. The S-4 shall have become effective under the Securities Act and no stop order suspending the effectiveness of the S-4 shall have been issued and no proceedings for that purpose shall have been initiated or threatened by the SEC and not withdrawn.

(d) No Injunctions or Restraints; Illegality. No order, injunction or decree issued by any court or agency of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Merger or the Bank Merger shall be in effect. No statute, rule, regulation, order, injunction or decree shall have been enacted, entered, promulgated or enforced by any Governmental Entity which prohibits or makes illegal consummation of the Merger.

(e) Regulatory Approvals. All regulatory authorizations, consents, orders or approvals (x) from the Federal Banking Agencies, (y) required under the HSR Act, and (z) set forth in Sections 3.4 and 4.4 which are necessary to consummate the transaction contemplated by this Agreement, including the Mergers and the Bank Merger, or those the failure of which to be obtained would reasonably be likely to have, individually or in the aggregate, a Material Adverse Effect on Huntington or the Surviving Company, shall have been obtained and shall remain in full force and effect and all statutory waiting periods in respect thereof shall have expired (such approvals and the expiration of such waiting periods being referred to herein as the "Requisite Regulatory Approvals").

7.2 Conditions to Obligations of Huntington and Merger Sub. The obligation of Huntington and Merger Sub to effect the Merger is also subject to the satisfaction, or waiver by Huntington, at or prior to the Effective Time, of the following conditions:

(a) Representations and Warranties. The representations and warranties of FirstMerit set forth in (i) Sections 3.2(a) and 3.8(a) (in each case after giving effect to the lead-in to Article III) shall be true and correct (other than, in the case of Section 3.2(a), such failures to be true and correct as are insignificant) in each case as of the date of this Agreement and (except to the extent such representations and warranties speak as of an earlier date) as of the Closing Date as though made on and as of the Closing Date, and (ii) in Sections 3.1(a), 3.1(b) (with respect to Significant Subsidiaries only) and 3.3(a) (in each case, after giving effect to the lead-in to Article III) shall be true and correct in all material respects as of the date of this Agreement and (except to the extent such representations and warranties speak as of an earlier date) as of the Closing Date as though made on and as of the Closing Date. All other representations and warranties of FirstMerit set forth in this Agreement (read without giving effect to any qualification as to materiality or Material Adverse Effect set forth in such representations or warranties but, in each case, after giving effect to the lead-in to Article III) shall be true and correct in all respects as of the date of this Agreement and (except to the extent such representations and warranties speak as of an earlier date) as of the Closing Date as though made on and as of the Closing Date; provided, however, that for purposes of this sentence, such representations and warranties shall be deemed to be true and correct unless the failure or failures of such representations and warranties to be so true and correct, either individually or in the aggregate, and without giving effect to any qualification as to materiality or Material Adverse Effect set forth in such representations or warranties, has had or would reasonably be likely to have a Material Adverse Effect on FirstMerit or the Surviving Company. Huntington shall have received a certificate signed on behalf of FirstMerit by the Chief Executive Officer and the Chief Financial Officer of FirstMerit to the foregoing effect.

(b) Performance of Obligations of FirstMerit. FirstMerit shall have performed in all material respects the obligations required to be performed by it under this Agreement at or prior to the Closing Date, and Huntington shall have received a certificate signed on behalf of FirstMerit by the Chief Executive Officer and the Chief Financial Officer of FirstMerit to such effect.

(c) Federal Tax Opinion. Huntington shall have received the opinion of Wachtell, Lipton, Rosen & Katz, in form and substance reasonably satisfactory to Huntington, dated as of the Closing Date, to the effect that, on the basis of facts, representations and assumptions set forth or referred to in such opinion, the Mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. In rendering such opinion, counsel may require and rely upon representations contained in certificates of officers of Huntington, FirstMerit, and Merger Sub, reasonably satisfactory in form and substance to such counsel.

7.3 Conditions to Obligations of FirstMerit. The obligation of FirstMerit to effect the Merger is also subject to the satisfaction or waiver by FirstMerit at or prior to the Effective Time of the following conditions:

(a) Representations and Warranties. The representations and warranties of Huntington set forth in (i) Sections 4.2(a) and 4.8 (in each case, after giving effect to the lead-in to Article IV) shall be true and correct (other than, in the case of Section 4.2(a), such failures to be true and correct as are insignificant) in each case as of the date of this Agreement and (except to the extent such representations and warranties speak as of an earlier date) as of the Closing Date as though made on and as of the Closing Date, and (ii) Sections 4.1(a), 4.1(b) (with respect to Significant Subsidiaries only), 4.2(c) and 4.3(a) (in each case, after giving effect to the lead-in to Article IV) shall be true and correct in all material respects as of the date of this Agreement and (except to the extent such representations and warranties speak as of an earlier date) as of the Closing Date as though made on and as of the Closing Date. All other representations and warranties of Huntington set forth in this Agreement (read without giving effect to any qualification as to materiality or Material Adverse Effect set forth in such representations or warranties but, in each case, after giving effect to the lead-in to Article IV) shall be true and correct in all respects as of the date of this Agreement and (except to the extent such representations and warranties speak as of an earlier date) as of the Closing Date as though made on and as of the Closing Date; provided, however, that for purposes of this sentence, such representations and warranties shall be deemed to be true and correct unless the failure or failures of such representations and warranties to be so true and correct, either individually or in the aggregate, and without giving effect to any qualification as to materiality or Material Adverse Effect set forth in such representations or warranties, has had or would reasonably be likely to have a Material Adverse Effect on Huntington. FirstMerit shall have received a certificate signed on behalf of Huntington by the Chief Executive Officer and the Chief Financial Officer of Huntington to the foregoing effect.

(b) Performance of Obligations of Huntington. Huntington shall have performed in all material respects the obligations required to be performed by it under this Agreement at or prior to the Closing Date, and FirstMerit shall have received a certificate signed on behalf of Huntington by the Chief Executive Officer and the Chief Financial Officer of Huntington to such effect.

(c) Federal Tax Opinion. FirstMerit shall have received the opinion of Sullivan & Cromwell LLP, in form and substance reasonably satisfactory to FirstMerit, dated as of the Closing Date, to the effect that, on the basis of facts, representations and assumptions set forth or referred to in such opinion, the Mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. In rendering such opinion, counsel may require and rely upon representations contained in certificates of officers of Huntington, Merger Sub, and FirstMerit, reasonably satisfactory in form and substance to such counsel.

ARTICLE VIII

TERMINATION AND AMENDMENT

8.1 Termination. This Agreement may be terminated at any time prior to the Effective Time, whether before or after adoption of this Agreement by the shareholders of FirstMerit:

(a) by mutual consent of Huntington and FirstMerit in a written instrument;

(b) by either Huntington or FirstMerit if any Governmental Entity that must grant a Requisite Regulatory Approval has denied approval of the Merger or the Bank Merger and such denial has become final and nonappealable or any Governmental Entity of competent jurisdiction shall have issued a final nonappealable order, injunction or decree permanently enjoining or otherwise prohibiting or making illegal the consummation of the Merger or the Bank Merger, unless the failure to obtain a Requisite Regulatory Approval shall be due to the failure of the party seeking to terminate this Agreement to perform or observe the covenants and agreements of such party set forth herein;

(c) by either Huntington or FirstMerit if the Merger shall not have been consummated on or before the first anniversary of the date of this Agreement (the "Termination Date"), unless the failure of the Closing to occur by such date shall be due to the failure of the party seeking to terminate this Agreement to perform or observe the covenants and agreements of such party set forth herein;

(d) by either Huntington or FirstMerit (provided, that the terminating party is not then in material breach of any representation, warranty, covenant or other agreement contained herein) if there shall have been a breach of any of the covenants or agreements or any of the representations or warranties (or any such representation or warranty shall cease to be true) set forth in this Agreement on the part of FirstMerit, in the case of a termination by Huntington, or Huntington, in the case of a termination by FirstMerit, which breach or failure to be true, either individually or in the aggregate with all other breaches by such party (or failures of such representations or warranties to be true), would constitute, if occurring or continuing on the Closing Date, the failure of a condition set forth in Section 7.2 or Section 7.3, as the case may be, and which is not cured within the earlier of the Termination Date and 45 days following written notice to FirstMerit, in the case of a termination by Huntington, or Huntington, in the case of a termination by FirstMerit, or by its nature or timing cannot be cured during such period; or

(e) by Huntington, if (i) prior to such time as the Requisite FirstMerit Vote is obtained, FirstMerit or the Board of Directors of FirstMerit (A) submits this Agreement to its shareholders without a recommendation for approval, or otherwise withdraws or materially and adversely modifies (or discloses its intention to withdraw or materially and adversely modify) its recommendation as contemplated by Section 6.3(a), or recommends to its shareholders an Acquisition Proposal other than the Merger, or (B) materially breaches its obligations under Section 6.3 or Section 6.13; or (ii) a tender offer or exchange offer for 20% or more of the

outstanding shares of FirstMerit Common Stock is commenced (other than by Huntington or a Subsidiary thereof), and the Board of Directors of FirstMerit recommends that the shareholders of FirstMerit tender their shares in such tender or exchange offer or otherwise fails to recommend that such shareholders reject such tender offer or exchange offer within the ten (10) business day period specified in Rule 14e-2(a) under the Exchange Act.

The party desiring to terminate this Agreement pursuant to clause (b), (c), (d) or (e) of this Section 8.1 shall give written notice of such termination to the other party in accordance with Section 9.5, specifying the provision or provisions hereof pursuant to which such termination is effected.

8.2 Effect of Termination.

(a) In the event of termination of this Agreement by either Huntington or FirstMerit as provided in Section 8.1, this Agreement shall forthwith become void and have no effect, and none of Huntington, FirstMerit, any of their respective Subsidiaries or any of the officers or directors of any of them shall have any liability of any nature whatsoever hereunder, or in connection with the transactions contemplated hereby, except that (i) Section 6.2(c) and this Section 8.2 and Article IX shall survive any termination of this Agreement, and (ii) notwithstanding anything to the contrary contained in this Agreement, neither Huntington nor FirstMerit shall be relieved or released from any liabilities or damages arising out of its fraud or willful and material breach of any provision of this Agreement (which, in the case of FirstMerit, shall include the loss to the holders of FirstMerit Common Stock of the economic benefits of the Merger, including the loss of the premium offered to the shareholders of FirstMerit).

(i) In the event that after the date of this Agreement and prior to the termination of this Agreement, a *bona fide* Acquisition Proposal shall have been made known to senior management of FirstMerit or shall have been made directly to its shareholders generally or any person shall have publicly announced (and not withdrawn) a *bona fide* Acquisition Proposal with respect to FirstMerit and (A) thereafter this Agreement is terminated by either Huntington or FirstMerit pursuant to Section 8.1(c) without the Requisite FirstMerit Vote having been obtained or (B) thereafter this Agreement is terminated by Huntington pursuant to Section 8.1(d), and (C) prior to the date that is twelve (12) months after the date of such termination, FirstMerit enters into a definitive agreement or consummates a transaction with respect to an Acquisition Proposal (whether or not the same Acquisition Proposal as that referred to above), then, if such transaction is consummated, FirstMerit shall, on the date of consummation of such transaction, pay Huntington, by wire transfer of same day funds, a fee equal to $100,600,000 (the "Termination Fee"); provided, that for purposes of this Section 8.2(a)(i), all references in the definition of Acquisition Proposal to "25%" shall instead refer to "50%".

(ii) In the event that this Agreement is terminated by Huntington pursuant to Section 8.1(e), then FirstMerit shall pay Huntington, by wire transfer of same day funds, the Termination Fee as promptly as reasonably practicable after the date of termination (and in any event, within three (3) business days thereafter).

(b) Notwithstanding anything to the contrary herein, but without limiting the right of any party to recover liabilities or damages, the maximum aggregate amount of fees

payable by FirstMerit under this Section 8.2 shall be equal to the Termination Fee. In no event shall FirstMerit be required to pay the Termination Fee on more than one occasion.

(c) Each of Huntington and FirstMerit acknowledges that the agreements contained in this Section 8.2 are an integral part of the transactions contemplated by this Agreement, and that, without these agreements, the other party would not enter into this Agreement; accordingly, if FirstMerit fails promptly to pay the amount due pursuant to this Section 8.2, and, in order to obtain such payment, Huntington commences a suit which results in a judgment against FirstMerit for the Termination Fee or any portion thereof, FirstMerit shall pay the costs and expenses of Huntington (including reasonable attorneys' fees and expenses) in connection with such suit. In addition, if FirstMerit fails to pay the amounts payable pursuant to this Section 8.2, then FirstMerit shall pay interest on such overdue amounts (for the period commencing as of the date that such overdue amount was originally required to be paid and ending on the date that such overdue amount is actually paid in full) at a rate per annum equal to the "prime rate" (as announced by JPMorgan Chase & Co. or any successor thereto) in effect on the date on which such payment was required to be made for the period commencing as of the date that such overdue amount was originally required to be paid. The amounts payable by FirstMerit pursuant to Section 8.2(a)(i) constitute liquidated damages and not a penalty, and, except in the case of fraud or willful and material breach, shall be the sole monetary remedy of Huntington in the event of a termination of this Agreement specified in such section.

ARTICLE IX

GENERAL PROVISIONS

9.1 Nonsurvival of Representations, Warranties and Agreements. None of the representations, warranties, covenants and agreements in this Agreement or in any instrument delivered pursuant to this Agreement (other than the Confidentiality Agreement, which shall survive in accordance with its terms) shall survive the Effective Time, except for Section 6.8 and for those other covenants and agreements contained herein and therein which by their terms apply or are to be performed in whole or in part after the Effective Time.

9.2 Amendment. Subject to compliance with applicable law, this Agreement may be amended by the parties hereto, by action taken or authorized by their respective Boards of Directors, at any time before or after approval of the matters presented in connection with the Merger by the shareholders of FirstMerit; provided, however, that after the adoption of this Agreement by the shareholders of FirstMerit or Huntington, there may not be, without further approval of such shareholders, any amendment of this Agreement that requires further approval under applicable law. This Agreement may not be amended, modified or supplemented in any manner, whether by course of conduct or otherwise, except by an instrument in writing specifically designated as an amendment hereto, signed on behalf of each of the parties in interest at the time of the amendment.

9.3 Extension; Waiver. At any time prior to the Effective Time, the parties hereto, may, to the extent legally allowed, (a) extend the time for the performance of any of the obligations or other acts of the other parties hereto, (b) waive any inaccuracies in the

representations and warranties contained herein or in any document delivered pursuant hereto, and (c) waive compliance with any of the agreements or satisfaction of any conditions contained herein; provided, however, that after adoption of this Agreement by the shareholders of FirstMerit or Huntington, there may not be, without further approval of such shareholders, any extension or waiver of this Agreement or any portion thereof that requires further approval under applicable law. Any agreement on the part of a party hereto to any such extension or waiver shall be valid only if set forth in a written instrument signed on behalf of such party, but such extension or waiver or failure to insist on strict compliance with an obligation, covenant, agreement or condition shall not operate as a waiver of, or estoppel with respect to, any subsequent or other failure.

9.4 Expenses. Except (i) with respect to costs and expenses of printing and mailing the Joint Proxy Statement and all filing and other fees paid to the SEC in connection with the Merger, which shall be borne equally by Huntington and FirstMerit, (ii) with respect to costs and expenses of all filing and other fees in connection with any filing under the HSR Act, which shall be borne by Huntington and (iii) as otherwise provided in Section 8.2, all fees and expenses incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the party incurring such fees or expenses, whether or not the Merger is consummated.

9.5 Notices. All notices and other communications hereunder shall be in writing and shall be deemed duly given (a) on the date of delivery if delivered personally, or if by facsimile or email, upon confirmation of receipt, (b) on the first (1st) business day following the date of dispatch if delivered utilizing a next-day service by a recognized next-day courier or (c) on the earlier of confirmed receipt or the fifth (5th) business day following the date of mailing if delivered by registered or certified mail, return receipt requested, postage prepaid. All notices hereunder shall be delivered to the addresses set forth below, or pursuant to such other instructions as may be designated in writing by the party to receive such notice:

if to FirstMerit, to:

FirstMerit Corporation
III Cascade Plaza
Akron, Ohio 44308
Attention: Paul G. Greig,
Chairman, President and CEO
Facsimile: 330-849-8722; and

Carlton E. Langer
EVP, Chief Legal Officer and Corporate Secretary
Facsimile: 330-384-7271

With a copy (which shall not constitute notice) to:

Sullivan & Cromwell LLP
125 Broad Street

New York, NY 10004
Attention: H. Rodgin Cohen, Mark J. Menting, and Jared M. Fishman
Facsimile: (212) 291-9028

and

if to Huntington or to Merger Sub, to:

Huntington Bancshares Incorporated
41 South High Street
Columbus, Ohio 43287
Attention: Richard A. Cheap, Esq., General Counsel and Secretary
Facsimile: (614) 480-5485

With a copy (which shall not constitute notice) to:

Wachtell, Lipton, Rosen & Katz
51 W. 52nd Street
New York, NY 10019
Attention: Edward D. Herlihy, Nicholas G. Demmo, and Mark F. Veblen
Facsimile: (212) 403-2000

9.6 Interpretation. The parties have participated jointly in negotiating and drafting this Agreement. In the event that an ambiguity or a question of intent or interpretation arises, this Agreement shall be construed as if drafted jointly by the parties, and no presumption or burden of proof shall arise favoring or disfavoring any party by virtue of the authorship of any provision of this Agreement. When a reference is made in this Agreement to Articles, Sections, Exhibits or Schedules, such reference shall be to an Article or Section of or Exhibit or Schedule to this Agreement unless otherwise indicated. The table of contents and headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement. Whenever the words "include," "includes" or "including" are used in this Agreement, they shall be deemed to be followed by the words "without limitation." References to "the date hereof" shall mean the date of this Agreement. As used in this Agreement, the "knowledge" of FirstMerit means the actual knowledge of any of the officers of FirstMerit listed on Section 9.6 of the FirstMerit Disclosure Schedule, and the "knowledge" of Huntington means the actual knowledge of any of the officers of Huntington listed on Section 9.6 of the Huntington Disclosure Schedule. As used herein, (i) "business day" means any day other than a Saturday, a Sunday or a day on which banks in New York, New York, Columbus, Ohio or Akron, Ohio are authorized by law or executive order to be closed, (ii) the term "person" means any individual, corporation (including not-for-profit), general or limited partnership, limited liability company, joint venture, estate, trust, association, organization, Governmental Entity or other entity of any kind or nature, (iii) an "affiliate" of a specified person is any person that directly or indirectly controls, is controlled by, or is under common control with, such specified person and (iv) the term "made available" means any document or other information that was (a) provided by one party or its representatives to the other party and its representatives

prior to the date hereof, (b) included in the virtual data room of a party prior to the date hereof or (c) filed by a party with the SEC and publicly available on EDGAR prior to the date hereof. The FirstMerit Disclosure Schedule and the Huntington Disclosure Schedule, as well as all other schedules and all exhibits hereto, shall be deemed part of this Agreement and included in any reference to this Agreement. All references to "dollars" or "$" in this Agreement are to United States dollars. This Agreement shall not be interpreted or construed to require any person to take any action, or fail to take any action, if to do so would violate any applicable law. No disclosure, representation or warranty shall be required to be made (or any other action taken) pursuant to this Agreement that would involve the disclosure of confidential supervisory information of a Governmental Entity by any party hereto to the extent prohibited by applicable law, and, to the extent legally permissible, appropriate substitute disclosures or actions shall be made or taken under circumstances in which the limitations of this sentence apply.

9.7 Counterparts. This Agreement may be executed in two or more counterparts (including by facsimile or other electronic means), all of which shall be considered one and the same agreement and shall become effective when counterparts have been signed by each of the parties and delivered to the other parties, it being understood that all parties need not sign the same counterpart.

9.8 Entire Agreement. This Agreement (including the documents and the instruments referred to herein) together with the Confidentiality Agreement constitutes the entire agreement among the parties and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof.

9.9 Governing Law; Jurisdiction

(a) This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to any applicable conflicts of law (except that matters relating to the fiduciary duties of the Board of Directors of FirstMerit shall be subject to the laws of the State of Ohio and matters relating to the fiduciary duties of the Board of Directors of Huntington shall be subject to the laws of the State of Maryland).

(b) Each party agrees that it will bring any action or proceeding in respect of any claim arising out of or related to this Agreement or the transactions contemplated hereby exclusively in any federal or state court of competent jurisdiction located in the State of Delaware (the "Chosen Courts"), and, solely in connection with claims arising under this Agreement or the transactions that are the subject of this Agreement, (i) irrevocably submits to the exclusive jurisdiction of the Chosen Courts, (ii) waives any objection to laying venue in any such action or proceeding in the Chosen Courts, (iii) waives any objection that the Chosen Courts are an inconvenient forum or do not have jurisdiction over any party and (iv) agrees that service of process upon such party in any such action or proceeding will be effective if notice is given in accordance with Section 9.5.

9.10 Waiver of Jury Trial. EACH PARTY ACKNOWLEDGES AND AGREES THAT ANY CONTROVERSY WHICH MAY ARISE UNDER THIS AGREEMENT IS LIKELY TO INVOLVE COMPLICATED AND DIFFICULT ISSUES, AND THEREFORE

EACH SUCH PARTY HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY RIGHT SUCH PARTY MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY SUIT, ACTION OR OTHER PROCEEDING DIRECTLY OR INDIRECTLY ARISING OUT OF OR RELATING TO THIS AGREEMENT OR THE TRANSACTIONS CONTEMPLATED BY THIS AGREEMENT. EACH PARTY CERTIFIES AND ACKNOWLEDGES THAT: (I) NO REPRESENTATIVE, AGENT OR ATTORNEY OF ANY OTHER PARTY HAS REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PARTY WOULD NOT, IN THE EVENT OF ANY SUIT, ACTION OR OTHER PROCEEDING, SEEK TO ENFORCE THE FOREGOING WAIVER, (II) EACH PARTY UNDERSTANDS AND HAS CONSIDERED THE IMPLICATIONS OF THIS WAIVER, (III) EACH PARTY MAKES THIS WAIVER VOLUNTARILY, AND (IV) EACH PARTY HAS BEEN INDUCED TO ENTER INTO THIS AGREEMENT BY, AMONG OTHER THINGS, THE MUTUAL WAIVERS AND CERTIFICATIONS IN THIS SECTION 9.10.

9.11 Assignment; Third-Party Beneficiaries. Neither this Agreement nor any of the rights, interests or obligations shall be assigned by any of the parties hereto (whether by operation of law or otherwise) without the prior written consent of the other party. Any purported assignment in contravention hereof shall be null and void. Subject to the preceding sentence, this Agreement will be binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns. Except as otherwise specifically provided in Section 6.8, which is intended to benefit each FirstMerit Indemnified Party and his or her heir and representatives, this Agreement (including the documents and instruments referred to herein) is not intended to and does not confer upon any person other than the parties hereto any rights or remedies hereunder, including the right to rely upon the representations and warranties set forth herein. The representations and warranties in this Agreement are the product of negotiations among the parties hereto and are for the sole benefit of the parties. Any inaccuracies in such representations and warranties are subject to waiver by the parties hereto in accordance herewith without notice or liability to any other person. In some instances, the representations and warranties in this Agreement may represent an allocation among the parties hereto of risks associated with particular matters regardless of the knowledge of any of the parties hereto. Consequently, persons other than the parties may not rely upon the representations and warranties in this Agreement as characterizations of actual facts or circumstances as of the date of this Agreement or as of any other date. Except as provided in Section 6.8, notwithstanding any other provision in this Agreement to the contrary, no consent, approval or agreement of any third-party beneficiary will be required to amend, modify or waive any provision of this Agreement.

9.12 Specific Performance. The parties hereto agree that irreparable damage would occur if any provision of this Agreement were not performed in accordance with its specific terms or were otherwise breached. Accordingly, the parties shall be entitled to specific performance of the terms of this Agreement, including an injunction or injunctions to prevent breaches of this Agreement or to enforce specifically the performance of the terms and provisions hereof (including the parties' obligation to consummate the Merger), in addition to any other remedy to which they are entitled at law or in equity. Each of the parties hereby further waives (a) any defense in any action for specific performance that a remedy at law would

be adequate and (b) any requirement under any law to post security or a bond as a prerequisite to obtaining equitable relief.

9.13 Severability. Whenever possible, each provision or portion of any provision of this Agreement shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision or portion of any provision of this Agreement is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision or portion of any provision in such jurisdiction, and this Agreement shall be reformed, construed and enforced in such jurisdiction such that the invalid, illegal or unenforceable provision or portion thereof shall be interpreted to be only so broad as is enforceable.

9.14 Delivery by Facsimile or Electronic Transmission. This Agreement and any signed agreement or instrument entered into in connection with this Agreement, and any amendments or waivers hereto or thereto, to the extent signed and delivered by means of a facsimile machine or by e-mail delivery of a ".pdf" format data file, shall be treated in all manner and respects as an original agreement or instrument and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person. No party hereto or to any such agreement or instrument shall raise the use of a facsimile machine or e-mail delivery of a ".pdf" format data file to deliver a signature to this Agreement or any amendment hereto or the fact that any signature or agreement or instrument was transmitted or communicated through the use of a facsimile machine or e-mail delivery of a ".pdf" format data file as a defense to the formation of a contract and each party hereto forever waives any such defense.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first above written.

Huntington Bancshares Incorporated

By: _____
Name: Stephen D. Steinour
Title: Chairman, President and Chief Executive Officer

West Subsidiary Corporation

By: _____
Name: Howell D. McCullough III
Title: President

[*Signature Page to Agreement and Plan of Merger*]

FirstMerit Corporation

By: _____
Name: Paul G. Greig
Title: Chairman, President & CEO

[Signature Page to Agreement and Plan of Merger]

EXHIBIT A
BANK MERGER AGREEMENT

AGREEMENT AND PLAN OF MERGER OF FIRSTMERIT BANK, NATIONAL ASSOCIATION WITH AND INTO THE HUNTINGTON NATIONAL BANK

This Agreement and Plan of Merger (this "Agreement"), dated as of January 25, 2016, is made by and between The Huntington National Bank, a national bank, and FirstMerit Bank, National Association, a national bank ("FirstMerit Bank").

WITNESSETH:

WHEREAS, The Huntington National Bank, a national banking association duly organized and existing under the laws of the United States, with its main office located in Columbus, Ohio, all the issued and outstanding capital stock of which is owned as of the date hereof directly by Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), has authorized capital stock consisting of (a) 4,000,000 shares of common stock, par value $10 per share, of which 4,000,000 shares of common stock are issued and outstanding as of the date hereof; and (b) 16,900,000 shares of preferred stock, of which 500,000 shares are designated Class B preferred stock, par value $1,000 per share, 2,000,000 shares are designated Class C preferred stock, par value $25 per share, 14,000,000 shares are designated Class D preferred stock, par value $25 per share and 400,000 shares are designated Class E preferred stock, par value $1,000 per share, of which no shares are issued and outstanding as of the date hereof;

WHEREAS, FirstMerit Bank, a national banking association duly organized and existing under the laws of the United States, with its main office located in Akron, Ohio, all the issued and outstanding capital stock of which is owned as of the date hereof directly by FirstMerit Corporation, an Ohio corporation ("FirstMerit"), has authorized capital stock consisting of 6,000,000 shares of common stock, par value $10.00 per share, of which 2,417,900 shares of common stock are issued and outstanding as of the date hereof, and 1,100 shares of preferred stock, of which no shares of preferred stock are issued and outstanding as of the date hereof;

WHEREAS, Huntington, FirstMerit, and West Subsidiary Corporation, an Ohio corporation and direct, wholly owned subsidiary of Huntington ("Merger Sub"), have entered into an Agreement and Plan of Merger, dated as of January 25, 2016 (as amended and/or supplemented from time to time, the "Merger Agreement"), pursuant to which, subject to the terms and conditions thereof, (i) Merger Sub will merge with and into FirstMerit, with FirstMerit surviving the merger as the surviving corporation and continuing as the direct parent of FirstMerit Bank (the "Merger") and (ii) as soon as practicable following the Merger, FirstMerit will merge with and into Huntington, with Huntington surviving the merger as the surviving corporation and as the direct parent of FirstMerit Bank (the "Second Step Merger", and collectively with the "Merger", the "Mergers");

WHEREAS, contingent upon the Mergers, on the terms and subject to the conditions contained in this Agreement, the parties to this Agreement intend to effect the merger of FirstMerit Bank with and into The Huntington National Bank, with The Huntington National Bank surviving the merger (the "Bank Merger"); and

WHEREAS, the board of directors of The Huntington National Bank and the board of directors of FirstMerit Bank deem the Bank Merger desirable and in the best interests of their respective banks, and have authorized and approved the execution and delivery of this Agreement and the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

ARTICLE I

BANK MERGER

Section 1.01 The Bank Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as defined below), FirstMerit Bank shall be merged with and into The Huntington National Bank in accordance with the provisions of 12 U.S.C. § 215a and 12 U.S.C. § 1828(c). At the Effective Time, the separate existence of FirstMerit Bank shall cease, and The Huntington National Bank, as the surviving entity (the "Surviving Bank"), shall continue its existence under the laws of the United States as a national banking association. All rights, franchises, and interests of FirstMerit Bank in and to every type of property (real, personal, and mixed) and choses in action shall be transferred to and vested in the Surviving Bank by virtue of the Bank Merger without any deed or other transfer. The Surviving Bank, upon the Bank Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, and receiver, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by FirstMerit Bank at the time of the Bank Merger, subject to applicable provisions of 12 U.S.C. § 215a. The Surviving Bank shall be responsible for all of the liabilities of every kind and description, including liabilities arising from the operation of any trust department, of each of the merging banks existing as of the Effective Time of the Bank Merger. Immediately following the Effective Time, the Surviving Bank shall continue to operate the main office and each of the branches of FirstMerit Bank existing as of the Effective Time as branches of the Surviving Bank at the officially designated address of each such office or branch and shall continue to operate each of the branches of the Surviving Bank existing at the Effective Time, in each case without limiting the authority under applicable law of The Huntington National Bank or of the Surviving Bank (as applicable) to close, relocate or otherwise make any change regarding any such branch.

Section 1.02 Closing. The closing of the Bank Merger will take place immediately following the Second Step Merger or at such other time and date as Huntington may determine in its sole discretion, but in no case prior to the date on which all of the conditions precedent to the consummation of the Bank Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof, at such place as is agreed by the parties hereto.

Section 1.03 Effective Time. Subject to applicable law, the Bank Merger shall become effective upon the issuance of a certification of merger by the Office of the Comptroller of the Currency ("OCC") (such date and time being herein referred to as the "Effective Time").

Section 1.04 Articles of Association and By-laws. The national bank charter, articles of association and bylaws of The Huntington National Bank in effect immediately prior to the Effective Time shall be the national bank charter, articles of association and the bylaws of the Surviving Bank, in each case until amended in accordance with applicable law and the terms thereof.

Section 1.05 Board of Directors. At the Effective Time, the board of directors of the Surviving Bank shall consist of those persons serving as directors of The Huntington National Bank immediately prior to the Effective Time.

Section 1.06 Officers. At the Effective Time, the officers of The Huntington National Bank shall continue to serve in their respective capacity as officers of the Surviving Bank. The board of directors of the Surviving Bank or an appropriately authorized committee thereof may appoint certain officers of FirstMerit Bank selected at its sole discretion as officers of the Surviving Bank, and such officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the board of directors of the Surviving Bank or an appropriately authorized committee thereof.

Section 1.07 Name and Main Office. The name of the Surviving Bank shall be "The Huntington National Bank" and the main office of the Surviving Bank shall be at 17 South High Street, Columbus, Ohio 43215.

Section 1.08 Tax Treatment. It is the intention of the parties that the Bank Merger be treated for U.S. federal income tax purposes as a "tax free reorganization" pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

CONSIDERATION

Section 2.01 Effect on FirstMerit Bank Capital Stock. At the Effective Time, by virtue of the Bank Merger and without any action on the part of the holder of any capital stock of FirstMerit Bank, all shares of FirstMerit Bank capital stock issued and outstanding shall be automatically cancelled and retired and shall cease to exist, and no cash, new shares of common stock, or other property shall be delivered in exchange therefor.

Section 2.02 Effect on The Huntington National Bank Capital Stock. Each share of The Huntington National Bank capital stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and unaffected by the Bank Merger.

ARTICLE III

COVENANTS

Section 3.01 During the period from the date of this Agreement and continuing until the Effective Time, subject to the provisions of the Merger Agreement, each of the parties hereto agrees to use all reasonable efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to consummate and make effective the transactions contemplated by this Agreement.

ARTICLE IV

CONDITIONS PRECEDENT

Section 4.01 The Bank Merger and the respective obligations of each party hereto to consummate the Bank Merger are subject to the fulfillment or written waiver of each of the following conditions prior to the Effective Time:

a. The approval of the OCC under 12 U.S.C. § 215a and 12 U.S.C. § 1828(c) with respect to the Bank Merger shall have been obtained and shall be in full force and effect, and all related waiting periods shall have expired; and all other material consents, approvals, permissions, and authorizations of, filings and registrations with, and notifications to, all governmental authorities required for the consummation of the Bank Merger shall have been obtained or made and shall be in full force and effect and all waiting periods required by law shall have expired.

b. The Mergers shall have been consummated in accordance with the terms of the Merger Agreement.

c. No jurisdiction or governmental authority shall have enacted, issued, promulgated, enforced or entered any statute, rule, regulation, judgment, decree, injunction or other order (whether temporary, preliminary or permanent) which is in effect and prohibits consummation of the Bank Merger.

d. This Agreement shall have been ratified and confirmed by the sole shareholder of each of The Huntington National Bank and FirstMerit Bank.

ARTICLE V

TERMINATION AND AMENDMENT

Section 5.01 Termination. This Agreement may be terminated at any time prior to the Effective Time by an instrument executed by each of the parties hereto. This Agreement will terminate automatically without any action by the parties hereto upon the termination of the Merger Agreement.

Section 5.02 Amendment. This Agreement may be amended by an instrument in writing signed on behalf of each of the parties hereto.

ARTICLE VI

GENERAL PROVISIONS

Section 6.01 Representations and Warranties. Each of the parties hereto represents and warrants that this Agreement has been duly authorized, executed and delivered by such party and constitutes the legal, valid and binding obligation of such party, enforceable against it in accordance with the terms hereof.

Section 6.02 Nonsurvival of Agreements. None of the agreements in this Agreement or in any instrument delivered pursuant to this Agreement shall survive the Effective Time.

Section 6.03 Notices. All notices and other communications in connection with this Agreement shall be in writing and shall be deemed given (a) on the date of delivery if delivered personally, or if by facsimile or email, upon confirmation of receipt, (b) on the first business day following the date of dispatch if delivered utilizing a next-day service by a recognized next-day courier or (c) on the earlier of confirmed receipt or the fifth business day following the date of mailing if delivered by registered or certified mail, return receipt requested, postage prepaid. All notices hereunder shall be delivered to the addresses set forth below, or pursuant to such other instructions as may be designated in writing by the party to receive such notice:

If to The Huntington National Bank, to:

The Huntington National Bank
41 South High Street
Columbus, Ohio 43287
Attention: Richard A. Cheap, Esq.,
General Counsel and Secretary
Facsimile: (614) 480-5485

with a copy to:

Wachtell, Lipton, Rosen & Katz
51 W. 52nd Street
New York, New York 10019
Attention: Edward D. Herlihy, Nicholas G. Demmo, and Mark F. Veblen
Facsimile: (212) 403-2000

If to FirstMerit Bank, to:

FirstMerit Corporation
III Cascade Plaza
Akron, Ohio 44308
Attention: Paul G. Greig,
Chairman, President and CEO
Facsimile: 330-849-8722; and

Carlton E. Langer
EVP, Chief Legal Officer and Corporate Secretary
Facsimile: 330-384-7271

with a copy to:

Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
Attention: H. Rodgin Cohen, Mark J. Menting, and Jared M. Fishman
Facsimile: (212) 291-9028

Section 6.04 Interpretation. The words "hereof," "herein" and "hereunder" and words of similar import when used in this Agreement shall refer to this Agreement as a whole and not to any particular provision of this Agreement, and section references are to this Agreement unless otherwise specified. The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement. Whenever the words "include," "includes" or "including" are used in this Agreement, they shall be deemed to be followed by the words "without limitation." References to "the date hereof" shall mean the date of this Agreement.

Section 6.05 Counterparts. This Agreement may be executed in two (2) or more counterparts (including by facsimile or other electronic means), all of which shall be considered one and the same agreement and shall become effective when counterparts have been signed by each of the parties and delivered to the other party, it being understood that each party need not sign the same counterpart.

Section 6.06 Entire Agreement. This Agreement (including the documents and the instruments referred to herein) constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement, other than the Merger Agreement.

Section 6.07 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware applicable to agreements made and to be performed wholly within such state, except to the extent that the federal laws of the United States shall be applicable hereto.

Section 6.08 Assignment. Neither this Agreement nor any of the rights, interests or obligations may be assigned by any of the parties hereto (whether by operation of law or otherwise) and any attempted assignment in contravention of this Section 6.08 shall be null and void.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in counterparts by their duly authorized officers and attested by their officers thereunto duly authorized, all as of the day and year first above written.

FirstMerit Bank, National Association

By: Paul G. Greig
Title: Chairman, President & CEO

[Signature Page to Bank Merger Agreement]

THE HUNTINGTON NATIONAL BANK

By: Stephen D. Steinour
Title: Chairman, President and Chief Executive Officer

[*Signature Page to Bank Merger Agreement*]

Public Exhibit 2

Bank Merger Agreement

AGREEMENT AND PLAN OF MERGER OF FIRSTMERIT BANK, NATIONAL ASSOCIATION WITH AND INTO THE HUNTINGTON NATIONAL BANK

This Agreement and Plan of Merger (this "Agreement"), dated as of January 25, 2016, is made by and between The Huntington National Bank, a national bank, and FirstMerit Bank, National Association, a national bank ("FirstMerit Bank").

WITNESSETH:

WHEREAS, The Huntington National Bank, a national banking association duly organized and existing under the laws of the United States, with its main office located in Columbus, Ohio, all the issued and outstanding capital stock of which is owned as of the date hereof directly by Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), has authorized capital stock consisting of (a) 4,000,000 shares of common stock, par value $10 per share, of which 4,000,000 shares of common stock are issued and outstanding as of the date hereof; and (b) 16,900,000 shares of preferred stock, of which 500,000 shares are designated Class B preferred stock, par value $1,000 per share, 2,000,000 shares are designated Class C preferred stock, par value $25 per share, 14,000,000 shares are designated Class D preferred stock, par value $25 per share and 400,000 shares are designated Class E preferred stock, par value $1,000 per share, of which no shares are issued and outstanding as of the date hereof;

WHEREAS, FirstMerit Bank, a national banking association duly organized and existing under the laws of the United States, with its main office located in Akron, Ohio, all the issued and outstanding capital stock of which is owned as of the date hereof directly by FirstMerit Corporation, an Ohio corporation ("FirstMerit"), has authorized capital stock consisting of 6,000,000 shares of common stock, par value $10.00 per share, of which 2,417,900 shares of common stock are issued and outstanding as of the date hereof, and 1,100 shares of preferred stock, of which no shares of preferred stock are issued and outstanding as of the date hereof;

WHEREAS, Huntington, FirstMerit, and West Subsidiary Corporation, an Ohio corporation and direct, wholly owned subsidiary of Huntington ("Merger Sub"), have entered into an Agreement and Plan of Merger, dated as of January 25, 2016 (as amended and/or supplemented from time to time, the "Merger Agreement"), pursuant to which, subject to the terms and conditions thereof, (i) Merger Sub will merge with and into FirstMerit, with FirstMerit surviving the merger as the surviving corporation and continuing as the direct parent of FirstMerit Bank (the "Merger") and (ii) as soon as practicable following the Merger, FirstMerit will merge with and into Huntington, with Huntington surviving the merger as the surviving corporation and as the direct parent of FirstMerit Bank (the "Second Step Merger", and collectively with the "Merger", the "Mergers");

WHEREAS, contingent upon the Mergers, on the terms and subject to the conditions contained in this Agreement, the parties to this Agreement intend to effect the merger of FirstMerit Bank with and into The Huntington National Bank, with The Huntington National Bank surviving the merger (the "Bank Merger"); and

WHEREAS, the board of directors of The Huntington National Bank and the board of directors of FirstMerit Bank deem the Bank Merger desirable and in the best interests of their respective banks, and have authorized and approved the execution and delivery of this Agreement and the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

ARTICLE I

BANK MERGER

Section 1.01 The Bank Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as defined below), FirstMerit Bank shall be merged with and into The Huntington National Bank in accordance with the provisions of 12 U.S.C. § 215a and 12 U.S.C. § 1828(c). At the Effective Time, the separate existence of FirstMerit Bank shall cease, and The Huntington National Bank, as the surviving entity (the "Surviving Bank"), shall continue its existence under the laws of the United States as a national banking association. All rights, franchises, and interests of FirstMerit Bank in and to every type of property (real, personal, and mixed) and choses in action shall be transferred to and vested in the Surviving Bank by virtue of the Bank Merger without any deed or other transfer. The Surviving Bank, upon the Bank Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, and receiver, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by FirstMerit Bank at the time of the Bank Merger, subject to applicable provisions of 12 U.S.C. § 215a. The Surviving Bank shall be responsible for all of the liabilities of every kind and description, including liabilities arising from the operation of any trust department, of each of the merging banks existing as of the Effective Time of the Bank Merger. Immediately following the Effective Time, the Surviving Bank shall continue to operate the main office and each of the branches of FirstMerit Bank existing as of the Effective Time as branches of the Surviving Bank at the officially designated address of each such office or branch and shall continue to operate each of the branches of the Surviving Bank existing at the Effective Time, in each case without limiting the authority under applicable law of The Huntington National Bank or of the Surviving Bank (as applicable) to close, relocate or otherwise make any change regarding any such branch.

Section 1.02 Closing. The closing of the Bank Merger will take place immediately following the Second Step Merger or at such other time and date as Huntington may determine in its sole discretion, but in no case prior to the date on which all of the conditions precedent to the consummation of the Bank Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof, at such place as is agreed by the parties hereto.

Section 1.03 Effective Time. Subject to applicable law, the Bank Merger shall become effective upon the issuance of a certification of merger by the Office of the Comptroller of the Currency ("OCC") (such date and time being herein referred to as the "Effective Time").

Section 1.04 Articles of Association and By-laws. The national bank charter, articles of association and bylaws of The Huntington National Bank in effect immediately prior to the Effective Time shall be the national bank charter, articles of association and the bylaws of the Surviving Bank, in each case until amended in accordance with applicable law and the terms thereof.

Section 1.05 Board of Directors. At the Effective Time, the board of directors of the Surviving Bank shall consist of those persons serving as directors of The Huntington National Bank immediately prior to the Effective Time.

Section 1.06 Officers. At the Effective Time, the officers of The Huntington National Bank shall continue to serve in their respective capacity as officers of the Surviving Bank. The board of directors of the Surviving Bank or an appropriately authorized committee thereof may appoint certain officers of FirstMerit Bank selected at its sole discretion as officers of the Surviving Bank, and such officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the board of directors of the Surviving Bank or an appropriately authorized committee thereof.

Section 1.07 Name and Main Office. The name of the Surviving Bank shall be "The Huntington National Bank" and the main office of the Surviving Bank shall be at 17 South High Street, Columbus, Ohio 43215.

Section 1.08 Tax Treatment. It is the intention of the parties that the Bank Merger be treated for U.S. federal income tax purposes as a "tax free reorganization" pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

CONSIDERATION

Section 2.01 Effect on FirstMerit Bank Capital Stock. At the Effective Time, by virtue of the Bank Merger and without any action on the part of the holder of any capital stock of FirstMerit Bank, all shares of FirstMerit Bank capital stock issued and outstanding shall be automatically cancelled and retired and shall cease to exist, and no cash, new shares of common stock, or other property shall be delivered in exchange therefor.

Section 2.02 Effect on The Huntington National Bank Capital Stock. Each share of The Huntington National Bank capital stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and unaffected by the Bank Merger.

ARTICLE III

COVENANTS

Section 3.01 During the period from the date of this Agreement and continuing until the Effective Time, subject to the provisions of the Merger Agreement, each of the parties hereto agrees to use all reasonable efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to consummate and make effective the transactions contemplated by this Agreement.

ARTICLE IV

CONDITIONS PRECEDENT

Section 4.01 The Bank Merger and the respective obligations of each party hereto to consummate the Bank Merger are subject to the fulfillment or written waiver of each of the following conditions prior to the Effective Time:

a. The approval of the OCC under 12 U.S.C. § 215a and 12 U.S.C. § 1828(c) with respect to the Bank Merger shall have been obtained and shall be in full force and effect, and all related waiting periods shall have expired; and all other material consents, approvals, permissions, and authorizations of, filings and registrations with, and notifications to, all governmental authorities required for the consummation of the Bank Merger shall have been obtained or made and shall be in full force and effect and all waiting periods required by law shall have expired.

b. The Mergers shall have been consummated in accordance with the terms of the Merger Agreement.

c. No jurisdiction or governmental authority shall have enacted, issued, promulgated, enforced or entered any statute, rule, regulation, judgment, decree, injunction or other order (whether temporary, preliminary or permanent) which is in effect and prohibits consummation of the Bank Merger.

d. This Agreement shall have been ratified and confirmed by the sole shareholder of each of The Huntington National Bank and FirstMerit Bank.

ARTICLE V

TERMINATION AND AMENDMENT

Section 5.01 Termination. This Agreement may be terminated at any time prior to the Effective Time by an instrument executed by each of the parties hereto. This Agreement will terminate automatically without any action by the parties hereto upon the termination of the Merger Agreement.

Section 5.02 Amendment. This Agreement may be amended by an instrument in writing signed on behalf of each of the parties hereto.

ARTICLE VI

GENERAL PROVISIONS

Section 6.01 Representations and Warranties. Each of the parties hereto represents and warrants that this Agreement has been duly authorized, executed and delivered by such party and constitutes the legal, valid and binding obligation of such party, enforceable against it in accordance with the terms hereof.

Section 6.02 Nonsurvival of Agreements. None of the agreements in this Agreement or in any instrument delivered pursuant to this Agreement shall survive the Effective Time.

Section 6.03 Notices. All notices and other communications in connection with this Agreement shall be in writing and shall be deemed given (a) on the date of delivery if delivered personally, or if by facsimile or email, upon confirmation of receipt, (b) on the first business day following the date of dispatch if delivered utilizing a next-day service by a recognized next-day courier or (c) on the earlier of confirmed receipt or the fifth business day following the date of mailing if delivered by registered or certified mail, return receipt requested, postage prepaid. All notices hereunder shall be delivered to the addresses set forth below, or pursuant to such other instructions as may be designated in writing by the party to receive such notice:

If to The Huntington National Bank, to:

The Huntington National Bank
41 South High Street
Columbus, Ohio 43287
Attention: Richard A. Cheap, Esq.,
General Counsel and Secretary
Facsimile: (614) 480-5485

with a copy to:

Wachtell, Lipton, Rosen & Katz
51 W. 52nd Street
New York, New York 10019
Attention: Edward D. Herlihy, Nicholas G. Demmo, and Mark F. Veblen
Facsimile: (212) 403-2000

If to FirstMerit Bank, to:

FirstMerit Corporation
III Cascade Plaza
Akron, Ohio 44308
Attention: Paul G. Greig,
Chairman, President and CEO
Facsimile: 330-849-8722; and

Carlton E. Langer
EVP, Chief Legal Officer and Corporate Secretary
Facsimile: 330-384-7271

with a copy to:

Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
Attention: H. Rodgin Cohen, Mark J. Menting, and Jared M. Fishman
Facsimile: (212) 291-9028

Section 6.04 Interpretation. The words "hereof," "herein" and "hereunder" and words of similar import when used in this Agreement shall refer to this Agreement as a whole and not to any particular provision of this Agreement, and section references are to this Agreement unless otherwise specified. The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement. Whenever the words "include," "includes" or "including" are used in this Agreement, they shall be deemed to be followed by the words "without limitation." References to "the date hereof" shall mean the date of this Agreement.

Section 6.05 Counterparts. This Agreement may be executed in two (2) or more counterparts (including by facsimile or other electronic means), all of which shall be considered one and the same agreement and shall become effective when counterparts have been signed by each of the parties and delivered to the other party, it being understood that each party need not sign the same counterpart.

Section 6.06 Entire Agreement. This Agreement (including the documents and the instruments referred to herein) constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement, other than the Merger Agreement.

Section 6.07 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware applicable to agreements made and to be performed wholly within such state, except to the extent that the federal laws of the United States shall be applicable hereto.

Section 6.08 Assignment. Neither this Agreement nor any of the rights, interests or obligations may be assigned by any of the parties hereto (whether by operation of law or otherwise) and any attempted assignment in contravention of this Section 6.08 shall be null and void.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in counterparts by their duly authorized officers and attested by their officers thereunto duly authorized, all as of the day and year first above written.

FirstMerit Bank, National Association

By: Paul G. Greig
Title: Chairman, President & CEO

[Signature Page to Bank Merger Agreement]

THE HUNTINGTON NATIONAL BANK

By: Stephen D. Steinour
Title: Chairman, President and Chief Executive Officer

[*Signature Page to Bank Merger Agreement*]

Public Exhibit 3

Summary of Principal Terms of the Holdco Agreement

SUMMARY OF PRINCIPAL TERMS OF THE PROPOSED TRANSACTION[1]

Pursuant to the Holdco Merger Agreement, Huntington will offer a combination of equity and cash consideration in connection with the Proposed Transaction. At the effective time of the first-step Holdco Merger, each qualifying share of FirstMerit common stock ("FirstMerit Common Stock") will be converted into the right to receive (i) 1.72 shares of Huntington common stock ("Huntington Common Stock") and (ii) $5.00 in cash consideration (clauses (i) and (ii), the "Merger Consideration"). In addition, certain FirstMerit equity awards will vest and be settled at the closing of the first-step Holdco Merger based on the Merger Consideration, and certain FirstMerit equity awards will be converted into corresponding equity awards in respect of Huntington Common Stock as adjusted to reflect the Merger Considerations, in each case as provided for in the Holdco Merger Agreement. At the effective time of the second-step Holdco Merger, each share of FirstMerit's 5.875% Non-Cumulative Perpetual Preferred Stock, Series A, without par value ("FirstMerit Preferred Stock"), will be automatically converted into the right to receive a share of a newly created series of preferred stock of Huntington having rights, preferences, privileges and voting powers, and limitations and restrictions, taken as a whole, that are not materially less favorable to the holders of FirstMerit Preferred Stock, taken as a whole. Huntington's board of directors has authorized Huntington to issue up to 115,000 shares of serial preferred stock as shares of 5.875% Non-Cumulative Perpetual Preferred Stock, Series C, par value $0.01 per share ("Huntington Preferred Stock"). The aggregate value of the transaction was approximately $3.4 billion, as of January 25, 2016. The total cash consideration to be paid in connection with the Proposed Transaction is approximately $840 million. As noted, the Proposed Transaction is expected to close in the third quarter of 2016, subject to receipt of regulatory approvals, FirstMerit shareholder approval, Huntington stockholder approval and other standard closing conditions.

A copy of the Holdco Merger Agreement is attached as Exhibit 1. Joint resolutions adopted by the boards of directors of Huntington and Huntington Bank are attached as Exhibit 15, and resolutions adopted by the boards of directors of FirstMerit and FirstMerit Bank are attached as Exhibit 16 and 17, respectively. Below is a summary of the principal terms of the Proposed Transaction.

Structure of Merger	FirstMerit will merge with Merger Sub, a newly formed nonbanking subsidiary of Huntington, with FirstMerit as the surviving entity in the first-step Holdco Merger. As soon as reasonably practicable following the first-step Holdco Merger, and as part of a single integrated transaction, FirstMerit will merge with and into Huntington, with Huntington as the surviving entity in the second-step Holdco Merger. Immediately following the second-step Holdco Merger (or at such later time as Huntington may determine), FirstMerit Bank will merge with and into Huntington Bank, with Huntington Bank surviving the Bank Merger.

[1] Undefined terms in this document have the same definitions as the corresponding terms used in the OCC Application to which this exhibit is attached.

Consideration	Each share of FirstMerit Common Stock will be converted in the first-step Holdco Merger into the right to receive a mix of cash and Huntington shares consisting of (1) $5.00 in cash and (2) 1.72 Huntington shares (collectively, the Merger Consideration). In the first-step Holdco Merger, with respect to FirstMerit restricted shares and restricted stock awards, (1) each award granted prior to the date of the Holdco Merger Agreement will vest (with performance for performance-based awards measured at maximum achievement) and be converted into the right to receive the Merger Consideration with respect to the number of shares of FirstMerit common stock underlying the award and (2) each award granted on or following the date of the Holdco Merger Agreement will be assumed and converted into equivalent, unvested Huntington awards. In the first-step Holdco Merger, with respect to FirstMerit stock options, (1) each in-the-money option will be converted into the right to receive the Merger Consideration with respect to the number of shares of FirstMerit Common Stock underlying the award, after taking into account the applicable exercise price, and (2) each underwater option will be assumed and converted into an equivalent Huntington option. In the second-step Holdco Merger, FirstMerit's 5.875% Non-Cumulative Perpetual Preferred Stock, Series A will be converted into Huntington Preferred Stock, a newly created series of Huntington Preferred Stock having rights, preferences, privileges, voting powers, limitations and restrictions, taken as a whole, that are not materially less favorable than those applicable to the holders of FirstMerit Preferred Stock, taken as a whole.
Regulatory Matters	The parties will cooperate and use reasonable best efforts to promptly make all necessary filings and obtain required regulatory approvals.
Governance Matters; Community Commitment	As of the effective time of the first-step Holdco Merger, Huntington will increase the size of its board by four directors, and will appoint four directors of FirstMerit to its board of directors. Huntington will select the appointed directors following consultation with FirstMerit, and at least two of the four directors will be FirstMerit directors who are domiciled in the greater Akron area. Each former FirstMerit director who serves as a Huntington director will be given the opportunity to serve on at least one committee of the Huntington board, with at least one such former FirstMerit director serving on the Community Development Committee. Huntington agrees to nominate continuing FirstMerit directors for at least two annual meetings following the closing of the first-step Holdco Merger (the "Closing"). Former directors of FirstMerit not appointed to the Huntington board of directors will be invited to join Huntington's Greater Akron-Canton Region Advisory Board, and those serving on the advisory board will be permitted to serve for three years following the Closing and entitled to receive compensation not less than the compensation received by the other members of the advisory board. Huntington has agreed that it will, prior to the Closing, establish a new charitable foundation to support community development in Akron, Ohio, which will be overseen by an initial three-member board of trustees, consisting of one member of the pre-closing Huntington board of directors, and two members selected from the former FirstMerit directors domiciled in the greater Akron area who join the Huntington board. Huntington has agreed to ratably contribute $20 million over a 10-year period to the new foundation. Additionally, Huntington has agreed to contribute $5 million over the 10-year period to The Huntington Foundation, with such funds supporting community development in the greater Canton, Ohio and Flint, Michigan communities.

	Huntington has committed that, within two years following the Closing, it will establish an operations/call center within Akron or in a community with a Joint Economic Development Agreement with Akron. Huntington has agreed to use reasonable best efforts to, by no later than the second anniversary date of the Closing, maintain employment levels in Akron consistent with FirstMerit's employment levels as of the date of the Closing. FirstMerit employees who would otherwise be terminated following the Holdco Merger will be given priority access to job listings throughout all of Huntington's and FirstMerit's combined areas.
Tax Treatment	The first-step Holdco Merger and the second-step Holdco Merger, taken together, are intended to qualify as a tax-free "reorganization" for U.S. federal income tax purposes. Accordingly, FirstMerit shareholders generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of gain realized (*i.e.*, the excess of the sum of the amount of cash and the fair market value of the Huntington Common Stock received pursuant to the Holdco Merger over that holder's adjusted tax basis in its shares of FirstMerit Common Stock surrendered) and (2) the amount of cash received pursuant to the Holdco Merger.
Key Conditions to Obligations to Close the Merger	Each party's obligation to close the first-step Holdco Merger is subject to the following conditions: • Receipt of FirstMerit's shareholder approval to adopt the Holdco Merger Agreement (majority of the outstanding FirstMerit Common Stock, per FirstMerit's charter); • Receipt of Huntington's stockholder approval of the issuance of the Huntington common stock in the first-step Holdco Merger (majority of the votes cast, per NASDAQ rules); • Securities exchange approval for listing Huntington Common Stock and Huntington Preferred Stock to be issued in the Holdco Merger; • Effectiveness of Huntington's registration statement on Form S-4 with the Securities and Exchange Commission (the "SEC"); • Absence of any law or injunction prohibiting the completion of the Holdco Merger or the Bank Merger; • Receipt of all required regulatory approvals (including the Federal Reserve and the OCC); • Accuracy of each other party's representations and warranties, generally subject to a "material adverse effect" standard, and material compliance by the other party with its covenants; and • Receipt by each party of a legal opinion as to the tax treatment of the Holdco Merger.
Material Adverse Effect Standard	A "material adverse effect" on a party is defined as a material adverse effect on (1) the business, properties, assets, liabilities, results of operations or financial condition of such party and its subsidiaries, taken as a whole or (2) the ability of a party to timely consummate the transactions contemplated by the Holdco Merger Agreement, but in the case of clause (1) a material adverse effect does *not* include the impact of the following: • Changes in GAAP or applicable regulatory accounting requirements; • Changes in laws, rules or regulations of general applicability to the banking industry; • Changes in global, national or regional political conditions (including the outbreak of war or acts of terrorism) or in economic or market conditions affecting the

	financial services industry generally; • Failure, in and of itself, to meet earnings projections or internal financial forecasts (but not including the underlying cause of such failure);
	• Public disclosure of, or the consummation of the transaction contemplated by the Holdco Merger Agreement or actions expressly required by the Holdco Merger Agreement; or • Actions or omissions taken with the written consent of the other party. The exceptions in the first three bullet points above will not exempt an event to the extent its effects are materially disproportionately adverse to the party affected compared to other banking organizations.
Termination Rights	The Holdco Merger Agreement can be terminated by mutual written consent. In addition, either party can terminate the Holdco Merger Agreement in the following circumstances: • If the Closing has not occurred by January 25, 2017 (the "End Date"), unless the failure to complete the first-step Holdco Merger by that date is due to the terminating party's breach of the Holdco Merger Agreement; • If there is a final and nonappealable denial of a required regulatory approval or if the first-step Holdco Merger or the Bank Merger is prohibited by law or order of a court or regulator; or • If there is a breach of any representation, warranty, covenant or other agreement by the other party that would cause the failure of the Closing conditions described above, unless the breach is cured within 45 days or by the End Date, whichever is earlier. Huntington can also terminate the Holdco Merger Agreement if: • FirstMerit's board fails to recommend the Holdco Merger to its shareholders or withdraws, or materially and adversely modifies its recommendation; • FirstMerit's board recommends or endorses a competing acquisition proposal, or fails to issue a press release announcing its opposition to a public competing acquisition proposal within an agreed period; or • FirstMerit breaches its obligations (i) with respect to calling the FirstMerit shareholder meeting and seeking such shareholders' approval for the transaction or (ii) described below under "No Solicitation & Change of Recommendation" in any material respect. The parties do not have a termination right on the basis of FirstMerit shareholder approval or Huntington stockholder approval not being obtained. Instead, if FirstMerit shareholders do not approve the Holdco Merger or Huntington stockholders do not approve the common stock issuance, in each case at the first meeting held for that purpose, then each of the parties are obligated to use in good faith reasonable best efforts through the End Date to negotiate a restructuring of the transaction and/or resubmit the transaction to FirstMerit or Huntington shareholders, as applicable. However, neither party has any obligation to agree to alter the amount or kind of the merger consideration or adversely affect the tax treatment of the Holdco Merger for FirstMerit's shareholders.
Termination Fee	FirstMerit must pay a cash termination fee of $100.6 million if the Holdco Merger Agreement is terminated in the following circumstances: • If FirstMerit's board fails to recommend the Holdco Merger to its shareholders or withdraws, or materially and adversely modifies its recommendation; • If FirstMerit's board recommends or endorses a competing acquisition proposal, or

	fails to issue a press release announcing its opposition to a public competing acquisition proposal within a specified period; • If FirstMerit breaches its obligations (i) with respect to calling the FirstMerit shareholder meeting and seeking such shareholders' approval for the transaction or (ii) described below under "No Solicitation & Change of Recommendation" in any material respect; or • If (1) after the date of the Holdco Merger Agreement, FirstMerit receives a proposal for a competing transaction, (2) the Holdco Merger Agreement is terminated by either party because of the failure to close by the End Date without the approval of FirstMerit's shareholders having been obtained, or by Huntington because of an uncured FirstMerit breach and (3) within 12 months of the termination, FirstMerit consummates or enters into an agreement for a competing transaction (whether or not it is the same competing transaction referred to in clause (1) above); however, the termination fee would be payable only when the competing transaction is consummated.
No Solicitation & Change of Recommendation	FirstMerit agrees not to initiate, solicit, knowingly encourage or knowingly facilitate inquiries or proposals with respect to, engage or participate in any negotiations concerning, or provide any confidential or nonpublic information to or participate in any discussions with any person relating to a competing acquisition proposal. FirstMerit must promptly notify Huntington if any such proposals are received. FirstMerit also agrees to recommend approval and adoption of the Holdco Merger to its shareholders. Subject to entering into a confidentiality agreement that is no less favorable to FirstMerit than its confidentiality agreement with Huntington, FirstMerit's board is permitted to consider and participate in discussions with respect to an unsolicited superior competing acquisition proposal if FirstMerit's board concludes in good faith, after receiving the advice of its outside legal and financial counsel, that failure to do so would be more likely than not to violate its fiduciary duties. In submitting the Holdco Merger Agreement to its shareholders, FirstMerit's board is permitted to withhold, withdraw or modify its recommendation that its shareholders approve and adopt the Holdco Merger (and submit the agreement to shareholders without recommendation) only if, after giving Huntington at least three business days to adjust the terms of the Holdco Merger Agreement so that the competing proposal is no longer a superior proposal, FirstMerit's board determines that continuing to recommend the Holdco Merger with Huntington would still be more likely than not to violate its fiduciary duties. FirstMerit is required to hold a shareholder meeting to approve the Holdco Merger Agreement as promptly as reasonably practicable after the Form S-4 registration statement is declared effective. FirstMerit is required to hold this meeting even if FirstMerit's board has withdrawn its recommendation. Huntington is required to hold a stockholder meeting to approve the issuance of Huntington Common Stock in connection with the Holdco Merger and agrees to recommend approval of such issuance.
Employee Matters	Huntington agrees to provide each continuing FirstMerit employee with: (1) for the period beginning on the Closing and ending on December 31, 2016, a base salary or wage rate and target incentive compensation opportunity (including equity-based incentives) that are no less than those in effect immediately prior to the Closing, (2) for the period beginning on January 1, 2017 and ending on the first anniversary of the Closing, a base salary or wage rate and target incentive compensation opportunity (including equity-based incentives) that are substantially comparable in the aggregate to those provided to similarly situated Huntington employees, and (3) for the one-year period following the Closing, (a) employee benefits that are substantially comparable in the aggregate to those provided to similarly situated Huntington employees and (b) severance on the same terms and conditions of FirstMerit's severance plan in effect at signing, subject to the execution

	and non-revocation of a release of claims. Huntington can satisfy these obligations for a transitional period by continuing the FirstMerit compensation and benefit plans in effect immediately prior to the Closing. Continuing FirstMerit employees will receive customary service credit for their service with FirstMerit prior to the Closing.
Interim Operating Covenants	Pending the Closing, FirstMerit agrees not to undertake (subject to the ordinary course of business and other customary exceptions) certain extraordinary actions without Huntington's consent, including relating to: incurrence of indebtedness out of the ordinary course of business; stock splits or reclassifications; dividends (other than regular quarterly dividends and required dividends on FirstMerit Preferred Stock, among other exceptions); grants of stock options or other equity awards; issuance of shares; material investments; material purchases or sales of assets; material contracts; employee compensation and benefits; certain settlements of litigation; charter or bylaw amendments; mergers or consolidations; adoptions of a plan of liquidation or dissolution; material changes to its investment securities and derivatives portfolio; changes in accounting principles and tax elections and practices; entry into material new lines of business; material changes in underwriting and hedging policies; capital expenditures; opening, relocation, or Closing of branches; entry into material leases or purchases of real property; or any action that would interfere with the U.S. federal income tax treatment of the Holdco Merger, materially impede or delay the Proposed Transaction, adversely affect FirstMerit's ability to timely obtain regulatory approvals or otherwise perform its obligations under the Holdco Merger Agreement, or result in any of the conditions to the Proposed Transaction not being satisfied. Huntington agrees not to undertake (subject to customary exceptions) a more limited range of extraordinary activities without FirstMerit's consent, including: making changes to its governing documents that would disadvantage FirstMerit shareholders in the Holdco Merger; splitting or reclassifying Huntington stock or declaring or paying any extraordinary dividend; incurring indebtedness that may prevent Huntington from assuming FirstMerit outstanding indebtedness at Closing; disposing of material properties or assets or making material investments other than in the ordinary course of business or in a transaction that is not reasonably likely to cause the Closing to be materially delayed; merging or consolidating into other entities; reorganizing or adopting a plan of liquidation or dissolution; or taking actions that would interfere with the U.S. federal income tax treatment of the Holdco Merger, materially impede or delay the Proposed Transaction, adversely affect Huntington's ability to timely obtain regulatory approvals or otherwise perform its obligations under the Holdco Merger Agreement, or result in any of the conditions to the Proposed Transaction not being satisfied.
Other Obligations	The Holdco Merger Agreement contains other customary covenants and agreements of the parties (subject to customary limitations), including with respect to: access to information, preparation of a joint proxy statement/prospectus and other SEC filings, post-Closing indemnification of FirstMerit officers and directors and maintenance of D&O insurance or tail coverage, notification of certain matters (including transaction-related litigation), and public announcements.
Representations and Warranties	The Holdco Merger Agreement contains certain standard public company representations and warranties from FirstMerit relating to, among other things, corporate organization, capitalization, authority, absence of conflicts with organizational documents, contracts or law, regulatory matters (including agreements with regulatory agencies), reports and SEC filings, financial statements, brokers' fees, absence of certain changes or events, legal proceedings, taxes, employees and benefit plans, compliance with law, material contracts, risk management instruments, environmental matters, investment portfolio, real property, intellectual property, related party transactions, state takeover laws, tax treatment, financial advisor fairness opinions, disclosure, loan portfolio, insurance and its

	investment advisor subsidiary.
	The Holdco Merger Agreement also contains limited customary representations and warranties from Huntington relating to, among other things, corporate organization, capitalization, authority, absence of conflicts with organizational documents, contracts or law, regulatory matters (including agreements with regulatory agencies), reports and SEC filings, financial statements, brokers' fees, absence of certain changes or events, legal proceedings, taxes, compliance with law, material contracts, information technology, state takeover laws, tax treatment, related party transactions, investment portfolio, financial advisor fairness opinions, risk management instruments, disclosure, loan portfolio, and financing.
Governing Law and Jurisdiction	Delaware

Public Exhibit 4

FirstMerit Bank List of Branches

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Arlington Heights Branch 1515 West Dundee Road	Arlington Heights	Cook	IL	60005	Full Service Brick and Mortar Office
Lasalle Branch[1] 222 North Lasalle Street, Suite 120[2]	Chicago	Cook	IL	60601	Full Service Brick and Mortar Office
Clark Branch 20 N Clark Street, Suite 100	Chicago	Cook	IL	60602	Full Service Brick and Mortar Office
Van Buren Branch 61 E. Van Buren Street	Chicago	Cook	IL	60605	Full Service Brick and Mortar Office
West 47th Street Branch 1715 W. 47th Street	Chicago	Cook	IL	60609	Full Service Brick and Mortar Office
West Addison Branch[3] 7227 West Addison	Chicago	Cook	IL	60634	Full Service Brick and Mortar Office
Pulaski Road Branch 4012 North Pulaski Road	Chicago	Cook	IL	60641	Full Service Brick and Mortar Office
Bucktown Branch 2130 W North St.	Chicago	Cook	IL	60647	Full Service Brick and Mortar Office
Cicero Branch 5310 West Cermak Road	Cicero	Cook	IL	60804	Full Service Brick and Mortar Office
Lee Street Main Branch 678 Lee Street	Des Plaines	Cook	IL	60016	Full Service Brick and Mortar Office
Elmwood Park Branch 7228 W North Ave[4]	Elmwood Park	Cook	IL	60707	Full Service Brick and Mortar Office
Glenview Branch 1441 Waukegan Road	Glenview	Cook	IL	60025	Full Service Brick and Mortar Office
Melrose Park Branch 501 West North Avenue	Melrose Park	Cook	IL	60160	Full Service Brick and Mortar Office
Mount Prospect Branch 2100 South Elmhurst Road	Mount Prospect	Cook	IL	60056	Full Service Brick and Mortar Office

[1] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[2] Modification to information on the FDIC's Bankfind website which shows a different street address.
[3] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[4] Modification to information on the FDIC's Bankfind website which shows a different street address.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Mount Prospect North Branch[5] 50 North Main Street	Mount Prospect	Cook	IL	60056	Full Service Brick and Mortar Office
Niles Branch 8720 West Dempster Street	Niles	Cook	IL	60714	Full Service Brick and Mortar Office
Norridge Branch 8301 West Lawrence Avenue	Norridge	Cook	IL	60656	Full Service Brick and Mortar Office
Northbrook Branch 1220 Meadow Road	Northbrook	Cook	IL	60062	Full Service Brick and Mortar Office
Oak Lawn Branch 10240 S Cicero Avenue	Oak Lawn	Cook	IL	60453	Full Service Brick and Mortar Office
Oak Lawn West 95th St Branch[6] 5665 West 95th Street	Oak Lawn	Cook	IL	60453	Full Service Brick and Mortar Office
Orland Park Branch[7] 14701 South La Grange Road	Orland Park	Cook	IL	60462	Full Service Brick and Mortar Office
Palos Heights Branch[8] 6521 West 127th Street	Palos Heights	Cook	IL	60463	Full Service Brick and Mortar Office
Hillside Branch 3019 Wolf Road	Westchester	Cook	IL	60154	Full Service Brick and Mortar Office
Willow Springs Branch 8480 South Archer Avenue	Willow Springs	Cook	IL	60480	Full Service Brick and Mortar Office
Bensenville Branch 1000 Tower Lane, Suite 125	Bensenville	Dupage	IL	60106	Full Service Retail Office
Bloomingdale Branch 236 W Lake Street, Suite 102[9]	Bloomingdale	Dupage	IL	60108	Full Service Retail Office

[5] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[6] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[7] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[8] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[9] Modification to information on the FDIC's Bankfind website which shows a different street address.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Elmhurst Branch 700 W North Avenue	Elmhurst	Dupage	IL	60126	Full Service Brick and Mortar Office
Hinsdale Branch 500 W Chestnut Street	Hinsdale	Dupage	IL	60521	Full Service Brick and Mortar Office
Aurora IL Branch[10] 2430 West Indian Trail Road	Aurora	Kane	IL	60506	Full Service Brick and Mortar Office
Buffalo Grove Branch[11] 401 Deerfield Parkway	Buffalo Grove	Lake	IL	60089	Full Service Brick and Mortar Office
Grayslake Branch 480 West Center Street	Grayslake	Lake	IL	60030	Full Service Brick and Mortar Office
Gurnee Branch 6121 Washington Street	Gurnee	Lake	IL	60031	Full Service Brick and Mortar Office
North Barrington Branch 444 North Rand Road	North Barrington	Lake	IL	60010	Full Service Brick and Mortar Office
Algonquin Branch 2045 East Algonquin Road	Algonquin	Mchenry	IL	60102	Full Service Brick and Mortar Office
Mchenry Branch 5555 West Bull Valley	Mchenry	Mchenry	IL	60050	Full Service Brick and Mortar Office
Midwest/Mchenry County Branch 17622 Depot Street	Union	Mchenry	IL	60180	Full Service Brick and Mortar Office
Bolingbrook Branch 333 Quadrangle Drive	Bolingbrook	Will	IL	60440	Full Service Brick and Mortar Office
Naperville Branch 3020 State Route 59	Naperville	Will	IL	60564	Full Service Brick and Mortar Office
Munising Branch 101 West Munising Avenue	Munising	Alger	MI	49862	Full Service Brick and Mortar Office
Downtown Alpena Branch[12] 200 West Chisholm Street	Alpena	Alpena	MI	49707	Full Service Brick and Mortar Office
Ossineke Branch[13] 11686 U.S. 23 South	Ossineke	Alpena	MI	49766	Full Service Brick and Mortar Office

[10] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[11] Modification to information on the FDIC's Bankfind website to add this branch.
[12] Modification to information on the FDIC's Bankfind website which shows a different branch name.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Bellaire Branch[14] 101 Depot St.	Bellaire	Antrim	MI	49615	Full Service Brick and Mortar Office
Downtown Standish Branch 120 North Forest Street	Standish	Arenac	MI	48658	Full Service Brick and Mortar Office
Midland And Euclid Branch 900 W. Midland	Bay City	Bay	MI	48706	Full Service Brick and Mortar Office
Downtown Bay City Branch 701 Washington Avenue	Bay City	Bay	MI	48708	Full Service Brick and Mortar Office
Center Avenue Branch[15] 2750 Center Avenue	Essexville	Bay	MI	48732	Full Service Brick and Mortar Office
Linwood Branch 8 South Huron Road	Linwood	Bay	MI	48634	Full Service Brick and Mortar Office
Albion Branch 207 South Superior Street	Albion	Calhoun	MI	49224	Full Service Brick and Mortar Office
Boyne City Branch[16] 120 North Lake Street	Boyne City	Charlevoix	MI	49712	Full Service Brick and Mortar Office
Charlevoix Downtown Branch[17] 201 State Street	Charlevoix	Charlevoix	MI	49720	Full Service Brick and Mortar Office
501 Court Branch[18] 501 Court	Sault Ste. Marie	Chippewa	MI	49783	Full Service Brick and Mortar Office

(footnote continued)

[13] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[14] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[15] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[16] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[17] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[18] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Elsie Branch 101 West Main Street	Elsie	Clinton	MI	48831	Full Service Brick and Mortar Office
Fowler Branch[19] 124 South Main Street	Fowler	Clinton	MI	48835	Full Service Brick and Mortar Office
Valley Farms Branch 15431 South U.S. 27	Lansing	Clinton	MI	48906	Full Service Brick and Mortar Office
Egan Branch 200 West Higham Street	St. Johns	Clinton	MI	48879	Full Service Brick and Mortar Office
Southpoint Branch 1103 South U.S. 27	St. Johns	Clinton	MI	48879	Full Service Brick and Mortar Office
Downtown Grayling Branch 305 Michigan Avenue	Grayling	Crawford	MI	49738	Full Service Brick and Mortar Office
2325 Ludington Street Branch 2325 Ludington Street	Escanaba	Delta	MI	49829	Full Service Brick and Mortar Office
1000 S Carpenter Ave. Branch 1000 South Carpenter Avenue	Iron Mountain	Dickinson	MI	49801	Full Service Brick and Mortar Office
West Saginaw Highway Branch 6101 West Saginaw Highway	Lansing	Eaton	MI	48917	Full Service Brick and Mortar Office
Clio Square Branch 2161 West Vienna Road	Clio	Genesee	MI	48420	Full Service Brick and Mortar Office
Davison Branch 7384 Davison Road	Davison	Genesee	MI	48423	Full Service Brick and Mortar Office
Downtown Fenton Branch 226 West Caroline Street	Fenton	Genesee	MI	48430	Full Service Brick and Mortar Office
Flint Branch 328 South Saginaw St.	Flint	Genesee	MI	48502	Full Service Brick and Mortar Office
Dort Court Branch 905 South Dort Highway	Flint	Genesee	MI	48503	Full Service Brick and Mortar Office

[19] As discussed in the application, this branch will be closed in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Hallwood Branch 4813 Clio Road	Flint	Genesee	MI	48504	Full Service Brick and Mortar Office
Belsay - Richfield Road Branch 5510 Richfield Road	Flint	Genesee	MI	48506	Full Service Brick and Mortar Office
Hill Road Branch 1027 West Hill Road	Flint	Genesee	MI	48507	Full Service Brick and Mortar Office
Saginaw Coleridge Branch[20] 4129 South Saginaw Street	Flint	Genesee	MI	48507	Full Service Brick and Mortar Office
Beecher Road Branch G-3289 Beecher Road	Flint	Genesee	MI	48532	Full Service Brick and Mortar Office
Court Linden Branch 1373 S Linden Rd.	Flint	Genesee	MI	48532	Full Service Brick and Mortar Office
Pierson Road Branch G-6452 W. Pierson Road	Flushing	Genesee	MI	48433	Full Service Brick and Mortar Office
Grand Blanc Branch 11425 South Saginaw Street	Grand Blanc	Genesee	MI	48439	Full Service Brick and Mortar Office
Argentine Branch 8017 Silver Lake Road	Linden	Genesee	MI	48451	Full Service Brick and Mortar Office
Mount Morris Branch 770 East Mount Morris Street	Mount Morris	Genesee	MI	48458	Full Service Brick and Mortar Office
Otisville Branch 154 West Main Street	Otisville	Genesee	MI	48463	Full Service Brick and Mortar Office
100 S Suffolk St Branch 100 South Suffolk Street	Ironwood	Gogebic	MI	49938	Full Service Brick and Mortar Office
West Front Street Branch[21] 627 W Front St.	Traverse City	Grand Traverse	MI	49684	Full Service Brick and Mortar Office
330 Fifth Street Branch 330 Fifth Street	Calumet	Houghton	MI	49913	Full Service Brick and Mortar Office

[20] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[21] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Hancock Branch 400 Quincy Street	Hancock	Houghton	MI	49930	Full Service Brick and Mortar Office
Houghton Branch[22] 901 West Sharon Avenue	Houghton	Houghton	MI	49931	Full Service Brick and Mortar Office
Brookfield Branch 1331 East Grand River Avenue	East Lansing	Ingham	MI	48823	Full Service Brick and Mortar Office
Holt Branch 2285 Cedar Street	Holt	Ingham	MI	48842	Full Service Brick and Mortar Office
East Saginaw Branch 3015 East Saginaw	Lansing	Ingham	MI	48912	Full Service Brick and Mortar Office
Lakewood Branch 2017 Lake Lansing Road	Lansing	Ingham	MI	48912	Full Service Brick and Mortar Office
Okemos Branch 5050 Marsh Road, Suite 1[23]	Okemos	Ingham	MI	48864	Full Service Brick and Mortar Office
105 West Middle Street Branch 105 West Middle Street	Williamston	Ingham	MI	48895	Full Service Brick and Mortar Office
Iron River Branch 320 West Adams Street	Iron River	Iron	MI	49935	Full Service Brick and Mortar Office
Brooklyn MI Branch[24] 310 South Main Street	Brooklyn	Jackson	MI	49230	Full Service Brick and Mortar Office
One Jackson Square Branch 100 E Michigan Ave.	Jackson	Jackson	MI	49201	Full Service Brick and Mortar Office
North Street Branch 1111 W. North Street	Jackson	Jackson	MI	49202	Full Service Brick and Mortar Office
Vandercook Branch[25] 4515 Francis Street	Jackson	Jackson	MI	49203	Full Service Brick and Mortar Office
West Point Branch 1514 West Morrell	Jackson	Jackson	MI	49203	Full Service Brick and Mortar Office

[22] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[23] Modification to information on the FDIC's Bankfind website which shows a different street address.
[24] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[25] As discussed in the application, this branch will be closed in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Portage Branch[26] 3070 West Centre Avenue	Portage	Kalamazoo	MI	49024	Full Service Brick and Mortar Office
9880 E. Grand River Branch 9880 E. Grand River	Brighton	Livingston	MI	48116	Full Service Brick and Mortar Office
524 W. Grand River Branch 524 W. Grand River	Fowlerville	Livingston	MI	48836	Full Service Brick and Mortar Office
622 E Grand River Branch 611 East Grand River	Howell	Livingston	MI	48843	Full Service Brick and Mortar Office
Highland Road, Howell Branch 9402 East Highland Road	Howell	Livingston	MI	48843	Full Service Brick and Mortar Office
1075 E. Main St. Branch 1075 E. Main Street	Pinckney	Livingston	MI	48169	Full Service Brick and Mortar Office
Clinton Township Financial Center Branch[27] 35480 Groesbeck Highway	Clinton Township	Macomb	MI	48035	Full Service Brick and Mortar Office
141 South Main Street Branch[28] 141 South Main Street	Romeo	Macomb	MI	48065	Full Service Brick and Mortar Office
Shelby Township Branch[29] 15023 21 Mile Road	Shelby Township	Macomb	MI	48315	Full Service Brick and Mortar Office
The Gwinn Branch 9 West M-35	Gwinn	Marquette	MI	49841	Full Service Brick and Mortar Office
Ishpeming Branch[30] 662 Palms Ave.	Ishpeming	Marquette	MI	49849	Full Service Brick and Mortar Office

[26] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[27] Modification to information on the FDIC's Bankfind website which shows a different branch name. As discussed in the application, this branch will be closed in connection with the proposed transaction.
[28] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[29] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
1930 U.S. 41 West Branch 1930 U.S. 41 West	Marquette	Marquette	MI	49855	Full Service Brick and Mortar Office
Midland Financial Center Branch 1709 North Saginaw Road	Midland	Midland	MI	48640	Full Service Brick and Mortar Office
Falmouth Branch[31] 500 East Prosper Road	Falmouth	Missaukee	MI	49632	Full Service Brick and Mortar Office
Maybee Branch 9040 Raisin Street	Maybee	Monroe	MI	48159	Full Service Brick and Mortar Office
Temperance Branch[32] 7548 Lewis Avenue	Temperance	Monroe	MI	48182	Full Service Brick and Mortar Office
Muskegon Branch[33] 917 West Norton Ave.	Muskegon	Muskegon	MI	49441	Full Service Brick and Mortar Office
Auburn Hills Branch 3005 University Drive	Auburn Hills	Oakland	MI	48326	Full Service Brick and Mortar Office
Bloomfield Hills Branch[34] 39520 Woodward Ave.	Bloomfield Hills	Oakland	MI	48304	Full Service Brick and Mortar Office
Springfield Town Square Branch 9749 Dixie Highway	Clarkston	Oakland	MI	48348	Full Service Brick and Mortar Office
Commerce Township Branch[35] 485 Haggerty Road	Commerce Township	Oakland	MI	48390	Full Service Brick and Mortar Office
Farmington Hills Branch[36] 31215 W 14 Mile Rd.	Farmington Hills	Oakland	MI	48334	Full Service Brick and Mortar Office

(footnote continued)

[30] Modification to information on the FDIC's Bankfind website which shows a different branch name. As discussed in the application, this branch will be closed in connection with the proposed transaction.
[31] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[32] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[33] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[34] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[35] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Holly Branch 15223 North Holly Road	Holly	Oakland	MI	48442	Full Service Brick and Mortar Office
Brown/Baldwin Branch 4983 Baldwin Road	Lake Orion	Oakland	MI	48359	Full Service Brick and Mortar Office
Grand River / Wixom Branch 49125 Grand River Ave	Novi	Oakland	MI	48374	Full Service Brick and Mortar Office
Haggarty Centre Branch[37] 40020 Twelve Mile	Novi	Oakland	MI	48377	Full Service Brick and Mortar Office
South Livernois Road Branch[38] 175 South Livernois Road	Rochester	Oakland	MI	48307	Full Service Brick and Mortar Office
Downtown Royal Oak Branch 800 S. Main St.	Royal Oak	Oakland	MI	48067	Full Service Brick and Mortar Office
Crooks Road Branch 4609 Crooks Road	Royal Oak	Oakland	MI	48073	Full Service Brick and Mortar Office
Rochester Road Branch 4710 Rochester Road	Royal Oak	Oakland	MI	48073	Full Service Brick and Mortar Office
301 S. Layfayette Branch 419 S. Layfayette[39]	South Lyon	Oakland	MI	48178	Full Service Brick and Mortar Office
Telegraph Branch 22575 Telegraph	Southfield	Oakland	MI	48034	Full Service Brick and Mortar Office
Southfield / Towne Square Branch[40] Two Towne Square, Suite 100	Southfield	Oakland	MI	48076	Full Service Brick and Mortar Office
Troy Branch[41] 2078 E. Big Beaver Road	Troy	Oakland	MI	48083	Full Service Brick and Mortar Office

(footnote continued)

[36] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[37] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[38] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[39] Modification to information on the FDIC's Bankfind website which shows a different street address.
[40] Modification to information on the FDIC's Bankfind website which shows a different branch name.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Skidway Lake Branch 2070 Greenwood Road	Prescott	Ogemaw	MI	48756	Full Service Brick and Mortar Office
Evart Branch 107 N Pine St.	Evart	Osceola	MI	49631	Full Service Brick and Mortar Office
Leroy Branch[42] 120 Mackinaw Trail	Leroy	Osceola	MI	49655	Full Service Brick and Mortar Office
Marion Branch 201 East Main Street	Marion	Osceola	MI	49665	Full Service Brick and Mortar Office
Mio Branch 211 N. Morenci	Mio	Oscoda	MI	48647	Full Service Brick and Mortar Office
Gaylord Downtown Branch[43] 100 East Main Street	Gaylord	Otsego	MI	49735	Full Service Brick and Mortar Office
Grand Haven Branch[44] 21 N Beacon Ave	Grand Haven	Ottawa	MI	49417	Full Service Brick and Mortar Office
Holland Branch 100 East Eighth Street	Holland	Ottawa	MI	49423	Full Service Brick and Mortar Office
Bridgeport MI Branch[45] 6093 Dixie Highway	Bridgeport	Saginaw	MI	48722	Full Service Brick and Mortar Office
Frankenmuth Branch 525 N. Main	Frankenmuth	Saginaw	MI	48734	Full Service Brick and Mortar Office
Hemlock Branch[46] 15753 Gratiot Road	Hemlock	Saginaw	MI	48626	Full Service Brick and Mortar Office
Atwater Branch 1115 S Washington Ave.	Saginaw	Saginaw	MI	48601	Full Service Brick and Mortar Office
Fairground Branch 2815 East Genesee Avenue	Saginaw	Saginaw	MI	48601	Full Service Brick and Mortar Office

(footnote continued)

[41] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[42] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[43] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[44] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[45] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[46] As discussed in the application, this branch will be closed in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Gratiot-West Side Branch 829 Gratiot Ave.	Saginaw	Saginaw	MI	48602	Full Service Brick and Mortar Office
Bay Shattuck Branch 3061 Bay Road	Saginaw	Saginaw	MI	48603	Full Service Brick and Mortar Office
Center Road Branch[47] 2100 North Center Road	Saginaw	Saginaw	MI	48603	Full Service Brick and Mortar Office
Downtown Saginaw Branch 101 North Washington Avenue	Saginaw	Saginaw	MI	48607	Full Service Brick and Mortar Office
Shields Branch 160 South River Road	Saginaw	Saginaw	MI	48609	Full Service Brick and Mortar Office
Durand Branch[48] 201 North Saginaw Street	Durand	Shiawassee	MI	48429	Full Service Brick and Mortar Office
Laingsburg Branch 209 East Grand River Street	Laingsburg	Shiawassee	MI	48848	Full Service Brick and Mortar Office
New Lothrop Branch[49] 9484 Genesee Street	New Lothrop	Shiawassee	MI	48460	Full Service Brick and Mortar Office
Owosso Branch 1345 North Shiawassee Street	Owosso	Shiawassee	MI	48867	Full Service Brick and Mortar Office
Downtown Sturgis Branch 100 East Chicago Road	Sturgis	St. Joseph	MI	49091	Full Service Brick and Mortar Office
Vassar Branch 1170 West Saginaw Road	Vassar	Tuscola	MI	48768	Full Service Brick and Mortar Office
Ann Arbor Branch 350 South Main Street, Suite 110[50]	Ann Arbor	Washtenaw	MI	48104	Full Service Brick and Mortar Office

[47] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[48] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[49] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[50] Modification to information on the FDIC's Bankfind website which shows a different street address.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Manchester-Chelsea Road Branch[51] 10903 Manchester-Chelsea Rd.[52]	Manchester	Washtenaw	MI	48158	Full Service Brick and Mortar Office
Washtenaw Avenue Branch 3075 Washtenaw Avenue	Ypsilanti	Washtenaw	MI	48197	Full Service Brick and Mortar Office
Whittaker And Huron Branch 7150 S. Huron River Drive	Ypsilanti	Washtenaw	MI	48197	Full Service Brick and Mortar Office
Grove Road Branch 775 South Grove Road	Ypsilanti	Washtenaw	MI	48198	Full Service Brick and Mortar Office
Canton Branch[53] 6549 Canton Center Road	Canton	Wayne	MI	48187	Full Service Brick and Mortar Office
Orchestra Place Branch 3663 Woodward Avenue	Detroit	Wayne	MI	48201	Full Service Brick and Mortar Office
Mack Avenue Branch 19683 Mack Avenue	Grosse Pointe Woods	Wayne	MI	48236	Full Service Brick and Mortar Office
Northville Baseline Branch[54] 39901 West Eight Mile Road	Northville	Wayne	MI	48167	Full Service Brick and Mortar Office
Plymouth Branch 186 South Main Street	Plymouth	Wayne	MI	48170	Full Service Brick and Mortar Office
Cadillac Main Branch 103 North Mitchell Street	Cadillac	Wexford	MI	49601	Full Service Brick and Mortar Office
Manton Branch 314 West Main Street	Manton	Wexford	MI	49663	Full Service Brick and Mortar Office
Mesick Branch 101 Mesick Avenue	Mesick	Wexford	MI	49668	Full Service Brick and Mortar Office

[51] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[52] Modification to information on the FDIC's Bankfind website which shows a different street address.
[53] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[54] Modification to information on the FDIC's Bankfind website which shows a different branch name.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Ashland Main Branch 132 West Main Street	Ashland	Ashland	OH	44805	Full Service Brick and Mortar Office
4200 Park Avenue Branch 4200 Park Avenue	Ashtabula	Ashtabula	OH	44004	Full Service Brick and Mortar Office
Harbor Branch[55] 888 Lake Avenue	Ashtabula	Ashtabula	OH	44004	Full Service Brick and Mortar Office
Geneva Branch 64 South Broadway	Geneva	Ashtabula	OH	44041	Full Service Brick and Mortar Office
Jefferson Branch[56] 22 West Jefferson Street	Jefferson	Ashtabula	OH	44047	Full Service Brick and Mortar Office
Kingsville Branch 6254 South Main Street	North Kingsville	Ashtabula	OH	44068	Full Service Brick and Mortar Office
Bucyrus Branch 101 South Sandusky Avenue	Bucyrus	Crawford	OH	44820	Full Service Brick and Mortar Office
Crestline Federal Branch 350 North Seltzer Street	Crestline	Crawford	OH	44827	Full Service Brick and Mortar Office
Galion West Branch 260 Portland Way North	Galion	Crawford	OH	44833	Full Service Brick and Mortar Office
Chagrin West Branch[57] 22835 Chagrin Blvd[58]	Beachwood	Cuyahoga	OH	44122	Full Service Brick and Mortar Office
Bedford Branch[59] 430 Northfield Road[60]	Bedford	Cuyahoga	OH	44146	Full Service Brick and Mortar Office
Broadview Heights Branch[61] 550 East Royalton Road	Broadview Heights	Cuyahoga	OH	44147	Full Service Brick and Mortar Office

[55] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[56] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[57] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[58] Modification to information on the FDIC's Bankfind website which shows a different street address.
[59] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[60] Modification to information on the FDIC's Bankfind website which shows a different street address.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Harvard Avenue Branch 7021 Harvard Ave.	Cleveland	Cuyahoga	OH	44105	Full Service Brick and Mortar Office
Westown Branch 10717 Lorain Avenue	Cleveland	Cuyahoga	OH	44111	Full Service Brick and Mortar Office
Uptown Branch[62] 11427 Euclid Avenue	Cleveland	Cuyahoga	OH	44114	Full Service Brick and Mortar Office
Landmark Branch[63] 25 West Prospect Avenue	Cleveland	Cuyahoga	OH	44115	Full Service Brick and Mortar Office
80 Severance Circle Road Branch[64] 80 Severance Circle Road	Cleveland Heights	Cuyahoga	OH	44118	Full Service Brick and Mortar Office
Euclid Lake Shore Branch 22595 Lake Shore Blvd[65]	Euclid	Cuyahoga	OH	44123	Full Service Brick and Mortar Office
Garfield Heights Branch[66] 5646 Transportation Blvd[67]	Garfield Heights	Cuyahoga	OH	44125	Full Service Brick and Mortar Office
5710 Mayfield Road Branch[68] 5710 Mayfield Rd.	Lyndhurst	Cuyahoga	OH	44124	Full Service Brick and Mortar Office
Mayfield Heights Branch[69] 1330 Som Center Road	Mayfield Heights	Cuyahoga	OH	44124	Full Service Brick and Mortar Office

(footnote continued)

[61] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[62] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[63] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[64] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[65] Modification to information on the FDIC's Bankfind website which shows a different street address.
[66] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[67] Modification to information on the FDIC's Bankfind website which shows a different street address.
[68] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[69] Modification to information on the FDIC's Bankfind website which shows a different branch name.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Middleburg Heights Branch[70] 7220 Pearl Road	Middleburg Heights	Cuyahoga	OH	44130	Full Service Brick and Mortar Office
North Olmsted Branch 25775 Lorain Road	North Olmsted	Cuyahoga	OH	44070	Full Service Brick and Mortar Office
Ridge Rd Branch[71] 5393 Ridge Road	Parma	Cuyahoga	OH	44129	Full Service Brick and Mortar Office
Parma Heights Branch 6530 York Rd	Parma Heights	Cuyahoga	OH	44130	Full Service Brick and Mortar Office
Rocky River Branch[72] 21114 Center Ridge Road	Rocky River	Cuyahoga	OH	44116	Full Service Brick and Mortar Office
Shaker Heights Branch[73] 3505 Lee Road	Shaker Heights	Cuyahoga	OH	44120	Full Service Brick and Mortar Office
Solon Branch[74] 33113 Aurora Road	Solon	Cuyahoga	OH	44139	Full Service Brick and Mortar Office
Strongsville Branch[75] 11654 Pearl Road	Strongsville	Cuyahoga	OH	44136	Full Service Brick and Mortar Office
Cedar-Center Branch 14100 Cedar Road	Cleveland[76]	Cuyahoga	OH	44121[77]	Full Service Brick and Mortar Office
Warrensville Heights Branch[78] 4834 Richmond Rd	Warrensville Heights	Cuyahoga	OH	44128	Full Service Brick and Mortar Office

[70] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[71] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[72] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[73] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[74] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[75] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[76] Modification to information on the FDIC's Bankfind website which shows a different city.
[77] Modification to information on the FDIC's Bankfind website which shows a different zip code.
[78] Modification to information on the FDIC's Bankfind website which shows a different branch name.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Westlake Branch[79] 801 Crocker Road	Westlake	Cuyahoga	OH	44145	Full Service Brick and Mortar Office
Delaware Downtown Branch[80] 95 East William Street	Delaware	Delaware	OH	43015	Full Service Brick and Mortar Office
Lewis Center Branch[81] 1156 E Powell Road[82]	Lewis Center	Delaware	OH	43035	Full Service Brick and Mortar Office
Powell Banking Center Branch[83] 9494 Wedgewood Boulevard	Powell	Delaware	OH	43065	Full Service Retail Office
Westerville Branch[84] 7345 State Route 3	Westerville	Delaware	OH	43082	Full Service Brick and Mortar Office
The Firelands Branch 357 Main Street	Huron	Erie	OH	44839	Full Service Brick and Mortar Office
Blacklick Branch[85] 6939 East Broad Street	Columbus	Franklin	OH	43213	Full Service Retail Office
Crown Plaza Branch 2100 Bethel Road	Columbus	Franklin	OH	43220	Full Service Retail Office
Dublin-Sawmill Branch[86] 7490 Sawmill Road	Dublin	Franklin	OH	43016[87]	Full Service Retail Office

[79] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[80] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[81] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[82] Modification to information on the FDIC's Bankfind website which shows a different street address.
[83] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[84] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[85] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[86] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[87] Modification to information on the FDIC's Bankfind website which shows a different zip code.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Stringtown Road Branch[88] 2336 Stringtown Road	Grove City	Franklin	OH	43123	Full Service Brick and Mortar Office
Bainbridge Township Branch[89] 8555 Tanglewood Square	Chagrin Falls	Geauga	OH	44023	Full Service Brick and Mortar Office
Chardon Branch 376 Center Street	Chardon	Geauga	OH	44024	Full Service Brick and Mortar Office
8389 Mayfield Road Branch[90] 8389 Mayfield Road	Chesterland	Geauga	OH	44026	Full Service Brick and Mortar Office
Middlefield Branch[91] 14894 North State Avenue	Middlefield	Geauga	OH	44062	Full Service Brick and Mortar Office
Willard Branch 501 Fort Ball Road	Willard	Huron	OH	44890	Full Service Brick and Mortar Office
Coshocton Ave Branch 901 Coshocton Avenue	Mount Vernon	Knox	OH	43050	Full Service Brick and Mortar Office
Mount Vernon Branch 136 S Main St	Mount Vernon	Knox	OH	43050	Full Service Brick and Mortar Office
Madison Branch 6565 North Ridge Road	Madison	Lake	OH	44057	Full Service Brick and Mortar Office
Mentor 306 Branch 7800 Reynolds Road	Mentor	Lake	OH	44060	Full Service Brick and Mortar Office
Painesville Branch 56 Liberty St	Painesville	Lake	OH	44077	Full Service Brick and Mortar Office
Painesville West Branch 1545 Mentor Ave	Painesville	Lake	OH	44077	Full Service Brick and Mortar Office

[88] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[89] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[90] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[91] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Perry Branch 2700 North Ridge Road	Painesville	Lake	OH	44081	Full Service Brick and Mortar Office
Willoughby Commons Branch[92] 36191 Euclid	Willoughby	Lake	OH	44094	Full Service Brick and Mortar Office
Downtown Amherst Branch 160 Cleveland Street	Amherst	Lorain	OH	44001	Full Service Brick and Mortar Office
Avon Branch[93] 36000 Detroit Road	Avon	Lorain	OH	44011	Full Service Brick and Mortar Office
Avon Lake Branch 520 Avon Belden Rd	Avon Lake	Lorain	OH	44012	Full Service Brick and Mortar Office
Columbia-Eaton Branch 26570 Royalton Rd	Columbia Station	Lorain	OH	44028	Full Service Brick and Mortar Office
Abbe Road Branch 248 North Abbe Road	Elyria	Lorain	OH	44035	Full Service Brick and Mortar Office
Broad And Court Streets Branch 105 Court St	Elyria	Lorain	OH	44035	Full Service Brick and Mortar Office
Eastgate Branch 565 South Abbe Road	Elyria	Lorain	OH	44035	Full Service Brick and Mortar Office
Grafton Branch 432 North Main Street	Grafton	Lorain	OH	44044	Full Service Brick and Mortar Office
Lagrange Branch 106 South Center Street	La Grange	Lorain	OH	44050	Full Service Brick and Mortar Office
Tower Boulevard Branch 4200 Oberlin Ave	Lorain	Lorain	OH	44052	Full Service Brick and Mortar Office
North Ridgeville Branch 35621 Center Ridge Road	North Ridgeville	Lorain	OH	44035	Full Service Brick and Mortar Office
Oberlin Branch 5 South Main Street	Oberlin	Lorain	OH	44074	Full Service Brick and Mortar Office
Sheffield Korners Branch 5252 Detroit Road	Sheffield Village	Lorain	OH	44054	Full Service Brick and Mortar Office

[92] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[93] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Vermilion Branch 4530 Liberty Ave	Vermilion	Lorain	OH	44089	Full Service Brick and Mortar Office
First Wellington Bank Branch 817 N Main St	Wellington	Lorain	OH	44090	Full Service Brick and Mortar Office
Toledo Downtown Branch[94] 411 Adams Street	Toledo	Lucas	OH	43604	Full Service Brick and Mortar Office
Sylvania Branch[95] 7530 Kings Pointe Road	Toledo	Lucas	OH	43617	Full Service Brick and Mortar Office
London Branch[96] 101 W High St	London	Madison	OH	43140	Full Service Brick and Mortar Office
West Jefferson Branch One East Main Street	West Jefferson	Madison	OH	43162	Full Service Brick and Mortar Office
Brunswick Center Branch 1344 Pearl Road	Brunswick Township	Medina	OH	44212	Full Service Brick and Mortar Office
Hinckley Branch 1296 Ridge Road	Hinckley	Medina	OH	44233	Full Service Brick and Mortar Office
Lodi Branch 209 Wooster Street	Lodi	Medina	OH	44254	Full Service Brick and Mortar Office
Montville Branch 3460 Medina Road	Medina	Medina	OH	44256	Full Service Brick and Mortar Office
North Court Branch[97] 975 N Court St	Medina	Medina	OH	44256	Full Service Brick and Mortar Office
Medina Downtown Branch[98] 39 Public Square	Medina	Medina	OH	44256	Full Service Brick and Mortar Office
South Court Branch 1105 South Court Street	Medina	Medina	OH	44256	Full Service Brick and Mortar Office

[94] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[95] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[96] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[97] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[98] Modification to information on the FDIC's Bankfind website which shows a different branch name.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Seville Branch 8 East Main Street	Seville	Medina	OH	44273	Full Service Brick and Mortar Office
Great Oaks Branch 950 High Street	Wadsworth	Medina	OH	44281	Full Service Brick and Mortar Office
Wadsworth Branch[99] 102 Main Street	Wadsworth	Medina	OH	44281	Full Service Brick and Mortar Office
Wadsworth Crossing Branch 1081 Williams Reserve Blvd	Wadsworth	Medina	OH	44281	Full Service Brick and Mortar Office
Kent Branch 1729 State Route 59	Kent	Portage	OH	44240	Full Service Brick and Mortar Office
Streetsboro Branch[100] 9717 State Route 14	Streetsboro	Portage	OH	44241	Full Service Brick and Mortar Office
Mansfield Branch 100 Park Avenue West	Mansfield	Richland	OH	44902	Full Service Brick and Mortar Office
Ashland Rd Branch 1277 Ashland Rd	Mansfield	Richland	OH	44905	Full Service Brick and Mortar Office
Lexington Branch 1468 Lexington Avenue	Mansfield	Richland	OH	44907	Full Service Brick and Mortar Office
Locust Street Branch 2150 Locust Street	Canal Fulton	Stark	OH	44614	Full Service Brick and Mortar Office
100 Central Plaza South Branch 100 Central Plaza South	Canton	Stark	OH	44702	Full Service Brick and Mortar Office
East 62 Branch 3100 Atlantic Boulevard, N.E.	Canton	Stark	OH	44705	Full Service Brick and Mortar Office
Country Fair Branch 4105 Tuscarawas Street West	Canton	Stark	OH	44708	Full Service Brick and Mortar Office

[99] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[100] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Hillsdale Branch 2917 Whipple Avenue, N.W.	Canton	Stark	OH	44708	Full Service Brick and Mortar Office
North Plaza Branch 1110 30th Street, N.W.	Canton	Stark	OH	44709	Full Service Brick and Mortar Office
Belden Village Branch 4555 Belden Village St, N.W.	Canton	Stark	OH	44718	Full Service Brick and Mortar Office
Hartville Branch[101] 832 West Maple Street	Hartville	Stark	OH	44632	Full Service Brick and Mortar Office
Louisville Branch 308 East Gorgas Street	Louisville	Stark	OH	44641	Full Service Brick and Mortar Office
Downtown Massillon Branch 140 Lincoln Way W[102]	Massillon	Stark	OH	44646	Full Service Brick and Mortar Office
Foxboro Branch 5594 Wales Avenue, N.W.	Massillon	Stark	OH	44646	Full Service Brick and Mortar Office
Mayflower Branch 2112 Lincoln Way West	Massillon	Stark	OH	44646	Full Service Brick and Mortar Office
Perry West Branch 2704 Lincoln Way East	Massillon	Stark	OH	44646	Full Service Brick and Mortar Office
North Canton Branch 101 North Main Street	North Canton	Stark	OH	44720	Full Service Brick and Mortar Office
Oakwood Square Branch 6252 Middlebranch Ave., N.E.	North Canton	Stark	OH	44721	Full Service Brick and Mortar Office
West Hill Branch 855 West Market Street	Akron	Summit	OH	44303	Full Service Brick and Mortar Office
Brittain Road Branch 840 Brittain Road	Akron	Summit	OH	44305	Full Service Brick and Mortar Office
Arlington Plaza Branch 1411 South Arlington Road	Akron	Summit	OH	44306	Full Service Brick and Mortar Office

[101] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[102] Modification to information on the FDIC's Bankfind website which shows a different street address.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Akron Downtown[103] 106 South Main Street	Akron	Summit	OH	44308	Full Service Brick and Mortar Office
Ellet Branch 2430 Wedgewood Drive	Akron	Summit	OH	44312	Full Service Brick and Mortar Office
Lakemore Plaza Branch 1502 Canton Road	Akron	Summit	OH	44312	Full Service Brick and Mortar Office
Kenmore Branch 1060 Kenmore Boulevard	Akron	Summit	OH	44314	Full Service Brick and Mortar Office
Portage Lakes Branch 3451 Manchester Road	Akron	Summit	OH	44319	Full Service Brick and Mortar Office
Wooster Hawkins Branch 1525 South Hawkins Boulevard	Akron	Summit	OH	44320	Full Service Retail Office
Montrose Branch 30 Springside Dr.	Akron	Summit	OH	44333[104]	Full Service Brick and Mortar Office
Barber Farm Branch 90 Fifth Street, Se	Barberton	Summit	OH	44203	Full Service Brick and Mortar Office
Bath-Richfield Branch 1946 Cleveland-Massillon Road	Bath Township	Summit	OH	44313	Full Service Brick and Mortar Office
Arlington/Killian Branch 2720 Arlington Road South	Coventry Township	Summit	OH	44312	Full Service Brick and Mortar Office
Falls Center Branch 2305 Second Street	Cuyahoga Falls	Summit	OH	44221	Full Service Brick and Mortar Office
State Road Branch 2878 State Road	Cuyahoga Falls	Summit	OH	44223	Full Service Brick and Mortar Office
Fairlawn Village Branch 2700 West Market Street	Fairlawn	Summit	OH	44333	Full Service Brick and Mortar Office
Manchester Branch 6020 Manchester Road	Franklin Township	Summit	OH	44319	Full Service Brick and Mortar Office

[103] Modification to information on the FDIC's Bankfind website which shows a different branch name. This is currently the main office of FirstMerit Bank, National Association. Upon the merger of FirstMerit Bank, National Association with and into The Huntington National Bank, it will become a Huntington Bank branch.

[104] Modification to information on the FDIC's Bankfind website which shows a different zip code.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Hudson Plaza Branch 116 West Streetsboro Road	Hudson	Summit	OH	44236	Full Service Brick and Mortar Office
Mogadore Branch 3885 Mogadore Road	Mogadore	Summit	OH	44260	Full Service Brick and Mortar Office
Nordonia Hills Branch 8300 Golden Link Boulevard	Northfield	Summit	OH	44067	Full Service Brick and Mortar Office
Norton Center Branch 4160 Cleveland-Massillon Road	Norton Township	Summit	OH	44203	Full Service Brick and Mortar Office
Stow Branch[105] 3311 Kent Road	Stow	Summit	OH	44224	Full Service Brick and Mortar Office
Tallmadge Branch 27 Northwest Avenue	Tallmadge	Summit	OH	44278	Full Service Brick and Mortar Office
Twinsburg Branch[106] 9777 Ravenna Road	Twinsburg	Summit	OH	44087	Full Service Brick and Mortar Office
Green Branch 3770 Massillon Road	Uniontown	Summit[107]	OH	44685	Full Service Brick and Mortar Office
Dover Branch[108] 201 West 3rd Street	Dover	Tuscarawas	OH	44622	Full Service Brick and Mortar Office
Orrville Branch 215 Hostetler Rd	Orrville	Wayne	OH	44667	Full Service Brick and Mortar Office
Rittman Shopping Center Branch[109] 210 North Main Street	Rittman	Wayne	OH	44270	Full Service Brick and Mortar Office
Burbank Road Branch 3754 Burbank Road[110]	Wooster	Wayne	OH	44691	Full Service Brick and Mortar Office

[105] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[106] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[107] Modification to information on the FDIC's Bankfind website which shows a different county.
[108] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[109] As discussed in the application, this branch does not appear to have a branch license number. As discussed in the application, this branch will be closed in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Wooster Branch 135 East Liberty Street	Wooster	Wayne	OH	44691	Full Service Brick and Mortar Office
Wayne Branch 114 South Center Street	Wayne	Wood	OH	43466	Full Service Brick and Mortar Office
Shenango Branch 2600 Ellwood Road	New Castle	Lawrence	PA	16101	Full Service Brick and Mortar Office
Union Branch 2090 W State St	New Castle	Lawrence	PA	16101	Full Service Brick and Mortar Office
New Castle Branch 11 South Mill Street[111]	New Castle	Lawrence	PA	16101[112]	Full Service Brick and Mortar Office
Neshannock Branch[113] 3214 Wilmington Ave	New Castle	Lawrence	PA	16105	Full Service Brick and Mortar Office
Allouez Branch 1601 South Webster Avenue	Green Bay	Brown	WI	54301	Full Service Brick and Mortar Office
Ashwaubenon Branch 2300 South Oneida Street Suite 9	Green Bay	Brown	WI	54304	Full Service Brick and Mortar Office
F&M Bank-Wisconsin Branch 160 E. Pulaski St	Pulaski	Brown	WI	54162	Full Service Brick and Mortar Office
Suamico Branch 3501 Veterans Drive[114]	Suamico	Brown	WI	54173	Full Service Brick and Mortar Office
Appleton Branch 1935 East Calumet Street	Appleton	Calumet	WI	54915	Full Service Brick and Mortar Office
Hilbert Branch[115] 69 South 8th Street	Hilbert	Calumet	WI	54129	Full Service Brick and Mortar Office

(footnote continued)

[110] Modification to information on the FDIC's Bankfind website which shows a different street address.
[111] Modification to information on the FDIC's Bankfind website which shows a different street address.
[112] Modification to information on the FDIC's Bankfind website which shows a different zip code.
[113] As discussed in the application, this branch will be consolidated into a nearby Huntington or FirstMerit branch in connection with the proposed transaction.
[114] Modification to information on the FDIC's Bankfind website which shows a different street address.
[115] As discussed in the application, this branch will be closed in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Prairie Du Chien Branch[116] 300 East Blackhawk Avenue	Prairie Du Chien	Crawford	WI	53821	Full Service Brick and Mortar Office
Madison WI Branch[117] 121 State Street	Madison	Dane	WI	53703	Full Service Brick and Mortar Office
Sturgeon Bay Branch[118] 1426 Egg Harbor Road	Sturgeon Bay	Door	WI	54235	Full Service Brick and Mortar Office
Superior Branch 1612 Belknap Street	Superior	Douglas	WI	54880	Full Service Brick and Mortar Office
Dickeyville Branch 100 Rosalyn Avenue	Dickeyville	Grant	WI	53808	Full Service Brick and Mortar Office
Fennimore Branch 1275 Tenth Street	Fennimore	Grant	WI	53809	Full Service Brick and Mortar Office
Lancaster Branch 302 South Madison Street	Lancaster	Grant	WI	53813	Full Service Brick and Mortar Office
Potosi Branch 102 South Main Street	Potosi	Grant	WI	53820	Full Service Brick and Mortar Office
Brodhead Branch 1035 1st Center Avenue	Brodhead	Green	WI	53520	Full Service Brick and Mortar Office
Highway 26 Branch 1320 S Main St	Jefferson	Jefferson	WI	53549	Full Service Brick and Mortar Office
Algoma Branch 208 Steele Street	Algoma	Kewaunee	WI	54201	Full Service Brick and Mortar Office
Darlington Branch 207 Wells Street	Darlington	Lafayette	WI	53530	Full Service Brick and Mortar Office
Antigo Branch[119] 724 Fifth Avenue	Antigo	Langlade	WI	54409	Full Service Brick and Mortar Office
Tomahawk Branch 227 West Wisconsin Avenue	Tomahawk	Lincoln	WI	54487	Full Service Brick and Mortar Office

[116] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[117] Modification to information on the FDIC's Bankfind website which shows a different branch name.
[118] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[119] Modification to information on the FDIC's Bankfind website which shows a different branch name.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Kiel Branch 514 Fremont Street	Kiel	Manitowoc	WI	53042	Full Service Brick and Mortar Office
Marinette Mall Branch 2201 Roosevelt Road	Marinette	Marinette	WI	54143	Full Service Brick and Mortar Office
Cathedral Place Branch 535 East Wells Street	Milwaukee	Milwaukee	WI	53202	Full Service Brick and Mortar Office
Lena Branch 301 West Main Street	Lena	Oconto	WI	54139	Full Service Brick and Mortar Office
Oconto Branch 1035 Main Street	Oconto	Oconto	WI	54153	Full Service Brick and Mortar Office
Suring Branch 725 East Main Street	Suring	Oconto	WI	54174	Full Service Brick and Mortar Office
Townsend Branch 17953 Highway 32	Townsend	Oconto	WI	54175	Full Service Brick and Mortar Office
Minocqua Branch 625 Chippewa Street[120]	Minocqua	Oneida	WI	54548	Full Service Brick and Mortar Office
Kaukauna Branch 205 E 4th St	Kaukauna	Outagamie	WI	54130	Full Service Brick and Mortar Office
Clear Lake Branch 327 Third Avenue	Clear Lake	Polk	WI	54005	Full Service Brick and Mortar Office
Amherst Branch[121] 128 County Highway Kk	Amherst	Portage	WI	54406	Full Service Brick and Mortar Office
Central Branch 5597 Highway Ten East	Stevens Point	Portage	WI	54481	Full Service Brick and Mortar Office
Boulder Junction Branch 5453 Park Street, Hwy M[122]	Boulder Junction	Vilas	WI	54512	Full Service Brick and Mortar Office
Manitowish Waters Branch 135 County Highway W	Manitowish Waters	Vilas	WI	54545	Full Service Brick and Mortar Office
East Troy Branch[123] 2905 Main St	East Troy	Walworth	WI	53120	Full Service Brick and Mortar Office

[120] Modification to information on the FDIC's Bankfind website which shows a different street address.
[121] Modification to information on the FDIC's Bankfind website which shows a different branch name. As discussed in the application, this branch will be closed in connection with the proposed transaction.
[122] Modification to information on the FDIC's Bankfind website which shows a different street address.
[123] As discussed in the application, this branch will be closed in connection with the proposed transaction.

Branch Locations to be Acquired Full Service Brick and Mortar Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Elkhorn Branch 10 North Lincoln Street	Elkhorn	Walworth	WI	53121	Full Service Brick and Mortar Office
Menomonee Falls Branch N56 W 16949 Ridgewood Dr.	Menomonee Falls	Waukesha	WI	53051	Full Service Brick and Mortar Office
New London Branch 401 W North Water St.	New London	Waupaca	WI	54961	Full Service Brick and Mortar Office
Wautoma Branch 123 East Main Street	Wautoma	Waushara	WI	54982	Full Service Brick and Mortar Office
Omro Branch[124] 124 East Main Street	Omro	Winnebago	WI	54963	Full Service Brick and Mortar Office
Oshkosh Branch 2101 West 9th Avenue	Oshkosh	Winnebago	WI	54904	Full Service Brick and Mortar Office
Winneconne Branch 124 W Main St.	Winneconne	Winnebago	WI	54986	Full Service Brick and Mortar Office

[124] As discussed in the application, this branch will be closed in connection with the proposed transaction.

Branch Locations to be Acquired Limited Service Facility Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Lee Street-North 518 North Lee Street	Des Plaines	Cook	IL	60016	Limited Service Facility Office
Drive-In Facility 120 N Forest St	Standish	Arenac	MI	48658	Limited Service Facility Office
Longway Boulevard Branch 1101 Longway Boulevard	Flint	Genesee	MI	48503	Limited Service Facility Office
Durand Drive-In Branch[125] 300 North Saginaw Street	Durand	Shiawassee	MI	48429	Limited Service Facility Office
M-115 Branch 2704 Sunnyside Drive	Cadillac	Wexford	MI	49601	Limited Service Facility Office
Drive-In Branch 138 West Harris Street	Cadillac	Wexford	MI	49601	Limited Service Facility Office
Mifflin Drive Up Branch 1423 Mifflin Avenue	Ashland	Ashland	OH	44805	Limited Service Facility Office
Columbus Branch[126] 111 West Rich Street, Suite 550	Columbus	Franklin	OH	43215	Limited Service Facility[127]
Mt Vernon Drive-Up Branch 324 S. Main Street	Mount Vernon	Knox	OH	43050	Limited Service Facility Office
Oberlin Drive Up Branch 56 S Pleasant St.	Oberlin	Lorain	OH	44074	Limited Service Facility Office
Extension Branch 125 W. Washington St	Medina	Medina	OH	44256	Limited Service Facility Office
North Hill Branch 727 North Main Street	Akron	Summit	OH	44310	Limited Service Facility Office
Auto-Teller Branch 9089 Darrow Road	Twinsburg	Summit	OH	44087	Limited Service Facility Office

[125] As discussed in the application, this limited service facility will be closed in connection with the proposed transaction.
[126] As discussed in the application, this branch will be closed in connection with the proposed transaction.
[127] This facility services Wealth and Commercial clients. Modification to information on the FDIC's Bankfind website which shows a different office type.

Branch Locations to be Acquired Limited Service Facility Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Wooster Drive Thru Branch 142 North Bever Street	Wooster	Wayne	OH	44691	Limited Service Facility Office

Branch Locations to be Acquired Limited Service Messenger Office					
Branch/Main Office	**City**	**County**	**State**	**ZIP Code**	**Office Type**
Messenger Service Branch 106 South Main Street	Akron	Summit	OH	44308	Limited Service Messenger Office

Public Exhibit 5

Subsidiaries of FirstMerit Bank

SUBSIDIARIES OF FIRSTMERIT BANK, NATIONAL ASSOCIATION

Name	Address	Activities	Comments[1]	Bank Regulatory Authority
Cascade Holdings, LLC	**FirstMerit** III Cascade Plaza Akron OH 44308	Holds OREO properties	Total Assets = $ 0 Total Liabilities = $ 0	12 C.F.R. 5.34 (e)(5)(v)(A)
CPHCSUB, LLC	**FirstMerit** III Cascade Plaza Akron OH 44308	Holds OREO properties	Total Assets = ($ 1,377,096) Total Liabilities = ($ 44,756)	12 C.F.R. 5.34 (e)(5)(v)(A)
CREPD, LLC	**FirstMerit** III Cascade Plaza Akron OH 44308	Holds OREO properties	Total Assets = ($5,915,586) Total Liabilities = ($304,377)	12 C.F.R. 5.34 (e)(5)(v)(A)
Cumberland Trail Golf Course LLC	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly held a specific OREO property; currently dormant	Total Assets = $ 0 Total Liabilities = $ 0	12 C.F.R. 5.34 (e)(5)(v)(A)

[1] Total assets and total liabilities are as of 12/31/2015.

Name	Address	Activities	Comments[1]	Bank Regulatory Authority
DKG Audit Services, LLC (fka Cumberland Trail Development LLC)	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly held OREO properties; name used to verify receivables securing asset-based loan	Total Assets = $ 0 Total Liabilities = $ 0	12 C.F.R. 5.34 (e)(5)(v)(A) and 12 C.F.R. 5.34 (e)(5)(v)(B)
FirstMerit Advisors, Inc.	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly an investment advisor; currently dormant	Total Assets = ($499,614) Total Liabilities = ($ 4,341)	12 C.F.R. 5.34 (e)(5)(v)(I)
FirstMerit Community Developoment Corporation	**FirstMerit** III Cascade Plaza Akron OH 44308	Holds CRA qualified investments	Total Assets = $ 15,569,772 Total Liabilities = $ 3,665,900	12 U.S.C. § 24 (Eleventh) and 12 C.F.R. 5.34(e)(1)
FirstMerit Equipment Finance, Inc.	**FirstMerit** III Cascade Plaza Akron OH 44308	Equipment leasing company	Total Assets = $ 55,708,018 Total Liabilities = $ 18,266,499	12 C.F.R. 5.34 (e)(5)(v)(M)

Name	Address	Activities	Comments[1]	Bank Regulatory Authority
FirstMerit Financial Services, Inc.	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly a licesed broker dealer; no longer licensed and currently dormant	Total Assets = $ 1,285,107 Total Liabilities = ($ 407,748)	12 C.F.R. 5.34 (e)(5)(v)(N)
FirstMerit Insurance Agency, Inc.	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly a life insurance agency registered with Ohio; currently dormant	Total Assets = $ 1,194,862 Total Liabilities = ($ 72,929)	12 CFR 5.39(e)(1)(ii)
FirstMerit Insurance Group, Inc.	**FirstMerit** III Cascade Plaza Akron OH 44308	Life insurance agency registered with Ohio	Total Assets = ($ 743,947) Total Liabilities = ($ 55,901)	12 C.F.R. 5.39(e)(1)(ii)
FirstMerit Mortgage Corporation	**FirstMerit Mortgage Co.** 4455 Hills and Dales Road NW Canton, OH 44708	Mortgage lending company	Total Assets = $ 735,869,582 Total Liabilities = $ 11,655,671	12 C.F.R. 5.34 (e)(5)(v)(C) and (D)

Name	Address	Activities	Comments[1]	Bank Regulatory Authority
FirstMerit Mortgage Reinsurance Company, Inc.	**FirstMerit Reinsurance Co.** 4455 Hills and Dales Road NW Canton, OH 44708	Captive Insurance company providing mortgage reinsurance	Total Assets = $ 1,124,805 Total Liabilities = $ 140,305	12 C.F.R. 5.34 (e)(5)(v)(Q)
FirstMerit Moss Creek Ventures, LLC	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly held OREO properties; currently dormant	Total Assets = $ 0 Total Liabilities = $ 0	12 C.F.R. 5.34 (e)(5)(v)(A)
FirstMerit Securities, Inc.	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly a licensed broker-dealer; no longer licensed; currently holding viaticals	Total Assets = $ 7,694,355 Total Liabilities = ($ 37,354)	12 C.F.R. 5.34 (e)(5)(v)(N)
FirstMerit Title Agency, Ltd.	**FirstMerit Title Co.** 4455 Hills and Dales Road NW Canton, OH 44708	Formerly a title insurance broker; currently dormant	Total Assets = $ 8,855,144 Total Liabilities = $ 231,756	12 C.F.R. 5.34 (e)(5)(v)(P)
FMRC, Inc. (fka Signal R Corp.)	**FirstMerit** III Cascade Plaza Akron OH 44308	Formerly owned REMICs; currently dormant	Total Assets = $ 20,128,985 Total Liabilities = ($ 620,804)	12 C.F.R. 5.34 (e)(5)(v)(O)

Name	Address	Activities	Comments[1]	Bank Regulatory Authority
FMSC, Inc. (formerly Signal Securitization Corp.)	**FirstMerit** III Cascade Plaza Akron OH 44308	Former activity unknown; currently dormant	Total Assets = $ 200,997 (due from affiliates) Total Liabilities = ($ 232)	N/A
Midwest Funding LLC	**FirstMerit** III Cascade Plaza Akron OH 44308	REIT—investes in real estate loans (150 preferred stockholders) and disclosed in the Company Disclosure Schedule	Total Assets = $ 197,296,318 Total Liabilities = $ 0	12 C.F.R. 34.3
Mobile Consultants, Inc.	**FirstMerit** III Cascade Plaza Akron OH 44308	Previously financed modular homes; currently dormant	Total Assets = ($ 6,265,489) Total Liabilities = ($ 82,255)	12 C.F.R. 5.34 (e)(5)(v)(C) and (D)

Public Exhibit 6

Form of Newspaper Notice

Notice of Application for the Merger of
FirstMerit Bank, National Association
into
The Huntington National Bank

Notice is given that application has been made to the Comptroller of the Currency, Central District Office, One Financial Place, Suite 2700, 440 South LaSalle St, Chicago, Illinois 60605, for consent to merge FirstMerit Bank, National Association ("FirstMerit"), main office located at 106 South Main St, Akron, Ohio 44308, into The Huntington National Bank ("Huntington"), main office located at 17 South High St, Columbus, Ohio 43215 (the "Bank Merger").

FirstMerit is a wholly-owned subsidiary of FirstMerit Corporation, headquarters located at 106 South Main St, Akron, Ohio 44308. Huntington is a wholly-owned subsidiary of Huntington Bancshares Incorporated, headquarters located at 41 S High St, Columbus, Ohio 43215. Prior to the Bank Merger, a wholly-owned subsidiary of Huntington Bancshares Incorporated will merge with and into FirstMerit Corporation (the first-step Holdco Merger). As soon as practicable after the first-step Holdco Merger, FirstMerit Corporation will merge with and into Huntington Bancshares Incorporated (the second-step Holdco Merger).

The Bank Merger will occur immediately after the second-step Holdco Merger. In the Bank Merger, FirstMerit would be merged with and into Huntington. Huntington would be the surviving bank and continue as a national banking association.

It is contemplated that the main offices and branch offices of the above-mentioned banks will continue to operate, except:

(a) the main office of FirstMerit located at 106 South Main St, Akron, Ohio 44308 would become a branch location of the surviving bank;

(b) legacy FirstMerit branches located at the following addresses would be closed:

6521 W 127th St., Palos Heights, Illinois 60463;
35480 Groesbeck Hwy, Clinton Township, Michigan 48035;
201 N Saginaw St, Durand, Michigan 48429;
300 N Saginaw St, Durand, Michigan 48429;
500 E Prosper Rd, Falmouth, Michigan 49632;
31215 W 14 Mile Rd, Farmington Hills, Michigan 48334;
4129 S Saginaw St, Flint, Michigan 48507;
124 S Main St, Fowler, Michigan 48835;
15753 Gratiot Rd, Hemlock, Michigan 48626;
662 Palms Avenue, Ishpeming, Michigan 49849;
4515 Francis St, Jackson, Michigan 49203;
120 Mackinaw Trail, Leroy, Michigan 49655;

}

10903 Manchester-Chelsea Rd, Manchester, Michigan 48158;
917 W Norton Avenue, Muskegon, Michigan 49441;
9484 Genesee St, New Lothrop, Michigan 48460;
40020 W 12 Mile Rd, Novi, Michigan 48377;
11686 US Hwy 23 S., Ossineke, Michigan 49766;
3070 W Centre Ave, Portage, Michigan 49024;
175 S Livernois Rd, Rochester, Michigan 48307;
141 S Main St., Romeo, Michigan 48065;
2078 E Big Beaver Rd, Troy, Michigan 48083;
888 Lake Avenue, Ashtabula, Ohio 44004;
80 Severance Circle, Cleveland Heights, Ohio 44118;
111 W Rich St, Columbus, Ohio 43215;
1156 E Powell Rd, Lewis Center Rd, Lewis Center, Ohio 43035;
5710 Mayfield Rd, Lyndhurst, Ohio 44124;
5393 Ridge Rd, Parma, Ohio 44129;
210 N Main St, Rittman, Ohio 44270;
7530 Kings Pointe Rd, Toledo, Ohio 43617;
801 Crocker Rd, Westlake Ohio, 44145;
128 County Rd KK, Amherst, Wisconsin 54406;
2905 Main St., East Troy, Wisconsin 53120;
69 S 8th St., Hilbert, Wisconsin 54129;
124 East Main St, Omro, Wisconsin 54963;
1426 Egg Harbor Rd, Sturgeon Bay, Wisconsin 54235;

(c) legacy Huntington branches located at the following addresses would be closed:

309 S Euclid Ave., Bay City, Michigan 48706;
130 N Jefferson Ave., Saginaw, Michigan 48607;
39 E. Market St., Akron, Ohio 44308;
3899-A Medina Rd., Akron, Ohio 44333;
3630 Center Rd, Brunswick, Ohio 44212;
965 East Cherry St, Canal Fulton, Ohio 44614;
3504 Tuscarawas St. W, Canton, Ohio 44708;
1600 Bethel Rd, Columbus, Ohio 44111;
5801 Darrow Rd., Hudson, Ohio 44236;
1011 East Aurora Rd, Macedonia, Ohio 44056;

(d) legacy FirstMerit branches located at the following addresses would be consolidated with a nearby Huntington or FirstMerit branch:

101 Depot St, Bellaire, Michigan 49615;
120 N Lake, Boyne City, Michigan 49712;
6549 N Canton Center Rd, Canton, Michigan 48187;
485 Haggerty Hwy, Commerce Township, Michigan 48390;
2750 Center Ave., Essexville, Michigan 48732;
21 N Beacon Blvd, Grand Haven, Michigan 49417;

901 W Sharon Avenue, Houghton, Michigan 49931;
2100 N Center Rd, Saginaw, Michigan 48603;
501 Court St, Sault Ste Marie, Michigan 49783;
15023 21 Mile Rd, Shelby Township, Michigan 48315;
7548 Lewis Ave, Temperance, Michigan 48182;
627 W. Front St, Traverse City, Michigan 49864;
36000 Detroit Rd, Avon, Ohio 44011;
22835 Chagrin Blvd, Beachwood, Ohio 44122;
430 Northfield Rd, Bedford, Ohio 44146;
550 East Royalton Rd, Broadview Heights, Ohio 44147;
8555 Tanglewood Square, Chagrin Falls, Ohio 44023;
8389 Mayfield Rd, Chesterland, Ohio 44026;
11427 Euclid Avenue, Cleveland, Ohio 44114;
25 West Prospect Avenue, Cleveland, Ohio 44115;
6939 E Broad St, Columbus, Ohio 43213;
201 W. 3rd St, Dover, Ohio 44622;
7490 Sawmill Rd, Dublin, Ohio 43016;
5646 Transportation Blvd, Garfield Heights, Ohio 44125;
2336 Stringtown Rd, Grove City, Ohio 43123;
832 W Maple St, Hartsville, Ohio 44632;
22 West Jefferson St, Jefferson, Ohio 44047;
101 W High St, London, Ohio 43140;
7220 Pearl Rd, Middleburg Heights, Ohio 44130;
14894 North State Ave, Middlefield, Ohio 44062;
9494 Wedgewood Boulevard, Powell, Ohio 43065;
21114 Center Ridge Rd, Rocky River, Ohio 44116;
3505 Lee Rd, Shaker Heights, Ohio 44120;
33113 Aurora Rd, Solon, Ohio 44139;
3311 Kent Rd, Stow, Ohio 44224;
9717 State Route 14, Streetsboro, Ohio 44241;
11654 Pearl Rd, Strongsville Ohio, 44136;
411 Adams St, Toledo, Ohio 43604;
9777 Ravenna Rd, Twinsburg Ohio 44087;
102 Main Street, Wadsworth, Ohio 44281;
7345 State Route 3, Westerville, Ohio 43082;
3214 Wilmington Rd, New Castle, Pennsylvania 16105; and

(e) legacy Huntington branches located at the following addresses would be consolidated with a nearby Huntington or FirstMerit branch:

06536 M-66 N, Charlevoix, Michigan 49720;
12890 S Saginaw St, Grand Blanc, Michigan 48439;
2195 S I-75 Business Loop, Grayling, Michigan 49738;
27250 Wixom, Novi, Michigan 48374;
457 Avon Belden Road, Avon Lake, Ohio 44012;
540 Water St, Chardon, Ohio 44024;

2875 State Rd, Cuyahoga Falls, Ohio 44223;
1500 East Main St, Kent, Ohio 44240;
6550 N. Ridge Rd, Madison, Ohio 44057;
1065 N Court St, Suite C, Medina, Ohio 44256;
7720 Mentor Avenue, Mentor, Ohio 44060;
1340 N Main St, North Canton, Ohio 44720;
4879 Portage St NW, North Canton, Ohio 44720;
58 S Park Place, Painesville, Ohio 44077;
14481 Cedar Rd, South Euclid, Ohio 44121;
4086 Massillon Rd, Uniontown, Ohio 44685;
41 E Main St, West Jefferson, Ohio 43162;
445 W. Milltown Rd, Wooster, Ohio 44691;
2656 Ellwood Rd, New Castle, Pennsylvania 16101;
101 East Washington St, New Castle, Pennsylvania 16101.

This notice is published pursuant to 12 U.S.C. § 1828(c) and 12 CFR 5. Anyone may submit written comments on this application by April 9, 2016 to: Director of District Licensing, Office of the Comptroller of the Currency, One Financial Place, Suite 2700, 440 South LaSalle St, Chicago, Illinois 60605 or CE.Licensing@occ.treas.gov.

The public file is available for inspection in the district office during regular business hours. Written requests for a copy of the public file on the application should be sent to the Director of District Licensing.

March 10, 2016

FirstMerit Bank, National Association. Akron, Ohio
The Huntington National Bank, Columbus, Ohio

Newspapers: Columbus Dispatch and Akron Beacon Journal
Date of Scheduled Publication: March 10, 2016, March 17, 2016, April 4, 2015

Public Exhibit 7

Convenience and Needs Considerations

CONVENIENCE AND NEEDS CONSIDERATIONS[1]

The Proposed Transaction will bring a number of significant benefits to the customers of FirstMerit and Huntington and to the communities they serve. Huntington prioritizes community reinvestment and active community involvement, as demonstrated in the Commitment to CRA section above, and is eager to serve the banking and credit needs of all of the customers and communities of the combined organization. Additional information about the importance that Huntington places on serving its communities is provided in its Social Responsibility Report, Inclusion and Diversity Program and Supplier Diversity Program, which are attached as Exhibit 8.

Consummation of the Proposed Transaction will benefit the legacy customers of FirstMerit Bank and the customers of Huntington Bank by providing them with broader branch and ATM networks. Huntington Bank has branches in areas of Ohio, Michigan and Pennsylvania not currently served by FirstMerit Bank, as well as in Indiana, Kentucky and West Virginia, states where FirstMerit Bank has no branches. FirstMerit Bank operates in the Chicago area of Illinois and in Wisconsin, where Huntington Bank does not have any branches. Legacy FirstMerit customers in many areas of Ohio and Michigan will also benefit from the added convenience provided by Huntington Bank's full-service branches located in two large grocery chains, which are open longer hours than traditional stand-alone branches and usually open seven days a week (including on most holidays).

Huntington Bank's highly rated customer service and broad suite of products and services have helped to grow Huntington Bank's customer base, in the past four years, by more than 38% for consumer depositor relationships and 22% for commercial relationships. The Proposed Transaction will enable Huntington Bank to provide its high level of customer service and its broader suite of products and services to legacy customers of FirstMerit Bank.

Huntington Bank has been devoting significant resources to rebranding and redesigning its customer touchpoints (branches, ATMs, mobile apps, websites, etc.) and refining its product selection, all to increase benefits and convenience to its customers. These efforts have resulted in Huntington Bank winning many awards for its customer service, products and branch network convenience. For example, Huntington Bank was recently named the best bank in the Midwest, for the third year in a row, by MyBank Tracker. In 2015, Huntington Bank ranked highest for the third year in a row in the National 2015 J.D. Power U.S. Retail Banking Satisfaction Study and won the TNS Choice Award for Consumer Banking in the Central Region.. In 2014, small business owners ranked Huntington Bank highest in overall customer satisfaction in the J.D. Power Small Business Customer Satisfaction Study.

Huntington Bank offers deposit and loan products for all segments of the communities it serves, including the underserved. Huntington Bank has developed and implemented innovative products and features as part of its "Fair Play" banking strategy. For example, Huntington Bank's Asterisk-Free Checking® account has no minimum-balance requirement, no monthly service fee and no-fee debit card use. Although FirstMerit has a similar consumer checking

[1] Undefined terms in this document have the same meanings as such corresponding terms used in the OCC Application to which this exhibit is attached.

account with no monthly service fees when the account is active, no minimum-balance requirement and no-fee debit card use, Huntington Bank checking accounts have certain advantages. Specifically, as part of its "Fair Play" banking strategy, all Huntington Bank consumer checking accounts have Huntington Bank's 24-hour Grace® feature, which allows customers with an overdraft balance to make a deposit the next business day to clear the overdraft and avoid an overdraft fee. Huntington Bank also is one of the only banks in the country to credit same-day deposits made up to midnight, including deposits made on mobile devices and at ATMs through the bank's All-Day Deposit℠ solution. The posting order for all electronic debits on accounts of both Huntington Bank and FirstMerit Bank is chronological, including for ACH transactions, as well as ATM/debit card transactions. Huntington Bank also offers no-fee automated transfers (to support maintenance of positive checking account balances) and no monthly maintenance fees on any savings account linked to the Asterisk-Free Checking® account. Further, checking account customers can also sign up for email or text messages if their accounts are overdrawn.

Huntington Bank offers additional low-cost checking and savings accounts with minimum balance criteria. In addition, Huntington Bank offers an extensive range of business checking and savings accounts, including its low-cost Community Checking Account (with no monthly fees for businesses that have up to 100 transactions) and Business Premier Savings Account, and offers payables/receivables management (lockbox, vault, deposit and merchant services), Treasury and foreign exchange services for small and larger businesses alike.

Huntington Bank also offers innovative lending programs, including those that assist underserved groups of customers. As discussed, Huntington Bank's proprietary Community Access Mortgage loan program assists LMI borrowers or borrowers in LMI communities purchase or refinance residences by allowing higher loan-to-value ratios, no PMI requirement and no interest rate adjustment for lower credit scores. In addition, Huntington Bank offers its Consumer First Mortgage program, which is designed to provide a convenient, low-cost refinancing of a residence and/or cash-out option with no PMI requirements. As noted, Huntington Bank also is the largest bank participant in the newly announced Detroit Home Mortgage Fund, through which home purchasers in Detroit will receive low-cost mortgage loans to cover the gaps between the amounts of mortgage loans needed, including for required repairs and rehabilitations, and the low appraised values of homes in Detroit. This innovative program should increase home ownership opportunities, property values and reinvestment in Detroit.

After learning from community organizations in various markets that consumers in LMI census tracts needed small, affordable loans for home improvement, Huntington Bank also implemented an unsecured home improvement loan program for homeowners in LMI communities, which offers short-term loans (12- to 36-month terms) in amounts of $999 to $3,000 at an affordable rate (*i.e.*, fixed rate of 2.99%). The program is designed to help provide credit to homeowners in LMI communities who are unable to qualify for traditional home equity loans because of decreased home values and/or compromised credit. In addition, Huntington Bank's other home equity loans and lines of credit generally are more advantageous to customers than those at FirstMerit Bank. For example, Huntington Bank's home equity line of credit product has a higher credit limit and includes a draw period followed by an established repayment period, rather than a balloon balance due at the end of the draw period. Huntington Bank's home equity loan product also allows customers to choose an escrow option, which is not available at

FirstMerit Bank. In addition, Huntington Bank's home equity loan and line of credit product products allow for a maximum LTV limit of 100% LTV, which is higher than that at FirstMerit Bank.

Huntington Bank also actively participates in a variety of national, state and locally based mortgage lending programs designed to assist LMI individuals and LMI or minority communities, including VA, FHA, FHLB, USDA and Fannie Mae mortgage programs. Examples of state- and county-sponsored programs in which Huntington Bank participates include: (1) the Cuyahoga County Housing Enhancement Loan Program in Ohio, which is designed to assist in the revitalization of the Cleveland area by offering loans linked to deposits that provide loans for alteration, repair, maintenance, improvement, code violation compliance and other property upgrades; (2) the State of Ohio ECOLink Home Equity Loan and Unsecured Loan Programs, which are designed to provide reduced rate financing for Ohioans completing weatherization improvements and installing energy efficient products in their primary homes; (3) the down payment assistance program of the Ohio Housing Finance Agency through which down payment assistance of up to 5% of the purchase price is provided at competitive rates; and (4) the down payment assistance program of the Michigan State Housing Development Authority through which down payment assistance to individuals with qualifying income levels is provided in amounts of up to $7,500, in the form of a second lien mortgage loan.

As a more active SBA lender than FirstMerit Bank, Huntington Bank offers additional loan opportunities for its small business customers. As noted, Huntington Bank is the SBA's second largest SBA 7(a) lender in the country for the SBA's fiscal year ending September 30, 2015, despite being only the 32nd largest bank by asset size. Huntington Bank participates in the following SBA-guaranteed loan programs: (1) the SBA 7(a) program, through which loans are provided to start, acquire or expand small businesses, and SBA 7(a) (Express), which provides expedited processing for such loans up to $350,000; and (2) the SBA 504 program, in which banks partner with a local Certified Development Company to provide long-term, fixed rate financing to small businesses for fixed assets and real estate. Local Huntington Bank bankers making SBA loans are supported by full-time dedicated SBA lending specialists.

In addition, Huntington Bank is an active participant in a number of state-sponsored programs designed to assist small businesses. Examples of such programs include: (1) Ohio Minority Direct Loan, which provides fixed, low-interest rate loans to certified minority-owned businesses that are purchasing or improving fixed assets, resulting in new job creation in Ohio; (2) Ohio Capital Access and Michigan Capital Access, which allows lenders to make loans to businesses that might otherwise not qualify for a loan; (3) Ohio Grow Now, which allows small business owners to receive up to a 3% interest rate on loans in exchange for the creation or retention of jobs; (4) Ohio AgLink, which offers an interest rate reduction to Ohio farmers and other agricultural businesses to help offset the impact of upfront costs; (5) Ohio Collateral Enhancement, which offers a cash collateral account to cover up to 30% of a borrower's collateral shortfall, enabling small businesses such as manufacturers to acquire financing for which they otherwise might not qualify; (6) ReEnergize Ohio, which offers up to a 33% interest rate reduction on new or existing small business loans when the funds are used for approved energy efficiency upgrades; and (7) Michigan Capital Access, which provides a cash collateral account to cover up to 49.9% of a borrower's collateral shortfall to enable small business to receive loans for which they might otherwise not qualify.

Huntington Bank looks forward to marketing its full suite of consumer deposit and loan products, including home mortgages, in the Chicago area and helping to meet consumer and community banking needs in that area. In the Chicago area, FirstMerit Bank has primarily engaged in business banking and lending, so Huntington Bank sees great opportunity in bringing more focus on consumer banking in Chicago while also expanding opportunities for small business and commercial customers.

Commercial customers also will benefit from Huntington Bank's larger lending limit for individual borrowers, attracting a wider scope of commercial loan customers. Huntington Bank also offers additional products and services for commercial customers that are not available at FirstMerit Bank. For example, Huntington offers: broker-dealer services offering bond underwriting and distribution capabilities; participation in public bond offerings; on-premise vault services, providing same-day cash credit to retailer accounts; billing and invoicing services; web-based medical lockbox services, significantly enhancing customer receivables management and overall cash flow through digital automation; the Notice account, offering customer higher interest on short-term cash; and the Hybrid account, enabling customers to efficiently receive an Earnings Credit Rate with the additional benefit of earning interest on excess balances.

FirstMerit commercial and public sector customers also will benefit from Huntington's enhanced capabilities, including in: (1) institutional investments and fixed income underwriting or trading, offering liquidity solutions to government customers and public/private debt issuance capabilities; (2) private placement capabilities in commercial paper, bonds, mutual funds, etc.; (3) foreign exchange services, offering trading in a boarder set of contracts, hedging and advisory services, daily market updates and an extended-hour online trading desk; (4) interest rate derivative and commodities managed hedging activities, offering integrated expertise throughout the loan origination process; (5) corporate trust services, including bond trustee, registrar, paying agent and document custody services; and (6) technology finance, serving as one of the largest vendor-independent providers of lease financing, asset management and remarketing of technology, healthcare and capital equipment. Huntington also offers specialized industry expertise in offering tailored products and services to the following industries operating in the Midwest: food and agribusiness financing; healthcare; franchises and energy. Through its Private Client Group ("PCG"), Huntington Bank and Huntington Investment Company offers private banking, fiduciary and wealth and investment management services that are not available at FirstMerit. Clients of Huntington Bank's PCG are assigned a dedicated Private Banker who functions as the private banking customer's overall Relationship Manager and provides a wider array of deposit, loan and fiduciary products and services than are currently available at FirstMerit Bank. Due to the larger size and scale of Huntington Bank's fiduciary business, the bank offers a broader array of trust products than FirstMerit Bank currently offers.

Huntington Bank's corporate trust services and retirement plan services offer more scale and expanded product offerings with nationally known industry partners than those available through FirstMerit Bank. Due to the size and scale of Huntington Bank's fiduciary business, it also offers expanded product and service offerings, including core competencies in funeral and cemetery trusts. Huntington Bank also will be able to incorporate FirstMerit Bank fiduciary service customers into its centralized processing of irrevocable life insurance trusts and real estate trust services.

In addition, Huntington provides securities brokerage and investment advisory services for individuals and commercial customers, activities that FirstMerit currently offers only through outsourced third-party arrangements. Huntington's broker-dealer services will offer legacy FirstMerit Bank customers with improved new account set-up and document imaging workflow capabilities, as well as financial planning and other tools and vendor relationships, which will improve the customer experience.

Further, through its commercial and personal lines insurance agency, Huntington Insurance, Inc., Huntington offers a broader array of insurance products and insurance-related consultative services which meet more needs of customers than what is available at FirstMerit Bank. For example, Huntington's insurance products and services include business continuity, cyber risk, directors and officers, product liability and recall, property and casualty, trade credit, and title (both residential and commercial) insurance.

Huntington Bank will continue its high level of community development lending, investment and services, throughout the combined organization's footprint, taking into account the Proposed Transaction. In addition, Huntington has agreed in the Holdco Merger Agreement to establish, before the Proposed Transaction closes, a new charitable foundation to support community development in Akron, Ohio, which will be overseen by an initial three-member board of trustees. This board will be composed of one member of Huntington's board of directors and two members domiciled in the greater Akron area selected from the four members of FirstMerit's board of directors who will join Huntington's board after the Closing. This new charitable foundation will be funded with at least $20 million over a 10-year period. Huntington also has agreed to contribute $5 million over the same 10-year period to The Huntington Foundation for the express purpose to provide additional community development support in the greater Canton, Ohio and Flint, Michigan communities.

To minimize any economic impact to Akron, Huntington also has agreed in the Holdco Merger Agreement to: (1) establish an operations/call center within Akron (or in a city with a Joint Economic Development Agreement with Akron) and use reasonable best efforts to ensure that such operations/call center is fully operational no later than by the date of the second anniversary of the Proposed Transaction's Closing date, and (2) use reasonable best efforts to maintain employment levels in Akron that are consistent with FirstMerit's employment levels as of the Proposed Transaction's date of Closing, no later than by the second anniversary of such date.

In addition, the Proposed Transaction will bring together two banking organizations with highly compatible business models, risk management systems and customer-oriented cultures, and will enhance the financial stability and prospects of Huntington, including for the following reasons:

(a) The Proposed Transaction will enlarge and geographically diversify Huntington's franchise through entry into attractive new markets in Chicago and Wisconsin;

(b) Huntington Bank's strategic position in its current markets in Ohio, Michigan and Pennsylvania will be enhanced through increased market position;

(c) The complementary culture, risk management and businesses of Huntington and FirstMerit will facilitate a smooth integration of the companies and enhance the future prospects of the combined organization;

(d) The Proposed Transaction will add management talent and depth across all of Huntington's businesses; and

(e) Huntington Bank's expansion into contiguous markets will provide efficiencies and economies of scale in addition to added convenience to consumer and commercial customers.

Public Exhibit 8

Huntington Bank's Social Responsibility Report, Inclusion and Diversity Program and Supplier Diversity Program

We believe in doing the right thing.

SOCIAL RESPONSIBILITY REPORT

Huntington
W I o ™

Midwestern values.

It's a term that gets thrown around a lot – in the Midwest and beyond. But what does it really mean? To us, it means recognizing the people around us as neighbors, friends and family. It means treating every individual like the individuals they are. It means remembering our roots in the community, working for the common good of the neighborhood. It means believing in the place we call home. Believing in the power of possibility. Believing that together we can – and will – make a difference.

At Huntington, we believe that we have the power to change our communities for the better. But we also know we can't do it alone. So, this year, we're asking you to join us. Go ahead, pick a cause – or three – and give your time, your passion and your commitment to make a real difference in the lives of your neighbors. **Together we can do something totally Midwestern: we can build neighborhoods that put people first.**

"Closely allied to moral soundness in banking is commercial integrity in the community. The two walk together, and the highest plane of excellence can be attained in neither without the co-operation and support of the other."

— P.W. Huntington, Huntington Bank founder

As we commemorate our 150th Anniversary in 2016, we are reminded that serving our communities is a privilege we never take for granted. Through the generations, Huntington colleagues have formed strong bonds with our community partners. From our founder, P.W. Huntington in 1866, to the thousands of Huntington colleagues across the Midwest today, playing an active role in supporting our communities has become part of a legacy that we will continue to foster.

PITTSBURGH

Housing the homeless makes our neighborhoods a little more neighborly.

Thanks in part to our efforts, ground was broken last October for Lighthouse Haven, a $1.8 million center in downtown Steubenville. The facility will serve people who are experiencing homelessness and those that suffer from mental illness, substance abuse and physical disabilities.

Huntington was the sponsoring bank for grant funding from the Federal Home Loan Bank's Affordable Housing Program. The center will include ten supportive-living apartments for individuals and families. Jefferson Behavioral Health Systems will provide programs and services for residents.

We believe in Pittsburgh

More stories from the region:

Northside Community Development Fund

Financial education to students in Wilkinsburg

Donating time to the Pittsburgh community

Read more at **huntington.com/community/pittsburgh**

WEST VIRGINIA

Backpacks are a reason to stay in school.

In partnership with various non-profits throughout the state, such as the Salvation Army and United Way, Huntington has distributed backpacks and school supplies to students of low-income families for more than five years. In 2014, 1,000 backpacks and school supplies were distributed to elementary students in Charleston, Clarksburg, Huntington, Parkersburg and Morgantown.

We believe in West Virginia

More stories from the region:

Huntington team member named 2014 Volunteer of the Year

Dinner for families at the Ronald McDonald House

United Way Day of Caring

Read more at **huntington.com/community/west-virginia**

Supporting minority businesses supports the entire business community.

Huntington receives "Diversity Advocacy" Award

Huntington's Greater Akron/Canton Region recently received the Diversity Advocacy Award from Black Pages Ohio for our work with minority business enterprises representing every demographic.

We're committed to the communities we serve and have developed sourcing strategies with consideration to minority-, women-, LGBT-, disabled- and veteran-owned businesses. We award business to our suppliers through a competitive process based on several factors, including the best overall value to Huntington, quality, local community commitment, price and relationship.

GET INVOLVED

Celebrate the diversity and contributions that minority-owned business bring to our neighborhoods. Visit **blackpagesohio.com** to find minority-owned businesses in your part of Ohio.

We believe in Akron/Canton

More stories from the region:

Huntington continues backpack donations to help children in need

MLK Jr. Day of Service in Canton

East Akron NeighborWorks Week

Huntington participates in "JA In a Day" at Leggett Community Center

Read more at **huntington.com/community/akron-canton**

Helping homeowners and small businesses in times of great need provides the assurance and stability that is the foundation for healthy communities.

Helping neighbors in trouble is simply the right thing to do. In August 2014, historic flooding devastated Southeast Michigan. Three counties were declared federal disaster areas, and tens of thousands of residents suffered damage to or the loss of their homes, vehicles and property. Huntington donated $250,000 to the American Red Cross for flood relief in the area.

Low-interest disaster-relief loan program

Huntington implemented a low-interest disaster relief loan program for home and business owners affected by the historic flooding in Southeast Michigan in August 2014. Loans were offered at a competitive fixed rate with attractive loan terms and more permissive credit score guidelines for qualified borrowers.

Additionally, as a Small Business Express lender, Huntington committed to quick SBA-backed lending decisions. Qualified small business applicants affected by flooding were notified within one to two days, and bank fees were waived for those applicants.

GET INVOLVED

Support the Red Cross's efforts to support those in need by volunteering or giving. Visit **redcross.org** to find out how you can help in your community and around the world.

We believe in Michigan

More stories from the region:

- Lemonade Day, a national program that inspires entrepreneurism in young people
- The Salvation Army and Huntington create a financial education program called Kids Saving Program
- Huntington partners with Arab American and Chaldean Council on a financial education program for Arabic-speaking individuals
- Huntington participates in the 2014 Building Michigan Communities Conference
- Huntington partners with "JA in a Day" to help at-risk youth in Holland, Michigan
- Huntington VP named Volunteer of the Year by the JA West Michigan Business Hall of Fame
- Teaching financial education to GED and ESL students
- Huntington colleagues volunteer with the Association for the Blind and Visually Impaired
- West Michigan colleagues raise $36,000 for Pelotonia
- Gerald R. Ford Academic Center backpack giveaway

Read more at **huntington.com/community/west-michigan** and **huntington.com/community/east-michigan**

CLEVELAND

Revitalizing neighborhoods reminds us of the value of the neighborhood and the value of the people who live there.

Slavic Village recovery

Slavic Village, a once-vibrant neighborhood near downtown Cleveland, has been plagued by blight, vacant houses and financial hardship. We felt the area was worth saving, and committed resources to do just that.

The Slavic Village Recovery, LLC (SVR), a collaborative partnership of private and non-profit entities, was formed to acquire and rehabilitate 2,200 single-family homes to create affordable housing and bring large-scale change to the area.

Huntington arranged a line of credit to help fund the rehabilitation of homes targeted by the project, and has provided mortgage financing for the majority of homes.

We believe in Cleveland

More stories from the region:

Huntington celebrates MLK Day

Huntington finances the renovation of the Templin-Bradley building

Distributing 1,200+ backpacks in partnership with the Salvation Army of Greater Cleveland

LGBT Business Resource Group colleagues volunteer for the Gay Games and participate in the annual Cleveland Pride parade

383 hours of financial education to more than 1,500 Cleveland students

Read more at **huntington.com/community/cleveland**

Helping breast cancer patients live life to the fullest is a celebration of our humanity.

Karen Wellington Foundation for Living with Breast Cancer

We were honored to be a presenting sponsor for the gala fundraiser in March supporting the Karen Wellington Foundation for Living with Breast Cancer. The foundation provides much-needed distractions for patients by sending them on vacations, treating them to relaxing spa days with friends, and providing special lunches or nights out on the town. These efforts give women with breast cancer something positive to look forward to in between medical appointments and chemo treatments.

GET INVOLVED

Join Huntington in celebrating women who are not done living yet by visiting **karenwellingtonfoundation.org.**

We believe in Southern Ohio and Kentucky

More stories from the region:

- Partnership with St. Vincent de Paul Society in Cincinnati
- Lead sponsorship of Accounting for Kids Day
- Flag-raising ceremony in honor of veterans at Fountain Square
- 14 weeks of financial education to women transitioning from unemployment to jobs
- Colleagues raise money for the American Heart Association through the Greater Dayton Heart Walk

Read more at **huntington.com/community/southern-ohio-kentucky**

CENTRAL OHIO

A bike ride will cure cancer.

Pelotonia

Huntington is proud to be a lead sponsor of Pelotonia, an annual three-day experience held each August in Central Ohio to help fund cancer research. For those who ride, volunteer and give, Pelotonia is more than a bike ride, it's a uniquely powerful and moving event – and it's remarkably effective at generating funds for fighting the disease.

$11,000,000

Huntington has raised nearly $11 million for cancer research since 2008 and $3 million in 2014 alone.

1,231 RIDERS

Plus 510 virtual riders and 1003 volunteers.

GET INVOLVED

Join Team Huntington. Whether you love biking, hate cancer, or just want to spend time with people who are passionate about making a difference. Visit huntington.com/endcancer to ride with us.

Since our involvement with the first ride in 2008, Team Huntington has raised nearly $11 million for The Ohio State University Comprehensive Cancer Center – James Cancer Hospital and Solove Research Institute, based in Columbus. Every dollar raised goes to The James, one of only 41 centers in the U.S. designated by the National Cancer Institute as a Comprehensive Cancer Center. It's a national leader in creating and testing new therapies based on scientific research, many of which are offered nowhere else in the world.

We believe in Central Ohio

More stories from the region:

- Helping to house veterans
- Conference of the Coalition on Homelessness and Housing in Ohio
- Financial education to more than 600 students from 20 high schools
- Reality Days, a one-day financial workshop
- 13th annual Seeds for Growth conference
- Sponsor of Whitehall Food Truck and Fun Festival

Read more at
huntington.com/community/central-ohio

Financial smarts aren't just for adults.

Junior Achievement's Biz Town in Indianapolis

We're longtime supporters of Junior Achievement, and we believe that financial literacy is key to strengthening our community. With JA of Central Indiana, more than 30 Huntington volunteers taught financial concepts to many students at our partner school in Indianapolis, Center for Inquiry School 27.

Huntington also sponsored JA's Biz Town, which gives fifth and sixth graders the opportunity to run businesses in a simulated city. Held at the JA's Indianapolis headquarters, the program helps kids understand the basic principles involved in financial and employment decisions.

We believe in Indiana

More stories from the region:

- Providing tax-time help to low-income families
- Volunteering at the Salvation Army's Toy Shop
- Partnering with the Indianapolis Colts to support Huntington Camp Heroes
- Financial support for the Indianapolis Neighborhood Housing Partnership
- Renovating the YMCA building in Anderson

Read more at
huntington.com/community/indiana

Junior Achievement's "JA in a Day" in Toledo

Junior Achievement, founded in 1919, is the world's largest organization dedicated to teaching school kids about entrepreneurship, work readiness and financial literacy. Through Huntington's partnership with JA, more than 35 of our colleagues participated in the "JA in a Day" program at Oakdale Elementary School, part of Toledo City Schools, and at Greenwood Elementary School in the Washington Local School District.

We believe in Northwest Ohio

More stories from the region:

- Commons at Garden Lake project
- Teaching others to be money smart

Read more at
huntington.com/community/northwest-ohio

You can be a local hero.

This is it. Your moment. Your opportunity to make an impact. To be a part of something bigger. Join us in making our communities all they can be. Together, we can and will support job growth, improve economic stability and grow our neighborhoods.

WE BELIEVE IN DIVERSITY AND INCLUSION

Huntington Bank is built on the diversity of our team members – the one-of-a-kind talents, backgrounds and work styles that all of our colleagues bring to their roles here. We know that leveraging our diversity leads to better business outcomes; we believe this so strongly that inclusion as one of our guiding core values. At every level of our organization, from the inside out, our commitment to inclusion demonstrates an understanding and acceptance of diverse points of view, abilities, backgrounds and experience.

WE BELIEVE THERE ARE MORE STORIES TO TELL

It is a privilege to serve the communities that we call home. The stories in this report are only a few of the many causes we believe in. Read more about our impact throughout the Midwest at:

huntington.com/community

WE BELIEVE YOU CAN MAKE A DIFFERENCE

In the cities and towns where we work and live, we want all who live there to have access to good jobs, stable housing and a strong sense of belonging. These are the kinds of communities where kids can grow up, where smart people can start their own business and where neighbors don't hesitate to reach out and lend a hand to those who need it. Join our efforts to support the communities we call home by investing your time, talent, and resources.

Huntington Bancshares Incorporated is a $69 billion asset regional bank holding company headquartered in Columbus, Ohio, with a network of more than 700 traditional branches and convenience branches in grocery stores and retirement centers and almost 1,500 ATMs across six Midwestern states: Ohio, Michigan, Pennsylvania, Indiana, West Virginia and Kentucky. Our banking channels also include internet, mobile, and telephone banking.

Founded in 1866, The Huntington National Bank and its affiliates provide consumer, small business, commercial,treasury management, wealth management, brokerage, trust, and insurance services. Huntington also provides auto dealer, equipment finance, national settlement and capital market services that extend beyond its core states.

The Huntington National Bank is an Equal Housing Lender and Member FDIC. ®, Huntington®, and 24-hour Grace® are federally registered service marks of Huntington Bancshares Incorporated. Huntington.® Welcome.® and Asterisk-Free Checking™ are service marks of Huntington Bancshares Incorporated. Copyright 2015 Huntington Bancshares Incorporated.

An update for Online Banking users

Diversity and Inclusion at Huntington

Diversity and inclusion are core to who we are and essential to what we do every day. That's why we have incorporated inclusion as one of our core values.

Our inclusion strategy serves as the framework, to guide and enable us to focus on four key areas:

- Workforce: Attract, develop and retain talent from all backgrounds that reflects our communities.

- Workplace: Create a culture of inclusion that is welcoming and open to all.
- Community: Position Huntington as a Diversity & Inclusion leader and draw on our diverse talent and inclusive culture to win with our customers and communities.
- Supplier Diversity: Drive economic inclusion in our supply chain in the communities we serve.

Through our Board of Directors Community Development Committee, our Executive Leadership Team, and our Diversity and Inclusion Strategic Council (DISC), we are holding ourselves accountable for creating and maintaining a culture of inclusion.

Our Diversity and Inclusion Strategic Council serves in an advisory role to ensure the alignment of diversity and inclusion initiatives with our business goals, our corporate values and the future of Huntington. The strategy, policy and direction of our execution is set by all internal stakeholders with and executed by the office of Diversity & Inclusion, and supported at all levels of our organization.

Driving Diversity and Inclusion

When evaluating our strongest asset at Huntington, it always comes back to people. Our commitment to inclusion creates an open, high-energy and high-performing environment, where colleagues can be their authentic selves. We value and foster inclusion, all united toward our shared mission of doing the right thing for our customers, colleagues, shareholders and communities.

Driven by the work of our Inclusion Councils, the commitment of colleague engagement is evident throughout our organization.

Through the work of our Business Resource Groups (BRGs), we are transforming the workplace at Huntington. Our BRGs are colleague driven groups organized around a shared interest or common diversity dimension and they support our

commitment to fostering an inclusive and engaging work environment for all. Through innovative thinking on disability inclusion, military friendly practices, LGBT friendly policies and other initiatives that help support our inclusive culture and serve our diverse workforce. We currently have 10 BRGs:

- AdaptAbility (colleagues with disabilities)
- African American BRG
- Asian BRG
- Huntington C.A.R.E.S (working parents)
- Huntington LGBTA Network
- Huntington Women's Network
- Huntington World Class Administrative Professionals
- Huntington Young Professionals
- UNIVOZ (Latino BRG)
- Military BRG

At Huntington, we believe we have the power to change our communities for the better by contributing to the economic strength of our local communities, investing in business growth, and partnering and volunteering to make a difference where we live and work.

We are cultivating partnerships with diverse organizations that share our commitment to diversity and inclusion, such as: Women for Economic Leadership Development (WELD), National Society for Hispanic MBA, Opportunities for Ohioans with Disabilities, and others, we are contributing to the development of our diverse communities and impacting them in a positive way.

Supporting diverse businesses supports the entire business community. We are committed to economic inclusion by expanding relationships with minority-, women-, LGBT-, disabled-, and veteran-owned business enterprises (diverse). With an inclusive supplier base, we have gained a better understanding to the

needs of the marketplace. Working together, we are able to contribute toward economic development, job creation and stronger communities.

If you are interested in establishing a business relationship with Huntington, please register as a new supplier to submit information about your company for consideration.

Still Have Questions?

If you can't find what you're looking for, let us know. We're ready to help in person, online or on the phone.

Call Us

24 hours a day, 7 days a week. 1-800-480-BANK (2265)

BACK TO THE TOP

ABOUT US INVESTOR RELATIONS CAREERS SITE MAP PRIVACY & SECURITY

EMAIL UNSUBSCRIBE FDIC NOTICE ALL BRANCHES & ATMS

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An update for Online Banking users

Suppliers

Huntington National Bank (Huntington), through its Corporate Sourcing team, is committed to developing supplier relationships that help drive efficiency and profitability by leveraging supplier spend across Huntington, including its subsidiaries and affiliated entities. Huntington is committed to the communities it serves and has developed sourcing strategies with consideration to local, minority, women, lgbt, disability and veteran owned businesses. Huntington awards business to its suppliers through a competitive process, based on the best overall value to Huntington, including quality, experience, capability, diversity, local community commitment, price and relationship.

If you are interested in becoming a Huntington supplier, please register as a new supplier to submit information about your company for consideration.

Business Standards

Huntington strongly encourages automation in the end-to-end procure-to-pay cycle through the following processes:

- electronic requests for proposal
- online catalogues

- transmission of electronic purchase orders
- receipt of electronic invoicing through comma separated value (CSV), XML or EDI files
- electronic payments via ACH

Purchase orders are subject to Huntington's standard purchase terms and conditions . Huntington's standard payment terms are 30 days from the date it receives an accurate invoice, unless alternate payment terms have been negotiated and are included in the supplier's written agreement with Huntington. Suppliers are encouraged to establish direct deposit to help streamline the payment process. Direct deposit payments will be accompanied by an email notification containing relevant remittance information. For tax reporting purposes, all suppliers must provide a completed, signed and dated IRS Form W-9 in order to receive payments. An IRS Form 1099-MISC will be issued if reportable payments are equal to or greater than $600 in a calendar year. Submit the direct deposit form and/or the Form W-9 to: accounts.payable@huntington.com.

Supplier Risk Management and Performance

In compliance with regulatory guidelines and leading business practices, Huntington conducts initial and ongoing risk evaluations of its suppliers. Initial due diligence reviews of potential suppliers are performed based upon the scope of services to be provided and the potential risk to Huntington associated with these services. Due diligence reviews are performed in an effort to:

- Understand goals and objectives surrounding the proposed engagement in conjunction with the total cost of ownership
- Validate that activities (i) are to be conducted in a safe and sound manner; (ii) comply with regulatory guidance; and (iii) are in line with industry leading business practices
- Identify, assess, quantify and mitigate risks that may be associated with services to be provided
- Understand how controls and performance expectations will be actively managed and monitored on an ongoing basis

- Identify opportunities to leverage supplier spend and improve cost savings
- Drive continuous improvement

Requests made to potential suppliers may include, but are not limited to:

- Participating in a Request for Information (RFI), Request for Proposal (RFP), reverse auction and/or other method of supplier selection
- Completing risk questionnaire surveys to review risk areas determined to be applicable to the service
- Reviewing supporting documentation and/or on-site review to validate responses to surveys
- Presenting a product, service, technology and/or system architecture overview, as applicable
- Providing names of clients to be contacted as reference checks
- Supplying proof of employee background checks, as applicable
- Providing minority or veteran-owned certifications, as applicable

Huntington's Corporate Sourcing team partners with its business segments to develop robust supplier risk and performance management plans. In accordance with regulatory guidance, these plans include an evaluation of risks inherent to a particular product or service and the control environment established by the supplier, as well as a defined process to periodically monitor the supplier's performance. Supplier risk and performance management plans may include on-site visits to a supplier location, periodic review of the effectiveness of security and disaster recovery policies, ongoing monitoring of a company's financial health, review of audit reports and other evidence of effectiveness of internal or external controls and evaluation of service level agreements and key performance indicators.

Formal supplier performance reviews may also be conducted through regular in person meetings for significant supplier relationships. Through these face-to-face conferences Huntington strives to:

- Provide a venue for problem resolution and continuous improvement

- Improve communication between Huntington and its suppliers
- Align supplier's goals and objectives with Huntington's
- Measure established performance expectations and service level agreements

Supplier Inclusion

Huntington knows that inclusion is key to innovation, which is why it has created an inclusive culture, where everyone's resources are recognized and considered in achieving Huntington's goals. Our internal Economic Inclusion Business Council (EIBC) serves as the governing body to identifying barriers for impactful supplier diversity execution. This collaborative approach is designed to increase business capacity and opportunities for diverse companies within each business segment.

Diverse Certifications

To qualify as a Huntington diverse supplier, the business should have a current certification from one of the following agencies or their regional affiliate:

- National Minority Development Council (NMSDC)
- Women's Business Enterprise National Council (WBENC)
- National Gay Lesbian Chamber of Commerce (NGLCC)
- National Veteran Owned Business Association (NaVOBA)
- Government Agency (City, State or National)

Definitions:

Diverse supplier - a company that has at least 51 percent owned, controlled and operated by a Minority; Woman; Veteran; Disabled or Lesbian, Gay, Bisexual, or Transgender person.

Second-tier direct spend (Tier II) – second-tier direct spend is the process by which a contracted majority supplier subcontracts to a qualified diverse business for goods or services that directly support the fulfillment of a Huntington

contract.

Second-tier indirect spend – Spend contracted with diverse suppliers which has been prorated based on supplier sales and/or percentage of a supplier's total revenue. Second tier language will be incorporated into contract language.

Supplier Ethics

Huntington is dedicated to uncompromising integrity in all that it does and how it relates to its internal colleagues and to persons outside Huntington. The Huntington Code of Ethics (the "Code") reflects the values that define Huntington and the principle that even the appearance of impropriety must be consistently avoided. To that end, Huntington requires that all suppliers (and/or third parties acting as agents of Huntington) conduct themselves with the same high standards of honesty, fairness and integrity. Suppliers must abide by all applicable federal, state and local laws, rules and regulations while assuring that all services are conducted with a high degree of professionalism and in accordance with the terms and conditions of the relationship. Breaches of the Code may be reported by calling 866-596-0677.

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Huntington Welcome.

ABOUT US INVESTOR RELATIONS CAREERS SITE MAP PRIVACY & SECURITY
EMAIL UNSUBSCRIBE FDIC NOTICE ALL BRANCHES & ATMS

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Public Exhibit 9

Huntington Bank's CRA Performance Record

Huntington Bank's CRA Performance Record[1]

Huntington Bank received a Community Reinvestment Act ("CRA") performance rating of "Satisfactory" at its most recent evaluation by the OCC, as of January 1, 2012, which the OCC just recently released (the "2012 Evaluation"). A copy of the 2012 Evaluation is available on Huntington Bank's website at http://www.huntington-ir.com/main/public_disclosure.pdf. The bank achieved an overall rating of "Outstanding" for the Lending Test and "High Satisfactory" for the Investment and Service Tests. The evaluation period was the calendar years of 2007 through 2011. In the two states where the majority of Huntington's assessment areas are located, Ohio and Michigan, the bank also received an "Outstanding" rating for the Lending Test and "High Satisfactory" for the Investment and Service Tests.

In the 2012 Evaluation, the OCC commended Huntington Bank for its excellent responsiveness to community credit needs and noted that the evaluation period included a time when the economy was significantly affected by a recession. In addition, the OCC noted that Huntington Bank's outstanding performance was reflected in rating areas that represented 90% of the bank's total deposits.

The 2012 Evaluation noted that the bank's performance under the Lending, Investment and Service Tests would have warranted an overall rating of "Outstanding" but was lowered in consideration of information from one or more federal agencies responsible for compliance with consumer protection laws. As the Federal Reserve and OCC are aware, the matters relevant to that reference are completely resolved. Please see Exhibit 10 for an overview of Huntington's enterprise-wide compliance risk management program, Exhibit 11 for an overview of Huntington Bank's fair lending program and Confidential Exhibit C for additional relevant information.

The OCC cited the following findings as major favorable factors concerning Huntington Bank's products, programs and services under the different CRA performance evaluation tests:

Lending Test

- Huntington Bank's home mortgage lending was good, as was its performance in making small loans to businesses, and its community development lending was excellent and positively influenced the bank's overall lending rating.

- The bank offers and actively participates in multiple flexible lending programs to address the credit needs of low- to moderate-income ("LMI") individuals and communities in a safe and sound manner.

    - Huntington Bank's proprietary Community Access Mortgage loan program assists borrowers purchasing or refinancing properties in LMI communities by allowing higher loan-to-value ("LTV") ratios, no private mortgage insurance requirement and no interest rate adjustment for lower credit scores.

[1] Undefined terms in this document have the same meanings as such terms used in the OCC Application to which this exhibit is attached.

- Huntington Bank also participates in a variety of national, state and locally based lending programs designed to assist LMI individuals and LMI or minority communities, including programs associated with the Federal Housing Administration, Veterans Administration, Federal Home Loan Bank of Cincinnati ("Cincinnati FHLB") and Fannie Mae.

- Huntington Bank's overall geographic distribution of both mortgage loans and small loans to businesses, including in LMI communities, was good.

- The borrower distribution of Huntington Bank's overall lending was good, including loans to LMI borrowers and businesses of different sizes.

- Huntington Bank's "Outstanding" Lending Test performance in Ohio included excellent performance in its Columbus and Cleveland assessment areas.

  - The bank's distribution of home purchase loans, home improvement loans and home refinance loans to LMI income borrowers was good in its Columbus and Cleveland assessment areas. The bank's percentage of home mortgage loans to moderate-income families in those census tracts generally exceeded or substantially met the percentage of moderate-income families who live there.[2]

  - In the bank's Columbus and Cleveland assessment areas, examiners noted that the bank's home purchase market share in both low-income and moderate-income census tracts in 2010 significantly exceeded its overall home purchase market share in those areas.

  - In its Cleveland assessment area, the bank's home improvement lending exceeded the percentage of owner-occupied housing units in low-income neighborhoods and was near the percentage of owner-occupied housing units in moderate-income neighborhoods.

- Huntington Bank had good lending performance in each of its three major assessment areas in Michigan—Warren-Troy, Detroit and Grand Rapids. In these three major assessment areas, the bank's lending activity generally was commensurate with the bank's local deposit presence, especially when considering the large number of lenders operating in such areas.

- The bank's lending performance also was excellent in the bank's assessment areas of Cincinnati, Youngstown and Pittsburgh.

- Huntington Bank had a strong record of making small loans to businesses across its assessment areas.

[2] The 2012 Evaluation noted that mortgage lending opportunities to low-income borrowers in Huntington Bank's Columbus and Cleveland assessment areas were adversely affected due to the high poverty level in such areas.

- The borrower distribution of Huntington Bank's small loans to businesses was excellent in, including among others, its Columbus, Cleveland, Cincinnati and Pittsburgh assessment areas, and good in its Youngstown, Warren-Troy, Detroit and Grand Rapids assessment areas, with the percentage of loans to businesses with revenues of $1 million or less exceeding or approximating the number of businesses in such revenue range and the bank's overall small business market shares.

- Huntington Bank's geographic distribution of small loans to businesses was excellent in its Columbus, Warren-Troy, Detroit and Cincinnati assessment areas and good in its Cleveland, Grand Rapids, Youngstown and Pittsburgh assessment areas, with the percentages of loans in LMI census tracts significantly exceeding the percentages of businesses located there.

- Huntington Bank's very strong community development lending reflected excellent responsiveness to local community needs.

  - The bank made 538 community development loans, totaling nearly $1.1 billion, which represented 25% of the bank's Tier One capital.

  - The bank's community development lending activity focused on affordable housing financing for LMI individuals, projects to revitalize and stabilize LMI neighborhoods and support to organizations that provide social services to LMI families.

  - The bank's community development activity was excellent in assessment areas representing 90% of the bank's deposits including, among others, in the bank's Columbus, Cleveland, Detroit, Grand Rapids, Cincinnati, Youngstown and Pittsburgh assessment areas.

  - Huntington Bank often participates in complex, innovative community development projects that require multiple funding sources (including state and local agency funding or grants), helps structure the financing and provides different types of financing for such projects.

  - Examples of Huntington Bank's community development loans during the evaluation period included:

    - A project in an area of Columbus targeted for revitalization, which involved a partnership among a low income housing tax credit ("LIHTC") developer, the local housing authority and the VA to provide affordable housing to low-income, homeless veterans. Huntington provided a $1 million construction loan and sponsored an FHLB Affordable Housing Program grant of $500,000 (in addition to providing a $3.2 million LIHTC investment in the project).

    - $9 million of working capital financing to a non-profit organization based in Columbus that develops LIHTC projects for seniors and LMI families.

- $16.3 million term loan to finance expansion, improvements and working capital for a dairy facility in a low-income community of Cleveland, which allowed the facility to create 60 new jobs.

- Ongoing financing totaling $33 million to support a community agency in the bank's Warren-Troy assessment area that provides social services to LMI individuals.

- $27 million in financing for building demolition and construction to stabilize industrial properties within a Michigan state sponsored Renaissance Zone in a moderate-income area in the bank's Warren-Troy assessment area.

- $9 million construction loan to support a redevelopment project in a low-income area of Detroit, which includes the acquisition and conversion of an old manufacturing facility into an 80-unit affordable assisted living complex for seniors.

- $4.4 million loan to a non-profit affordable housing developer to finance the acquisition and renovation of a 60-unit affordable housing complex for senior residents located in a low-income census tract in Grand Rapids.

- $1.2 million loan to construct affordable rental units in a low-income Cincinnati neighborhood, which involved funding from the FHLB Affordable Housing Program and the City of Cincinnati HOME program.

- $1.1 million construction loan to support a 50-unit affordable housing project in Cincinnati to provide transitional and permanent housing for homeless veterans with mental illness and substance abuse issues.

- Loans totaling $47.1 million for various community development activities in Huntington Bank's Youngstown assessment area.

- Loans totaling $14.5 million for a mixed-use development (residential and commercial) in LMI areas of Pittsburgh, which will create jobs for LMI individuals.

Investment Test

- The qualified investment activity of Huntington Bank and its subsidiary, the Huntington Community Development Corporation, was excellent or good in assessment areas representing 88% of the bank's deposits in, including among others, its Columbus, Cleveland, Detroit, Grand Rapids, Cincinnati and Youngstown assessment areas.

- Examiners noted that the bank's investment activity involving LIHTC funds was especially responsive to the affordable housing needs of the communities Huntington Bank serves.

- Noteworthy was Huntington Bank's sizeable investments in individual community development projects and in single-investor funds where the bank was directly involved in the projects' financing plans.

- Examples of Huntington Bank's qualified investments during the evaluation period included:

  - $56.6 million invested in 19 single-investor LIHTC funds for local affordable housing projects in Columbus, which involved the creation or rehabilitation of nearly 1,600 housing units.

  - $24.4 million invested in 28 LIHTC funds of the Ohio Equity Fund Limited Partnership (administered by the Ohio Capital Corporation for Housing) for affordable housing projects in Columbus and Cleveland.

  - Investments totaling $11.7 million in five single-investor LIHTC funds supporting multiple affordable housing projects in Cleveland.

  - $1.5 million in investments and $2.5 million in financing for a new markets tax credit project in Columbus for the phased construction or rehabilitation of more than 700 affordable single-family homes (over a seven-year period) in highly distressed communities and areas with high foreclosure rates. Huntington took a leadership role in structuring the loan fund, providing 50% of the project's equity and serving as the primary lender.

  - Investments totaling $9.2 million and $8.2 million in single-investor LIHTC funds for the development of affordable housing in the bank's assessment areas of Warren-Troy and Grand Rapids, respectively.

  - Investments totaling $3.1 million in eight Great Lakes Capital Fund Limited Partnership and Michigan Capital Fund Limited Partnership LIHTC funds supporting affordable housing development in Detroit.

  - Investments totaling $12.4 million in five single-investor LIHTC funds supporting affordable housing projects with 557 rental units in Cincinnati.

  - Investments totaling $12.8 million in three single-investor LIHTC funds, including for a 150-unit affordable housing rehabilitation project for LMI individuals and a 30-unit affordable housing project for homeless and at-risk women and children in Huntington Bank's Youngstown assessment area.

  - Huntington Bank also made grants totaling $6.2 million to community development organizations throughout its footprint to support affordable housing, financial education, food disadvantaged individuals, economic development, and neighborhood stabilization and revitalization initiatives.

Service Test

- Huntington Bank's delivery systems provided good accessibility of products and services in its assessment areas, including to LMI communities and individuals.

- The bank serves its customers through: a banking network of traditional branches; convenience branches in grocery stores and retirement centers; alternative channels such as Internet, mobile banking and telephone banking; and about 1,300 ATMs.

- The bank made its branches more accessible by often offering extended hours, including on weekends.

- The bank's branch openings and closings during the evaluation period did not adversely affect the availability of products and services, including in LMI communities.

- Huntington's and Huntington Bank's officers and employees share their financial expertise and volunteer their time to address a wide range of community needs within the bank's assessment areas.

- Examples of the bank's community service activities included:

  - Credit counseling, first-time home buyer seminars, home foreclosure prevention workshops, home-maintenance counseling and other financial education programs to assist LMI individuals.

  - Creation of a Home Saver Solutions team that served most of the bank's assessment areas to inform distressed homeowners of available options to avoid foreclosure, including in Cleveland, Columbus, Warren-Troy, Grand Rapids, Cincinnati, Youngstown and Pittsburgh.

  - Technical assistance to community development organizations submitting Affordable Housing Grant applications to the FHLB, which resulted in 41 grants totaling nearly $14 million to create and rehabilitate more than 900 affordable housing units.

  - Service on lending and loan review committees and on boards of community development organizations.

  - Financial education classes to low-income families in transition to assist local organizations' efforts to stabilize homeless families.

  - Establishment of a "Huntington Kids Club" at elementary schools serving LMI families, an innovative program through which bank employees provide financial education such as budgeting and savings, including through hands-on experience as tellers and customer service representatives.

- Financial education programs at middle schools and high schools where the majority of students are from LMI families.

- Partnership with a local community college in Grand Rapids, where bank employees provided various financial education courses for small business owners and LMI individuals.

- Participation with a non-profit organization to provide 35 financial literacy and training workshops for unemployed and under-employed individuals in the Cincinnati assessment area.

Huntington Bank CRA Activities Since the 2012 Evaluation

Since the 2012 Evaluation, Huntington Bank continued its excellent overall CRA performance in its assessment areas. Across its footprint, Huntington Bank has made: (a) 31,684 mortgage loans, totaling $2.76 billion, to LMI borrowers; (b) 14,641 mortgage loans, totaling $1.43 billion, in LMI census tracts; (c) more than 42,000 business and farm loans with a loan amount of less than $100,000, totaling $1.59 billion; (d) 12,505 small business and small farm loans, totaling $1.61 billion, in LMI census tracts; (e) community development loans totaling $1.74 billion; (f) community development investments of $342.85 million and qualified grants totaling $4.92 million; and (g) 42,179 volunteer hours of qualified community development service activities.[3]

Huntington Bank's key role in an innovative new lending program, the Detroit Home Mortgage Fund, a public-private partnership to increase home ownership, property values and reinvestment in Detroit, which was just formally announced on February 18, 2016. Disinvestment in the Detroit housing market has resulted in a large number of vacant homes many of which require rehabilitation before they can be occupied. Due to low appraised values of homes caused by a lack of comparable sales prices in the Detroit market and exacerbated by large numbers of abandoned homes in many neighborhoods, homebuyers who wish to purchase and rehabilitate a home have trouble obtaining financing. To address this problem, Huntington Bank and four other program lenders, including FirstMerit Bank, have agreed to originate first and second mortgage loans, which would cover the cost to purchase and renovate the subject property, to qualified borrowers in Detroit and then sell the second mortgage loans to the Detroit Home Mortgage Fund. The Community Reinvestment Fund Inc., a non-profit organization, will act as servicer and program administrator to the Detroit Home Mortgage Fund. Furthermore, Huntington, through its subsidiary community development corporation, together with two other participating banks, have committed to provide initial funding to the Detroit Home Mortgage Fund of up to approximately $18.2 million in order to fund the purchase by the Detroit Home Mortgage Fund of the second mortgage loans originated by the program lenders. Huntington has committed to provide the most funding to the Detroit Home Mortgage Fund, initially approximately $8.2 million. Huntington further agreed to provide funding up to a total of $18.5 million (or up to 45% of the funding), if additional participating investors are admitted to the fund and its size increases. The Detroit Home Mortgage Fund will receive grants from the Michigan State Housing Development Authority and a guarantee by the Kresge Foundation, a non-profit organization. The Ford Foundation provided initial operating grants to the

[3] The data in this section are for calendar years 2012 through 2015.

Community Reinvestment Fund Inc. to assist with the initial expenses related to the development and launch of the program. Under the new program, homebuyers with good credit and stable income may obtain a first mortgage for the appraised value of a home, minus a low down payment of only 3.5%, and the second mortgage up to $75,000 will cover the gap between the home's appraised value and the sales price and/or the cost of renovations.

As demonstrated below, Huntington has supported affordable housing through its community development lending, investments, grants and services activities. For example, Huntington made an affordable housing commitment totaling $250 million to the State of Ohio for 2010 through 2015, to generate 2,000 new or refurbished affordable rental housing units for nearly 4,500 LMI Ohio residents statewide. This was the largest affordable housing commitment in the state's history. Huntington also made a $100 million commitment to the State of Michigan for affordable rental housing for 2012 through 2015, which was the largest one-time affordable housing commitment in state history. This commitment included $50 million in investments and $50 million in loans. Huntington fully satisfied those commitments to Ohio and Michigan by the end of 2014.

Huntington Bank's high volume of small business loans in amounts of less than $100,000 since the 2012 Evaluation is particularly notable in that it was achieved without the use of a business credit card, which is a type of loan product on which many banks rely to provide small dollar-amount business loans. In addition, Huntington Bank was ranked the nation's second largest lender of small business loans guaranteed by the Small Business Administration ("SBA") under its SBA 7(a) program for the SBA's fiscal year ending September 31, 2015, despite being only the 32nd largest bank in the country in terms of assets. Huntington Bank is also the largest SBA 7(a) lender in its footprint by both the number and dollar amount of loans, and it has been the largest since October 2007. SBA 7(a) loans are provided to start, acquire or expand small businesses. For the SBA fiscal year ending September 30, 2015, Huntington surpassed its own SBA lending record by originating SBA loans totaling $673 million. Since the 2012 Evaluation, Huntington Bank has made 14,165 SBA loans totaling more than $2.106 billion. The bank has seen a 10.6% yearly increase in SBA loans for equipment and a 14.2% increase in the number of these loans for business acquisitions.

Huntington Bank has also participated in state-sponsored programs designed to help small businesses and small farms that are having difficulty obtaining loans through conventional underwriting standards or otherwise needing more affordable loans. For example, since the 2012 Evaluation, Huntington Bank has provided funding under such state-sponsored programs in Ohio and Michigan totaling $71.3 million and $17.0 million, respectively.

Also noteworthy is Huntington Bank's leadership role in helping community organizations obtain Affordable Housing Program grants from the Cincinnati FHLB. In the years 2012 through 2015, Huntington Bank has worked to obtain more grants than any other member of the FHLB—$18.6 million of Affordable Housing Program grants, which represents 18.7% of the total number of Affordable Housing Program grants to construct, rehabilitate or repair 1,814 affordable housing units.[4] In addition, Huntington Bank achieved the Cincinnati FHLB's

[4] Such awards include those that involved Huntington Bank's partnering with smaller institutions, which normally would not have participated in the Cincinnati FHLB's Affordable Housing Program.

Excellence in Service Awards in 2013 and 2014. *See* Exhibit 12 for more information about Huntington Bank's participation in the Cincinnati FHLB's Affordable Housing Program.

The CRA performance of Huntington Bank documented in the 2012 Evaluation and the high levels of CRA lending, investment and service activities since then illustrate the CRA performance that Huntington Bank expects to continue to provide, taking into account the increased size of the combined organization, in its existing footprint and in the new areas currently served only by FirstMerit Bank. Huntington Bank will expand its assessment areas appropriately to encompass the branch network and deposit-taking ATMs acquired from FirstMerit Bank, including in the Chicago area and Wisconsin. In addition, Huntington Bank intends to leverage the relationships that FirstMerit Bank has with many community development organizations throughout its assessment areas.

The discussion below concerning Huntington Bank's CRA activities since the 2012 examination, focuses on Ohio and Michigan, the states where the branch networks of FirstMerit Bank and Huntington Bank primarily overlap. Huntington Bank's branch networks in Ohio and Michigan held approximately 66% and 18%, respectively, of the bank's total deposits, as of June 30, 2015.

Since the 2012 Evaluation, Huntington Bank's CRA activities in Ohio included the following: (a) 17,051 mortgage loans, totaling $1.47 billion, to LMI borrowers; (b) 7,259 mortgage loans, totaling $691.4 million, in LMI census tracts; (c) 25,593 business and farm loans with a loan amount of less than $100,000, totaling $978.5 million; (d) 7,224 small business and small farm loans, totaling $943.6 million, in LMI census tracts; (e) 7,962 SBA loans totaling $1.05 billion; (f) community development loans totaling $878.9 million; (g) community development investments totaling $224.7 million; and (h) 23,623 hours of community development service.

Huntington Bank's CRA activities in Michigan since the 2012 Evaluation included the following: (a) 7,773 mortgage loans, totaling $735.2 billion, to LMI borrowers; (b) 3,315 mortgage loans, totaling $346.6 billion, in LMI census tracts; (c) 8.703 business and farm loans with a loan amount of less than $100,000, totaling $327.4 million; (d) 3,051 business and farm loans, totaling $448.5 million, in LMI census tracts; (e) 3,800 SBA loans totaling $653.2 million; (f) community development loans totaling $648.2 million; (g) community development investments totaling $74.7 million; and (h) 9,969 hours of community development service.

Ohio and Michigan Community Development Lending and Qualified Investment Since the 2012 Evaluation. Examples of Huntington Bank's community development lending and investment activity since the 2012 Evaluation include:

- $4.8 million loan in a LIHTC project to construct affordable single family homes in Akron.

- $4.3 million LIHTC investment to create 60 affordable units of housing for special needs and homeless populations in Akron.

- $3.5 million investment in a LIHTC project to create 48 units of affordable housing for mentally ill or homeless populations in Canton.

- $9.6 million loan to rehabilitate a vacant school building in Cincinnati to create 65 apartments for seniors with average median income of 60% or below.

- $4.0 million construction loan for a LIHTC project to create 30 affordable units in a former warehouse in Cleveland.

- $5.1 million LIHTC investment to create 126 affordable family housing units in Cleveland.

- $7.5 million for rehabilitation/construction of 91 affordable housing units in a former YWCA property in downtown Columbus.

- $3.6 million LIHTC investment for a 50-unit affordable housing project in Columbus.

- $4.1 million loan to rehabilitate 99 affordable apartments for seniors in Springfield.

- $6.7 million construction loan to create 75 units of permanent housing for homeless veterans in Toledo.

- $4.8 million investment in a LIHTC project to create 40 affordable single family houses in Toledo.

- $7.3 million loan to a LIHTC project to construct 34 affordable family apartments and 10 affordable single family homes in Youngstown.

- $11.2 million loan to a LIHTC project to rehabilitate four buildings and create 161 units of multifamily housing for homeless families and individuals in Detroit.

- $5.0 million loan to a development fund to originate micro loans to small businesses in Detroit, as part of Huntington Bank's statewide initiative to finance microfinance.

- $2.9 million investment in a LIHTC and Historic Tax Credit project to renovate 161 affordable family housing units in Detroit.

- $8.2 million loan for rehabilitation/construction of a building in Oak Park, Michigan, with 150 affordable units for LMI seniors.

Since the 2012 Evaluation, Huntington Bank also made qualified grants totaling more than $4.2 million in Ohio and $242,500 in Michigan. Examples of such community development grants include funding for: a non-profit organization that promotes the revitalization and stabilization of six neighborhoods in Canton that the city designated as community reinvestment areas; a non-profit that partners with Cincinnati public schools with a high percentage of LMI students to provide financial education; a non-profit organization's low-cost small dollar loan program in Cleveland designed as an alternative for individuals who otherwise would likely use high-cost payday lending services; a non-profit organization that offers eviction prevention, educational and employment services and affordable rental unit development projects in central Ohio; the summer meal programs for children of LMI households operated by a non-profit organization in

Columbus; a food bank in Detroit that distributes food, promotes governmental food programs and nutrition education for low-income families; a non-profit in Michigan that serves seniors through subsidized and market rate independent and assisted living facilities and wellness programs; and a non-profit corporation in Youngstown that promotes job creation, small business creation and revitalization in the low-income area of downtown Youngstown and elsewhere.

Ohio and Michigan Community Development Services Since the 2014 Evaluation. Huntington Bank has continued its high level of community development services in Ohio and Michigan since the 2014 Evaluations. Its management and employees have dedicated numerous volunteer hours in a variety of community service endeavors throughout its assessment areas. They have continued to share their financial, business and technical expertise by serving on the boards of directors and committees of various non-profit community organizations that provide affordable housing, employment services, economic development initiatives, small business opportunities and services, emergency and supportive services to victims of domestic violence, and other social services to LMI and other underserved individuals and communities.

Financial education for children of different age groups has continued to be a focus of Huntington Bank. For example, Huntington Bank employees have participated with various community organizations to teach financial education to students in, among other cities, Akron, Cleveland, Columbus, Dayton, Toledo and Pontiac. Huntington Bank employees also have participated in innovative financial budgeting education sessions with students in Columbus, which simulates realistic job and life situations.

In addition, Huntington Bank employees have participated in the Earned Income Tax Credit Tax ("EITC") preparation initiative providing LMI individuals with tax preparation assistance to claim the EITC. The bank also has supported a nationally recognized program designed to provide LMI families with the tools to remove financial barriers to college enrollment.

Huntington Bank employees also have partnered with various community organizations to provide home buyer and home maintenance counseling, financial planning and budgeting and other financial education topics to LMI families. For example, the bank's employees have provided homebuyer classes in partnership with a housing commission in Michigan that administers federal and state funded rental assistance programs for low-income families and elderly and disabled persons in Michigan. The bank's employees also have participated in: university-sponsored workshop to equip minority start-up businesses with knowledge and tools to access capital and financially manage their early-stage enterprises; community college adult education sessions on financial education; financial lenders round table sessions to assist minority-owned business with obtaining business loans; community development training sessions on gaining access to capital, lending requirements and loan application preparation; and chamber of commerce conferences for minority business owners and entrepreneurs.

Other examples of Huntington Bank's community service activities include volunteer activities with: a youth workforce development organization in Northeast Ohio and an organization in Detroit that works with urban neighborhoods to build safe, revitalized environments: a non-profit organization that helps community residents transform distressed neighborhood in Toledo into sustainable communities with opportunities; a community development financial institution that

addresses the needs of very small business owners in creating and expanding microenterprises; and a national organization that helps energize economic growth and create jobs in the urban core of various cities in Huntington Bank's footprint; small business development centers, which provide a vast array of technical assistance to small businesses and entrepreneurs; and a community development corporation that provides financial services and assistance in economic development support to strengthen businesses and neighborhoods in Dayton.

Public Exhibit 10

Overview of Huntington's Compliance Risk Management Program

OVERVIEW OF
HUNTINGTON BANCSHARES INCORPORATED ENTERPRISE-WIDE
COMPLIANCE RISK MANAGEMENT PROGRAM

The Compliance Risk Management Program ("CRMP") establishes the approach of Huntington Bancshares Incorporated ("Huntington") to identifying, assessing, controlling, measuring, monitoring and reporting all compliance risks (including consumer and fair lending risk) across the enterprise. The CRMP encompasses all of the policies, procedures, processes, structures and strategies that guide Huntington personnel's adherence to rules and regulations. The CRMP provides the Huntington Board of Directors and senior management with reasonable assurance that the Huntington's compliance risk is appropriately controlled and managed.

Huntington's objective is to abide by all rules, regulations and regulatory expectations, whether formally published or communicated through informal channels. To that end, Huntington has developed a CRMP that is focused on the entire enterprise. The Chief Compliance Officer ("CCO") and Corporate Compliance are responsible for defining the components of the CRMP and ensuring they are executed appropriately across all Business Segments.

The components or pillars of the CRMP include:

- Board and management oversight;
- Compliance policies and procedures;
- Control monitoring and testing;
- Corrective action;
- Training;
- Customer compliance response;
- Third-party oversight and management; and
- Regulatory change management.

The CRMP operates with three lines of defense: (1) the Business Segment, which has day-to-day responsibility for implementing compliance risk management policies, procedures and controls; (2) Corporate Compliance, an independent. centralized compliance group which exercises oversight of compliance at the Business Segments through monitoring and testing of controls; and (3) Internal Audit, which performs periodic, independent reviews and assessments of the compliance controls.

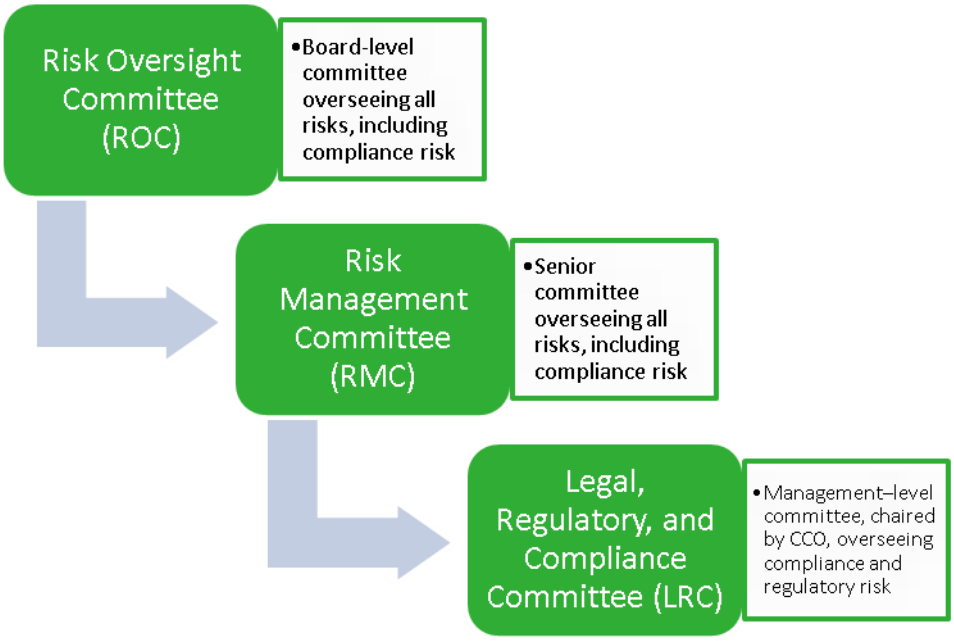
The above enterprise-wide compliance framework is considered when developing more specific compliance management systems, such as fair lending and other consumer compliance systems.

Board and Management Oversight

The Huntington Board of Directors and senior management have established a compliance management system ("CMS"), governed and administered by the CCO and Corporate Compliance and effectuated by the Business Segments, that protects the enterprise and uses resources effectively. Huntington has set forth a governance structure by which all corporate committee charters and policies are reviewed, approved, and documented in order to ensure the

enterprise is in compliance with all internal and external requirements. The committee charter review process occurs annually and is overseen by Corporate Risk.

Overview of Huntington Corporate Governance Structure (excluding subcommittees)



Compliance with rules and regulations is an integral part of Huntington's business strategy. The Board of Directors and senior management of Huntington promote and demonstrate an organizational culture that demands integrity from all colleagues in conducting Huntington's business along with a sound and prudent approach to compliance risk identification and management.

The responsibility of the boards of directors and senior management of Huntington and Huntington National Bank ("Huntington Bank") is to ensure each enterprise meets statutory and regulatory requirements, as well as supervisory expectations, and implements management practices to prudently manage compliance risk. The senior management officials of Huntington and Huntington Bank have primary responsibility for managing compliance risks faced by the enterprise. The boards of directors approve the committees that help them oversee the CRMP, and the committees regularly report to the boards.

Key Control Monitoring and Testing Stakeholders

Compliance Testing Group

The Compliance Testing Group ("CTG"), which is part of Corporate Compliance, is responsible for assisting Corporate Compliance management in identifying and testing key and emerging compliance risks. CTG conducts sample-based testing and reviews based on a schedule that is established quarterly and approved by LRC. In addition to sample-based testing, CTG is increasingly focused on evaluating emerging risks that could potentially impact the enterprise, as

well as performing analyses on principles-based regulations and expectations that do not necessarily lend themselves to standard sample testing. CTG may also assist Corporate Compliance in helping to ensure the accuracy and integrity of the Enterprise Risk Management System ("ERMS") data and test processes in Corporate Compliance, whether operational or compliance-oriented.

Risk Shared Services

Risk Shared Services ("RSS"), a group that reports through Corporate Risk, is responsible for conducting testing of controls identified within ERMS. ERMS control-test scripts are developed by Corporate Compliance and Segment Risk, and RSS follows the script when executing control tests. RSS also plays a key control in evaluating control and/or test designs, ensuring consistent approaches are taken toward testing, consolidating testing where "like" controls exist, and providing general intelligence on ways to more efficiently and effectively test across all risk disciplines.

Quality Assurance

The Quality Assurance ("QA") group, which reports through Corporate Risk, provides two notable functions in support of Corporate Compliance. First, QA evaluates responses to Internal Audit findings and any Matter Requiring Attention ("MRA") when Corporate Compliance is the "owner" of the finding or addressing the MRA. This process mirrors processes that exist elsewhere in the enterprise where a secondary party reviews responses to Internal Audit findings or regulator MRAs before they are provided to Internal Audit or the regulator.

Second, QA performs periodic quality control reviews of all ERMS data, including data owned by Corporate Compliance. These quality control reviews help ensure Corporate Compliance is using ERMS in a manner consistent with enterprise expectations and that ERMS data accuracy and integrity support the enterprise CMS.

Internal Audit

Part of the third line of defense, Internal Audit performs periodic, independent reviews of Huntington's control environment. As part of these responsibilities, Internal Audit may periodically perform engagements that focus specifically on regulatory compliance, either by auditing a particular law or regulation (*e.g.,* Servicemembers Civil Relief Act or Flood Insurance) or by examining business processes into which there are significant embedded compliance requirements (*e.g.,* Retail Banking's account opening process or the enterprise process for complaint monitoring). Internal Audit may issue findings to either the business or Corporate Compliance depending on their root cause analysis of any issues identified. From time to time, Internal Audit will work with Corporate Compliance to assist in reviewing and evaluating issues identified during the course of an audit.

In furtherance of Huntington's goal to maintain a strong audit department, the following are elements of the enterprise audit program:

- Independent assessment of risk;
- Auditor expertise;
- Formal audit plan and schedule;
- Issue tracking;
- Corrective action follow-up that is timely, effective and sustainable;
- Documentation and workpapers;
- Internal Quality Assurance process; and
- Reporting.

Corrective Action

Corporate Compliance actively tracks and monitors corrective action taken to remediate compliance issues identified across the enterprise. ERMS serves as the enterprise repository for all compliance-related issues that are identified through testing and monitoring. ERMS enables and documents appropriate escalation of compliance issues to the appropriate levels of the Business Segment and Corporate Risk management and resolution of such issues. All Corporate Compliance colleagues share the responsibility to ensure that all compliance exceptions are identified, documented, responded to, and corrected, both within the Business Segment as well as ERMS. These responsibilities exist regardless of the channel or line of defense that identified the issue. Channels through which compliance issues can be identified include: Business Segment self-testing, Business Segment management monitoring, CTG, Corporate Compliance monitoring, internal audits, or regulatory exams.

ERMS contains multiple dashboards and reports that enable Corporate Compliance colleagues to monitor the status of findings and action plans. In addition, risk committees throughout the enterprise monitor the status of all findings and action plans, regardless of type, which provides another opportunity for Corporate Compliance colleagues to track findings and action plans.

Corrective Action Expectations

Corporate Compliance colleagues are expected to do the following:

- Ensure all compliance issues are entered into ERMS consistent with Huntington's Issues Management Policy.
    - Findings are required to be entered at times dependent on the risk of the issue.
- Monitor to ensure compliance exceptions identified in the Business Segments are recorded into ERMS and follow the defined escalation workflow.
- Monitor Business Segment compliance self-testing, whether executed by the Business Segment or RSS, to ensure testing is being conducted in a timely manner and in accordance with the control procedures.
- Review, edit and approve all compliance action plans submitted by the Business Segments for findings input into ERMS.
- Review to ensure all compliance action plans are created in ERMS within 30 days after the finding is identified.

- Before closing a compliance action plan, validate that the responsible party and/or Business Segment has taken all appropriate actions to address the finding's root cause and that those actions are sustainable.
    - For modified or new ERMS controls created pursuant an action plan, determine if the controls are required to be tested before closing the action plan.
- Immediately escalate past due compliance action plans to the SRO and, if necessary, the CCO.
- Provide ongoing support and training to the Business Segments to address issues identified during compliance monitoring and testing.
- Identify gaps in regulatory control testing and monitoring and suggest remediation consistent with established Corporate Compliance and Enterprise Risk Management guidance.

Management Reporting

The CCO is responsible for establishing and maintaining a reporting framework that, among other things, demonstrates the enterprise is taking appropriate corrective action. The following information is provided on a routine basis to the LRC Committee and, as appropriate, the Risk Management Committee and the Risk Oversight Committee:

- Identification of material exceptions to compliance policies with an assessment that describes the exception and outlines the action plan and timeline for resolution, mitigation or assumption of the risk.
- Identification of any risk boundary limit that has been exceeded with an assessment that describes the limit breach and outlines the action plan and timeline for resolution, mitigation or assumption of risk.
- Additional control effectiveness and inherent risk information necessary for the LRC Committee to monitor Huntington's level and trend of compliance risk.

In addition to reports escalated to management committees, Corporate Compliance management also generates reports to assist with the risk assessment process and provide snapshots of CRMP and CMS effectiveness to management.

Public Exhibit 11

Overview of Huntington Bank's Fair Lending Compliance Program

FAIR LENDING PROGRAM
OF THE HUNTINGTON NATIONAL BANK

It is the policy of The Huntington National Bank ("HNB" or the "Bank") to prevent discriminatory lending practices and to ensure compliance with all applicable federal, state and local fair lending laws and regulations. As noted in its Fair and Responsible Banking Policy (the "Policy"), the Bank understands the importance of fair lending to its customers, its business and the communities served. HNB is strongly committed to making its credit products and services available to prospective and existing customers on a fair and equitable basis.

The Bank's commitment is to both the letter and spirit of federal, state and local fair lending laws, which together require consistent, objective and nondiscriminatory treatment of all applicants and borrowers without regard to any basis prohibited by law. The primary federal fair lending laws are the Equal Credit Opportunity Act, implemented by Regulation B, and the Fair Housing Act. Other laws and regulations, including those at the state or local level, also apply to the Bank and contain additional prohibited bases, including, for example, military and veteran status or sexual orientation. A rule of the U.S. Department of Housing and Urban Development requires equal access to housing regardless of sexual orientation or gender identity. These fair lending laws and regulations promote the availability of credit to all creditworthy applicants without regard to any prohibited basis, including an applicant's race, color, religion, national origin, sex, marital status, familial status, handicap, age (provided the applicant has the legal capacity to enter into a binding contract), sexual orientation, gender identity, military or veteran status, or the fact that all or part of a customer's income is derived from any public assistance program, or the fact that a customer has in good faith exercised any right under the Consumer Credit Protection Act.

The Fair Lending Program outlined herein (the "Program") is designed to provide a framework to integrate the elements of the Policy into daily operations. This Program outlines a commitment to fair lending that requires the participation of all personnel. Each employee must treat applicants and borrowers in a consistent, objective and nondiscriminatory manner and without regard to any basis prohibited by law. This Program applies to all Business Segments and operational areas responsible for product development, sales, marketing, credit risk, pricing, origination and servicing practices (servicing/collection/loss mitigation/foreclosure) for consumer and commercial credit products. It also applies to non-operational areas that support the Business Segments, such as Corporate Compliance and Credit Administration. The components of the Program include the following:

- Board and Management Oversight;
- Policies and Procedures;
- Risk Assessment Framework;
- Monitoring and Testing;
- System of Internal Controls;
- Training; and
- Customer Complaint Response.

The Program supports the overall Compliance Risk Management Program, which is established to further the Board and senior management's objectives to ensure that compliance with laws and regulations is controlled and soundly managed. Corporate Compliance has established the Policy, which is reviewed and approved by Huntington's Legal, Regulatory, and Compliance Committee (the "LRC") annually. Moreover, the Fair Lending Compliance Officer (the "FLCO") is responsible for providing updates regarding the state of Huntington's fair lending compliance to the Community Development Committee ("CDC") on a quarterly basis and to the Risk Oversight Committee (the "ROC") and to the LRC, as needed. Reporting mechanisms exist to ensure important fair lending regulatory updates can be provided to the Chief Compliance Officer, Community Development Committee, ROC and LRC outside of standard reporting intervals.

Fair Lending CMS—Three Lines of Fair Lending Defense

1. First Segment of Fair Lending Defense—Business Segment

a. General Procedures and Controls

Each Business Segment must maintain preventive and detective controls commensurate with the Business Segment's level of fair lending risk and sufficient to ensure adherence to the Program. Before implementing any new or substantially modified procedures or controls, the Business Segment must submit them for review by the FLCO to ensure compliance with the Policy and Program.

b. New Product Development and Product Modification

The Bank will not develop or maintain lending products or services with discriminatory terms or features. Business Segments must ensure that any new or materially modified lending products and related materials are designed, implemented and deployed in a manner consistent with the Program and safety and soundness principles.

Prior to implementation, all new products or services and material modifications to existing products and services must be submitted for review and approval through the New Products and Services process and/or New Product Policy Risk Assessment process, as appropriate.

c. Advertising and Marketing

The Bank will advertise credit products in a nondiscriminatory manner to all segments of the population with clear and conspicuous disclosure of all material product terms, conditions and fees. Advertising and solicitation programs will be designed to promote equal access to products and services on a consistent basis. Advertisements and marketing materials will not use words, symbols, models or other forms of communications that would suggest a preference for, or to exclude or discourage applicants on, a prohibited basis. In accordance with the Program and the Marketing

Policy, Business Segments and Corporate Marketing must ensure that advertisements or marketing materials comply with this Program.

d. Sales Practices

Relevant Business Segments will have policies, procedures and controls in place to ensure that customer sales practices are consistent with the Policy and Program. Specifically:

- All applicants and prospective applicants must be treated equally and fairly without regard to any prohibited bases. Business Segments must ensure that they do not use oral or written statements that may discourage an applicant on a prohibited basis from pursuing an application;
- Business Segment credit sales practices must be designed to ensure that potential customers receive information regarding all available products and services within a particular Business Segment so that the consumer may make an informed decision and obtain the product or service they feel best meets their needs;
- Potential applicants must receive product information and application assistance on a fair and consistent basis; and
- Any new referral programs or changes to existing referral programs should be reviewed and approved by the FLCO or his or her designee, as appropriate.

e. Credit Risk and Underwriting

Credit policies and application procedures must be consistent with the Policy and Program and ensure that all requests for credit are evaluated without regard to any prohibited basis or factor. Each applicable Business Segment must implement procedures to ensure that credit application, processing and underwriting policies are consistently followed. The procedures should:

- Detail permissible and prohibited application information requests;
- Provide for consistent consideration of collateral requirements;
- Institute a second-review process for preliminarily declined applications, as appropriate;
- Make certain that any credit risk or scoring models, scorecards or other predictive models, processes or systems used to assess loan applications are consistent with fair lending considerations and safety and soundness principles; and
- Have controls in place for underwriting policies.

Credit Administration must submit new or substantially modified credit underwriting policies and procedures, credit risk or scoring models, scorecards or other predictive models for review and approval by the FLCO or his or her designee, as appropriate.

f. Pricing

Each Business Segment should ensure that proper documentation is maintained regarding the process for establishing or changing the pricing charged to customers for credit products and services. Loans must be priced in a manner consistent with applicable pricing policies, fair lending laws, the Policy and the Program. Business Segments must submit new or substantially modified pricing policies and pricing models, matrices, or similar pricing tools for review and approval by the FLCO or his or her designee, as appropriate.

g. Servicing Practices

Account servicing practices will be conducted in a fair and consistent manner. Account servicing practices includes maintenance, customer retention, payment processing, credit reporting, escrow accounts administration, collection practices, lien releases, responses to consumer disputes, and foreclosure and loss mitigation practices, such as loan modification, homeownership counseling, and asset disposition. Business Segments involved in servicing activities shall have written policies and procedures that, for example, limit exceptions and discretionary decisions, which are designed to ensure that accounts are serviced in a non-discriminatory manner.

h. Compensation Practices

Compensation programs for any employee related to the referral, sale, origination or servicing of credit products will be designed to promote sound business practices consistent with fair lending concepts. New or substantially modified compensation programs must be submitted for review of fair lending risks.

i. Third-Party Relationships

Business Segments that utilize third parties for lending or servicing activities, including brokers, correspondents, dealers, retailers, service providers, suppliers, merchants and realtors, are expected to establish, where appropriate, policies, procedures, controls, and monitoring programs to help ensure that such third parties are not engaging in discriminatory practices. Where appropriate, such Business Segments must have:

- Policies and processes for entering into third party contracts, including servicing and/or sub-servicing, that include the third party's expressed agreement to comply with fair lending laws;
- Due diligence procedures that include assessing fair lending risk; and
- Business Segments must obtain approval from the FLCO or designee prior to implementing new or revised broker, correspondent or indirect lending programs or processes.

j. Fair Lending Data

Each Business Segment shall ensure that data necessary for accurate and complete fair lending analysis and reporting is properly collected and maintained. Business Segments shall have in place systems of record (e.g., electronic loan origination and servicing systems) that will allow for the Business Segment and the FLCO to conduct such testing and monitoring. Where appropriate, as determined in consultation with the FLCO, the Business Segment will appoint a Business Segment Fair Lending Data Coordinator to facilitate compliance with these responsibilities.

2. Second Segment of Fair Lending Defense – Fair Lending Compliance Division

a. Fair Lending Risk Assessment

The FLCO has primary responsibility for developing and overseeing the fair lending risk assessment process, with input from the Business Segments, Segment Risk Officers and Compliance Group and Section Managers. The risk assessment strives to identify any unacceptable levels of risk and address any fair lending control gaps. Additionally, the results of the risk assessment serve as a basis for determining the need for testing and risk management activities.

The risk assessment calculates fair lending compliance risk across all Business Segments. Pursuant to the Interagency Fair Lending Examination Procedures, there are six categories of fair lending risk for evaluation: underwriting, pricing, steering, redlining, marketing and loan servicing practices.

b. FLCO Fair Lending Monitoring and Testing

The FLCO is responsible for maintaining and administering a comprehensive fair lending monitoring plan. The plan is reassessed annually, at the direction of legal counsel, and adjusted based on the results of the annual fair lending risk assessment as well as factors such as changes in business activity, Corporate Compliance monitoring, Internal Audit or Segment Risk test results and changes in the regulatory environment. The plan and any changes thereto must be reviewed and approved by Community Development Committee.

The monitoring plan should include a quantitative detective control program, which is critical to sound, fair lending compliance risk management. The detective control program should include:

- A data integrity review for ensuring that data used for analysis and testing are complete and accurate;
- A written process for determining testing priorities and methods;
- Testing parameters and methodologies that identify statistical tests to be used, confidence levels, minimum sample sizes and the process for determining meaningful disparities;

- A corrective action process that includes root cause analysis and action plans, as appropriate; and
- Management reporting, including the tracking and reporting of corrective actions.

Monitoring and testing of activities in these areas will, where appropriate and feasible, utilize regression analysis to identify statistically significant unexplained differences between protected and non-protected classes. Where a quantitative analysis indicates a statistically significant disparity, the FLCO considers appropriate further statistical analyses and/or loan file review to further explore the finding.

The FLCO will consider other fair lending testing activities based upon the results of the fair lending risk assessment process or when fair lending risk is otherwise identified.

3. Third Segment of Fair Lending Defense – Internal Audit

Internal Audit is responsible for independently evaluating the effectiveness of the Policy and the Program, and the effectiveness of the first and second lines of defense. Internal Audit findings of material non-compliance will inform corrective action and future monitoring and testing activities. In addition, Internal Audit will monitor remediation of such findings.

Public Exhibit 12

Huntington Bank's Participation in the FHLB Affordable Housing Program

FHLB Affordable Housing Program Grants

Leadership

- During 2012-2015 Huntington led over 700 FHLB of Cincinnati members in obtaining AHP grants. Over these four years Huntington obtained $18.6MM or 18.7% of the total grants awarded to fund 1,814 units of affordable housing. Huntington has worked with partners to obtain the most AHP grants of any FHLB member since 2007. Since 2007 Huntington has obtained 14.2% of the total AHP grants awarded for a total of $32.4MM to construct, rehabilitate or repair 2,722 housing units.

	2012		2013		2014		2015		Total Exam Cycle			
Institution	**Units**	**Amount**	**Units**	**Amount**	**Units**	**Amount**	**Units**	**Amount**	**Units**	**%**	**Amount**	**%**
Huntington	352	$3,933,710	255	$2,619,968	809	$7,160,674	398	$4,870,891	1,814	22.9%	$18,585,243	18.7%
USBank	11	$337,500	0	$0	177	$1,513,001	0	$0	188	2.4%	$1,850,501	1.9%
Key	171	$1,440,000	303	$2,683,994	228	$1,256,280	423	$4,291,366	1,125	14.2%	$9,671,640	9.8%
Fifth Third	87	$1,229,950	180	$2,457,234	94	$1,164,999	39	$495,953	400	5.0%	$5,348,136	5.4%
First Merit	66	$811,257	0	$0	111	$1,384,810	60	$800,000	237	3.0%	$2,996,067	3.0%
Chase	NA	NA	0	$0	201	$1,081,352	159	$1,786,250	360	4.5%	$2,867,602	2.9%
Park National	40	$459,998	52	$343,064	10	$250,000	76	$390,190	178	2.2%	$1,443,252	1.5%
Total Awards	1,665	$19,391,047	1,759	$24,721,755	2,413	$28,033,018	2,084	$26,991,462	7,921	100.0%	$99,137,282	100%

	2007 - 2015			
Institution	**Units**	**%**	**Amount**	**%**
Huntington	2,722	15.9%	$32,357,688	14.2%
USBank	1,068	6.2%	$12,410,903	5.4%
Key	1,936	11.3%	$19,834,510	8.7%
Fifth Third	891	5.2%	$11,792,692	5.2%
First Merit	707	4.1%	$8,783,757	3.8%
Chase	360	2.1%	$2,867,602	1.3%
Total Awards	17,120	100.0%	$228,322,442	100.0%

* Chased joined the FHLB in 2013

Huntington

FHLB Affordable Housing Program Grants

Innovative Partnerships

- To support the need for affordable housing subsidies Huntington developed and executed on a strategy of partnering with other FHLB members to obtain AHP grants. This strategy allows Huntington to expand the number of projects supported with AHP grants and construction and permanent financing. It often allows community banks to participate in affordable housing projects which they normally are unable due to loan size or complexity. Over the last four years 19 of Huntington's 37 AHP grants have involved partnering with other FHLB members.

Technical Assistance.

- Huntington provides technical assistance to affordable housing providers and developers during project pre-development through project completion and compliance. This commitment sets Huntington apart from nearly all peer banks.

Geographic Impact

- Over the last four years Huntington's 37 FHLB AHP grants have impacted 19 assessment areas included 7 difficult outside of the FHLB of Cincinnati district of Ohio, Kentucky and Tennessee projects.

Housing Impact.

- $18.6MM in AHP grants have constructed, rehabilitated or improved 1,814 affordable housing units including 1,293 units targeting households/individuals earning less then 50% of AMI, 1,550 serving special needs/elderly and 709 units for the homeless. Total development costs for these projects is in excess of $248MM.

	2011 - 2015			2007 - 2015		
Assessment Area	#	Subsidy	Units	#	Subsidy	Units
Akron	0	$0	0	2	$659,900	42
Ashtabula	0	$0	0	1	$310,000	31
Canton	2	$667,000	53	3	$1,263,994	73
Cincinnati	6	$3,189,267	318	7	$3,947,027	343
Cleveland	1	$600,000	24	6	$2,108,078	143
Columbus	8	$5,383,441	602	11	$6,612,941	714
Dayton	3	$874,048	44	6	$1,458,173	73
Detroit	2	$100,000	10	3	$700,000	70
Flint	0	$0	0	1	$500,000	62
Traverse City	1	$275,000	36	1	$275,000	36
Cambridge	0	$0	0	1	$400,000	40
Findlay	1	$180,000	12	3	$1,032,500	35
Indianapolis	1	$299,970	30	1	$299,970	30
Lima	0	$0	0	3	$77,024	9
Bellefontaine	1	$759,924	76	3	$1,489,924	94
Marion	1	$310,000	13	3	$760,000	43
Muskegon	1	$662,500	50	1	$662,500	50
Northwest MI	0	$0	0	1	$360,000	24
Pike County, OAA	1	$420,000	42	1	$420,000	42
Pittsburgh	1	$408,500	62	4	$778,805	108
Portsmouth, OAA	1	$237,733	106	1	$237,733	106
Springfield	2	$1,269,217	135	2	$1,269,217	135
Weirton	1	$498,643	10	2	$720,183	15
Toledo	1	$1,000,000	75	5	$1,991,106	185
Wheeling	0	$0	0	1	$548,613	11
Youngstown	2	$1,450,000	116	5	$3,475,000	208
Total….	**37**	**$18,585,243**	**1,814**	**78**	**$32,357,688**	**2,722**

Huntington

FHLB – Excellence in Service Awards

The EIS Program

- During 2012-2014 the FHLB of Cincinnati offered the Excellence In Service Award selecting one project each in Ohio, Kentucky and Tennessee for a grant for additional improvements to affordable housing.

Huntington EIS Awards

- Huntington was awarded the Ohio Excellence in Service award for Ohio in both 2013 and 2014.

2013 Excellence in Service Award

– Interfaith Hospitality Network added an employment services resource area to their Mulberry Terrace project. The $50,000 EIS grant financed a computer lab allowing residents to search for employment, complete job applications, apply for benefits or pursue online educational opportunities. The lab is also used by children in the program to complete school work. This Springfield Ohio project houses single individuals and families who are homeless or at risk of homelessness. Most residents have special needs including mental illness, substance abuse, physical disabilities, development disabilities and HICV/Aids.

2014 Excellence in Service Award

- National Church Residence's successful approach to providing Permanent Supportive Housing to low to moderate income individuals with disabilities includes providing health services. Unfortunately their first project didn't not include such services. A $80,000 FHLB EIS grant allowed National Church to add Integrated Primary and Behavioral Healthcare program to the Common's Grant property in Columbus, Ohio.

Public Exhibit 13

FirstMerit Bank's CRA Performance Record

FirstMerit Bank's CRA Performance Record[1]

FirstMerit Bank also has a strong record of meeting the community reinvestment needs of the communities it serves. At its most recent Community Reinvestment Act ("CRA") performance evaluation by the OCC, as of June 17, 2013, FirstMerit Bank received an overall rating of "Satisfactory" (the "2013 Evaluation") A copy of the 2013 Evaluation is available at http://www.occ.gov/static/cra/craeval/oct15/14579.pdf. FirstMerit Bank achieved an overall rating of "High Satisfactory" on the Lending and Service Tests and an overall rating of "Low Satisfactory" on the Investment Test. The evaluation periods generally were the years 2008 through 2012 for the home mortgage and small business loan portions of the Lending Test, and November 17, 2008 through June 17, 2013 for the community development loan portion of the Lending Test, as well as the Investment and Service Tests.[2] The bank received an overall rating of "Satisfactory" in Ohio, the state where its branch network primarily overlaps with Huntington Bank's branch network, and in Illinois.[3] For information about FirstMerit Bank's performance in Pennsylvania, where the bank had only four branches during the evaluation period, see the response to Item 5.c. in the OCC Application.

In the 2013 Evaluation, the OCC noted that FirstMerit Bank's overall lending activity and distribution of loans by borrower income level was good, and that its geographic distribution of loans by geography income level and community development investment level was adequate. The OCC also noted that FirstMerit Bank's retail delivery systems were accessible to all geographies and individuals of different income levels. In addition, the OCC found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.

The OCC cited the following finding as major favorable factors concerning FirstMerit Bank's products, programs and services under the different CRA performance evaluation Tests.

Lending Test

- FirstMerit Bank's overall level of lending activity in Ohio was good, as was its distribution of loans by borrower income.

- In Illinois, FirstMerit Bank's overall lending test was rated "High Satisfactory," with an excellent level of community development lending that had a significantly positive impact on such rating.

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[1] Undefined terms in this document have the same meanings as such terms used in the OCC Application to which this document is attached.

[2] Because FirstMerit Bank did not enter Illinois until 2010, the evaluation periods of the bank in Illinois were the calendar years 2010 through 2012 for the home mortgage and small business loan portions of the Lending Test and January 1, 2010 through June 17, 2013 for the community development loan portion of the Lending Test, as well as the Investment and Service Tests.

[3] The 2013 Evaluation did not cover FirstMerit Bank's CRA performance in Michigan because the bank only entered those markets through its acquisition of Citizens Republic Bancorp, Flint, Michigan, on April 12, 2013.

- FirstMerit Bank offers a proprietary affordable mortgage loan product, the Best Mortgage Loan program, which offers flexible underwriting criteria (maximum loan-to-value of 105%) to assist customers purchasing homes in low- to moderate-income ("LMI") and distressed census tracts. Various down payment assistance programs also can be used with this program. The bank participated in the My Ohio and HomePath Mortgage loan programs through Fannie Mae and other programs of the Federal Home Loan Bank of Cincinnati, which offer low down payment and flexible terms to assist LMI individuals to purchase a home.

- FirstMerit Bank provides loans guaranteed by the Small Business Administration ("SBA") and certain flexible loan programs of the states of Illinois and Ohio. For example, during the evaluation period, the bank began participating in the Illinois Collateral Enhancement Program, which provides private lending to help creditworthy small businesses that are having difficulty getting working capital needed to expand and create new jobs.

- FirstMerit Bank's overall distribution of home mortgage loans by income level of borrower was excellent in both the Akron and Cleveland assessment areas, and its distribution of small loans to businesses was adequate in such assessment areas. In Illinois, the bank's overall distribution of loans by borrower's income level was adequate.

- The geographic distribution of the bank's loans in census tracts of different income levels in Akron was good for home mortgage lending and excellent for small business lending. Although FirstMerit Bank's geographic distribution of home mortgage loans and small business loans generally was not adequate in Cleveland during the evaluation period, such distribution significantly improved in 2012. In Illinois, the bank's overall geographic distribution of home mortgage and small loans to businesses was adequate.

- The FirstMerit Bank's level of community development lending was excellent in its Cleveland and Illinois assessment areas and good in its Akron assessment area, which in both cases positively impacted the bank's lending performance. The bank's community development lending included 36 loans totaling $38 million in its Akron assessment area, 38 loans totaling $89 million in its Cleveland assessment area and 31 loans totaling $113 million in its Chicago assessment area.

- Examples of FirstMerit Bank's community development lending included:

    - $7.6 million loan to finance the construction of a 60-unit low income housing tax credit ("LIHTC") project in Akron to provide affordable housing to individuals with mental illness, the homeless population and veterans.

    - $4.9 million loan to finance the construction of 30 single-family homes in an urban renewal project in a moderate-income community of Akron.

    - Two loans totaling $7.1 million to construct or renovate two apartment complexes in Akron with 83 units of affordable housing for low-income seniors.

- $15.6 million loan to refinance loans for several group homes for developmentally disabled individuals in Cleveland.

- $8.4 million loan to a mixed-use development project receiving new market tax credits to revitalize and stabilize a low-income community in Cleveland.

- $97 million in loans to nursing facilities that serve LMI individuals in Illinois.

- $6.6 million loan to finance the land purchase and construction of a LIHTC project in Chicago with 20 units for low-income individuals.

- Renewal of a $4 million line of credit to a community investment corporation to fund its program for the acquisition, rehabilitation, refinancing and construction of multifamily housing for LMI families in the bank's Chicago assessment area.

Investment Test

- FirstMerit Bank's overall level of community development investments was adequate, including in Akron, Cleveland and Illinois.

- During the evaluation period, FirstMerit Bank made total commitments of $27 million to LIHTC funds in Ohio. The bank made qualified investments totaling $7.4 million in Akron, $7.2 million in Cleveland and $7.1 million in Illinois.

- Examples of FirstMerit Bank's qualified investments include:

  - $6.6 million equity investment commitment in 14 affordable housing projects to help provide 635 affordable housing units for LMI individuals in its Akron assessment area.

  - $5.9 million commitment to help develop 13 affordable multifamily projects in the bank's Cleveland assessment area.

  - $500,000 investment commitment to an economic development organization that finances small businesses.

  - $10 million commitment to three regional small business investment company funds that service companies in Ohio and the Chicago area.

  - $3 million general obligation school bond that provided working capital to fund building improvements and technology and communication systems for a public high school in Cook County, Illinois, for which the majority of the student body are from LMI families.

  - $4 million commitment to a community investment fund in the Chicago area that invests in community development financial institutions.

- Qualified grants or donations to community development organizations, which totaled: $752,000 in Akron, $410,000 in Cleveland and $150,000 in Illinois. Such grants or donations were made to organizations that focus on providing affordable housing to LMI individuals, vocational training to low-income students, homebuyer and other financial literacy training, small business lending, revitalization of LMI communities and community welfare services to LMI families (*e.g.*, transitional housing, food banks, clothing centers).

Service Test

- FirstMerit Bank's retail delivery systems were accessible to geographies and individuals of different income levels in the bank's assessment areas in Ohio and Illinois, including LMI communities.

- The bank's performance under the Service Test was excellent in Akron, good in Cleveland and adequate in Illinois.

- FirstMerit Bank employees provided community development services to 19 community organization in Akron, 28 organizations in Cleveland and 15 in Illinois. Examples included service: as instructors for homebuyer workshops for Spanish-speaking homebuyers in Cleveland; on the strategic planning committee for a community service organization in Akron that provides food and other essential products to food pantries and shelters; on the finance committee of an organization that assists start-up, small and medium-size business owners in Akron; on the board of an organization that specializes in foreclosure prevention; on the executive committee for an organization that works to revitalize Cleveland neighborhoods through home purchase and improvement loans; on the board of an organization that provides college access through scholarships to underserved students in Cleveland; on an advisory board for an organization that provides financial, medical and other community-related services to low-income and homeless residents of DuPage County, Illinois; and on the board of an economic development organization that provides small loans (up to $50,000) to small businesses for either start-up or capital needs.

<u>FirstMerit Bank's CRA Activities Since the 2013 Evaluation</u>

FirstMerit Bank has continued its strong overall CRA performance since the 2013 Evaluation. Across its footprint during the last three years, FirstMerit Bank originated: (a) 4,195 mortgage loans, totaling $279.9 million, to LMI borrowers; (b) 1,590 mortgage loans, totaling $148.93 million, in LMI census tracts; (c) more than 4,380 business and farm loans with a loan amount of less than $100,000, totaling $159.9 million; (d) 1,660 small business and small farm loans, totaling $324.9 million, in LMI census tracts; (e) 399 SBA loans totaling $172.2 million; (f) community development loans totaling $320.26 million; (g) community development

investments of $42.9 million and qualified grants totaling $1.9 million; and (h) 4,223 volunteer hours of qualified community development service activities.[4]

During the last three years, FirstMerit Bank's CRA activities in its Ohio assessment areas included the following: (a) 2,595 mortgage loans, totaling $184.86 million, to LMI borrowers; (b) 957 mortgage loans, totaling $105.31 million, in LMI census tracts; (c) 1,985 business and farm loans with a loan amount of less than $100,000, totaling $67.81 million; (d) 700 small business and small farm loans, totaling $135.4 million, in LMI census tracts; (e) 185 SBA loans totaling $59.5 million; (f) community development loans totaling $126.1 million; (g) qualified community development investments and grants/donations totaling $27.5 million; and (h) 1,709 hours of community development service.

In its Illinois assessment areas during the last three years, FirstMerit Bank's CRA activity included the following: (a) 230 mortgage loans, totaling $23.4 million, to LMI borrowers; (b) 139 mortgage loans, totaling $21.97 million, in LMI census tracts; (c) 568 business and farm loans with a loan amount of less than $100,000, totaling $32.49 million; (d) 259 business and farm loans, totaling $68.18 million, in LMI census tracts; (e) 44 SBA loans totaling $35.5 million; (f) community development loans totaling $116.5 million; (g) qualified community development investments and grants/donations totaling $2.42 million; and (h) 663 hours of community development service.

FirstMerit Bank's CRA activity in its Michigan assessment areas during the last three years included the following: (a) 1,192 mortgage loans, totaling $60.2 million, to LMI borrowers; (b) 500 mortgage loans, totaling $29.8 million, in LMI census tracts; (c) 1,236 business and farm loans with a loan amount of less than $100,000, totaling $49.0 million; (d) 554 business and farm loans, totaling $96.1 million, in LMI census tracts; (e) 161 SBA loans totaling $76.0 million; (f) community development loans totaling $47.7 million; (g) qualified community development investments and grants/donations totaling $6.95 million; and (h) 1,700 hours of community development service.

FirstMerit Bank's CRA activity in its Wisconsin assessment areas during the last three years included the following: (a) 236 mortgage loans, totaling $14.9 million, to LMI borrowers; (b) 74 mortgage loans, totaling $6.6 million, in LMI census tracts; (c) 413 business and farm loans with a loan amount of less than $100,000, totaling $13.6 million; (d) 69 business and farm loans, totaling $6.8 million, in LMI census tracts; (e) eight SBA loans totaling $1.2 million; (f) community development loans totaling $16.4 million; (g) qualified community development investments and grants/donations totaling $1.2 million; and (h) 102 hours of community development service.

[4] The data in this section are for the full calendar years of 2013 through 2015, except for the information regarding the number of community development service hours, which is provided from January through November 2015.

Community Development Lending and Qualified Investment Since the 2013 Evaluation. Examples of FirstMerit Bank's community development lending and investment activity since the 2013 Evaluation include:

- $32 million of investments in multiple LIHTC funds of the Ohio Capital Corporation for Housing and $10 million of investments in LIHTC funds of the Great Lakes Capital Fund for affordable housing projects in Ohio, Illinois, Michigan and Wisconsin.

- $3.3 million loan to support the previously noted LIHTC construction project creating 60 new units of affordable housing targeted to low-income veterans, the chronically homeless and disabled individuals in Akron.

- $6.2 million in financing through a revenue bond for the purpose of improving a county child and family services agency in the bank's Cleveland assessment area.

- $3.0 million loan to the property management company subsidiary of a housing authority agency in Cleveland to make improvements to an existing 181-unit affordable housing complex in Cleveland benefiting low-income and disabled individuals.

- $15.9 million loan to renovate a hotel into an affordable 130-unit assisted living facility primarily for LMI seniors in Whitehall, Ohio.

- $200,000 in deposits at community development financial institutions in Canton and Cleveland which assist LMI individuals and small businesses.

- $23.9 million loan for an existing skilled nursing facility to construct a new 200-bed facility in Chicago that will primarily serve LMI seniors.

- $4.0 million in financing for a nonprofit organization that specializes in acquisition and rehabilitation lending for multifamily apartment buildings in LMI communities in Chicago.

- $12.8 million in financing for an economic development project within a Tax Increment Financing District in Green Bay, creating approximately 160 new jobs for a local hotel and surrounding small businesses in the services industry.

- $500,000 to support an organization in Jefferson County, Wisconsin, that provides housing and supportive services to those with developmental disabilities who are primarily LMI individuals.

- $1.0 million line of credit to support an organization in Flint, which provides housing and supportive programs to at-risk children who have experienced abuse or neglect.

- $10 million in financing to support the improvement of multiple skilled nursing facilities in Ann Arbor by an organization that primarily serves LMI seniors on Medicaid.

- $2.6 million loan to a local nonprofit organization to assist in the acquisition and rehabilitation of a 32-unit affordable housing project in Iron County, Michigan, in the upper peninsula of the state.

During the last three years, FirstMerit Bank also made qualified grants or donations to community organizations throughout its assessment areas. Examples of such community development grants include funding to organizations that: provide affordable housing, homebuyer education and foreclosure prevention in Akron; offer economic development financing in various communities within the bank's assessment areas; increase college access to economically disadvantaged students in Cleveland and the bank's other assessment areas in Ohio; provide various employment, educational and social services to LMI individuals in Columbus; offer credit and other business services to small business owners without access to traditional sources of financing; support LMI families with disabled children by providing basic needs, education and health and wellness services; conduct financial literacy, credit education, homeowner workshops, housing counseling and down payment assistance; provide educational support in math and science for economically disadvantaged students in Detroit; purchase food for food banks and soup kitchens in southern Michigan; provide supportive services and resources to LMI families leaving domestic and sexual violence protection shelters in Warren, Michigan; and assist young adults emerging from the foster care system in Michigan with supportive housing, educational and vocational training and other services.

Community Development Services Since the 2013 Evaluation. Personnel of FirstMerit Bank have dedicated approximately 4,223 hours of volunteer community development service from January through November 2015. FirstMerit Bank's community service activities focus on organizations that provide affordable housing, workforce development; financial education; or economic development and community revitalization. They have continued to serve on boards and committees of, or provide employee volunteers to, a number of community organizations throughout FirstMerit Bank's assessment areas, including those that: provide affordable housing to LMI families; assist LMI individuals in developing budgets and resolving outstanding credit issues; provide homebuyer and homeowner counseling; support economic development of LMI neighborhoods and job creation for LMI households; supply food to food banks, food pantries and shelters; provide a variety of social services to low-income and minority individuals and communities; offer job assistance to the disabled population; provide educational services and mentor at-risk youth; rehabilitate and repair homes owned by low-income individuals; provide transitional housing for recovering addicts; increase college attainment for economically disadvantaged persons (youth and adults) through advice, financial aid counseling, scholarships and retention services; facilitate economic development and revitalization of urban LMI neighborhoods, including through development and disposal of vacant and abandoned properties; offer tax preparation services for LMI individuals; and provide homebuyer and financial literacy education for LMI and underserved minority students and adults.

Public Exhibit 1

Additional Information on Branch Consolidations and Closures

Additional Information on Branch Consolidations and Closures

This Exhibit contains a chart which identifies: (a) the FirstMerit Bank or Huntington Bank branches to be consolidated or closed, (b) the recipient branches, (c) the distances between such branches, and (d) the reasons for the consolidation or closure and the factors mitigating any adverse impact on affected customers.

Huntington Bank expects to consolidate 42 legacy FirstMerit Bank and 20 legacy Huntington Bank licensed full service branches in connection with the Proposed Transaction. Details about those planned consolidations appear in chart items 1 to 62.

Huntington Bank expects to close 33 legacy FirstMerit Bank and 10 legacy Huntington Bank full service branches, one legacy FirstMerit Bank limited service location that serves Wealth and Commercial clients and one separately-licensed legacy FirstMerit Bank limited purpose drive-up location in connection with the Proposed Transaction. Details about those planned closings appear in chart items 63 to 106.

(a) Index to the consolidations (chart items 1-64)

Chart item Number	Address of a Consolidating FirstMerit Bank Branch
1	101 Depot St, Bellaire, Michigan 49615
2	120 N Lake, Boyne City, Michigan 49712
3	6549 N Canton Center Rd, Canton, Michigan 48187
4	485 Haggerty Hwy, Commerce Township, Michigan 48390
5	2750 Center Ave., Essexville, Michigan 48732
6	21 N Beacon Blvd, Grand Haven, Michigan 49417
7	901 W Sharon Avenue, Houghton, Michigan 49931
8	2100 N Center Rd, Saginaw, Michigan 48603
9	501 Court St, Sault Ste Marie, Michigan 49783
10	15023 21 Mile Rd, Shelby Township, Michigan 48315
11	7548 Lewis Ave, Temperance, Michigan 48182
12	627 W Front St, Traverse City, Michigan 49684
13	36000 Detroit Rd, Avon, Ohio 44011
14	22835 Chagrin Blvd, Beachwood, Ohio 44122

Chart item Number	Address of a Consolidating FirstMerit Bank Branch
15	430 Northfield Rd, Bedford, Ohio 44146
16	550 East Royalton Rd, Broadview Heights, Ohio 44147
17	8555 Tanglewood Square, Chagrin Falls, Ohio 44023
18	8389 Mayfield Rd, Chesterland, Ohio 44026
19	11427 Euclid Avenue, Cleveland, Ohio 44114
20	25 West Prospect Avenue, Cleveland, Ohio 44115
21	6939 E Broad St, Columbus, Ohio 43213
22	201 W 3rd St, Dover, Ohio 44622
23	7490 Sawmill Rd, Dublin, Ohio 43016
24	5646 Transportation Blvd, Garfield Heights, Ohio 44125
25	2336 Stringtown Rd, Grove City, Ohio 43123
26	832 W Maple St., Hartville, Ohio 44632
27	22 West Jefferson St, Jefferson, Ohio 44047
28	101 W High St, London, Ohio 43140
29	7220 Pearl Rd, Middleburg Heights, Ohio 44130
30	14894 North State Ave, Middlefield, Ohio 44062
31	9494 Wedgewood Boulevard, Powell, Ohio 43065
32	21114 Center Ridge Rd, Rocky River, Ohio 44116
33	3505 Lee Rd, Shaker Heights, Ohio 44120
34	33113 Aurora Rd, Solon, Ohio 44139
35	3311 Kent Rd, Stow, Ohio 44224
36	9717 State Route 14, Streetsboro, Ohio 44241
37	11654 Pearl Rd, Strongsville Ohio, 44136
38	411 Adams St, Toledo, Ohio 43604
39	9777 Ravenna Rd, Twinsburg Ohio, 44087
40	102 Main St. Wadsworth, Ohio 44281
41	7345 State Route 3, Westerville, Ohio 43082
42	3214 Wilmington Rd, New Castle, Pennsylvania 16105

Chart item Number	Address of a Consolidating Huntington Bank Branch
43	06536 M-66 N, Charlevoix, Michigan 49720
44	12890 S Saginaw St, Grand Blanc, Michigan 48439
45	2195 S I-75 Business Loop, Grayling, Michigan 49738
46	27250 Wixom, Novi, Michigan 48374
47	457 Avon Belden Road, Avon Lake, Ohio 44012
48	540 Water St, Chardon, Ohio 44024
49	2875 State Rd, Cuyahoga Falls, Ohio 44223
50	1500 East Main St, Kent, Ohio 44240
51	6550 N. Ridge Rd, Madison, Ohio 44057
52	1065 N Court St, Suite C, Medina, Ohio 44256
53	7720 Mentor Avenue, Mentor, Ohio 44060
54	1340 N Main St, North Canton, Ohio 44720
55	4879 Portage St NW, North Canton, Ohio 44720
56	58 S Park Place, Painesville, Ohio 44077
57	14481 Cedar Rd, South Euclid, Ohio 44121
58	4086 Massillon Rd, Uniontown, Ohio 44685
59	41 E Main St, West Jefferson, Ohio 43162
60	445 W Milltown Rd, Wooster, Ohio 44691
61	2656 Ellwood Rd, New Castle, Pennsylvania 16101
62	101 East Washington St, New Castle, Pennsylvania 16101

(b) Index to the closures (chart items 65-107)

Chart item Number	Address of a Closing FirstMerit Bank Branch
63	6521 W 127th St., Palos Heights, Illinois 60463
64	35480 Groesbeck Hwy, Clinton Township, Michigan 48035
65	201 N Saginaw , Durand, Michigan 48429 (full service branch) and 300 N Saginaw St., Durand, Michigan, 48429 (limited service drive-in branch)
66	500 E Prosper Rd, Falmouth, Michigan 49632
67	31215 W 14 Mile Rd, Farmington Hills, Michigan 48334
68	4129 S Saginaw St, Flint, Michigan 48507
69	124 S Main St, Fowler, Michigan 48835
70	15753 Gratiot Rd, Hemlock, Michigan 48626
71	662 Palms Avenue, Ishpeming, Michigan 49849
72	4515 Francis St, Jackson, Michigan 49203
73	120 Mackinaw Trail, Leroy, Michigan 49655
74	10903 Manchester-Chelsea Rd, Manchester, Michigan 48158
75	917 W Norton Avenue, Muskegon, Michigan 49441
76	9484 Genesee St, New Lothrop, Michigan 48460
77	40020 W 12 Mile Rd, Novi, Michigan 48377
78	11686 US Hwy 23 S, Ossineke, Michigan 49766
79	3070 W Centre Ave, Portage, Michigan 49024
80	175 S Livernois Rd, Rochester, Michigan 48307
81	141 S Main St., Romeo, Michigan 48065
82	2078 E Big Beaver Rd, Troy, Michigan 48083
83	888 Lake Avenue, Ashtabula, Ohio 44004
84	80 Severance Circle, Cleveland Heights, Ohio 44118
85	111 W Rich St, Columbus, Ohio 43215 (limited service facility)
86	1156 E Powell Rd, Lewis Center Rd, Lewis Center, Ohio 43035
87	5710 Mayfield Rd, Lyndhurst, Ohio 44124
88	5393 Ridge Rd, Parma, Ohio 44129

Chart item Number	Address of a Closing FirstMerit Bank Branch
89	210 N Main St., Rittman, Ohio 44270
90	7530 Kings Pointe Rd, Toledo, Ohio 43617
91	801 Crocker Rd, Westlake Ohio, 44145
92	128 County Rd KK, Amherst, Wisconsin 54406
93	2905 Main St, East Troy, Wisconsin 53120
94	69 S 8th St, Hilbert, Wisconsin 54129
95	124 East Main St, Omro, Wisconsin 54963
96	1426 Egg Harbor Rd, Sturgeon Bay, Wisconsin 54235

Chart item Number	Address of a Closing Huntington Bank Branch
97	309 S Euclid Ave, Bay City, Michigan 48706
98	130 N Jefferson Ave, Saginaw, Michigan 48607
99	39 E. Market St, Akron, Ohio 44308
100	3899-A Medina Rd, Akron, Ohio 44333
101	3630 Center Rd, Brunswick, Ohio 44212
102	965 East Cherry St, Canal Fulton, Ohio 44614
103	3504 Tuscarawas St W, Canton, Ohio 44708
104	1600 Bethel Rd, Columbus, Ohio 43220
105	5801 Darrow Rd, Hudson, Ohio 44236
106	1011 East Aurora Rd, Macedonia, Ohio 44056

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
1.	*Legacy FirstMerit Bank branch at:* 101 Depot St, Bellaire, Michigan 49615 (Antrim County)	*Legacy Huntington Bank branch at:* 225 State Highway M-88 South, Bellaire, Michigan 49615 (Antrim County)	0.52 mile	The consolidating FirstMerit branch is in the rural community of Bellaire, which is in northwest Michigan north of Traverse City. The consolidating branch is an older facility at the corner of E. Cayuga Street and Depot Street. The immediate area along E. Cayuga Street is mostly residential with no major retail or daily needs providers nearby. The receiving Huntington branch is only 0.52 mile away (just under a two-minute drive) at 225 M-88 (aka S. Division Street). The Huntington branch is a larger, newer facility closer to the retail that serves the community. A Family Fare Supermarket (f.k.a. Glens Market), Alden State Bank and a number of fast food restaurants are along S. Division Street. The receiving Huntington branch has four drive-thru teller lanes and a walk-up ATM to serve the combined transaction volume. A map is attached which shows the locations of the consolidating branches.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
2.	*Legacy FirstMerit Bank branch at:* 120 N Lake, Boyne City, Michigan 49712 (Charlevoix County)	*Legacy Huntington Bank branch at:* 101 River Street, Boyne City, Michigan 49712 (Boyne County)	0.01 mile	The consolidating branch is located in a downtown area of a smaller town where customers primarily travel by car. The consolidating branch is located on the same block as the receiving branch (only 0.01 mile away, less than one minute drive-time). The consolidating branch is a smaller building with only a one-lane drive-thru and no drive-up ATM. The Huntington receiving branch at 101 River St. is a larger building with a significantly larger drive-thru (three lanes) and a drive-up ATM. The customer impact of consolidating this location is minimized by the larger receiver facility and expanded drive-thru convenience. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
3.	*Legacy FirstMerit Bank branch at:* 6549 N Canton Center Rd, Canton, Michigan 48187 (Wayne County)	*Legacy Huntington Bank branch at:* 44530 Ford Rd, Canton, Michigan 48187 (Wayne County)	0.70 mile	The consolidating branch is located in a suburb of Metro Detroit where customers primarily travel by car. Huntington will continue to serve this community through the Huntington receiving branch at 44530 Ford Rd, Canton Michigan. The two branches are 0.70 mile away from each other, less than two minutes away by car, in a fairly straight drive with only one turn. The receiving Huntington site offers more capacity with four drive-thru lanes versus only two at the closing branch. In addition to the receiving branch, there is a Huntington in-store branch in the Meijer located at 45001 Ford Road, Canton Michigan, which is less than two miles from the consolidating branch. The receiving Huntington branch and nearby in-store branch have ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
4.	*Legacy FirstMerit Bank branch at:* 485 Haggerty Hwy, Commerce Township, Michigan 48390 (Oakland County)	*Legacy Huntington Bank branch at:* 39440 West 14 Mile Road, Walled Lake, Michigan 48390 (Oakland County)	0.41 mile	The consolidating branch is located in a suburb of Metro Detroit where customers primarily travel by car. Huntington will continue to serve this community through the Huntington receiving branch at 39440 West 14 Mile Road, Walled Lake Michigan. Both branches face the same road, Haggerty Hwy. The two branches are less 0.41 mile apart, or less than one minute by car, in a straight drive down Haggerty Hwy. The receiving Huntington branch offers the same number of drive-thru lanes (four) as the closing branch. The receiving Huntington branch also has better ingress/egress and ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
5.	*Legacy FirstMerit Bank branch at:* 2750 Center Ave, Essexville, Michigan 48732 (Bay County)	*Legacy Huntington Bank branch at:* 595 N Pine Rd, Bay City, Michigan 48708 (Bay County)	0.97 mile	The consolidating branch is located in a suburban part of Bay City, Michigan where customers primarily travel by car. Huntington will continue to serve this community through the Huntington receiving branch inside the Meijer at 595 N Pine Rd., Bay City Michigan, which is less than a mile away. The receiving Huntington branch offers full service banking as well as extended hours for customer convenience. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
6.	*Legacy FirstMerit Bank branch at:* 21 N Beacon Blvd, Grand Haven, Michigan 49417 (Ottawa County)	*Legacy Huntington Bank branch at:* 1300 South Beacon Blvd, Grand Haven, Michigan 49417 (Ottawa County)	0.87 mile	The consolidating FirstMerit branch is in the town of Grand Haven, Michigan where customers primarily travel by car. The branch is at the corner of N. Beacon Blvd. and Columbus Avenue. The FirstMerit branch has very few deposits (less than $3 million) and a very low number of teller transactions. Huntington will continue to serve this community with three branches within five minutes of the consolidating branch. The receiving Huntington branch is 0.87 mile from the consolidating FirstMerit branch due south on Beacon Blvd. (1300 S. Beacon Blvd.). It has five drive-thru teller lanes and a drive-up ATM. In addition to the receiving Huntington branch, there is also the nearby Huntington Spring Lake branch, which is 1.56 mile northeast of the consolidating branch and the Grand Haven Meijer in-store branch, which is 1.69 mile to the south. A map has been included which illustrates the relationship of the consolidating FirstMerit branch and the Huntington branches in the Grand Haven area.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
7.	*Legacy FirstMerit Bank branch at:* 901 W Sharon Avenue, Houghton, Michigan 49931 (Houghton County)	*Legacy FirstMerit Bank branch at:* 400 Quincy St, Hancock, Michigan 49930 (Houghton County)	1.00 mile	The consolidating FirstMerit branch is an in-line, end-cap in a small shopping strip center in the town of Houghton in the Upper Peninsula of Michigan where customers primarily travel by car. The branch has one drive-up teller window and the lane is shared with a through-the-wall drive-up ATM. The communities of Houghton and Hancock are joined by a bridge that spans Portage Lake. The receiving FirstMerit branch is in Hancock and is only one mile (less than a five-minute drive) from the consolidating branch. The receiving branch is on the first floor of a more prominent office building on Quincy Street. There is a multi-level parking deck attached to the building and a two-lane drive-thru teller facility adjacent to the building. The receiver has ample capacity to handle the combined transaction volume.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
8.	*Legacy FirstMerit Bank branch at:* 2100 N Center Rd, Saginaw, Michigan 48603 (Saginaw County)	*Legacy Huntington Bank branch at:* 4815 State St, Saginaw, Michigan 48603 (Saginaw County)	0.18 mile	The closing branch is located in a suburban part of Saginaw, Michigan where customers travel primarily by car. Huntington will continue to serve this community through the Huntington receiving branch at 4815 State St., Saginaw Michigan which is 0.18 mile away and less than one minute drive-time. The receiving Huntington branch is a large facility and offers the same number of drive-thru lanes as the consolidating FirstMerit branch. The receiving Huntington branch has ample capacity to handle the combined transaction volume.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
9.	*Legacy FirstMerit Bank branch at:* 501 Court St, Sault Ste Marie, Michigan 49783 (Chippewa County)	*Legacy Huntington Bank branch at:* 511 Ashmun Street, Sault Ste Marie, Michigan 49783 (Chippewa County)	0.11 mile	The consolidating FirstMerit branch is on the corner of Court Street and E. Spruce Street in the town of Sault Ste Marie in the Upper Peninsula of Michigan where customers primarily travel by car. It is a small building with a one-lane drive-up teller window at the rear of the building. The receiving Huntington branch is only one block to the west (0.11 mile) at the corner of Ashmun Street and E. Spruce Street. The Huntington branch is a larger, more prominent facility with two drive-thru teller lanes and a drive-up ATM. The receiving branch has ample capacity to handle the combined transaction volume.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
10.	*Legacy FirstMerit Bank branch at:* 15023 21 Mile Rd, Shelby Township, Michigan 48315 (Macomb County)	*Legacy Huntington Bank branch at:* 13630 21 Mile Road, Shelby Township, Michigan 48315 (Macomb County)	0.91 mile	The consolidating branch is located in a suburb of Metro Detroit where customers primarily travel by car. Huntington will continue to serve this community through the Huntington receiving branch at 13630 21 Mile Road, Shelby Township Michigan. The two branches are less than a mile apart, or less than two minutes by car in a straight drive, as both branches 21 Mile Road. The receiving Huntington branch offers added capacity with a four-lane drive-thru versus only two lanes at the consolidating branch. In addition to the receiving branch, there is also a nearby Huntington branch at 47047 Romeo Plank, Macomb, Michigan; this branch is less than two miles from the consolidating branch on the same road in the opposite direction as the receiving branch. With two branches within two miles of the consolidating branch, plus the four drive-thru lanes at the receiving branch, there will be ample capacity to handle the additional traffic from the consolidating branch. There will also be a new Huntington in-store branch opening in September 2016, at the Meijer store located at 15055 Hall Road, Shelby Township Michigan. The new in-store branch will be just one mile away from the consolidating branch and will offer additional convenience with extended hours.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
11.	*Legacy FirstMerit Bank branch at:* 7548 Lewis Ave, Temperance, Michigan 48182 (Monroe County)	*Legacy Huntington Bank branch at:* 7405 Lewis Ave, Temperance, Michigan 48182 (Monroe County)	0.15 mile	The consolidating branch is located in Temperance, Michigan, which is a suburb of Toledo where customers primarily travel by car. Huntington will continue to serve this community through the Huntington receiving branch at 7405 Lewis Ave, Temperance Michigan. The two branches are on the same road (Lewis Avenue) and are less than 400 yards apart. The receiving Huntington branch is at a signalized corner with good ingress/egress versus the consolidating branch which is midblock. In addition to the receiving branch there is also a nearby Huntington branch located at 3270 Sterns Road, Lambertville Michigan which is less than three miles from the consolidating branch. We expect the receiving branch will have the capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
12.	*Legacy FirstMerit Bank branch at:* 627 W Front St, Traverse City, Michigan 49684 (Grand Traverse County)	*Legacy Huntington Bank branch at:* 427 West Front Street, Traverse City, Michigan 49684 (Grand Traverse County)	0.17 mile	The consolidating branch is in an area where customers primarily travel by car. The consolidating branch is only 0.17 mile from the receiving Huntington branch (less than one minute drive-time). The consolidating branch is located on the fringe of Traverse City's downtown retail. Although the location is a corner site with a signal, the branch has limited convenience due to its lack of drive-thru lanes and lack of a drive-up ATM. The deposits at the consolidating branch are low ($30 million) in comparison to the receiving Huntington branch ($87 million). The receiving Huntington branch at 427 West Front St. is a superior location, closer to the core of downtown. The attractive branch offers three drive-thru lanes, to support customer convenience. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
13.	*Legacy FirstMerit Bank branch at:* 36000 Detroit Rd, Avon, Ohio 44011 (Lorain County)	*Legacy Huntington Bank branch at:* 2085 Center Road, Avon, Ohio 44011 (Lorain County)	0.10 mile	The consolidating branch is in a suburban area where customers primarily travel by car. The consolidating branch is only 0.10 mile (less than one minute drive-time) from the receiving branch. The consolidating branch has very challenged access. Customers traveling eastbound on Detroit Road are unable to turn directly into the building or the side street (Center Rd), due to the lack of a turning lane. Thus, the only safe way of entering the branch is for westbound traffic to take a right into the location. To exit the site, a customer is required to take a "right only" turn onto Detroit Rd, or use the stop sign (no signal) to take a left onto the very busy/backed up Detroit Rd. The Huntington receiving branch at 2085 Center Rd. is located in a Marc's (local grocery) anchored center. It offers signalized access from Detroit Rd, as well as access onto Center Rd. The branch has the same amount of drive-thru lanes (three) as the consolidating branch, as well as the same drive-up ATM configuration. We believe that the customer impact of consolidating this location is minimized because of the close proximity to the receiver branch, as well as the superior access that the receiver branch offers. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
14.	*Legacy FirstMerit Bank branch at:* 22835 Chagrin Blvd, Beachwood, Ohio 44122 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 24615 Chagrin Blvd, Beachwood, Ohio 44122 (Cuyahoga County)	0.62 mile	The consolidating branch is located in a suburban area where customers primarily travel by car. The consolidating branch is 0.62 mile from the receiving branch (just over 2 minutes' drive-time). The consolidating branch is an end cap in a small strip center. The consolidating location does not offer drive-thru tellers, only a drive-up ATM. Although the location is at a signalized intersection, the existence of both Sprint and Starbucks is likely to limit the shared parking spaces during operating hours. Huntington will continue to serve this community through the Huntington receiving branch at 24615 Chagrin Blvd. The receiving branch is located in an out-lot of the Pavilion Mall, which is anchored by Giant Eagle; the location has a traffic signal and multiple points of ingress/egress. Customers would have a straight-line drive from the consolidating branch to the receiving branch along Chagrin Blvd. We believe the impact of consolidating this location is minimized because the receiver branch has a drive-thru teller lane and a drive-up ATM. Additionally, the presence of the Giant Eagle in-Store branch (also located at Pavilion Mall) will provide full service banking and extended hours. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
15.	*Legacy FirstMerit Bank branch at:* 430 Northfield Rd, Bedford, Ohio 44146 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 5321 Warrensville Rd, Maple Heights, Ohio 44137 (Cuyahoga County)	0.72 mile	The consolidating branch is located in a suburban area where customers primarily travel by car. The consolidating branch is located in an older facility, in the out-lot of a Wal-Mart anchored center. The Wal-Mart is reported to be closing in 2016. Huntington will continue to serve this community through the receiving Huntington branch at 5321 Warrensville Rd., which is only 0.72 mile away (just over three minutes drive-time); the drive is relatively simple drive west on Rockside Rd, then south on Dunham Road. The receiving Huntington branch offers full service banking as well as extended hours for customer convenience. Huntington has recently added an additional walk-up ATM and a Teller Pod at the Southgate location. We believe that the customer impact of consolidating the FirstMerit location is minimized because most of the customers using the consolidating branch live West of I-271 and South of I-480, near the receiving Huntington branch. Additionally, the existing Huntington Turney Dunham branch (2.72 miles away) offers drive-up convenience with three drive-thru Teller windows and a drive-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch. A map has been included which illustrates the relationship of the branches in the area.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
16.	*Legacy FirstMerit Bank branch at:* 550 East Royalton Rd, Broadview Heights, Ohio 44147 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 9220 Broadview Road, Broadview Heights, Ohio 44147 (Cuyahoga County)	0.20 mile	The consolidating branch is located in a suburban area where customers primarily travel by car. The consolidating branch is only 0.20 mile (less than one minute drive-time) from the receiving branch. The consolidating branch is located mid-block and does not have a signalized entrance. The building is in an out-lot of a small strip center, and has one working drive-thru lane and a drive-up ATM. The Huntington receiving branch at 9220 Broadview Rd. is near the center of Broadview Heights in the Broadview Commons retail center; there are several other competitors nearby (Charter One and Fifth Third). The receiving branch is a freestanding location with two drive-thru lanes and a drive-up ATM. We believe that the customer impact of consolidating the FirstMerit location is minimized by an additional drive-thru lane offered at the receiving branch. Additionally, the Broadview Heights Giant Eagle in-store branch is 1.3 miles east on Royalton Rd and offers extended hours convenience for customers. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
17.	*Legacy FirstMerit Bank branch at:* 8555 Tanglewood Square, Chagrin Falls, Ohio 44023 (Geauga County)	*Legacy Huntington Bank branch at:* 8515 Tanglewood Square, Chagrin Falls, Ohio 44023 (Geauga County)	0.01 mile	The consolidating branch is in a suburban area where customers primarily travel by car. The consolidating branch is only 0.01 mile (less than one minute drive-time) to the receiving branch, located in the same shopping center. The consolidating branch is part of a multi-tenant building and has only one drive-thru lane and a drive-up ATM with no bypass. Based on the low level of deposits ($20 million) and light teller transaction volume, Huntington will be consolidating the branch into the Giant Eagle in-store branch at 8515 Tanglewood Square. The receiving Huntington branch offers full service banking as well as extended hours for added convenience. We believe that the customer impact of consolidating this location is minimized because of the low volume of usage at the consolidating branch. Additionally, Huntington has the Bainbridge branch only 1.63 miles away (8420 E. Washington Street, Chagrin Falls, Ohio) that offers three drive-thru lanes as well as a drive-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
18.	*Legacy FirstMerit Bank branch at:* 8389 Mayfield Rd, Chesterland, Ohio 44026 (Geauga County)	*Legacy Huntington Bank branch at:* 8450 Mayfield Road, Chesterland, Ohio 44026 (Geauga County)	0.19 mile	The consolidating branch is in a smaller suburban community where customers primarily travel by car. The consolidating branch is only 0.19 mile away (less than one minute drive-time) from the Huntington receiver branch. The consolidating branch is an end-cap in a deteriorating center that does not offer signalized access into the center. The consolidating branch has two drive-thru lanes and no drive-up ATM. After using the drive-thru, customers must traverse down a fairly steep hill onto W. Geauga Plaza side street. The Huntington receiving branch at 8450 Mayfield Rd. is a superior facility in the out-lot of a Giant Eagle anchored shopping center. The receiving Huntington branch has $95 million in deposits versus the consolidating branch at $17 million. We believe that the customer impact of consolidating this location is minimized because of the close proximity and the superior facility. In addition, Huntington has a Giant Eagle in-store branch in the same shopping center that offers full service banking and extended hours for added convenience. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
19.	*Legacy FirstMerit Bank branch at:* 11427 Euclid Avenue, Cleveland, Ohio 44114 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 11457 Mayfield Road, Cleveland, Ohio 44106 (Cuyahoga County)	0.08 mile	The consolidating branch is in an urban area where customers either use cars or walk as their primary modes of transportation. There is a dichotomy of customers in the area due to the large presence of the Cleveland Clinic and University Hospital; doctors/faculty drive to/from work at the nearby hospitals. In addition, Case Western Reserve University has a large pedestrian population. The consolidating branch is newly opened in a recently constructed building and has struggled to open accounts and draw customers. Huntington will continue to serve this community through the Huntington branch at 11457 Mayfield Road (only 0.08 mile away, a short walk or less than one minute drive-time). The receiving Huntington branch offers designated parking for customers and has an existing deposit base of $29 million (versus the consolidating branch's less than $1 million). A map has been included which illustrates the relationship of the consolidating and receiving branches. We believe that the customer impact of consolidating this location is minimized due to the close proximity and the low volume of customers utilizing the existing FirstMerit branch. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
20.	*Legacy FirstMerit Bank branch at:* 25 West Prospect Avenue, Cleveland, Ohio 44115 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 200 Public Square, Cleveland, Ohio 44114 (Cuyahoga County)	0.14 mile	The consolidating branch is located in downtown Cleveland where customers primarily walk from neighboring businesses/buildings. Huntington will continue to serve this community through the Huntington branch located at 200 Public Square (0.14 mile away from the consolidating branch). The receiving Huntington branch can be accessed on foot by walking north on Ontario St and then taking a right turn onto S. Roadway (Euclid Ave.). The receiver branch is part of the "Huntington" building, which is the regional headquarters for Huntington in Cleveland. The receiving branch offers both interior and exterior access as well as a street-facing ATM. Huntington plans on retaining one or more ATMs in a smaller space at the consolidating FirstMerit branch location (subject to landlord negotiations). In addition, Huntington has an existing walk-up ATM at Tower City, which will help to service transactions. We believe that the customer impact of consolidating this location is minimized because of the multiple ATM touchpoints that will be available at the Tower City Center as well as Huntington's prominent location on the city square. Huntington also has a branch at 905 Euclid Avenue (0.30 miles from Public Square) to serve customers in downtown Cleveland. A map has been included which shows the relationship between the consolidating FirstMerit branch and the Huntington locations in the immediate area. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
21.	*Legacy FirstMerit Bank branch at:* 6939 E Broad St, Columbus, Ohio 43213 (Franklin County)	*Legacy Huntington Bank branch at:* 6867 East Broad Street, Columbus, Ohio 43213 (Franklin County)	0.07 mile	The consolidating facility is located in a suburban area of Columbus where customers primarily travel by car. The consolidating branch is an in-line branch with no drive-thru located in the same shopping center as the receiving Huntington branch. The receiving branch is a full-service in-store branch in a Giant Eagle that is located less than 400 feet from the consolidating branch. A map has been included which illustrates the relationship of the consolidating and receiving branches. The in-store has multiple teller stations and an ATM and can sufficiently serve the expanded customer base. Compared to the consolidating branch, the receiving in-store branch offers extended banking hours and, as such, will positively impact customers. For customers needing drive-thru access, there is another Huntington branch with a five-lane drive-thru and drive-up ATM that is a only two miles (four minute drive) along Broad Street.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
22.	*Legacy FirstMerit Bank branch at:* 201 W 3rd St, Dover, Ohio 44622 (Tuscarawas County)	*Legacy Huntington Bank branch at:* 232 West 3rd Street, Dover, Ohio 44622 (Tuscarawas County)	0.10 mile	The consolidating branch is in the downtown of a small rural town and is within the same block (0.10 mile) as the receiving Huntington branch at 232 W. 3rd Street. Both branches are on a main retail thoroughfare in town (W. 3rd Street). People primarily drive to businesses in the immediate downtown area. The FirstMerit branch is a smaller facility with parking and a single drive-up lane in the rear of the building; there is also a through-the-wall drive-up ATM in the rear of the branch. The FirstMerit branch has less than $5 million in deposits booked to the branch and performs a very low number of teller transactions. The receiving Huntington branch is in a much more prominent building on the corner of a major intersection in town (W. 3rd Street and S. Tuscarawas Ave). Huntington has over $100 million in deposits booked to the branch. It has six teller stations in the lobby and ample parking on the side of the building to serve the combined customer base. Huntington also has a remote drive-thru teller facility at 207 W. 2nd Street, with two lanes and a drive-up ATM. There is also a Giant Eagle in-store branch that is only 1.27 miles away.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
23.	*Legacy FirstMerit Bank branch at:* 7490 Sawmill Rd, Dublin, Ohio 43016 (Franklin County)	*Legacy Huntington Bank branch at:* 7744 Sawmill Road, Dublin, Ohio 43017 (Franklin County)	0.32 mile	The consolidating branch is in a north suburban area serving the Dublin and Powell communities, where customers travel primarily by car. Both the consolidating and receiving branches are located along Sawmill Rd, which is a highly trafficked commuter thoroughfare, north of the I-270 freeway. The Huntington receiving branch at 7744 Sawmill Road is only 0.32 mile away and is a less than two minute straight-line drive along Sawmill Rd. The receiving branch is also better positioned on a corner, in the out-lot of a Wal-Mart and across from a Kroger Marketplace. The Huntington receiving branch has two times the deposits and transactions than the consolidating branch. The FirstMerit consolidating branch does not offer signalized access; it has three drive-thru lanes. Comparatively, the Huntington receiving branch is a new facility, less than one year old; it offers four drive-up lanes, is much more visible and offers signalized access. With the additional lane, the receiver branch is better equipped to meet the capacity needs of the combined customer base. There is also another Huntington branch within a five minute drive-time that offers drive-thru convenience.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
24.	*Legacy FirstMerit Bank branch at:* 5646 Transportation Blvd, Garfield Heights, Ohio 44125 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 5744 Transportation Blvd, Cleveland, Ohio 44125 (Cuyahoga County)	0.23 mile	The consolidating branch is in a suburban area where customers primarily travel by car. The consolidating branch is only 0.24 mile from the receiving . The consolidating branch is located in the Giant Eagle anchored City View Center. City View Center was built on a landfill and has had a history of EPA issues (methane gas leakage). Nearly all retailers have left the development (Wal-Mart, JoAnn Fabrics, PetSmart, Bed, Bath and Beyond, Dick's Sporting Goods, etc.). The Huntington receiving branch at 5744 Transportation Blvd. is less than one minute drive-time. The Giant Eagle in-store branch offers full service banking and extended hours for added convenience. Additionally, for customers needing drive-thru access, the Turney Dunham branch is only 2.26 miles away and offers four drive-thru lanes, as well as a drive-up and a walk-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
25.	*Legacy FirstMerit Bank branch at:* 2336 Stringtown Rd, Grove City, Ohio 43123 (Franklin County)	*Legacy Huntington Bank branch at:* 2227 Stringtown Road, Grove City, Ohio 43123 (Franklin County)	0.21 mile	The consolidating branch is located in the suburb of Grove City where customers primarily travel by car. The Huntington receiving branch is only 0.21 mile away and a one minute straight-line drive along Stringtown Rd. The Huntington branch is in a more prominent location in front of a Giant Eagle and is accessible via a turn lane which is more convenient for customers. It has five drive-thru lanes, and at $122 million in deposits, it services eight times the deposits and three times the transactions compared to the consolidating branch. The consolidating branch has three drive-thru lanes and does not provide a turn lane to navigate the busy traffic along Stringtown Rd. The receiving Huntington branch has the capacity to serve the combined customer base. In addition to the receiving branch, there is an in-store branch in the Giant Eagle (behind the receiving branch), which offers extended banking hours for added convenience.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
26.	*Legacy FirstMerit Bank branch at:* 832 W Maple St, Hartville, Ohio 44632 (Stark County)	*Legacy Huntington Bank branch at:* 650 West Maple St, Hartville, Ohio 44632 (Stark County)	0.15 mile	The consolidating branch is located in a small town where customers primarily travel by car. The consolidating branch is located only 0.15 mile from the receiving branch (less than one minute drive-time). The consolidating branch is located in a strip center, mid-block, with no direct access or signal from W. Maple St. The branch is positioned such that the rear of the building is facing the road, diminishing its visibility and street side presence. The consolidating branch offers a two lane drive-thru and a drive-up ATM. The Huntington receiving branch at 650 W. Maple St. offers strong street-side visibility due to building prominence and a large pylon sign. The receiving Huntington branch has ample capacity to handle the combined transaction volume. Additionally, the receiving location offers ample parking, four drive-thru lanes and a drive-up ATM. Huntington also has a Giant Eagle in-store branch 0.25 mile west of the consolidating branch that offers full service banking with extended hours for added convenience.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
27.	*Legacy FirstMerit Bank branch at:* 22 West Jefferson St, Jefferson, Ohio 44047 (Ashtabula County)	*Legacy Huntington Bank branch at:* 36 West Jefferson St, Jefferson, Ohio 44047 (Ashtabula County)	0.06 mile	The consolidating branch is located in a small town/suburban area where customers primarily travel by car. The consolidating branch is only 0.06 mile away from the receiving branch (less than one minutes' drive-time), both branches are located on the same side of the street and have only one business between the two parcels. The consolidating branch has two drive-thru lanes and a drive-up ATM. The Huntington receiving branch at 36 W. Jefferson St. offers three drive-thru lanes and a drive-up ATM. Both branches are located mid-block, but the receiving branch has significantly more parking and is noticeably bigger (eleven thousand square feet versus roughly two thousand). The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
28.	*Legacy FirstMerit Bank branch at:* 101 W High St, London, Ohio 43140 (Madison County)	*Legacy Huntington Bank branch at:* 2 E High St, London, Ohio 43140 (Madison County)	0.18 mile	The consolidating branch is the town of London where customers primarily travel by car. The consolidating branch is on the south edge of downtown, has a three-lane drive-thru but with very limited parking. The receiving Huntington branch at 2 E. High Street is only 0.18 mile way and is less than a one-minute straight-line drive along High Street. The receiving branch is more centrally located in the "core" of downtown London and has three drive-thru lanes. It also offers significantly more surface parking in addition to the City's downtown street parking along the side of the branch. The receiving Huntington branch services 70% more deposits and transactions than the FirstMerit branch. The receiving branch has ample capacity to service the expanded customer base.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
29.	*Legacy FirstMerit Bank branch at:* 7220 Pearl Rd, Middleburg Heights, Ohio 44130 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 6869 Southland Drive, Middleburg Heights, Ohio 44130 (Cuyahoga County)	0.93 mile	The consolidating branch is in a suburban area where customers primary travel by car. The consolidating branch is only 0.93 mile from the receiving branch (less than 3 minute drive-time). The consolidating branch is located in an older retail center with tight access. Although there is a signal to enter the center, customers must traverse around a multi-tenant strip center to access the one lane drive-thru. The Huntington receiving branch at 6869 Southland Dr. is an in-store branch located in a Giant Eagle grocery store in the Southland Shopping Center. The location can be accessed by heading north on Route 42 (Pearl Rd.), then taking a right into the center. The receiving Huntington branch offers full-service banking and extended hours for added customer convenience. Huntington also operates six other branches within four miles of the consolidating branch. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
30.	*Legacy FirstMerit Bank branch at:* 14894 North State Ave, Middlefield, Ohio 44062 (Geauga County)	*Legacy Huntington Bank branch at:* 14849 North State Avenue, Middlefield, Ohio 44062 (Geauga County)	0.09 mile	The consolidating branch is in a rural area where customers primary travel by car. The consolidating branch is only 0.09 mile from the receiving branch (less than 1 minute drive-time). The consolidating branch is on the opposing side of the street, just a few parcels away from the receiving branch. The consolidating branch is on a tight lot with one-way circulation and has only one drive-thru lane and no drive-up ATM. The Huntington receiving branch at 14849 N. State Ave. is located in a small Great Lakes Outdoor Supply anchored center. The branch offers two drive-thru lanes and a drive-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
31.	*Legacy FirstMerit Bank branch at:* 9494 Wedgewood Boulevard, Powell, Ohio 43065 (Delaware County)	*Legacy Huntington Bank branch at:* 4000 Powell Rd, Powell, Ohio 43065 (Delaware County)	0.39 mile	The FirstMerit consolidating branch is located in the northern suburb of Powell where customers travel primarily by car. The branch is out positioned by other competitors and by dominant retail in the area; it is on the "fringe" of retail in Powell and is not in a prominent position. The Huntington receiving branch at 4000 Powell Rd. is an in-store branch within a Giant Eagle anchored center; it is only 0.39 mile away and less than a two minute, straight-line drive along Powell Rd. Although the FirstMerit consolidating branch is a "traditional" branch, the receiving in-store branch has 70% greater deposits and transactions, and it has the capacity to handle the increased transactions. In addition to the receiving in-store branch, Huntington will serve the broader Powell community with two other freestanding branches with drive-thrus, both within 2.4 miles of the consolidating branch. One branch is north at 3481 O'Connell St., Powell with four drive-thru lanes, and the other is south at 7744 Sawmill Rd, Dublin also with four drive-thru lanes. The branch on Sawmill Rd. is less than a year old and is located in front of a new Wal-Mart. Both of these branches are located on the highly trafficked Sawmill Parkway, the primary artery coming off of I-270, and connecting the various Powell neighborhoods and retail destinations. A map has been included which illustrates the relationship of the branches in the Powell area.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
32.	*Legacy FirstMerit Bank branch at:* 21114 Center Ridge Rd, Rocky River, Ohio 44116 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 19975 Center Ridge Road, Rocky River, Ohio 44116 (Cuyahoga County)	0.64 mile	The consolidating branch is located in a suburban area where customers primary travel by car. The consolidating branch is only 0.64 mile away from the receiving Huntington branch (less than two minute drive-time). The consolidating branch is mid-block and has no signalized access onto the busy thoroughfare. The consolidating branch has three drive-thru lanes and a drive-up ATM. The receiving branch at 19975 Center Ridge Rd. is a recently relocated/newly constructed Huntington branch located in the redeveloped Rockport Center. The branch offers two drive-thru lanes and a drive-up ATM. Additionally, the Huntington Rocky River Giant Eagle in-store branch is located a similar distance to the west along Center Ridge Rd. The Giant Eagle in-store branch offers full service banking and extended hours for added customer convenience. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
33.	*Legacy FirstMerit Bank branch at:* 3505 Lee Rd, Shaker Heights, Ohio 44120 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 17121 Chagrin Blvd, Shaker Heights, Ohio 44120 (Cuyahoga County)	0.27 mile	The consolidating branch is in a dense suburban area where customers travel through a mixture of cars, public transportation and on foot. The consolidating branch is located only 0.27 mile (less than one minute drive-time) to the Huntington branch. The consolidating branch is located at the juncture of a busy five-street intersection. The location is a smaller format building with limited parking and challenging access; it has two drive-thru lanes and a drive-up ATM. Huntington will continue to serve this community through the Huntington receiving branch at 17121 Chagrin Blvd. The receiving branch is a newer building in front of an adjoining retail/grocery center with signalized access and multiple points of ingress/egress. Huntington recognizes that the receiving branch has only two drive-thru lanes and a drive-up ATM, which could become very busy. As a means of mitigating the capacity concerns, Huntington will retain the rights to the consolidating branch's drive-thru and will install additional drive-up ATMs. We believe that the customer impact of consolidating this location is minimized because customers will have the opportunity to utilize the receiving branch’s and the consolidating branch's drive-thru for transactions. This combination of branches will have the capacity to handle the transaction needs of the consolidating branch. Huntington also operates six other branches within four miles of the consolidating branch. A map has been included which illustrates the relationship of the consolidating and receiving branches.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
34.	*Legacy FirstMerit Bank branch at:* 33113 Aurora Rd, Solon, Ohio 44139 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 33175 Aurora Rd, Solon, Ohio 44139 (Cuyahoga County)	0.04 mile	The consolidating branch is located in a suburban area where customers use a car as a primary mode of transportation. The consolidating branch is only 0.04 mile away from the receiving branch (less than one minute drive-time). The consolidating branch is directly across the street from the receiving Huntington branch and is mid-block with no traffic signal. The receiving Huntington branch at 33175 Aurora Rd. is a recently relocated/newly constructed branch. It is located in the out-lot of an Earth Fare (local grocer) and has signalized ingress/egress. The receiving branch offers two drive-thru lanes and a drive-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
35.	*Legacy FirstMerit Bank branch at:* 3311 Kent Rd, Stow, Ohio 44224 (Summit County)	*Legacy Huntington Bank branch at:* 3793 Darrow Road, Stow, Ohio 44224 (Summit County)	0.63 mile	The consolidating branch is located in a suburban area where customers travel primary by car. The consolidating branch is 0.63 mile (less than two minutes drive-time) to the receiving branch. The consolidating branch is at a corner, but does not have signalized access. The branch has a non-standard site layout with drive-thru lanes on either side of the building (five in total) as well as a drive-up ATM. The receiving branch at 3793 Darrow Rd. offers four drive-thru lanes and a drive-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
36.	*Legacy FirstMerit Bank branch at:* 9717 State Route 14, Streetsboro, Ohio 44241 (Portage County)	*Legacy Huntington Bank branch at:* 9240 Market Square Blvd, Streetsboro, Ohio 44241 (Portage County)	0.82 mile	The consolidating branch is located in a suburban area where customers travel primarily by car. The consolidating branch is only 0.82 mile from the receiver (less than two minutes drive-time). The consolidating branch is located on a corner across from Wal-Mart and it has three drive-thru lanes and a drive-up ATM. Given the deposit book at the receiving Huntington branch ($95 million) versus the consolidating branch ($30 million), as well as the high level of transactions at the Huntington Streetsboro location, consolidation into the FirstMerit branch is not an option. The receiving Huntington Streetsboro branch at 9240 Market Square Blvd. offers five drive-thru lanes, a drive-up ATM and a walk-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
37.	*Legacy FirstMerit Bank branch at:* 11654 Pearl Rd, Strongsville, Ohio 44136 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 13866 Pearl Road, Strongsville, Ohio 44136 (Cuyahoga County)	0.94 mile	The consolidating branch is located in a suburban area where customers travel primarily by car. The consolidating branch is only 0.94 mile from the receiving branch (just over two minutes drive-time). The consolidating branch is located away from the retail pocket, near an industrial parkway and a car dealership. The branch also has a very uninviting exterior. The consolidating branch has three drive-thru lanes and a drive-up ATM. The receiving Huntington branch at 13866 Pearl Rd. is one of the strongest suburban positions Huntington has in its branch network. The location is at the corner of two heavily traversed streets (Pearl and Royalton Rds.). The nearby South Park Mall and daily needs supercenters drive significant traffic to the area. The receiving Huntington branch offers ample parking, three drive-thru Lanes, a drive-up ATM and a walk-up ATM. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
38.	*Legacy FirstMerit Bank branch at:* 411 Adams St, Toledo, Ohio 43604 (Lucas County)	*Legacy Huntington Bank branch at:* 519 Madison Ave, Toledo, Ohio 43604 (Lucas County)	0.16 mile	Huntington will continue to serve this community at the receiving Huntington branch located on the first floor of the Huntington Regional Headquarters building at 519 Madison Avenue. The consolidating branch is only 0.16 mile away. Both branches are in the main part of downtown Toledo where the two primary means of transportation are by foot or by car. The two locations are only a four minute walk or a one minute drive apart and there is ample public parking around the receiving branch. A map has been included which illustrates the relationship of the consolidating and receiving branches. The receiving Huntington branch has sufficient capacity to handle the additional traffic.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
39.	*Legacy FirstMerit Bank branch at:* 9777 Ravenna Rd, Twinsburg, Ohio 44087 (Summit County)	*Legacy Huntington Bank branch at:* 8936 Darrow Rd, Twinsburg, Ohio 44087 (Summit County)	0.32 mile	The consolidating branch is located in a suburban area where customers travel primarily by car. The consolidating branch is only 0.32 mile away from the receiving branch (less than 1 minute drive-time). The consolidating branch is located in downtown Twinsburg on the city square. Despite the consolidating branch's central location, it struggles with visibility due to strict signage requirements. The Huntington receiving branch at 8936 Darrow Rd. is located in a Giant Eagle anchored shopping center with multiple other tenants/retail. The branch has a traffic signal into the center as well as multiple points of ingress/egress. The receiving Huntington branch offers two drive-thru lanes and a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
40.	*Legacy FirstMerit Bank branch at:* 102 Main St. Wadsworth Ohio 44281 (County Medina)	*Legacy Huntington Bank branch at:* 129 High Street Wadsworth, Ohio 44281 (Medina County)	0.10 mile	The consolidating branch is located in the downtown of a smaller town where customers travel primarily by car. The consolidating branch is located about one block (0.10 mile) south on Main St. (less than one minute drive-time) in a multi-tenant building along the downtown strip. The branch does not offer any drive-thru convenience for customers, only a walk-up ATM. Additionally, the branch offers only street-side parking which is shared with the other nearby tenants. The Huntington receiving branch is located at 129 High St. and offers a substantially more convenient location. Although it is also located in the downtown area, the branch offers both streetside and dedicated parking, a walk-up ATM and four drive-thru lanes. We believe that the customer impact of consolidating the FirstMerit location is minimal due to the improved parking convenience for customers. The receiving Huntington branch has ample capacity to handle the additional traffic

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
41.	*Legacy FirstMerit Bank branch at:* 7345 State Route 3, Westerville, Ohio, 43082 (Delaware County)	*Legacy Huntington Bank branch at:* 650 North State Street, Westerville, Ohio 43082 (Delaware County)	0.46 mile	The consolidating branch is located in the Westerville suburb where customers travel primarily by car. The consolidating branch is an in-store located inside a Kroger. The Huntington receiving branch is also an in-store branch, located in a Giant Eagle; it is located at the same intersection (Rt. 3 and Maxtown Rd) as the Kroger and several other retail destinations. Huntington has a state-wide partnership with Giant Eagle and operates branches in 90 plus Giant Eagle stores. The Huntington in-store is only 0.46 mile away and is a less than two minute straight line drive along State Street. The receiving Huntington branch has sufficient capacity to handle the expected transaction needs of the expanded customer base. There is also another Huntington branch within a five minute drive-time that offers drive-thru convenience.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
42.	*Legacy FirstMerit Bank branch at:* 3214 Wilmington Rd, New Castle, Pennsylvania 16105 (Lawrence County)	*Legacy Huntington Bank branch at:* 2699 Wilmington Rd, New Castle, Pennsylvania 16105 (Lawrence County)	1.12 miles	The consolidating branch is on Wilmington Road, a major retail corridor north of New Castle, PA. It is a freestanding building located mid-block with no traffic signal. The receiving Huntington branch is only 1.12 miles due south on Wilmington Road (2699 Wilmington Road). The drive-time between branches is less than three minutes. The Huntington branch is also a freestanding building with good visibility from Wilmington Road. It is at a signalized corner with much better accessibility. It has three drive-thru teller lanes and a drive-up ATM to serve the combined transaction volume.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
43.	*Legacy Huntington Bank branch at:* 06536 M-66 N, Charlevoix, Michigan 49720 (Charlevoix County)	*Legacy FirstMerit Bank branch at:* 201 State St, Charlevoix, Michigan 49720 (Charlevoix County)	1.33 miles	The consolidating branch is located in a small town where customers travel primarily by car. The consolidating branch is only 1.33 miles (three minutes drive-time) from the receiving branch. The consolidating branch is located in the out-lot of a Kmart anchored center. The branch has three drive-thru lanes and a drive-up ATM. The deposit book of $21 million at the consolidating Huntington branch, is significantly lower than the receiver FirstMerit branch of $56 million. Huntington will serve this community through the FirstMerit receiving branch at 201 State St. The receiving branch is a better location than the consolidating branch, due to it being located in the heart of downtown Charlevoix. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch due to the large building, three drive-thru lanes, and a drive-up ATM.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
44.	*Legacy Huntington Bank branch at:* 12890 S Saginaw St, Grand Blanc, Michigan 48439 (Genesee County)	*Legacy FirstMerit Bank branch at:* 11425 S Saginaw St, Grand Blanc, Michigan 48439 (Genesee County)	0.94 mile	The consolidating branch is located in a suburb of Flint, Michigan where customers travel primarily by car. Huntington will serve this community through the FirstMerit branch located at 11425 S Saginaw St., Grand Blanc, Michigan. The two branches are 0.94 mile apart or just over 2 minutes by car in a straight drive along Saginaw St. The receiving FirstMerit branch is a larger building and has four drive-thru lanes compared to only two drive-thru lanes at the consolidating Huntington branch. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch. There is also a FirstMerit drive-up ATM in the parking lot of a Qdoba Mexican Grill just 0.3 mile from the consolidating branch which will add additional convenience to the customers of the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
45.	*Legacy Huntington Bank branch at:* 2195 S I-75 Business Loop, Grayling, Michigan 49738 (Crawford County)	*Legacy FirstMerit Bank branch at:* 305 E Michigan Ave, Grayling, Michigan 49738 (Crawford County)	0.66 mile	The consolidating branch is located in a small town, where customers travel primarily by car. The consolidating branch is only 0.66 mile (less than two minutes drive-time) from the receiving branch. The consolidating Huntington branch is located on a busy thoroughfare, but has challenged access due to the lack of a traffic signal. Due to the presence of a median, traffic is required to head north to the next traffic light and then make a left turn to travel back south. The consolidating branch has two drive-thru lanes, but does not have a drive-up ATM. Huntington will serve this community through the FirstMerit receiving branch at 305 E. Michigan Ave. The receiving branch is located in the heart of downtown and offers a large/prominent location with both street-side and designated parking. There is no median in the downtown, allowing for easy access for customers heading either west or east on E. Michigan Ave. Further, the deposit book at the consolidating Huntington branch ($19 million) is substantially less than the deposit book of the receiving FirstMerit branch ($43 million). The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
46.	*Legacy Huntington Bank branch at:* 27250 Wixom, Novi, Michigan 48374 (Oakland County)	*Legacy FirstMerit Bank branch at:* 49125 Grand River Ave., Novi, Michigan 48374 (Oakland County)	0.22 mile	The consolidating branch is located in a suburb of Metro Detroit where customers travel primarily by car. Huntington will serve this community through the FirstMerit receiving branch at 49125 Grand River Avenue, Novi, Michigan. The two branches are in the same shopping center only 500 yards apart. The receiving branch offers better convenience to customers as it is on the more heavily traveled road at the signalized entrance to the shopping center. The receiving branch with three drive-thru lanes has ample capacity to handle the additional traffic from the consolidating branch. There is also the Huntington Wixom Meijer in-store branch less than a mile away from the consolidating branch that offers additional convenience with extended hours.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
47.	*Legacy Huntington Bank branch at:* 457 Avon Belden Road, Avon Lake, Ohio 44012 (Lorain County)	*Legacy FirstMerit Bank branch at:* 520 Avon Belden Rd, Avon Lake, Ohio 44012 (Lorain County)	0.17 mile	The consolidating branch is in a suburban area where customers travel primarily by car. The consolidating branch is only 0.17 mile away (less than one minute drive-time) from the receiving branch. The consolidating Huntington branch is an unattractive end-cap with limited one-lane drive-thru and drive-up ATM, and shared parking with shared parking and limited one-lane drive-thru and drive-up ATM . The FirstMerit receiving location at 520 Avon Belden Rd. is a freestanding branch with three drive-thru lanes a drive-up ATM and ample parking. We believe that the customer impact of consolidating this location is minimized because of the close proximity to the receiver branch, as well as the additional visibility and drive-thru convenience. The receiving FirstMerit branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
48.	*Legacy Huntington Bank branch at:* 540 Water St, Chardon, Ohio 44024 (Geauga County)	*Legacy FirstMerit Bank branch at:* 376 Center St, Chardon, Ohio 44024 (Geauga County)	0.21 mile	The consolidating branch is located in a suburban area where customers travel primarily by car. The consolidating Huntington branch is only 0.21 mile (less than one minute drive-time) away from the receiving FirstMerit branch. The consolidating branch is located in a Giant Eagle-anchored shopping center, however the branch is in a sub-standard position behind both a multi-tenant building as well as a large Fifth Third building. The consolidating branch has limited visibility from Center St.; it also has two drive-thru lanes and a drive-up ATM. Huntington will serve this community through the FirstMerit receiving branch at 376 Center St. The receiving branch offers better visibility, four drive-thru lanes and a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
49.	*Legacy Huntington Bank branch at:* 2875 State Rd, Cuyahoga Falls, Ohio 44223 (Summit County)	*Legacy FirstMerit Bank branch at:* 2878 State Rd, Cuyahoga Falls, Ohio 44223 (Summit County)	0.02 mile	The consolidating branch is located in a suburban area where customers travel primarily by car. The consolidating Huntington branch is directly across the street (only 0.02 mile, less than one minute drive-time) from the receiving FirstMerit branch. The consolidating Huntington branch only has two drive-thru lanes and a drive-up ATM. The receiving FirstMerit branch is located across the street in a Marc's (local grocer) anchored center. It offers five drive-thru lanes as well as a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
50.	*Legacy Huntington Bank branch at:* 1500 East Main St, Kent, Ohio 44240 (Portage County)	*Legacy FirstMerit Bank branch at:* 1729 State Rt 59, Kent, Ohio 44240 (Portage County)	0.28 mile	The consolidating branch is in a suburban area, adjoining Kent State University. Customers use a car as a means of transportation, however the student population is also likely to walk between campus and neighboring businesses. The consolidating Huntington branch is located on a sub-standard site. The older branch is mid-block, sits back off the road, has one-way site circulation, limited parking, a one-lane drive-thru with no bypass and no drive-up ATM. Huntington will serve this community through the receiving FirstMerit branch at 1729 State Rt. 59, which is located only 0.28 mile away (less than one minute drive-time). This location offers far superior visibility and access. It is on a corner out-lot of the Acme-anchored shopping center (Cleveland/Akron grocer). The location offers two drive-thru lanes and a drive-up ATM. It also has signalized access and multiple points of ingress/egress into the center, as well as a bypass for drive-thru traffic. We believe that the customer impact of consolidating this location is minimized by the superior facility located near one of the daily needs providers. Students/pedestrians who may have walked to the Huntington Eastside branch will have the additional option of using a walk-up ATM at the corner of Route 59 (Main St.) and Lincoln. This ATM is exterior and is located next to a campus bookstore, Starbucks and the university bus/circulator stop. A map has been included which illustrates the relationship of the branches and the ATM. The receiving FirstMerit branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
51.	*Legacy Huntington Bank branch at:* 6550 N Ridge Rd, Madison, Ohio 44057 (Lake County)	*Legacy FirstMerit Bank branch at:* 6565 N Ridge Rd, Madison, Ohio 44057 (Lake County)	0.17 mile	The consolidating branch is located in a small town where customers travel primarily by car. The consolidating Huntington branch is only 0.17 mile (less than one minute drive-time) from the receiving FirstMerit branch. In addition, the consolidating Huntington branch is located in the same center as a Huntington Giant Eagle in-store branch. The consolidating branch does not have signalized access, has an unattractive facade for a bank branch, three drive-thru lanes and a drive-up ATM. Huntington will serve this community through the FirstMerit receiver at 6565 N. Ridge Rd., which is located in the out-lot of a Tractor Supply and Peebles (local grocer) anchored shopping center. There is signalized access to the center, and the branch offers five drive-thru lanes and a drive-up ATM. We believe that the customer impact of consolidating this location is minimized because of the close proximity as well as the superior facility at the receiving FirstMerit branch. A map has been included which illustrates the relationship of the consolidating and receiving branches. Additionally, there is a Giant Eagle in-store branch only 0.17 mile away, which offers full service banking and extended hours for added convenience. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
52.	*Legacy Huntington Bank branch at:* 1065 N Court St, Suite C, Medina, Ohio 44256 (Medina County)	*Legacy FirstMerit Bank branch at:* 975 N Court St, Medina, Ohio 44256 (Medina County)	0.27 mile	The consolidating branch is in a suburban area where customers travel primarily by car. The consolidating Huntington branch is located only 0.27 mile from the receiving branch (less than one minute drive-time). The consolidating branch is an end-cap in a multi-tenant shopping center. Although the branch is visible from Route 42 (Pearl Rd.), there is no direct access from the road. Accessing the branch requires that the customer travel either north or south to a traffic signal, enter the larger shopping center and then traverse the access roads back to the branch. The consolidating Huntington branch has three drive-thru lanes and a drive-up ATM. The receiving FirstMerit branch at 975 N. Court St. offers five drive-thru lanes and a drive-up ATM. The receiving branch is prominently located at a corner with signalized access and multiple points of ingress/egress onto Route 42, Northland Dr... The receiving branch has ample capacity to handle to the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
53.	*Legacy Huntington Bank branch at:* 7720 Mentor Avenue, Mentor, Ohio 44060 (Lake County)	*Legacy FirstMerit Bank branch at:* 7800 Reynolds Rd., Mentor, Ohio 44060 (Lake County)	0.69 mile	The consolidating branch is in a suburban area where customers travel primarily by car. The consolidating Huntington branch is located 0.69 mile away from the receiving FirstMerit branch (less than 3 minute drive-time). The consolidating branch is located on Mentor Ave. next to Great Lakes Mall. Although the branch is located on a prominent corner, access is tight due to the size of the lot. The consolidating branch has only two drive-thru lanes and a drive-up ATM. The FirstMerit receiving branch at 7800 Reynolds Rd. offers three drive-thru lanes and a drive-up ATM. Customers can easily travel from the location of the consolidating branch to the receiving branch by heading west on Mentor Ave. and taking a right turn onto Reynolds Rd. The receiving branch is located just off of Route 2 (highway) and is located near restaurants and other retail. The receiving FirstMerit branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
54.	*Legacy Huntington Bank branch at:* 1340 N Main St, North Canton, Ohio 44720 (Stark County)	*Legacy FirstMerit Bank branch at:* 101 N Main St, North Canton, Ohio 44720 (Stark County)	0.99 mile	The consolidating Huntington branch is a small (1,800 square foot) building on a very tight corner lot at the intersection of N. Main Street and Applegrove Street NE in the suburb of North Canton. Access to the branch is challenging given the heavy traffic at the intersection and the small lot configuration. The branch only has three teller stations in the lobby, a one-lane drive-up teller window in the rear of the building (one-way circulation) and a walk-up ATM on the exterior of the branch. North Canton is primarily a driving community, and the Huntington facility is 0.99 mile (less than a three minute drive) north of the heart of North Canton and the FirstMerit receiver branch. The FirstMerit branch (101 N. Main Street) is across from the local High School, next to the community Library and near local shops and restaurants. The building is on a highly visible corner with a large parking lot in the rear of the building. There are entrances to the branch from the front (N. Main Street) and rear (parking). There is a freestanding, manned drive-up facility in the parking lot with four lanes and a drive-up ATM. Customer transaction activity at the receiving branch is three times greater than at the consolidating branch, and the receiving branch has ample capacity to handle the combined volume.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
55.	*Legacy Huntington Bank branch at:* 4879 Portage St NW, North Canton, Ohio 44720 (Stark County)	*Legacy Huntington Bank branch at:* 6493 Strip Avenue NW, North Canton, Ohio 44720 (Stark County)	0.40 mile	The consolidating Huntington branch is an end-cap on the fringe of an active retail trade area in the North Canton suburb. The small retail center includes Discount Drug Mart, Great Clips, a nail spa and a local Mexican grill. The center sits back from the road (Portage Street NW) and is in front of a BJ's Wholesale Club and Home Depot. The branch has two drive-thru teller lanes and a drive-up ATM. It is a leased location, and the expiration date is March 31, 2017 (notice date September 30, 2016); termination of the lease is in sync with this transaction. A more active, vibrant retail node is just southeast of the Huntington branch along Strip Ave NW. "The Strip" includes many popular Big Box Retailers, as well as a Giant Eagle with a Huntington in-store branch (only 0.40 mile from the consolidating branch). The Giant Eagle in-store branch will be the receiver for the consolidation. Teller and ATM volumes at the consolidating branch are below the District average and can be supported by the in-store branch (as well as dispersed to other nearby branches). There will be another nearby branch at the Belden Village Mall, only 1.65 miles from the consolidating Huntington branch and 1.29 miles from the Strip Avenue Giant Eagle in-store. The Belden Village FirstMerit branch is a freestanding building on a signalized corner directly across from a regional mall anchored by Macy's and Dillard's. Belden Village is a straight drive south of The Strip; Strip Ave NW becomes Dressler Road NW, and the FirstMerit branch is on the corner of Dressler Road NW and Belden Village Street NW. The FirstMerit branch has three drive-thru teller lanes and a drive-up ATM.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
56.	*Legacy Huntington Bank branch at:* 58 S Park Place, Painesville, Ohio 44077 (Lake County)	*Legacy FirstMerit Bank branch at:* 56 Liberty St, Painesville, Ohio 44077 (Lake County)	0.09 mile	The consolidating branch is in a suburban area where customers travel primarily by car. The consolidating Huntington branch is located only 0.09 mile (less than one minute drive-time) to the receiving FirstMerit branch. Although the consolidating branch has three drive-thru lanes and a drive-up ATM, the access to the branch off of S. Park Place (town square) is not ideal; one way circulation forces customers to enter from town square and exit onto E. Washington St. Further, there is limited street-side parking and shared parking in the rear with a self-storage facility. Huntington will serve this community through the receiving FirstMerit branch at 56 Liberty St., which offers a more prominent and much larger building, visible from the town square. The receiving branch has 25,000 square feet of interior space, ample parking, four drive-thru lanes and a drive-up ATM. We believe that the customer impact of consolidating this location is minimized because customers in Painesville will be able to utilize a more easily accessed branch which has ample capacity to handle increased volume. A map has been included which illustrates the relationship of the consolidating and receiving branches.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
57.	*Legacy Huntington Bank branch at:* 14481 Cedar Rd, South Euclid, Ohio 44121 (Cuyahoga County)	*Legacy FirstMerit Bank branch at:* 14100 Cedar Rd., Cleveland, Ohio 44121 (Cuyahoga County)	0.70 mile	The consolidating branch is located in a suburban area where customers travel primarily by car. The consolidating Huntington branch is only 0.70 mile away from the receiving FirstMerit branch (just three minute drive-time). The consolidating branch is an end-cap in a two-tenant building. The other tenant is Bruegger's Bagels who brings significant traffic to the site causing traffic congestion and limited parking for bank customers. The consolidating branch has a separate entrance for the drive-up ATM, with no ability for customers at the branch to access the drive-up ATM without leaving the site. Additionally, the location has a right-in, right-out only restriction with no access to a traffic signal. The nearest signalized intersection does, however, backup traffic in front of the consolidating branch, causing additional frustrations for customers trying to leave the branch. The receiving FirstMerit branch at 14100 Cedar Rd. is also located in a multi-tenant building, however it offers superior drive-thru convenience (three drive-thru lanes and a drive-up ATM). The branch is closer to the University Square mall which offers big box retail and daily needs, such as Whole Foods. The receiving branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
58.	*Legacy Huntington Bank branch at:* 4086 Massillon Rd, Uniontown, Ohio 44685 (Summit County)	*Legacy FirstMerit Bank branch at:* 3770 Massillon Rd, Uniontown, Ohio 44685 (Summit County)	0.59 mile	The consolidating Huntington branch is only 0.59 mile (less than two minutes drive-time) from the receiving FirstMerit branch along Massillon Road in the suburban community of Green, Ohio south of Akron. The FirstMerit facility at 3770 Massillon Road is much more convenient; it is closer to I-77, which is the main North-South interstate into Akron. It is also closer to the local YMCA and a new retail center anchored by an ACME Fresh Market. The branch is on a signalized corner of Massillon Road and Boettler Road with easy entry/exit. The receiving branch has three drive-thru teller lanes and a drive-up ATM to handle the combined transaction volume. The consolidating Huntington branch is further south along Massillon Road in an out-lot of a very small strip center. There is no direct access from Massillon Road and very little daily needs in the immediate area. The receiving FirstMerit branch has ample capacity to handle the additional traffic from the consolidating branch.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
59.	*Legacy Huntington Bank branch at:* 41 E Main St, West Jefferson, Ohio 43162 (Madison County)	*Legacy FirstMerit Bank branch at:* One E Main St, West Jefferson, Ohio 43162 (Madison County)	0.04 mile	The consolidating Huntington branch serves a self-contained, slightly rural community in West Jefferson, Ohio, where customers travel primarily by car. The consolidating and receiving branches both are positioned along Rt. 40 (Main Street), separated by only an alley and less than one minute drive-time. The Huntington consolidating branch at 41 East Main Street has only two drive-thru lanes and no drive-up ATM. The FirstMerit receiving branch is a superior facility with three drive-thru lanes and a drive-up ATM and is better equipped to service the combined customer base. It also offers more parking and better access with signalized access back on to Main Street.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
60.	*Legacy Huntington Bank branch at:* 445 W Milltown Rd, Wooster, Ohio 44691 (Wayne County)	*Legacy FirstMerit Bank branch at:* 3754 Burbank Rd, Wooster, Ohio 44691 (Wayne County)	0.17 mile	The consolidating Huntington branch is in the same shopping center as the receiving FirstMerit Branch (only 0.17 mile away) in a nice retail area just north of the town of Wooster. The center has major Big Box retailers including Lowe's, Best Buy, Kohl's and a Cinemark theatre. The major thoroughfare is Burbank Road, and on the other side of the road is another "power" center anchored by a Wal-Mart Supercenter. The receiving FirstMerit branch is much more convenient as it sits on a corner parcel at a signalized entrance to the shopping center along Burbank Road. It has four drive-thru teller lanes and a drive-up ATM and can handle the combined transaction volume. The consolidating Huntington branch sits towards the back of the center along a side street (W. Milltown Road). It only has two drive-thru teller lanes and a drive-up ATM. There is also a freestanding FirstMerit drive-thru facility with four teller lanes and a drive-up ATM three miles away in downtown Wooster as well as the FirstMerit Wooster Main branch downtown.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
61.	*Legacy Huntington Bank branch at:* 2656 Ellwood Rd, New Castle, Pennsylvania 16101 (Lawrence County)	*Legacy FirstMerit Bank branch at:* 2600 Ellwood Rd, New Castle, Pennsylvania 16101 (Lawrence County)	0.18 mile	The consolidating Huntington branch is an end-cap in the Lawrence Village Plaza southeast of New Castle, PA. The branch has poor visibility from Ellwood Road because it sits back deeply in the shopping center. The Huntington branch is out-positioned by PNC, which has a very visible freestanding branch in an out-lot of the same shopping center facing Ellwood Road, and by ESB Bank, which also has a freestanding branch across the street. The receiving FirstMerit branch is more on par with the PNC and ESB Bank locations. It is only 0.18 mile from the consolidating branch at 2600 Ellwood Road. The FirstMerit branch is a freestanding branch at a signalized corner with two drive-thru teller lanes and a drive-up ATM. The receiving FirstMerit branch has ample capacity to support the combined transaction volume.

Number	Location of Consolidating	Location of Branch Receiving the Deposits of the Consolidating Branch	Distance Between the Branches	Explanation
62.	*Legacy Huntington Bank branch at:* 101 East Washington St, New Castle, Pennsylvania 16101 (Lawrence County)	*Legacy FirstMerit Bank branch at:* 11 S Mill St, New Castle, Pennsylvania 16101 (Lawrence County)	0.09 mile	The consolidating Huntington branch is located in downtown New Castle, PA. It is a large, stately bank building at the corner of E. Washington Street and N. Mercer Street. It has two drive-thru teller lanes on the backside of the building and a walk-up ATM. Huntington will continue to serve the downtown New Castle community with the nearby FirstMerit branch. The receiving branch is one block east of the Huntington branch at the corner of E. Washington Street and S. Mill Street (only 0.09 mile away). It is a newer facility that also has a multi-lane drive-thru nearby on Sycamore Street (the entrance actually faces the Huntington drive-thru lanes) to serve the combined transaction volume. A map has been included which illustrates the relationship of the consolidating branch to the receiving branch and to the drive-thru on Sycamore Street.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
63.	*Legacy FirstMerit Bank branch at:* 6521 W 127th St, Palos Heights, Illinois 60463 (Cook County)	*Legacy FirstMerit Bank branch at:* 14701 S La Grange Rd, Orland Park, Illinois 60462 (Cook County)	4.49 miles	The closing branch is located in suburb southwest of Chicago with a population of 12,000 where customers travel primarily by car. The facility is an "in-line" without a drive-thru teller or drive-up ATM and is badly out-positioned by the leading competitors who have traditional, freestanding buildings with drive-thru convenience. The branch services only $20 million deposits with very low transaction volumes and has struggled to achieve competitive parity in this community. The FirstMerit receiving branch is located in Orland Park, at 14701 S La Grange Rd., and is 4.49 miles (11 minutes drive-time away). The receiving branch is a newer facility, optimally placed on a highly visible corner and in close proximity to the dominant retail destinations. It has four drive-thru lanes and a drive-up ATM. The receiver branch has the capacity to service the increased transactions. For those customers commuting in a northerly direction, FirstMerit provides two other branches in Oak Lawn, both of which are on visible, high traffic thoroughfares and offer drive-up convenience.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
64.	*Legacy FirstMerit Bank branch at:* 35480 Groesbeck Hwy, Clinton Township, Michigan 48035 (Macomb County)	*Legacy Huntington Bank branch at:* 16673 East 15 Mile Road Clinton Township, Michigan 48035 (Macomb County)	1.58 miles	The closing branch is located in a suburb of Metro Detroit where customers travel primarily by car. Huntington will continue to serve this community through the Huntington branch located at 16673 East 15 Mile Road, Clinton Township, Michigan which is 1.58 miles away or under four minutes by car. The receiver branch offers greater convenience with two drive-thru lanes versus no drive-up support at the closing branch. The closing branch has only $30 million in deposits whereas the receiving branch has over $100 million. There is also the Huntington Fraser Meijer in-store branch just over two miles away from the closing branch that offers additional convenience with extended hours.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
65.	*Legacy FirstMerit Bank branch at:* 201 N Saginaw St, Durand, Michigan 48429 (Shiawassee County) *and* *Legacy FirstMerit Bank remote drive-in at* 300 N Saginaw St., Durand, Michigan 48429 (Shiawassee County)	*Legacy Huntington Bank branch at:* 4141 Morrish Rd, Swartz Creek, Michigan 48473 (Genesee County)	8.86 miles	The closing branch is located in the downtown of Durand Michigan which is a rural community with a population of 3,451. The separately-licensed remote drive-thru is located 200 yards away from the closing branch and will be closing along with the branch. The closing branch has only $21 million in deposits and performs a very low number of teller transactions. The receiving branch is a full service branch located in the Swartz Creek Meijer at 4141 Morrish Rd., Swartz Creek, Michigan 8.86 miles/12 minute drive away. There are few businesses that serve customers daily needs (such as grocery stores) in Durand, so residents most likely travel to Swartz Creek which has bigger grocers like Meijer and Kroger. The primary mode of transportation in this area is by car and the trip to Swartz Creek is a fairly straight drive with only one turn. The receiving branch has ample capacity to handle the combined transaction volume.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
66.	*Legacy FirstMerit Bank branch at:* 500 E Prosper Rd, Falmouth, Michigan 49632 (Missaukee County)	*Legacy FirstMerit Bank branch at:* 103 N Mitchell St, Cadillac, Michigan 49601 (Wexford County)	15.66 miles	The closing branch is in a rural area where customers travel primarily by car. The closing branch is 15.66 miles from the receiving branch (25 minute drive-time). The town of Falmouth does not have any other daily needs or significant retail commerce apart from the FirstMerit branch. The Falmouth branch has lower usage compared to other branches in the Michigan network; the deposit book is only $20 million and the branch exhibits low teller transaction volume. The receiving FirstMerit branch at 103 N Mitchell St, Cadillac offers a four-lane drive-thru directly behind the Cadillac Main branch. We believe that the customer impact of closing this location is minimized because customers in the town of Falmouth are already accustomed to driving 20-30 minutes to neighboring Cadillac for their weekly needs. A map has been included which illustrates the relationship of the Falmouth community to Cadillac. Daily/weekly needs providers and competitors are all located near the heart of Cadillac, representing the primary locations for retail activity and daily/weekly needs providers. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
67.	*Legacy FirstMerit Bank branch at:* 31215 W 14 Mile Rd, Farmington Hills, Michigan 48334 (Oakland County)	*Legacy Huntington Bank branch at:* 6705 Orchard Lake Road, West Bloomfield, Michigan 48332 (Oakland County)	0.88 mile	The closing branch is located in a suburb of Metro Detroit where customers travel primarily by car. Huntington will continue to serve this community through the Huntington branch located at 6705 Orchard Lake Road, West Bloomfield, Michigan. The two branches are 0.88 mile apart or less than two minutes by car in a straight drive, as both branches are off Orchard Lake Road. The receiving branch is a two-story free standing building with five drive-thru lanes. The closing branch is a smaller endcap with only two drive-thru lanes. Given the large size and greater number of drive-thru lanes, the receiving branch will have ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
68.	*Legacy FirstMerit Bank branch at:* 4129 S Saginaw St, Flint, Michigan 48507 (Genesee)	*Legacy Huntington Bank branch at:* 1318 E Bristol Rd, Burton, Michigan 48529 (Genesee County)	0.89 mile	The closing branch is located in a suburb of Flint, Michigan where customers travel primarily by car. Huntington will continue to serve this community through the Huntington receiving branch at 1318 E Bristol Road, Burton, Michigan. The two branches are 0.89 mile apart or less than two minutes by car in a fairly straight drive with only one turn. The receiving Huntington branch is located immediately off the I-475 exit ramp and offers easy ingress/egress. With three drive-thru lanes and a good site layout, the receiving branch is well-positioned to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
69.	*Legacy FirstMerit Bank branch at:* 124 S Main Street, Fowler, Michigan 48835 (Clinton County)	*Legacy FirstMerit Bank branch at:* 200 W Higham St, St. Johns, Michigan 48835 (Clinton County)	9.09 miles	The closing branch is located in the Village of Fowler which is a rural community located about 30 miles north of Lansing Michigan with a population of 1,145. The FirstMerit receiving branch is located at 200 W Higham St. in St. Johns, Michigan, nine miles away or 12 minutes by car, which is the primary means of transportation in the area. Due to the lack of businesses that provide daily needs in Fowler, it is common for customers to drive to St. Johns (which has a Wal-Mart) for those services.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
70.	*Legacy FirstMerit Bank branch at:* 15753 Gratiot Rd, Hemlock, Michigan 48626 (Saginaw County)	*Legacy Huntington Bank branch at:* 8400 Gratiot Road, Saginaw, Michigan 48609 (Saginaw County)	7.24 miles	The closing branch is located in the community of Hemlock which is about 15 miles west of Saginaw with a population of 1,445. The receiving Huntington branch is a full service in-store branch located in the Meijer at 8400 Gratiot Rd., Saginaw, Michigan and has ample capacity to handle the additional volume. The receiver is a straight drive on the same road as the closing branch, 7.2 miles away or about 10 minutes by car. Due to the lack of businesses in Hemlock that serve customers daily needs, like grocery stores, it is not uncommon for Hemlock residents to drive to Saginaw to shop. There is also a free standing full service FirstMerit branch with three drive-thru lanes just 1.4 miles east of the in-store branch on the same road.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
71.	*Legacy FirstMerit Bank branch at:* 662 Palms Avenue, Ishpeming, Michigan 49849 (Marquette County)	*Legacy FirstMerit Bank branch at:* 1930 US 41 W, Marquette, Michigan 49855 (Marquette County)	11.53 miles	The closing branch is in the town of Ishpeming in the Upper Peninsula of Michigan. It is on Palms Ave. (aka US-41), which is a main retail thoroughfare in town. The receiver branch will be the FirstMerit branch in Marquette, Michigan, which is 11.53 miles east along US-41 (approximately 15 minutes drive-time). We recognize that many current customers of the closing branch may not want to drive 11 miles to the nearest FirstMerit branch. There are several other bank branches in Ishpeming, including Wells Fargo, Citizens Bank, Northern Michigan Bank & Trust, Peninsula Bank and several credit unions. Many of the other financial institutions have multiple offices within the town of Ishpeming. For multiple reasons, FirstMerit is not on competitive parity with the other financial institutions in the Ishpeming market.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
72.	*Legacy FirstMerit Bank branch at:* 4515 Francis St, Jackson, Michigan 49203 (Jackson County)	*Legacy FirstMerit Bank branch at:* 1514 W Morrell St, Jackson, Michigan 49203 (Jackson County)	3.32 miles	The closing branch is located in a suburb of Jackson Michigan known as Vandercook Lake with a population of 4,666. Huntington will serve this community through the FirstMerit receiving branch at 1514 W Morrell Street, Jackson Michigan which is 3.32 miles away or nine minutes by car. There is one small grocery store in Vandercook Lake, Polly's Country Market, so it is not uncommon for residents to go into Jackson to shop at the bigger grocers like Meijer and Wal-Mart. The receiving branch is less than a mile from the nearest Wal-Mart at 1700 W. Michigan Ave, Jackson, Michigan. Huntington also has an in-store branch at the Meijer located at 3333 E. Michigan Avenue, Jackson, Michigan which is 6.4 miles or 11 minutes drive-time from the closing branch. The receiving FirstMerit branch and the Meijer in-store will have the capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
73.	*Legacy FirstMerit Bank branch at:* 120 Mackinaw Trail, Leroy, Michigan 49655 (Osceola County)	*Legacy FirstMerit Bank branch at:* 103 N Mitchell St, Cadillac, Michigan 49601 (Wexford County)	14.90 miles	The closing branch is in a rural area where customers travel primarily by car. The closing FirstMerit branch is located 14.9 miles from the receiving branch (20 minute drive-time). Outside of some locally-owned grocers, the town of Leroy has little in the way of businesses that provide customers' daily/weekly needs. The Leroy branch has lower usage compared to other branches in the Michigan network; it has a deposit book of $25 million and low teller transaction volume. The FirstMerit receiving branch at 103 N. Mitchell St. Cadillac, Michigan offers a four-lane drive-thru directly behind the Cadillac Main branch. We believe that the customer impact of closing this location is minimized because customers in the town of Leroy are already accustomed to driving 20-30 minutes to neighboring Cadillac for their daily/weekly needs. A map has been included which illustrates the relationship of the Leroy community to Cadillac. Daily needs and competitors are all located near the heart of Cadillac, representing the primary locations for retail activity and daily/weekly needs. The receiving branch has the capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
74.	*Legacy FirstMerit Bank branch at:* 10903 Manchester-Chelsea Rd, Manchester, Michigan 48158 (Washtenaw County)	*Legacy Huntington Bank branch at:* 450 Michigan Avenue-E, Saline, Michigan 48176 (Washtenaw County)	13.69 miles	The closing branch is located in Manchester Village which is a rural community with a population of 2,141 located between Jackson and Ann Arbor Michigan. The closing branch has deposits of only $19 million and performs a low number of teller transactions. The receiving Huntington branch located at 450 Michigan Avenue-E in Saline, Michigan is 13.7 miles away or 22 minutes by car. In Manchester Village there is one small grocery stores so it is not uncommon for residents to travel to the surrounding towns to shop at businesses that serve their daily needs. There is a Wal-Mart in Saline, Michigan close to the receiving Huntington branch. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
75.	*Legacy FirstMerit Bank branch at:* 917 W Norton Avenue, Muskegon, Michigan 49441 (Muskegon County)	*Legacy Huntington Bank branch at:* 3580 Henry Street, Muskegon, Michigan 49441 (Muskegon County)	0.29 mile	The closing FirstMerit branch is at 917 W. Norton Avenue in the town of Muskegon, Michigan. It is an endcap in a multi-tenant building with challenging access. The branch is mid-block on a five-lane road (two lanes each way with a center turn lane); left turns in/out of the site are difficult. The FirstMerit branch has just over $5 million in deposits and low transaction activity. The receiving Huntington branch is 0.29 mile away at the corner of Henry Street and Seminole Road (3580 Henry Street), less than one minute drive from the closing branch. Henry Street is a major retail corridor in Muskegon with a Meijer (no Huntington in-store) and other daily needs providers. The Huntington branch was recently renovated and includes six drive-thru teller lanes and two drive-up ATMs. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
76.	*Legacy FirstMerit Bank branch at:* 9484 Genesee St, New Lothrop, Michigan 48460 (Shiawassee County)	*Legacy FirstMerit Bank branch at:* 6452 W Pierson Rd, Flushing, Michigan 48433 (Genesee County)	8.98 miles	The closing FirstMerit branch is in the rural community of New Lothrop, Michigan northwest of Flint. The town has small, local businesses and one other financial institution (Community Bancorp, Inc). Grocers, daily needs and national/regional banks are located in surrounding communities, the closest concentration being in Flushing on the northwest side of Flint. Huntington will continue to serve the residents of New Lothrop with the FirstMerit branch at 6452 W. Pierson Road , 8.9 miles (16 minutes drive-time) from the closing branch. The receiving branch is on a major retail corridor near a Kroger, Walgreens, Home Depot and Tractor Supply Co. It has ample capacity to service the combined transaction volume.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
77.	*Legacy FirstMerit Bank branch at:* 40020 W 12 Mile Rd, Novi, Michigan 48377 (Oakland County)	*Legacy Huntington Bank branch at:* 37600 West 12 Mile Road, Farmington Hills, Michigan 48331 (Oakland County)	1.15 miles	The closing branch is located in a suburb of Metro Detroit where customers travel primarily by car. Huntington will continue to serve this community through the Huntington receiving branch at 37600 West 12 Mile Road, Farmington Hills. The two branches are 1.15 miles apart or less than two minutes by car in a straight drive as both branches face the same road (12 Mile Road). The receiving branch offers added capacity with a four-lane drive-thru versus three lanes at the closing branch. The closing branch sits in front of an office park close to the highway entrance which can cause difficulty for customers exiting, especially customers going east. The receiving branch sits in front of a Kroger grocery store near more businesses that serve customers daily needs. The receiving Huntington branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
78.	*Legacy FirstMerit Bank branch at:* 11686 US Hwy 23 S, Ossineke, Michigan 49766 (Alpena County)	*Legacy FirstMerit Bank branch at:* 200 W Chisholm St, Alpena, Michigan 49707 (Alpena County)	10.64 miles	The closing branch is located in a rural area south of Alpena, MI where customers travel primarily by car. The closing branch is located in a retro-fitted multi-tenant strip center and has a tight single lane drive-thru which forces customers to exit onto a street behind the building. Further, it does not offer a drive-up ATM. The receiving branch will be the FirstMerit branch in downtown Alpena. We believe that the customer impact of closing this location is minimized because customers in Ossineke are already accustomed to driving 15-20 minutes to Alpena for their daily/weekly needs. Daily/weekly needs providers in Alpena include Wal-Mart, Meijer and Save-A-Lot. Major hospitals and medical facilities are also located near downtown Alpena. A map has been included which illustrates the relationship of the Ossineke community to Alpena. The receiving FirstMerit branch in downtown Alpena offers a three-lane drive-thru for any customers requiring drive-up convenience. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
79.	*Legacy FirstMerit Bank branch at:* 3070 W Centre Ave, Portage, Michigan 49024 (Kalamazoo County)	*Legacy Huntington Bank branch at:* 416 W Centre Ave, Portage, Michigan 49024 (Kalamazoo County)	1.64 miles	The closing FirstMerit branch is in the suburban community of Portage, Michigan south of Kalamazoo. It is a freestanding branch on W. Centre Ave, which is a main roadway in Portage. The immediate area around the branch, however, includes mostly professional offices and lacks retail destinations. The retail pockets and other banks are either west or further east closer to the receiving Huntington branch. The Huntington receiving branch is 1.6 miles east along W. Centre Ave (416 W. Centre Ave) and is less than three minutes drive-time from the closing FirstMerit branch. The receiving branch is near a Walgreens and the Portage Center Plaza. Community offices such as the Police, Fire, Library, High School and Middle School are all in the vicinity. The receiving Huntington branch has ample capacity to handle the combined transaction volume. There is also a Meijer in-store branch 3.6 miles from the closing FirstMerit location. A map has been included which illustrates the relationship of the branches in the Portage/Kalamazoo area.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
80.	*Legacy FirstMerit Bank branch at:* 175 S Livernois Rd, Rochester, Michigan 48307 (Oakland County)	*Legacy Huntington Bank branch at:* 255 East Second Street, Rochester, Michigan 48307 (Oakland County)	1.05 miles	The closing branch is located in a suburb of Metro Detroit where customers travel primarily by car. Huntington will continue to serve this community through the Huntington receiving branch at 255 East Second Street, Rochester Michigan. The two branches are 1.05 miles apart or less than four minutes by car. The closing FirstMerit branch has deposits of just $15 million versus $93 million at the receiving Huntington branch. The receiving branch is located one block off Rochester Road, which is the main street of Downtown Rochester. The receiving branch offers easy ingress/egress and has three drive-thru lanes and a drive-up ATM. The receiving Huntington branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
81.	*Legacy FirstMerit Bank branch at:* 141 S Main St, Romeo, Michigan 48065 (Macomb County)	*Legacy Huntington Bank branch at:* 64961 Van Dyke Avenue, Washington, Michigan 48095 (Macomb County)	2.07 miles	The closing branch is located in the community of Romeo, Michigan, which is north of the Detroit metropolitan area. Many of its residents commute to jobs closer to the city of Detroit. Huntington will continue to serve this community through the Huntington branch located at 64961 Van Dyke Avenue, Washington Michigan which is 2.07 miles away or just under four minutes by car. The receiver branch is located at a signalized corner across the street from a large shopping center anchored by a Kroger grocery store and Kroger gas station. The branch has better circulation and ingress/egress compared to the closing FirstMerit branch. The receiving Huntington branch has the capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
82.	*Legacy FirstMerit Bank branch at:* 2078 E Big Beaver Rd, Troy, Michigan 48083 (Oakland County)	*Legacy Huntington Bank branch at:* 2229 Metropolitan Parkway, Sterling Heights, Michigan 48310 (Macomb County)	1.08 miles	The closing branch is located in a suburb of Metro Detroit where customers travel primarily by car. Huntington will continue to serve this community through the Huntington receiving branch at 2229 Metropolitan Parkway, Sterling Heights Michigan. The two branches are 1.08 mile apart or less than two minutes by car in a straight drive. The receiver branch offers more capacity with four drive-thru lanes versus three at the closing branch. In addition to the receiving branch, there is a Huntington branch located at 791 W Big Beaver, Troy Michigan which is approximately three miles away on the same road in the opposite direction from the receiving branch. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
83.	*Legacy FirstMerit Bank branch at:* 888 Lake Avenue, Ashtabula, Ohio 44004 (Ashtabula County)	*Legacy Huntington Bank branch at:* 4366 Main Avenue, Ashtabula, Ohio 44004 (Ashtabula County)	2.14 miles	The closing branch is located in Ashtabula Ohio, a community approximately one hour east of Cleveland where customers primarily travel by car. The closing branch is a freestanding branch in the out-lot of Family Dollar anchored shopping center. It has a two-lane drive-thru; the first lane is shared with a drive up ATM which limits the capacity to serve customers. The receiver Huntington branch is located at 4366 Main Avenue, Ashtabula Ohio. It is 2.1 miles and a seven minute drive from the closing branch. The receiver branch is more centrally located in downtown Ashtabula and near other competition. It services a significantly larger deposit base of $60 million compared to a deposit base of $26 million at the closing branch. The receiver Huntington branch also offers significantly more capacity with a five-lane drive-thru and will adequately serve the transaction needs of the combined customer base.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
84.	*Legacy FirstMerit Bank branch at:* 80 Severance Circle, Cleveland Heights, Ohio 44118 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 1865 Coventry Rd., Cleveland Heights, Ohio 44118 (Cuyahoga County)	1.77 miles	The closing branch is located in an urban area where customers travel primarily by car. The closing branch is 1.77 miles away (just over 5 minute drive-time) from the receiving Huntington branch. The closing branch is located at the entrance to Severance Town Center, an older mall which has noticeable retail vacancy. Although the closing branch has three drive-thru lanes and a drive-up ATM, the branch has limited visibility from Mayfield Rd. for eastbound traffic.. Huntington will continue to serve this community through the Huntington receiving branch at 1865 Coventry Rd. The receiving branch has a drive-thru lane and a walk-up ATM. There are also two additional Huntington branches within three miles of the receiving branch. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
85.	*Legacy FirstMerit Bank branch at:* 111 W Rich St, Columbus, Ohio 43215 (Franklin County)	*Legacy Huntington Bank branch at:* 17 S High Street, Columbus, Ohio 43215 (Franklin County)	0.36 mile	The closing facility is located in an urban, downtown area near other commercial buildings. It is primarily used as a Commercial lending facility without retail walk-in traffic; the location only accepts deposits from commercial customers who may request to make such a transaction. The Huntington receiving branch at 17 S. High St., Columbus Ohio is 0.36 mile away and is Huntington's most prominent downtown branch. It is located next to Huntington's Corporate Headquarters. Given the limited scope of the services offered at the closing facility as well as the proximity to the receiving branch, no impact to the community is expected. There are also two other Huntington/FirstMerit branches (combined) within a five minute drive-time of the closing facility. A map has been included which illustrates the relationship between the consolidating FirstMerit branch and Huntington locations in the immediate area..

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
86.	*Legacy FirstMerit Bank branch at:* 1156 E Powell Rd, Lewis Center Rd, Lewis Center, Ohio 43035 (Delaware County)	*Legacy Huntington Bank branch at:* 8671 Owenfield Drive, Powell, Ohio 43065 (Delaware County)	1.14 miles	The closing branch is positioned along a high traffic thoroughfare on Powell Rd. north of Columbus, Ohio. "Location" and "accessibility" along Powell Rd are critical as the destinations/retail not only serve Lewis Center residents, but several large employers and regional retail destinations. The closing branch is not located in the "core" retail area along Powell Rd. It is set-back from the road and does not offer direct access to the commuter base traveling along Powell Rd. It has three drive-thru lanes. The Huntington receiver branch is in a superior location and is found within the primary cluster of retail serving the Lewis Center community. At 1.1 miles away and less than a three minute drive, it is adjacent to the major daily needs and retail destinations including Wal-Mart, Meijer, Aldi's and Home Depot. It is highly visible from a major thoroughfare (Rt. 23) and enjoys good accessibility as well as cross-access to neighboring retail, which is convenient for customers. The receiving branch services a deposit base of greater than $100 million, which is five times greater than the closing branch. The receiver branch has four drive-thru lanes and offers the necessary capacity to serve the combined customer base. In addition to the Huntington receiving branch, there is a Huntington in-store Giant Eagle branch 0.84 mile away that offers extended banking hours, and another Huntington branch 2.28 miles away with four drive-thru lanes.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
87.	*Legacy FirstMerit Bank branch at:* 5710 Mayfield Rd, Lyndhurst, Ohio 44124 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 6341 Mayfield Road, Mayfield Heights, Ohio 44124 (Cuyahoga County)	1.19 miles	The closing branch is located in a suburban area where customers travel primarily by car. The closing FirstMerit branch is 1.19 miles from the receiving Huntington branch (less than three minute drive-time). The closing branch is an end-cap located in a shopping center with challenging access. The branch has limited visibility from Mayfield Rd due to a multi-tenant building which fronts the main thoroughfare. Although the branch does have signalized access into the shopping center, the closing branch only has a one lane drive-thru and a drive-up ATM which is in the middle of the parking field (not attached to branch). The approach for the drive-thru and traffic flow is awkward. The Huntington receiving branch at 6341 Mayfield Rd. is a straight-line drive east on Mayfield Rd. The receiving branch is located next to a Giant Eagle-anchored center and offers signalized ingress/egress to the branch. Further, the receiving branch has four drive-thru lanes and a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
88.	*Legacy FirstMerit Bank branch at:* 5393 Ridge Rd, Parma, Ohio 44129 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 6300 Biddulph Rd, Brooklyn, Ohio 44144 (Cuyahoga County)	1.21 miles	The closing branch is located in a suburban area where customers travel primarily by car. The closing branch is 1.21 miles away (roughly 6 minute drive-time) from the receiving Huntington branch. The closing branch is located along Ridge Rd., and despite strong visibility, the performance of the branch has lagged. The deposit book of $10 million is very small. Huntington will continue to serve this community through the Huntington receiving branch at 6300 Biddulph Rd., which is a full service branch located in a Giant Eagle grocery store. The in-store branch offers extended hours for added customer convenience. For customers needing drive-thru access, there is another Huntington branch 0.65 mile from the Giant Eagle which has two drive-thru lanes and a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
89.	*Legacy FirstMerit Bank branch at:* 210 N Main St, Rittman, Ohio 44270 (Wayne County)	*Legacy Huntington Bank branch at:* 129 High Street Wadsworth, Ohio 44281 (Medina County)	4.29 miles	The closing branch is located in a small rural town where customers travel primarily by car. The closing branch is located 4.29 miles from the Huntington receiving branch (nine minute drive-time) in Rittman, Ohio. The closing branch is located in an older IGA-anchored strip center. The branch offers a one-lane drive-thru on the backside of the building and a walk-up ATM. The Huntington receiving branch at 129 High St. is located in Wadsworth ,Ohio where Rittman customers are likely going on a daily/weekly basis for their grocery and/or medical needs. The receiving Huntington branch has ample capacity to handle the additional traffic.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
90.	*Legacy FirstMerit Bank branch at:* 7530 Kings Pointe Rd, Toledo, Ohio 43617 (Lucas County)	*Legacy Huntington Bank branch at:* 3950 McCord Rd, Toledo, Ohio 43617 (Lucas County)	1.13 miles	The closing branch is located in a suburb of Toledo Ohio where customers primarily travel by car. Huntington will continue to serve this community through the Huntington receiving branch at 3950 McCord Road, Toledo Ohio. The two branches are 1.13 miles apart or less than three minutes by car. The closing branch has deposits of just $28 million versus $53 million at the receiving branch. In addition to the receiving branch there are two additional Huntington branches within a three mile radius of the closing branch. The receiving branch and the other two Huntington branches nearby have the capacity to handle additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
91.	*Legacy FirstMerit Bank branch at:* 801 Crocker Rd, Westlake, Ohio 44145 (Cuyahoga County)	*Legacy Huntington Bank branch at:* 2055 Crocker Road, Westlake, Ohio 44145 (Cuyahoga County)	1.15 miles	The closing branch is in a suburban area where customers travel primarily by car. The closing branch is 1.15 miles away from the receiver (just over three3 minute drive-time). The closing branch is located off the retail mark, next to a granite store on an industrial parkway. Although the branch does have access from both Crocker and Basset Rds., it has a very tight drive-thru (four lanes), as well as a tight drive-up ATM. The receiving Huntington branch at 2055 Crocker Rd. is located across from the active and growing Crocker Park Mall. This prominent branch offers two drive-thru lanes as well as a drive-up ATM. Additionally, Huntington has the Westlake Giant Eagle in-store branch nearby (1.03 miles from the closing branch) which offers full service banking as well as extended hours for customer convenience. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
92.	*Legacy FirstMerit Bank branch at:* 128 County Rd KK, Amherst, Wisconsin 54406 (Portage County)	*Legacy FirstMerit Bank branch at:* 5597 US Hwy 10 E, Stevens Point, Wisconsin 54481 (Portage County)	11.73 miles	The closing branch is located in a small rural town with less than 1,100 residents. The branch is located along a rural stretch of County Road KK; it is next to a BP gas station and scattered residential. The facility has three drive-thru lanes. The branch services a very low deposit base at $14 million and has struggled to reach competitive parity with the market leader, Bank of Amherst at $46 million. There are very few businesses that meet the daily/weekly needs of the community. The receiving FirstMerit branch is 11.7 miles away and less than 13 minute drive to Stevens Point where the majority of the daily/weekly needs providers are found. The Stevens Point receiver branch has five drive-thru lanes. It is very visible and accessible from US-10, where much of the retail and daily needs providers are found, such as Target and Aldi's. As Amherst residents are accustomed to traveling to Stevens Point for their daily/weekly needs, we believe that there should be little customer impact associated with the closure.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
93.	*Legacy FirstMerit Bank branch at:* 2905 Main St, East Troy, Wisconsin 53120 (Walworth County)	*Legacy FirstMerit Bank branch at:* 10 N Lincoln St, Elkhorn, Wisconsin 53121 (Walworth County)	10.39 miles	The closing branch is located in the village of East Troy which is a rural community with a population of 4,257 located about 40 minutes from Milwaukee Wisconsin. The closing branch has deposits of $14.5 million and performs a very low number of teller transactions. The receiving branch located at 10 N Lincoln St. in Elkhorn Wisconsin is 10 miles away and 13 minutes by car. In the Village of East Troy there are two small grocery stores so it is not uncommon for residents to travel to the surrounding towns for businesses that serve their daily needs. The closing branch is not very competitive in the village as there are four other financial institutions all with higher deposits. The receiving branch has ample capacity to handle the additional volume.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
94.	*Legacy FirstMerit Bank branch at:* 69 S 8th St, Hilbert, Wisconsin 54129 (Calumet County)	*Legacy FirstMerit Bank branch at:* 205 E 4th St, Kaukauna, Wisconsin 54130 (Outagamie County)	10.91 miles	The closing branch is in a small rural community where customers travel primarily by car. The branch is in a challenged facility. It has a shared entrance with a gas station and has limited parking. It does not offer traffic circulation around the building, and there is only one drive-thru window on the back side of the building. Customers must exit onto a side street. The receiving branch is 10.9 miles away at 205 E. 4th Street, Kaukauna Wisconsin. There are very few businesses that meet the daily/weekly needs of the Hilbert community; Hilbert residents regularly travel to the Appleton/Kaukauna area for their daily/weekly needs and are accustomed to the 15-20 minute drive by car. The receiving FirstMerit branch has a more prominent presence in town and does not have the same facility challenges. It has more than adequate parking next to the building. It also offers a five-lane drive-thru that is easily accessible with circulation around the building. The receiving branch also has double the deposits and transactions of the closing branch in Hilbert. The receiving branch has the necessary capacity to handle the increased transaction volume. In addition to the receiving branch in Kaukauna, customers can be serviced out the Appleton branch which is 12.7 miles away and has four drive-thru lanes.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
95.	*Legacy FirstMerit Bank branch at:* 124 East Main St, Omro, Wisconsin 54963 (Winnebago County)	*Legacy FirstMerit Bank branch at:* 2101 W 9th Ave, Oshkosh, Wisconsin 54904 (Winnebago County)	8.07 miles	The closing branch is located in a small rural community in the greater Green Bay Market, where customers travel primarily by car. Omro has limited retail and does not have businesses that serve the majority of the community's daily/weekly needs. The receiving FirstMerit branch at 2101 W. 9th Avenue, Oshkosh, Wisconsin is 8.07 miles away and a 13 minute drive by car. Oshkosh is one of the larger suburbs of Green Bay. The branch is positioned at the 9th Avenue exit of Rt. 41, one of three major exits clustered together (9th Avenue, Witzel Avenue, 20th Avenue) that form the dominant retail pocket serving Oshkosh. The trade area of the receiving branch consists of several daily/weekly needs providers in addition to other retail destinations and medical service providers serving Oshkosh and the extended Omro community. The receiving branch is conveniently 0.60 mile away from Wal-Mart, the primary destination on the west side of Rt. 41. It is positioned along a highly visible intersection. With three drive-thru lanes, it is equipped to serve the combined customer base. We believe that the customer impact of closing this location is minimal as customers in the town of Omro are already accustomed to driving 15-20 minutes to a neighboring town for their daily/weekly needs. A map has been included which illustrates the relationship of the Omro community to Oshkosh.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
96.	*Legacy FirstMerit Bank branch at:* 1426 Egg Harbor Rd, Sturgeon Bay, Wisconsin 54235 (Door County)	*Legacy FirstMerit Bank branch at:* 208 Steele St, Algoma, Wisconsin 54201 (Kewaunee County)	17.05 miles	The closing branch is in the town of Sturgeon Bay, a waterfront "peninsula" town with a mix of permanent and seasonal residents 40 miles north of Green Bay. The branch has low deposit ($13 million), a low transaction base and is not on competitive parity with other leading banks in the community. The receiving branch is 17 miles away at 208 Steele St. in Algoma, Wisconsin. It is located in the heart of the business/retail district, with four drive-thru lanes and near other competition in the town. Some of the FirstMerit customers who reside south of Sturgeon Bay will find the Algoma branch to be a suitable replacement. Recognizing that other customers will decide not to travel that distance, there are roughly 10 other financial institutions within a 15 minute drive-time of Sturgeon Bay, including market leaders such as Associated Bank and Luxemburg Bancshares. The attached map shows the relationship of Sturgeon Bay and Algoma and the location of other financial institutions.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
97.	*Legacy Huntington Bank branch at:* 309 S Euclid Ave, Bay City, Michigan 48706 (Bay County)	*Legacy FirstMerit Bank branch at:* 900 W Midland St, Bay City, Michigan 48706 (Bay County)	0.21 mile	The closing branch is located in a suburban part of Bay City where customers travel primarily by car. Huntington will serve this community through the FirstMerit receiving branch at 900 W. Midland St. just 0.21 mile away and less than a one minute drive by car. The receiving FirstMerit branch offers five drive-thru lanes (two more than the closing branch) a drive-up ATM and better accessibility than the closing branch. We believe that the customer impact of closing this location is minimized because of the close proximity as well as the superior facility at the receiving branch. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
98.	*Legacy Huntington Bank branch at:* 130 N Jefferson Ave., Saginaw, Michigan 48607 (Saginaw County)	*Legacy FirstMerit Bank branch at:* 101 N Washington Avenue, Saginaw, Michigan 48607 (Saginaw County)	0.21 mile	The closing branch is located in the urban downtown of Saginaw, Michigan where customers primarily travel by car or on foot. Huntington will serve this community through the FirstMerit receiving branch at 101 N. Washington Avenue, Saginaw Michigan, The receiving branch is less than 600 yards away, which is a five-minute walk or less than a one-minute drive. The receiving branch is a much more prominent location in a large office tower located in the heart of the downtown. The closing branch is located four blocks east in the middle of parking lots. Although the receiving branch has no drive-thru lanes versus two at the closing branch, there is a FirstMerit branch with five drive-thru lanes less than a mile away on one of the main routes into downtown. The legacy FirstMerit Bank customers will not see a change to the branch network in the downtown area and will have a net +2 branches in the Saginaw market. The legacy Huntington Bank customers will have a net +1 branch in the downtown and a net +8 in the market. Two maps are attached concerning this consolidation. One map shows the relationship of the consolidating branch to the receiving branch. The other map shows the relationship of the consolidating branch to both the receiving branch and to the nearby branch with a five-lane drive-thru.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
99.	*Legacy Huntington Bank branch at:* 39 E. Market St, Akron, Ohio 44308 (Summit County)	*Legacy FirstMerit Bank branch at:* 106 S Main St, Akron, Ohio 44308 (Summit Country)	0.22 mile	The closing branch is in downtown Akron where customers primarily travel on foot, walking from nearby buildings/businesses. The closing branch is located in a six story building across from the seven-story WKYC building. The closing branch has a limited presence in downtown Akron, however, as it is located too far north, outside of the financial district. Further, the branch is located in a maintenance-challenged building where Huntington has been removing colleagues due to on-going issues with the facility. The interior space is not customer-friendly based on its lack of a teller line (tellers perform transactions sitting at desks). Huntington will serve this community through the receiving FirstMerit branch at 106 S. Main St., which is located in the heart of the financial district. The branch is the current Corporate Headquarters for FirstMerit and has significant prominence and long-standing history in downtown Akron. We believe that the customer impact of closing this location is minimized by the fact that a pedestrian is able to traverse nearly the entire distance from the closing to the receiving branch in underground tunnels connecting each of the buildings along Main St. (0.22 mile away). The receiving branch will have ample capacity to handle the additional traffic from the closing branch. A map has been included which illustrates the relationship of the downtown Akron facilities.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
100.	*Legacy Huntington Bank branch at:* 3899-A Medina Rd, Akron, Ohio 44333 (Summit County)	*Legacy FirstMerit Bank branch at:* 30 Springside Dr, Akron, Ohio 44333 (Summit County)	0.30 mile	The closing branch is in a suburban area where customers travel primarily by car. The distance from the closing branch to the receiving branch is 0.30 mile (less than one minute drive-time). The closing branch has limited visibility as well as very challenged access due to the lack of a signal, a dangerous egress across incoming traffic, and a right-in, right-out only limitation. The closing branch has two drive-thru lanes and a drive-up ATM. The receiving branch at 30 Springside Dr. is located on a corner with signalized access. The visible location is near big box retail and multiple daily needs providers. Further, the branch offers five drive-thru lanes and a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
101.	*Legacy Huntington Bank branch at:* 3630 Center Rd, Brunswick, Ohio 44212 (Medina County)	*Legacy FirstMerit Bank branch at:* 1344 Pearl Rd, Brunswick, Ohio 44212 (Medina County)	1.34 miles	The closing branch is located in a suburban area where customers travel primarily by car. The closing branch is 1.34 miles to the receiving branch (just over two minutes drive-time). The closing branch has limited visibility for westbound traffic on Center Rd. due to several large trees which line the eastern edge of the parcel. Additionally, the site has limited signage allotments due to other tenants in the center/city restrictions. The closing branch has two drive-thru lanes and a drive-up ATM. Huntington will serve this community through the FirstMerit receiving branch at 1344 Pearl Road. The receiving branch is located on the corner of Route 303 (Center Rd) and Route 42 (Pearl Road) and offers five drive-thru lanes and a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
102.	*Legacy Huntington Bank branch at:* 965 East Cherry St, Canal Fulton, Ohio 44614 (Stark County)	*Legacy FirstMerit Bank branch at:* 2150 Locust St S, Canal Fulton, Ohio 44614 (Stark County)	1.19 miles	The closing branch is outside a small rural town northwest of Canton and southwest of Akron. The branch is a freestanding building near a small, partially full shopping center with a Dollar General, a local pharmacy and several local pizza shops. No other retail is in the immediate vicinity, and much of the surrounding area is residential. Downtown Canal Fulton does not have much retail, as most activity has moved to the outskirts of town along Locust Street. The receiving FirstMerit branch is on Locust Street (2150 Locust Street S) and is situated in a much more active retail corridor with a PNC Bank branch, hardware store, Giant Eagle (no Huntington in-store) and popular fast food restaurants. The receiving branch is 1.19 miles away, or less than a four minute drive. The receiving branch has two drive-thru teller lanes and a drive-up ATM. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
103.	*Legacy Huntington Bank branch at:* 3504 Tuscarawas St W, Canton, Ohio 44708 (Stark County)	*Legacy FirstMerit Bank branch at:* 4105 Tuscarawas St W, Canton, Ohio 44708 (Stark County)	0.39 miles	The closing Huntington branch is in an urban area two miles west of downtown Canton. It is a freestanding building in the out-lot of a shopping center anchored by Giant Eagle, which also has a Huntington in-store branch. The freestanding branch has challenging access to/from the main thoroughfare (Tuscarawas Street W.). The branch is towards the back of the center on a corner without a traffic signal; left in/left out is difficult given the high traffic volume on Tuscarawas Street W. The Huntington branch is busy, performing a high number of teller and ATM transactions. The Giant Eagle in-store branch in the same shopping center would not be able to support the combined transaction volume. Therefore, the FirstMerit branch at 4105 Tuscarawas Street W. will be the receiver. It is 0.39 mile from the closing branch, less than one minute drive west on Tuscarawas Street W. The receiver is a freestanding branch on a signalized corner with much better accessibility. It has four drive-thru teller lanes, a drive-up ATM and can handle the transaction volume. It is across the street from a Wal-Mart, JCPenney and other retail.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
104.	*Legacy Huntington Bank branch at:* 1600 Bethel Rd, Columbus, Ohio 43220 (Franklin County)	*Legacy FirstMerit Bank branch at:* 2100 Bethel Rd, Columbus, Ohio 43220 (Franklin Country)	0.67 mile	The closing branch is in a suburban area north of downtown Columbus, where customers travel primarily by car. Both the closing and receiving branches are located along Bethel Road, which is a highly trafficked commuter thoroughfare. The FirstMerit receiving branch at 2100 Bethel Road is 0.67 mile away and is less than a two minute straight-line drive along Bethel Rd. The receiving branch is also better positioned in the out-lot of a daily needs shopping center anchored by a dominant grocer (Kroger) and with signalized access. The closing branch exhibits challenging ingress/egress; customers must cross two lanes of fast moving traffic without the benefit of signalized access. The receiving branch has one fewer drive-thru lane compared to the closing branch, but there are two other Huntington/FirstMerit branches (combined) within a five minute drive, including a Giant Eagle in-store branch with extended banking hours, which collectively will meet the transactional needs of the expanded customer base.

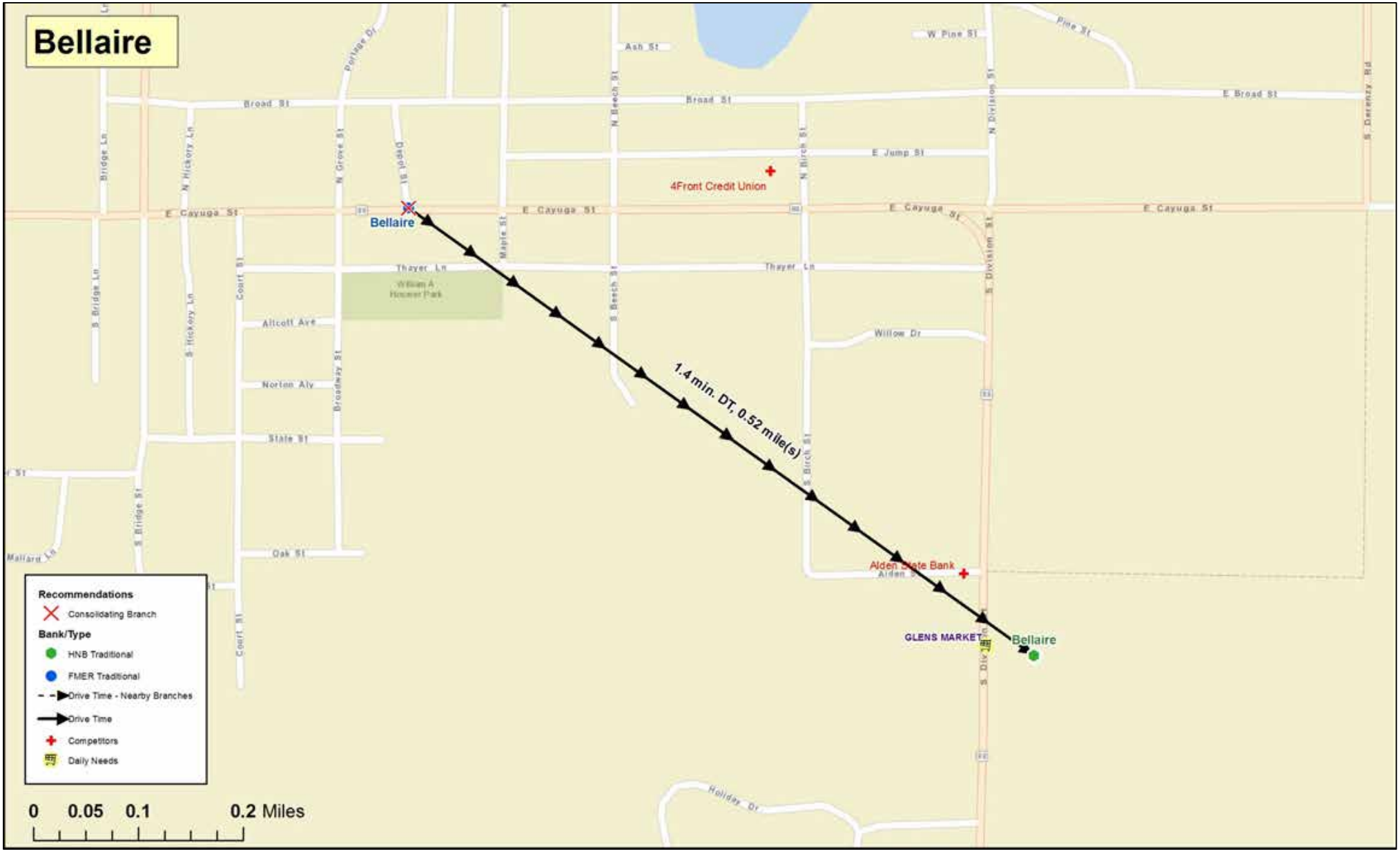
Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
105.	*Legacy Huntington Bank branch at:* 5801 Darrow Rd, Hudson, Ohio 44236 (Summit County)	*Legacy FirstMerit Bank branch at:* 116 W Streetsboro St, Hudson, Ohio 44236 (Summit County)	1.13 miles	The closing branch is located in a suburban area where customers travel primarily by car. The closing branch is 1.13 miles away from the receiving branch (less than three minutes drive-time). The closing branch has poor visibility due to protected wetlands in front of the branch. Additionally, the branch sits back off Darrow Rd., making it an easy location to miss when driving past. The branch is not located near daily needs retail and has long struggled with performance (relative to the area). The closing branch has $37 million in deposits versus the receiving branch at $117 million in deposits. The FirstMerit receiving branch at 116 W. Streetsboro St. is located in the primary daily needs center in Hudson. The Acme (local grocer) anchored center also offers Panera, McDonalds, and several key competitor locations. Customers utilizing the closing branch would need to drive north on Darrow Rd., then take a left onto 303 (Streetsboro St.) and will arrive at their destitution in less than three minutes. The receiving branch has ample capacity to handle the additional traffic from the closing branch.

Number	Location of Closing Branch	Location of Branch Receiving the Deposits of the Closing Branch	Distance Between the Branches	Explanation
106.	*Legacy Huntington Bank branch at:* 1011 East Aurora Rd, Macedonia, Ohio 44056 (Summit County)	*Legacy FirstMerit Bank branch at:* 8300 Golden Link Blvd, Northfield, Ohio 44067 (Summit County)	1.08 miles	The closing branch is located in a suburban area where customers travel primarily by car. The closing branch is 1.08 miles from the receiving branch (just over three minute drive-time). The closing branch is located in a Sears and Advanced Auto Parts-anchored shopping center, although Sears recently closed. The closing branch does not have signalized access, but it does have four drive-thru lanes and a drive-up ATM. The receiving branch at 8300 Golden Link Blvd. is an easy drive from the closing branch by traveling west on Route 82 (Aurora Rd.) and then taking a left into the Crossing at Golden Link shopping center. The shopping center offers big box retailers as well as daily needs (Target, Lowe's, Giant Eagle, Aldi, etc.). The receiving FirstMerit branch is located on a corner out-lot of this shopping center. It offers signalized access, four drive-thru lanes, a drive-up ATM and is much more convenient. Additionally, the nearby Macedonia Giant Eagle in-store branch will offer full service banking and extended hours for added convenience. The receiving branch has the capacity to handle the additional traffic from the closing branch.

#1

Consolidating Branch: The First Merit Bank branch located at 101 Depot St, Bellaire, Michigan 49615

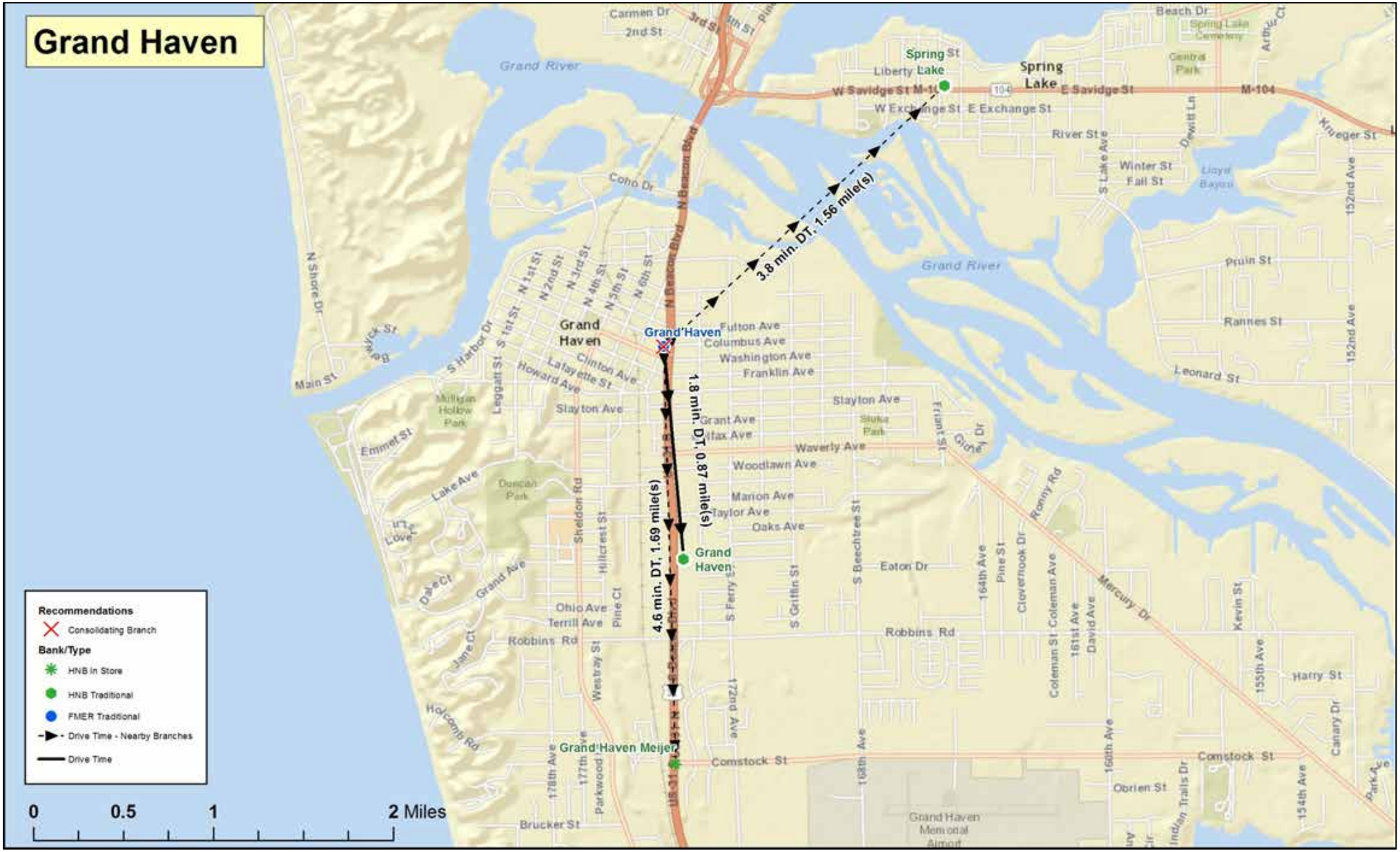
Receiving Branch: The Huntington Bank branch located at 225 State Highway M-88 South, Bellaire, Michigan 49615



#6

Consolidating Branch: The First Merit Bank branch located at 21 N Beacon Blvd, Grand Haven, Michigan 49417

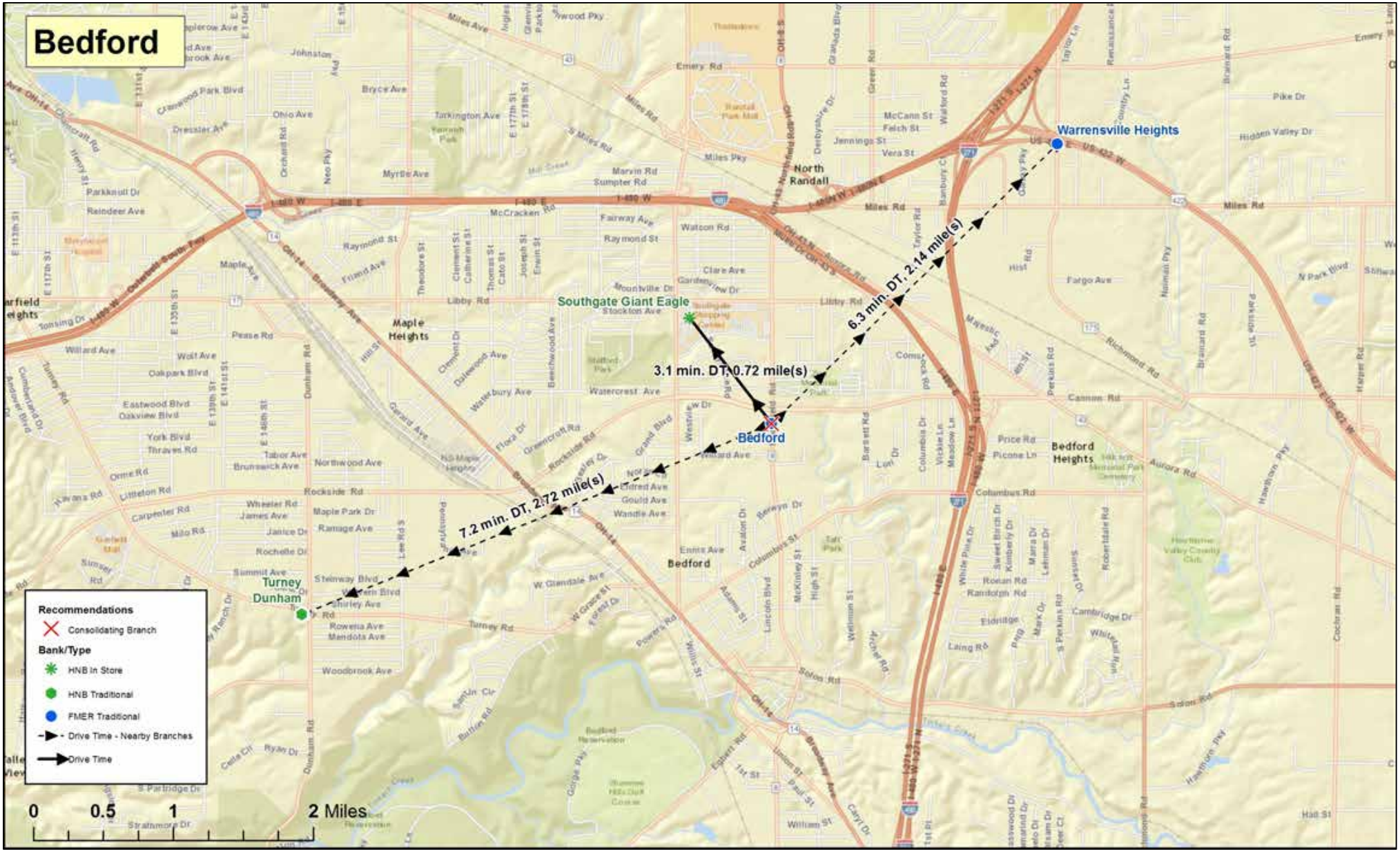
Receiving Branch: The Huntington Bank branch located at 1300 South Beacon Blvd, Grand Haven, Michigan 49417



#15

Consolidating Branch: The First Merit bank branch located at 430 Northfield Rd, Bedford, Ohio 44146

Receiving Branch: The Huntington bank branch located at 5321 Warrensville Rd, Maple Heights, Ohio 44137



#19

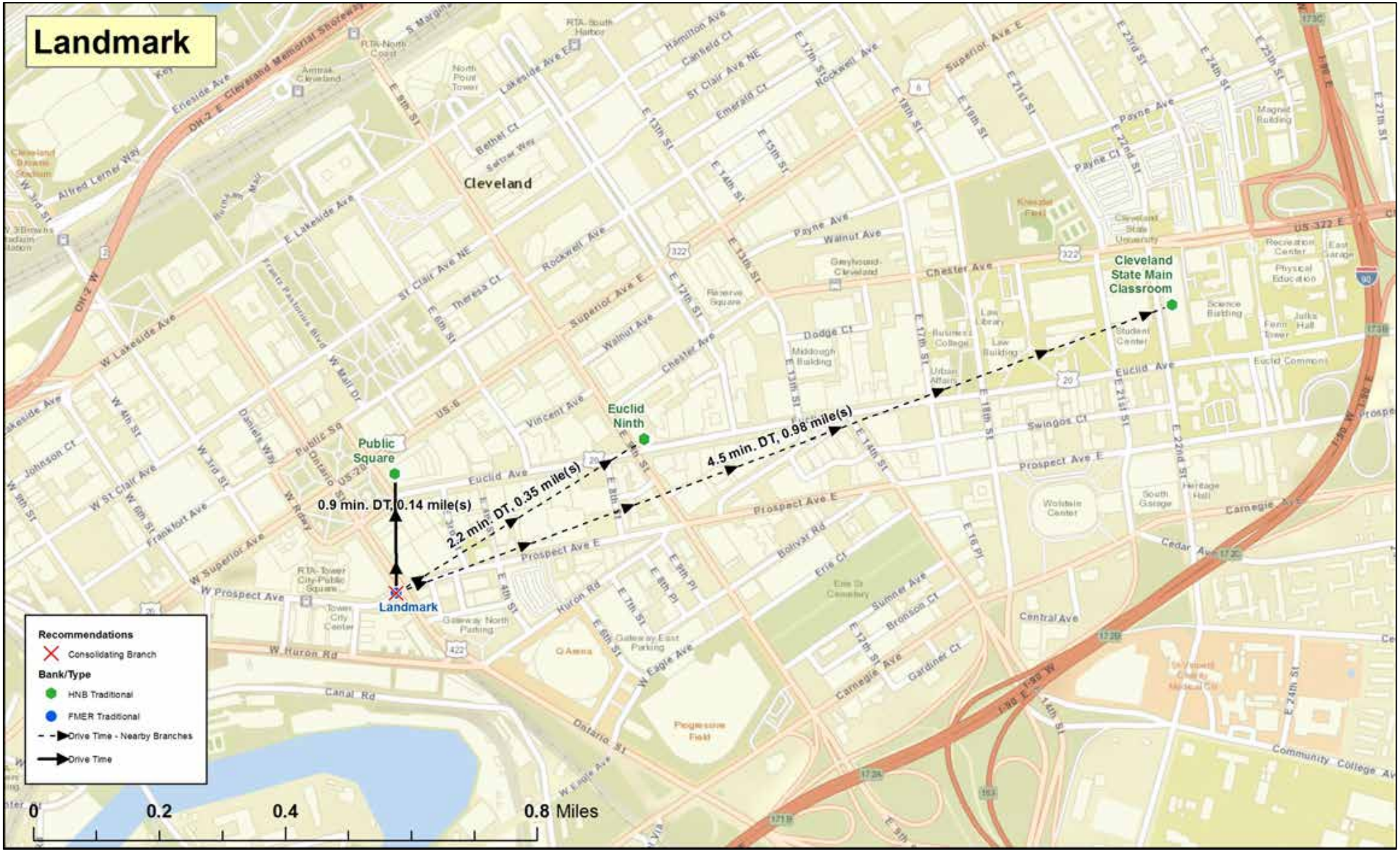
Consolidating Branch: The First Merit bank branch located at 11427 Euclid Avenue, Cleveland, Ohio 44114

Receiving Branch: The Huntington bank branch located at 11457 Mayfield Road, Cleveland, Ohio 44106

#20

Consolidating Branch: The First Merit bank branch located at 25 West Prospect Avenue, Cleveland, Ohio 44115

Receiving Branch: The Huntington bank branch located at 200 Public Square, Cleveland, Ohio 44114



#21

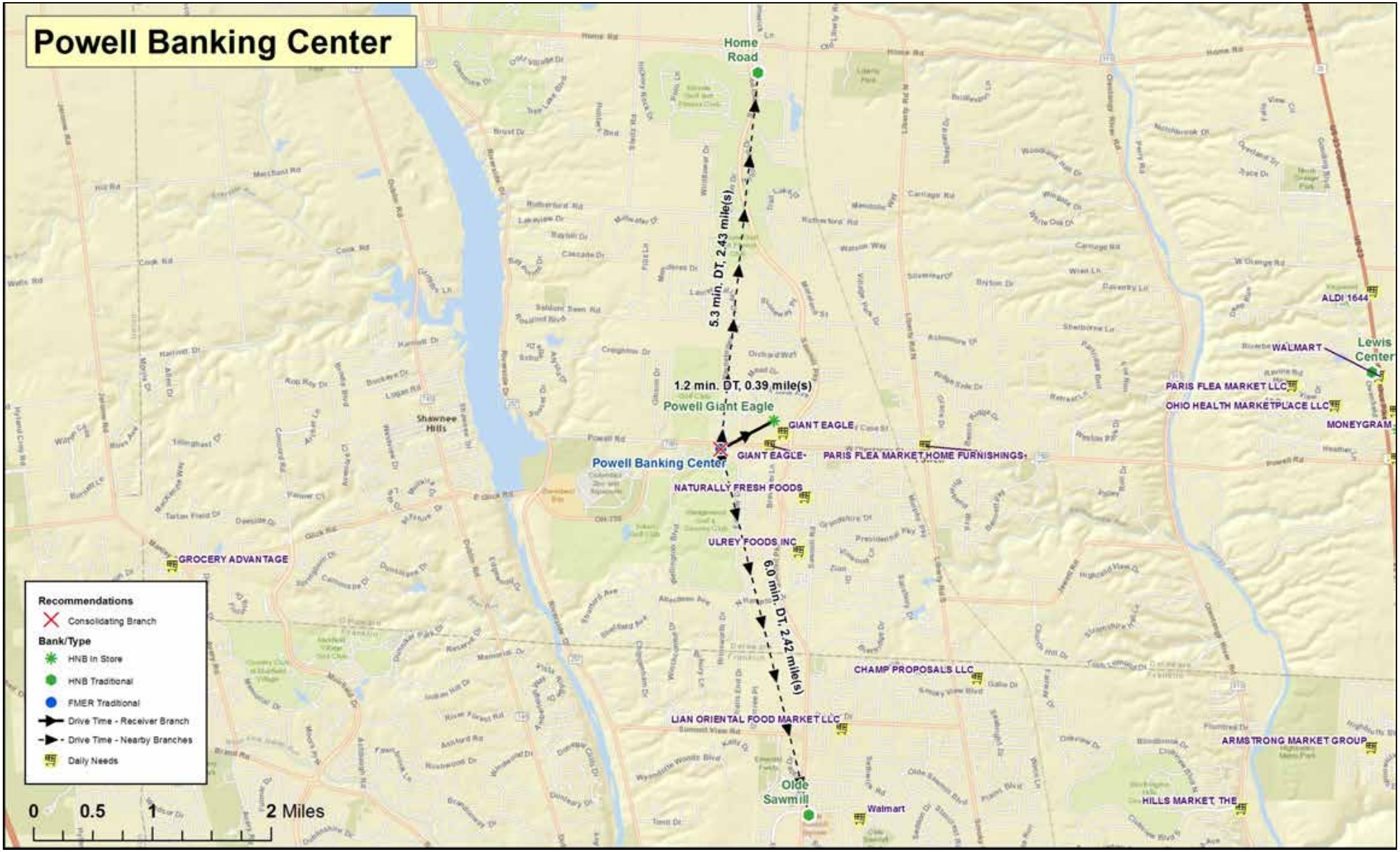
Consolidating Branch: The First Merit bank branch located at 6939 E Broad St, Columbus, Ohio 43213

Receiving Branch: The Huntington bank branch located at 6867 East Broad Street, Columbus, Ohio 43213

#31

Consolidating Branch: The First Merit bank branch located at 9494 Wedgewood Boulevard, Powell, Ohio 43065

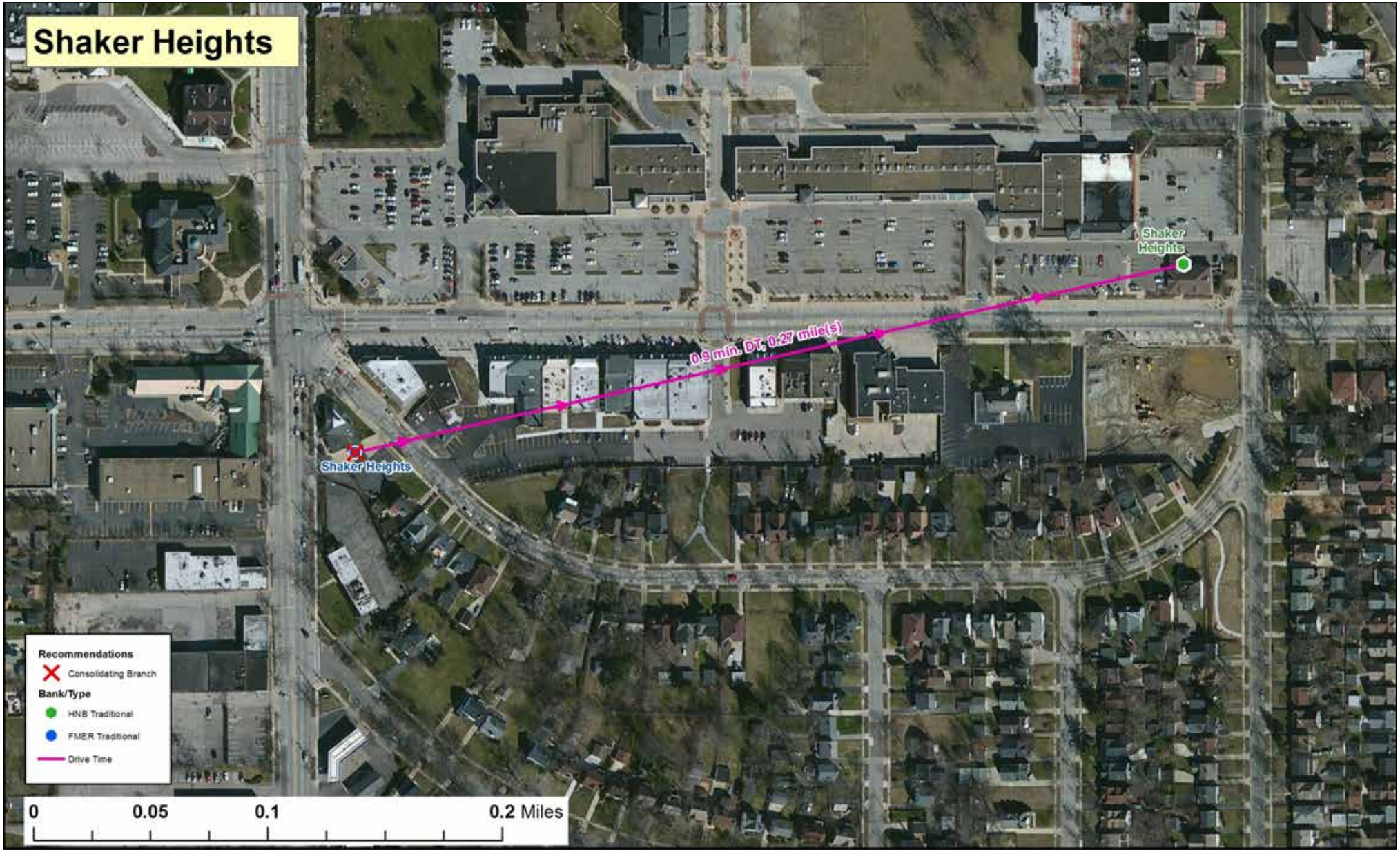
Receiving Branch: The Huntington bank branch located at 4000 Powell Rd, Powell, Ohio 43065



#33

Consolidating Branch: The First Merit bank branch located at 3505 Lee Rd, Shaker Heights, Ohio 44120

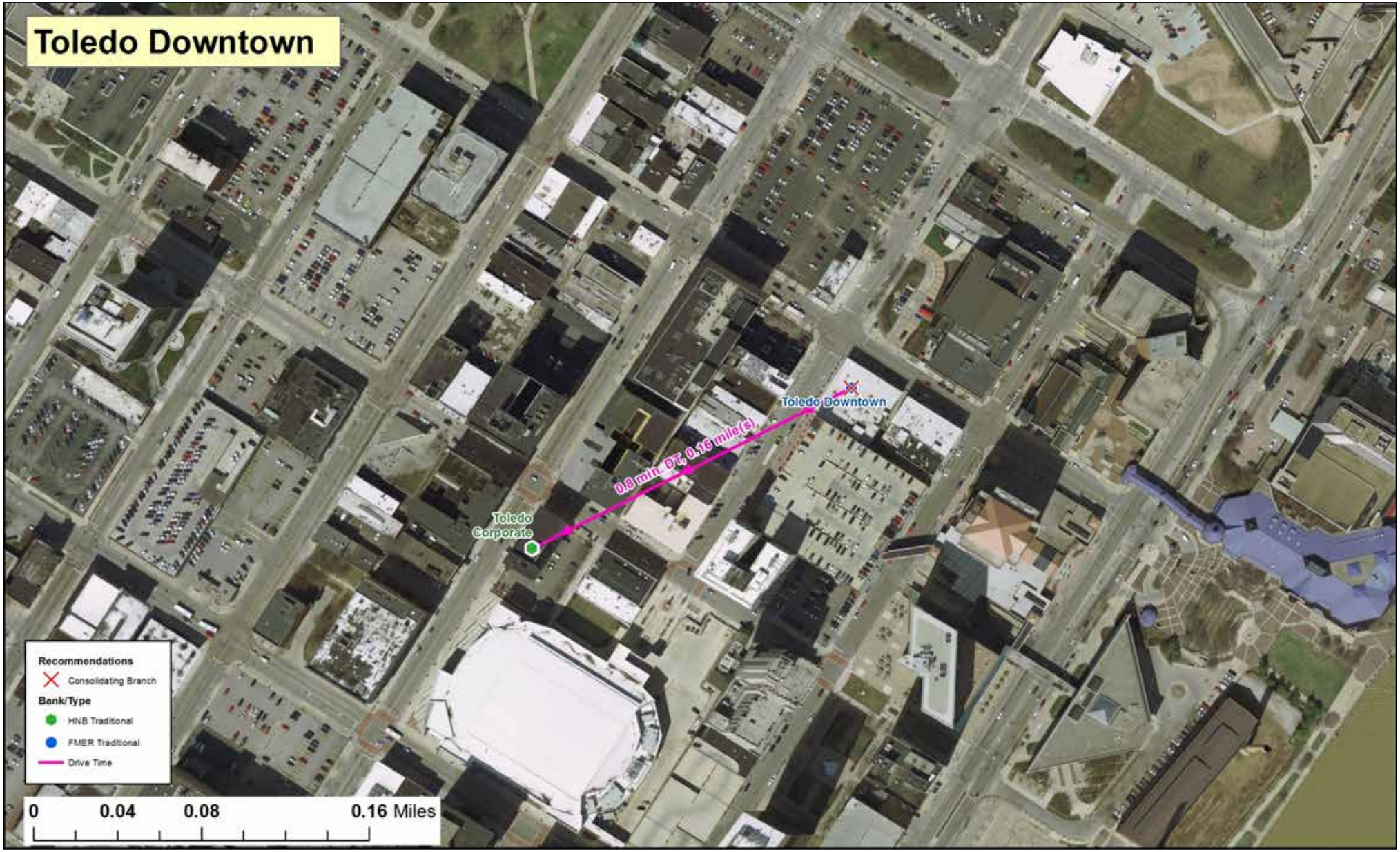
Receiving Branch: The Huntington bank branch located at 17121 Chagrin Blvd, Shaker Heights, Ohio 44120



#38

Consolidating Branch: The First Merit bank branch located at 411 Adams St, Toledo, Ohio 43604

Receiving Branch: The Huntington bank branch located at 519 Madison Ave, Toledo, Ohio 43604



#50

Consolidating Branch: The Huntington bank branch located at 1500 East Main St, Kent, Ohio 44240

Receiving Branch: The First Merit bank branch located at 1729 State Rt 59, Kent, Ohio 44240

#51

Consolidating Branch: The Huntington bank branch located at 6550 N Ridge Rd, Madison, Ohio 44057

Receiving Branch: The First Merit bank branch located at 6565 N Ridge Rd, Madison, Ohio 44057

#56

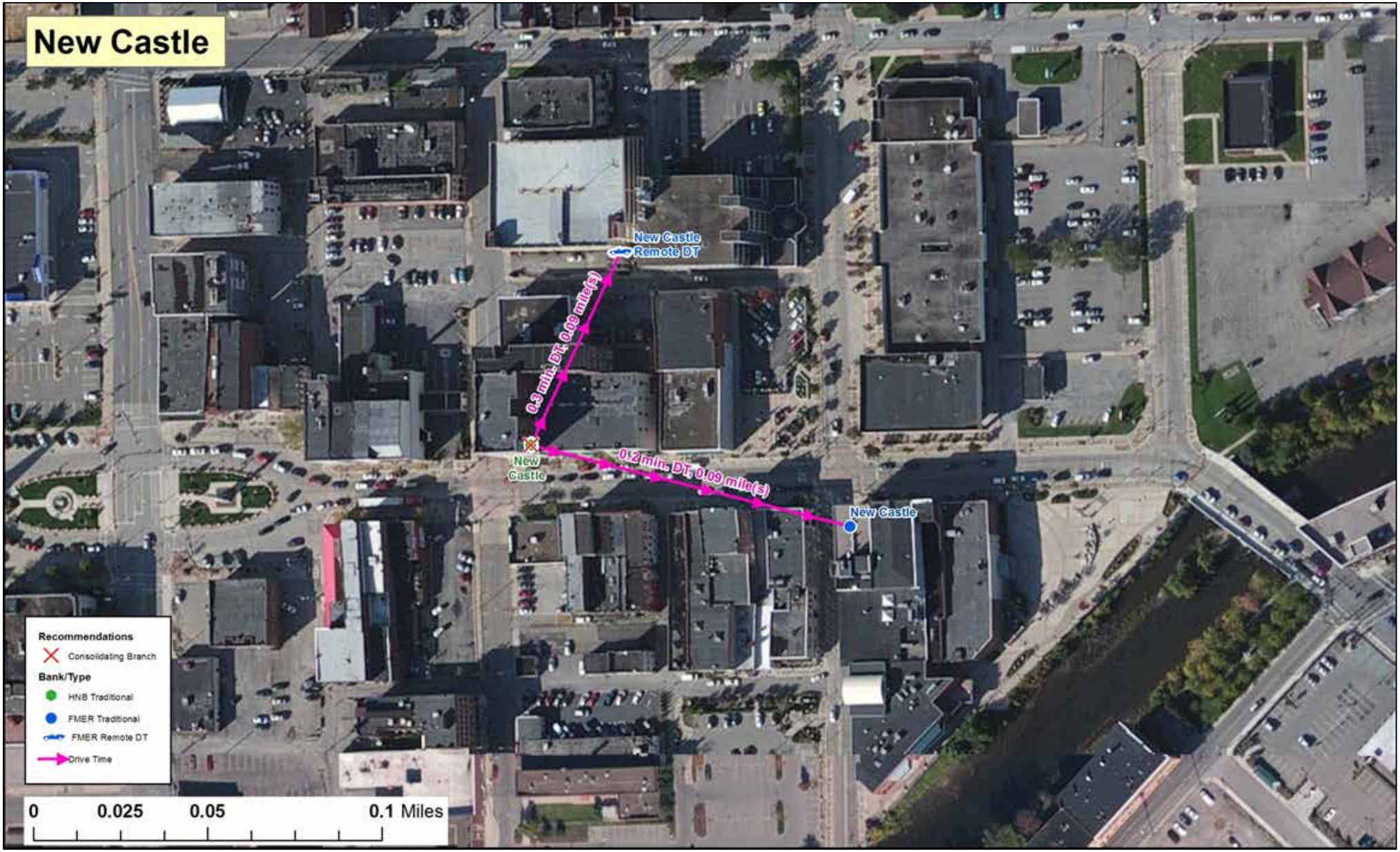
Consolidating Branch: The Huntington bank branch located at 58 S Park Place, Painesville, Ohio 44077

Receiving Branch: The First Merit bank branch located at 56 Liberty St, Painesville, Ohio 44077

#62

Consolidating Branch: The Huntington Bank branch located at 101 E Washington St, New Castle, Pennsylvania 16101

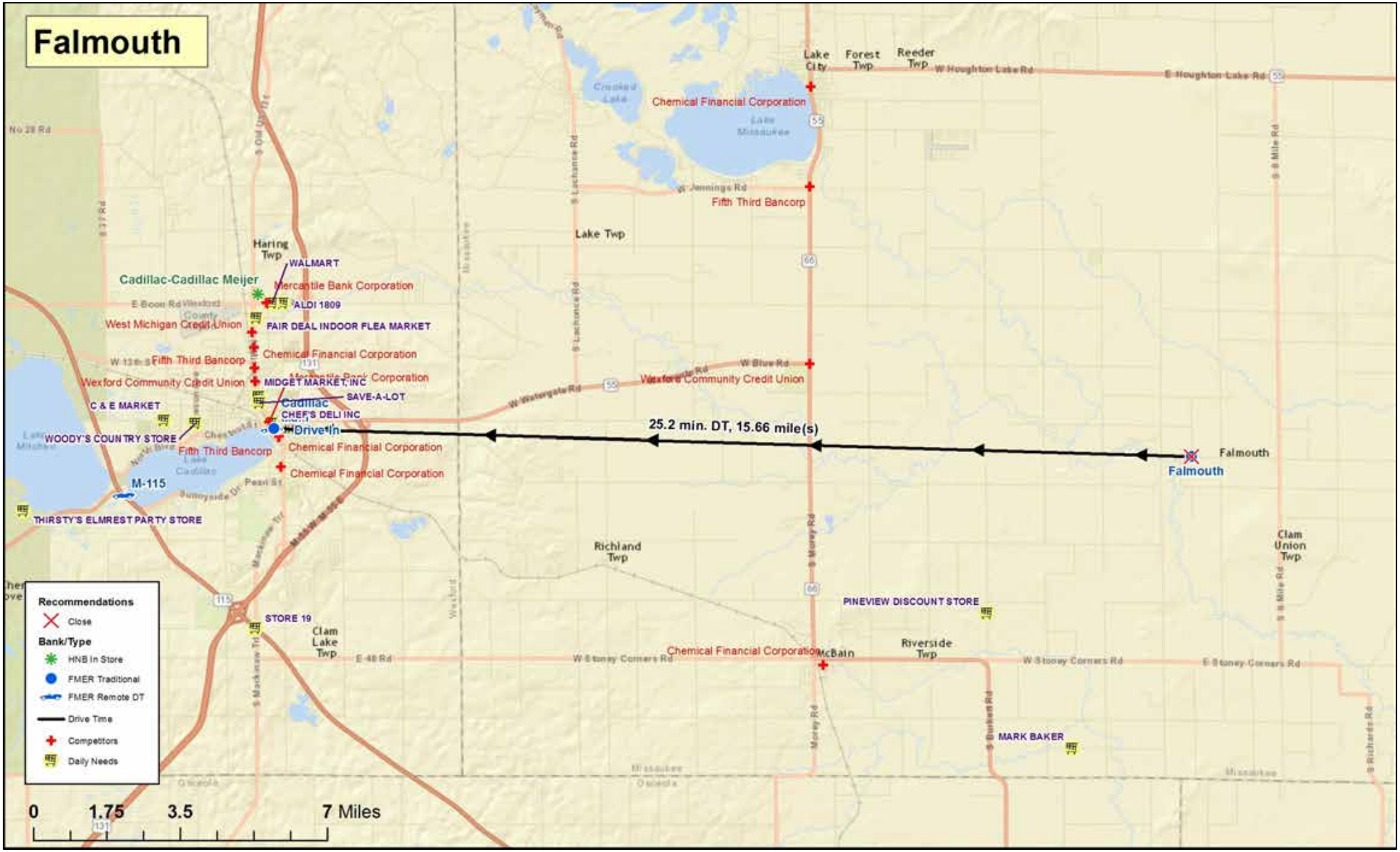
Receiving Branch: The First Merit Bank branch located at 11 S Mill St, New Castle, Pennsylvania 16101



#66

Closing Branch: The First Merit bank branch located at 500 E Prosper Rd, Falmouth, Michigan 49632

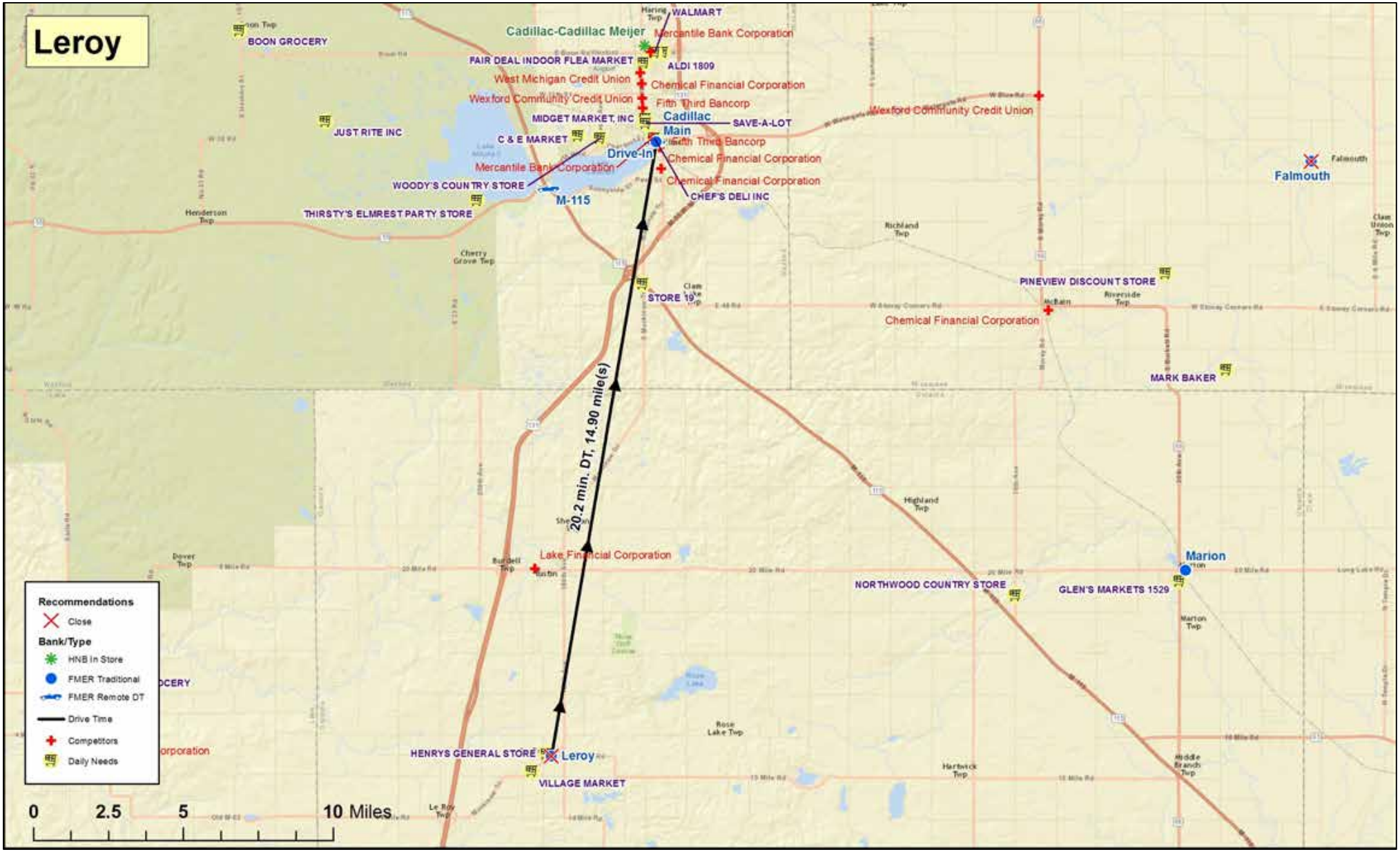
Receiving Branch: The First Merit bank branch located at 103 N Mitchell St, Cadillac, Michigan 49601



#73

Closing Branch: The First Merit bank branch located at 120 Mackinaw Trail, Leroy, Michigan 49655

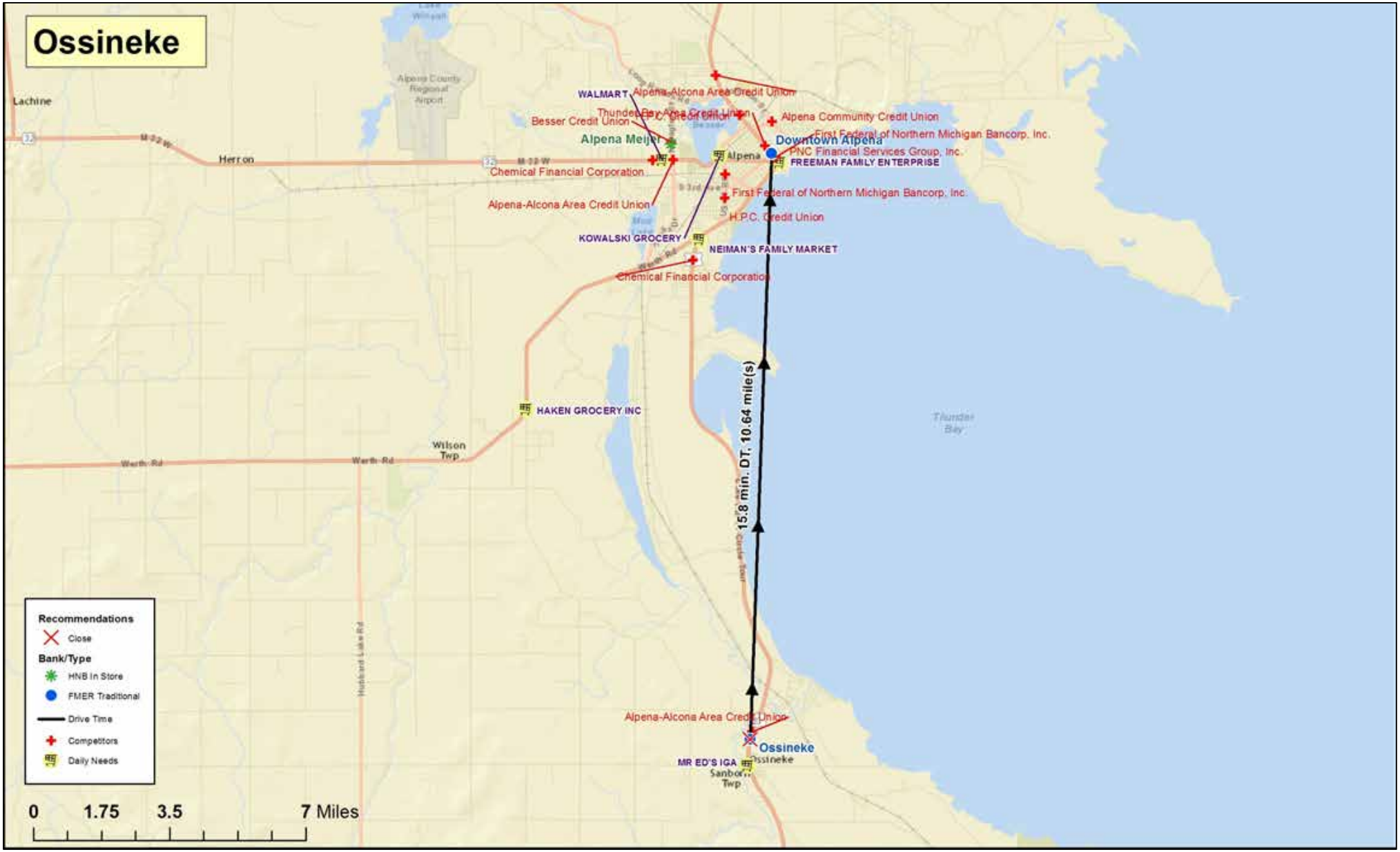
Receiving Branch: The First Merit bank branch located at 103 N Mitchell St, Cadillac, Michigan 49601



#78

Closing Branch: The First Merit bank branch located at 11686 US Hwy 23 S, Ossineke, Michigan 49766

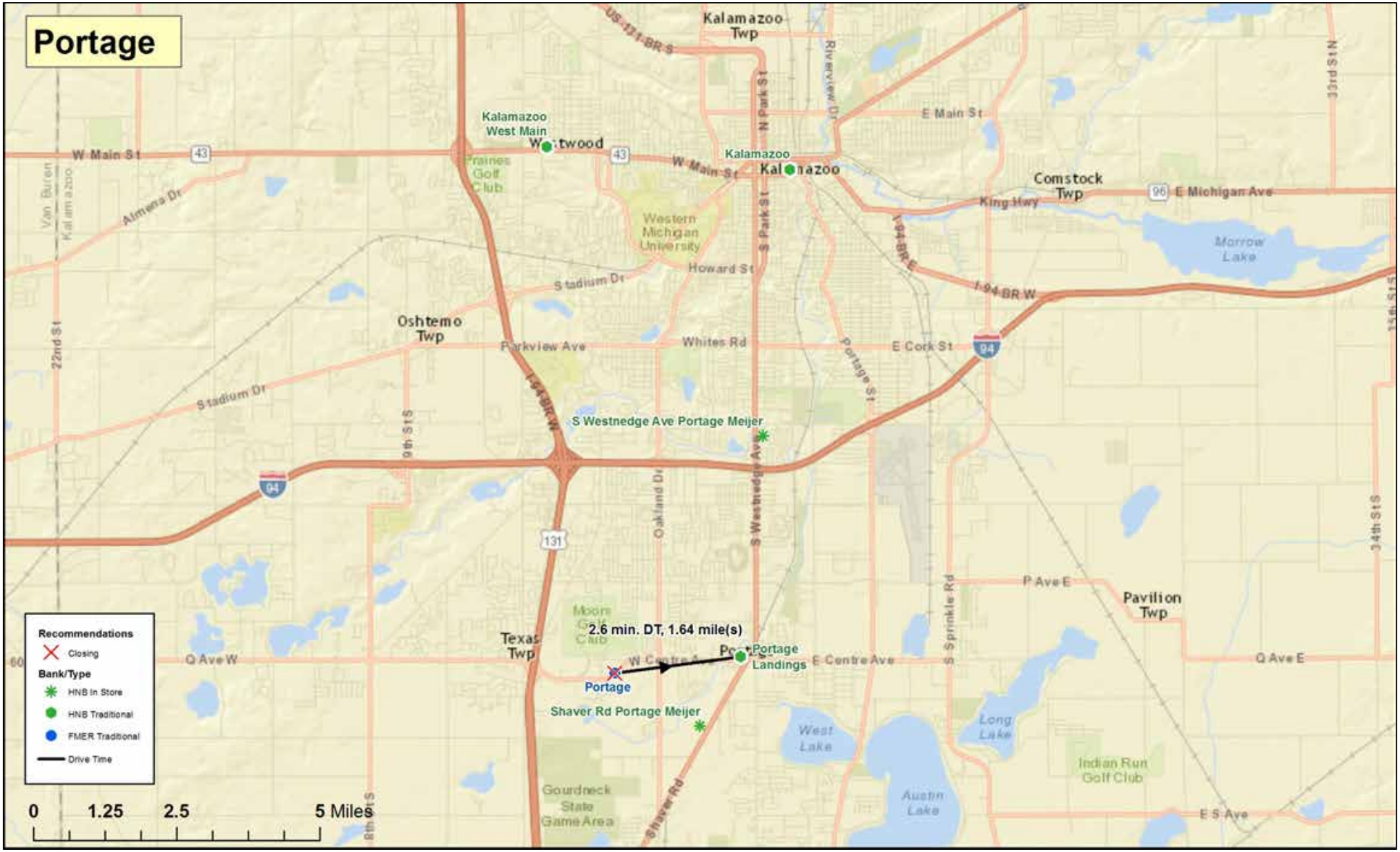
Receiving Branch: The First Merit bank branch located at 200 W Chisholm St, Alpena, Michigan 49707



#79

Closing Branch: The First Merit bank branch located at 3070 W Centre Ave, Portage, Michigan 49024

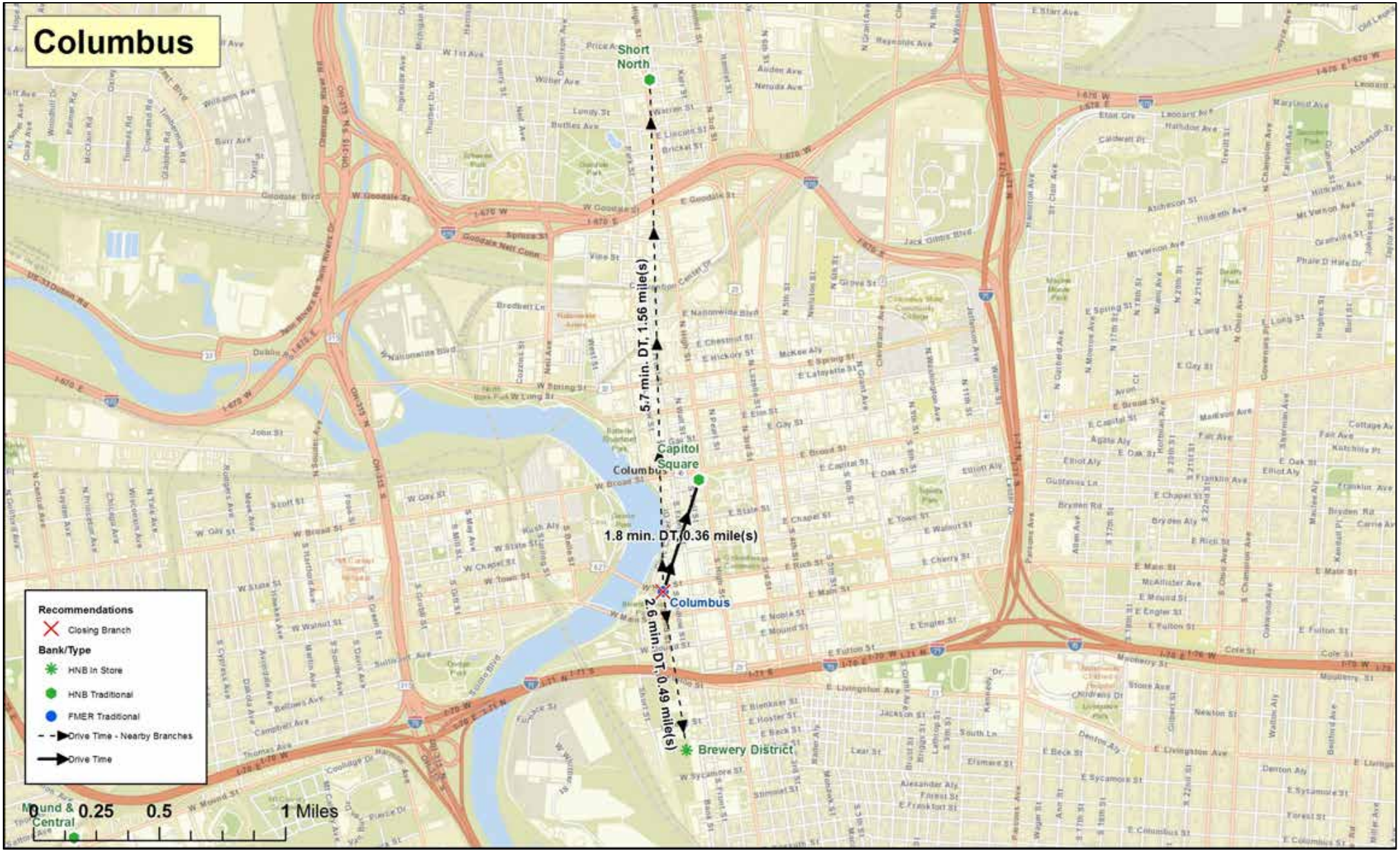
Receiving Branch: The Huntington bank branch located at 416 W Centre Ave, Portage, Michigan 49024



#85

Closing Branch: The First Merit bank branch located at 111 W Rich St, Columbus, Ohio 43215

Receiving Branch: The Huntington bank branch located at 17 S High Street, Columbus, Ohio 43215



#95

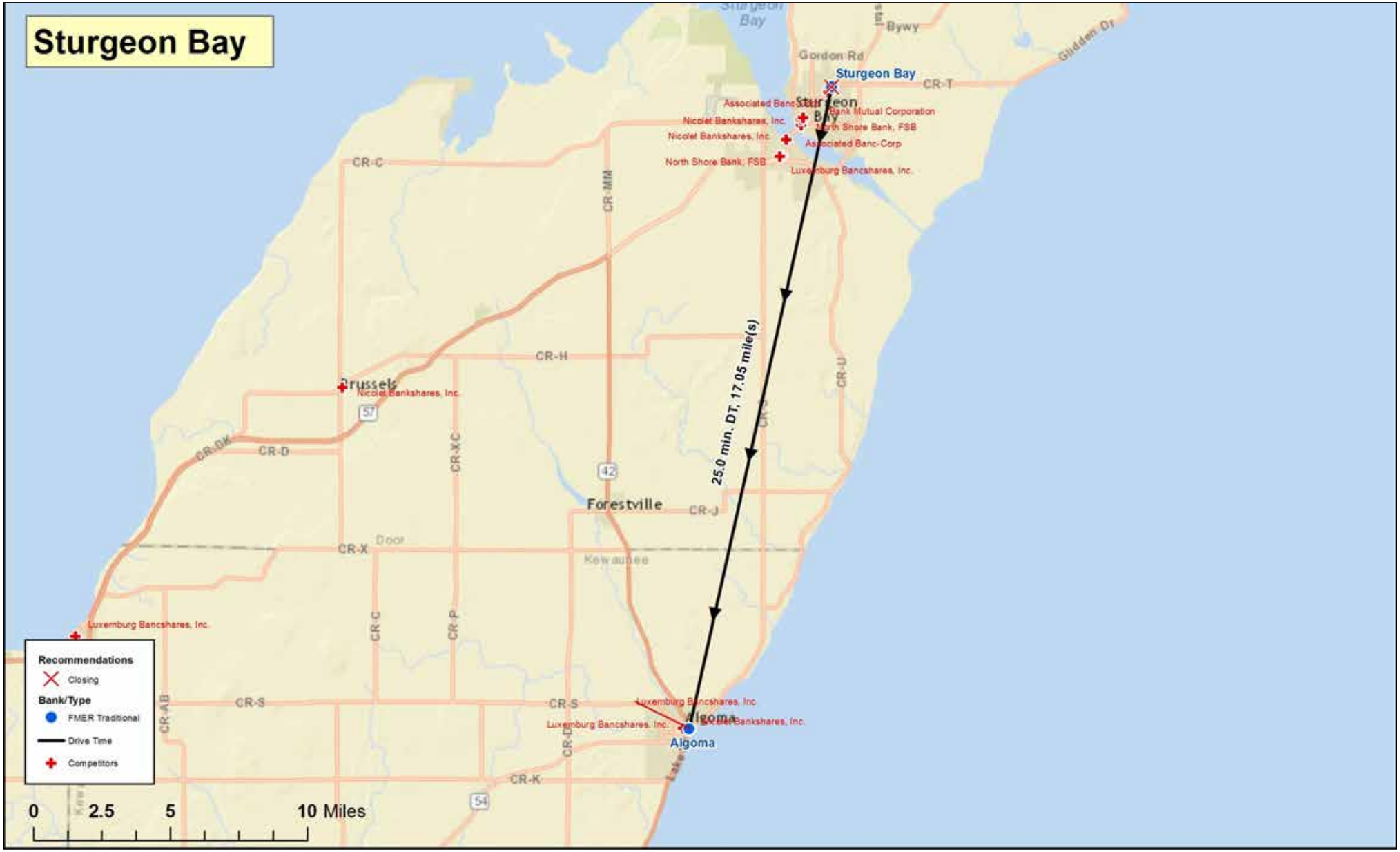
Closing Branch: The First Merit bank branch located at 124 East Main St, Omro, Wisconsin 54963

Receiving Branch: The First Merit bank branch located at 2101 W 9th Ave, Oshkosh, Wisconsin 54904

#96

Closing Branch: The First Merit Bank branch located at 1426 Egg Harbor Rd, Sturgeon Bay, Wisconsin 54235

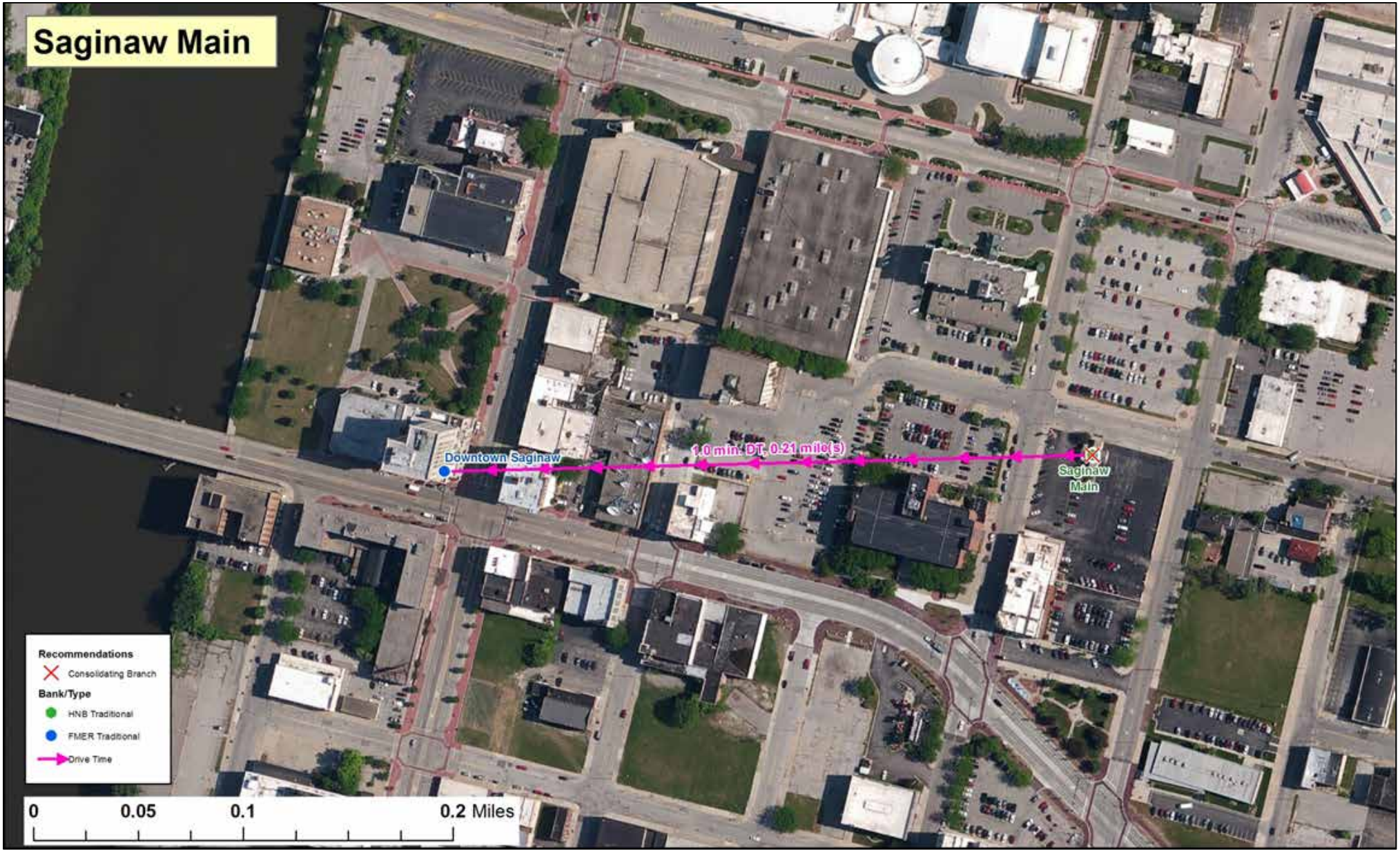
Receiving Branch: The First Merit Bank branch located at 208 Steele St, Algoma, Wisconsin 54201



#98 Map 1 of 2

Closing Branch: The Huntington Bank branch located at 130 N Jefferson Ave., Saginaw, Michigan 48607

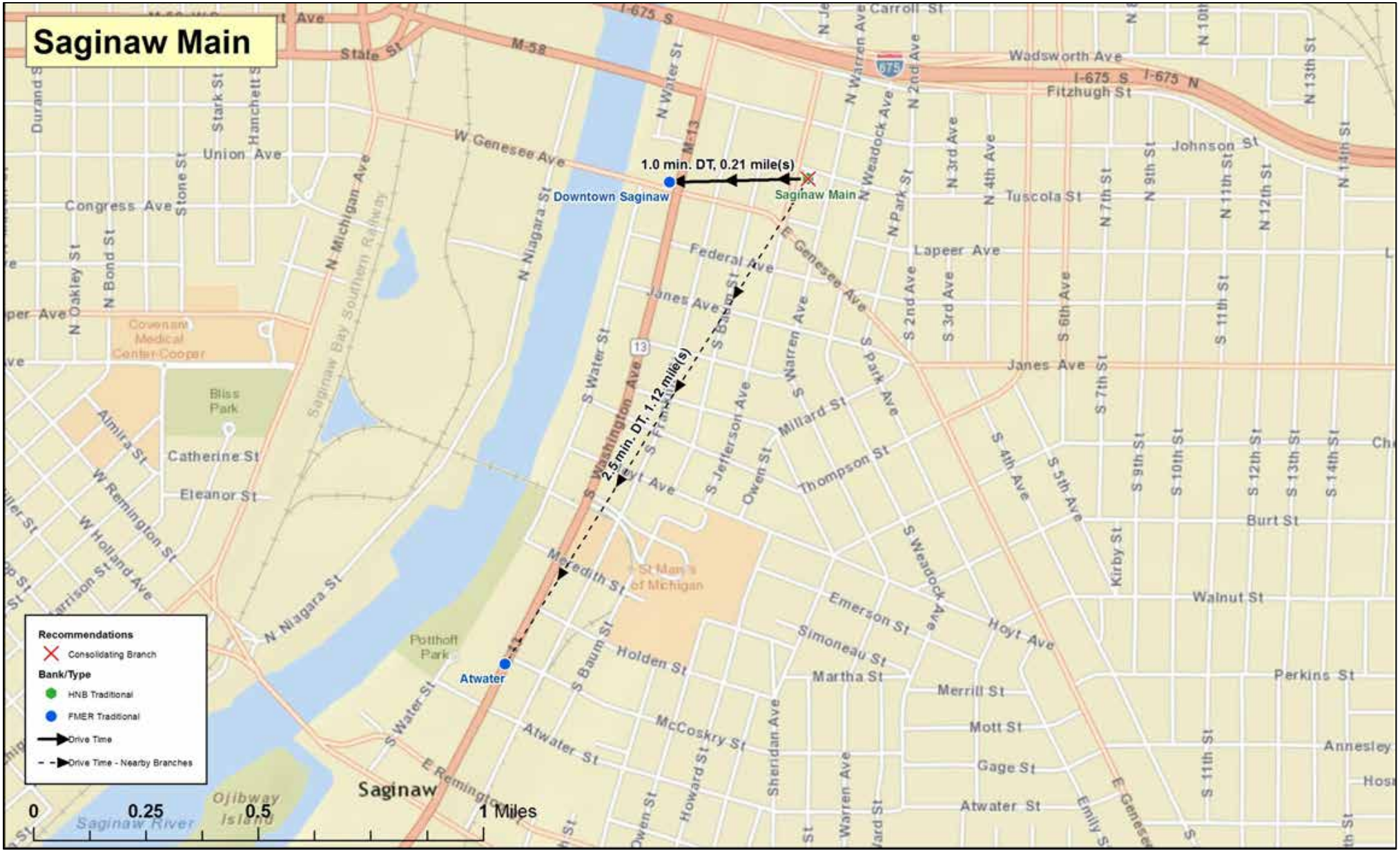
Receiving Branch: The First Merit Bank branch located at 101 N Washington Avenue, Saginaw, Michigan 48607



#98 Map 2 of 2

Closing Branch: The Huntington Bank branch located at 130 N Jefferson Ave., Saginaw, Michigan 48607

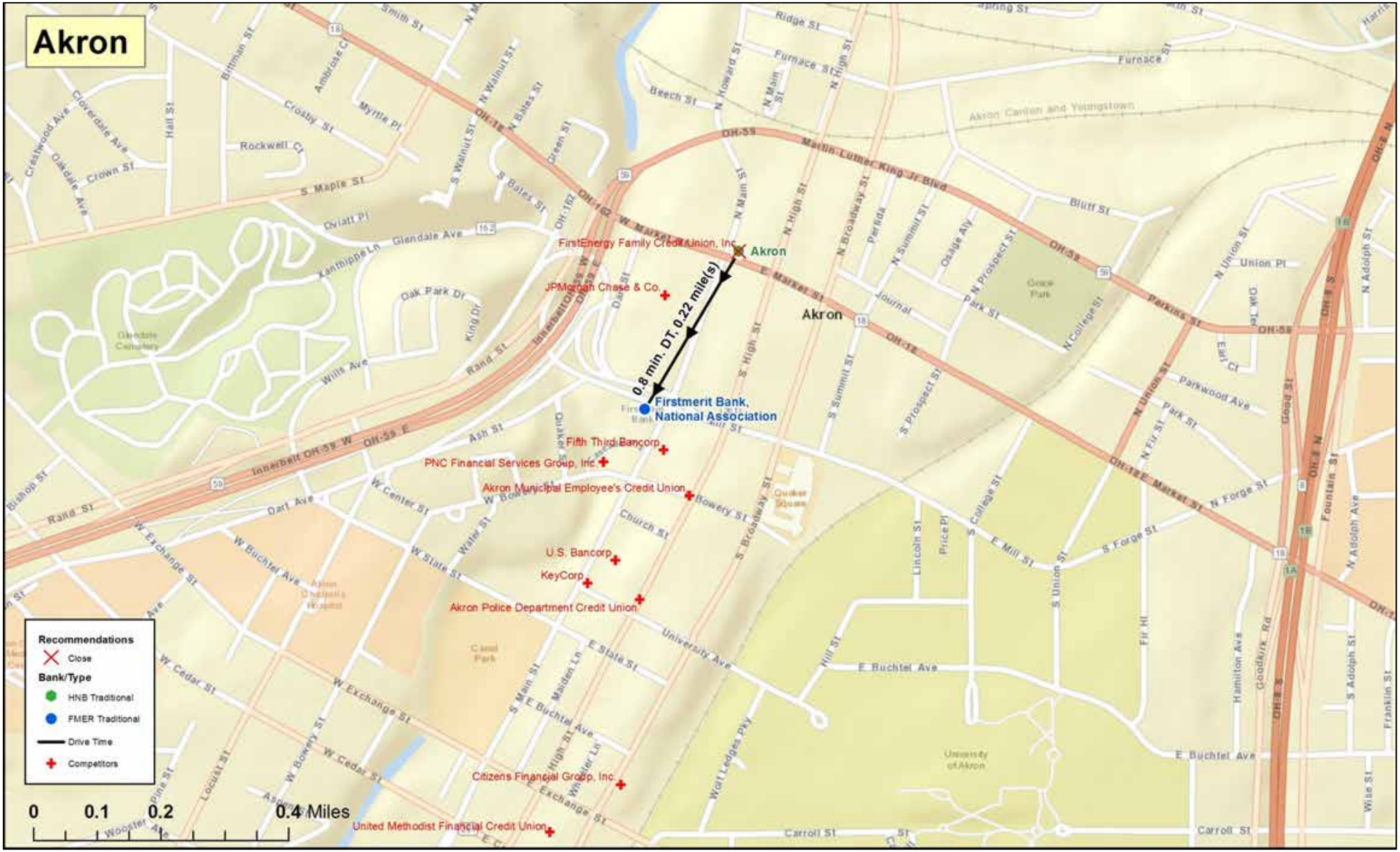
Receiving Branch: The First Merit Bank branch located at 101 N Washington Avenue, Saginaw, Michigan 48607



#99

Closing Branch: The First Merit Bank branch located at 39 E. Market St, Akron, Ohio 44308

Receiving Branch: The Huntington Bank branch located at 106 S Main St, Akron, Ohio 44308



Public Exhibit 1

Joint Resolutions of the Boards of Directors of Huntington and Huntington Bank

HUNTINGTON BANCSHARES INCORPORATED

THE HUNTINGTON NATIONAL BANK

JOINT CERTIFICATE OF SECRETARY

The undersigned, being the duly elected and acting Secretary of Huntington Bancshares Incorporated and The Huntington National Bank (collectively "Huntington"), hereby certifies that the attached resolutions of the Boards of Directors of Huntington were adopted at a duly noticed telephonic meeting of the Board held on January 25, 2016 at which a quorum was present throughout, and that said resolutions continue in full force and effect and have not been modified, rescinded or repealed.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of January, 2016, in Columbus, Ohio.

Richard A. Cheap
Secretary

HUNTINGTON BANCSHARES INCORPORATED

THE HUNTINGTON NATIONAL BANK

JOINT RESOLUTIONS OF THE BOARDS OF DIRECTORS

January 25, 2016

WHEREAS, Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), proposes to enter into an Agreement and Plan of Merger (the "Merger Agreement"), by and among Huntington, FirstMerit Corporation, an Ohio corporation ("FirstMerit"), and a newly formed Ohio corporation and direct, wholly owned subsidiary of Huntington ("Merger Sub");

WHEREAS, the Merger Agreement provides for, among other things, subject to the limitations set forth therein and on the terms thereof, (a) the merger of Merger Sub with and into FirstMerit (the "Merger"), with FirstMerit continuing as the surviving entity (the "Surviving Company"), (b) the conversion at the effective time of the Merger (the "Effective Time") of each outstanding share of common stock, without par value, of FirstMerit (such shares, collectively, the "FirstMerit Common Stock"), into the right to receive (i) 1.7200 shares (the "Exchange Ratio") of common stock, par value $0.01 per share, of Huntington (such shares, collectively, the "Huntington Common Stock") and (ii) $5.00 in cash, without interest ((i) and (ii) collectively, the "Merger Consideration"), and (c) the conversion at the effective time of the Second Step Merger (as defined below) of each outstanding share of 5.875% Non-cumulative Perpetual Preferred Stock, Series A, without par value, of FirstMerit (such shares, collectively, the "FirstMerit Preferred Stock") into the right to receive one share of a newly created series of preferred stock of Huntington having such preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption, taken as a whole, that are in accordance with the Merger Agreement and are not materially less favorable to the holder thereof than those of the FirstMerit Preferred Stock (all such shares, collectively, the "New Huntington Preferred Stock");

WHEREAS, the Merger Agreement provides for the assumption by Huntington of certain outstanding options to purchase shares of FirstMerit Common Stock and certain restricted stock units awards and restricted stock awards relating to FirstMerit Common Stock and the assumption of the FirstMerit equity plans under which such awards have been granted (collectively, the "FirstMerit Equity Award Rollover");

WHEREAS, the Merger Agreement also contemplates (a) a short-form merger of the Surviving Company with and into Huntington immediately following the Merger (the "Second Step Merger", and together with the Merger, the "Mergers"), in accordance with Section 3-106 of the Maryland General Corporation Law ("MGCL"), with Huntington continuing as the surviving corporation and (b) the merger of FirstMerit Bank N.A. ("FirstMerit Bank"), a national bank and wholly-owned subsidiary of FirstMerit, with and into The Huntington National Bank ("HNB") (the aforementioned transaction, the "Bank Merger"), immediately following the Second Step Merger or at such later time as Huntington may determine in its sole discretion, which Bank Merger will be effectuated pursuant to the terms of an agreement and plan of merger between

FirstMerit Bank and HNB (the "Bank Merger Agreement") to be entered into in connection with the execution of the Merger Agreement;

WHEREAS, the Board of Directors of Huntington (the "HBI Board") has received and reviewed an opinion from Goldman, Sachs & Co. to the effect that as of the date thereof and based upon and subject to the matters set forth therein, the Merger Consideration to be paid pursuant to the Merger Agreement is fair from a financial point of view;

WHEREAS, at this meeting and prior meetings, the HBI Board and the Board of Directors of HNB (the "HNB Board", and together with the HBI Board, the "Boards") have reviewed and discussed with Huntington's and HNB's management and with their financial and legal advisors the terms of the Merger Agreement, the terms of the Bank Merger Agreement, and the transactions contemplated thereby, and have considered such other factors as the Boards consider pertinent; and

WHEREAS, the Boards find that the Merger Agreement, the Bank Merger Agreement, the Mergers, and the other transactions contemplated thereby are advisable and in the best interests of Huntington, HNB, and their respective stockholders.

NOW THEREFORE, BE IT:

APPROVAL OF THE
MERGER AGREEMENT, THE BANK MERGER AGREEMENT, THE MERGERS, THE BANK MERGER, AND THE STOCK ISSUANCE

RESOLVED, that based upon the presentations made to the HBI Board and upon such other matters as were deemed relevant by the HBI Board, the HBI Board (a) determines that the Merger Agreement and the transactions contemplated thereby (including without limitation, the Mergers, the Bank Merger, the issuance of the Huntington Common Stock and the New Huntington Preferred Stock in connection with the Mergers, and the assumption of FirstMerit's and FirstMerit Bank's outstanding debt, guarantees, securities, and other agreements to the extent required by the terms of such debt, guarantees, securities, and other agreement (the "Debt Assumption")) are advisable and fair to and in the best interests of Huntington and its stockholders and declares it advisable to enter into the Merger Agreement, and (b) adopts and approves the Merger Agreement, the Mergers, the Bank Merger and the other transactions contemplated thereby (including without limitation, the Debt Assumption) with the foregoing approval to be deemed to constitute, without limitation, the requisite approval of the HBI Board for purposes of the applicable provisions of the Restatement of Charter of Huntington (the "HBI Charter"), the Amended and Restated Bylaws of Huntington, and the MGCL.

FURTHER RESOLVED, that based upon the presentations made to the HNB Board and upon such other matters as were deemed relevant by the HNB Board, the HNB Board (a) determines that the Bank Merger Agreement and the transactions contemplated thereby (including, without limitation, the Bank Merger and the Debt Assumption) are advisable and fair to and in the best interests of HNB and its shareholder and declares it advisable to enter

into the Bank Merger Agreement, and (b) adopts and approves the Bank Merger Agreement and the transactions contemplated thereby (including, without limitation, the Bank Merger and the Debt Assumption) with the foregoing approval to be deemed to constitute, without limitation, the requisite approval of the HNB Board for purposes of the applicable provisions of the Second Amended and Restated Articles of Association of HNB, the Bylaws of HNB, and the laws, regulations, and rules of the United States of America (including, without limitation, Chapter 2 of Title 12 of the United States Code and the rules and regulations promulgated thereunder).

FURTHER RESOLVED, that the Chief Executive Officer and President, Chief Financial Officer, General Counsel and Secretary of Huntington and/or HNB and in each case any other officer designated by any of the foregoing (each, an "Authorized Officer"), or any of them acting alone be, and each hereby is, authorized, for and on behalf of Huntington, to execute and deliver the Merger Agreement in substantially the form presented to the HBI Board at this meeting with such changes as such Authorized Officer(s) executing the same may approve, the execution and delivery of the Merger Agreement by such Authorized Officer to be deemed conclusive evidence that each of the HBI Board and Huntington has adopted and approved the Merger Agreement as executed.

FURTHER RESOLVED, that the Authorized Officers, or any of them acting alone, be, and each hereby is, authorized, for and on behalf of HNB, to execute and deliver the Bank Merger Agreement in substantially the form presented to the HNB Board at this meeting with such changes as such Authorized Officer(s) executing the same may approve, the execution and delivery of the Bank Merger Agreement by such Authorized Officer to be deemed conclusive evidence that each of the HNB Board and HNB has adopted and approved the Bank Merger Agreement as executed.

FURTHER RESOLVED, that the Authorized Officers, or any of them acting alone, be, and each hereby is, authorized to sign, execute, and deliver, for and on behalf of Huntington, consents evidencing the approval of Huntington, as the sole shareholder of HNB, of the Bank Merger and any related transactions, the execution and delivery of such consent by such Authorized Officer to be deemed conclusive evidence that each of the HBI Board and Huntington has authorized such action.

FURTHER RESOLVED, that the Authorized Officers, or any of them acting alone, be, and each hereby is, authorized to file, execute, attest, verify, acknowledge and deliver, for and on behalf of Huntington and/or HNB (as applicable), any and all articles, notices, certificates, agreements, amendments, instruments and other documents and to perform and do or cause to be performed or done any and all such acts or things and to pay or cause to be paid all necessary consideration, fees and expenses, in each case in the name and on behalf of Huntington and/or HNB (as applicable), as they or any of them may deem necessary or advisable to effectuate or carry out the provisions of the Merger Agreement, the Bank Merger Agreement, and the transactions contemplated thereby (including without limitation, the Mergers and the Bank Merger) or the intent and purposes of these resolutions in connection with such agreements or the transactions contemplated thereby, the taking of any such action

to be deemed conclusive evidence that each of the Boards, Huntington, and/or HNB (as applicable) has authorized such action.

FURTHER RESOLVED, that the HBI Board hereby classifies up to 115,000 shares of serial preferred stock of Huntington as shares of 5.875% Series C Non-cumulative Perpetual Preferred Stock, par value $0.01 per share, having the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption as the New Huntington Preferred Stock, as the same may be determined by the Chief Executive Officer of Huntington, and set forth in the articles supplementary to the HBI Charter (and to the extent required by law to take the actions contemplated hereby, the Chief Executive Officer of Huntington is hereby constituted as a committee of the HBI Board for the limited purpose of performing the actions contemplated by this resolution).

FURTHER RESOLVED, that each of the Authorized Officers shall take any and all actions necessary to reserve for issuance, or cause to be reserved for issuance, such number of shares of Huntington Common Stock and of New Huntington Preferred Stock as is necessary to effectuate the issuance of Huntington Common Stock and of New Huntington Preferred Stock in connection with the Mergers, which shares, when issued and delivered in accordance with the Merger Agreement, shall be duly authorized and issued, fully paid and nonassessable and free of any stockholder preemptive or similar rights.

FURTHER RESOLVED, that the HBI Board intends that the foregoing approval be deemed to constitute the approval of the HBI Board for purposes of any "moratorium," "control share," "fair price," "takeover," "interested stockholder" or other similar anti-takeover statute or regulation that applies or purports to apply to the Merger Agreement or the transactions contemplated thereby (including without limitation, the Mergers and the Bank Merger), and hereby takes all action necessary to exempt such agreements and transactions therefrom.

SUBMISSION TO STOCKHOLDERS

FURTHER RESOLVED, that the HBI Board directs that the issuance of the Huntington Common Stock in connection with the Merger be submitted to a vote of the holders of shares of Huntington Common Stock entitled to vote thereon at a special or annual meeting of such stockholders (the "Huntington Meeting") along with the HBI Board's recommendation that such stockholders approve the issuance of the Huntington Common Stock in connection with the Merger and that the Authorized Officers or any of them acting alone, be, and each hereby is, authorized and directed, in the name and on behalf of Huntington, to communicate such recommendation to, and to solicit proxies on behalf of the HBI Board from, such stockholders entitled to vote at the Huntington Meeting in favor of such approval.

FURTHER RESOLVED, that the Chief Executive Officer of Huntington be, and hereby is, authorized and directed, subject to the terms of the Merger Agreement, to fix hereafter the date, time and place of the Huntington Meeting, and the record date for determining the stockholders entitled to notice of and to vote at the Huntington Meeting (the "Record Date") (and to the extent required by law to take the actions contemplated hereby, the Chief

Executive Officer of Huntington is hereby constituted as a committee of the HBI Board for the limited purpose of performing the actions contemplated by this resolution).

FURTHER RESOLVED, that the Authorized Officers or any of them acting alone, be, and each hereby is, authorized and directed, in the name and on behalf of Huntington, to mail to the stockholders of record as of the close of business on the Record Date, a notice of the Huntington Meeting, accompanied by the Joint Proxy Statement and prospectus described below.

REGULATORY FILINGS

FURTHER RESOLVED, that the Authorized Officers, or any of them acting alone, be, and each hereby is, authorized and directed, on behalf of and in the name of Huntington and/or its subsidiaries, including HNB, to prepare, sign and file, or cause to be filed, with any applicable federal, state, local or foreign country regulatory or supervisory body, and all appropriate state, local, federal or foreign securities, banking, financial, insurance, trade or other regulatory authorities and appropriate stock exchanges, stock markets and self-regulatory organizations, including, without limitation, The NASDAQ Stock Market (the "NASDAQ"), the Board of Governors of the Federal Reserve System, and the Office of the Comptroller of the Currency, and all other third parties, all applications, filings, requests for approval, consents, interpretations, or other determinations, notices and other information and documents, and any modifications or supplements thereto, as may be necessary or appropriate in connection with the Merger Agreement, the Bank Merger Agreement, and the transactions contemplated thereby, including without limitation, the Mergers and the Bank Merger, together with all agreements and other information and documents required or appropriate, and any publications required in connection therewith, the taking of any such action to be deemed conclusive evidence that each of the Boards, Huntington, and/or HNB (as applicable) has authorized such action.

FURTHER RESOLVED, that, without limiting the foregoing, the Authorized Officers, or any of them acting alone, be, and each hereby is, authorized and directed, in the name and on behalf of Huntington and/or its subsidiaries, including HNB, to prepare all documentation, to effect all filings and to obtain all permits, consents, approvals and authorizations of all third parties, including all governmental, regulatory and self-regulatory authorities, necessary to consummate the transactions contemplated by the Merger Agreement and the Bank Merger Agreement, including without limitation, the Mergers and the Bank Merger, to execute personally or by attorney-in-fact any such required filings or amendments or supplements to any of the foregoing, and to cause any such required filings and any amendments thereto to become effective or otherwise approved, the taking of any such action to be deemed conclusive evidence that each of the Boards, Huntington, and/or HNB (as applicable) has authorized such action.

LISTING MATTERS

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of Huntington, to prepare, execute, and

cause to be filed with the NASDAQ and The New York Stock Exchange ("NYSE") any and all applications, agreements, forms, or other papers as may be necessary or advisable with respect to the listing on the NASDAQ and/or the NYSE of the shares of Huntington Common Stock and New Huntington Preferred Stock to be issued in connection with the Mergers and the delisting of the FirstMerit Common Stock from the NASDAQ and the FirstMerit Preferred Stock from the NYSE, such applications, agreements, forms, or other papers to be in such form as may be approved by the Authorized Officer executing the same, the execution thereof by such Authorized Officer to be conclusive evidence that each of the HBI Board and Huntington has authorized such action.

EMPLOYEE MATTERS

FURTHER, RESOLVED, that effective as of and subject to the occurrence of the Merger, the HBI Board hereby authorizes and approves the FirstMerit Equity Award Rollover.

SECTION 16(B) EXEMPTION

FURTHER RESOLVED, that (i) any dispositions of FirstMerit Common Stock, FirstMerit Preferred Stock, FirstMerit Equity Awards or other equity securities (including derivative securities) of FirstMerit, or deemed dispositions of FirstMerit Common Stock, FirstMerit Preferred Stock, FirstMerit Equity Awards or other equity securities (including derivative securities) of FirstMerit, and (ii) any acquisitions of Huntington Common Stock or New Huntington Preferred Stock, in each case pursuant to the transactions contemplated by the Merger Agreement and by an individual who is a director or officer of FirstMerit subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act"), both prior to and at the Effective Time, and, immediately following the Mergers, will be officers or directors of Huntington, of HNB, or of Merger Sub subject to the reporting requirements of Section 16(a) of the Exchange Act, including without limitation those shares of FirstMerit Common Stock, FirstMerit Preferred Stock, FirstMerit Equity Awards (as defined in the Merger Agreement) or other equity securities (including derivative securities), are hereby approved for all purposes of Rule 16b-3(d) of the Securities and Exchange Commission (the "SEC"), it being the intent of the HBI Board to exempt such dispositions or deemed dispositions or acquisitions or deemed acquisitions from any liability under Section 16 of the Exchange Act and to adopt any further specific enabling resolutions required by Rule 16b-3.

EXCHANGE AGENT

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of Huntington, to appoint an exchange agent as contemplated in the Merger Agreement, and to execute and deliver such agreements, documents, certificates and instruments as may be reasonably requested by the exchange agent in connection with its appointment or in connection with the delivery of the Merger Consideration, the execution thereof by any such Authorized Officer to be deemed conclusive evidence that each of the HBI Board and Huntington has authorized such action.

JOINT PROXY STATEMENT/PROSPECTUS AND OTHER SECURITIES LAW FILINGS

FURTHER RESOLVED, that the Authorized Officers, or any of them acting alone, be, and each hereby is, authorized and directed, on behalf of and in the name of Huntington, to prepare, sign and file, or cause to be filed, with the SEC any and all statements, reports or other information concerning the Merger Agreement and the transactions contemplated thereby that may be deemed advisable or may be required under the Exchange Act or the Securities Act of 1933, as amended, and the rules and regulations thereunder (the "Securities Act"), including (a) a joint proxy statement/prospectus relating to the meetings of Huntington's and FirstMerit's stockholders to be held in connection with the Merger Agreement and the transactions contemplated thereby (including any amendments or supplements thereto, the "Joint Proxy Statement") and (b) a registration statement on Form S-4, which shall include such Joint Proxy Statement, and any amendment or amendments (including post-effective amendments or supplements), relating to the shares of Huntington Common Stock and New Huntington Preferred Stock as may be issuable in connection with the Mergers (the "S-4"), together with any other documents required or appropriate in connection therewith.

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized in the name and on behalf of Huntington, to take all such other actions and to execute all such documents as such Authorized Officer may deem necessary or advisable for compliance with the Securities Act, the Exchange Act, or any applicable state securities or similar laws, in connection with the Merger Agreement and the transactions contemplated thereby, including without limitation, the Mergers and the Bank Merger, the taking of any such action to be deemed conclusive evidence that each of the HBI Board and Huntington has authorized such action.

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized, in the name and on behalf of Huntington, to prepare all documentation and to effect all filings (and requests for no-action letters) as may be necessary or advisable under the various securities laws, regulations and rules of the United States or any state or foreign jurisdiction in connection with the Merger Agreement and the transactions contemplated thereby, to execute personally or by attorney-in-fact such documentation and filings or amendments or supplements to any of the foregoing, and to cause such documentation and filings and any amendments and supplements thereto to become effective or otherwise approved, the taking of any such action to be deemed conclusive evidence that each of the HBI Board and Huntington has authorized such action.

POWER OF ATTORNEY

FURTHER RESOLVED, that each officer or director of Huntington who may be required to sign the S-4 or any amendment, exhibit or other document related thereto (whether on behalf of Huntington, as an officer or director of Huntington, or in any other capacity) be, and each hereby is, authorized to execute a power of attorney appointing Stephen D. Steinour, Howell D. McCullough III and Richard A. Cheap, and each of them, severally, and their duly elected or appointed successors in office, as his or her attorney and agent, with full power of

substitution and resubstitution, on his or her behalf in any such capacity to sign and file the S-4 and any and all amendments, exhibits and other documents related thereto that any such attorney or substitute may deem necessary or advisable to be filed with the SEC, with full power and authority to perform and do any and all acts and things whatsoever that any such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the matters described in these resolutions, as fully as such officer or director might or could do if personally present and acting and as fully as Huntington might or could do by a properly authorized agent.

AGENT FOR SERVICE

FURTHER RESOLVED, that Richard A. Cheap or such Authorized Officer as he may designate be, and hereby is, appointed as "Agent for Service" of Huntington to receive notices, orders, communications and other documents from the SEC in connection with the S-4 and any and all amendments and supplements thereto, with all the powers incident to such appointment.

FORMATION OF MERGER SUB

FURTHER RESOLVED, the Authorized Officers be, and each hereby is, authorized, in the name and on behalf of Huntington, to execute and deliver or authorize any other person to execute and deliver, any and all notices, certificates, agreements, amendments, instruments and other documents and to perform or do or cause to be performed or done any and all acts or things necessary or advisable to effect the formation of Merger Sub, including, without limitation, the execution or entry into any articles of incorporation, bylaws, subscription agreements or incorporator, shareholder or director consents necessary or advisable in connection with the transactions contemplated by the Merger Agreement, including without limitation, the Mergers, with the taking of any such action by an Authorized Officer to be deemed conclusive evidence that each of the HBI Board and Huntington has authorized such action.

FURTHER RESOLVED, that the HBI Board, in the name and on behalf of Huntington, hereby approves and ratifies the execution and delivery of any and all notices, certificates, agreements, amendments, instruments and other documents and the performance of any and all acts or things by Merger Sub and any other of Huntington's subsidiaries necessary or advisable to effect the purposes of the foregoing resolution.

BLUE SKY PROCEDURES

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized in the name and on behalf of Huntington to take any and all actions that such Authorized Officer may deem necessary or advisable in order to obtain a permit for, or register or qualify, the Huntington Common Stock or the New Huntington Preferred Stock that may be issued in connection with the Mergers, for issuance or to request an exemption from registration of the Huntington Common Stock or the New Huntington Preferred Stock, or to register or obtain a license for Huntington as a dealer or broker under the securities laws of such states of the

United States of America and of such foreign jurisdictions as such officers or any of them may deem advisable, and in connection with such registrations, permits, licenses, qualifications and exemptions, to execute, acknowledge, verify, deliver, file and publish or cause to be published all such applications, reports, resolutions, surety bonds, consents to service of process, appointments of attorneys to receive service of process, powers of attorney and other papers and instruments and to take any and all further action that they or any of them may deem necessary or advisable in order to maintain such registrations, permits, licenses, qualifications and exemptions in effect for as long as they may deem to be in the best interests of Huntington, the execution by any such officer of any such document or the taking of any such action to be deemed conclusive evidence that each of the HBI Board and Huntington has authorized such action.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized in the name and on behalf of Huntington to execute and file irrevocable written consents on the part of Huntington to be used in such states of the United States of America wherein such consents to service of process may be requisite under the securities laws thereof in connection with said registrations, permits, licenses, qualifications or exemptions, and to appoint the appropriate state official agent of Huntington for the purpose of receiving and accepting process.

APPROVAL OF ANCILLARY AGREEMENTS

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized to approve such ancillary agreements related to the Mergers and the Bank Merger as are in the judgment of the Authorized Officers necessary or appropriate to effect the Mergers and the Bank Merger (as applicable), and the Authorized Officers are hereby authorized and directed to execute and deliver any such ancillary agreements in the name of and on behalf of Huntington and its subsidiaries, including HNB, as any such Authorized Officer deems necessary or appropriate to effect the Mergers and the Bank Merger, and that Huntington and HNB are authorized to pay any and all expenses and fees arising in connection therewith, the execution and delivery of any such ancillary agreements by such Authorized Officer to be deemed conclusive evidence that the same have been authorized and approved by each of the Boards, Huntington, and/or HNB (as applicable).

APPROVAL OF SUPPLEMENTAL INDENTURES

FURTHER RESOLVED, that the Authorized Officers, or any of them acting alone, be, and each hereby is, authorized, for and on behalf of Huntington and/or HNB (as applicable), to execute and deliver such supplemental indentures, guarantees, and other instruments as are determined by such Authorized Officer to be necessary or appropriate for the due assumption of FirstMerit's or FirstMerit Bank's outstanding debt, guarantees, securities, and other agreements, the execution and delivery of any such supplemental indentures, guarantees, and other instruments by such Authorized Officer to be deemed conclusive evidence that the same have been authorized and approved by each of the Boards, Huntington, and/or HNB (as applicable).

ADDITIONAL ACTIONS

FURTHER RESOLVED, that the Boards hereby adopt, as if expressly set forth herein, the form of any resolution required by any authority to be filed in connection with any applications, consents to service or other documents, applications, reports or filings relating to these resolutions if (a) in the opinion of the Authorized Officer(s) executing the same, the adoption of such resolutions is necessary or desirable and (b) the Corporate Secretary or an Assistant Secretary of Huntington and/or of HNB (as applicable) evidences such adoption by inserting in the minutes of this meeting copies of such resolutions, which will thereupon be deemed to be adopted by the HBI Board and/or the HNB Board (as applicable) with the same force and effect as if presented at this meeting.

FURTHER RESOLVED, that the Authorized Officers or any of them acting alone be, and each hereby is, authorized and directed, for and on behalf of Huntington, to take or cause to be taken any and all action that they may deem necessary or appropriate to communicate the position of the HBI Board, as set forth in these resolutions, to Huntington's stockholders, including, without limitation, the dissemination of such position by means of press releases and letters to stockholders of Huntington, the taking of any such action conclusively to evidence the due authorization and approval thereof by the HBI Board.

FURTHER RESOLVED, that the Authorized Officers or any of them acting alone be, and each of them hereby is, authorized, empowered and directed, for and on behalf of Huntington and/or HNB (as applicable), to execute and deliver or cause to be executed and delivered any and all agreements, amendments, certificates, reports, applications, notices, letters or other documents and to do or cause to be done any and all such other acts and things as, in the opinion of any such Authorized Officer, may be necessary, appropriate or desirable in order to enable Huntington and/or HNB (as applicable) fully and promptly to carry out the purpose and intent of these resolutions and any such action taken or any agreement, amendment, certificate, report, application, notice, letter or other document executed and delivered by any of them in connection with any such action shall be conclusive evidence of such Authorized Officer's authority to take, execute and deliver the same.

FURTHER RESOLVED, that all actions heretofore taken by any of the directors, officers, representatives or agents of Huntington or any of its subsidiaries, including HNB, in

connection with the Merger Agreement, the Bank Merger Agreement, and any other transactions contemplated in the Merger Agreement or in the Bank Merger Agreement or otherwise referred to in these resolutions be, and each of the same hereby is, ratified, confirmed and approved in all respects as the act and deed of Huntington and/or of HNB (as applicable).

FURTHER RESOLVED, that any resolutions inconsistent with the foregoing or with any action of any Authorized Officer pursuant to the foregoing are hereby modified or rescinded so as to be consistent herewith and therewith.

Public Exhibit 1

Resolutions of the Board of Directors of FirstMerit

FIRSTMERIT CORPORATION

SECRETARY'S CERTIFICATE

I hereby certify that I am the Secretary of FirstMerit Corporation, an Ohio corporation and that in my official capacity I have in my possession and under my control the records of such entity.

I further certify that the following Resolutions are a true and exact extract from the duly adopted resolutions of the Board of Directors of FirstMerit Corporation, which remain in full force and effect as of the date of this certification:

WHEREAS, a transaction has been proposed for consideration by the Board of Directors (the "Board") of FirstMerit Corporation (the "Company") between the Company, Huntington Bancshares Incorporated ("Huntington"), a Maryland corporation, and a merger subsidiary formed as an Ohio corporation and a direct wholly owned subsidiary of Huntington ("Merger Sub"), whereby (i) the Company would be merged with and into Merger Sub, with Merger Sub as the surviving corporation (the "First Merger"), (ii) as soon as reasonably practicable following the First Merger, Merger Sub will merge with and into Huntington, with Huntington as the surviving corporation (the "Second Merger" and, together with the First Merger, the "Proposed Mergers"), (iii) each issued and outstanding share of the Company's common stock, without par value (the "Common Stock"), other than certain Exception Shares, would be converted into the right to receive 1.72 shares of Huntington common stock, par value $0.01 per share (the "Stock Consideration") and cash in an amount equal to $5.00 (collectively, the "Merger Consideration") and (iv) each issued and outstanding share of 5.875% Non-Cumulative Perpetual Preferred Stock, Series A, without par value, of the Company (the "Preferred Stock") would be converted into a share of a newly created series of preferred stock of Huntington having such rights, preferences, privileges and voting powers, and limitations and restrictions, taken as a whole, as are not materially less favorable to the holder thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions, taken as a whole, of the Preferred Stock (the "New Huntington Preferred Stock"); and

WHEREAS, the Merger Agreement provides that the parties intend that, immediately following the Second Merger, or at such later time as Huntington may determine in its sole discretion, FirstMerit Bank, National Association (the "Bank"), a national bank and a wholly owned subsidiary of the Company, will

merge with and into The Huntington National Bank, a national bank and a wholly owned subsidiary of Huntington, with The Huntington National Bank being the surviving bank (the "Bank Merger"); and

WHEREAS, the Board has been presented, in writing and orally, with financial and other information with respect to the Proposed Mergers and the Bank Merger, and has reviewed such information, including (i) the principal terms of a draft proposed agreement and plan of merger in respect of each of the Proposed Mergers (the "Merger Agreement") and the Bank Merger (the "Bank Merger Agreement"), (ii) information about the risks inherent in the Proposed Mergers and the Bank Merger, and (iii) management's recommendation that in its opinion the Proposed Mergers and the Bank Merger would be in the best interests of the Company and its shareholders; and

WHEREAS, the Company's financial advisor, Sandler O'Neill and Partners, L.P., has made a presentation to the Board concerning the financial implications of the Proposed Mergers, including its opinion that, as of the date of such opinion, and based upon and subject to the factors and assumption set forth therein, the Merger Consideration to be paid to the holders of the Common Stock in the Proposed Mergers is fair, from a financial point of view, to such holders; and

WHEREAS, the Company's outside counsel and the Board's special counsel have discussed the fiduciary duties of the Board generally as well as with respect to mergers and acquisitions specifically and have discussed with the Board the material provisions of the Merger Agreement; and

WHEREAS, at the Effective Time, the shares of Common Stock and Preferred Stock will be exchanged in accordance with the terms and conditions set forth in the Merger Agreement; and

WHEREAS, at the Effective Time, each Silver Equity Award will be treated in accordance with the terms and conditions set forth in the Merger Agreement; and

WHEREAS, the Board wishes to establish a committee to set the date, time, place and record date for a special meeting of the shareholders of the Company (the "Special Meeting") for the purpose of considering and voting upon approval of the Merger Agreement, the Proposed Mergers and such other matters that are submitted for their approval in connection with the Merger Agreement; and

WHEREAS, capitalized terms used but not defined herein shall have the meanings given to such terms in the Merger Agreement; and

WHEREAS, after due consideration and discussion, the Board deems it fair to, and in the best interests of, the Company and its shareholders to enter into the Merger Agreement.

Proposed Merger Agreement

NOW, THEREFORE, subject to the completion of a satisfactory meeting (as determined by the Chief Executive Officer of the Company) with representatives of the Office of the Comptroller of the Currency prior to the announcement of the Merger Agreement and the transactions contemplated thereby:

BE IT RESOLVED, that the Board after full discussion and deliberation and after review of the terms and conditions of the Proposed Mergers, (i) has determined that the Merger Agreement and the transactions contemplated thereby, including the Proposed Mergers and the Bank Merger, are fair to and in the best interests of the Company and its shareholders and (ii) hereby approves the Merger Agreement and the transactions contemplated thereby, including the Proposed Mergers and the Bank Merger, and hereby declares it advisable that the Company enter into the Merger Agreement; and

BE IT FURTHER RESOLVED, that the Merger Agreement and the transactions and other matters contemplated thereby, each be, and the same hereby are, authorized and approved substantially on the terms and conditions presented to the Board, including without limitation (i) the Proposed Mergers occurring as of the Effective Time, (ii) the conversion of each outstanding share of Common Stock into the Merger Consideration and (iii) the conversion of each outstanding share of Preferred Stock into a share of New Huntington Preferred Stock; and

BE IT FURTHER RESOLVED, that (i) the Chief Executive Officer, or any designee of him, hereby is, in the name and on behalf of the Company, authorized to execute and deliver the Merger Agreement substantially in the form presented to the Board at this meeting, subject to such modifications or amendments (other than any amendment that decreases the Merger Consideration or that alters the forms or mix of consideration to be paid in the Proposed Mergers, which amendment shall be approved by the Board) thereto as the Chief Executive Officer shall approve as being necessary, advisable or appropriate, such approval to be conclusively evidenced by the Chief Executive Officer's execution

thereof, and (ii) the Board hereby authorizes the Chief Executive Officer to make such amendments (other than any amendment that decreases the Merger Consideration or that alters the forms or mix of consideration to be paid in the Proposed Mergers, which amendment shall be approved by the Board) to the Merger Agreement after its execution as the Chief Executive Officer shall deem necessary, advisable or appropriate, such execution to be conclusive evidence of such approval and of the authorization thereof by the Board; and

BE IT FURTHER RESOLVED, that the Board hereby exempts to the extent necessary, and directs and empowers the Chief Executive Officer or his designees to take all necessary steps to exempt (or ensure the continued exemption of) the Merger Agreement and the transactions contemplated thereby from the requirements of any applicable "moratorium", "control share", "fair price", "takeover" and "interested shareholder" laws and regulations of any jurisdiction, including, without limitation, the State of Ohio and the State of Maryland and any state that purports to apply to the Merger Agreement or the transactions contemplated thereby; and

BE IT FURTHER RESOLVED, that the Board hereby authorizes and approves the performance by the Company of its obligations under the Merger Agreement in all respects.

Bank Merger Agreement

BE IT FURTHER RESOLVED, that the Company, as the sole shareholder of the Bank, hereby waives the publication of any notice to shareholders of the Bank in connection with the Bank Merger Agreement and the Bank Merger, and that the Bank Merger Agreement be, and hereby is, adopted by the Company, as the sole shareholder of the Bank.

Employee Benefits and Compensation

BE IT FURTHER RESOLVED, that the treatment of the Silver Stock Options, Silver Restricted Stock Awards and Silver Restricted Stock Unit Awards in connection with the Proposed Mergers, as set forth in the Merger Agreement, is hereby authorized and approved and the Compensation Committee of the Board is hereby directed to, prior to the Effective Time, take any actions or pass any such resolutions that it deems appropriate to provide for such treatment

Special Meeting

BE IT FURTHER RESOLVED, that, the Board hereby establishes a committee of the Board (the "Special Meeting Committee") for the sole purpose of setting the date, time, place and record date for the Special Meeting (which may, at the discretion of the Special Meeting Committee, be combined with the Company's Annual Meeting) and hereby appoints Paul G. Greig to the Special Meeting Committee; and

BE IT FURTHER RESOLVED, that, the Special Meeting Committee is hereby delegated the full power and authority of the Board with respect to setting the date, time, place and record date for the Special Meeting and the Special Meeting Committee is hereby authorized, in its sole discretion, to determine the date, time, place and record date for the Special Meeting; and

BE IT FURTHER RESOLVED, that, upon the occurrence of Special Meeting, the Special Meeting Committee will be dissolved with no further action of the Board; and

BE IT FURTHER RESOLVED, that the Merger Agreement, in the form approved by the Board by these resolutions, and the transactions contemplated by the Merger Agreement that are required to be approved by the shareholders of the Company be submitted to the shareholders of the Company entitled to vote at the Special Meeting for approval in accordance with the provisions of applicable law, the Second Amended and Restated Articles of Incorporation of the Company and the Second Amended and Restated Code of Regulations of the Company, at the Special Meeting or any adjournment or postponement thereof to be held at such date, time and place, and with such record date as the Special Meeting Committee may designate, and the Board hereby recommends approval and adoption by the shareholders of the Company of the Merger Agreement, the Proposed Mergers and such other matters that are submitted for their approval in connection with the Merger Agreement and authorizes, directs and empowers the Company, acting through the Chief Executive Officer or his designees, to solicit proxies on behalf of the Board from the shareholders of the Company entitled to vote at the Special Meeting in favor of such approval and adoption; and

BE IT FURTHER RESOLVED, that the Board hereby recommends that the shareholders of the Company approve to adjourn or postpone the Special Meeting, if necessary, advisable or appropriate, to solicit additional proxies if, at the time of the Special Meetiug, there are an insufficient number of votes in favor of adopting the Merger Agreement.

Regulatory, SEC and other Governmental Filings and Approvals

BE IT FURTHER RESOLVED, that the Chief Executive Officer and his designees, with the assistance of the Company's accountants and counsel, be, and each of them hereby is, authorized, in the name and on behalf of the Company, as appropriate, to prepare, execute, and file with the Securities and Exchange Commission (the "SEC") one or more proxy statements on the appropriate forms and any other SEC filings necessary, advisable or appropriate in connection with the Proposed Mergers and the other transactions contemplated by the Merger Agreement, in each case, including any and all exhibits, amendments and other documents relating thereto, all in such form as such officers and their designees executing the same, on the advice of counsel, may deem necessary, advisable or appropriate; and

BE IT FURTHER RESOLVED, that each officer and director who executes such SEC filings or any amendments thereto (whether on behalf of the Company or as an officer or director thereof or by attesting the seal of the Company or otherwise) be, and he or she hereby is, authorized to execute powers of attorney appointing Messrs. Paul G. Greig and Terrence E. Bichsel, and each of them, severally, his or her true and lawful attorney and agent to execute in his or her name, place and stead (in any such capacity) and on behalf of the Company, such SEC filings and any and all amendments thereto, and all instruments necessary, advisable or appropriate in connection therewith, to attest the seal of the Company thereon, and to file the same with the SEC, each such attorney and agent to have the power and authority to do and perform in the name and on behalf of such officers and directors, or both, as the case may be, and on behalf of the Company every act whatsoever necessary, advisable or appropriate to be done in the premises as fully and to all intents and purposes as any such officer or director might or could do in person; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer and his designees be, and each such of them hereby is, authorized to take, or cause the Company or any of its direct or indirect Subsidiaries to take, any actions they deem necessary, advisable or appropriate in order to effect all filings, including without limitation the filing of a certificate of merger with the Secretary of State of the State of Ohio in such form as the executing officer may approve, and to obtain all permits, authorizations, consents, orders, non-objections and approvals of applicable third parties, regulatory authorities and other governmental authorities, and to make all filings with, and seek all exemptive relief from, such third parties or authorities as may be necessary, advisable or appropriate to effectuate or carry out the purpose and intent of these resolutions and to effectuate the Proposed Mergers, the Bank Merger and the terms and conditions of the Merger Agreement, including making all filings, providing all notices and

obtaining all consents, waivers, licenses, registrations, permits, authorizations, tax rulings, orders and approvals; and

BE IT FURTHER RESOLVED, that, in connection with the various filings, applications, and notices in connection with the foregoing, to the extent any federal or state governmental or administrative body, securities exchange or financial institution requires the adoption of form resolutions and authorizations consistent with the authorizations herein granted, such resolutions are hereby adopted as if fully set forth herein, and the Secretary of the Company may so certify if requested.

Deregistration and Delisting

BE IT FURTHER RESOLVED, that the Chief Executive Officer and his designees be, and each of them hereby is, authorized to take, or cause to be taken, any and all actions he or she deems necessary, advisable or appropriate to cause the Company to cooperate with Huntington to deregister the Common Stock with the SEC, and to cause the Common Stock, the Preferred Stock and any other securities of the Company to be delisted from the NASDAQ Stock Market or the New York Stock Exchange, as applicable, simultaneously with or as promptly as practicable following the consummation of the transactions contemplated by the Merger Agreement.

Additional Actions

BE IT FURTHER RESOLVED, the Chief Executive Officer and his designees be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to negotiate, execute and deliver any supplemental indentures, certificates, agreements, consents, waivers, releases, instruments, filings, notices and other documents as the Chief Executive Officer may deem necessary, advisable or appropriate to cause the assumption by Huntington of all obligations under the indentures governing any outstanding indebtedness of the Company and/or its Subsidiaries as of the Effective Time; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer and his designees be, and each of them hereby is, authorized to take, or cause the Company or any of its direct or indirect Subsidiaries to take, any actions or to make, execute and deliver, or cause to be made, executed and delivered, all agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company or any of its Subsidiaries as each of them may deem necessary, advisable or appropriate to carry out the purpose and intent of any

agreement relating to divestitures of assets, liabilities or branches in connection with the consummation of the Proposed Mergers or the Bank Merger.

General Authorizations

BE IT FURTHER RESOLVED, that the Chief Executive Officer and his designees be, and each of them hereby is, authorized to take, or cause to be taken, any and all action, to pay or cause to be paid any and all charges or expenses and to make, execute and deliver, or cause to be made, executed and delivered, all agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company or any of its Subsidiaries as each of them may deem necessary, advisable or appropriate to carry out the purpose and intent of the foregoing resolutions and to effectuate the Proposed Mergers, the Bank Merger and the terms and conditions of the Merger Agreement, and to perform, or cause to be performed, the obligations of the Company or any of its Subsidiaries under any such agreement, undertaking, document, instrument or certificate, and that the execution by any such officer of any such agreement, undertaking, document, instrument or certificate or the doing by any of them of any act in connection with the foregoing matters shall establish conclusively their authority thereof or from the Company and the approval and ratification by the Company of such agreement, undertaking, document, instrument or certificate and the actions so taken; and

BE IT FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions shall in no manner derogate from the authority of the Chief Executive Officer to take all actions necessary, desirable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that, upon satisfaction of the conditions to closing of the Proposed Mergers stated in the Merger Agreement (except such as may be waived in the discretion of the parties thereto), the Chief Executive Officer and his designees be, and each of them hereby is, authorized, in the name and on behalf of the Company, to cause the Proposed Mergers to become effective and to take all such other action and execute all such documents as any of them may deem necessary, advisable or appropriate in connection therewith, all without further action by the Board; and

BE IT FURTHER RESOLVED, that the necessity, advisability and appropriateness of any action taken, any approval given or any amendment or change to any document or agreement made by the Chief Executive Officer pursuant to the authority granted under these resolutions shall be conclusively evidenced by the taking of any such action, or the execution, delivery or filing of any such document or agreement; and

BE IT FURTHER RESOLVED, that any and all actions heretofore taken and any and all things heretofore done by any of the Chief Executive Officer or his designees in furtherance of and consistent with the matters authorized by the foregoing resolutions be, and they hereby are, ratified, approved and confirmed as authorized and valid acts taken on behalf of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 12th day of February 2016.

Carlton E Langer, Executive Vice President, Chief Legal Officer and Corporate Secretary

Public Exhibit

Resolutions of the Board of Directors of FirstMerit Bank

FirstMerit Bank, National Association

SECRETARY'S CERTIFICATE

I hereby certify that I am the Secretary of FirstMerit Corporation, an Ohio corporation, a national banking association located in Akron, Ohio and that in my official capacity I have in my possession and under my control the records of such entity.

I further certify that the following Resolutions are a true and exact extract from the duly adopted resolutions of the Board of Directors of FirstMerit Bank, N.A., which remain in full force and effect as of the date of this certification:

WHEREAS, FirstMerit Corporation ("FirstMerit"), an Ohio corporation, Huntington Bancshares Incorporated ("Huntington"), a Maryland corporation, and a direct wholly owned subsidiary of Huntington ("Merger Sub") are concurrently entering into an agreement and plan of merger (the "Merger Agreement"), whereby (i) Merger Sub will be merged with and into FirstMerit, with FirstMerit as the surviving corporation (the "First Merger"), and (ii) as soon as reasonably practicable following the First Merger, FirstMerit will merge with and into Huntington, with Huntington as the surviving corporation (the "Second Merger");

WHEREAS, the Merger Agreement provides that the parties thereto intend that, immediately following the Second Merger, or at such later time as Huntington may determine in its sole discretion, FirstMerit Bank, National Association (the "Bank") will merge with and into The Huntington National Bank, a national bank and a wholly owned subsidiary of Huntington, with The Huntington National Bank being the surviving bank (the "Bank Merger"); and

WHEREAS, the Board of Directors of the Bank believes the Bank Merger to be in the best interests of the Bank.

NOW, THEREFORE, BE IT RESOLVED:

THAT the Bank Merger is fair to and in the best interests of the Bank and its shareholder, and that it be and the same hereby is approved (on behalf of the Bank and any national bank successor of the Bank), and the officers, employees and agents of the Bank (or any national bank successor of the Bank) are authorized to take such actions as are necessary to effect the Bank Merger, as deemed to be in the best interests of the Bank;

THAT the Agreement and Plan of Merger between the Bank (or any national bank successor of the Bank) and The Huntington National Bank, substantially in the form attached to these resolutions as Exhibit 1 (the "Bank Merger Agreement"), which provides for the basic terms and conditions of the Bank Merger and which further provides that the Bank Merger shall be contingent upon and shall not be consummated unless and until the Holding Company Merger occurs and the appropriate regulatory approvals are received, is hereby adopted, ratified, and approved;

THAT the appropriate officers of the Bank (or any national bank successor of the Bank) are authorized and directed to cause the execution and delivery of the Bank Merger Agreement, and any changes to or amendments of the Bank Merger Agreement setting forth such further alterations, modifications, and amendments as such officers may deem necessary or advisable, the authority of and approval by such officers of any such alterations, modifications, or amendments to be conclusively evidenced by their executing and delivering the same;

THAT the Board of Directors recommends that the shareholder of the Bank consent to and approve the Bank Merger and adopt and approve the Bank Merger Agreement;

THAT the appropriate officers of the Bank are authorized and directed to prepare and file applications and notices for regulatory approval of the Bank Merger with any regulatory authority the consent or approval of which may be required; and to take all such actions as they may deem necessary and appropriate to comply with the requirements of all regulatory authorities with jurisdiction over the Bank, any national bank successor of the Bank or FirstMerit;

THAT the appropriate officers of the Bank are authorized and directed to engage, on behalf of the Bank, such attorneys, accountants, advisors, and agents as may be necessary or desirable to advise or assist in the consummation of the Bank Merger and the continuation of the Bank's business following the Bank Merger;

THAT the appropriate officers of the Bank are authorized and directed to take any and all actions and to execute any and all documents, agreements and instruments deemed to be necessary or desirable to carry out the purpose and intent of these resolutions and to consummate the Bank Merger and to continue the business of the Bank following the Bank Merger; and

THAT all actions heretofore or hereinafter taken of the officers, attorneys, and agents of the Bank in relation to, or in connection with, the Bank Merger are hereby ratified and confirmed.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 12th day of February 2016.

Carlton E Langer, Executive Vice President, Chief Legal Officer and Corporate Secretary

Public Exhibit 18

Pro Forma Financial Statement, Capital Ratios and Asset Quality of
Huntington and Huntington Bank (redacted version of Confidential Exhibit D)

Pro Forma Financials
Huntington Bancshares Incorporated
FirstMerit Corporation

Pro Forma Condensed Financial Information

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following pro forma condensed combined financial information combines the historical consolidated financial position and results of operations of Huntington and its subsidiaries and FirstMerit and its subsidiaries, as an acquisition by Huntington of FirstMerit using the acquisition method of accounting and giving effect to the related pro forma adjustments described in the accompanying notes. Under the acquisition method of accounting, the assets and liabilities of FirstMerit will be recorded by Huntington at their respective fair values as of the date the merger is completed.

The merger was announced on January 26, 2016, and provides that each outstanding share of FirstMerit common stock held immediately prior to the merger will be automatically converted into the right to receive 1.72 Huntington common shares and $5.00 in cash. In addition, at the effective time of the merger, each share of the FirstMerit preferred stock will be converted into the right to receive a share of the new Huntington preferred stock.

The pro forma condensed combined financial statements give effect to the merger as if the transaction had occurred on December 31, 2015, although the transaction's closing is expected to occur during the 2016 third quarter.

The pro forma condensed combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company had the companies actually been combined at the beginning of each period presented, nor the impact of possible business model changes. The pro forma condensed combined financial information also does not consider any potential effects of changes in market conditions on revenues, expense efficiencies, asset dispositions, and share repurchases, among other factors. In addition, as explained in more detail in the accompanying notes to pro forma condensed financial information, the preliminary allocation of the pro forma purchase price reflected in the pro forma condensed combined financial information is subject to adjustment and may vary significantly from the actual purchase price allocation that will be recorded upon completion of the merger.

The pro forma condensed combined financial statements have been prepared to give effect to the following:

- the acquisition of FirstMerit by Huntington;
- the distribution of shares of Huntington common stock and cash to FirstMerit's shareholders in exchange for shares of FirstMerit common stock (assuming a 1.72 exchange ratio);
- Huntington's issuance of $500 million of debt to finance the acquisition of FirstMerit; and
- the divestiture of certain FirstMerit branches due to assumed concentration limits.

Pro Forma Condensed Balance Sheets

Huntington & FirstMerit Acquisition
Pro forma Balance Sheet - Consolidated
As of December 31, 2015
(in millions and unaudited)

	Huntington Bancshares Incorporated	FirstMerit Corporation	Combined	Debt Issuance	Purchase Adjustments	Divestiture Adjustments	Pro-Forma Combined
Assets							
Cash and due from depository institutions	$ 847	$ 381	$ 1,228				
Interest bearing deposits in depository institutions	52	83	135				
Trading account securities	37	---	37				
Loans held for sale	475	5	480				
Securities available for sale	8,775	4,116	12,891				
Securities held to maturity	6,160	2,674	8,834				
Gross loans	50,341	16,077	66,418				
Less: Allowance for loan losses	(598)	(154)	(752)				
Net loans	49,743	15,923	65,666				
Bank owned life insurance	1,758	---	1,758				
Premises and equipment	621	319	940				
Goodwill	677	742	1,419				
Other intangibles	55	61	116				
Other assets	1,846	1,220	3,066				
Total Assets	$ 71,046	$ 25,524	$ 96,570				
Liabilities and Shareholders' Equity							
Deposits	$ 55,295	$ 20,108	75,403				
Short term borrowings	615	1,618	2,233				
Long term debt	7,068	505	7,573				
Accrued expenses and other liabilities	1,473	353	1,826				
Total Liabilities	64,451	22,584	87,035				
Shareholder's Equity:							
Common stock	8	128	136				
Preferred stock	386	100	486				
Additional paid in capital	7,021	1,272	8,293				
Retained Earnings	(594)	1,519	925				
Accumulated other comprehensive income	(226)	(79)	(305)				
Total Holding Company Equity Capital	6,595	2,940	9,535				
Noncontrolling interests in consolidated subsidiaries	---	---	---				
Total Equity Capital	6,595	2,940	9,535				
Total Liabilities and Shareholder's Equity	$ 71,046	$ 25,524	$ 96,570				
	-	-	-				

Huntington & FirstMerit Acquisition
Pro forma Balance Sheet - Bank
As of December 31, 2015
(in millions and unaudited)

	Huntington National Bank	FirstMerit Bank, N.A.	Combined	Debt Issuance	Purchase Adjustments	Divestiture Adjustments	Pro-Forma Combined
Assets							
Cash and due from depository institutions	$ 620	$ 374	$ 994				
Interest bearing deposits in depository institutions	230	84	314				
Securities held to maturity	6,160	2,674	8,834				
Securities available for sale	8,426	3,967	12,393				
Loans held for sale	475	5	480				
Gross loans	50,323	16,066	66,389				
Less: Allowance for loan losses	(595)	(154)	(749)				
Net loans	49,728	15,912	65,640				
Trading assets	251	49	300				
Premises and equipment	618	319	937				
Goodwill	623	742	1,365				
Other intangibles	236	79	315				
Other assets	3,514	1,314	4,828				
Total Assets	$ 70,881	$ 25,519	$ 96,400				
Liabilities and Shareholders' Equity							
Deposits	$ 56,358	$ 20,220	$ 76,578				
Federal funds purchased and securities sold under agreements to repurchase	601	1,037	1,638				
Other borrowed money	5,788	589	6,377				
Subordinated notes and debentures	676	248	924				
Accrued expenses and other liabilities	1,108	341	1,449				
Total Liabilities	64,531	22,435	86,966				
Shareholder's Equity:							
Common stock	40	70	110				
Surplus	5,841	1,807	7,648				
Retained Earnings	295	1,286	1,581				
Accumulated other comprehensive income	(209)	(79)	(288)				
Total Holding Company Equity Capital	5,967	3,084	9,051				
Noncontrolling interests in consolidated subsidiaries	383	---	383				
Total Equity Capital	6,350	3,084	9,434				
Total Liabilities and Shareholder's Equity	$ 70,881	$ 25,519	$ 96,400				
	-	-	-				

Huntington & FirstMerit Acquisition
Pro forma Balance Sheet - Parent
As of December 31, 2015
(in millions and unaudited)

	Huntington Bancshares Incorporated	FirstMerit Corporation	Combined	Debt Issuance	Purchase Adjustments	Divestiture Adjustments	Pro-Forma Combined
Assets							
Cash and due from depository institutions	$ 917	$ 100	$ 1,017				
Other debt and equity securities	---	2	2				
Investments in and receivables due from subsidiaries and associated companies	6,922	3,088	10,010				
Premises and equipment	2	---	2				
Other assets	179	15	194				
Total Assets	$ 8,020	$ 3,205	$ 11,225				
Liabilities and Shareholders' Equity							
Other borrowed money with a remaining maturity of more than one year	$ 401	$ -	$ 401				
Subordinated notes and debentures	327	248	575				
Accrued expenses and other liabilities	379	17	396				
Due to subsidiary banks	---	---	---				
Due to nonbank subsidiaries	318	---	318				
Total Liabilities	1,425	265	1,690				
Shareholder's Equity:							
Common stock	8	128	136				
Preferred stock	386	100	486				
Surplus	7,039	1,387	8,426				
Less: Treasury shares at cost	---	---	---				
Retained Earnings	(594)	1,519	925				
Accumulated other comprehensive income	(226)	(79)	(305)				
Other	(18)	(115)	(133)				
	6,595	2,940	9,535				
Total Equity Capital	$ 8,020	$ 3,205	$ 11,225				
Total Liabilities and Shareholder's Equity	-	-	-				

NOTES TO PRO FORMA CONDENSED FINANCIAL INFORMATION

Note 1. Basis of Presentation

The pro forma condensed combined financial information and explanatory notes have been prepared to illustrate the effects of the merger involving Huntington and FirstMerit under the acquisition method of accounting with Huntington treated as the acquirer. The pro forma condensed combined financial information is presented for illustrative purposes only and does not necessarily indicate the financial results of the combined companies had the companies actually been combined at the beginning of each period presented, nor does it necessarily indicate the results of operations in future periods or the future financial position of the combined entities. Under the acquisition method of accounting, the assets and liabilities of FirstMerit, as of the effective date of the merger, will be recorded by Huntington at their respective fair values and the excess of the merger consideration over the fair value of FirstMerit's net assets will be allocated to goodwill.

The merger, which is currently expected to be completed in the third quarter of 2016, provides for FirstMerit common shareholders to receive 1.72 shares of Huntington common stock and $5.00 in cash for each share of FirstMerit common stock they hold immediately prior to the merger. Based on the closing trading price of shares of Huntington common stock on the NASDAQ on January 25, 2016, the last trading day before the public announcement of the signing of the merger agreement, the value of the merger consideration per share of FirstMerit common stock was $20.14. Based on the closing trading price of shares of Huntington common stock on the NASDAQ on March 8, 2016, the last practicable trading day before the date of this application, the value of the merger consideration per share of FirstMerit common stock was $21.08. In addition, upon completion of the Second Step Merger, each share of FirstMerit's 5.875% Non-Cumulative Perpetual Preferred Stock, Series A will be converted into the right to receive a share of Huntington's 5.875% Series C Non-Cumulative Perpetual Preferred Stock.

The pro forma allocation of the purchase price reflected in the pro forma condensed combined financial information is subject to adjustment and may vary from the actual purchase price allocation that will be recorded at the time the merger is completed. Adjustments may include, but not be limited to, changes in (i) FirstMerit's balance sheet through the effective time of the merger; (ii) the aggregate value of merger consideration paid if the price of shares of Huntington common stock varies from the assumed $9.35 per share, which represents the closing share price of Huntington common stock on March 8, 2016; (iii) total merger related expenses if consummation and/or implementation costs vary from currently estimated amounts; and (iv) the underlying values of assets and liabilities if market conditions differ from current assumptions.

The accounting policies of both Huntington and FirstMerit are in the process of being reviewed in detail. Upon completion of such review, conforming adjustments or financial statement reclassification may be necessary.

Note 2—Preliminary Purchase Price Allocation

[redacted]

[redacted]

Note 3—Pro Forma Adjustments

[redacted]

Note 4. Merger Integration Costs

Note 5. Divestiture of FirstMerit and/or Huntington Branches

Due to the competitive considerations of the merger in accordance with regulatory guidelines, Huntington expects that it will have to divest FirstMerit and/or Huntington branches in certain banking areas in order to obtain regulatory approvals to complete the transactions contemplated by the merger agreement. If required by regulatory authorities, Huntington will divest branches in certain areas in a manner sufficient to eliminate such regulatory authorities' competitive concerns.

Risk-Based Capital Calculations

Huntington & FirstMerit Acquisition
Pro forma Capital - Consolidated
As of December 31, 2015
(in millions and unaudited)

	Huntington Bancshares Incorporated	FirstMerit Corporation	Combined	Purchase Adjustments	Divestiture Adjustments	Pro Forma Combined
Total shareholders' equity	$ 6,595	$ 2,940	$ 9,535	[redacted]		
Regulatory capital adjustments:						
Shareholders' preferred equity	(386)	(100)	(486)			
Accumulated other comprehensive income offset	226	79	305			
Goodwill and other intangibles, net of taxes	(695)	(732)	(1,427)			
Deferred tax assets that arise from tax loss and credit carryforwards	(19)	(67)	(86)			
LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	-	(1)	(1)			
Common equity tier 1 capital	5,721	2,119	7,840			
Additional tier 1 capital						
Shareholders' preferred equity	386	100	486			
Qualifying capital instruments subject to phase-out	76	-	76			
Other	(29)	(100)	(129)			
Tier 1 capital	6,154	2,119	8,273			
Tier 2 capital instruments plus related surplus	563	496	1,059			
Allowance for loan and lease losses includable in tier 2 capital	670	158	828			
LESS: Tier 2 capital deductions	-	(40)	(40)			
Tier 2 capital	1,233	614	1,847			
Total risk-based capital	$ 7,387	$ 2,733	$ 10,120			
Risk-weighted assets (RWA)	$ 58,420	$ 19,892	$ 78,312			
Average total assets for leverage capital purposes	$ 70,007	$ 24,542	$ 94,549			
Common equity tier 1 risk-based capital ratio	9 79%	10 65%	10 01%			
Other regulatory capital data:						
Tier 1 leverage ratio	8 79%	8 63%	8 75%			
Tier 1 risk-based capital ratio	10 53%	10 65%	10 56%			
Total risk-based capital ratio	12 64%	13 74%	12 92%			

Huntington & FirstMerit Acquisition
Pro forma Capital - Bank
As of December 31, 2015
(in millions and unaudited)

	Huntington National Bank	FirstMerit Bank, N.A.	Combined	Purchase Adjustments	Divestiture Adjustments	Pro Forma Combined
Total shareholders' equity	$ 5,967	$ 3,083	$ 9,050			
Regulatory capital adjustments:						
Goodwill and other intangibles, net of taxes	(642)	(732)	(1,374)			
Deferred tax assets that arise from tax loss and credit carryforwards	(15)	(63)	(78)			
Net unrealized gains (losses) on available-for-sale securities	(8)	20	12			
Accumulated net gains (losses) on cash flow hedges	4	-	4			
Amounts recorded in AOCI attributed to defined benefit postretirement plans	213	59	272			
All other deductions	-	(10)	(10)			
Deductions applied to common equity tier 1 capital due to insufficient amounts	-	(94)	(94)			
Common equity tier 1 capital	5,519	2,263	7,782			
Additional tier 1 capital						
Tier 1 minority interest	239	-	239			
Additional tier 1 capital deductions	(23)	-	(23)			
Tier 1 capital	5,735	2,263	7,998			
Tier 2 capital instruments plus related surplus	448	248	696			
Allowance for loan and lease losses includable in tier 2 capital	667	158	825			
Tier 2 capital	1,115	406	1,521			
Total risk-based capital	$ 6,850	$ 2,669	$ 9,519			
Risk-weighted assets (RWA)	$ 58,351	$ 19,880	$ 78,231			
Average total assets for leverage capital purposes	$ 69,866	$ 24,524	$ 94,390			
Common equity tier 1 risk-based capital ratio	9.46%	11.38%	9.95%			
Other regulatory capital data:						
Tier 1 leverage ratio	8.21%	9.23%	8.47%			
Tier 1 risk-based capital ratio	9.83%	11.38%	10.22%			
Total risk-based capital ratio	11.74%	13.42%	12.17%			

Consolidated Statements of Operations
(Unaudited)

Huntington & FirstMerit Acquisition
Pro forma Income Statement - Consolidated
For the year-ended December 31, 2015
(in millions and unaudited)

	Huntington Bancshares Incorporated	FirstMerit Corporation	Combined
Interest and fee income:			
Loans and leases	$ 1,760	$ 648	$ 2,408
Available-for-sale and other securities			
Taxable	202	130	332
Tax-exempt	42	22	64
Held-to-maturity securitiesâ€"taxable	87	-	87
Other	24	-	24
Total interest income	2,115	800	2,915
Interest expense:			
Deposits	82	36	118
Short-term borrowings	2	6	8
Federal Home Loan Bank advances	1	-	1
Subordinated notes and other long-term debt	79	16	95
Total interest expense	164	58	222
Net interest income	1,951	742	2,693
Provision for credit losses	100	45	145
Net interest income after provision for credit losses	1,851	697	2,548
Service charges on deposit accounts	280	66	346
Cards and payment processing income	143	80	223
Mortgage banking income	112	10	122
Trust services	106	42	148
Insurance income	65	-	65
Brokerage income	60	15	75
Capital markets fees	54	-	54
Bank owned life insurance income	52	16	68
Gain on sale of loans	33	-	33
Securities gains (losses)	1	1	2
Other income	133	38	171
Total noninterest income	1,039	268	1,307
Personnel costs	1,122	349	1,471
Outside data processing and other services	231	47	278
Equipment	125	48	173
Net occupancy	122	56	178
Marketing	52	-	52
Professional services	50	20	70
Deposit and other insurance expense	45	21	66
Amortization of intangibles	28	10	38
Other expense	201	88	289
Total noninterest expense	1,976	639	2,615
Income before income taxes	914	326	1,240
Provision for income taxes	221	97	318
Net income	693	229	922
Dividends on preferred shares	32	8	40
Net income applicable to common shares	$ 661	$ 221	$ 882

Huntington & FirstMerit Acquisition
Pro forma Income Statement - Bank
For the year-ended December 31, 2015
(in millions and unaudited)

	Huntington National Bank	FirstMerit Bank, N.A.	Combined
Interest and fee income:			
Loans and leases	$ 1,760	$ 655	$ 2,415
Available-for-sale and other securities			
Taxable	202	139	341
Tax-exempt	48	-	48
Held-to-maturity securities taxable	87	-	87
Other	23	41	64
Total interest income	2,120	835	2,955
Interest expense:			
Deposits	83	36	119
Short-term borrowings	2	1	3
Federal Home Loan Bank advances	1	-	1
Subordinated notes and other long-term debt	62	39	101
Total interest expense	148	76	224
Net interest income	1,972	759	2,731
Provision for credit losses	101	45	146
Net interest income after provision for credit losses	1,871	714	2,585
Service charges on deposit accounts	280	72	352
Trust services	88	42	130
Cards and processing income	120	-	120
Mortgage banking income	112	9	121
Brokerage income	-	-	-
Insurance income	-	-	-
Bank owned life insurance income	52	-	52
Capital markets fees	45	21	66
Gain on sale of loans	33	2	35
Net gains on sales of securities	-	1	1
Impairment losses recognized in earnings on available-for-sale securities	-	-	-
Other noninterest income	136	120	256
Total noninterest income	866	267	1,133
Personnel costs	1,012	343	1,355
Outside data processing and other services	216	-	216
Net occupancy	116	101	217
Equipment	124	-	124
Professional services	38	-	38
Marketing	52		52
Deposit and other insurance expense	37	-	37
Amortization of intangibles	25	10	35
Other noninterest expense	125	174	299
Total noninterest expense	1,745	628	2,373
Income before income taxes	992	353	1,345
Provision for income taxes	331	107	438
Net income	661	246	907
Dividends on preferred shares	-	-	-
Net income applicable to common shares	$ 661	$ 246	$ 907

Huntington & FirstMerit Acquisition
Pro forma Income Statement - Parent
For the year-ended December 31, 2015
(in millions and unaudited)

	Huntington Bancshares Incorporated	FirstMerit Corporation	Combined
Operating Income:			
Income from Bank Subs - Dividends	822	104	926
Income from Bank Subs - Interest	6	-	6
Income from Nonbank Subs - Dividends	39	-	39
Income from Nonbank Subs - Interest	2	-	2
Securities gains	1	-	1
Other	4	-	4
Total operating income	874	104	978
Operating Expense:			
Salaries	5	8	13
Interest	17	11	28
Other	93	8	101
Total noninterest expense	115	27	142
Income before income taxes	759	77	836
Provision for income taxes	(110)	(9)	(119)
Income (loss) before undistributed income of subsidiaries and associated companies	869	86	955
Equity in undistributed income - bank	(161)	142	(19)
Equity in undistributed income - nonbank	(15)	1	(14)
Net income	$ 693	$ 229	$ 922

Supplemental Schedules
Projected Pro Forma Condensed Balance Sheets and Capital (Unaudited)

We are including, as supplemental information to our pro forma financial statements, the projected condensed balance sheets and regulatory capital amounts for Huntington Bancshares Incorporated and Huntington National Bank for the nine-quarter periods ending March 31, 2018. These projections assume a closing date of August 1, 2016 for the planned FirstMerit Corporation and FirstMerit Bank, N.A. acquisition, and are consistent with our internal base case scenario projections for our capital adequacy planning process and related regulatory submissions.

The projected condensed balance sheets and regulatory capital schedules for Huntington Bancshares Incorporated have been prepared to give effect to the following:

- the acquisition of FirstMerit by Huntington and the related purchase accounting adjustments described in our pro forma financial statements;
- the distribution of shares of Huntington common stock and cash to FirstMerit's shareholders in exchange for shares of FirstMerit common stock (assuming a 1.72 exchange ratio);
- Huntington's issuance of $500 million of debt to finance the acquisition of FirstMerit;
- the divestiture of certain FirstMerit branches due to assumed concentration limits;
- [redacted]

The projected condensed balance sheets and regulatory capital schedules for Huntington National Bank have been prepared to give effect to the following:

- the merger of FirstMerit Bank, N.A. into Huntington National Bank and the related purchase accounting adjustments described in our pro forma financial statements;
- [redacted]

[redacted]

Huntington & FirstMerit Acquisition
Projected Pro Forma Condensed Balance Sheet and Capital - Consolidated
(in millions and unaudited)

	1Q16 Pro Forma Projection	2Q16 Pro Forma Projection	3Q16 Pro Forma Projection	4Q16 Pro Forma Projection	1Q17 Pro Forma Projection	2Q17 Pro Forma Projection	3Q17 Pro Forma Projection	4Q17 Pro Forma Projection	1Q18 Pro Forma Projection
Assets									
Cash and due from depository institutions									
Securities									
Commercial loans									
Consumer loans									
Gross loans									
Less: Allowance for loan losses									
Net loans									
Bank owned life insurance									
Premises and equipment									
Goodwill and other intangible assets									
Other assets									
Total Assets									
Liabilities and Shareholders' Equity									
Deposits									
Short term borrowings									
Long term debt									
Accrued expenses and other liabilities									
Total Liabilities									
Capital and retained earnings									
Accumulated other comprehensive income									
Total Equity Capital									
Total Liabilities and Shareholder's Equity									
Common equity tier 1 capital									
Tier 1 capital									
Total risk-based capital									
Risk-weighted assets (RWA)									
Average total assets for leverage capital purposes									
Common equity tier 1 risk-based capital ratio									
Other regulatory capital data:									
Tier 1 leverage ratio									
Tier 1 risk-based capital ratio									
Total risk-based capital ratio									

Huntington & FirstMerit Acquisition
Projected Pro Forma Condensed Balance Sheet and Capital - Bank
(in millions and unaudited)

	1Q16 Pro Forma Projection	2Q16 Pro Forma Projection	3Q16 Pro Forma Projection	4Q16 Pro Forma Projection	1Q17 Pro Forma Projection	2Q17 Pro Forma Projection	3Q17 Pro Forma Projection	4Q17 Pro Forma Projection	1Q18 Pro Forma Projection
Assets									
Cash and due from depository institutions	[redacted]								
Securities									
Commercial loans									
Consumer loans									
Gross loans									
Less: Allowance for loan losses									
Net loans									
Bank owned life insurance									
Premises and equipment									
Goodwill and other intangible assets									
Other assets									
Total Assets									
Liabilities and Shareholders' Equity									
Deposits									
Short term borrowings									
Long term debt									
Accrued expenses and other liabilities									
Total Liabilities									
Capital and retained earnings									
Accumulated other comprehensive income									
Total Equity Capital									
Total Liabilities and Shareholder's Equity									
Common equity tier 1 capital									
Tier 1 capital									
Total risk-based capital									
Risk-weighted assets (RWA)									
Average total assets for leverage capital purposes									
Common equity tier 1 risk-based capital ratio									
Other regulatory capital data:									
Tier 1 leverage ratio									
Tier 1 risk-based capital ratio									
Total risk-based capital ratio									

Current and Pro Forma Combined Asset Quality

Pro-forma combination as of December 2015
Outstanding Balances in millions
Holding Company

	FirstMerit	HBAN	Combined
	Dec-15	**Dec-15**	**Dec-15**
C&I	[redacted]		
CRE			
Construction			
Total Commercial			
Residential			
Home Equity			
Indirect Auto			
Credit Card			
Indirect RV/Boat			
Other Consumer			
Total Consumer			
Total Loans			
Allowance			
Allowance % of Total Loans			
Loss Share Receivable			
Allowance to Originated Loans			
Originated Net Charge-offs			
C&I			
CRE			
Construction			
Total Commercial			
Residential			
Home Equity			
Auto			
Credit Card			
Other			
Total Consumer			
Other Assets Especially Mentioned			
Special Mention			
Consumer 60+ DPD			
Classified Assets			
Substandard			
Doubtful			
Consumer 90+ DPD			
Other Classified Assets + OREO			

Total Classified Assets

Total Criticized

Non Performing Assets
Non-Accruing Loans
OREO
TDR
- Current
- 30-89 DPD
- 90+ DPD
- Nonperforming

Total TDR
Total Non Performing Assets

Accruing Loans 90+ DPD

Tier I Capital
Tier 1 Capital + ALLL

Gross Loans & OREO

Criticized / Tier 1 Capital+ ALLL

Classified / Tier 1 Capital + ALLL

Nonperforming/Gross loans & OREO

[redacted]

Pro-forma combination as of December 2015
Outstanding Balances in millions
Bank Level

	FirstMerit	HBAN	Combined
	Dec-15	**Dec-15**	**Dec-15**
Total Loans	[redacted]		
Allowance			
Allowance % of Total Loans			
Other Assets Especially Mentioned			
Special Mention			
Consumer 60+ DPD			
Classified Assets			
Substandard			
Doubtful			
Consumer 90+ DPD			
Other Classified Assets + OREO			
Total Classified Assets			
Total Criticized			
Non Performing Assets			
Non-Accruing Loans			
OREO			
TDR			
Current			
30-89 DPD			
90+ DPD			
Nonperforming			
Total TDR			
Total Non Performing Assets			
Accruing Loans 90+ DPD			
Tier I Capital			
Tier 1 Capital + ALLL			
Gross Loans & OREO			
Criticized / Tier 1 Capital+ ALLL			
Classified / Tier 1 Capital + ALLL			
Nonperforming/Gross loans & OREO			

Non-Accruing Loans % of Total Loans

Non Performing Assets
Non Performing Assets % of Total Loans+ OREO

Total Non Performing Assets
TNPA / Gross Loans+ OREO
Tier 1 Capital + ACL

[redacted]

Notes:
FirstMerit Non-Accruing Loans exclude balances under a Covered Transaction agreement
Other Classified Assets include below investment grade securities

Public Exhibit

Form of Divestiture Commitment

Form of

Divestiture Commitments

These commitments are submitted to the [Agency] in connection with the application by Huntington Bancshares Incorporated ("Huntington"), Columbus, Ohio, to acquire and merge with FirstMerit Corporation ("FirstMerit"), with Huntington as the surviving company, and thereby indirectly acquire its subsidiary depository institution, FirstMerit Bank, National Association ("FirstMerit Bank"), both of Akron, Ohio (the "Proposed Transaction"). In connection with the Proposed Transaction, FirstMerit will merge with and into Huntington, with Huntington as the surviving company. In addition, FirstMerit Bank will merge with and into Huntington's subsidiary bank, The Huntington National Bank ("Huntington Bank"), Columbus, Ohio, with Huntington Bank as the surviving bank.

Huntington commits that, prior to consummation of the acquisition of FirstMerit, Huntington Bank will execute a sale agreement [or sale agreements] with a purchaser [or purchasers] that the [Agency] has determined to be competitively suitable. The sale agreement(s) will provide for the sale of __ branches located in the Ashtabula County, Ohio banking market and __ branches located in the Canton, Ohio banking market, as defined by the Federal Reserve Bank of Cleveland, to a suitable purchaser for each market. Those branches that Huntington Bank will divest are listed in Appendix A (the "Branches"), and Huntington will consult with the [Agency] if the aggregate amount of the deposits at the Branches has decreased, at the time of divestiture, by more than 10% from the agreed upon amount of deposits to be divested.

Huntington also commits that Huntington Bank will divest to the purchaser(s) of the Branches (i) all the customer relationships, including all deposits and loans booked at or allocated to the Branches by FirstMerit Bank (or Huntington Bank as its successor) in accordance with its householding methodology as disclosed to the U.S. Department of Justice (the "DOJ") and (ii) the buildings (whether leased or owned) and certain other assets associated with the Branches, except for the exclusions listed in Appendix B. Any other exclusion of a deposit, loan or building will require the prior approval of the [Agency]. In addition, Huntington agrees that neither it nor Huntington Bank will take any action that would cause a run-off of customer relationships at the Branches or transfer any customer account at any of the Branches to any branch of Huntington Bank without approval of the [Agency]. Huntington further agrees that between the consummation of its acquisition of FirstMerit and the divestiture of the Branches, Huntington Bank will operate the Branches in a manner similar to the manner in which FirstMerit Bank operated them immediately prior to consummation of the Proposed Transaction.

In addition, Huntington commits to complete the divestiture within 180 days of the consummation of the acquisition of FirstMerit. Huntington further commits that, with respect to the Branches, it will enter into a trust agreement (approved by the [Agency]) with an independent trustee ("Trustee") acceptable to the [Agency] within 120 days after consummation of the acquisition of FirstMerit if the sale of the Branches has not occurred by such date. Huntington

also commits that the trust agreement will provide, among other things, that upon (i) the termination of any sale agreement for the Branches or (ii) the failure of Huntington, for any reason, to complete the sale of the Branches within 180 days following the consummation of the proposed transaction, Huntington will transfer the Branches to the Trustee, and the Trustee will sell the Branches as soon as practicable to one or more alternative purchasers (acceptable to the [Agency]) without regard to price.

_____ _____

[Huntington Officer and Title] Date

APPENDIX A

Branches to be Divested in the Ashtabula County, Ohio Banking Market

Branches to be Divested in the Canton, Ohio Banking Market

APPENDIX B

Deposits Allocated by the Seller to the Branches* that Will Be Excluded from the Divestiture:

(1) Any IRA or Keogh account deposit that the Purchaser is unable to retain on the closing date;

(2) Any liability that is not transferable pursuant to contract or applicable law or regulation;

(3) Any accounts of employees of FirstMerit Bank or its subsidiaries who are employed at any location other than a Branch;

(4) Any accounts of FirstMerit or its subsidiaries; and

(5) Any accounts of government entities with public funds.

Loans Allocated by the Seller to the Branches* that Will Be Excluded from the Divestiture:

(1) Any interests of any participants in a loan that has been the subject of a securitization.

* The reference to deposits or loans allocated by the Seller means the deposits and loans that were allocated to the Branches by the Seller pursuant to the method of householding accounts to Branches that was approved by DOJ after any exclusions from the Divestiture by the DOJ or [Agency].

Public Exhibit 2

Additional Information on Financial Stability Risk

Additional Questions Regarding Financial Stability Risk

1. **Did the combined volume of Applicant's and Target's international transactions over the past twelve months exceed $10 billion?**

   Neither Huntington Bancshares Incorporated ("Huntington") nor FirstMerit Corporation ("FirstMerit") engages in a significant amount of international transactions.

   Please see the attached chart—"International Transaction Volume"—showing the respective amounts of Huntington's and FirstMerit's international transactions for the 12-month period preceding December 31, 2015.

2. **As of the prior quarter, did Applicant's and Target's combined notional OTC derivatives exceed $5 billion?**

   As of December 31, 2015, Huntington's notional OTC derivatives totaled $20.9 billion, and FirstMerit's notional OTC derivatives totaled $4.189 billion.

3. **What was Applicant's and Target's annual transaction volume in each of the following activities over the past twelve months?** The response is based on annual transaction volume as of December 31, 2015.

Activity	**Transaction Volume**	
	Above $1 Billion? (Y/N)	**$ Amount, *only* if above $1 billion**
Prime brokerage services (average of total client balances)	N	
Securities lending	Y	$1.5 B (Huntington only)
Commercial paper underwriting*	N	
Asset-backed commercial paper underwriting*	N	
Corporate bond underwriting*	N	
High-yield bond underwriting*	N	
Seasoned offering underwriting*	N	
Initial Public Offering underwriting*	N	

Activity	Transaction Volume	
	Above $1 Billion? (Y/N)	**$ Amount, *only* if above $1 billion**
Municipal bond underwriting*	N	
Agency debt underwriting*	**N**	
Agency MBS underwriting*	N	
Private label ABS underwriting*	N	
Tri-party repo dealing (average daily balance)	N	
Clearing and settlement	N	
Foreign exchange swaps (average notional amount of dollar-facing swaps outstanding)	Y	$1.82 B (Huntington) $15.23 MM (FirstMerit)
Trade letters of credit (average amount of guarantees)	N	
Derivatives trading (total notional amount traded for third parties)	Y	$1.28 B with Street Counterparties & $172 MM (Huntington only)
Commodities trading (total volume traded for third parties)	N	
Mortgage servicing (average total balance of outstanding principal serviced for third parties)	Y	$15.85 B (Huntington) $3.56 B (FirstMerit)
Securities custody (average of total value under custody)	Y	$45.0 B (Huntington) $1.35 B (FirstMerit)
Corporate trust (average of total value in trust)	Y	$15.98 B (Huntington) $18.18 MM (FirstMerit)
Reinsurance (notional value of all policies)	N	

Activity	Transaction Volume	
	Above $1 Billion? (Y/N)	**$ Amount, *only* if above $1 billion**
Asset management (only if amount exceeds $5 billion)	Y	$5.69 B (Huntington) $5.82 B (FirstMerit)

* Total value of securities sold

ATTACHMENT

International Transaction Volume ($ amounts in millions)

Foreign Claims (Ultimate Risk Basis)	Huntington	First Merit
[FFIEC-009), Sched. C, Part II Col. 1-10 for Total Foreign Countries]		
- Cross-Border claims (Columns 1-5)		
- Bank Credit	$462	$35
- Public Entities Credit	$7	$0
- Non Bank Financial Institutions	$460	$0
- Corporate Credit	$780	
- Household Credit	$6	$0
- Claims on Local Residents (Non-Local Currency) Total		
- Bank Credit	$0	$0
- Public Entities Credit	$0	$0
- Non Bank Financial Institutions	$0	$0
- Corporate Credit	$0	$0
- Household Credit	$0	$0
Foreign-office Liabilities		
[FFIEC-009, Sched. L, Col. 1]		
- Total	$0	$0
Off-balance Sheet Items		
[FFIEC-009, Sched. O, Col. 1-7]		
- Cross Border & Foreign Office		
- Unused Commitments	$708	$0
- Guarantees (Excl. Credit Deriv. Sold)	$37	$0
- Trade Finance Portion Total	$462	$0
FX Total Derivative Contracts		
[FR Y-9C, Sched. HC-L, Lines 12-14, Col. B]		
- Total Gross Notional Amt. Held for Trading	$1,703	$0
- Total Gross Notional Amt. Held for Other than Trading	$0	$0
- Gross Fair Value		
- Contracts Held for Trading		
- Gross Pos. FV	$38	$0
- Gross Neg. FV	$35	$0
- Contracts Held for Other than Trading		
- Gross Pos. FV	$0	$0
- Gross Neg. FV	$0	$0
Total Letters of Credit		
[FR Y-9C, Sched. HC-L, Lines 2-4]		
- Total of All LOC (financial/performance standby, commercial or similar LOC – less amounts conveyed to others)	$568	$236

MEMORANDUM ON COMPETITIVE CONSIDERATIONS

AND

STATISTICAL ANNEX VOLUME WITH EXHIBITS

In connection with

APPLICATIONS

to the

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
by
Huntington Bancshares Incorporated
for prior approval to acquire
FirstMerit Corporation
pursuant to Section 3(a)(3) and (5)
of the Bank Holding Company Act
and Section 225.15 of Regulation Y

AND

OFFICE OF THE COMPTROLLER OF THE CURRENCY
by
Huntington National Bank
for prior approval
to merge with
FirstMerit Bank, National Association
pursuant to 12 U.S.C. §§ 36(b)(2), 215a and 1828(c)

March 10, 2016

MEMORANDUM ON
COMPETITIVE CONSIDERATIONS

Section 3 of the Bank Holding Company Act ("BHC Act") would prohibit the Federal Reserve, and the Bank Merger Act would prohibit the OCC, from approving the proposed transaction if it would result in a monopoly or substantially lessen competition in any banking market, unless the agency finds that the anticompetitive effects of a proposed merger or acquisition are clearly outweighed in the public interest by the probable effect of the proposal in meeting the convenience and needs of the communities to be served.[1] In evaluating the competitive effects of a proposed merger or acquisition, the Federal Reserve (and the OCC) and the Department of Justice ("DOJ") consider the competitive effects of the proposal in light of all the facts of record. In particular, the Federal Reserve and OCC consider the number of competitors that would remain in the banking markets, the relative shares of total deposits in insured depository institutions in the banking markets that the acquirer would control, the concentration levels of market deposits and the increase in these levels as measured by the Herfindahl-Hirschman Index (the "HHI") under the DOJ Bank Merger Competitive Review guidelines ("DOJ Bank Merger Guidelines") and other characteristics of the market.

Huntington and FirstMerit Corporation have overlapping branch operations in 27 banking markets in Ohio and Michigan. In 22 banking markets, the proposed transaction between Huntington and FirstMerit would be consistent with the DOJ Bank Merger Guidelines and Federal Reserve precedent. In only five banking markets – Canton, Ashtabula County, Akron and Ashland, all in Ohio, and Cadillac, Michigan – would the

[1] 12 U.S.C. § 1842(c)(1); 12 U.S.C. § 1828(c)(5).

proposed merger exceed the DOJ Bank Merger Guidelines and, thus, require more careful examination of the mitigating factors. Huntington and FirstMerit are proposing significant divestitures in the Canton and Ashtabula banking markets in Ohio, which along with other mitigating factors in those markets insures that the proposed transaction would present no competitive concerns under the BHC Act, the Bank Merger Act or Section 7 of the Clayton Act. Huntington and FirstMerit propose to divest such deposits to one or two insured depository institutions that the Federal Reserve, OCC and DOJ consider to be competitively suitable purchasers. With regard to the other three markets (Akron, Ashland, and Cadillac), the parties contend, and show below, that no divestitures are warranted in view of the significant mitigating factors and relevant facts in each of those markets.[2] The analysis in each of the five markets is consistent with agency precedent and confirms that the proposed transaction would not result in a monopoly or substantially lessen competition in any such market.

Taking into account the adjustments described below and assuming divestiture to an out-of-market buyer (or buyers), the pre- and post-merger HHIs as measured under the Federal Reserve's and the DOJ's long-standing methodologies illustrate that the proposed transaction poses no harm to competition:

[2] See the Statistical Annex Volume, which includes market share tables for all 27 markets. The definitions of all 27 markets are in Exhibit I. Tabular data for the five markets identified above (Akron, Canton, Ashtabula, Ashland and Cadillac) are set forth in Exhibit II, followed by the remaining 22 markets in Exhibit III.

Banking Market	Thrifts Weighted 50%		Exclusions	After Exclusions Thrifts 100% if C&I/TA > 2% Selected CUs 50%		Proposed Divestiture	Post-Divestiture Thrifts 100% if C&I/TA > 2% Selected CUs 50%		
	Change	Post-HHI	($000)	Change	Post-HHI	($000)	Change	Post-HHI	Share
Akron, OH	450	2141	982,000	382	1739	NA	382	1739	33.98%
Canton, OH	1258	2918	191,000	1053	2479	600,000	349	1774	36.16%
Ashtabula, OH	609	2486		490	2033	50,000	240	1783	26.61%
Ashland, OH	458	1880		370	1570	NA	370	1570	27.41%
Cadillac, MI	102	2706		88	2353	NA	88	2353	34.76%

The Federal Reserve assesses the likely competitive impact of a transaction on the cluster of banking services within local geographic markets that have already been defined by the local Federal Reserve Banks (in this case the Federal Reserve Banks of Chicago and Cleveland) to reflect "commercial and banking realties and must consist of the local area where the banks involved offer their services and where local customers can practically turn for alternatives."[3] As a "screening test" for competitive considerations, and based on their experience in evaluating banking mergers, the Federal Reserve, the OCC and the DOJ traditionally conclude that a merger presents no competitive concerns and warrants no further investigation if either (a) the post-merger HHI (computed by summing the squares of deposit-based market shares of all FDIC-reporting firms in Federal Reserve defined markets) is no greater than 1800 or (b) the increase in the HHI as a result of the merger is less than 200 points.[4] If a proposal does not exceed this 1800/200 screen, it is considered to be below the "safe harbor" level(s). Because the OCC generally analyzes the competitive

[3] North Fork Bancorporation, Inc., 81 Fed. Res. Bull. 734, 736 (1993).

[4] See, e.g., BB&T Corporation, FRB Order 2015-35 n.16 (December 23, 2015). The DOJ also generally follows this 1800/200 screen as set forth in the Bank Merger Competitive Guidelines.

effects in the same manner as the Federal Reserve, the references below to the Federal Reserve's analysis are also applicable to the OCC's analysis.

The Federal Reserve generally weights thrift deposits at 50% in calculating the pre-merger HHI, but includes specific thrifts at higher levels of deposits where those institutions are shown to be particularly active with respect to commercial lending.[5] In particular, the Federal Reserve will look to see if the thrift has a commercial lending staff and will also look at the thrift's ratio of commercial and industrial loans-to-total-assets.[6] As discussed below, several thrifts operating in the markets at issue warrant 100% inclusion based on their commercial activities and C&I loan-to-assets ratios. The DOJ will include at 100% of deposits all thrifts that hold at least 2% of their assets as C&I loans.

In addition, the Federal Reserve, as demonstrated in its Orders and reaffirmed in the FAQs published in October 2014, will consider the competitive significance of credit unions when the parties are able to demonstrate that the credit union (1) has a broad membership, open to "all, or almost all," of the market population; and (2) has branches that are easily accessible to the public — street-level branches.[7] In 2011, the Federal Reserve

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[5] See, e.g., Banner Corporation, FRB Order 2015-23, n.23 & 24 (September 3, 2015); First Farmers Bank & Trust, FRB Order 2015-06, n.18 (February 17, 2015); Chemical Financial Corporation, FRB Order 2014-16 n.17, 18 (September 30, 2014); Old National Bancorp, FRB Order 2014-13, n.20 (July 14, 2014); First Interstate BancSystem, Inc., FRB Order 2014-11, n.11 (June 30, 2014); Midwest Financial Group, 75 Fed. Res. Bull. 386 (1989); National City Corporation, 70 Fed. Res. Bull. 743 (1984); see also the FAQs issued by the Federal Reserve and DOJ October 9, 2014, Nos. 5 & 17 ("FAQs"), available at http://www.federalreserve.gov/bankinforeg/competitive-effects-mergers-acquisitions-faqs.htm.

[6] FAQs, supra note 5, No. 17.

[7] FAQs, supra note 5, No. 18; see also BB&T Corporation, FRB Order 2015-18 (July 7, 2015) (giving six community credit unions 50% deposit weighting); Merchants & Farmers Bancshares, Inc., FRB Order 2015-17 (June 15, 2015) (giving two active credit

(footnote continued)

found competition from one credit union to "closely approximate . . . a commercial bank" and gave that credit union's deposits a 100% weighting in market share calculations.[8] According to the recently issued FAQs, where a credit union provides products and services that are increasingly competitive with bank products and services, particularly as regards commercial lending, with "a staff available for small business services," then the credit unions deposits may be "eligible for 100% weighting."[9] In the past, rather than specifically weighting the deposits of credit unions in the analysis, the Federal Reserve considered the presence of credit unions in a particular market as exerting a competitive influence that "mitigates" in part the potential anticompetitive effects of the mergers under review.[10] The deposits of a number of credit unions in each of the five banking markets meet the Federal Reserve's criteria for an actual weighting of their deposits at 50%.

After giving an appropriate weighting to reflect the competitive presence of the relevant financial institution, the 1800/200 screen is applied. Importantly, if the 1800/200

(footnote continued)

unions 50% deposit weighting where each of "these credit unions offers a wide range of consumer banking products, operates street-level branches, and has membership criteria that include a majority of the residents in the Vernon/Beauregard banking market."); Chemical Financial Corporation, FRB Order 2015-13 (April 20, 2015) (giving six community credit unions a deposit weighting of 50% where each "institution offers a wide range of consumer banking products, operates street-level branches, and has broad membership criteria that include almost all of the residents in the relevant banking market."). In some of the Federal Reserve's orders it continues to be unclear whether the Federal Reserve is weighting the deposits of credit unions and including that weighting in its HHI calculations or treating the presence of credit unions as a mitigating factor.

8 United Bankshares, Inc., 97 Fed. Res. Bull. No. 4, 19 (June 20, 2011).

9 FAQs, supra note 5, No. 19.

10 See, e.g., First Citizens Banc Corp, 94 Fed. Res. Bull. C1 (November 30, 2007); Allied Irish Banks, plc, 94 Fed. Res. Bull. C11 (November 7, 2007).

screen is exceeded, that alone does not mean that the merger threatens to lessen competition substantially in a particular relevant market. Rather, in those markets in which the screen is exceeded, further analysis of the quantitative and qualitative characteristics of the market is required to help determine whether competition in that market may reasonably be likely to be substantially lessened as a result of the transaction. Indeed, in recent years the Federal Reserve has approved numerous transactions in which deposit market concentration significantly exceeded safe harbor levels.[11]

Two other trends are worth consideration because they are not factored into the traditional analysis undertaken by the Federal Reserve and the DOJ. First, one of the most dynamic new trends in banking is online lending. While forms of lending have always been available to small businesses outside the traditional banking arena, the volume of loans in these non-traditional arena over the years has remained small compared to the bank small business loan outstandings. Since the financial crisis and continuing after its resolution, a host of online funding sources have arrived – and many are here to stay. These are not like check cashing services or credit card programs. They are innovative online companies focusing their efforts on the means and technology to provide funding in a timely and competitive manner to small businesses and consumers. According to a report prepared by Morgan Stanley, these online lenders "enjoy the advantages of the financial system, without

[11] See, e.g., Farmers Bank of Northern Missouri, FRB Order 2015-32 (November 13, 2015) (Harrison County, MI 232/2814); Banner Corporation, FRB Order 2015-23 (September 3, 2015) (Walla Walla, WA 327/2367); Merchants & Farmers Bankshares, Inc., FRB Order 2015-17 (June 15, 2015) (Vernon/Beauregard Area, LA 389/1971); First Farmers Bank & Trust, FRB Order 2015-06 (February 17, 2015) (Edgar County, IL 266/2635); Chemical Financial Corporation, FRB Order 2014-16 (September 30, 2014) (Gaylord, MI 403/1914, Cadillac, MI 329/2338, Roscommon, MI 261/1909).

its costs. They have no capital requirements, can leverage existing payments infrastructure virtually for free, and have lower operating expenses, all of which allows them to offer borrowers lower rates – for a fee."[12] "`Banks are keen to learn how [online] lenders are architecting their systems to utilize big data more efficiently."[13] The portfolio of loan outstandings of online lenders has grown about 175% a year. However, it still only represents less than $10 billion in outstanding loan capital.[14] According to the same Morgan Stanley report, the online lending market is expected to provide 8% of the total unsecured consumer lending by 2020.[15]

Online lending, while small (but growing) today, is not immaterial to future developments in consumer and small business lending. "[B]anks will be forced to provide similar level of service and price, if they hope to compete and stay relevant to their customers."[16] Despite their small volumes, these online lending platforms could lead to a fundamental change in the way in which small businesses and consumers access funds, ultimately leading to more competition and better pricing transparency. These emerging online players are driving innovations in the lending arena in ways reminiscent of the way online platforms drove innovation in other areas, such as Amazon and PayPal. These

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[12] Can P2P Lending Reinvent Banking, Morgan Stanley Research, June 17, 2015, available at http://www.morganstanley.com/ideas/p2p-marketplace-lending.

[13] Id.

[14] See Karen Mills, Alternative Online Lenders Fill Funding Needs for Small Businesses, Forbes (September 23, 2014).

[15] Joseph Rubin and David Felt, Online Lenders Are Answer to Unbanked Problem, American Banker, February 26, 2016, available at http://www.americanbanker.com/bankthink/online-lenders-are-answer-to-unbanked-problem-1079582-1.html.

[16] Morgan Stanley Research, supra note 12.

alternative sources of funding are neither taken into account in the traditional small business loan data sources nor considered under the traditional approach of using deposits as a proxy for competition in retail or small business lending.

Second, banking online through pure-play internet banks has grown and will continue to grow. For example, combined deposits of the top 10 internet banks increased from $134 billion in 2009 to $309.9 billion in 2015, a 56% increase over the six year period.[17] Separate and apart from the existence of pure-play internet banks is that fact that the financial industry is moving transactions online because customers want to transact their banking activities online. Checks can be deposited from home. Payments and billing can be done at home or on mobile devices. The number of people globally using their mobile devices for banking transaction was expected to reach one billion by the end of 2015.[18] And smaller banks, thrifts and credit unions are joining forces to share networks of branches and ATMs – free of charge. All of these activities are taking place outside local arenas and across wider markets than the presently defined banking markets.

None of these developments is taken into consideration in the quantitative analysis of bank mergers because they are not reflected in any local deposit-based analysis. Accordingly, an analysis based on deposits in local markets overstates the market shares of market participants and excludes relevant competitors.

In the context of the present merger, two additional quantitative and qualitative mitigating considerations (among others) warrant special consideration. First, in

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[17] See Steve Williams, The Tale of the Digital Banks, Gonzo Banker, July 7, 2015, available at http://www.gonzobanker.com/2015/07/the-tale-of-the-digital-banks/.

[18] See Kim S. Nash, Mobile Banking to Hit 1 Billion Users in 2015, Wall. St. J., Nov. 24, 2015.

the Akron market, FirstMerit's deposit market share is highly inflated by large amounts of wholesale, collateralized and out-of-market deposits that have been booked to FirstMerit's Akron head office for administrative reasons. As shown below, these head office deposits dramatically overstate FirstMerit's competitive position in the Akron market.

Second, in the Canton market, Huntington has a large office that is nine times larger than Huntington's next largest branch in the market. As discussed in detail below, Huntington has ascertained that this branch houses a sizeable amount of public deposits that are subject to 105% collateralization requirements and thus cannot be used locally for lending or any other purpose. The deposits are located at this branch for administrative, not competitive, reasons.

In addition to the consideration of these factors, there are numerous qualitative and quantitative mitigating factors demonstrating that the proposed transaction will have less of a competitive impact than the baseline HHI calculations suggest. All of these factors are discussed in detail below.

Markets Exceeding the Federal Reserve's Safe Harbor Criteria

1. Akron, OH Banking Market

A. Headquarters Adjustments

Special consideration as a mitigating factor should be given to the presence of FirstMerit's headquarters office in the Akron market, and the direct impact that the headquarters' office has in artificially inflating FirstMerit's deposit market share. FirstMerit has $3.9 billion in deposits in the Akron banking market, of which $1.7 billion – or 44% -- is at its head office as of June 30, 2015. While two thrifts (CFBank and Hometown Bank) and Portage Community Bank are also headquartered in this market, none has a single office

exceeding $178 million in deposits and thus should not necessitate adjustments for out-of-market deposits.[19] Deposits at this FirstMerit branch grew by 23% last year and 71% since 2012. This growth is attributable in principal part to growth in FirstMerit's wholesale CD and MMA portfolio, trust department deposits, and government deposits. FirstMerit has determined that $982 million of the head office deposits have no relation to the Akron market and should be excluded from its market share, consistent with the Federal Reserve's Orders in the PNC/National City, Bank of America/Countrywide, J.P. Morgan Chase/Bank One, Wells Fargo/First Security, and First Security/Zions mergers, as well as the FAQs.[20]

- Wholesale CDs and Related Accounts ($527 million as of June 30, 2015). FirstMerit has 18 large CDs, with single CDs up to $50 million in some cases, set up by FirstMerit's Treasury Department from an approved list of third-party broker/dealers across the country, and one brokered money market account established by the Treasury Department. The wholesale CDs are bid out on a national basis by third-party broker-dealers. The broker-dealers are located in New York, New Jersey, Michigan and North Carolina. FirstMerit's Treasury Department uses the CDs (and brokered MMA master account) to assist in managing FirstMerit's overall liquidity profile. The CD maturities can

[19] Note also that all of Hometown's and Portage's operations are conducted within the market, so they are less likely to be holding out-of-market deposits. The parties also do not believe that either of them hold significant amounts of wholesale, public or trust deposits. Nonetheless, as shown below, the parties have applied an adjustment to exclude a comparable amount of deposits from their in-market holdings in their HHI calculations.

[20] See, e.g., The PNC Financial Services Group, Inc. 95 Fed. Res. Bull. B1 (2008); Bank of America Corporation, 94 Fed. Res. Bull. C81 (2008); J.P. Morgan Chase & Co., 90 Fed. Res. Bull. 352 (2004); Wells Fargo & Company, 86 Fed. Res. Bull. 832 (2000); and First Security Corporation, 86 Fed. Res. Bull. 122 (1999); see also FAQs, supra note 5, Nos. 23 & 24.

be as short as six months and up to three to four years. Information on accountholders (whether CD accountholders or individual accountholders in the master MMA account) is not available to FirstMerit's Treasury Department but, instead, is maintained by the third-party broker-dealers. FirstMerit's Treasury Department is located in Akron because that is where FirstMerit is headquartered, but the office is not in the branch building.

- Public Funds ($245 million as June 30, 2015). FirstMerit has numerous state and local government customers with either CDs, DDAs, or other interest bearing accounts. These deposits — whether in CDs, DDAs, or interest bearing accounts — are legally subject to collateralization requirements[21] ranging from 100% and above and are thus not available for lending.[22] Pursuant to the 2014 FAQs issued by the agencies, such collateralized government deposits should be excluded from the computation of FirstMerit's market share.[23]

- Trust Accounts ($185 million as of June 30, 2015). FirstMerit maintains investment accounts for customers from its entire footprint. The cash balances in the accounts sweep into FirstMerit's deposit accounts at the head office branch by night and

[21] The only public deposits that are not subject to collateralization requirements are Michigan government public deposits, which have not been included in $245 million for which the parties are seeking an adjustment.

[22] See FAQs, supra note 5, No. 24.

[23] The parties further note that FirstMerit has an additional $184 million of government deposits with collateralization obligations booked to FirstMerit's other branches in Akron. Regardless of where this category of deposits is booked however, such deposits cannot be used by FirstMerit for lending purposes and based on the same Federal Reserve and DOJ precedent from prior merger reviews could also be excluded. The parties, however, are not seeking an adjustment for these additional collateralized deposits because it is not necessary to do so given that the total of all deposits to be excluded from the head office ($982 million) (even without these additional collateralized deposits) demonstrates that no divestiture is necessary.

sweep back into the customers' investment accounts by day. FirstMerit is required by law to provide appropriate collateral as security for funds that exceed FDIC insurance coverage. The market value of collateral set aside must at all times equal or exceed the amount of the uninsured fiduciary funds. Thus, as with the government collateralized deposits, these funds are not available for lending and should be excluded pursuant to prior agency precedent and the 2014 FAQs issued by the agencies.

The deposits identified above do not reflect FirstMerit's competitive position in the Akron market but, instead, have been booked in FirstMerit's Akron head office purely for reasons of administrative convenience. Accordingly, the parties contend that all such deposits should be excluded from the assessment of competitive conditions.

- Mortgage Escrow Deposits ($26 million as of June 30, 2015). The parties also believe one additional category of deposits, mortgage escrow deposits, should be excluded to the extent such deposits are derived from customers outside the Akron market. Various FirstMerit subsidiaries are engaged in financing residential and commercial real estate which includes low-income housing. These activities require the creation of mortgage escrow accounts or escrow-like servicing accounts where deposits are held on a temporary basis for mortgage borrowers pending distribution in accordance with the terms of the escrow agreement. The short term nature of these deposits — they are essentially funds in transit — make them ill-suited as a base for lending. FirstMerit has analyzed all of its head office mortgage escrow deposits based on the location of the customer and $26 million of such deposits are derived from out-of-market customers and should be excluded from the computation of market concentration levels.

In view of the foregoing, the parties believe that the amount of FirstMerit's head office deposits that should be counted in calculating its local deposit market share is $759 million, which remains after subtracting the wholesale deposits, trust deposits, public deposits and out-of-market mortgage escrow deposits. What remains (in total, $2.93 billion in deposits instead of $3.91 billion) is a more accurate portrayal of FirstMerit's competitive significance in Akron and brings its deposit share closer to other measures of its competitive significance (e.g., share of branches, small business loans, and mortgage loans), as discussed below.

Deposit Type	**Wholesale and Collateralized Deposits ($millions)**	**Out-of-Market Deposits ($millions)**	**Total ($millions)**
Wholesale/Brokered CD/ MMA Accounts	527	NA	527
Trust Accounts	185	NA	185
Public Funds	245	NA	245
Mortgage Escrow	NA	26	26
Total	957	26	982

Courts and the Federal Reserve have long acknowledged that a deposit-based analysis cannot provide an accurate picture of the state of competition in a local banking market if business line deposits by customers unrelated to the local market are included in the analysis. In United States v. Philadelphia National Bank,[24] for example, the Supreme Court concluded that, because both of the merging banks participated in national and regional markets, the reported deposit-based market shares of the merging banks would significantly

[24] 374 U.S. 321 (1963).

overstate their actual share of local banking business and thus would overstate their market power in the local market.[25]

Two years after that decision, in 1965, in what is probably the most comprehensive judicial analysis of the competitive aspects of a bank merger, the district court in United States v. Manufacturers Hanover Trust Co.[26] held that it was imperative from an antitrust perspective to identify and separate the loans and deposits of the merger participants subject to nationwide competition from those subject to local competition. Accepting a categorization proposed by the banking agencies and the banks' experts, the court concluded that certain deposits and loans were properly allocable to the national market and excluded them from its structural analysis.[27] Stating that the government's calculation of market shares, which did not take into account the differences between national and local markets, "rests on a fiction, blinks the evidence, and ignores competitive realities,"[28] the court concluded that:

> [t]he picture which emerges definitely *exaggerates the local market shares of the larger wholesale banks* and does not depict the true local market shares of large integrated banks which may be greater or less than the shares shown in the government's statistics for, as we have seen, the big integrated banks . . . originate a *vast but varying portion of their business in both [national and local] geographic markets*, while small banks originate practically all of theirs in the local market. Thus, the larger the bank the greater the likelihood of distortion, and the smaller the bank the lesser the distortion.[29]

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[25] Id. at 364 & n.40.

[26] 240 F. Supp. 867 (S.D.N.Y. 1965).

[27] Id. at 921.

[28] Id. at 923.

[29] Id. (emphasis added).

The court determined that "the true local market is the total deposits and loans of all the banks located in the [market], less the aggregate of their deposits and loans which originate in the national market,"[30] and held:

> It is too plain for argument that national business must be excluded in calculating local market shares, and local business excluded in calculating national market shares, otherwise our analysis of the competitive effect of this merger would be predicated upon a false picture leading us to erroneous conclusions based upon a complete misunderstanding of the competitive structure of the relevant geographic markets.[31]

The Federal Reserve also has recognized the need to adjust its competitive analysis when deposit data have been shown to be a poor proxy for the parties' market presence with respect to the provision of other banking services. Indeed, the Federal Reserve employs bank deposits only "as a proxy for the market share" of the merging parties when those deposits have "*reasonably approximated economic reality* [and] provided a practical and workable basis for competitive assessments."[32] When deposits do not approximate economic reality, however, adjustments are appropriate.

In Laredo National Bancshares, Inc.,[33] for example, the Federal Reserve approved the acquisition by Laredo National Bancshares of South Texas National Bank of Laredo despite the fact that there was a post-merger market HHI of over 3000 and an

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[30] Id. at 924.

[31] Id. at 923 (citing Philadelphia Nat'l Bank, 374 U.S. at 364 n.40); see also United States v. Crocker-Anglo National Bank, 277 F. Supp. 133 (N.D. Cal. 1967) (in view of the existence of a national market and other factors, the court concluded that the government's concentration ratios were "misleading").

[32] The Bank of New York Co., 74 Fed. Res. Bull. 257, 261 (1988), aff'd, Irving Bank Corp. v. Board of Governors of the Fed. Res. Sys., 845 F.2d 1035 (2d Cir. 1988) (emphasis added).

[33] 78 Fed. Res. Bull. 139 (1992).

increase of over 300 points. In support of this decision, the Federal Reserve noted that a substantial amount of deposits in Laredo were short-term deposits derived in a national and international banking market that "do not serve as a basis for significant lending in the local market, and thus tend to overstate the competitive influence of banks in the market."[34] In short, both judicial and Federal Reserve precedent support the discounting or exclusion of deposits from market share calculations used for competitive analysis when those deposits reflect arbitrary organizational structure, are derived from out-of-market sources, or otherwise do not reflect local market presence.

In the PNC/National City deal, the merging parties exceeded the safe harbor thresholds in the Pittsburgh banking market where PNC is headquartered. In that market, PNC ranked first and all other competitors had significantly smaller market shares. The parties argued, as here, that because PNC maintained a headquarters branch in the market, PNC deposits booked to the market significantly overstated PNC's competitive presence and certain such deposits should be excluded. In particular, PNC argued that $17 billion in deposits, such as government deposits, out-of-market escrow deposits, correspondent banking deposits, wholesale CDs, broker-dealer trust accounts and certain corporate deposits,

[34] Id. at 141; see also Valley Bank of Nevada, 74 Fed. Res. Bull. 67, 69 n.9 (1988) (IPC deposits rather than total deposits "may be the proper focus of the competitive analysis in mergers and acquisitions in markets, such as those including state capitals, in which government deposits constitute a relatively large share of deposits"); First Security Corp., 86 Fed. Res. Bull. 122, 127 (2000) (limited availability of out-of-market deposits suggested it was appropriate to adjust market share calculations); Exchange Bankshares Corp., 83 Fed. Res. Bull. 671, 671 (1997) (among the "factors indicat[ing] that the market concentration as measured by the HHI tends to overstate the competitive effects of the proposal," Federal Reserve noted that the acquiring bank "engages in a substantial amount of deposit-taking from, and lending to, military personnel located outside the [relevant] banking market").

were not local deposits. PNC demonstrated, among other things, that (1) its national CDs and broker-dealer trust accounts were maintained at the headquarters for administrative reasons, and (2) certain deposits were not legally or practically available for loans in the market. While the parties were required to make a divestiture in the Pittsburgh market, the amount of the divestiture was much less than it would have been if the agencies had not made a headquarters adjustment.[35]

The Federal Reserve has also recognized that deposits related to mortgage banking business are not suitable as a lending base and are often derived from locations outside the banking market in which the branch at which they are booked is located, and consequently that their inclusion would thus overstate market share calculations.[36]

When the deposits unrelated to Akron or Akron-based customers are excluded from the concentration analysis, as they should be for the reasons stated above, FirstMerit's presence diminishes greatly to $2.9 billion, and its share falls to 27.6% (based on baseline assumptions).[37] The HHI concentration levels also fall appreciably.[38]

An analysis of FirstMerit's other competitive activities in the Akron banking market further supports the market structure shown by these restated Akron deposit HHIs

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[35] See The PNC Financial Services Group, Inc., 95 Fed. Res. Bull. B1 (2008). We understand that the DOJ concurred in the outcome supported by this analysis.

[36] See Bank of America Corporation, 94 Fed. Res. Bull. C81 (2008) (excluding, among others, mortgage escrow deposits booked to Houston branch); Florida National Banks of Florida, Inc., 68 Fed. Res. Bull. 49, 50 (1982); First Security Corporation, 86 Fed. Res. Bull. 122 (2000) (excluding out-of-state mortgage escrow deposits from the merger applicants' head offices).

[37] See Statistical Annex Volume Exhibit II.

[38] The HHI increases 402 points to 1826 (only 26 points above safe harbor levels). But this does not take into account the proper weightings of all active thrifts and credit unions in the Akron market, which are discussed in detail below.

(based on FirstMerit's more accurate market share), and confirms that FirstMerit's booking of bank-wide business-line deposits at the head office has no impact on, or correlation with, banking competition in the Akron market. In analyzing the acquisition of Bank One Corporation by J.P. Morgan Chase & Co. ("J.P. Morgan Chase"),[39] the Federal Reserve determined that a substantial portion of deposits at J.P. Morgan Chase's large headquarters branch in the Houston market were related to national and international lines of business rather than to banking competition in Houston. The Federal Reserve looked to alternative measures of market concentration to confirm its view that these national business line deposits did not accurately reflect JPMC's status as a banking competitor in Houston. Specifically, the Federal Reserve looked at HHIs based on the number of branches, the dollar amount of small business loan originations, and the dollar amount of mortgage loan originations. As shown below, this proposed transaction will not result in any significant increase in concentration in Akron with respect to any of those alternative metrics of retail banking competition. Indeed, each of these alternative measures is well below the HHI levels that merit further scrutiny under the relevant guidelines and precedent.

First, FirstMerit operates only 16.4% of the branches in the market, but because of its head office — which holds 44% of FirstMerit's market deposits — FirstMerit is deemed to hold 33.7% of the deposits (under baseline assumptions). The combination of Huntington and FirstMerit's branch networks results in a post-merger HHI of only 1403 points — compared to the post-merger HHI of 2141 that results from the skewed deposit-

[39] J.P. Morgan Chase & Co., 90 Fed. Res. Bull 352 (2004) (the "JPMC Order").

based market share tables.[40] Huntington operates 25 branches (and one facility reporting no deposits), 14 of which are in-store branches in this market opened since 2011.[41]

Second, the proposed transaction will not materially impact small business lending in Akron. FirstMerit's share of small business loan originations in the $100,000 to $1 million size range is 8.28% — about one-fourth the share of deposits attributed to it — a very compelling indication that its head office deposits overstate FirstMerit's position in the market.[42] Even excluding all of the above-identified types of headquarters' deposits from the market, FirstMerit's deposit share would still be more than three times the size of its small business lending share. Based on 2014 loan volume data, the HHI for small business loan originations would increase by 130 points to only 1003, only three points over the "unconcentrated" range of DOJ's Bank Merger Guidelines post-merger.[43] Third, mortgage lending in Akron is even less concentrated than small business lending. About 200 companies originated conventional mortgages in the Akron MSA and 138 reporting companies have offices within the Akron MSA according to 2014 data disclosed by the Federal Financial Institutions Examination Council ("FFIEC") and obtained pursuant to the

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[40] See Statistical Annex Volume Exhibit II.

[41] The DOJ typically disregards in-store branches in its analysis. Competitors have 13 other in-store branches in the market. Their deposits averaged $14.5 million – larger than Huntington's in-store branches. FirstMerit also has one in-store branch in the market.

[42] Throughout this Memorandum, small business lending refers to the origination of loans between $100,000 and $1 million in size based on 2014 CRA data reported to the FFIEC with estimates for in-market institutions not required to file reports derived from 2014 commercial real estate and C&I loans outstandings reported on Call Reports. Outstanding loans were allocated to the market based on the percent of the non-reporter's total domestic deposits reported in the market and then multiplied by 0.6 to approximate originations.

[43] See Statistical Annex Volume Exhibit II.

Home Mortgage Disclosure Act ("HMDA").[44] According to the HMDA data, a market based on mortgage originations in the Akron MSA will remain unconcentrated whether measured by the number or dollar amount of mortgages originated. In 2014, FirstMerit was ranked 12th, accounting for only 2.9% of the funded mortgage loan volume in the MSA. Huntington was ranked seventh in the MSA (after in-market lenders TFS Financial and PNC; mortgage lenders Rock Holdings and Howard Hanna Real Estate Services; and out-of-market lenders First MHC and Wells Fargo), and accounted for 4.1% of funded loan volume. The proposed transaction would cause the HHI to increase by only 24 points to an unconcentrated post-merger level of 317.[45]

Thus, all of these alternative HHI calculations considered by the Federal Reserve in the JPMC merger support the conclusion that FirstMerit's deposit shares in Akron significantly overstate its competitive presence and the impact of the proposed transaction, and all strongly point towards a view of market structure that is consistent with the exclusion of FirstMerit's out-of-market, business line headquarters deposits from the analysis.

In its JPMC Order, the Federal Reserve also determined that JPMC's unusually low loan-to-deposit ratio in the Houston market, as compared with other Texas markets, was a further indication that JMPC's deposit share overstated its competitive significance in the banking marketplace.[46] The same phenomenon holds true for FirstMerit

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[44] 2014 HMDA data accessed electronically from http://www.ffiec.gov/hmda/ and SNL Financial (http://www.snl.com/).

[45] See Statistical Annex Volume Exhibit II.

[46] JPMC Order, at 355.

in Akron. FirstMerit's ratio of loans outstanding[47] for customers with zip codes in the Akron, Ohio MSA to FirstMerit's deposits booked at branches within the Akron MSA (as of June 30, 2015) is 28.1%. This is significantly less the comparable ratio for other Ohio MSAs, such as the Canton-Massillon, Ohio MSA (52.0%), the Cleveland-Elyria-Mentor, Ohio MSA (46.6%) and the Columbus, Ohio MSA (121.1%). Removing all deposits of FirstMerit's headquarters office ($1.7 billion) from the denominator would bring the ratio in line with the other MSAs (50.8%). This further demonstrates that the deposits booked at FirstMerit's head office overstate FirstMerit's competitive significance in the Akron market.

In addition, based on a ratio of FirstMerit's calendar year 2014 CRA loan volume to FirstMerit's June 30, 2015 deposits, FirstMerit's ratio in Akron — 1.62% — is one of the lowest among all Ohio MSAs in which FirstMerit operates[48] and much lower than its average ratio of 5.44% for other Ohio MSAs. Results are comparable on a county basis. The ratio for Summit County where FirstMerit's head office is located is only 1.56%, compared to an average of 5.26% for the Ohio counties in which FirstMerit operates branches. Notably, if all of the head office deposits are removed from the calculation, the ratios for the Akron MSA and Summit County, while still below the state averages, rise to the more reasonable levels of 2.93% and 2.87%, respectively.[49]

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[47] Loans include all types of residential and commercial loans except credit cards and dealer floor plan loans.

[48] Only the single-county micropolitan statistical area of Ashtabula County is lower, but this reflects FirstMerit's relatively lower CRA lending in that market rather than a high deposit base.

[49] See Statistical Annex Volume Exhibit II.

In the JPMC Order, the Federal Reserve evaluated various other possible adjustments to third-party competitor branch deposits in the Houston market to account for the possibility that large branches operated by such competitors might also hold out-of-market deposits that would overstate their shares. The Federal Reserve then made various adjustments to the deposits of certain competitors that might similarly have centrally booked deposits.

In its Order regarding The First Security-Zions merger of two in-state banking organizations headquartered in Salt Lake City, the Federal Reserve also excluded certain deposits from both parties' head offices. The Federal Reserve determined, however, that no third-party adjustments were necessary as none of the third party competitors in the Salt Lake City market appeared likely to have abnormally large branches with significant out-of-market deposits.[50]

In the present circumstances, there are two competitors that have large branches, J.P. Morgan Chase has a branch with $516 million in deposits (32% of J.P. Morgan Chase's in-market deposits) and KeyCorp has a branch with $556 million in deposits (49% of KeyCorp's in-market deposits). No other institution with deposits in the market has a comparably large branch. Based on these facts, one approach to making third-party adjustments, in addition to the appropriate adjustments to FirstMerit's headquarters branch deposits per the discussion above, is to adjust the largest branches of J.P. Morgan Chase and KeyCorp by the same percentage that the parties are reducing FirstMerit's branch (56.4%) to account for "possible" non-local deposits. Even with such an adjustment, the HHI

[50] First Security Corporation, 86 Fed. Res. Bull. 122, 126 n.33 (2000).

concentration levels following the proposed transaction are significantly reduced.[51] As discussed below, however, various additional mitigating factors in the Akron banking market (1) will further reduce concentration levels and (2) demonstrate that competition in the Akron market will remain robust post-merger.

B. The Akron Market Evidences Numerous Other Mitigating Factors

(i) National, Regional and Local Commercial Banks

Beyond the quantitative HHI calculations, the qualitative characteristics of the Akron banking market demonstrate that the proposed transaction will not adversely impact competition in this market. The Akron banking market is characterized by intense competition from several national, super-regional and regional banks and numerous local community banks and thrifts. The combined bank will face competition from 25 bank and thrift competitors. In addition to Huntington and FirstMerit, other banks with operations in Akron include:

- J.P. Morgan Chase Bank, the largest bank in the nation by total assets, with $1.9 trillion in assets (as of December 31, 2015) and branch operations in 267 states, including Ohio where its ranks fifth largest.[52] In the Akron market, J.P. Morgan Chase

[51] To be conservative, the parties reduced the largest branches of J.P. Morgan Chase and KeyCorp, and also reduced the branches of the three small institutions headquartered in the Akron market even though they do not have branches proportionately as large as FirstMerit's head office. On this conservative basis, the HHI increases 448 points to 1888 (with appropriate weighting of deposits of six active thrifts and two active credit unions discussed in detail below).

[52] Throughout this Memorandum, financials are reported as of December 31, 2015 and in-market deposits are as of June 30, 2015, unless otherwise noted.

has 19 branches with $1.62 billion in deposits, and ranks second in small business loan originations ahead of both Huntington and FirstMerit.

- PNC Bank, the sixth largest bank in the country with $348.3 billion in total assets, $246.3 billion in total deposits and branch operations in 21 states, including Ohio. PNC, owned by PNC Financial Services, has the third largest branch network in Akron, *leads* small business loan originations with more than *twice* the share of Huntington and FirstMerit and will continue to lead in small business loan originations after this proposed transaction.

KeyCorp, Fifth Third, and U.S. Bancorp (the nation's 26th, 15th and fifth largest banks, respectively) and Citizens Financial and New York Community Bancorp (the nation's 23rd and 60th largest banks, respectively) all operate large branch networks in this market and are vigorous competitors for all banking services, including small business lending. The presence of several of the nation's largest banking institutions produces an intensely competitive environment. These and other local competitors are described below in more detail.

KeyCorp

KeyCorp, the holding company of KeyBank, was organized more than 180 years ago and is headquartered in Cleveland, Ohio.[53] KeyBank is one of the nation's largest banks and financial services companies, with $93.0 billion in total assets and $73.7 billion in total deposits. KeyBank provides a full line of deposit, lending, cash management and investment services to individuals and small and midsized businesses in 12 states in its 966

[53] See https://www.key.com/about/promotions/facts.jsp (visited on February 20, 2016).

full-service branches and via its online and mobile banking platform. KeyBank also provides a broad range of sophisticated corporate and investment banking products, such as merger and acquisition advice, public and private debt and equity, syndications and derivatives to middle market companies in numerous industries throughout the U.S. under the KeyBanc Capital Markets trade name.

KeyCorp will strengthen its regional position with its recently announced merger with First Niagara Financial Group, which is a multi-state community-oriented bank with 390 branches across New York, Pennsylvania, Connecticut and Massachusetts, $40 billion in assets, and $29 billion in deposits.[54]

In Akron, KeyBank has 16 branches with $1.15 billion in deposits. It also is among the top small business lenders in this banking market, with 8.15% of small business loans in amounts between $100,000 and $1 million. Indeed, KeyCorp ranks fourth in small business loan originations, exceeding Huntington.[55]

Fifth Third Bancorp

Fifth Third Bancorp, the holding company of Fifth Third Bank, is a diversified financial services company headquartered in Cincinnati, Ohio. Fifth Third Bank had $138.6 billion in assets, $106.7 billion in total deposits and operated 1,254 full-service banking centers in 12 states throughout the Midwestern and Southeastern regions of the U.S. (Ohio, Kentucky, Indiana, Michigan, Illinois, Florida, Tennessee, West Virginia, Pennsylvania,

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[54] See https://www.key.com/about/articles/keybank-first-niagara-agreement-103015.jsp?sqkl=About%20Key_Growing%20in%20the%20Northeast_Read%20the%20press%20release (visited on February 20, 2016).

[55] See Statistical Annex Volume Exhibit II.

Missouri, Georgia and North Carolina). In Akron, Fifth Third has $620 million in deposits at 12 branches.

Fifth Third operates four main businesses: Commercial Banking, Branch Banking, Consumer Lending and Investment Advisors. It is among the largest investment advisors in the Midwest and, as of December 31, 2014, had $308 billion in assets under care, of which it managed $27 billion for individuals, corporations and not-for-profit organizations.

Fifth Third is an aggressive commercial lending competitor for all sizes of business customers. It ranks as having the ninth largest C&I loan portfolio in the country.[56] Fifth Third also is aggressive in competing to provide loans to small businesses. It has provided $105 million in SBA loans as of 2014.[57] In 2014, Fifth Third was the largest "State Small Business Credit Initiative" (SSBCI) lender[58] with 82 loans and an average amount loaned of $1.2 million.[59] It beat Huntington, which ranked as the third largest SSBCI lender in 2014. In Akron, Fifth Third is competing neck-to-neck with about seven other

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[56] Other in-market competitors rank even higher than Fifth Third, including J.P. Morgan Chase, PNC and U.S. Bank.

[57] See https://www.53.com/business-banking/ (visited February 20, 2016).

[58] The SSBCI program was created by the Small Business Jobs Act of 2010 to support private lending and investing in small businesses. From 2011 through 2014, States reported that they had expended $864 million in SSBCI funds which, in turn, supported over 12,400 private sector loans or investments to small businesses totaling $6.4 billion. See State Small Business Credit Initiative: A Summary of States' 2014 Annual Reports, Prepared by the U.S. Department of Treasury, available at https://www.treasury.gov/resource-center/sb-programs/Documents/Final%20-%20SSBCI%20Annual%20Report%202014%2007.09.15.pdf.

[59] See id.

institutions,[60] with a 7% share of small business loans with amounts between $100,000 and $1 million.

Citizens Financial Group

Headquartered in Providence, Rhode Island, Citizens Financial Group is one of the oldest financial services companies in the country. Its primary subsidiary, Citizens Bank, has $108.1 billion in total assets and $76.5 billion in total deposits. Citizens offers its customers robust online offerings, mobile banking, a 24/7 customer contact center, more than 3,200 ATMs and 1,200 branches in 11 states.[61] Citizens' offers a comprehensive line of retail and business banking products and services to individuals, small businesses, middle-market companies, large corporations and institutions, and offers its corporate, not-for-profit and institutional clients a broad range of wholesale banking products and services including treasury services, specialty finance, foreign exchange, capital markets and debt syndication. Small businesses are served by Citizens' Business Banking Division, which grew last year with the addition of 26 additional business bankers.[62]

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60 The top small business lenders in Akron are PNC (the largest with a share that is double the next largest), J.P. Morgan Chase, FirstMerit, KeyCorp, Huntington, Portage Bank, Ohio Farmers (Westfield Bank) and Hometown Bank. See Statistical Annex Volume Exhibit II.

61 See http://investor.citizensbank.com/about-us/our-company/our-business.aspx (visited on February 20, 2016).

62 Citizens Financial Group, Inc., Reports Fourth Quarter Net Income of $221 Million, or $0.42 Diluted EPS, Latest News, January 22, 2016, available at http://investor.citizensbank.com/about-us/newsroom/latest-news/2016/2016-01-22-115136637.aspx.

In Akron, Citizens Bank has 13 branches (six of which are in-store branches averaging $20 million in deposits) with $477 million in deposits. Citizens Bank was ranked 17th among commercial banks with the largest C&I portfolios.

U.S. Bancorp

U.S. Bancorp is a diversified financial services company headquartered in Minneapolis, Minnesota. Its primary lines of business include payment services, wholesale banking and commercial real estate, wealth management and securities services, consumer and small business banking.[63] It is the parent company of U.S. Bank, the fifth largest commercial bank in the United States. Banking and investment services are provided through a network of 3,133 banking offices in 25 states, principally operating in the Midwest and Western regions of the U.S., and 4,936 ATMS. U.S. Bank provides "a wide range of products and services to individuals, businesses, institutional organizations, governmental entities and other financial institutions."[64] U.S. Bank has total assets of $417.5 billion, total deposits of $279.8 billion and a C&I loan-to-asset ratio of 15.92%. It has the sixth largest C&I portfolio in the country. In the Akron market, U.S. Bank operates 13 branches (five of which are in-store branches) with deposits of $259.6 million.

U.S. Bank is a robust small business lender. According to its Annual Report in 2014, "U.S. Bank understands the specialized needs of small business owners, and … provide[s] the products, services, mentoring and encouragement that helps them reach their

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63 See U.S. Bancorp Corporate Profile – 3rd Quarter 2015 Brochure, page 4.

64 See U.S. Bancorp, Form 10-K, for the Fiscal Year Ended December 31, 2014, at 2, available at http://www.sec.gov/Archives/edgar/data/36104/000119312515068728/d826004d10k.htm. .

potential."[65] It added 78,500 small business customers in 2014 and its full-year lending balances increased by 5.5% for small business loans.[66] According to its Annual Report, "U.S. Bank is one of the top small business lenders in the United States, consistently ranking among the top banks nationally for Small Business Administration (SBA) lending."[67] U.S. Bank's share of small business loans in the $100,000 to $1,000,000 segment is 3.37% (one-third higher than its deposit share of 2.2%), making it the tenth largest small business lender in the market. In 2014, U.S. Bank was recognized by Greenwich Associates as one of the Best Brands in U.S. Small Business and Middle Market Banking.[68] Additionally, for small business and middle market banking, U.S. Bank was named a Greenwich Best Brand for Loans or Lines of Credit, Cash Management and Ease of Doing Business. U.S. Bank also earned the "Best Brand" for Trust in the middle market category.[69]

New York Community Bancorp

New York Community Bancorp, Inc. is one of the 25 largest bank holding companies in the nation, with total assets of $46.5 billion, total deposits of $26.0 billion and 258 branches in Metro New York, New Jersey, Florida, Arizona, and Ohio.[70] It is the

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[65] U.S. Bancorp, Annual Report for the Fiscal Year Ended 2014, at 12, available at https://www.usbank.com/en/annual_report/investor/resources/doc/USBank_AR14.pdf.

[66] Id. at 13.

[67] Id.

[68] See U.S. Bancorp, Press Release, U.S. Bank Named a "Best Brand" for Middle Market and Small Business Banking by Greenwich Associates, March 25, 2014, available at http://phx.corporate-ir.net/phoenix.zhtml?c=117565&p=irol-newsArticle_Print&ID=1912200.

[69] See id.

[70] See http://ir.mynycb.com/CorporateProfile.aspx?iid=1024119 (visited February 11, 2016). Pro forma for an announced merger with Astoria Financial, New York

(footnote continued)

holding company for New York Community Bank, a New York State-chartered savings bank serving customers throughout Metro New York, New Jersey, Florida, Ohio and Arizona. New York Community operates 246 offices. It is also the holding company for New York Commercial Bank, a New York State-chartered commercial bank serving consumers and businesses in parts of New York state.

Since its December 2009 entry into Ohio by acquiring $8.2 billion in deposits of AmTrust Bank, New York Community Bancorp split these assets into two new divisions within the bank, AmTrust Bank, serving customers in Florida and Arizona, and Ohio Savings Bank, serving customers through 28 branches in Ohio.[71] Four of Ohio Savings Bank's branches are located in the Akron market with deposits of $396.2 million. It recently announced a merger with Astoria Financial, which will add $9 billion to its assets and 88 branches in New York.[72]

New York Community offers a wide variety of products and services for individuals and businesses. Its Business Banking division offers business solutions checking and other accounts, cash management services, merchant services, account reconciliation

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(footnote continued)

Community will have $65.4 billion in assets, $37.5 billion in deposits and 346 branches. See New York Community Bancorp, Growing Earnings, Building Capital, and Creating Value: The Astoria Financial Merger, Investor Presentation, Feb. 3, 2016, available at http://ir.mynycb.com/Cache/1500080735.PDF?Y=&O=PDF&D=&fid=1500080735&T=&iid=1024119.

[71] See https://www.mynycb.com/Pages/AboutUs.aspx (visited February 9, 2016).

[72] See supra note 70.

services, lease account services and lockbox services.[73] It also offers investment and insurance products.

Portage Bancshares

Portage Bancshares, Inc. is the bank holding company of Portage Community Bank. Portage generates commercial, mortgage, and consumer loans and provides other products and services to customers located primarily in Portage County in Ohio. According to its website, it focuses on its "neighbors" in its local community.[74] Portage Community Bank holds total assets of $298.9 million and total deposits of $246.2 million and had a C&I loan-to-asset ratio of 6.74%. Portage Community Bank has two branches in Akron with deposits of $238.2 million. However, its deposit share in the Akron market understates its competitive significance as a small business lender. Portage Community's estimated share of small business loan originations of between $100,000 and $1,000,000 is 7.37%. In 2015, Huntington lost two business banking relationships to Portage Community.

In 2013, Portage Community Bank, a preferred SBA lender, was recognized as one of the top Small Business Administration (SBA) lenders in Northeast Ohio by Crain's Cleveland Business.[75] According to its website, Portage Community Bank is committed to lending to local business owners and to exploring various government-based lending

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[73] See https://www.mynycb.com/BusinessBanking/Pages/Business-Services.aspx (visited February 21, 2016).

[74] See Portage Bancshares, Inc., Annual Report, For the Fiscal Year Ended December 31, 2014, at Letter to shareholders, available at https://cms.bancvue.com/custom/fi/pcbbank/fb/disclosure/PBI-Annual-Report-Final-CTC-3.pdf.

[75] See http://www.pcbbank.com/about-us/news-center/news-events.html (visited on February 22, 2016).

programs, including the Department of Agriculture/Rural Development Loan Guaranty Program, the State of Ohio's GrowNOW Linked Deposit Program and various SBA programs.[76]

Hometown Bancorp

Hometown Bancorp, Inc. of Kent, Ohio, is the holding company of Hometown Bank. Hometown Bank has total assets of $175.4 million, total deposits of $145.2 million and a ratio of C&I loans-to-assets of 7.31%. Hometown operates three branches and two facilities, all of which are in located in the Akron market with deposits of $140.3 million.

Hometown Bank has a commercial lending team in the market which targets businesses and offers C&I loans, commercial equipment and real estate loans as well as credit lines and business credit cards.[77] In this market, it has an estimated 6.97% share of small business loan originations between $100,000 to $1,000,000, competing closely with J.P. Morgan Chase, FirstMerit, KeyCorp, Huntington, Portage, and Westfield Bank.

Peoples Bancorp

Peoples Bancorp Inc. is a diversified financial services holding company headquartered in Marietta, Ohio, with 82 offices and 81 ATMs in Ohio, West Virginia and Kentucky. Peoples Bancorp's financial service units are Peoples Banking & Trust Company and Peoples Insurance Agency, LLC. Peoples had assets of $3.3 billion, deposits of $ 2.5

[76] See http://www.pcbbank.com/about-us/news-center/news-events.html (visited on February 9, 2016).

[77] See http://www.homesavingsbnk.com/loan-originators.aspx (visited on February 9, 2016).

billion and a C&I loan-to-asset ratio of 9.95%. Peoples offers a complete line of banking, investment, insurance and trust solutions. According to its 2014 Annual Report, Peoples is "one of the fastest-growing community banks in the United States."[78] Peoples' loan portfolio grew by 12% in both consumer and commercial lending in 2014.[79] In 2015, Peoples' loan originations grew another 16.8% (excluding growth by acquisitions which accounts for 32% of its portfolio).[80]

Peoples has been aggressively expanding in Ohio, acquiring five Ohio institutions since 2013 including the October 2014 acquisition of North Akron Savings Bank, marking its entry into the Akron market. This transaction connected Peoples' Cleveland branches down Interstate 71 to the rest of its Ohio branch network. Peoples Bank has four branches in the Akron market with $99 million.

Talmer Bancorp

Talmer Bancorp, headquartered in Troy, Michigan, is the holding company for the community bank, Talmer Bank and Trust. It operates 80 branches and three lending offices in Michigan, Ohio, Indiana, Nevada, Maryland and Illinois, which offer a full suite of commercial and retail banking, mortgage banking, wealth management and trust services to small and medium-sized businesses and individuals. Between April 2010 and February

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78 See Peoples Bancorp, Annual Report, For the Fiscal Year Ended December 31, 2014, at 6, available at http://www.snl.com/Cache/1500069783.PDF?Y=&O=PDF&D=&FID=1500069783&T=&IID=100532.

79 See id. at 3.

80 See Peoples Bancorp, Investor Presentation 4th Quarter 2015, available at http://www.snl.com/Cache/1500080943.PDF?Y=&O=PDF&D=&FID=1500080943&T=&IID=100532.

2015, it completed eight acquisitions.[81] Talmer has $6.6 billion in total assets, $5 billion in total deposits and a C&I loan-to-total assets ratio of 15.56%. Two of Talmer's 26 Ohio branches, with deposits of $68.1 million, are located in the Akron market.

On January 26, 2016, Chemical Financial Corp. announced an agreement to merge with Talmer Bancorp, Inc.[82] Following completion of the transaction, the combined organization will have approximately $16 billion in assets, $12 billion in loans and $13 billion in deposits with 266 locations primarily in Michigan and northeast Ohio.[83]

Talmer offers a wide range of lending services, including commercial and industrial loans for small and other business customers, commercial and residential real estate loans, real estate construction loans and consumer loans.[84]

As pointed out in the discussion above, the majority of the banks mentioned above have a share of small business loans in Akron that exceeds, often by a multiple, their share of the market's deposits.[85] This is in direct contrast to FirstMerit, which has a share of

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[81] See Talmer Bancorp, Form 10-K, For the Fiscal Year Ended December 31, 2014, at 3, available at http://www.sec.gov/Archives/edgar/data/1360683/000104746915002813/a2223804z10-k.htm.

[82] See Chemical Financial Corporation, Press Release, Chemical Financial Corporation to Partner with Talmer Bancorp, Inc., available at https://chemicalbankmi.com/about/news-and-events/chemical-financial-corporation-to-partner-with-talmer-bancorp-inc (visited on February 9, 2016).

[83] See id.

[84] See Talmer Bancorp, Form 10-K, For the Fiscal Year Ended December 31, 2014, at 10, available at http://www.sec.gov/Archives/edgar/data/1360683/000104746915002813/a2223804z10-k.htm.

[85] Only J.P. Morgan Chase and KeyCorp have shares of deposits that exceed their shares of small business loans. But as mentioned above, even if the parties reduce J.P. Morgan Chase's and KeyCorp's largest office deposits by the same ratio as FirstMerit's

(footnote continued)

small business lending that is roughly one-fourth the size of its attributed share of deposits. This contrast provides objective and consistent evidence of the market distortion caused by including FirstMerit's head office deposits at their full reported value without relevant exclusions.

(ii) Thrifts Warranting 100% Inclusion

In addition to traditional banking competitors, the combined bank will face substantial competition from seven thrifts in the Akron market, including six that exceed the DOJ's 2% C&I loan-to-asset test for inclusion at 100% of deposits as of December 31, 2015. The market's six commercially active thrifts collectively held over $373.6 million in deposits in Akron. All thrifts meeting the DOJ's 2% test have demonstrated rapid upward trends in their C&I loans-to-assets ratios and are committed to transitioning to commercial bank-like business models. Accordingly, all six thrifts warrant inclusion at 100% of deposits under the Federal Reserve's methodology and precedent:

Thrift (Holding Company)	**Ratio of C&I to Total Assets**
Westfield Bank (Ohio Farmers Insurance Company)	17.5%
CFBank (Central Federal Corporation)	12.3%
Wayne Savings Community Bank (Wayne Savings Bancshares)	4.2%

(footnote continued)

headquarters' office deposits are reduced (56.4%), the post-merger HHI concentration levels overall are still significantly reduced. Moreover, while FirstMerit's share of deposits in Akron is roughly four times as large as its share of the supply of small business loan originations, the same is not true for J.P. Morgan Chase (13.9% vs. 9.1%) or KeyCorp (9.9% vs. 8.1%). Even limiting the small business loan tables to institutions with in-market branches would increase FirstMerit's share incrementally from 8.28% to 8.97%.

Thrift (Holding Company)	**Ratio of C&I to Total Assets**
Dollar Bank, FSB	6.5%
Home S&LC of Youngstown (United Community Financial Corp)	3.3%
Northwest Savings Bank (Northwest Bancshares)	4.7%

Each thrift is discussed below.

Westfield Bank

Westfield Bank is part of a super-regional financial/insurance group called the Westfield Group, which in turn is owned by Ohio Farmers Insurance Company. The insurance company, founded in 1848, provides a broad suite of commercial and personal insurance products and surety bonds. Westfield Bank provides relationship-based banking services for businesses and individuals across northeast Ohio and for independent insurance agencies across the country. Headquartered in Westfield Center, Ohio, Westfield Bank, which was founded in 2001, has since grown to over $1 billion in assets. According to its website, its growth is attributable to focusing on the "strengths of the best community banks, providing excellence in core banking areas at a lower cost."[86] While intent on being the best community bank it can be, Westfield has invested steadily in technology-based services to meet evolving customer needs. In 2014, it introduced enhanced online banking services and a mobile banking application for iPhone and Android-enabled devices. It was an early

[86] See Westfield Group, Annual Report, For the Fiscal Year ending December 31, 2014, at 18, available at http://media.westfieldinsurance.com/www/about/2014_Westfield_Group_Annual_Report_FINAL.pdf.

adopter of remote deposits. Westfield Bank's website touts the fact that it has a Five-Star Superior rating from BauerFinancial, an independent rating company.[87]

Westfield Bank provides comprehensive personal, business and agency banking products and services at eight locations covering five counties. Moreover, its ATM network offers more than 500,000 locations, with reimbursement provided for fees incurred by customers. In 2014, Westfield launched Westfield Asset Management LLC, an investment advisory service, to enhance personal banking offerings.

Westfield Bank has $1.09 billion in total assets and $873 million in total deposits. In Akron, it has three branches with $178 million in deposits. As of December 31, 2015, it has 17.49% of its total assets devoted to C&I lending. In small business lending in this market, it competes neck-to-neck with eight other institutions. It has an estimated 7.28% share of small business loans (not far behind Huntington's 7.9% share) in amounts between $100,000 and $1 million, which share is nearly five times the size of its unweighted deposit share (1.51%). This commitment to small businesses is evident from the principles Westfield highlights on its website: providing businesses with direct access to decision makers, providing experienced business consultants who will take time to understand the business, and offering true relationship banking through individualized and flexible approaches.[88] Westfield Bank is an active competitor for businesses and consumers and its deposits should be included in the HHI analysis at 100% of deposits.

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[87] See https://www.westfield-bank.com/about (Corporate Info) (visited February 4, 2016).

[88] See https://www.westfield-bank.com/business-banking (visited February 4, 2016).

CFBank

CFBank, owned by Central Federal Corporation, has $347.7 million in total assets and $293.6 million in total deposits with four branches in three counties in Ohio. In the Akron market, CFBank has $131 million in deposits at one branch. Commercial lending is a significant part of CFBank's lending activities, with commercial & industrial loans constituting 14% of its loan portfolio and 12.3% of its assets. Expanding its activities to the Akron and Columbus markets was part of its strategy to concentrate on services for business owners.[89] In 2014 CFBank also opened a commercial loan production office to service the broader Cleveland market.[90]

CFBank has a business banking division that works with businesses in manufacturing, medical, legal and other professional services industries and non-profits. In its marketing materials it advertises that its "loan officers give [business owners] direct access to the experience and authority needed to structure, price and approve [the] loan request. No red tape, no committees, no long delays, just one-to-one relationships focused on getting things done."[91] It offers innovative loan products, cash management products and business savings and checking accounts. CFBank should be included in the HHI analysis at 100% of deposits.

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[89] See http://www.cfbankonline.com/aboutus.php (visited on February 20, 2016).

[90] See PRNewswire, Central Federal Corporation News Release, Central Federal Corporation, Parent of CFBank, Announced Preferred Dividend, July 7, 2014, available at http://www.prnewswire.com/news-releases/central-federal-corporation-parent-of-cfbank-announces-preferred-dividend-266059331.html.

[91] See http://www.cfbankonline.com/bb.php (visited February 21, 2016).

Wayne Savings Community Bank

Wayne Saving Bancshares also should be included at 100% of deposits in the competitive analysis in Akron. Its subsidiary, Wayne Savings Community Bank has $434 million in total assets and $364.8 million in total deposits in 12 locations throughout Northeast Ohio. In Akron, it holds $27.6 million in deposits at one branch.

Though originally a retail thrift, Wayne Savings began diversifying its customer base and its loan portfolio in 2005, expanding beyond traditional thrift retail customers. Since then its commercial loan portfolio has grown substantially and its C&I to total assets ratio has grown by almost 40% since 2012 (2.59% at year-end 2012 to 4.15% at year-end 2015). Wayne Savings has four commercial lenders managing its portfolio. It "targets small local businesses with loan amounts in the $50,000 - $1.0 million range."[92] Overall, the thrift's commercial and industrial loan outstandings have doubled, increasing to $18.0 million at December 31, 2015, as compared to $7.9 million at December 31, 2010. In addition to focusing on small business lending, it is offers a full panoply of online and branch based products and services. Rounding out its traditional checking and saving accounts for consumers and businesses, it offers online banking and bill pay, mobile banking, e-statements, remote deposit capture and telebanking. It provides customers with a comprehensive set of personal and business loan products, and a variety of financial planning products.

[92] See Wayne Savings Bancshares, Inc., Form 10-K, for the Fiscal Year Ended December 31, 2014, at 3, available at http://www.sec.gov/Archives/edgar/data/1036030/000117494715000485/form10k-13185_wayn.htm.

Given its strategic initiative of a "continued transition from a transaction oriented thrift culture to a relationship oriented commercial bank culture,"[93] and its increasing focus on commercial lending, the parties believe that Wayne Savings should be accorded a weighting of 100% of deposits in the competitive analysis.

Dollar Bank, FSB

Opened in 1855 as Pittsburgh Dollar Savings Institution, Dollar Bank has become a large, full-service, regional bank committed to providing the highest quality of banking services to individuals and businesses. According to its website, Dollar Bank is "the largest independent mutual bank in the nation."[94] Today, Dollar Bank operates more than 60 branch offices and loan centers throughout the Pittsburgh and Cleveland metropolitan areas. Dollar Bank has total assets of $7.3 billion, total deposits of $5.8 billion and a 6.49% ratio of C&I loans-to-total-assets. Dollar's C&I loan portfolio has grown 17.6% since 2013 while its assets grew 9.5%. In the Akron market, Dollar Bank operates one branch with deposits of $23.4 million.

Dollar Bank competes head-on with commercial banks, targeting businesses with revenues under $3 million in its Business Banking segment and those up to $100 million with its Corporate Banking segment. Corporate relationship managers partner with all key business areas within Dollar Bank including Business Financing, Real Estate Lending,

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[93] See Presentation to Annual Shareholders' Meeting, dated May 28, 2015 (Form 8-K), available at http://ir.waynesavings.com/file/Index?KeyFile=29767603&Output=3&OSID=9.

[94] See http://www.dollarbank.com/about.aspx (Mutually Inspired) (visited on February 9, 2015).

Leasing, Treasury Management and Private Banking.[95] Dollar Bank offers a variety of term loans and lines and letters of credit. Dollar Bank should be included in the HHI analysis at 100% of deposits.

Home Savings & Loan Company

United Community Financial is a full-service, financial services company, providing a wide array of retail and business banking products and services through its wholly-owned subsidiary, The Home Savings and Loan Company. Home Savings, headquartered in Youngstown, Ohio, is a community-oriented financial institution that has been serving its customers for 125 years. Today, Home Savings conducts business from its main office located in Youngstown, Ohio, and from 31 full-service branches and nine loan production offices located throughout Ohio and Western Pennsylvania.[96] On January 25, 2016, United Community announced that it signed an agreement to acquire James & Sons Insurance, a local insurance agency offering a wide variety of insurance products for business and residential customers.[97]

Home Savings has total assets of $2.0 billion, total deposits of $1.5 billion and a commercial and industrial loan to total asset ratio of 3.3%. In Akron, Home Savings has one branch with deposits of $10.2 million. Home Saving's customers have access to a wide variety of loan products, including real estate loans, lines of credit, term loans and SBA

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95 See id (Business Relationships Built On Experience).

96 See https://www.homesavings.com/our-history.aspx (visited on February 22, 2016).

97 See Business Wire, United Community Financial Corp. Acquires James & Sons Insurance, available at http://www.businesswire.com/news/home/20160125005950/en/United-Community-Financial-Corp.-Acquires-James-Sons (visited on February 9, 2016).

loans. It also offers cash management products and services, remote deposit capture, merchant credit card services, payroll services and online banking. Among the growth strategies Home Savings touted at a recent investor conference is a focus on expanding small business lending, growing balances, expanding commitments, and diversifying its portfolio.[98] At the same investor conference, Home Savings noted that its "future focus is on the growth of the CRE and Commercial lines of business. Commercial commitments have grown significantly over the last 18 months."[99]

Throughout the years, Home Savings has "maintained a commitment to developing long-standing relationships with local residents and businesses by providing its customers a full range of retail and commercial banking products and service that exceed expectations."[100] It has nine commercial relationship managers/lenders.[101]

It also touts the fact that its management team came from the commercial banking world.[102] Indeed, Home Savings' President & CEO, Gary M. Small, was an EVP at Huntington before joining Home Savings. Home Savings should be included in the HHI analysis at 100% of deposits.

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98 See United Community Financial Corp., KWB Community Bank Investor Conference, July 29, 2015 ("UCFC Investor Conference"), available at http://ir.ucfconline.com/Cache/1001200814.PDF?Y=&O=PDF&D=&FID=1001200814&T=&IID=4002033.

99 See id. at 27.

100 See https://www.homesavings.com/our-history.aspx (visited on February 22, 2016).

101 See https://www.homesavings.com/business-loans.aspx (visited on February 22, 2016).

102 See UCFC Investor Conference, supra note 98, at 29.

Northwest Savings Bank

Northwest Bancshares, Inc. is a full-service financial institution offering a complete line of personal and business banking products including employee benefits, investment management, insurance and trust services. The holding company of Northwest Savings Bank, it operates 181 community banking locations and 297 ATMs in Pennsylvania, New York, Ohio and Maryland. Northwest Consumer Discount Company, a subsidiary of Northwest, has 51 consumer loan offices in Pennsylvania.

In August 2015, Northwest Bancshares completed its merger with LNB Bancorp, Inc. (the parent of Lorain National Bank), a $1.2 billion bank holding company. The transaction has expanded Northwest Bancshares' footprint in Northeastern Ohio by 21 offices located in Lorain, Cuyahoga and Summit Counties.[103] Lorain National Bank entered the Akron market in January 2015 with a de novo branch. By June it had garnered $3.6 million in deposits before Northwest subsequently acquired it.

Northwest Savings Bank has total assets of $9.0 billion, total deposits of $6.8 billion and a C&I loans-to–total-assets ratio of 4.73%. Notably, this ratio increased from 3.88% in 2011.

Northwest Savings Bank offers business loans "for everything from a large manufacturing firm planning to expand, to a sole proprietor in need of working capital."[104] Northwest Savings Bank should be included in the HHI analysis at 100% of deposits.

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[103] See Northwest Savings Bank, Press Release, Northwest Bancshares, Inc. Completes Merger with LNB Bancorp, Inc., available at http://www.snl.com/irweblinkx/file.aspx?IID=1137118&FID=30718840.

[104] See https://www.northwestsavingsbank.com/l_business.htm (visited on February 20, 2016).

Third FS&LA

Though not meeting the Federal Reserve's criteria for an increased weighting of deposits, TFS Financial, the holding company for Third Federal Savings & Loan Association ("TFS"), also competes in the Akron market. It had $12.4 billion in assets and $8.5 billion in deposits at year end 2015. Founded in Cleveland in 1938, it celebrated its 75th anniversary in May, 2013.[105] Third Federal, which makes loans in 21 states and the District of Columbia, has 21 full-service branches in Northeast Ohio, eight lending offices in Central and Southern Ohio, and 17 full-service branches throughout Florida. In the Akron market, TFS has two branches with $310 million in deposits.

As shown above, six of the market's thrifts meet the Federal Reserve's (and DOJ's) criteria for inclusion in the analysis at 100% of deposits. Westfield Bank, CFBank, Wayne Savings Bank, Dollar Bank, Home Savings and Northwest Savings have demonstrated that they are active commercially with high or rapidly growing C&I loans-to-assets ratios and competitive commercial lending products and personnel.

(iii) Credit Unions Warranting 50% Inclusion

Across the country, credit union lending is on the rise. Credit unions extended more than $1 billion in credit per day, on average, through September 2015. Loan originations increased 18.1% year-over-year and totaled nearly $310.4 billion in the first three quarters of 2015. In addition, the number of credit unions that have member business loans on their balance sheets increased to 34.4%, up 86 basis points from 33.6% in September 2014. Outstanding member business loan balances expanded 12.3% year-over-

[105] See https://www.thirdfederal.com/aboutus (visited on February 20, 2016).

year to $50.9 billion as of September 2015. Credit unions that participate in member business lending expanded their total loan portfolio 11.8% annually, compared to 6.2% for credit unions that do not.[106] As shown below, there are a number of organizations that specifically focus on assisting credit unions in providing loans to small businesses.

Akron has a sizeable number of credit unions. As of June 30, 2015, there were 25 credit unions with 34 branches in the Akron market accounting for 6.0% of market deposits[107] and 15.3% of all Akron financial institution branches. Five credit unions have multiple branches in this market. In the aggregate, credit unions hold $770 million in deposits in the Akron market. According to the Ohio Credit Union League, credit unions in Ohio serve 2.81 million members — that is, nearly 1 in 4 Ohioans has selected a credit union as their financial institution of choice.[108] In Akron, two credit unions warrant special attention and inclusion in the quantitative analysis at 50% of deposits.

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[106] Industry Performance by the Numbers (3Q2015), available at http://www.creditunions.com/articles/industry-performance-by-the-numbers-3q-2015/?pg=1.

[107] By comparison, in the Federal Reserve's Order approving Wells Fargo's acquisition of Wachovia, the Federal Reserve included various credit unions at 50% of deposits in certain markets in which credit unions collectively accounted for less than 2% of total deposits. See Wells Fargo Corporation, Federal Reserve Board Press Release, Oct. 21, 2008, available at http://www.federalreserve.gov/newsevents/press/orders/orders20081021a1.pdf. Similarly, in PNC's acquisition of National City, the Federal Reserve included various credit unions at 50% of deposits in certain markets in which credit unions collectively accounted for less than 5% of total deposits. See The PNC Financial Services Group, 95 Fed. Res. Bull. B1 (December 15, 2008). Credit union deposits are reported only at an institution level. Deposits are apportioned equally across all branches in each credit union's network to estimate Akron market deposits.

[108] See https://www.ohiocreditunions.org/Public/FactsAboutCUs.pdf.

Seven Seventeen Credit Union

In November 2015, Seven Seventeen Credit Union (SSCU) merged with Kent Credit Union[109] to become the largest credit union in the Akron market. It is now the fourth largest credit union in Ohio, with $901.2 million in assets and $772.0 million in deposits. In Akron, it has an estimated $109 million in deposits at three in market street-level, full-service branches. Moreover, it has broad eligibility criteria, which cover anyone who lives or works in the Counties of Trumbull, Mahoning, Columbiana, Portage, Summit or central Stark, all in Ohio.[110] Seven Seventeen offers personal banking services and business banking services, and online and mobile services for all customers. For businesses, it offers a wide variety of services, such as merchant services, payroll services, and small business payments solutions, and a wide variety of loans, including commercial mortgage loans, term loans, credit lines, and SBA loans.[111] It has 8.8% of its assets in member business loans, one percent of which are C&I loans. It also holds $1.8 million in SBA loans.

GenFed Financial Credit Union

GenFed Financial Credit Union has $229.4 million in total assets, $188.4 million in total deposits, street-level branches, broad membership criteria[112] (covering 90%

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[109] See http://sscu.net/history (visited on February 19, 2016). The merger resulted in the addition of a new branch location in Ravenna and over 7,000 new members, expanding Seven Seventeen's field of membership into Summit County in Ohio. Seven Seventeen now has over 73,000 members.

[110] See http://www.sscu.net/aboutus (visited on February 19, 2016).

[111] See http://www.sscu.net/business (visited February 17, 2016); http://www.sscu.net/uploads/1442338671.pdf.

[112] GenFed is open to anyone who resides, works, attends school, volunteers or worships in Lorain County, Ohio; Summit County, Ohio; Eerie County, Ohio; Medina County, Ohio; Williams County, Ohio; Paulding County, Ohio; Marion County, Illinois; Jefferson

(footnote continued)

of the market's population), and member business loans. In the Akron market, GenFed has four street-level branches holding an estimated $61.5 million in deposits. In addition to its four in-market branches, GenFed has eight branches located throughout Ohio, Indiana and Illinois. GenFed offers a full array of consumer banking services and lending products as well as member business loan products.

(iv) Five Other Credit Unions Should be Considered for 50% Weighting Because They Have Broad Eligibility Requirements

Five other credit unions have broad geographic member eligibility covering between 69% and 76% of the market's population.

Towpath Credit Union

Towpath Credit Union is the second largest credit union in the market, with three full-service, street-level branches holding $102.6 million. Towpath has $116.5 million in assets. Towpath is open to everyone who lives, works, worships or attends school in Summit County.

In March 2015, Towpath began offering small business loans to its customers through its partnership with Cooperative Business Services (CBS),[113] which provides

(footnote continued)

County, Illinois; everyone who resides, works, volunteers or worships in Cuyahoga County, Ohio; Portage County, Ohio; and anyone who resides or works in Shelby County, Indiana or who is an employee of a business listed in GedFed's company list. Furthermore, members can sponsor their relatives to become a member. See http://www.genfed.com/Who_is_GenFed__Who_Can_Join_47.html (visited February 3, 2016). Genfed has over 20,000 members today.

[113] See http://www.towpathcu.com/providing-small-business-solutions-in-summit-county.aspx (visited on February 1, 2016);

services to 83 credit unions in 11 states.[114] CBS, which has more than $16 billion in assets, facilitates the origination, underwriting, closing, servicing and portfolio management of business loans. It assists credit unions in providing a business loan product to small businesses. CBS offers (1) commercial real estate loans, (2) term loans of up to $2 million for the purchase or refinance of machinery, equipment or other capital assets, permanent working capital and business acquisition or debt consolidation, (3) lines of credit for any general business purpose of up to $500,000, (4) SBA 7(a) loans for business expansion, business acquisition, commercial real estate purchase, machinery and equipment purchase, working capital, and debt refinance and (5) SBA 504 loans.

In addition to small business solutions,[115] Towpath offers a full suite of consumer deposit and loan products. It is an AllianceOne member,[116] offering nearly 5,000 surcharge-free ATMs to its customers, and is a member of the shared branch network, offering its customers access to thousands of branches in which to do their banking business.

BFG Federal Credit Union

With total assets of $150.3 million and total deposits of $136.7 million, BFG Federal Credit Union (BFG) is among the largest credit unions in the Akron market. It has more than 29,000 members. In Akron, it has one full-service, street-level branch with an estimated $69.8 million in deposits.

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[114] See http://www.cbscuso.com/ .

[115] See http://www.towpathcu.com/credit-union-loans.aspx (visited February 3, 2016).

[116] AllianceOne is a nationwide cooperative of credit unions, small community banks and thrifts that have joined together to allow their cardholders to use each other's ATM machine across the country without having to pay a transaction fee.

Founded in 1935 by and for BF Goodrich company employees, it expanded its charter in 2005 to include all residents, employees, students, worshippers and volunteers, and their family members, in and of Summit County, Ohio.[117] BFG provides a full line of traditional banking services plus an online and mobile suite of banking products, and it also makes member business loans. According to BFG's president and CEO, Michael Owens, BFG has long-term expansion plans and is eyeing expanding into the Southern or Western part of Summit County, where BFG has no presence as of yet.[118]

Integrity Federal Credit Union

Integrity FCU is the 9th largest credit union in the Akron market. It received charter approval to expand its services to anyone who lives, works or worships in Summit County in October 2011.[119] It has $39.5 million in assets and $35.6 million in deposits at its street-level branch in Akron (up from $34.7 million at June 30, 2015). It offers a full panoply of products and services including both at the branch, online and with mobile applications.

Buckeye State Credit Union

Buckeye State has five branches across Northeast Ohio, and has tripled in size in the past decade and a half. It has $88.4 million in assets and $76.6 million in deposits. Buckeye markets itself as a progressive credit union "both in operations and [its] lending

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[117] See http://www.bfgfcu.org/home/about/who_we_are (visited on February 20, 2016).

[118] See http://www.crainscleveland.com/article/20150408/FREE/150409862/bfg-federal-credit-union-to-shut-twinsburg-branch (visited on February 19, 2016).

[119] See http://www.integrityfcu.org/about-integrity-federal-credit-union.aspx (visited on February 19, 2016).

portfolio offerings."[120] One of those offerings is a sizeable portfolio of member business loans. It has 9.25% of its assets devoted to member business loans, with $8.2 million in such loans outstanding. In Akron, Buckeye has $15.3 million in deposits at one full-service, street-level branch, although like many credit unions today, it partners with several networks to provide expanded branch, ATM and other offerings to its members and potential members. It is accessible to over 75% of the market's population including residents of both Summit and Stark counties.[121]

New Horizon FCU

New Horizon Federal Credit Union has $17.6 million in total assets and $15.7 million in total deposits at its branch in the Akron market. As of November 2013, it changed its charter, which was initially limited to employees of Babcock & Wilcox and their families, to serve all residents of Summit County.[122] New Horizon offers a full line of products and services at its street level branch (and because New Horizon is a member of a shared branching network, members have access to numerous other branches as well).

Federal Reserve precedent warrants 50% inclusion of, at a minimum, two credit unions — GenFed and Seven Seventeen/Kent — in the quantitative analysis because both meet the Federal Reserve's key criteria: both are accessible to all or almost all of the market's population, both have street-level branches and both offer a wide variety of

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[120] See https://www.buckeyecu.org/buckeye-history/ (visited on February 19, 2016).

[121] Buckeye is accessible to anyone who lives, works, worships, or attends school in the City of Shaker Heights, Lake County, Summit County or Stark County, Ohio. See https://www.buckeyecu.org/membership-application/.

[122] See http://www.newhorizonfcu.com/au-history.html (visited on February 19, 2016).

products and services in competition with banks – and thrifts.[123] Even if the Federal Reserve were not to give any quantitative significance to Akron's credit unions, Federal Reserve precedent also acknowledges that credit union competition serves as an important mitigating factor even without explicitly including credit union deposits in the quantitative analysis (although the FAQs and recent Federal Reserve precedent provide that the Federal Reserve will include qualifying credit unions at higher weightings).[124] If the deposits of Seven Seventeen and GenFed are accorded a 50% weighting, the proposed transaction would cause the HHI increase to be 382 points to 1739 (with the exclusion of the head office deposits discussed above and the weighting of all six commercially active thrifts[125] at 100%). If the deposits of the additional credit unions that cover 69% or more of the market's population are weighted at 50% – Towpath, BFG, Integrity, Buckeye and New Horizon — then the proposed transaction would cause the HHI to increase by 374 points to 1702.

(v) Entry and Expansion

The Akron market is attractive for entry and expansion as evidenced by recent entry and expansion and reported proposed activity. In January of 2015, Lorain National Bank entered with a de novo branch which gathered $3.6 million in deposits by June 2015.

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[123] See authorities cited supra note 7.

[124] See, e.g., First Citizens Banc Corp, 94 Fed. Res. Bull. C1 (2007) (Logan County, OH); BB&T Corporation, 92 Fed. Res. Bull. C143 (June 12, 2006) (Blue Ridge Area, GA-TN); F.N.B. Corporation, 90 Fed. Res. Bull. 481 (2004) (Sharon, PA-OH); BB&T Corporation, 89 Fed. Res. Bull. 335 (2003) (Franklin City, VA); First Western Bancorp, Inc., 87 Fed. Res. Bull. 681 (2001) (Rapid City, SD); Fifth Third Bancorp, 87 Fed. Res. Bull. 330 (2001) (Benton, Harbor, MI)..

[125] Westfield Bank, CFBank, Wayne Savings Bank, Dollar Bank, Home Savings and Loan Company and Northwest Savings Bank. See Statistical Annex Volume Exhibit II.

This institution was subsequently acquired by Northwest Bancshares, itself a new entrant into the market.

Three other competitors entered by acquisition since 2012: Peoples Bancorp, which now has four branches with $99 million in deposits in the market; Talmer Bancorp, which has two branches with $68 million in deposits (and which recently agreed to merge with Chemical Financial, which will be a new entrant into this market); and Farmers National, which acquired one branch in 2015 which supplemented the loan production office it opened in late 2014. Farmers National's loan production office is staffed by two commercial bankers, two mortgage officers, a private client services relationship manager and a financial advisor.[126]

In 2012, S&T Bancorp opened a commercial loan production office in Akron which it reportedly plans to convert to a full-service branch.[127] Through its loan production office, S&T has gained 2.9% share of small business loan originations — almost entirely in the $100,000 to $1 million range. S&T's website touts four commercial lenders, one business banker and a regional credit officer serving its Northeast Ohio region. [128]

PNC, the third largest bank in the market, expanded its presence by opening a new branch in August 2015 which would not have been included in the June 2015 Summary of Deposits reports.

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[126] See Farmers National Banc Corp. Presentation to Annual Meeting of Shareholders, April 16, 2015, available at http://www.sec.gov/Archives/edgar/data/709337/000119312515133236/d909190dex991.htm .

[127] Source: SNL Financial.

[128] See https://www.stbank.com/Content/Business/Our-Team/Default.aspx (visited February 22, 2016).

Conditions are good for continued entry in the Akron market. Indeed, the Akron MSA is among the most attractive MSAs in Ohio. Per capita income in the Akron MSA is higher than the median for all 47 Ohio MSAs (both metropolitan and micropolitan).[129] The Akron MSA's rate of growth (CAGR) for per capita income over the past two-year period (7.72%) exceeds the U.S. (4.03%), the State of Ohio (5.60%) and the median for all Ohio MSAs (4.40%).

Moreover, median household income in the Akron MSA is higher than the median for all Ohio MSAs ($53,304 for the Akron MSA vs. $47,419). The Akron MSA's rate of growth (CAGR) for median household income over the past two-year period (6.54%) substantially exceeds the rates for the U.S.(3.78%), for the State of Ohio (4.26%) and for all Ohio MSAs (3.18%).

(vi) Competition for Small Business Lending Is and Will Remain Robust

Neither FirstMerit nor Huntington is the largest small business lender in the Akron market and as evidenced by the small business loan originations data, the proposed transaction yields a post-merger HHI level of 1003 points (following an increase of 130 points) that is well under the safe harbor levels. There are dozens of banks and thrifts making small business loans to customers in the Akron market according to the most recent CRA data, including some of the largest national, super-regional and regional banks and local community banks. Among them is PNC, which has a strong presence throughout the region and is the *leading* small business loan originator in Akron. In the first three months of

[129] The median per capita income in Ohio is $24,812, while in Akron it is $30,084. Demographic data is provided by Nielsen as of January 1, 2016, as reported by SNL Financial.

2015, PNC ranked seventh nationally, with $8.9 billion in small business loans outstanding.[130] In Akron, PNC has the highest share of such loans (19% of loan originations in amounts from $100,000 to $1 million). PNC is a member of the Ohio Business Lending Clearinghouse (joining in 2011), which among other things, brings together small business owners and Ohio lenders. According to a PNC business banking territory manager:

> PNC bankers are out in our communities every day providing capital to help Ohio business owners grow and sustain successful enterprises, including $3.5 billion in small business loans across our footprint in last year alone . . . . Helping customers optimize cash flow is a priority, and the Ohio Business Lending Clearinghouse provides us a great opportunity to further connect PNC's leading solutions with projects that will create jobs and foster the growth.[131]

While PNC is the largest lender in the Akron market, there are numerous other significant small business lending competitors. Indeed, the shares of the next eight largest competitors range between 9.06% and 6.59%, with Huntington and FirstMerit right in the middle. These eight banks and thrifts are competing vigorously for small business loans: J.P. Morgan Chase (9.06%), FirstMerit (8.28%), KeyCorp (8.15%), Huntington, (7.88%), Portage Bancshares (7.37%), Westfield Bank (Ohio Farmers) (7.28%), Hometown Bank (6.97%) and Fifth Third (6.59%). Like PNC, J.P. Morgan Chase, KeyCorp and Fifth Third continually rank among the top U.S. small business lenders. J.P. Morgan Chase is the fourth

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130 Patty Tascarella, PNC No. 7 in U.S. for small business lending, Business Times, July 6, 2015, available at https://www.sageworks.com/pdf/Pittsburgh_Business_Times_07062015.pdf.

131 Ohio Department of Development, News Release, PNC Bank Joins Ohio Business Lending Clearinghouse Network, March 17, 2011, available at https://development.ohio.gov/files/media/pressrelease/11.3.17%20-%20Release%20-%20PNC%20Bank%20Joins%20Ohio%20Business%20Lending%20Clearinghouse%20Lender%20Network.pdf.

most active SBA 7(a) lender in the country. Fifth Third and KeyCorp are ranked among the top 50 most active SBA 7(a) lenders.[132]

Among the top nine small business lenders in the Akron market are three local community banks that are highly focused on commercial lending. Westfield Bank's commitment to businesses is evident from its C&I loans-to-assets ratio of 17.5%. As noted above, in 2013, Portage Community Bank, a preferred SBA lender, was recognized as one of the top Small Business Administration (SBA) lenders in Northeast Ohio by Crain's Cleveland Business.[133] As noted above, Portage has won business away from Huntington in the Akron market during the past year. Hometown Bank also shows its commitment to local business lending with a ratio of C&I loans-to-assets of 7.31%.

In addition to the banks and thrifts with branches in the market, the small business loan data also show that several institutions with no branches in this particular market are in fact making loans to small businesses in the market. Included among them are S&T Bancorp (which as mentioned above, has a loan production office in the market), Bank of America and Wells Fargo. Each has extended credit to small businesses in the market without a physical branch. As recently as 2015, Huntington and Wells Fargo competed head to head, with Wells Fargo winning the relationship.

(vii) Akron Conclusion

In sum, when the deposit data are properly adjusted to exclude the non-local, wholesale and collateralized deposits booked to the FirstMerit's head office, which in fact do

[132] See SBA, 100 Most Active SBA 7(a) Lenders, available at https://www.sba.gov/lenders-top-100 (by lending volume in FY 2016).

[133] See http://www.pcbbank.com/about-us/news-center/news-events.html (visited on February 22, 2016).

not bear any relation to FirstMerit's competitive significance in the Akron banking market, the HHI deposit analysis, like the HHI branch and lending analyses, confirm that the Akron market is much less concentrated than the baseline data suggest. Exhibit II of the Statistical Annex Volume includes market share tables for the Akron market which combine the following suggested deposit market adjustments: (1) three thrift institutions described with C&I loans-to-assets ratios of greater than 5% are included at 100% of deposits and other thrifts at 50%; (2) credit unions that cover 80% or more of the market's population (Seven Seventeen and GenFed) are included at 50% of deposits and other credit unions are excluded; and (3) FirstMerit's head office deposits are adjusted to remove $982 million in non-local deposits. Under these assumptions, the proposed transaction would cause the HHI to increase by 384 points to a post-merger level of 1746 points under the Federal Reserve's methodology. If all six thrifts shown by the parties to be commercially active are included at 100% of deposits (instead of only three thrifts) and all other thrifts at 50% (and all other factors are the same as above), the proposed transaction would cause the HHI to increase by 382 points to 1739. The foregoing mitigating factors and adjustments ensure that the proposed transaction would not substantially lessen competition in the Akron market and thus no divestiture is warranted.

After consummation of the proposed combination, 26 bank and thrift competitors and 25 credit unions would remain in the market. These remaining competitors would include two large national banks and a large super-regional bank with shares exceeding 10% (J.P. Morgan Chase, PNC and KeyCorp), and two other regional competitors with shares near 5% (Fifth Third and Citizens Financial).

2. Canton, OH Market

The parties propose to divest branches in the Canton banking market holding approximately $600 million. Accounting for the mitigating factors and market share adjustments discussed below, this divestiture will bring the proposed transaction to below concentration safe harbor levels under the Federal Reserve's standard (1800/200) analysis.[134]

A. Huntington's Market Share Is Overstated Due to Centrally Booked Deposits at its Large Canton Branch

Huntington's market share in the Canton banking market significantly overstates its competitive presence owing to one branch located at 220 Market Avenue. This branch held $792 million in deposits, as of June 30, 2015, or about one-half of Huntington's $1.6 billion of reported deposits in the Canton market. The Market Avenue office is more than eight times larger than Huntington's next largest branch in Canton and has grown by 51% in the past five years. It grew by 14% in the last year alone.[135] It is also significantly larger than any of its competitor's branches – three times larger than the second largest branch in the market and five times larger than the third largest branch in the market.[136]

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[134] Statistical Annex Volume Exhibit II.

[135] Taking into account all of Huntington's branches throughout the entire holding company footprint, it has few branches larger than this one. Indeed, its average non-in-store branch size is $87.4 million in deposits, while its median branch size is only $35 million in deposits. While there are three institutions with headquarters in Canton, the total deposits of each of the three are much smaller than Huntington's large branch: Premier Bank & Trust (Ohio Legacy Corp.), with $188 million in deposits in the market and $100 million in deposits at its headquarters branch, Consumers Bancorp with $222 million in deposits in the market and $65 million in deposits at its headquarters branch, and Magnolia Bancorp with $66 million in deposits in the market and $28 million in deposits at its headquarters branch.

[136] The second largest branch in the market belongs to FirstMerit ($264 million in deposits) and the third largest branch belongs to J.P. Morgan Chase ($162 million in deposits). FirstMerit also reported more than $150 million in deposits at two additional branches.

(footnote continued)

Huntington has analyzed the accounts in this branch and found that $190.6 million are deposit accounts of government entities that are legally subject to 105% collateralization requirements.[137] As discussed in the Akron market section, the FAQs and other precedent acknowledge that the collateralization requirement renders these deposits unsuitable for lending, such that they should be excluded from Huntington's market share.[138]

B. Strong National, Super-Regional and Community Banks Compete with the Combined Bank

PNC and J.P. Morgan Chase Compete in this Market

As discussed in more detail above, J.P. Morgan Chase is the country's largest bank, with $1.9 trillion in assets (as of December 31, 2015) and branch operations in 267 states, including Ohio where its ranks fifth largest. In the Canton market, J.P. Morgan Chase

(footnote continued)

To account for the possibility that competitors with large branches could also have more than a marginal amount of collateralized public deposits, which also might inflate their market shares, the parties made an adjustment to J.P. Morgan Chase, the only competitor other than FirstMerit with a branch holding deposits over $150 million. Even this branch size is comparably small compared to Huntington's large branch in this market. Reducing J.P. Morgan Chase's branch deposits by 24.1% (Huntington's ratio of public deposits to deposits booked at its largest branch), the proposed transaction causes the HHI to increase by 353 points to 1782 (post-divestiture and accounting for appropriate weightings of commercially active thrifts and credit unions) . To be conservative, the parties did not exclude any deposits from FirstMerit's largest branches. If the ratio of Huntington's public deposits to its total deposits in the market (11.7%) is applied to all banks and thrifts in the market regardless of whether they have a large branch, the HHIs are also significantly reduced (increasing 330 to 1797 post-divestiture). In both cases, the parties' proposed divestiture brings the proposed transaction to below safe harbor. Statistical Annex Volume Exhibit II.

[137] About 22% of the collateralized government deposits belong to one account that Huntington lost in 2015 – and thus the deposits are in any event running off. Huntington's government deposits booked to the branch were nearly 25% lower at year-end 2015.

[138] FAQs, supra note 5, No. 24.

has 11 branches with $708.5 million in deposits and ranks sixth in small business loan originations.

PNC is the sixth largest bank in the country, with $348.3 billion in total assets, $246.3 billion in total deposits as of December 31, 2015 and branch operations in 21 states, including Ohio. PNC is ranks sixth in this market by deposits with 10 branches but ranks first in small business loan originations with nearly twice the share of FirstMerit.

In addition to PNC and J.P. Morgan Chase, two strong super-regional banking organizations and several strong regional and community banks (including, among others, Fifth Third and U.S. Bancorp) would compete with the combined bank in the Canton market. Altogether there are currently 18 banks and thrifts in this highly competitive market.

Citizens Financial Group

Headquartered in Providence, Rhode Island, Citizens Financial Group, discussed in greater detail in the Akron section above, is one of the oldest financial services companies in the country. It has $108.1 billion in total assets, $76.5 billion in total domestic deposits, and 1,200 branches in 11 states. In the Canton market, Citizens Financial has 12 branches with $601 million in deposits.

KeyCorp

KeyCorp, headquartered in Cleveland, Ohio, discussed in greater detail in the Akron section above, is one of the nation's largest banks and financial services companies, with $93 billion in total assets at its subsidiary KeyBank and 966 full-service branches in 12 states. In the Canton market, KeyCorp has 12 branches with $539 million in deposits.

Consumers Bancorp

Consumers Bancorp, the holding company of Consumers National Bank, has $416.3 million in total assets and $342.7 million in total deposits. It provides commercial banking services online and through twelve branch locations and two loan production offices in Carroll, Columbiana, Stark, Summit, Wayne and contiguous counties in Ohio. In the Canton market, Consumers National Bank has eight branches with $221.8 million in deposits including one that opened in 2012.

Consumers National Bank has embarked upon a strategy to expand, diversify and grow its commercial lending business. In 2015, Consumers expanded its presence to Summit and Wayne Counties through the opening of two loan production offices. Specifically, it opened a new "Business Lending office" on Darrow Road in Stow (in Summit County) in June 2015 and a second new "Business Lending office" in Wooster (Wayne County) in July 2015. As part of the bank's long-term strategic plan, the new lending offices "provide a local office for existing Summit and Wayne county clients" and offer an opportunity to gain exposure to "more businesses and farms in Wayne, Summit, and surrounding counties."[139] "These strategic market expansions will allow [Consumers] to leverage [its] existing customer base and more thoroughly serve a growing population of small businesses that are becoming dissatisfied with inattentive banking organizations."[140]

Also in 2015, Consumers National Bank "established a business development program that emphasizes efficient calling efforts, responsiveness to customer needs

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[139] Consumers Bancorp, Annual Report, For the Fiscal Year Ended June 30, 2015, at x, available at http://www.snl.com/Cache/1001202905.PDF?O=PDF&T=&Y=&D=&FID=1001202905&iid=1024545.

[140] Id. at ii.

identification, and cross-departmental support."[141] During 2015, Consumer National Bank's "commercial transaction account balances increased $13.4 million and total commercial customer related funding sources increased $20.3 million, or 19.2%, to $126.2 million."[142] In small business lending in Canton, Consumers National Bank is estimated to have a 10.3% share of loan originations between $100,000 and $1 million. It ranks among the top four lenders in Canton, ahead of FirstMerit which has a share of 8.9% and almost tied with Huntington which has a share of 10.73%.

Consumers National Bank collaborates with many federal and state programs to help local businesses, farmers and consumers meet their full potential. By successfully helping borrowers take advantage of a full range of Small Business Administration programs the bank has obtained SBA Preferred Lender Status, enabling it to provide accelerated SBA approvals. On the agriculture side, the bank participates with the Farm Service Agency (FSA), Ohio AgLink Program, and USDA programs. Consumers National Bank participates in various Ohio loan programs to address the special needs of borrowers. The Ohio GrowNOW loan through the Ohio Treasurer of State lowers the financing costs for new or growing employers.

Last year was a big year for Consumers National Bank, because in addition to implementing the strategies described above, Consumers also substantially completed construction of a 30,000 square foot corporate office and branch in Minerva, Ohio, which is scheduled for completion in fiscal year 2016 and will provide additional customer and

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[141] Id.

[142] Id.

employee opportunities while showcasing Consumers National Bank as a strong banking alternative.[143]

Ohio Legacy Corp

Ohio Legacy Corp is the bank holding company of Premier Bank & Trust, headquartered in North Canton, Ohio with four banking offices located in North Canton, Belden Village, Fairlawn and St. Clairsville, Ohio. It has $320.8 million in total assets and $254.9 million in total deposits. Premier Bank provides commercial banking, retail banking, private banking, trust, investment, estate planning and retirement plan services to small businesses and consumers in Stark, Summit, Belmont and surrounding counties in Ohio.[144] In Canton, Premier Bank has two branches with $188 million in deposits.

Although Ohio Legacy was formed in 2000, Premier Bank, was "started up" in 2010 by the former President of Huntington's Akron/Canton region, Rick Hull. Mr. Hull left Huntington, returned to his roots as a community banker, assembled investors to acquire an interest in the old Ohio Legacy, and formed Premier Bank where he is its President and CEO. According to Huntington, Mr. Hull and Premier Bank are aggressive competitors in the area.

Premier is especially aggressive in competing for businesses, providing a full suite of business products and services, including online business banking, cash management, merchant debit and credit card services, ACH, payroll management and a full array of commercial loan products. Premier "offers all of the products of a larger bank, including

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[143] Id.

[144] See https://www.mypremierbankandtrust.com/about-us (visited on February 20, 2016).

trust, private banking, retirement services, wealth management services and investment brokerage services, with the benefits of being local and accessible."[145] In Canton, Premier is the second largest small business lender, garnering an estimated 15.39% share of small business loan originations in amounts between $100,000 and $1 million — well above Huntington and FirstMerit. Only PNC ranks higher.

Fifth Third Bancorp

Fifth Third Bancorp, described in more detail in the Akron section above, is a diversified financial services company headquartered in Cincinnati, Ohio, and is one of the largest banks in the country. Fifth Third has $138.6 billion in assets, $106.7 billion in total deposits and 1,254 full-service banking centers in 12 states throughout the Midwestern and Southeastern regions of the U.S. In Canton, Fifth Third has five branches with $109.1 million in deposits.

Magnolia Bancorp

Founded in 1899, the Bank of Magnolia Company is another homegrown competitor in this market serving "residents and businesses of the Stark, Tuscarawas and Carroll county areas."[146] The Bank of Magnolia has grown over the past century and is currently operating offices in Magnolia, East Sparta and Canton. It has $78.6 million in assets and $68.8 million in deposits in its three in-market branches (up from $66.4 million as of June 30, 2015). It offers a wide variety of consumer and commercial banking products and services at its branches and online.

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[145] See https://www.mypremierbankandtrust.com/about-us (visited on February 20, 2016).

[146] See https://www.bankofmagnolia.com/history.html (visited on February 20, 2016).

Farmers National Banc Corp.

Farmers National Bank of Canfield is a leading community bank with more than $1.9 billion in total assets, $1.4 billion in total deposits, $1.3 billion in total loans and 38 banking locations in Mahoning, Trumbull, Columbiana, Stark, Wayne, Medina, and Cuyahoga Counties in Ohio and Beaver County in Pennsylvania. Farmers also offers a full array of financial services.[147] In 2009, Farmers acquired Butler Wick Trust Company which has been renamed Farmers Trust Company. In 2012, Farmers rolled out private client services and in 2015 it acquired National Bancshares[148] to become the third largest community bank in Northeastern Ohio. In Canton, Farmers National has four branches with $64 million in deposits including one branch that opened in June 2015. In 2015, Farmers National and Huntington competed, with Farmers National being the winning bidder for the business relationship.

U.S. Bancorp

U.S. Bancorp, headquartered in Minneapolis, Minnesota, discussed in greater detail in the Akron section above, is the fifth largest commercial bank in the U.S., with 3,133 banking offices in 25 states. It provides a comprehensive line of banking, investment,

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147 See https://www.farmersbankgroup.com/about-us/history/ (visited on February 20, 2016).

148 See Farmers to Acquire National Bancshares for $74 Million, http://archive.businessjournaldaily.com/banking-finance/farmers-acquire-national-bancshares-74-million-2015-1-28 (visited on February 22, 2016); Farmers National Banc Corp., January 29, 2015 Conference Call Presentation to Discuss 2014's Financial Results and the National Bancshares Merger, available at http://www.sec.gov/Archives/edgar/data/709337/000119312515024535/d862503dex991.htm.

mortgage, trust and payment services products to consumers, businesses and institutions. In Canton, it is the 12th largest bank, with $50.6 million in six branches.

C. Two Active Thrifts, Westfield Bank and Wayne Savings Community Bank, Should Be Regarded as Full Competitors

Westfield Bank

As discussed in greater detail in the Akron section above, Westfield Bank is part of a super-regional financial/insurance group, which is owned by Ohio Farmers Insurance Company. Holding 17.5% of its total assets as C&I loans, it warrants 100% inclusion under the criteria of both the Federal Reserve and the DOJ.

Westfield entered the Canton market in 2012 with a de novo branch which now holds $27 million in deposits. Westfield has shown itself to be a very active competitor and a strong business bank. While its estimated share of small business loans in the $100,000 to $1 million category in Canton is just over 2%, that is more than four times its share of deposits in Canton (weighted 100%) and it is a very significant small business lender in other markets (Akron in particular).

Wayne Savings Community Bank

Wayne Savings Community Bank, discussed in greater detail in the Akron section above, should also be included at 100% of deposits in the competitive analysis in Canton. As noted, Wayne Savings Community Bank has $434.1 million in total assets and $364.8 million in total deposits in 11 locations throughout Northeast Ohio. In Canton, it reports $26.6 million in deposits at one branch, and holds 4.15% of its assets as C&I loans (with four commercial lenders managing its portfolio). As mentioned above, its commercial loan portfolio has grown substantially and its C&I loans-to-total assets ratio has grown by almost 40% since 2012 (2.59% at year-end 2012 to 4.15% at year-end 2015).

D. The Deposits of Eleven Credit Unions Should Be Weighted at 50%[149]

Canton has a relatively large number of credit unions competing for local banking business. There are 21 credit unions with 34 branches holding an estimated 12% of the market's total deposits,[150] more than the average for the U.S. generally.[151] Eleven of those credit unions have street-level, full-service branches offering a wide variety of products and services to virtually all of the market's population. As will be shown, the deposits of these 11 credit unions warrant at least 50% deposit inclusion under the Federal Reserve's standards.

Canton School Employees FCU

Canton School Employees FCU is the largest credit union in the market. As of December 31, 2015, it has $209.7 million in total assets and $186.2 million in total deposits (all in the Canton market). This is up from $182.7 million in deposits at June 30, 2015. Founded in 1938, it has broad membership criteria accessible to more than 90% of the population, serving anyone who lives, works, worships, attends school, or volunteers within Stark County, and their immediate family members.[152] It also is open to businesses in Stark County. This credit union has four in-market, street-level, full-service branches. Canton

[149] The parties note that, while Seven Seventeen Credit Union is present in the Canton market, it is unclear whether its membership eligibility rules cover all or mostly all of the Canton market (while they do cover all or mostly all of the Akron market).

[150] Credit union deposits are allocated equally across all active full-service offices as of June 30, 2015.

[151] Credit unions held 9.7% of total domestic deposits in the U.S. at June 30, 2015.

[152] See http://www.csefcu.com/about-cse-federal-credit-union.aspx (visited on February 19, 2016). More than 90% of the population in the Canton market lives in Stark County.

School Employees FCU offers a full line of traditional bank product and services and online and mobile bank products and services.

In addition to personal loans, mortgage loans, home equity loans, recreational loans, share secured loans, new and used vehicle loans and student loans, it offers members small business loans through Cooperative Business Services (CBS),[153] an organization providing small business lending services to 83 credit unions in 11 states. It has more than $16 billion in assets, facilitates the origination, underwriting, closing, servicing and portfolio management of business loans. CBS offers (1) commercial real estate loans, (2) term loans of up to $2 million for the purchase or refinance of machinery, equipment or other capital assets, permanent working capital, and business acquisition or debt consolidation, (3) lines of credit for any general business purpose of up to $500,000, (4) SBA 7(a) loans for business expansion, business acquisition, commercial real estate purchase, machinery and equipment purchase, working capital, and debt refinance, and (5) SBA 504 loans.

Stark FCU

Stark FCU is the second largest credit union in the market with $114.5 million in total assets and $101.6 million in deposits (as of December 31, 2015) at three street-level branches (plus an additional shared branch of Minerva Area Federal Credit Union). It is "one of the fastest growing credit unions in Ohio."[154] Stark is open to anyone who lives, works, worships or attends school in Stark or Carroll Counties (covering more than 97% of the market's population). It offers savings and checking accounts, MMA accounts, credit and

[153] See http://www.csefcu.com/leaving.aspx?link=http://www.cbscuso.com/ (visited on February 19, 2016).

[154] See http://www.starkcu.org/answercenter.htm (visited on January 25, 2016).

debit cards, IRAs, online bill pay, mobile banking and telebanking. Loan products include auto loans, student loans, home equity loans, mortgages, other vehicle loans and member business loans.

Friends and Family CU

The third largest credit union in the Canton market is Friends and Family Credit Union. It is a full-service credit union with over $81.7 million in total assets and $74 million in deposits at its three in-market street-level branches (two of which have drive-thru lanes), including one branch from its recent merger with West Stark Federal Credit Union. ATMs are available at all three of its branches and members can use thousands of surcharge-free ATMs within the national Alliance One and MoneyPass networks. It has broad eligibility criteria, accessible to anyone who lives, works, worships or attends school in Stark County.[155]

It offers a wide array of products and services from debit and credit cards, checking and debit accounts, direct deposit, savings accounts, CDs, IRAs, MMAs, mobile banking, money orders, online banking, online bill pay and a variety of loans such as auto/vehicle loans, mortgages, home equity loans and personal loans.[156]

Golden Circle CU

With $87.1 million in total assets and $71.7 million in total deposits (as of December 31, 2015) at its two in-market, full-service, street-level branches, Golden Circle Credit Union also is a significant competitor in Canton. It too is open to all persons who live,

[155] See http://friendsandfamilycu.com/membership (visited February 25, 2016).

[156] See http://friendsandfamilycu.com/aboutus (visited February 1, 2016)

work, worship, or study in Stark County. It offers a diverse array of products and services from checking and savings accounts to various loan products, and it offers internet banking, mobile banking and internet bill pay, drive-thru lanes and ATM banking.[157]

Community One CU of Ohio

Community One offers traditional bank products and services as well as online and mobile products and services to everyone who lives, works, worships or attends school in Stark County, Ohio.[158] As of December 31, 2015, it has $70.5 million in total assets and $65.0 million in total deposits in its two in-market, street-level branches in Canton and North Canton (up from $63.4 million in June 2015). Its loan products include vehicle loans, mortgages and second mortgages, home equity loans, personal loans, shared secured loans, debt consolidation loans and student loans. Community One also offers member business loans.

St. Joseph's Canton Parish FCU

St. Joseph's was chartered in 1942 and has recently expanded its field of membership, servicing any person who lives, works, worships or attends school in Stark County, Ohio and their immediate family or household members.[159] As of December 31, 2015, it had $46.5 million in total assets and $43.0 million in deposits. Its two street-level branches in the Canton market had $41.1 million in deposits at June 30, 2015.

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[157] See http://goldencirclecu.com/index.php (visited February 1, 2016).

[158] See http://www.c1cu.com/becomeamember/index.html (visited on February 19, 2015).

[159] See http://www.stjosephfcu.org/a_about.html (visited on February 19, 2015).

St. Joseph's offers a variety of banking products and services and offers online and mobile services. With respect to its loan portfolio, St. Joseph's offers the complete range of standard loan products (vehicle loans, personal loans, home equity loans, student loans, mortgages and credit rebuilding) and business products and loans, including Business VISA Credit Cards, equipment and vehicle loans, CRE loans and commercial property refinancing. St. Joseph's is particularly focused on small businesses and member business lending. St. Joseph's member business lending accounts for 1.85% of its total assets and 1.73% of its assets are in C&I loans.

First Ohio Community FCU

Today First Ohio is open to all individuals who live, work, worship or attend school in Stark County, after being founded as the Hoover Employees Federal Credit Union in 1937.[160] As of December 31, 2015, it had $35.1 million in total assets and $32.0 million in deposits (at its branch in Canton) and offers traditional, online and mobile banking services, and a variety of loan products, in its street-level branch in this market.

Buckeye State CU

Originally founded as the Akron Postal and Federal Employees Credit Union, Buckeye State has seen explosive growth since 1989 when it merged with eight other credit unions to form Buckeye State. It has a broad field of membership open to anyone who lives, works, worships or attends school in the City of Shaker Heights, Lake County, Summit County or Stark County, Ohio. Buckeye State has continued to grow, increasing its number of branches to five branches across Northeast Ohio — two of which are in the Canton

[160] See http://firstohiocfcu.org/about-us/107-2 (visited February 12, 2016)

market. It more than tripled in size in the last 15 years with $76.6 million in total deposits (as of December 31, 2015) of which an estimated $30.7 million are in Canton at two street-level in-market branches. It offers traditional bank products and services, as well as online and mobile products and services. Via its shared branching network, members have access to nearly 1,800 participating credit unions.[161]

Its loan products include vehicle loans, student loans, home equity loans, mortgage loans and personal loans. In addition to these products, Buckeye State has offered member business lending for 15 years and increased its business lending in the wake of tighter bank lending standards.[162] It is particularly focused on small businesses and providing loans to such businesses, having 9.25% of its assets devoted to member business loans.

Superior Savings CU

Originally founded by 10 Superior Brand Meats employees, since 2005, Superior Savings has been open to anyone who lives, works, worships or studies in Stark County. It has $22.1 million in total assets and $19.8 million in total deposits at its full-service, street-level branch in the market. It offers a comprehensive set of deposit accounts and it offers a variety of loan products including vehicle loans, personal loans, home equity lines of credit, home improvement loans and shared secured loans.[163]

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[161] See https://www.buckeyecu.org/ (visited February 19, 2016).

[162] See http://www.crainscleveland.com/print/article/20101018/FREE/310189947/business-loans-make-up-larger-share-of-credit-union-portfolios (visited January 27, 2016).

[163] See http://www.superiorsavingscu.com/history.html (visited February 19, 2016).

Brewster FCU

Brewster Federal Credit Union has $21.5 million in total assets (as of December 31, 2105), and $18.4 million in total deposits at its full-service street-level branch in Canton (up from $17.6 million in June 2015). It is open to anyone who lives, works, attends school or worships in Stark County. It may be small in size, but it offers products and services comparable to any of the larger credit unions. Brewster provides its members with applications for home and mobile online banking. Members can have their checks deposited directly (through work) and can open a variety of savings and checking accounts. Brewster offers a full line of loan products, including auto loans, camper, RV and motorcycle loans, HELOCs, personal loans, and share pledge loans. It also offers debit cards, online bill pay, wire transfers, money orders, low minimum balance share certificates and other certificates of deposit.[164]

Diebold FCU

Diebold, Inc., the manufacturer of, among other things, ATM machines, is one of the largest employers in Ohio. Diebold Federal Credit Union was founded in 1954 as a place for Diebold employees and their families to do their banking and manage their finances. Diebold now has a community charter that is broadly available to all the population of Stark County.[165] Diebold has $17.5 million in total assets (as of December 31, 2015), and $16 million in total deposits at its two full-service, street-level branches in Canton. It offers a full array of products and services. These include: savings and checking accounts, share

[164] See http://www.brewsterfcu.org/aboutus.htm (visited February 19, 2016).

[165] See https://www.dieboldcu.com/au-aboutus.html (visited on February 19, 2016).

certificates, IRAs, money market accounts, credit and debit cards, online banking and bill pay and mobile banking. Diebold also offers a broad array of loans from auto, RV, motorcycle and personal loans to HELOCs, mortgages and share secured loans. It is a member of both the Alliance One and Co-op ATM networks, providing its members with access to a vast network of surcharge-free ATM machines.

All credit unions in the Canton market exert significant competitive pressure on banks and thrifts in this market. Moreover, based on the recently issued FAQs and Federal Reserve precedent, the 11 credit unions discussed above meet the criteria to be included in the market at least at 50% of deposits.

E. Small Business Lending

As with all of the markets in which Huntington and FirstMerit overlap, small business lending in the Canton market is below the safe harbor concentration level, and the parties believe market shares and concentration levels based on small business lending are better proxies for competition than deposit market shares in these markets. This is acutely so in the Canton market where Huntington's large office overstates Huntington's actual local competitive position. The parties have constructed market share tables based on the CRA small business loan originations data for the Canton market. In particular, the HHI for loans of $100,000 to $1 million increases by 191 points to only 1146.[166] Huntington's share of

[166] Statistical Annex Volume Exhibit II.

loans in that category is 10.7%, which is 40% of its deposit share (27.1%). FirstMerit's loan share (8.9%) is also only 40% of its deposit share (23.2%).[167]

Other competitors are more significant small business lending competitors than either Huntington or FirstMerit, and far larger than their deposit shares suggest. PNC's share of small business loans (16.1%) is larger than Huntington's (10.7%) and more than two and a half times larger than its deposit share (6%). Ohio Legacy Corp. (Premier Bank & Trust), has an estimated 15.4% share and also is larger than Huntington. Consumers National Bank, with a share of small business loan originations of 10.3%, is close behind Huntington. Indeed, Huntington has lost business (including a lending relationship) to Consumers in 2015. Both Westfield Bank and Consumers have loan shares estimated at several times larger than their deposit shares (3.0% and 3.5%, respectively). Peoples Bancorp, which has a branch in the neighboring Dover-New Philadelphia market, reported $5 million in small business loans in the Canton market, giving it a 2.6% share. In addition, there are numerous other lenders making small business loans in this market, including but not limited to, Dollar Bank, Citizens Financial, S&T Bancorp, Bank of America and U.S. Bancorp.[168]

F. Evidence of Entry and Expansion in Canton

The Canton market has experienced de novo entry and expansion within the past four years. Farmers National entered in 2011 with a de novo branch and later on expanded by building another branch and acquiring two more. In 2012, Ohio Farmers

[167] Even limiting the small business loan tables to institutions with in-market branches would only increase Huntington's small business loan share incrementally to 11.7% from 10.7% and FirstMerit's share to 9.7% from 8.9%.

[168] Statistical Annex Volume Exhibit II.

(Westfield Bank) entered the market with a de novo branch. Consumers Bancorp opened a new branch in 2012, and now has eight branches in this market. J.P. Morgan Chase opened a new branch in 2011 and now has 11 branches in the market. Finally, two credit unions opened branches in 2012 (Friends and Family and Canton School Employees) to expand their presence in the Canton area.

Like the Akron MSA, Canton is attractive for further entry and expansion. For the Canton MSA, the median per capita income ($27,024) for the past two years is higher than the median of all 47 Ohio MSAs (both metropolitan and micropolitan) of $24,812. The per capita income growth rate (CAGR) for the Canton MSA exceeds the median of Ohio MSAs (7.67% for the Canton MSA vs. 4.40% for the Ohio MSAs), the U.S. (4.03%) and the State of Ohio (5.60%).

G. Conclusion

The parties propose to divest branches holding at least $600 million in deposits, constituting 43% of FirstMerit's deposits in the Canton market. Together with the strong mitigating factors addressed above, including the record of entry and expansion making the market attractive for additional entry or expansion, the divestitures will eliminate any competitive concerns raised by the proposed transaction. Accounting for the two thrifts and 11 credit unions that are fully competitive with banks in this market, warranting either 100% or 50% weighting of their deposits, respectively, and the exclusion of $190.6 million of collateralized government deposits in Huntington's large branch, the proposed divestiture will bring the transaction to below safe harbor levels; the increase in HHI would be 349 to a

post-merger HHI of 1774 points (with the parties' combined share at 36.17%).[169] Assuming a divestiture to a new entrant, the divestiture would create a large competitor – indeed, one that would the fourth largest competitor in the market behind the parties, J.P. Morgan Chase and Citizens Financial.

Following the proposed combination and divestiture, 17 bank and thrift competitors and 21 credit unions will remain in the market. Among these competitors will be one with an 11% share (J.P. Morgan Chase) and two with nearly a 10% share (including the acquirer of the divestiture package and Citizens Financial), and two large super-regional competitors with shares between 5% and 9% (PNC and KeyCorp).

3. Ashtabula, OH Market

The parties propose to divest branches in the Ashtabula market holding at least $50 million in deposits. Accounting for the mitigating factors discussed below, the divestiture will bring the proposed transaction to well below safe harbor levels under the standards of both the Federal Reserve and the DOJ.[170]

A. Competitive Influence from Cleveland

While the Federal Reserve Bank of Cleveland defines Ashtabula County, Ohio as a standalone banking market, there is a significant level of interaction between Ashtabula and Cleveland. Indeed, 20% of Ashtabula County's population commutes to work to some portion of the Reserve Bank's neighboring Cleveland market. All but one of the banks and thrifts with branches in Ashtabula County also have branches in the Cleveland

[169] Statistical Annex Volume Exhibit II. Under the DOJ's 2% test, the HHI would increase by 319 points to 1882.

[170] Statistical Annex Volume Exhibit II.

banking market. Moreover, seven institutions in the Cleveland market and other neighboring markets report small business loan originations in Ashtabula despite having no branches there.[171] The parties believe that Ashtabula's proximity to, and the high level of commuting and economic interaction with, Cleveland should be considered a substantial mitigating factor.[172]

B. Small Business Lending is Well Under the Safe Harbor

While deposit concentration exceeds safe harbor levels, an HHI, based on small business loan originations would increase by only 83 points to 1491 as a result of the proposed transaction (without any divestiture).[173] This small increase is driven by FirstMerit's very low share of small business lending — 3.19% — as compared with its 17% share of deposits. Indeed, FirstMerit ranks only 10th in the market, far behind a number of institutions that have *no branches* in the market, including CNB Financial (11%), PNC (10%), F.N.B. (5.4%) and J.P. Morgan Chase (4.4%) — a fact that calls into question the appropriateness of the geographic market definition since all have branches in nearby areas. Also noteworthy is the fact that Andover Bancorp, the largest small business lender with an estimated 29% of originations, is a local bank, which has a comparable (28%) share of deposits. Altogether there are currently nine bank and thrift competitors in the Ashtabula Market. Andover and other competitors are described more fully below.

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[171] PNC, F.N.B. J.P. Morgan Chase, Fifth Third, and Citizens Financial.

[172] In Ashtabula, the outdated Cleveland RMA (last defined in 2010) includes a portion of Ashtabula County and the Erie, PA RMA abuts the county. Moreover, 29% of residents commute outside the county. See Fleet Financial Group, Inc. 82 Fed. Res. Bull. 50, 52 (1995) (mitigating factors for the Old Saybrook, CT market included proximity of neighboring RMAs and that 30% of the residents commute outside the market).

[173] Statistical Annex Volume Exhibit II.

C. The Parties Face, and Will Continue to Face, Robust Competition from Banks in the Ashtabula Market

Andover Bancorp, Inc.

Though founded in 1884, Andover Bank (owned by Andover Bancorp) states in its marketing materials that it is proud that its original mission has remained basically unchanged: Its priority is and remains its "commitment to deliver the best possible customer service and provide banking services at an affordable price."[174] Andover has total assets of $400.1 million and total deposits of $331.5 million in 13 branches in Northeastern Ohio and Northwestern Pennsylvania. It recently expanded into the neighboring Erie, Pennsylvania banking market by acquiring Community National Bank, headquartered in Albion, Pennsylvania, for approximately $19 million. Community National Bank had about $77 million in total assets and five banking offices in Northwest Pennsylvania.[175] Andover has seven branches, with $271 million in deposits in the Ashtabula market, by far the leader in the market.

As shown by its leading share of small business loan originations, Andover Bank is an aggressive competitor for commercial lending. It provides loans to local businesses both large and small. It also participates in a full array of SBA loan programs: Section 7(a) Guaranty Loan Program, SBA Express, Patriot Express and CDC/504 SBA

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[174] See http://www.andoverbankohio.com/about-us/ (visited February 1, 2016).

[175] See http://www.starbeacon.com/news/andover-bancorp-acquiring-pennsylvania-bank/article_ddc594c2-df0d-11e4-9bed-e7cb45e14505.html (visited on February 22, 2016).

Loan Program. Andover's mission includes supporting the local community by "providing financing for churches, non-profits, townships, villages, and cities" in the area.[176]

KeyCorp

Described more fully above, KeyCorp, the holding company of KeyBank, is one of the nation's largest bank-based financial services companies. Key has $93.0 billion in total assets and $73.7 in total deposits. Key is currently the second largest competitor in Ashtabula County, with six branches and $182 million in deposits.

U.S. Bancorp

Described more fully above, U.S. Bancorp is a diversified financial services company headquartered in Minneapolis, Minnesota. It has total assets of $417.5 billion, total deposits of $279.8 billion and a C&I loan-to-asset ratio of 15.92%. It has the sixth largest C&I portfolio in the country. In the Ashtabula market, U.S. Bank has three branches with $85 million in deposits.

Middlefield Banc Corp

Middlefield Bank has been serving communities in Ohio since 1901, today operating in Northeast and Central Ohio. It is a full-service commercial bank with the "general objective to remain a state-chartered independent commercial bank and to aggressively expand its asset base and market share."[177] Middlefield has $733.3 million in total assets and $626.4 million in total deposits. In Northeast Ohio, it has a presence in Geauga, Ashtabula, Trumbull and Portage Counties, while in central Ohio it is present in

[176] See http://www.andoverbankohio.com/business/ (visited February 1, 2016).

[177] See http://www.middlefieldbank.com/company/info1.asp (visited February 1, 2016).

Franklin County, just north of Columbus. In Ashtabula, it operates one branch with $29 million in deposits.

Middlefield is the 5th largest small business lender in Ashtabula, having originated an estimated $2.1 million in small business loans between $100,000 and $1 million in 2014, yielding a 6.74% share of such loans — more than twice its share (3%) of deposits, and more than twice FirstMerit's share of loans.

Cortland Bancorp

Cortland Savings and Banking Company, owned by Cortland Bancorp, has $608.6 million in total assets, $496.5 million in total deposits, and $394 million in total loans. In this market, Cortland has $10 million in deposits in one branch. Cortland has been expanding its products and services in recent months. It transitioned the Cortland Investment Group to private wealth management capabilities, adding an advisory services team and an expanded line of investment products and services. Cortland also is an aggressive competitor for commercial loans. Despite being the smallest bank in this market with a 1% share of deposits, it has an estimated 3.7% share of small business loan originations — exceeding FirstMerit's share.

D. Thrift Competition

Two thrifts compete in the Ashtabula market, and one, Northwest Bancshares (Northwest Savings Bank), warrants 100% inclusion.

Northwest Bancshares, the holding company of Northwest Savings Bank, is a full-service financial institution operating not just in Ohio but across the region, with 184 branches across Pennsylvania, Ohio, New York and Maryland. Described more fully above, Northwest Savings has $8.99 billion in total assets and $6.8 billion in total deposits. In Ohio

alone, it has 25 branches including two branches in Ashtabula with $30 million in deposits. It offers a wide variety of bank products and services, including trust, investment management, insurance, employee benefit plans and financial planning services, to individuals, businesses and charitable institutions. Northwest is an active commercial lender, holding 4.7% of its assets as C&I loans, a ratio that has increased from 3.88% in 2011. Northwest warrants 100% inclusion in the competitive effects analysis.

E. Certain Credit Unions in Ashtabula Warrant 50% Deposit Weighting

In Ashtabula, there are six credit unions, which together hold 16% of the market's deposits.[178] Four of the credit unions warrant special consideration and, due to the character of the competition they provide, inclusion at 50% of deposits. All four offer membership to the market's entire population. All four have street-level branches and all offer a wide variety of products and services.

Lakeview Federal Credit Union

Lakeview, which is broadly open to all who live, work or worship in Ashtabula County,[179] has $93.3 million in total assets as of December 31, 2015. It has three street-level branches in the market holding an estimated $80.0 million in deposits as of June 30, 2015. With $8.4 million in member business loans, Lakeview devotes 9.0% of its assets to member business loans. Lakeview offers online banking, certificates of deposit, IRAs, credit cards and other deposit services. It also offers a wide variety of loan products such as new and used vehicle loans, equipment loans, mortgages, home equity lines and loans, and

[178] Based on deposits of banks, thrifts and credit unions weighted at 100%.

[179] See http://www.lakeviewfcu.com/index.html (visited on February 19, 2016).

personal loans. All branches have drive-thru lanes and ATMs, and Lakeview is a member of the Alliance One network, providing its customers with access to thousands of other surcharge-free ATM machines across the country.

Community First Credit Union

Community First also is broadly open to anyone who lives, works, worships or attends school in Ashtabula.[180] As of December 31, 2015, it has $74 million in total assets and $62.7 million in deposits. It has one street-level branch, with a drive-thru lane and ATM access. It has memberships in Money Pass and Alliance One, two nationwide networks providing customers with access to 1000s of surcharge-free ATMs. Community First offers a wide variety of products, including checking and debit accounts, savings accounts, MMAs, share savings, IRAs, CDs, credit and debit cards, online and mobile banking, money orders, gift cards, and a host of other services. Its loan products include a variety of vehicle loans (used and new cars, RVs, motorcycles, jet skis, trucks), home equity lines, mortgages, and personal and signature loans.

Cardinal Community Credit Union

Cardinal Community Credit Union first opened in the Mentor/Cleveland area in 1953 to serve the employees of the Mentor Public School System. Today it is a community chartered credit union serving citizens in Lake, Cuyahoga, Geauga and Ashtabula counties. As of December 31, 2015, Cardinal has $191.9 million in total assets and $168.1 million in deposits. In Ashtabula, it has approximately $24 million in deposits at one street-level branch (as of June 30, 2015). It offers a full line of banking and financial products and

[180] See http://cfcua.com/about/join (visited on February 19, 2016).

"prides itself on offering the best possible rates and services to its member-owners."[181] Customers can choose from a wide variety of deposit services that include savings and checking accounts, Money Market Accounts, IRAs and Share Certificates of Deposit (CDs) from three to 60 months. Cardinal also offers new and used auto loans, mortgage loans and home equity loans, and provides VISA cards and Signature Loans. Its other services include online banking and bill pay, online statements and check images, MasterCard Debit Cards, Travelers Checks and Money Orders, and deposit and payroll deductions.

Cardinal also caters to businesses, and invites customers or prospective customers to contact its business development officer. It touts its "expertise" and understanding of the "challenges of doing business in Northeast Ohio."[182] It offers CRE loans, terms loans, revolving lines of credit, micro loans and SBA loans.

Port Conneaut Federal Credit Union

Port Conneaut has $26 million in assets and $22.6 million in deposits as of December 31, 2015. Though small in size, it offers a robust line of banking services, including online banking, online bill pay, online statements, deposit and checking accounts, credit and debit cards, IRAs, MMAs, Money Orders and CDs.[183] It is a member of the Alliance One ATM network and partners with numerous other credit unions to provide customers with the ability to access branches across the country. It offers auto loans, personal loans, mortgage loans, home equity loans and student loans.

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[181] See https://www.cardinalcu.com/about.aspx (visited January 30, 2016).

[182] See https://www.cardinalcu.com/Business-Lending.aspx (visited January 30, 2016).

[183] See https://portconnfcu.com/accounts/ (visited on February 19, 2016).

F. Entry

Ashtabula is attractive for new entry as shown by recent entry in the market.

In 2014, CNB Financial Corporation (CNB Bank) through its Eriebank division opened a loan production office in Ashtabula (commercial and agricultural loans) and is currently constructing a full-service branch for that market.[184] CNB Financial Corporation has expanded from Pennsylvania to Cleveland. In pursuit of that aim, CNB Financial announced in December 2015 that it is acquiring Lake National Bank with two branches in Mentor in Lake County, and it will be competing with the parties for Ashtabula banking customers.[185]

G. Proposed Divestiture

To address any competitive issues, the parties propose to divest branches in Ashtabula holding at least $50 million in deposits. Accounting for the inclusion of the thrift and credit unions discussed above, this divestiture would bring the transaction to below safe harbor thresholds, with an increase of the HHI of 240 points to 1783.[186] The combined bank's post-merger share would be 26.61%, comparable in size to Andover Bancorp.

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[184] See https://www.cnbbank.bank/who-we-are/news/lake-national-bank-acquisition/; see also http://cm.ashtabulachamber.net/list/member/eriebank-641.htm (visited on February 22, 2016) and https://www.eriebank.bank/who-we-are/locations-hours/ (Ashtabula County) (visited on February 29, 2016).

[185] See News Release, CNB Financial Corporation Announces Acquisition of Lake National Bank, December 30, 2015, available at https://www.cnbbank.bank/who-we-are/news/lake-national-bank-acquisition/.

[186] Statistical Annex Volume Exhibit II. Under the DOJ's 2% test, the HHI in the Ashtabula RMA would increase by only 76 points to 2249.

Other Markets Exceeding Safe Harbor Thresholds

1. Ashland County, OH Market

This small market where Huntington operates only one branch is below safe harbor level under DOJ standards and exceeds the Federal Reserve's standard assumptions by only a small amount (80 points).[187] If the market's commercially active thrifts are weighted at 100% or its credit unions are weighted at 50%, concentration falls to below safe harbor thresholds under the Federal Reserve's methodology.[188] Additional mitigating factors discussed below further support the conclusion that no divestitures are warranted in Ashland County.

A. Competition From Others Banks Is and Will Remain Significant

This small market currently includes ten bank and thrift competitors and includes some of the nation's largest financial institutions, such as PNC (which leads with almost 20% of deposits) and J.P. Morgan Chase (11.0%) under baseline assumptions. In addition, several strong community banks compete in this market.

Park National Corporation

Headquartered in Newark, Ohio, Park National Corporation's subsidiary bank, Park National Bank, has $7.2 billion in total assets, $5.4 billion in total deposits and $5.0 billion in total loans. Park National Bank consists of 11 community bank divisions while the

[187] Under the Federal Reserve's baseline assumptions, the HHI increase is 458 points to 1880, and under the DOJ's 2% test, the HHI increase is 409 points to 1726.

[188] Statistical Annex Volume Exhibit II.

holding company also operates two specialty finance companies.[189] In this market, Park National ranks third in deposits with a share of 17%, just behind Huntington. Notably, Park National outranks both Huntington and FirstMerit in small business lending with a share of 21%.

Sutton Bancshares

The leading small business lender, with an estimated 23% share of originations, is Sutton Bank, a privately held community bank created to serve the growing needs of merchants and farmers in Ohio. It has $415.7 million in total assets and $353.2 million in total deposits. Its C&I loan outstandings, $43 million, account for 10.31% of total assets. Not surprisingly, it touts on its website that it has "consistently been named one of the top small business and agricultural lenders in the State of Ohio."[190] The website states that the bank "takes great pride in [its] connection to the business community," and "[r]egardless of industry, [it] offer[s] the right loan, great rates, and flexible repayment terms" needed to help businesses in the North Central Ohio region thrive and grow.[191] To that end it offers real estate, agriculture, equipment, equipment leasing, business term and operating lines of credit. Sutton Bank has two branches in Ashland holding $66 million in deposits.

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189 See http://investor.parknationalcorp.com/CorporateProfile.aspx?iid=100396 (visited on February 20, 2016).

190 See https://www.suttonbank.com/about-us/about-sutton-bank.html (visited February 8, 2016).

191 See https://www.suttonbank.com/about-us/about-sutton-bank.html (visited February 8, 2016).

Community Independent Bancorp

Community Independent is the holding company of Farmers State Bank,[192] which has total assets of $102.3 million and total deposits of $90.3 million.

In the Ashland market, Community Independent has $30 million in deposits at two branches. It is the sixth largest small business lender in the market, with an estimated 6.4% share of loan originations between $100,000 and $1 million, ranking ahead of FirstMerit, which has 6.0% share of such loans.[193]

B. Active Thrift Competitors Should Be Included at Full Deposit Weighting

As noted above, under baseline Federal Reserve assumptions, the HHI resulting from the proposed transaction is not significantly over the safe harbor levels. The resulting post-merger HHI is 1880 — only 80 points over concentration safe harbor levels.[194] However, that calculation does not include thrifts that are as commercially active as banks in this market. If the active thrifts are weighted at 100% of deposits instead of 50% of deposits, the resulting HHI levels fall to below the safe harbor.[195] In particular, Home Savings & Loan (United Community) and Wayne Savings Community Bank are active commercial lenders. Both devote over 3% of their total assets to C&I lending and have been increasing their C&I portfolios in recent years.

Home Savings, which also has branches in the Akron market and was described in greater detail above, has one branch in the Ashland market. It had a C&I loans-

[192] See https://www.farmersstate-oh.com/aboutus.html (visited on February 20, 2015).

[193] Statistical Annex Volume Exhibit II.

[194] Statistical Annex Volume Exhibit II.

[195] Under the DOJ 2% test, the HHI levels are within safe harbor level, with an increase of 409 points to 1726.

to-total assets ratio of 1.5% in 2013, but by 2015 had increased that ratio to 3.3% (with the dollar volume in C&I loans increasing to more than two and a half times its 2013 level). Home Savings' management came from commercial banks and it has pointed out that its "future focus is on the growth of the CRE and Commercial lines of business."[196] It has nine commercial relationship managers/lenders plus two lenders with its real estate group.[197]

Wayne Savings, which also has branches in the Akron and Canton markets, and was described in detail above, has two branches in the Ashland market. Wayne Savings had a 3.3% C&I loans-to-total assets ratio in 2013, but that ratio also had increased in 2015 to over 4%. Notably, Wayne Savings' estimated share of small business loan originations in Ashland — 9.1% — *exceeds both Huntington (6.76%) and FirstMerit (6.0%).* If the deposits of these two thrifts are weighted at 100% to give effect to their increased competitiveness, the HHI would increase by 409 points to only 1726 as a result of the proposed transaction, well within safe harbor thresholds.[198]

C. Small Business Lending Is Safe Harbor

In view of the number and strength of competitors providing small business loans, it is not surprising that concentration with respect to such lending is well below safe harbor thresholds. The HHI for originations of loans between $100,000 and $1 million would increase by only 81 points to 1546 as a result of the proposed transaction. Huntington, which currently ranks fifth with a share of 6.76%, will rank only fourth *after* the proposed transaction, well behind Sutton Bancshares (23%), Park National (21%) and PNC (16.5%).

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[196] See UCFC Investor Conference, supra note 98, at 27 & 29.

[197] See https://www.homesavings.com/business-loans.aspx (visited on February 22, 2016).

[198] Statistical Annex Volume Exhibit II.

Banks that have no branches in this market, but have branches in neighboring markets are making small business loans – among them are United Bankshares, Signature Bank, and Fifth Third.

D. Active Credit Unions Also Should be Accorded 50% Deposit Weighting

Even those numbers do not take into account all relevant competitors. In this market, three credit unions have street-level branches, offer a wide variety of bank products and services and are accessible to the entire population of the market: Directions Credit Union, CES Credit Union and Ashland Community FCU. If the deposits of these three credit unions are weighted at 50% to give effect to their competitive significance, as discussed below, the HHI concentration levels are well within safe harbor levels increasing by 412 points to a post-merger HHI of 1701, even if the two thrifts discussed above are only weighted at 50% of deposits. If the commercially active thrifts are weighted at 100% of deposits and the active credit unions are weighted at 50% of deposits, the increase in the HHI is 370 points to a post-merger HHI of 1570 points.[199]

Directions Credit Union

As of December 31, 2015, Directions had $630.8 million in total assets and $562.4 in total deposits, with 18 branches in Ohio — some in the Toledo area and some in Central Ohio.[200] Directions is the sixth largest credit union in Ohio. All branches have drive-thrus with extended hours. Directions is also part of the nationwide shared branching network providing its customers access to over 5,000 shared branching locations nationwide.

[199] Statistical Annex Volume Exhibit II.

[200] See https://www.directionscu.org/About-Directions-Credit-Union/About-DCU.aspx (visited on February 19, 2016).

At these locations, credit union members can bank as if it were their home branch. Members also can access their accounts and products via Directions' mobile platform or otherwise online.

Directions provides a variety of personal and business checking accounts, IRA accounts and certificates of deposit. It offers personal loans, mortgage loans, auto loans and credit and debit cards. It also provides investment and insurance products. Directions' Commercial Lending department also offers a panoply of business products, including term business loans, business lines of credit, business auto loans, CRE loans and construction loans.[201] As of December 30, 2015, it had 1.89% of its assets in member business loans.

In Ashland, it operates one branch. Directions' street-level branch has multiple drive-thru lanes. Directions' membership is open to all persons who live, work, worship, attend school or volunteer in Ashland County, Ohio.

CES Credit Union

As of December 31, 2015, CES has $128.8 million in total assets and $115.3 million in total deposits. In addition to its branch in Loudonville (in Ashland County), it has branches in Mount Vernon, Delaware, and Utica. It is part of the Alliance One network which enables its members to use ATM machines at thousands of other branches with no surcharge.

CES offers numerous accounts and services, including checking and savings accounts, money market accounts, certificates and IRAs, debit and credit cards, investment

[201] See https://directionscu.org/Business/Business-Loans (visited on February 29, 2016) and https://directionscu.org/Landing-Pages/Business-Loan-Originator (visited on February 19, 2016).

services, money orders and online bill pay services. It provides a variety of loan products, such as auto loans, mortgage loans, home equity lines and loans, and personal loans. Membership is open to all persons who live, work, worship or attend school in Knox, Delaware, Ashland, Richland or Licking Counties in Central Ohio.[202]

In this market, CES Credit Union has $22.8 million in deposits at one branch.

Ashland Community FCU

Ashland Community FCU also is open to any person who lives, works, worships or attends school in Ashland County.[203] As of December 31, 2015, it has total assets of $13.1 million and total deposits of $12 million. It has one street-level branch. Ashland also offers a wide variety of products and services, from checking and savings accounts, to IRAs, to club accounts, and credit and debit cards. It also offers loans for new and used vehicles, mortgages, home equity loans and lines, signature loans and shared secured loans. It offers online banking and bill pay, mobile banking, insurance and other services.[204]

E. Other Mitigating Factors

In addition to the factors discussed above, there are other factors further supporting the conclusion that the Ashland market is and will remain highly competitive following the proposed transaction. First, the market shares based on number of branches is also below safe harbor levels (growing 138 to 1280). Second, while the merged entity will

[202] See https://www.cescu.com/About-Us/About-CES/Membership.aspx (visited on February 19, 2016).

[203] See http://www.ashlandfcu.org/about-us (visited on February 19, 2016).

[204] See http://www.ashlandfcu.org/services (visited on February 19, 2016).

edge out PNC in deposit market share, four competitors will remain with shares at about 10%: PNC, J.P. Morgan Chase, Park National and Sutton.

F. Conclusion

In view of the foregoing mitigating factors and the concentration safe harbor levels after appropriately weighting the market's thrifts and credit unions, no divestitures are warranted in the Ashland market.

2. Cadillac, MI Market

Under the baseline assumptions applied by both the Federal Reserve and the DOJ, the merger of Huntington and FirstMerit in the Cadillac banking market falls within the safe harbor concentration levels. The proposed transaction yields an increase of 102 points to a post-merger HHI level of 2706, and a combined share of 37%, only slightly exceeding the Federal Reserve's 35% market share guideline. When appropriate weightings are given to relevant competition in the market, as discussed below, this share falls below 35%.[205] While FirstMerit ranks first in this market, Huntington is the smallest institution in this market with only one branch in a Meijer Supermarket. This branch has less than $9 million in deposits. Following the proposed transaction five other banks and three credit unions will compete in this small market.

A. Five Other Banks Compete and All Are Larger than Huntington

The parties face competition from three in-market banks: Chemical Financial Corporation (Chemical Bank), Fifth Third (one of the country's largest banks) and Mercantile Bank Corporation. Chemical Financial is the second largest competitor in this

[205] Statistical Annex Volume Exhibit II.

market, with $186 million in deposits in five branches, giving it a 30% share of deposits. With $9.2 billion in total assets and $7.5 billion total deposits as of December 31, 2015 (without giving effect to the announced merger with Talmer), Chemical Bank is a significant competitor in Michigan with 185 branches located throughout 47 counties in the State. Chemical is the most active lender in Cadillac, with 62% of the small business loan originations in amounts of $100,000 to $1 million.

Fifth Third, another significant super-regional competitor which is also present in other markets discussed above, is the third largest competitor in the Cadillac market, with $100 million in deposits at two branches. Another strong Michigan community bank, Mercantile Bank, is ranked fourth with $71 million in deposits at two in-market branches. Mercantile is a Michigan bank with $2.9 billion in assets, $2.3 million in total deposits and 53 branches located in the West and Central parts of Michigan. It caters to small and mid-sized businesses and offers a wide variety of business banking products, treasury services, online services and loans.[206]

Two other banks also compete in the market. Lake Financial Corporation has $16.3 million in deposits at one branch in the market (just as Huntington). Lake Financial Corporation is the holding company for Lake-Osceola State Bank.[207] Lake-Osceola State Bank has $208.5 million in total assets and $174.5 million in total deposits. It has eight other branches, one of which was newly opened this year. Its other branches are located in the Big Rapids, Ludington and Manistee, Michigan banking markets.

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[206] See https://www.mercbank.com/business/index.asp (visited February 21, 2016).

[207] See www.losb.com (visited on February 22, 2016).

Honor Bancorp is the parent of Honor Bank, whose motto is "We began as a Community Bank. We Remain a Community Bank."[208] It is a privately held banking company with ten branches located in Northeastern Michigan. Honor Bancorp has total assets of $193 million and total deposits $169.1 million. In this market, Honor Bank has $15 million in deposits at one branch.

B. Three Credit Unions Compete in this Market

Three credit unions in Cadillac warrant inclusion of their deposits at 50%. West Michigan Credit Union (WMCU) has $145.3 million in total assets and $119.4 million in deposits as of December 31, 2015. In Cadillac, WMCU has one street-level, full-service branch with a drive-thru window and a cash ATM holding $30 million in deposits at June 30, 2015. It also participates in the Xtend Shared Branching Network, providing its members with access to other institutions in the network. WMCU is also a member of Jeanie, providing access to a network of surcharge free ATMs in all 50 states.[209] WMCU serves 100% of the market's population.[210]

Wexford Community Credit Union has $50.1 million in total assets and $46 million in deposits. It too is accessible to 100% of the market's population[211] and has

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[208] See http://www.myhonorbank.com/29/our-story (visited February 6, 2016).

[209] See https://westmichigancu.com/about-wmcu.html (visited February 6, 2016).

[210] Eligibility covers persons who live, work or have their place of religious worship in Kent, Lake, Manistee, Mecosta, Missaukee, Montcalm, Newaygo, Osceola or Wexford Counties, Michigan. See https://westmichigancu.com/become-a-member.html (visited February 6, 2016).

[211] See http://wexccu.com/about-us/ (field of membership covers "those who live, work, worship or are educated in Wexford, Missaukee and Osceola County and their immediate family members") (visited February 6, 2016).

one full-service, street-level branch in the Cadillac market (with $45 million in deposits as of June 30, 2015).

Finally, Forest Area Credit Union[212] has $99.4 million in total assets and $84.6 million in total deposits as of December 31, 2015. In Cadillac, it has $21 million in deposits at one full-service, street-level branch (as of June 30, 2015).

When the deposits of WMCU, Wexford Community and Forest Area credit unions are weighted at 50% to account for their competitive presence in the market, the increase in concentration is 88 points to a post-merger HHI of 2353 points.[213] Huntington's post-merger share would equal 34.76%.[214]

The proposed transaction will have virtually no impact on small business lending in this market, causing the HHI for loan originations between $100,000 and $1 million to increase by only 27 points. As mentioned earlier, Chemical dominates small business lending in this market, garnering 62% of originations. The next largest lender is Fifth Third with 11%. The de minimis increase in concentration levels in small business lending is attributable to the fact that FirstMerit has only 1.5% of such loans in this market (in contrast to its deposit share which is 34% when weighting the two active credit union deposits at 50%).[215] Notably, a couple of banks that do not have branches in this market have larger shares than FirstMerit in small business lending: Comerica had $1.3 million in

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212 See http://forestarea.com/about-us/ (visited on February 19, 2016).

213 See also Chemical Financial Corporation, FRB Order No. 2014-16 (September 30, 2014) (weighting the deposits of five credit unions in the Cadillac market at 50% of deposits).

214 Statistical Annex Volume Exhibit II.

215 Even if only the lenders with branches were included in the small business lending market share calculations, FirstMerit would still only have a 1.8% share.

small business loan originations with a corresponding share of 6.23%. Independent Bank had a 2.29% share of small business loans.

In view of the foregoing, no divestitures are warranted in Cadillac.

CONCLUSION

As shown by foregoing, based on all the facts of record, including the parties' divestiture proposal, consummation of the proposed transaction would not have a substantial adverse effect on competition in any market, under the DOJ Bank Merger Guidelines and Federal Reserve and OCC precedent. Accordingly, competitive considerations of the proposed transaction are consistent with approval of the Application.

COMPETITIVE MEMORANDUM VOLUME

STATISTICAL ANNEXES

EXHIBIT INDEX

I. Market Definitions

II. Tabular Data for the Akron, Canton, Ashtabula, Ashland and Cadillac Markets

III. Tabular Data for all Markets that are Below the Concentration Safe Harbor Levels

COMPETITIVE MEMORANDUM

PUBLIC EXHIBIT I

Market Definitions

Summary of Huntington Bancshares and FirstMerit Corporation
Overlap Market Definitions (as of 2/26/2016)

	Definition
Alpena, MI	Alpena County; Presque Isle County; Mitchell, Caledonia, Alcona, and Haynes townships of Alcona County; Montmorency, Hillman, Avery, Loud, and Rust townships of Montmorency County
Bay City-Saginaw, MI	Arenac County (except Mason, Turner, and Whitney townships); Bay County; Saginaw County; Tuscola County (except Elmwood, and Elkland townships)
Cadillac, MI	Missaukee County; Wexford County; Osceola County except Richmond, Hersey, Evart, and Orient townships
Calhoun County, MI	Calhoun County
Detroit, MI	Genesee County; Lapeer County; Lenawee County; Livingston County; Macomb County; Monroe County (except Whiteford, Bedford, and Erie townships); Oakland County; Sanilac County (except for Greenleaf, Austin, Argyle, Minden, Delaware, Forester, Wheatland, and Moore townships); Shiawasee County; St. Clair County; Washtenaw County; Wayne County
Elkart-Niles-South Bend, MI-IN	Cass County, MI; Buchanan, Niles and Bertrand townships of Berrien County, MI; Constantine, Florence, Sherman, Burr Oak, Mottville, White Pigeon, Sturgis, and Fawn River townships of St. Joseph Co, MI; Elkhart County, IN; Kosciusko County, IN; La Grange County, IN; Marshall
Gaylord, MI	Oscoda County; Otsego County; Vienna, Briley, and Albert townships of Montmorency County
Gladwin-Midland, MI	Gladwin County; Midland County
Grand Rapids, MI	Allegan County; Barry County; Ionia County; Kent County; Lake County except Elk, Eden, Sauble, Peacock, Sweetwater, Lake, Webber and Pleasant townships; Mecosta County; Montcalm County; Muskegon County; Newaygo County; Oceana County; Richmond, Hersey, Evart, and Orient townships in Osceola County; Ottawa County
Jackson, MI	Jackson County
Kalamazoo-Battle Creek, MI	Kalamazoo County; Van Buren County; Flowerfield, Park, Mendo, Leonidas, Fabius, Lockport, Nottawa and Colon townships of St. Joseph County
Lansing, MI	Clinton County; Eaton County; Ingham County
Petoskey, MI	Banks, Central Lake, Echo, Jordan and Warner townships of Antrim County; Charlevoix County; Cheboygan County; Emmet
Roscommon, MI	Crawford County; Roscommon County
Sault Saint Marie, MI	Luce, Chippewa, and Mackinac Counties, MI.
Traverse City, MI	Antrim County (except for Banks, Central Lake, Echo, Jordan and Warner townships); Benzie County; Grand Traverse County; Kalkaska County; Leelanau County; Arcadia, Pleasanton, Springdale, Cleon, Maple Grove, and Marilla townships of Manistee
Akron, OH	Summit County, OH (minus Sagamore Hills, Northfield Center, Twinsburg, Richfield and Boston townships, the villages adjoining these townships, and the cities of Twinsburg, Macedonia and Hudson); Franklin, Ravenna, Charlestown, Paris, Brimfield, Rootstown, Edinburg, Palmyra, Suffield, Randolph, Atwater and Deerfield townships, and the city of Kent in Portage County, OH; Guilford, Wadsworth and Sharon townships, and the city of Wadsworth in Medina County, OH; Lawrence and Lake townships in Stark County, OH; and Milton and Chippewa townships, and the villages adjoining these townships, in Wayne
Ashland County, OH	Ashland County, OH
Ashtabula County, OH	Ashtabula County, OH
Canton, OH	Carroll County, OH; Marlboro, Lexington, Jackson, Plain, Nimishillen, Washington, Tuscarawas, Perry, Canton, Osnaburg, Paris, Sugar Creek, Bethlehem, Pike and Sandy townships in Stark County, OH; and Smith township in Mahoning County, OH.
Cleveland, OH	Cuyahoga, Lake, Lorain and Geauga Counties, OH; Sagamore Hills, Northfield Center, Twinsburg, Richfield and Boston townships, the villages surrounding these townships, and the cities of Macedonia, Twinsburg and Hudson in Summit County, OH; Homer, Harrisville, Westfield, Spencer, Chatham, Lafayette, Montville, Litchfield, York, Medina, Granger, Liverpool, Brunswick Hills and Hinckley townships, and the cities of Medina and Brunswick in Medina County, OH; Mantua, Hiram, Nelson, Shalersville, Freedom and Windham townships, and the cities of Aurora and Streetsboro in Portage County, OH; and
Columbus, OH	Franklin, Delaware, Fairfield, Hocking, Licking, Madison, Morrow, Pickaway and Union Counties, OH; and Perry County, OH (minus Harrison township).
Dover-New Philadelphia, OH	Tuscarawas and Harrison Counties, OH; and Salt Creek, Paint, Berlin, Walnut Creek and Clark townships in Holmes County,
Richland County, OH	Richland County, OH
Toledo, OH-MI	Lucas, Fulton and Ottawa Counties, OH; and Wood County, OH (minus Fostoria city); and Whiteford, Bedford and Erie townships in Monroe County, MI
Wayne-West Holmes, OH	Congress, Canaan, Chester, Wayne, Green, Baughman, Plain, Wooster, East Union, Sugar Creek, Clinton, Franklin, Salt Creek and Paint townships, and the city of Wooster in Wayne County, OH; and Washington, Ripley, Prairie, Knox, Monroe, Hardy, Richland, Killbuck and Mechanic townships in Holmes County, OH.
Pittsburgh, PA	Allegheny, Armstrong, Beaver, Butler, Greene, Lawrence, Washington and Westmoreland Counties, PA; and Fayette County, PA (minus Point Marion borough and Springhill township).

Sources: Federal Reserve Banks of Cleveland and Chicago.

COMPETITIVE MEMORANDUM

PUBLIC EXHIBIT II

Tabular Data for the Akron, Canton, Ashtabula, Ashland and Cadillac Markets

AKRON MARKET TABLES

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Akron, OH Fed Banking Market															
FirstMerit Corporation	Bank	31	13.90	31	16.40	3,914,576	30.76	3,914,576	33.68	3,914,576	32.97	3,914,576	32.91	3,914,576	34.77
JPMorgan Chase & Co.	Bank	19	8.52	19	10.05	1,615,300	12.69	1,615,300	13.90	1,615,300	13.60	1,615,300	13.58	1,615,300	14.35
PNC Financial Services Group, Inc.	Bank	24	10.76	24	12.70	1,424,048	11.19	1,424,048	12.25	1,424,048	11.99	1,424,048	11.97	1,424,048	12.65
KeyCorp	Bank	16	7.17	16	8.47	1,145,938	9.00	1,145,938	9.86	1,145,938	9.65	1,145,938	9.63	1,145,938	10.18
Huntington Bancshares Incorporated	Bank	26	11.66	26	13.76	775,817	6.10	775,817	6.68	775,817	6.53	775,817	6.52	775,817	6.89
Fifth Third Bancorp	Bank	12	5.38	12	6.35	620,157	4.87	620,157	5.34	620,157	5.22	620,157	5.21	620,157	5.51
Citizens Financial Group, Inc.	Bank	13	5.83	13	6.88	476,593	3.74	476,593	4.10	476,593	4.01	476,593	4.01	476,593	4.23
New York Community Bancorp, Inc.	Bank	4	1.79	4	2.12	396,161	3.11	396,161	3.41	396,161	3.34	396,161	3.33	-	-
TFS Financial Corporation (MHC)	Thrift	2	0.90	2	1.06	309,894	2.43	154,947	1.33	154,947	1.31	154,947	1.30	-	-
U.S. Bancorp	Bank	13	5.83	13	6.88	259,556	2.04	259,556	2.23	259,556	2.19	259,556	2.18	259,556	2.31
Portage Bancshares, Inc.	Bank	2	0.90	2	1.06	238,209	1.87	238,209	2.05	238,209	2.01	238,209	2.00	238,209	2.12
Ohio Farmers Insurance Company	Thrift	3	1.35	3	1.59	177,531	1.39	88,766	0.76	177,531	1.50	177,531	1.49	177,531	1.58
Hometown Bancorp, Inc.	Bank	4	1.79	4	2.12	140,271	1.10	140,271	1.21	140,271	1.18	140,271	1.18	140,271	1.25
Central Federal Corporation	Thrift	1	0.45	1	0.53	131,408	1.03	65,704	0.57	131,408	1.11	131,408	1.10	131,408	1.17
Seven Seventeen Credit Union	CU	3	1.35	-	-	108,557	0.85	-	-	54,278	0.46	54,278	0.46	-	-
Towpath Credit Union	CU	**3**	1.35	-	-	102,575	0.81	-	-	-	-	-	-	-	-
Peoples Bancorp Inc.	Bank	4	1.79	4	2.12	99,006	0.78	99,006	0.85	99,006	0.83	99,006	0.83	99,006	0.88
BFG Federal Credit Union	CU	1	0.45	-	-	69,786	0.55	-	-	-	-	-	-	-	-
Talmer Bancorp, Inc.	Bank	2	0.90	2	1.06	68,103	0.54	68,103	0.59	68,103	0.57	68,103	0.57	68,103	0.60
Honda Federal Credit Union	CU	1	0.45	-	-	63,639	0.50	-	-	-	-	-	-	-	-
GenFed Financial Credit Union	CU	4	1.79	-	-	61,485	0.48	-	-	30,743	0.26	30,743	0.26	-	-
Firestone Federal Credit Union	CU	2	0.90	-	-	58,056	0.46	-	-	-	-	-	-	-	-
Falls Catholic Credit Union	CU	1	0.45	-	-	35,607	0.28	-	-	-	-	-	-	-	-
Integrity Federal Credit Union	CU	1	0.45	-	-	34,680	0.27	-	-	-	-	-	-	-	-
Civista Bancshares, Inc.	Bank	1	0.45	1	0.53	32,733	0.26	32,733	0.28	32,733	0.28	32,733	0.28	32,733	0.29
Wayne Savings Bancshares, Inc.	Thrift	1	0.45	1	0.53	27,555	0.22	13,778	0.12	13,778	0.12	27,555	0.23	27,555	0.24
Ohio Catholic Federal Credit Union	CU	1	0.45	-	-	26,102	0.21	-	-	-	-	-	-	-	-
United Methodist Financial Credit Union	CU	1	0.45	-	-	25,308	0.20	-	-	-	-	-	-	-	-
Dollar Bank, Federal Savings Bank	Thrift	1	0.45	1	0.53	23,389	0.18	11,695	0.10	23,389	0.20	23,389	0.20	23,389	0.21
Apple Creek Banc Corp	Bank	2	0.90	2	1.06	21,684	0.17	21,684	0.19	21,684	0.18	21,684	0.18	21,684	0.19
Ohio Legacy Corp	Bank	1	0.45	1	0.53	20,801	0.16	20,801	0.18	20,801	0.18	20,801	0.17	20,801	0.18
Medina County Federal Credit Union	CU	1	0.45	-	-	19,589	0.15	-	-	-	-	-	-	-	-
Summit Federal Credit Union	CU	1	0.45	-	-	18,921	0.15	-	-	-	-	-	-	-	-
Lake Community Federal Credit Union	CU	1	0.45	-	-	18,602	0.15	-	-	-	-	-	-	-	-
Akron Firefighters Credit Union	CU	1	0.45	-	-	17,131	0.13	-	-	-	-	-	-	-	-
New Horizon Federal Credit Union	CU	1	0.45	-	-	15,712	0.12	-	-	-	-	-	-	-	-
Ohio Healthcare Federal Credit Union	CU	1	0.45	-	-	15,529	0.12	-	-	-	-	-	-	-	-
Buckeye State Credit Union Inc.	CU	1	0.45	-	-	15,334	0.12	-	-	-	-	-	-	-	-
Consumers Bancorp, Inc.	Bank	1	0.45	1	0.53	13,886	0.11	13,886	0.12	13,886	0.12	13,886	0.12	13,886	0.12
Greater Wayne Community Federal Credit Un	CU	1	0.45	-	-	13,437	0.11	-	-	-	-	-	-	-	-
FirstEnergy Family Credit Union, Inc.	CU	1	0.45	-	-	11,514	0.09	-	-	-	-	-	-	-	-
United Community Financial Corp.	Thrift	1	0.45	1	0.53	10,172	0.08	5,086	0.04	5,086	0.04	10,172	0.09	10,172	0.09
Akron Police Department Credit Union	CU	2	0.90	-	-	10,155	0.08	-	-	-	-	-	-	-	-
Farmers National Banc Corp.	Bank	1	0.45	1	0.53	7,992	0.06	7,992	0.07	7,992	0.07	7,992	0.07	7,992	0.07
Community Independent Bancorp, Inc.	Bank	1	0.45	1	0.53	6,778	0.05	6,778	0.06	6,778	0.06	6,778	0.06	6,778	0.06
Equitable Federal Credit Union	CU	1	0.45	-	-	5,681	0.04	-	-	-	-	-	-	-	-
Akron Municipal Employee's Credit Union	CU	1	0.45	-	-	5,217	0.04	-	-	-	-	-	-	-	-
St. Pauls Parish Federal Credit Union	CU	1	0.45	-	-	3,814	0.03	-	-	-	-	-	-	-	-

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Akron, OH Fed Banking Market															
Northwest Bancshares, Inc.	Thrift	1	0.45	1	0.53	3,558	0.03	1,779	0.02	1,779	0.01	3,558	0.03	3,558	0.03
Morton Salt Credit Union	CU	1	0.45	-	-	3,389	0.03	-	-	-	-	-	-	-	-
Goodyear Employees Credit Union	CU	1	0.45	-	-	3,203	0.03	-	-	-	-	-	-	-	-
Woodforest Financial Group, Inc.	Bank	2	0.90	2	1.06	2,521	0.02	2,521	0.02	2,521	0.02	2,521	0.02	2,521	0.02
Total		223	100.00	189	100.00	12,726,659	100.00	11,621,884	100.00	11,873,069	100.00	11,893,711	100.00	11,257,582	100.00
Huntington Bancshares Incorporated	Bank	26	11.66	26	13.76	775,817	6.10	775,817	6.68	775,817	6.53	775,817	6.52	775,817	6.89
FirstMerit Corporation	Bank	31	13.90	31	16.40	3,914,576	30.76	3,914,576	33.68	3,914,576	32.97	3,414,576	28.71	3,114,576	27.67
Post Merger		57	25.56	57	30.16	4,690,393	36.85	4,690,393	40.36	4,690,393	39.50	4,190,393	35.23	3,890,393	34.56
Pre-merger HHI		696.0		951.5		1,419.8		1,691.1		1,623.2		1,617.7		1,791.0	
Change		324.2		451.3		375.0		449.7		430.9		374.5		381.3	
Post-merger HHI		1,020.1		1,402.8		1,794.8		2,140.8		2,054.1		1,992.2		2,172.4	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

All Credit Unions	*25*	*34*	*15.25*	-	-	*763,022*	*6.00*	-	-	*85,021*	*0.72*	*85,021*	*0.71*	-	-

Depository Institutions and Market Share - EXCLUDING SELECT FIRSTMERIT DEPOSITS
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Akron, OH Fed Banking Market														
FirstMerit Corporation (Excl $982MM)	31	13.90	31	16.40	2,932,418	24.97	2,932,418	27.56	2,932,418	26.93	2,932,418	26.87	2,932,418	28.54
JPMorgan Chase & Co.	19	8.52	19	10.05	1,615,300	13.75	1,615,300	15.18	1,615,300	14.83	1,615,300	14.80	1,615,300	15.72
PNC Financial Services Group, Inc.	24	10.76	24	12.70	1,424,048	12.13	1,424,048	13.38	1,424,048	13.08	1,424,048	13.05	1,424,048	13.86
KeyCorp	16	7.17	16	8.47	1,145,938	9.76	1,145,938	10.77	1,145,938	10.52	1,145,938	10.50	1,145,938	11.15
Huntington Bancshares Incorporated	26	11.66	26	13.76	775,817	6.61	775,817	7.29	775,817	7.12	775,817	7.11	775,817	7.55
Fifth Third Bancorp	12	5.38	12	6.35	620,157	5.28	620,157	5.83	620,157	5.69	620,157	5.68	620,157	6.04
Citizens Financial Group, Inc.	13	5.83	13	6.88	476,593	4.06	476,593	4.48	476,593	4.38	476,593	4.37	476,593	4.64
New York Community Bancorp, Inc.	4	1.79	4	2.12	396,161	3.37	396,161	3.72	396,161	3.64	396,161	3.63	-	-
TFS Financial Corporation (MHC)	2	0.90	2	1.06	309,894	2.64	154,947	1.46	154,947	1.42	154,947	1.42	-	-
U.S. Bancorp	13	5.83	13	6.88	259,556	2.21	259,556	2.44	259,556	2.38	259,556	2.38	259,556	2.53
Portage Bancshares, Inc.	2	0.90	2	1.06	238,209	2.03	238,209	2.24	238,209	2.19	238,209	2.18	238,209	2.32
Ohio Farmers Insurance Company	3	1.35	3	1.59	177,531	1.51	88,766	0.83	177,531	1.63	177,531	1.63	177,531	1.73
Hometown Bancorp, Inc.	4	1.79	4	2.12	140,271	1.19	140,271	1.32	140,271	1.29	140,271	1.29	140,271	1.37
Central Federal Corporation	1	0.45	1	0.53	131,408	1.12	65,704	0.62	131,408	1.21	131,408	1.20	131,408	1.28
Seven Seventeen Credit Union	3	1.35	-	-	108,557	0.92	-	-	54,278	0.50	54,278	0.50	-	-
Towpath Credit Union	**3**	1.35	-	-	102,575	0.87	-	-	-	-	-	-	-	-
Peoples Bancorp Inc.	4	1.79	4	2.12	99,006	0.84	99,006	0.93	99,006	0.91	99,006	0.91	99,006	0.96
BFG Federal Credit Union	1	0.45	-	-	69,786	0.59	-	-	-	-	-	-	-	-
Talmer Bancorp, Inc.	2	0.90	2	1.06	68,103	0.58	68,103	0.64	68,103	0.63	68,103	0.62	68,103	0.66
Honda Federal Credit Union	1	0.45	-	-	63,639	0.54	-	-	-	-	-	-	-	-
GenFed Financial Credit Union	4	1.79	-	-	61,485	0.52	-	-	30,743	0.28	30,743	0.28	-	-
Firestone Federal Credit Union	2	0.90	-	-	58,056	0.49	-	-	-	-	-	-	-	-
Falls Catholic Credit Union	1	0.45	-	-	35,607	0.30	-	-	-	-	-	-	-	-
Integrity Federal Credit Union	1	0.45	-	-	34,680	0.30	-	-	-	-	-	-	-	-
Civista Bancshares, Inc.	1	0.45	1	0.53	32,733	0.28	32,733	0.31	32,733	0.30	32,733	0.30	32,733	0.32
Wayne Savings Bancshares, Inc.	1	0.45	1	0.53	27,555	0.23	13,778	0.13	13,778	0.13	27,555	0.25	27,555	0.27
Ohio Catholic Federal Credit Union	1	0.45	-	-	26,102	0.22	-	-	-	-	-	-	-	-
United Methodist Financial Credit Union	1	0.45	-	-	25,308	0.22	-	-	-	-	-	-	-	-
Dollar Bank, Federal Savings Bank	1	0.45	1	0.53	23,389	0.20	11,695	0.11	23,389	0.21	23,389	0.21	23,389	0.23
Apple Creek Banc Corp	2	0.90	2	1.06	21,684	0.18	21,684	0.20	21,684	0.20	21,684	0.20	21,684	0.21
Ohio Legacy Corp	1	0.45	1	0.53	20,801	0.18	20,801	0.20	20,801	0.19	20,801	0.19	20,801	0.20
Medina County Federal Credit Union	1	0.45	-	-	19,589	0.17	-	-	-	-	-	-	-	-
Summit Federal Credit Union	1	0.45	-	-	18,921	0.16	-	-	-	-	-	-	-	-
Lake Community Federal Credit Union	1	0.45	-	-	18,602	0.16	-	-	-	-	-	-	-	-
Akron Firefighters Credit Union	1	0.45	-	-	17,131	0.15	-	-	-	-	-	-	-	-
New Horizon Federal Credit Union	1	0.45	-	-	15,712	0.13	-	-	-	-	-	-	-	-
Ohio Healthcare Federal Credit Union	1	0.45	-	-	15,529	0.13	-	-	-	-	-	-	-	-
Buckeye State Credit Union Inc.	1	0.45	-	-	15,334	0.13	-	-	-	-	-	-	-	-
Consumers Bancorp, Inc.	1	0.45	1	0.53	13,886	0.12	13,886	0.13	13,886	0.13	13,886	0.13	13,886	0.14
Greater Wayne Community Federal Credit Ur	1	0.45	-	-	13,437	0.11	-	-	-	-	-	-	-	-
FirstEnergy Family Credit Union, Inc.	1	0.45	-	-	11,514	0.10	-	-	-	-	-	-	-	-
United Community Financial Corp.	1	0.45	1	0.53	10,172	0.09	5,086	0.05	5,086	0.05	10,172	0.09	10,172	0.10
Akron Police Department Credit Union	2	0.90	-	-	10,155	0.09	-	-	-	-	-	-	-	-
Farmers National Banc Corp.	1	0.45	1	0.53	7,992	0.07	7,992	0.08	7,992	0.07	7,992	0.07	7,992	0.08
Community Independent Bancorp, Inc.	1	0.45	1	0.53	6,778	0.06	6,778	0.06	6,778	0.06	6,778	0.06	6,778	0.07
Equitable Federal Credit Union	1	0.45	-	-	5,681	0.05	-	-	-	-	-	-	-	-
Akron Municipal Employee's Credit Union	1	0.45	-	-	5,217	0.04	-	-	-	-	-	-	-	-
St. Pauls Parish Federal Credit Union	1	0.45	-	-	3,814	0.03	-	-	-	-	-	-	-	-

Depository Institutions and Market Share - EXCLUDING SELECT FIRSTMERIT DEPOSITS

Deposits as of June 30, 2015

Ownership updated for announced transactions to October 6, 2015

Company	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Akron, OH Fed Banking Market														
Northwest Bancshares, Inc.	1	0.45	1	0.53	3,558	0.03	1,779	0.02	1,779	0.02	3,558	0.03	3,558	0.03
Morton Salt Credit Union	1	0.45	-	-	3,389	0.03	-	-	-	-	-	-	-	-
Goodyear Employees Credit Union	1	0.45	-	-	3,203	0.03	-	-	-	-	-	-	-	-
Woodforest Financial Group, Inc.	2	0.90	2	1.06	2,521	0.02	2,521	0.02	2,521	0.02	2,521	0.02	2,521	0.02
Total	223	100.00	189	100.00	11,744,501	100.00	10,639,726	100.00	10,890,911	100.00	10,911,553	100.00	10,275,424	100.00
Huntington Bancshares Incorporated	26	11.66	26	13.76	775,817	6.61	775,817	7.29	775,817	7.12	775,817	7.11	775,817	7.55
FirstMerit Corporation (Excl $982MM)	31	13.90	31	16.40	2,932,418	24.97	2,932,418	27.56	2,932,418	26.93	2,932,418	26.87	2,932,418	28.54
Post Merger	57	25.56	57	30.16	3,708,235	31.57	3,708,235	34.85	3,708,235	34.05	3,708,235	33.98	3,708,235	36.09
Pre-merger HHI	696.0		951.5		1,179.7		1,423.7		1,362.2		1,357.2		1,512.9	
Change	324.2		451.3		329.9		401.9		383.6		382.2		430.9	
Post-merger HHI	1,020.1		1,402.8		1,509.5		1,825.6		1,745.9		1,739.3		1,943.8	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

All Credit Unions	*34*	*15.25*	-	-	*763,022*	*6.50*	-	-	*85,021*	*0.78*	*85,021*	*0.78*	-	-

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Total Deposits	Share	2% Test**	Share	Excluding $982MM 2% Test**	Share
Akron, OH RMA									
FirstMerit Corporation	Bank	30	15.71	3,939,353	31.62	3,939,353	33.52	2,957,195	27.46
JPMorgan Chase & Co.	Bank	19	9.95	1,645,927	13.21	1,645,927	14.00	1,645,927	15.28
PNC Financial Services Group, Inc.	Bank	24	12.57	1,511,164	12.13	1,511,164	12.86	1,511,164	14.03
KeyCorp	Bank	16	8.38	1,199,286	9.63	1,199,286	10.20	1,199,286	11.13
Huntington Bancshares Incorporated	Bank	25	13.09	733,317	5.89	733,317	6.24	733,317	6.81
Fifth Third Bancorp	Bank	13	6.81	684,643	5.50	684,643	5.83	684,643	6.36
Citizens Financial Group, Inc.	Bank	14	7.33	524,421	4.21	524,421	4.46	524,421	4.87
New York Community Bancorp, Inc.	Bank	4	2.09	396,161	3.18	-	-	-	-
TFS Financial Corporation (MHC)	Thrift	2	1.05	309,894	2.49	-	-	-	-
U.S. Bancorp	Bank	14	7.33	289,238	2.32	289,238	2.46	289,238	2.69
Portage Bancshares, Inc.	Bank	2	1.05	238,209	1.91	238,209	2.03	238,209	2.21
Ohio Farmers Insurance Company	Thrift	3	1.57	177,531	1.42	177,531	1.51	177,531	1.65
Northwest Bancshares, Inc.	Thrift	2	1.05	149,476	1.20	149,476	1.27	149,476	1.39
Hometown Bancorp, Inc.	Bank	4	2.09	140,271	1.13	140,271	1.19	140,271	1.30
Central Federal Corporation	Thrift	1	0.52	131,408	1.05	131,408	1.12	131,408	1.22
Peoples Bancorp Inc.	Bank	4	2.09	99,006	0.79	99,006	0.84	99,006	0.92
Dollar Bank, Federal Savings Bank	Thrift	2	1.05	93,575	0.75	93,575	0.80	93,575	0.87
Talmer Bancorp, Inc.	Bank	2	1.05	68,103	0.55	68,103	0.58	68,103	0.63
Civista Bancshares, Inc.	Bank	1	0.52	32,733	0.26	32,733	0.28	32,733	0.30
Wayne Savings Bancshares, Inc.	Thrift	1	0.52	27,555	0.22	27,555	0.23	27,555	0.26
Apple Creek Banc Corp	Bank	2	1.05	21,684	0.17	21,684	0.18	21,684	0.20
Ohio Legacy Corp	Bank	1	0.52	20,801	0.17	20,801	0.18	20,801	0.19
Community Independent Bancorp, Inc.	Bank	2	1.05	12,731	0.10	12,731	0.11	12,731	0.12
United Community Financial Corp.	Thrift	1	0.52	10,172	0.08	10,172	0.09	10,172	0.09
Woodforest Financial Group, Inc.	Bank	2	1.05	2,521	0.02	2,521	0.02	2,521	0.02
Total		191	100.00	12,459,180	100.00	11,753,125	100.00	10,770,967	100.00
Huntington Bancshares Incorporated	Bank	25	13.09	733,317	5.89	733,317	6.24	733,317	6.81
FirstMerit Corporation	Bank	30	15.71	3,939,353	31.62	3,939,353	33.52	2,957,195	27.46
Post Merger		55	28.80	4,672,670	37.50	4,672,670	39.76	3,690,512	34.26
Pre-merger HHI		924.6		1,529.4		1,700.4		1,440.8	
Change		411.2		372.2		418.3		373.8	
Post-merger HHI		1,335.8		1,901.6		2,118.6		1,814.6	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Small Business Loan Originations

2014 CRA Data

Institution	Data Source	Volume of Loans: Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
AKRON, OH FED BANKING MARKET (approximated)											
PNC Financial	Reported	27,207	24.83	17,234	21.81	49,311	18.18	66,545	19.00	93,751	20.39
JPMorgan Chase	Reported	12,886	11.76	4,968	6.29	26,757	9.87	31,724	9.06	44,610	9.70
FirstMerit Corp.	Reported	5,385	4.91	7,704	9.75	21,292	7.85	28,996	8.28	34,381	7.48
KeyCorp	Reported	4,023	3.67	2,937	3.72	25,598	9.44	28,535	8.15	32,558	7.08
Huntington Bancshares	Reported	11,591	10.58	5,745	7.27	21,857	8.06	27,602	7.88	39,193	8.52
Portage Bancshares, Inc.	Estimated	3,869	3.53	9,280	11.74	16,545	6.10	25,825	7.37	29,693	6.46
Ohio Farmers Insurance Company	Estimated	1,507	1.38	5,023	6.36	20,480	7.55	25,503	7.28	27,010	5.87
Hometown Bancorp, Inc.	Estimated	2,309	2.11	6,917	8.75	17,512	6.46	24,430	6.97	26,739	5.82
Fifth Third Bancorp	Reported	2,576	2.35	4,669	5.91	18,428	6.79	23,096	6.59	25,672	5.58
US Bancorp	Reported	5,596	5.11	1,260	1.59	10,537	3.89	11,797	3.37	17,392	3.78
S&T Bancorp	Reported	635	0.58	921	1.17	9,312	3.43	10,234	2.92	10,869	2.36
Central Federal Corporation	Estimated	591	0.54	2,370	3.00	7,607	2.80	9,977	2.85	10,568	2.30
Ohio Legacy Corp	Estimated	222	0.20	738	0.93	2,546	0.94	3,284	0.94	3,506	0.76
Citizens Financial Group, Inc.	Reported	1,315	1.20	1,639	2.07	1,514	0.56	3,153	0.90	4,469	0.97
Bank of America	Reported	1,783	1.63	108	0.14	3,006	1.11	3,115	0.89	4,897	1.07
Talmer Bancorp	Reported	74	0.07	493	0.62	2,386	0.88	2,878	0.82	2,952	0.64
Civista Bancshares, Inc.	Estimated	221	0.20	570	0.72	2,180	0.80	2,750	0.79	2,971	0.65
New York Community Bancorp, Inc.	Estimated	19	0.02	115	0.15	1,685	0.62	1,800	0.51	1,819	0.40
Farmers National	Reported	-	-	207	0.26	1,423	0.52	1,629	0.47	1,629	0.35
Northern Trust Corp.	Reported	62	0.06	289	0.37	1,088	0.40	1,378	0.39	1,439	0.31
Apple Creek Banc Corp	Estimated	210	0.19	430	0.54	833	0.31	1,263	0.36	1,474	0.32
General Electric	Reported	3,137	2.86	1,199	1.52	-	-	1,199	0.34	4,336	0.94
Peoples Bancorp Inc.	Reported	44	0.04	-	-	1,165	0.43	1,165	0.33	1,209	0.26
American Express	Reported	8,667	7.91	773	0.98	357	0.13	1,130	0.32	9,797	2.13
Park National Corp.	Reported	7	0.01	311	0.39	777	0.29	1,087	0.31	1,095	0.24
United Community Financial	Reported	-	-	191	0.24	826	0.30	1,017	0.29	1,017	0.22
Enterprise Bancorp	Reported	-	-	-	-	826	0.30	826	0.24	826	0.18
Wintrust Financial Corporation	Reported	-	-	-	-	661	0.24	661	0.19	661	0.14
Stearns Financial Services, Inc.	Reported	627	0.57	365	0.46	263	0.10	628	0.18	1,255	0.27
Wells Fargo & Co.	Reported	4,847	4.42	405	0.51	216	0.08	621	0.18	5,468	1.19
BB&T Corp.	Reported	486	0.44	207	0.26	413	0.15	620	0.18	1,106	0.24
First Niagara Financial Group	Reported	62	0.06	-	-	620	0.23	620	0.18	682	0.15
Ameris Bancorp	Reported	-	-	-	-	620	0.23	620	0.18	620	0.13
Financial Institutions, Inc.	Reported	-	-	-	-	516	0.19	516	0.15	516	0.11
SunTrust	Reported	54	0.05	194	0.24	256	0.09	449	0.13	503	0.11
Citigroup	Reported	1,640	1.50	-	-	430	0.16	430	0.12	2,070	0.45
WesBanco	Reported	-	-	-	-	413	0.15	413	0.12	413	0.09
CIT Group	Reported	167	0.15	388	0.49	-	-	388	0.11	555	0.12
ST Financial Group, Inc.	Reported	-	-	368	0.47	-	-	368	0.11	368	0.08
BancFirst Corp.	Reported	-	-	-	-	289	0.11	289	0.08	289	0.06
First Federal of Lakewood	Reported	25	0.02	-	-	248	0.09	248	0.07	273	0.06
First Financial Bancorp	Reported	-	-	-	-	241	0.09	241	0.07	241	0.05
Northwest Bancshares, Inc.	Estimated	44	0.04	65	0.08	113	0.04	178	0.05	221	0.05
Banterra Corp.	Reported	-	-	169	0.21	-	-	169	0.05	169	0.04
STAR Financial Group, Inc.	Reported	-	-	165	0.21	-	-	165	0.05	165	0.04
CBX Corporation	Reported	-	-	157	0.20	-	-	157	0.04	157	0.03
Dollar Bank	Reported	87	0.08	86	0.11	69	0.03	155	0.04	242	0.05
First Merchants Corporation	Reported	-	-	148	0.19	-	-	148	0.04	148	0.03

Small Business Loan Originations

2014 CRA Data

Institution	Data Source	Volume of Loans: Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
1st Source Corp.	Reported	175	0.16	123	0.16	-	-	123	0.04	298	0.06
Durant Bancorp, Inc.	Reported	-	-	107	0.14	-	-	107	0.03	107	0.02
Capital One Financial	Reported	4,589	4.19	-	-	-	-	-	-	4,589	1.00
WEX Inc.	Reported	875	0.80	-	-	-	-	-	-	875	0.19
Texas Capital Bancshares	Reported	334	0.30	-	-	-	-	-	-	334	0.07
First National of Nebraska	Reported	250	0.23	-	-	-	-	-	-	250	0.05
Banco Santander SA	Reported	204	0.19	-	-	-	-	-	-	204	0.04
State Farm	Reported	193	0.18	-	-	-	-	-	-	193	0.04
Discover	Reported	175	0.16	-	-	-	-	-	-	175	0.04
BOFI Holding Inc.	Reported	157	0.14	-	-	-	-	-	-	157	0.03
Deere & Co.	Reported	146	0.13	-	-	-	-	-	-	146	0.03
Banc of California Inc.	Reported	93	0.08	-	-	-	-	-	-	93	0.02
SB Financial Group	Reported	83	0.08	-	-	-	-	-	-	83	0.02
Simmons First National Corporation	Reported	68	0.06	-	-	-	-	-	-	68	0.01
City National Corporation	Reported	41	0.04	-	-	-	-	-	-	41	0.01
Commerce Bancshares, Inc.	Reported	41	0.04	-	-	-	-	-	-	41	0.01
United Financial Bancorp, Inc.	Reported	41	0.04	-	-	-	-	-	-	41	0.01
First Commonwealth Financial	Reported	33	0.03	-	-	-	-	-	-	33	0.01
Mackinac Financial Corporation	Reported	33	0.03	-	-	-	-	-	-	33	0.01
Pinnacle Financial Partners, Inc.	Reported	22	0.02	-	-	-	-	-	-	22	0.00
Woodforest	Reported	19	0.02	-	-	-	-	-	-	19	0.00
ESSA Bancorp Inc.	Reported	15	0.01	-	-	-	-	-	-	15	0.00
Toronto Dominion	Reported	12	0.01	-	-	-	-	-	-	12	0.00
Meta Financial Group, Inc.	Reported	4	0.00	-	-	-	-	-	-	4	0.00
Total		109,577	100.00	79,037	100.00	271,213	100.00	350,250	100.00	459,827	100.00
Huntington Bancshares	Reported	11,591	10.58	5,745	7.27	21,857	8.06	27,602	7.88	39,193	8.52
FirstMerit Corp.	Reported	5,385	4.91	7,704	9.75	21,292	7.85	28,996	8.28	34,381	7.48
Combined		16,976	15.49	13,449	17.02	43,149	15.91	56,598	16.16	73,574	16.00
Pre-merger HHI		1,071.2		990.6		866.0		873.0		867.4	
Change		104.0		141.7		126.5		130.5		127.5	
Post-merger HHI		1,175.1		1,132.3		992.5		1,003.4		994.9	

Market is approximated by 60% and 83% of estimated CRA loans for Portage and Summit counties respectively for out-of-market lenders (based on share of county deposits in-market) and the actual or estimated county CRA loans for in-market lenders weighted by their in-market share of county deposits.

Mortgage Origination Market Share

Akron, OH MSA

2014 Rank	2013 Rank	Company	Type	2014 Funded Loans	2014 Funded Loans	2014 Market Share
1	3	Third FS&LA of Cleveland MHC (OH)	Thrift HC	111,371	702	6.11
2	5	Rock Holdings Inc. (MI)	NA	110,734	819	6.07
3	9	Howard Hanna Real Estate Svcs (PA)	NA	101,858	707	5.59
4	10	First MHC (OH)	Bank HC	92,691	553	5.08
5	4	PNC Financial Services Group (PA)	Bank	84,666	675	4.64
6	7	Wells Fargo & Co. (CA)	Bank	78,144	484	4.29
7	6	Huntington Bancshares Inc. (OH)	Bank	75,411	536	4.14
8	1	JPMorgan Chase & Co. (NY)	Bank	72,741	512	3.99
9	11	Fairway Independent Mrtg Corp. (WI)	Mortgage Bank	70,182	606	3.85
10	2	Fifth Third Bancorp (OH)	Bank	69,065	505	3.79
11	30	New York Community Bancorp (NY)	Thrift	61,943	20	3.40
12	8	FirstMerit Corp. (OH)	Bank	52,950	504	2.90
13	16	United Community Finl Corp. (OH)	Thrift	44,603	220	2.45
14	14	U.S. Bancorp (MN)	Bank	35,713	338	1.96
15	20	Portage Bancshares Inc. (OH)	Bank HC	30,788	219	1.69
16	17	Citizens Financial Group Inc. (RI)	Bank	28,487	285	1.56
17	22	Union Home Mortgage Corp. (OH)	Mortgage Bank	25,197	198	1.38
18	19	KeyCorp (OH)	Bank	25,181	235	1.38
19	13	F.N.B. Corp. (PA)	Bank	23,470	146	1.29
20	25	NVR Inc. (VA)	Homebuilder	22,911	94	1.26
21	15	Bank of America Corp. (NC)	Bank	22,043	167	1.21
22	36	CrossCountry Mortgage Inc. (OH)	Mortgage Bank	21,976	131	1.21
23	12	Citigroup Inc. (NY)	Bank	19,227	170	1.05
24	23	Ohio Farmers Insurance Co. (OH)	Thrift HC	19,013	104	1.04
25	31	Hometown Bancorp Inc. (OH)	Bank HC	18,721	141	1.03
26	55	Civista Bancshares Inc. (OH)	Bank	18,168	12	1.00
27	49	Union Capital Mortgage Corp. (OH)	NA	17,185	74	0.94
28	42	MP (Thrift) LLC (DE)	Thrift HC	15,873	121	0.87
29	18	Talmer Bancorp Inc. (MI)	Bank	15,405	87	0.84
30	26	Dollar Bank FSB (PA)	Thrift	14,887	113	0.82
31	24	Mid America Mortgage Inc. (TX)	Mortgage Bank	13,973	116	0.77
32	38	USAA Insurance Group	NA	13,425	83	0.74
33	27	Northwest Bancshares, Inc. (PA)	Thrift	12,229	62	0.67
34	44	Nations Lending Corp. (OH)	Mortgage Bank	11,734	82	0.64
35	33	Seven Seventeen CU (OH)	Credit Union	11,434	120	0.63
36	21	American Midwest Mortgage Corp (OH	Mortgage Bank	11,104	89	0.61
37	29	Fortress Operating Entity I LP (NY)	NA	10,610	87	0.58
38	41	Stonegate Mortgage Corp. (IN)	Specialty Lender	9,894	78	0.54
39	67	Excel Bancorp LLC (OH)	Bank HC	9,169	39	0.50
40	43	Clayton Dubilier & Rice Inc.	NA	9,013	37	0.49
41	28	Freedom Mortgage Corp. (NJ)	Mortgage Bank	8,651	68	0.47
42	46	PulteGroup Inc. (GA)	Homebuilder	8,066	28	0.44
43	39	First Ohio Home Finance Inc (OH)	Mortgage Bank	7,618	51	0.42
44	51	LoanDepot Holdings LLC	NA	7,171	53	0.39
45	40	Drees Company (KY)	NA	7,139	24	0.39
46	NA	Western Ohio Mortgage Corp. (OH)	Mortgage Bank	6,570	53	0.36

Mortgage Origination Market Share

Akron, OH MSA

2014 Rank	2013 Rank	Company	Type	2014 Funded Loans	2014 Funded Loans	2014 Market Share
47	37	PHH Corp. (NJ)	Specialty Lender	6,415	34	0.35
48	235	Wright-Patt CU Inc. (OH)	Credit Union	6,330	56	0.35
49	34	Peoples Bancorp Inc. (OH)	Bank	5,959	38	0.33
50	50	Shellpoint Partners LLC (NY)	NA	5,734	45	0.31
51	54	Navy FCU (VA)	Credit Union	5,640	42	0.31
52	45	EverBank Financial (FL)	Thrift	5,513	33	0.30
53	84	Middlefield Banc Corp. (OH)	Bank	5,500	39	0.30
54	53	Farmers National Banc Corp. (OH)	Bank	5,375	40	0.29
55	96	Magnolia Bancshares Inc. (KY)	Bank HC	4,998	37	0.27
56	70	Blackstone Group L.P. (NY)	Asset Manager	4,865	39	0.27
57	139	Guaranteed Rate Inc. (IL)	Mortgage Bank	4,751	31	0.26
58	114	Polaris Home Funding Corp. (MI)	Mortgage Bank	4,506	32	0.25
59	72	American Mortgage Service Co. (OH)	Mortgage Bank	4,450	43	0.24
60	113	Top Flite Financial Inc. (MI)	Mortgage Bank	4,396	26	0.24
61	78	Mortgage Research Center LLC (MO)	Mortgage Bank	4,297	30	0.24
62	130	Acopia LLC (TN)	Mortgage Bank	4,014	30	0.22
63	83	Consumers Bancorp Inc. (OH)	Bank	3,968	9	0.22
64	115	Farm Credit System (NJ)	Specialty Lender	3,948	22	0.22
65	57	Congressional Bancshares Inc (MD)	Bank HC	3,845	28	0.21
66	NA	Towpath Credit Union (OH)	Credit Union	3,830	67	0.21
67	63	Ohio Catholic FCU (OH)	Credit Union	3,743	37	0.21
68	56	United Shore Finl Svcs LLC (MI)	Mortgage Bank	3,669	21	0.20
69	118	Cardinal Financial Co L.P. (NC)	Mortgage Bank	3,586	22	0.20
70	60	BFG Federal Credit Union (OH)	Credit Union	3,580	31	0.20
71	88	Plaza Home Mortgage Inc. (CA)	Mortgage Bank	3,559	22	0.20
72	75	Tiptree Financial Inc. (NY)	Investment Compa	3,409	21	0.19
73	69	NHB Holdings Inc. (UT)	Bank HC	3,395	21	0.19
74	138	PennyMac Financial Services (CA)	Specialty Lender	3,279	26	0.18
75	100	MB Financial Inc. (IL)	Bank	2,966	18	0.16
76	95	Ocwen Financial Corp. (FL)	Specialty Lender	2,956	21	0.16
77	116	Park National Corp. (OH)	Bank	2,911	17	0.16
78	47	Central Federal Corp. (OH)	Thrift	2,787	12	0.15
79	82	American Eagle Mrtg Co. LLC (OH)	Mortgage Bank	2,773	16	0.15
80	171	First Guaranty Mortgage Corp. (VA)	Mortgage Bank	2,628	23	0.14
81	81	Firestone FCU (OH)	Credit Union	2,586	29	0.14
82	86	Residential Bancorp (OH)	Mortgage Bank	2,562	25	0.14
83	163	National Bancorp Hldgs Inc. (IL)	Thrift HC	2,467	11	0.14
84	87	SunTrust Banks Inc. (GA)	Bank	2,383	36	0.13
85	73	HomeBridge Financial Svcs Inc. (NJ)	Mortgage Bank	2,351	17	0.13
86	59	RoundPoint Financial Group Inc (NC)	NA	2,311	12	0.13
87	77	Cortland Bancorp (OH)	Bank	2,298	20	0.13
88	121	Sun West Mortgage Co. (CA)	Mortgage Bank	2,209	19	0.12
89	124	Hilltop Holdings Inc. (TX)	Bank	2,159	12	0.12
90	132	BB&T Corp. (NC)	Bank	2,157	32	0.12
90	141	Walter Investment Mgmt Corp. (FL)	Specialty Lender	2,157	13	0.12
92	62	S&T Bancorp Inc. (PA)	Bank	2,146	11	0.12

Mortgage Origination Market Share

Akron, OH MSA

2014 Rank	2013 Rank	Company	Type	2014 Funded Loans	2014 Funded Loans	2014 Market Share
93	66	Discover Financial Services (IL)	Specialty Lender	2,142	13	0.12
94	111	American Internet Mrtg Inc. (CA)	Mortgage Bank	2,041	10	0.11
95	195	AmeriFirst Financial Corp. (MI)	Mortgage Bank	2,009	20	0.11
96	109	Evolve Bancorp Inc. (TN)	Bank HC	1,970	8	0.11
97	64	Hunt Companies Inc. (TX)	NA	1,935	15	0.11
98	98	Bridgeview Bancorp Inc. (IL)	Bank HC	1,896	11	0.10
99	93	Waterstone Financial Inc. (WI)	Thrift	1,895	16	0.10
		Others		79,987	589	4.39
		Total For Institutions In Market		**1,823,640**	**12,496**	**100.00**
				HHI		293
				Change in HHI		24
				Post Merger HHI		317
				Post Merger Share		7.04

Source: SNL

Originally sourced to the Home Mortgage Disclosure Act data compiled annually by the Federal Financial Institutions Examination

FirstMerit CRA Loans and Deposits by Ohio MSA

	6/30/2015	12/31/2014	12/31/2014	
MSA	**Summary of Deposits ($000)**	**CRA Loan Originations ($000)**	**Est. CRA Outstandings ($000)**	**Est. CRA Loan/ Deposits %**
Akron, OH (Metro)	3,893,546	37,878	63,130	1.62
Ashland, OH (Micro)	80,453	2,363	3,938	4.90
Ashtabula, OH (Micro)	165,050	1,285	2,142	1.30
Bucyrus, OH (Micro)	66,004	1,439	2,398	3.63
Canton-Massillon, OH (Metro)	1,509,861	20,722	34,537	2.29
Cleveland-Elyria, OH (Metro)	3,805,230	88,220	147,033	3.86
Columbus, OH (Metro)	657,219	30,223	50,372	7.66
Mansfield, OH (Metro)	134,182	3,652	6,087	4.54
Mount Vernon, OH (Micro)	55,068	3,359	5,598	10.17
New Philadelphia-Dover, OH (Micro)	3,887	305	508	13.08
Norwalk, OH (Micro)	29,991	697	1,162	3.87
Sandusky, OH (Micro)	45,971	1,612	2,687	5.84
Toledo, OH (Metro)	91,860	6,447	10,745	11.70
Wooster, OH (Micro)	336,446	3,314	5,523	1.64
Grand Total	**19,767,761**	**497,374**	**828,957**	**4.19**
			Median	4.20
			Average	5.44
Headquarters	1,741,543			
Rest of Akron	2,152,003	37,878	63,130	2.93

Note: CRA Outstandings approximated by dividing Originations by 0.6.

FirstMerit CRA Loans and Deposits by Ohio County

County	6/30/2015 Summary of Deposits ($000)	12/31/2014 CRA Loan Originations ($000)	12/31/2014 Est. CRA Outstandings ($000)	Est. CRA Loan/ Deposits %
Ashland	80,453	2,363	3,938	4.90
Ashtabula	165,050	1,285	2,142	1.30
Crawford	66,004	1,439	2,398	3.63
Cuyahoga	1,276,609	37,368	62,280	4.88
Delaware	70,791	2,439	4,065	5.74
Erie	45,971	1,612	2,687	5.84
Franklin	492,144	23,904	39,840	8.10
Geauga	117,367	4,210	7,017	5.98
Huron	29,991	697	1,162	3.87
Knox	55,068	3,359	5,598	10.17
Lake	445,197	11,781	19,635	4.41
Lorain	1,085,298	15,776	26,293	2.42
Lucas	64,060	4,764	7,940	12.39
Madison	94,284	539	898	0.95
Medina	880,759	19,085	31,808	3.61
Portage	87,948	2,274	3,790	4.31
Richland	134,182	3,652	6,087	4.54
Stark	1,509,861	20,722	34,537	2.29
Summit	3,805,598	35,604	59,340	1.56
Tuscarawas	3,887	305	508	13.08
Wayne	336,446	3,314	5,523	1.64
Wood	27,800	1,683	2,805	10.09
Grand Total	**10,874,768**	**214,656**	**357,760**	**3.29**
			Median	4.47
			Average	5.26
Headquarters	1,741,543			
Rest of Summit	2,064,055	35,604	59,340	2.87

Note: CRA Outstandings approximated by dividing Originations by 0.6.

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches	Share	Total Deposits	Share	Branch Over $250M or HQ	Adjusted Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5%	Share	Thrifts 100% if C&I/TA > 2%	Share	DOJ 2% Test*	Share
				Excl CUs				56.4%					Selected CUs 50% if >80% Population		Selected CUs 50% if >80% Population			
Akron, OH Fed Banking Market																		
FirstMerit Corporation	Bank	31	13.90	31	16.40	3,914,576	30.76	1,741,543	2,932,418	26.88	2,932,418	29.79	2,932,418	29.16	2,932,418	29.10	2,932,418	31.06
JPMorgan Chase & Co.	Bank	19	8.52	19	10.05	1,615,300	12.69	516,444	1,324,047	12.14	1,324,047	13.45	1,324,047	13.17	1,324,047	13.14	1,324,047	14.02
PNC Financial Services Group, Inc.	Bank	24	10.76	24	12.70	1,424,048	11.19		1,424,048	13.05	1,424,048	14.47	1,424,048	14.16	1,424,048	14.13	1,424,048	15.08
KeyCorp	Bank	16	7.17	16	8.47	1,145,938	9.00	555,741	832,523	7.63	832,523	8.46	832,523	8.28	832,523	8.26	832,523	8.82
Huntington Bancshares Incorporated	Bank	26	11.66	26	13.76	775,817	6.10		775,817	7.11	775,817	7.88	775,817	7.71	775,817	7.70	775,817	8.22
Fifth Third Bancorp	Bank	12	5.38	12	6.35	620,157	4.87		620,157	5.68	620,157	6.30	620,157	6.17	620,157	6.15	620,157	6.57
Citizens Financial Group, Inc.	Bank	13	5.83	13	6.88	476,593	3.74		476,593	4.37	476,593	4.84	476,593	4.74	476,593	4.73	476,593	5.05
New York Community Bancorp, Inc.	Bank	4	1.79	4	2.12	396,161	3.11		396,161	3.63	396,161	4.02	396,161	3.94	396,161	3.93	-	-
TFS Financial Corporation (MHC)	Thrift	2	0.90	2	1.06	309,894	2.43		309,894	2.84	154,947	1.57	154,947	1.54	154,947	1.54	-	-
U.S. Bancorp	Bank	13	5.83	13	6.88	259,556	2.04		259,556	2.38	259,556	2.64	259,556	2.58	259,556	2.58	259,556	2.75
Portage Bancshares, Inc.	Bank	2	0.90	2	1.06	238,209	1.87	177,980	137,836	1.26	137,836	1.40	137,836	1.37	137,836	1.37	137,836	1.46
Ohio Farmers Insurance Company	Thrift	3	1.35	3	1.59	177,531	1.39		177,531	1.63	88,766	0.90	177,531	1.77	177,531	1.76	177,531	1.88
Hometown Bancorp, Inc.	Bank	4	1.79	4	2.12	140,271	1.10	97,443	85,317	0.78	85,317	0.87	85,317	0.85	85,317	0.85	85,317	0.90
Central Federal Corporation	Thrift	1	0.45	1	0.53	131,408	1.03	131,408	57,299	0.53	28,650	0.29	57,299	0.57	57,299	0.57	57,299	0.61
Seven Seventeen Credit Union	CU	3	1.35	-	-	108,557	0.85		108,557	0.99	-	-	54,278	0.54	54,278	0.54	-	-
Towpath Credit Union	CU	**3**	1.35	-	-	102,575	0.81		102,575	0.94	-	-	-	-	-	-	-	-
Peoples Bancorp Inc.	Bank	4	1.79	4	2.12	99,006	0.78		99,006	0.91	99,006	1.01	99,006	0.98	99,006	0.98	99,006	1.05
BFG Federal Credit Union	CU	1	0.45	-	-	69,786	0.55		69,786	0.64	-	-	-	-	-	-	-	-
Talmer Bancorp, Inc.	Bank	2	0.90	2	1.06	68,103	0.54		68,103	0.62	68,103	0.69	68,103	0.68	68,103	0.68	68,103	0.72
Honda Federal Credit Union	CU	1	0.45	-	-	63,639	0.50		63,639	0.58	-	-	-	-	-	-	-	-
GenFed Financial Credit Union	CU	4	1.79	-	-	61,485	0.48		61,485	0.56	-	-	30,743	0.31	30,743	0.31	-	-
Firestone Federal Credit Union	CU	2	0.90	-	-	58,056	0.46		58,056	0.53	-	-	-	-	-	-	-	-
Falls Catholic Credit Union	CU	1	0.45	-	-	35,607	0.28		35,607	0.33	-	-	-	-	-	-	-	-
Integrity Federal Credit Union	CU	1	0.45	-	-	34,680	0.27		34,680	0.32	-	-	-	-	-	-	-	-
Civista Bancshares, Inc.	Bank	1	0.45	1	0.53	32,733	0.26		32,733	0.30	32,733	0.33	32,733	0.33	32,733	0.32	32,733	0.35
Wayne Savings Bancshares, Inc.	Thrift	1	0.45	1	0.53	27,555	0.22		27,555	0.25	13,778	0.14	13,778	0.14	27,555	0.27	27,555	0.29
Ohio Catholic Federal Credit Union	CU	1	0.45	-	-	26,102	0.21		26,102	0.24	-	-	-	-	-	-	-	-
United Methodist Financial Credit Union	CU	1	0.45	-	-	25,308	0.20		25,308	0.23	-	-	-	-	-	-	-	-
Dollar Bank, Federal Savings Bank	Thrift	1	0.45	1	0.53	23,389	0.18		23,389	0.21	11,695	0.12	23,389	0.23	23,389	0.23	23,389	0.25
Apple Creek Banc Corp	Bank	2	0.90	2	1.06	21,684	0.17		21,684	0.20	21,684	0.22	21,684	0.22	21,684	0.22	21,684	0.23
Ohio Legacy Corp	Bank	1	0.45	1	0.53	20,801	0.16		20,801	0.19	20,801	0.21	20,801	0.21	20,801	0.21	20,801	0.22
Medina County Federal Credit Union	CU	1	0.45	-	-	19,589	0.15		19,589	0.18	-	-	-	-	-	-	-	-
Summit Federal Credit Union	CU	1	0.45	-	-	18,921	0.15		18,921	0.17	-	-	-	-	-	-	-	-
Lake Community Federal Credit Union	CU	1	0.45	-	-	18,602	0.15		18,602	0.17	-	-	-	-	-	-	-	-
Akron Firefighters Credit Union	CU	1	0.45	-	-	17,131	0.13		17,131	0.16	-	-	-	-	-	-	-	-
New Horizon Federal Credit Union	CU	1	0.45	-	-	15,712	0.12		15,712	0.14	-	-	-	-	-	-	-	-
Ohio Healthcare Federal Credit Union	CU	1	0.45	-	-	15,529	0.12		15,529	0.14	-	-	-	-	-	-	-	-
Buckeye State Credit Union Inc.	CU	1	0.45	-	-	15,334	0.12		15,334	0.14	-	-	-	-	-	-	-	-
Consumers Bancorp, Inc.	Bank	1	0.45	1	0.53	13,886	0.11		13,886	0.13	13,886	0.14	13,886	0.14	13,886	0.14	13,886	0.15
Greater Wayne Community Federal Credit Un	CU	1	0.45	-	-	13,437	0.11		13,437	0.12	-	-	-	-	-	-	-	-
FirstEnergy Family Credit Union, Inc.	CU	1	0.45	-	-	11,514	0.09		11,514	0.11	-	-	-	-	-	-	-	-
United Community Financial Corp.	Thrift	1	0.45	1	0.53	10,172	0.08		10,172	0.09	5,086	0.05	5,086	0.05	10,172	0.10	10,172	0.11
Akron Police Department Credit Union	CU	2	0.90	-	-	10,155	0.08		10,155	0.09	-	-	-	-	-	-	-	-
Farmers National Banc Corp.	Bank	1	0.45	1	0.53	7,992	0.06		7,992	0.07	7,992	0.08	7,992	0.08	7,992	0.08	7,992	0.08
Community Independent Bancorp, Inc.	Bank	1	0.45	1	0.53	6,778	0.05		6,778	0.06	6,778	0.07	6,778	0.07	6,778	0.07	6,778	0.07
Equitable Federal Credit Union	CU	1	0.45	-	-	5,681	0.04		5,681	0.05	-	-	-	-	-	-	-	-
Akron Municipal Employee's Credit Union	CU	1	0.45	-	-	5,217	0.04		5,217	0.05	-	-	-	-	-	-	-	-
St. Pauls Parish Federal Credit Union	CU	1	0.45	-	-	3,814	0.03		3,814	0.03	-	-	-	-	-	-	-	-
Northwest Bancshares, Inc.	Thrift	1	0.45	1	0.53	3,558	0.03		3,558	0.03	1,779	0.02	1,779	0.02	3,558	0.04	3,558	0.04
Morton Salt Credit Union	CU	1	0.45	-	-	3,389	0.03		3,389	0.03	-	-	-	-	-	-	-	-
Goodyear Employees Credit Union	CU	1	0.45	-	-	3,203	0.03		3,203	0.03	-	-	-	-	-	-	-	-
Woodforest Financial Group, Inc.	Bank	2	0.90	2	1.06	2,521	0.02		2,521	0.02	2,521	0.03	2,521	0.03	2,521	0.03	2,521	0.03
Total		223	100.00	189	100.00	12,726,659	100.00		10,910,397	100.00	9,842,676	100.00	10,056,807	100.00	10,077,449	100.00	9,441,320	100.00
Huntington Bancshares Incorporated	Bank	26	11.66	26	13.76	775,817	6.10		775,817	7.11	775,817	7.88	775,817	7.71	775,817	7.70	775,817	8.22
FirstMerit Corporation	Bank	31	13.90	31	16.40	3,914,576	30.76		2,932,418	26.88	2,932,418	29.79	2,932,418	29.16	2,932,418	29.10	2,932,418	31.06
Post Merger		57	25.56	57	30.16	4,690,393	36.85		3,708,235	33.99	3,708,235	37.68	3,708,235	36.87	3,708,235	36.80	3,708,235	39.28
Pre-merger HHI		696.0		951.5		1,419.8			1,237.5		1,505.7		1,445.3		1,439.4		1,619.2	
Change		324.2		451.3		375.0			382.2		469.7		449.9		448.0		510.4	
Post-merger HHI		1,020.1		1,402.8		1,794.8			1,619.8		1,975.4		1,895.2		1,887.5		2,129.7	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

All Credit Unions	*25*	*34*	*15.25*	-	-	*763,022*	*6.00*		*763,022*	*6.99*	-	-	*85,021*	*0.85*	*85,021*	*0.84*	-	-

Small Business Loan Originations
2014 CRA Data
ONLY INSTITUTIONS WITH BRANCHES IN THE MARKET

		Volume of Loans									
Institution	Data Source	Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
AKRON, OH FED BANKING MARKET (approximated)											
PNC Financial	Reported	27,207	34.10	17,234	23.73	49,311	19.67	66,545	20.58	93,751	23.26
JPMorgan Chase	Reported	12,886	16.15	4,968	6.84	26,757	10.67	31,724	9.81	44,610	11.07
FirstMerit Corp.	Reported	5,385	6.75	7,704	10.61	21,292	8.49	28,996	8.97	34,381	8.53
KeyCorp	Reported	4,023	5.04	2,937	4.04	25,598	10.21	28,535	8.83	32,558	8.08
Huntington Bancshares	Reported	11,591	14.53	5,745	7.91	21,857	8.72	27,602	8.54	39,193	9.72
Portage Bancshares, Inc.	Estimated	3,869	4.85	9,280	12.77	16,545	6.60	25,825	7.99	29,693	7.37
Ohio Farmers Insurance Company	Estimated	1,507	1.89	5,023	6.92	20,480	8.17	25,503	7.89	27,010	6.70
Hometown Bancorp, Inc.	Estimated	2,309	2.89	6,917	9.52	17,512	6.99	24,430	7.56	26,739	6.63
Fifth Third Bancorp	Reported	2,576	3.23	4,669	6.43	18,428	7.35	23,096	7.14	25,672	6.37
US Bancorp	Reported	5,596	7.01	1,260	1.73	10,537	4.20	11,797	3.65	17,392	4.31
Central Federal Corporation	Estimated	591	0.74	2,370	3.26	7,607	3.03	9,977	3.09	10,568	2.62
Ohio Legacy Corp	Estimated	222	0.28	738	1.02	2,546	1.02	3,284	1.02	3,506	0.87
Citizens Financial Group, Inc.	Reported	1,315	1.65	1,639	2.26	1,514	0.60	3,153	0.98	4,469	1.11
Talmer Bancorp	Reported	74	0.09	493	0.68	2,386	0.95	2,878	0.89	2,952	0.73
Civista Bancshares, Inc.	Estimated	221	0.28	570	0.78	2,180	0.87	2,750	0.85	2,971	0.74
New York Community Bancorp, Inc.	Estimated	19	0.02	115	0.16	1,685	0.67	1,800	0.56	1,819	0.45
Farmers National	Reported	-	-	207	0.28	1,423	0.57	1,629	0.50	1,629	0.40
Apple Creek Banc Corp	Estimated	210	0.26	430	0.59	833	0.33	1,263	0.39	1,474	0.37
Peoples Bancorp Inc.	Reported	44	0.06	-	-	1,165	0.46	1,165	0.36	1,209	0.30
United Community Financial	Reported	-	-	191	0.26	826	0.33	1,017	0.31	1,017	0.25
Northwest Bancshares, Inc.	Estimated	44	0.05	65	0.09	113	0.05	178	0.05	221	0.05
Dollar Bank	Reported	87	0.11	86	0.12	69	0.03	155	0.05	242	0.06
Woodforest	Reported	19	0.02	-	-	-	-	-	-	19	0.00
Total		79,794	100.00	72,640	100.00	250,662	100.00	323,302	100.00	403,095	100.00
Huntington Bancshares	Reported	11,591	14.53	5,745	7.91	21,857	8.72	27,602	8.54	39,193	9.72
FirstMerit Corp.	Reported	5,385	6.75	7,704	10.61	21,292	8.49	28,996	8.97	34,381	8.53
Combined		16,976	21.27	13,449	18.51	43,149	17.21	56,598	17.51	73,574	18.25
Pre-merger HHI		1,803.9		1,165.5		997.7		1,012.6		1,108.9	
Change		196.1		167.7		148.1		153.1		165.9	
Post-merger HHI		2,000.0		1,333.2		1,145.9		1,165.8		1,274.7	

Market is approximated by 60% and 83% of estimated CRA loans for Portage and Summit counties respectively for out-of-market lenders (based on share of county deposits in-market) and the actual or estimated county CRA loans for in-market lenders weighted by their in-market share of county deposits.

CANTON MARKET TABLES

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Canton, OH Fed Banking Market															
Huntington Bancshares Incorporated	Bank	26	16.88	26	21.49	1,625,155	23.77	1,625,155	27.09	1,625,155	25.65	1,625,155	25.59	1,625,155	26.97
FirstMerit Corporation	Bank	13	8.44	13	10.74	1,392,702	20.37	1,392,702	23.22	1,392,702	21.98	1,392,702	21.93	1,392,702	23.11
JPMorgan Chase & Co.	Bank	11	7.14	11	9.09	708,492	10.36	708,492	11.81	708,492	11.18	708,492	11.16	708,492	11.76
Citizens Financial Group, Inc.	Bank	12	7.79	12	9.92	601,167	8.79	601,167	10.02	601,167	9.49	601,167	9.47	601,167	9.98
KeyCorp	Bank	12	7.79	12	9.92	539,108	7.89	539,108	8.99	539,108	8.51	539,108	8.49	539,108	8.95
PNC Financial Services Group, Inc.	Bank	10	6.49	10	8.26	360,064	5.27	360,064	6.00	360,064	5.68	360,064	5.67	360,064	5.98
Consumers Bancorp, Inc.	Bank	8	5.19	8	6.61	221,780	3.24	221,780	3.70	221,780	3.50	221,780	3.49	221,780	3.68
Ohio Legacy Corp	Bank	2	1.30	2	1.65	188,282	2.75	188,282	3.14	188,282	2.97	188,282	2.97	188,282	3.12
Canton School Employees Federal Credit Un	CU	4	2.60	-	-	182,655	2.67	-	-	91,328	1.44	91,328	1.44	-	-
Fifth Third Bancorp	Bank	5	3.25	5	4.13	109,106	1.60	109,106	1.82	109,106	1.72	109,106	1.72	109,106	1.81
Stark Federal Credit Union	CU	3	1.95	-	-	99,696	1.46	-	-	49,848	0.79	49,848	0.79	-	-
Friends and Family Credit Union	CU	3	1.95	-	-	73,971	1.08	-	-	36,986	0.58	36,986	0.58	-	-
Golden Circle Credit Union, Inc.	CU	2	1.30	-	-	72,695	1.06	-	-	36,348	0.57	36,348	0.57	-	-
Seven Seventeen Credit Union	CU	1	0.65	-	-	66,495	0.97	-	-	-	-	-	-	-	-
Magnolia Bancorp, Inc.	Bank	3	1.95	3	2.48	66,352	0.97	66,352	1.11	66,352	1.05	66,352	1.04	66,352	1.10
Farmers National Banc Corp.	Bank	4	2.60	4	3.31	64,336	0.94	64,336	1.07	64,336	1.02	64,336	1.01	64,336	1.07
Community One Credit Union of Ohio	CU	2	1.30	-	-	63,366	0.93	-	-	31,683	0.50	31,683	0.50	-	-
U.S. Bancorp	Bank	6	3.90	6	4.96	50,588	0.74	50,588	0.84	50,588	0.80	50,588	0.80	50,588	0.84
St. Josephs Canton Parish Federal Credit Ur	CU	2	1.30	-	-	41,062	0.60	-	-	20,531	0.32	20,531	0.32	-	-
Cleveland Selfreliance Federal Credit Union	CU	1	0.65	-	-	37,188	0.54	-	-	-	-	-	-	-	-
First Ohio Community Federal Credit Union	CU	1	0.65	-	-	31,629	0.46	-	-	15,815	0.25	15,815	0.25	-	-
Buckeye State Credit Union Inc.	CU	2	1.30	-	-	30,669	0.45	-	-	15,334	0.24	15,334	0.24	-	-
Ohio Farmers Insurance Company	Thrift	1	0.65	1	0.83	27,002	0.39	13,501	0.23	27,002	0.43	27,002	0.43	27,002	0.45
United Bancorp, Inc.	Bank	2	1.30	2	1.65	26,834	0.39	26,834	0.45	26,834	0.42	26,834	0.42	26,834	0.45
Wayne Savings Bancshares, Inc.	Thrift	1	0.65	1	0.83	26,575	0.39	13,288	0.22	13,288	0.21	26,575	0.42	26,575	0.44
United Methodist Financial Credit Union	CU	1	0.65	-	-	25,308	0.37	-	-	-	-	-	-	-	-
Superior Savings Credit Union	CU	1	0.65	-	-	19,739	0.29	-	-	9,870	0.16	9,870	0.16	-	-
Brewster Federal Credit Union	CU	1	0.65	-	-	17,587	0.26	-	-	8,794	0.14	8,794	0.14	-	-
Diebold Federal Credit Union	CU	2	1.30	-	-	16,080	0.24	-	-	8,040	0.13	8,040	0.13	-	-
FirstEnergy Family Credit Union, Inc.	CU	1	0.65	-	-	11,514	0.17	-	-	-	-	-	-	-	-
Apple Creek Banc Corp	Bank	1	0.65	1	0.83	7,624	0.11	7,624	0.13	7,624	0.12	7,624	0.12	7,624	0.13
CSB Bancorp, Inc.	Bank	1	0.65	1	0.83	7,314	0.11	7,314	0.12	7,314	0.12	7,314	0.12	7,314	0.12
Canton Police & Firemen's Credit Union	CU	1	0.65	-	-	7,289	0.11	-	-	-	-	-	-	-	-
Minerva Area Federal Credit Union	CU	1	0.65	-	-	6,496	0.10	-	-	-	-	-	-	-	-
Sugardale Employees Credit Union	CU	1	0.65	-	-	3,701	0.05	-	-	-	-	-	-	-	-
Woodforest Financial Group, Inc.	Bank	3	1.95	3	2.48	2,801	0.04	2,801	0.05	2,801	0.04	2,801	0.04	2,801	0.05
Teamsters Local 92 Federal Credit Union	CU	1	0.65	-	-	1,799	0.03	-	-	-	-	-	-	-	-
Stark Metropolitan Housing Authority FCU	CU	1	0.65	-	-	1,326	0.02	-	-	-	-	-	-	-	-
540 I.B.E.W. Credit Union, Inc.	CU	1	0.65	-	-	640	0.01	-	-	-	-	-	-	-	-
Total		154	100.00	121	100.00	6,836,186	#####	5,998,494	#####	6,336,569	100.00	6,349,856	100.00	6,025,282	100.00
Huntington Bancshares Incorporated	Bank	26	16.88	26	21.49	1,625,155	23.77	1,625,155	27.09	1,625,155	25.65	1,625,155	25.59	1,625,155	26.97
FirstMerit Corporation	Bank	13	8.44	13	10.74	1,392,702	20.37	1,392,702	23.22	1,392,702	21.98	1,392,702	21.93	1,392,702	23.11
Post Merger		39	25.32	39	32.23	3,017,857	44.15	3,017,857	50.31	3,017,857	47.63	3,017,857	47.53	3,017,857	50.09
Pre-merger HHI		671.3		1,041.6		1,293.2		1,660.1		1,491.7		1,485.6		1,645.6	
Change		285.0		461.7		968.6		1,258.1		1,127.4		1,122.7		1,246.9	
Post-merger HHI		956.3		1,503.3		2,261.8		2,918.1		2,619.1		2,608.3		2,892.5	
Note: All Credit Unions	*21*	*33*	*21.43*	-	-	*810,904*	*11.86*	-	-	*324,574*	*5.12*	*324,574*	*5.11*	-	-

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share - *POST DIVESTITURE*
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Canton, OH Fed Banking Market															
Huntington Bancshares Inc. (Excl $190.6MM)	Bank	33	21.43	33	27.27	2,227,263	33.51	2,227,263	38.35	2,227,263	36.24	2,227,263	36.16	2,227,263	38.17
JPMorgan Chase & Co.	Bank	11	7.14	11	9.09	708,492	10.66	708,492	12.20	708,492	11.53	708,492	11.50	708,492	12.14
Citizens Financial Group, Inc.	Bank	12	7.79	12	9.92	601,167	9.05	601,167	10.35	601,167	9.78	601,167	9.76	601,167	10.30
New Entrant **	**Bank**	**6**	**3.90**	**6**	**4.96**	**600,000**	**9.03**	**600,000**	**10.33**	**600,000**	**9.76**	**600,000**	**9.74**	**600,000**	**10.28**
KeyCorp	Bank	12	7.79	12	9.92	539,108	8.11	539,108	9.28	539,108	8.77	539,108	8.75	539,108	9.24
PNC Financial Services Group, Inc.	Bank	10	6.49	10	8.26	360,064	5.42	360,064	6.20	360,064	5.86	360,064	5.85	360,064	6.17
Consumers Bancorp, Inc.	Bank	8	5.19	8	6.61	221,780	3.34	221,780	3.82	221,780	3.61	221,780	3.60	221,780	3.80
Ohio Legacy Corp	Bank	2	1.30	2	1.65	188,282	2.83	188,282	3.24	188,282	3.06	188,282	3.06	188,282	3.23
Canton School Employees Federal Credit Union	CU	4	2.60	-	-	182,655	2.75	-	-	91,328	1.49	91,328	1.48	-	-
Fifth Third Bancorp	Bank	5	3.25	5	4.13	109,106	1.64	109,106	1.88	109,106	1.78	109,106	1.77	109,106	1.87
Stark Federal Credit Union	CU	3	1.95	-	-	99,696	1.50	-	-	49,848	0.81	49,848	0.81	-	-
Friends and Family Credit Union	CU	3	1.95	-	-	73,971	1.11	-	-	36,986	0.60	36,986	0.60	-	-
Golden Circle Credit Union, Inc.	CU	2	1.30	-	-	72,695	1.09	-	-	36,348	0.59	36,348	0.59	-	-
Seven Seventeen Credit Union	CU	1	0.65	-	-	66,495	1.00	-	-	-	-	-	-	-	-
Magnolia Bancorp, Inc.	Bank	3	1.95	3	2.48	66,352	1.00	66,352	1.14	66,352	1.08	66,352	1.08	66,352	1.14
Farmers National Banc Corp.	Bank	4	2.60	4	3.31	64,336	0.97	64,336	1.11	64,336	1.05	64,336	1.04	64,336	1.10
Community One Credit Union of Ohio	CU	2	1.30	-	-	63,366	0.95	-	-	31,683	0.52	31,683	0.51	-	-
U.S. Bancorp	Bank	6	3.90	6	4.96	50,588	0.76	50,588	0.87	50,588	0.82	50,588	0.82	50,588	0.87
St. Josephs Canton Parish Federal Credit Union	CU	2	1.30	-	-	41,062	0.62	-	-	20,531	0.33	20,531	0.33	-	-
Cleveland Selfreliance Federal Credit Union	CU	1	0.65	-	-	37,188	0.56	-	-	-	-	-	-	-	-
First Ohio Community Federal Credit Union	CU	1	0.65	-	-	31,629	0.48	-	-	15,815	0.26	15,815	0.26	-	-
Buckeye State Credit Union Inc.	CU	2	1.30	-	-	30,669	0.46	-	-	15,334	0.25	15,334	0.25	-	-
Ohio Farmers Insurance Company	Thrift	1	0.65	1	0.83	27,002	0.41	13,501	0.23	27,002	0.44	27,002	0.44	27,002	0.46
United Bancorp, Inc.	Bank	2	1.30	2	1.65	26,834	0.40	26,834	0.46	26,834	0.44	26,834	0.44	26,834	0.46
Wayne Savings Bancshares, Inc.	Thrift	1	0.65	1	0.83	26,575	0.40	13,288	0.23	13,288	0.22	26,575	0.43	26,575	0.46
United Methodist Financial Credit Union	CU	1	0.65	-	-	25,308	0.38	-	-	-	-	-	-	-	-
Superior Savings Credit Union	CU	1	0.65	-	-	19,739	0.30	-	-	9,870	0.16	9,870	0.16	-	-
Brewster Federal Credit Union	CU	1	0.65	-	-	17,587	0.26	-	-	8,794	0.14	8,794	0.14	-	-
Diebold Federal Credit Union	CU	2	1.30	-	-	16,080	0.24	-	-	8,040	0.13	8,040	0.13	-	-
FirstEnergy Family Credit Union, Inc.	CU	1	0.65	-	-	11,514	0.17	-	-	-	-	-	-	-	-
Apple Creek Banc Corp	Bank	1	0.65	1	0.83	7,624	0.11	7,624	0.13	7,624	0.12	7,624	0.12	7,624	0.13
CSB Bancorp, Inc.	Bank	1	0.65	1	0.83	7,314	0.11	7,314	0.13	7,314	0.12	7,314	0.12	7,314	0.13
Canton Police & Firemen's Credit Union	CU	1	0.65	-	-	7,289	0.11	-	-	-	-	-	-	-	-
Minerva Area Federal Credit Union	CU	1	0.65	-	-	6,496	0.10	-	-	-	-	-	-	-	-
Sugardale Employees Credit Union	CU	1	0.65	-	-	3,701	0.06	-	-	-	-	-	-	-	-
Woodforest Financial Group, Inc.	Bank	3	1.95	3	2.48	2,801	0.04	2,801	0.05	2,801	0.05	2,801	0.05	2,801	0.05
Teamsters Local 92 Federal Credit Union	CU	1	0.65	-	-	1,799	0.03	-	-	-	-	-	-	-	-
Stark Metropolitan Housing Authority FCU	CU	1	0.65	-	-	1,326	0.02	-	-	-	-	-	-	-	-
540 I.B.E.W. Credit Union, Inc.	CU	1	0.65	-	-	640	0.01	-	-	-	-	-	-	-	-
Total		154	100.00	121	100.00	6,645,592	100.00	5,807,900	100.00	6,145,975	100.00	6,159,262	100.00	5,834,688	100.00
Huntington Bancshares Inc. (Excl $190.6MM)	Bank	26	16.88	26	21.49	1,434,561	21.59	1,434,561	24.70	1,434,561	23.34	1,434,561	23.29	1,434,561	24.59
FirstMerit Corporation	Bank	7	4.55	7	5.79	792,702	11.93	792,702	13.65	792,702	12.90	792,702	12.87	792,702	13.59
Post Merger		33	21.43	33	27.27	2,227,263	33.51	2,227,263	38.35	2,227,263	36.24	2,227,263	36.16	2,227,263	38.17
Pre-merger HHI		671.3		1,041.6		1,236.4		1,597.9		1,431.3		1,425.2		1,583.6	
Change		118.1		191.2		299.6		392.2		350.3		348.8		388.7	
Post-merger HHI		789.3		1,232.8		1,536.0		1,990.2		1,781.5		1,774.0		1,972.3	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

** Number of branches to be divested to be determined.

Depository Institutions and Market Share - *POST DIVESTITURE*

Deposits as of June 30, 2015

Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Canton, OH Fed Banking Market															
Note: All Credit Unions	*21*	*33*	*21.43*	*-*	*-*	*810,904*	*12.20*	*-*	*-*	*324,574*	*5.28*	*324,574*	*5.27*	*-*	*-*

Depository Institutions and Market Share - EXCLUDING SELECT HUNTINGTON DEPOSITS
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Canton, OH Fed Banking Market														
Huntington Bancshares Inc. (Excl $190.6MM)	26	16.88	26	21.49	1,434,561	21.59	1,434,561	24.70	1,434,561	23.34	1,434,561	23.29	1,434,561	24.59
FirstMerit Corporation	13	8.44	13	10.74	1,392,702	20.96	1,392,702	23.98	1,392,702	22.66	1,392,702	22.61	1,392,702	23.87
JPMorgan Chase & Co.	11	7.14	11	9.09	708,492	10.66	708,492	12.20	708,492	11.53	708,492	11.50	708,492	12.14
Citizens Financial Group, Inc.	12	7.79	12	9.92	601,167	9.05	601,167	10.35	601,167	9.78	601,167	9.76	601,167	10.30
KeyCorp	12	7.79	12	9.92	539,108	8.11	539,108	9.28	539,108	8.77	539,108	8.75	539,108	9.24
PNC Financial Services Group, Inc.	10	6.49	10	8.26	360,064	5.42	360,064	6.20	360,064	5.86	360,064	5.85	360,064	6.17
Consumers Bancorp, Inc.	8	5.19	8	6.61	221,780	3.34	221,780	3.82	221,780	3.61	221,780	3.60	221,780	3.80
Ohio Legacy Corp	2	1.30	2	1.65	188,282	2.83	188,282	3.24	188,282	3.06	188,282	3.06	188,282	3.23
Canton School Employees Federal Credit Union	4	2.60	-	-	182,655	2.75	-	-	91,328	1.49	91,328	1.48	-	-
Fifth Third Bancorp	5	3.25	5	4.13	109,106	1.64	109,106	1.88	109,106	1.78	109,106	1.77	109,106	1.87
Stark Federal Credit Union	3	1.95	-	-	99,696	1.50	-	-	49,848	0.81	49,848	0.81	-	-
Friends and Family Credit Union	3	1.95	-	-	73,971	1.11	-	-	36,986	0.60	36,986	0.60	-	-
Golden Circle Credit Union, Inc.	2	1.30	-	-	72,695	1.09	-	-	36,348	0.59	36,348	0.59	-	-
Seven Seventeen Credit Union	1	0.65	-	-	66,495	1.00	-	-	-	-	-	-	-	-
Magnolia Bancorp, Inc.	3	1.95	3	2.48	66,352	1.00	66,352	1.14	66,352	1.08	66,352	1.08	66,352	1.14
Farmers National Banc Corp.	4	2.60	4	3.31	64,336	0.97	64,336	1.11	64,336	1.05	64,336	1.04	64,336	1.10
Community One Credit Union of Ohio	2	1.30	-	-	63,366	0.95	-	-	31,683	0.52	31,683	0.51	-	-
U.S. Bancorp	6	3.90	6	4.96	50,588	0.76	50,588	0.87	50,588	0.82	50,588	0.82	50,588	0.87
St. Josephs Canton Parish Federal Credit Union	2	1.30	-	-	41,062	0.62	-	-	20,531	0.33	20,531	0.33	-	-
Cleveland Selfreliance Federal Credit Union	1	0.65	-	-	37,188	0.56	-	-	-	-	-	-	-	-
First Ohio Community Federal Credit Union	1	0.65	-	-	31,629	0.48	-	-	15,815	0.26	15,815	0.26	-	-
Buckeye State Credit Union Inc.	2	1.30	-	-	30,669	0.46	-	-	15,334	0.25	15,334	0.25	-	-
Ohio Farmers Insurance Company	1	0.65	1	0.83	27,002	0.41	13,501	0.23	27,002	0.44	27,002	0.44	27,002	0.46
United Bancorp, Inc.	2	1.30	2	1.65	26,834	0.40	26,834	0.46	26,834	0.44	26,834	0.44	26,834	0.46
Wayne Savings Bancshares, Inc.	1	0.65	1	0.83	26,575	0.40	13,288	0.23	13,288	0.22	26,575	0.43	26,575	0.46
United Methodist Financial Credit Union	1	0.65	-	-	25,308	0.38	-	-	-	-	-	-	-	-
Superior Savings Credit Union	1	0.65	-	-	19,739	0.30	-	-	9,870	0.16	9,870	0.16	-	-
Brewster Federal Credit Union	1	0.65	-	-	17,587	0.26	-	-	8,794	0.14	8,794	0.14	-	-
Diebold Federal Credit Union	2	1.30	-	-	16,080	0.24	-	-	8,040	0.13	8,040	0.13	-	-
FirstEnergy Family Credit Union, Inc.	1	0.65	-	-	11,514	0.17	-	-	-	-	-	-	-	-
Apple Creek Banc Corp	1	0.65	1	0.83	7,624	0.11	7,624	0.13	7,624	0.12	7,624	0.12	7,624	0.13
CSB Bancorp, Inc.	1	0.65	1	0.83	7,314	0.11	7,314	0.13	7,314	0.12	7,314	0.12	7,314	0.13
Canton Police & Firemen's Credit Union	1	0.65	-	-	7,289	0.11	-	-	-	-	-	-	-	-
Minerva Area Federal Credit Union	1	0.65	-	-	6,496	0.10	-	-	-	-	-	-	-	-
Sugardale Employees Credit Union	1	0.65	-	-	3,701	0.06	-	-	-	-	-	-	-	-
Woodforest Financial Group, Inc.	3	1.95	3	2.48	2,801	0.04	2,801	0.05	2,801	0.05	2,801	0.05	2,801	0.05
Teamsters Local 92 Federal Credit Union	1	0.65	-	-	1,799	0.03	-	-	-	-	-	-	-	-
Stark Metropolitan Housing Authority FCU	1	0.65	-	-	1,326	0.02	-	-	-	-	-	-	-	-
540 I.B.E.W. Credit Union, Inc.	1	0.65	-	-	640	0.01	-	-	-	-	-	-	-	-
Total	154	100.00	121	100.00	6,645,592	100.00	5,807,900	100.00	6,145,975	100.00	6,159,262	100.00	5,834,688	100.00
Huntington Bancshares Inc. (Excl $190.6MM)	26	16.88	26	21.49	1,434,561	21.59	1,434,561	24.70	1,434,561	23.34	1,434,561	23.29	1,434,561	24.59
FirstMerit Corporation	13	8.44	13	10.74	1,392,702	20.96	1,392,702	23.98	1,392,702	22.66	1,392,702	22.61	1,392,702	23.87
Post Merger	39	25.32	39	32.23	2,827,263	42.54	2,827,263	48.68	2,827,263	46.00	2,827,263	45.90	2,827,263	48.46
Pre-merger HHI	671.3		1,041.6		1,236.4		1,597.9		1,431.3		1,425.2		1,583.6	
Change	285.0		461.7		904.8		1,184.6		1,057.9		1,053.3		1,173.7	
Post-merger HHI	956.3		1,503.3		2,141.2		2,782.5		2,489.1		2,478.5		2,757.3	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Note: All Credit Unions	*33*	*21.43*	-	-	*810,904*	*12.20*	-	-	*324,574*	*5.28*	*324,574*	*5.27*	-	-

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Total Deposits	Share	2% Test*	Share	Excluding $190.6MM 2% Test*	Excluding $190.6MM Share	Post-Divestiture, Excluding $190.6MM Branches	Post-Divestiture, Excluding $190.6MM Share	Post-Divestiture, Excluding $190.6MM 2% Test*	Post-Divestiture, Excluding $190.6MM Share
Canton, OH RMA													
Huntington Bancshares Incorporated	Bank	24	21.05	1,463,610	25.61	1,463,610	25.61	1,273,016	23.04	32	28.07	2,114,946	38.28
FirstMerit Corporation	Bank	14	12.28	1,441,930	25.23	1,441,930	25.23	1,441,930	26.10				
JPMorgan Chase & Co.	Bank	10	8.77	627,439	10.98	627,439	10.98	627,439	11.36	10	8.77	627,439	11.36
New Entrant **	**Bank**									**6**	**5.26**	**600,000**	**10.86**
Citizens Financial Group, Inc.	Bank	12	10.53	545,601	9.55	545,601	9.55	545,601	9.87	12	10.53	545,601	9.87
KeyCorp	Bank	11	9.65	511,505	8.95	511,505	8.95	511,505	9.26	11	9.65	511,505	9.26
PNC Financial Services Group, Inc.	Bank	9	7.89	337,637	5.91	337,637	5.91	337,637	6.11	9	7.89	337,637	6.11
Ohio Legacy Corp	Bank	2	1.75	188,282	3.29	188,282	3.29	188,282	3.41	2	1.75	188,282	3.41
Consumers Bancorp, Inc.	Bank	7	6.14	165,037	2.89	165,037	2.89	165,037	2.99	7	6.14	165,037	2.99
Fifth Third Bancorp	Bank	5	4.39	109,106	1.91	109,106	1.91	109,106	1.97	5	4.39	109,106	1.97
Magnolia Bancorp, Inc.	Bank	3	2.63	66,352	1.16	66,352	1.16	66,352	1.20	3	2.63	66,352	1.20
Farmers National Banc Corp.	Bank	3	2.63	63,953	1.12	63,953	1.12	63,953	1.16	3	2.63	63,953	1.16
Strasburg Bancorp Inc.	Bank	1	0.88	55,347	0.97	55,347	0.97	55,347	1.00	1	0.88	55,347	1.00
U.S. Bancorp	Bank	6	5.26	50,588	0.89	50,588	0.89	50,588	0.92	6	5.26	50,588	0.92
Ohio Farmers Insurance Company	Thrift	1	0.88	27,002	0.47	27,002	0.47	27,002	0.49	1	0.88	27,002	0.49
Wayne Savings Bancshares, Inc.	Thrift	1	0.88	26,575	0.46	26,575	0.46	26,575	0.48	1	0.88	26,575	0.48
United Bancorp, Inc.	Bank	1	0.88	18,900	0.33	18,900	0.33	18,900	0.34	1	0.88	18,900	0.34
Apple Creek Banc Corp	Bank	1	0.88	7,624	0.13	7,624	0.13	7,624	0.14	1	0.88	7,624	0.14
CSB Bancorp, Inc.	Bank	1	0.88	7,314	0.13	7,314	0.13	7,314	0.13	1	0.88	7,314	0.13
Woodforest Financial Group, Inc.	Bank	2	1.75	1,920	0.03	1,920	0.03	1,920	0.03	2	1.75	1,920	0.03
Total		114	100.00	5,715,722	100.00	5,715,722	100.00	5,525,128	100.00	114	100.00	5,525,128	100.00
												-	
Huntington Bancshares Incorporated	Bank	24	21.05	1,463,610	25.61	1,463,610	25.61	1,273,016	23.04	24	21.05	1,273,016	23.04
FirstMerit Corporation	Bank	14	12.28	1,441,930	25.23	1,441,930	25.23	1,441,930	26.10	8	7.02	841,930	15.24
Post Merger		38	33.33	2,905,540	50.83	2,905,540	50.83	2,714,946	49.14	32	28.07	2,114,946	38.28
Pre-merger HHI		1,046.5		1,646.5		1,646.5		1,591.2		1,046.5		1,591.2	
Change		517.1		1,292.0		1,292.0		1,202.6		221.6		371.2	
Post-merger HHI		1,563.6		2,938.5		2,938.5		2,793.8		1,268.1		1,962.4	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

** Number of branches to be divested to be determined.

Depository Institutions and Market Share - *POST DIVESTITURE*

Deposits as of June 30, 2015

Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	Largest Non-FirstMeri Branch Over $150M	Adjusted Total Deposits** 24.1%	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Canton, OH Fed Banking Market																		
Huntington Bancshares Inc.	Bank	33	21.43	33	27.27	2,417,857	35.37	791,843	2,227,263	33.71	2,227,263	38.61	2,227,263	36.47	2,227,263	36.39	2,227,263	38.43
JPMorgan Chase & Co.	Bank	11	7.14	11	9.09	708,492	10.36	161,640	669,586	10.13	669,586	11.61	669,586	10.96	669,586	10.94	669,586	11.55
Citizens Financial Group, Inc.	Bank	12	7.79	12	9.92	601,167	8.79		601,167	9.10	601,167	10.42	601,167	9.84	601,167	9.82	601,167	10.37
New Entrant ***	**Bank**	**6**	**3.90**	**6**	**4.96**	**600,000**	**8.78**		**600,000**	**9.08**	**600,000**	**10.40**	**600,000**	**9.82**	**600,000**	**9.80**	**600,000**	**10.35**
KeyCorp	Bank	12	7.79	12	9.92	539,108	7.89		539,108	8.16	539,108	9.34	539,108	8.83	539,108	8.81	539,108	9.30
PNC Financial Services Group, Inc.	Bank	10	6.49	10	8.26	360,064	5.27		360,064	5.45	360,064	6.24	360,064	5.90	360,064	5.88	360,064	6.21
Consumers Bancorp, Inc.	Bank	8	5.19	8	6.61	221,780	3.24		221,780	3.36	221,780	3.84	221,780	3.63	221,780	3.62	221,780	3.83
Ohio Legacy Corp	Bank	2	1.30	2	1.65	188,282	2.75		188,282	2.85	188,282	3.26	188,282	3.08	188,282	3.08	188,282	3.25
Canton School Employees Federal Credit Un	CU	4	2.60	-	-	182,655	2.67		182,655	2.76	-	-	91,328	1.50	91,328	1.49	-	-
Fifth Third Bancorp	Bank	5	3.25	5	4.13	109,106	1.60		109,106	1.65	109,106	1.89	109,106	1.79	109,106	1.78	109,106	1.88
Stark Federal Credit Union	CU	3	1.95	-	-	99,696	1.46		99,696	1.51	-	-	49,848	0.82	49,848	0.81	-	-
Friends and Family Credit Union	CU	3	1.95	-	-	73,971	1.08		73,971	1.12	-	-	36,986	0.61	36,986	0.60	-	-
Golden Circle Credit Union, Inc.	CU	2	1.30	-	-	72,695	1.06		72,695	1.10	-	-	36,348	0.60	36,348	0.59	-	-
Seven Seventeen Credit Union	CU	1	0.65	-	-	66,495	0.97		66,495	1.01	-	-	-	-	-	-	-	-
Magnolia Bancorp, Inc.	Bank	3	1.95	3	2.48	66,352	0.97		66,352	1.00	66,352	1.15	66,352	1.09	66,352	1.08	66,352	1.14
Farmers National Banc Corp.	Bank	4	2.60	4	3.31	64,336	0.94		64,336	0.97	64,336	1.12	64,336	1.05	64,336	1.05	64,336	1.11
Community One Credit Union of Ohio	CU	2	1.30	-	-	63,366	0.93		63,366	0.96	-	-	31,683	0.52	31,683	0.52	-	-
U.S. Bancorp	Bank	6	3.90	6	4.96	50,588	0.74		50,588	0.77	50,588	0.88	50,588	0.83	50,588	0.83	50,588	0.87
St. Josephs Canton Parish Federal Credit Un	CU	2	1.30	-	-	41,062	0.60		41,062	0.62	-	-	20,531	0.34	20,531	0.34	-	-
Cleveland Selfreliance Federal Credit Union	CU	1	0.65	-	-	37,188	0.54		37,188	0.56	-	-	-	-	-	-	-	-
First Ohio Community Federal Credit Union	CU	1	0.65	-	-	31,629	0.46		31,629	0.48	-	-	15,815	0.26	15,815	0.26	-	-
Buckeye State Credit Union Inc.	CU	2	1.30	-	-	30,669	0.45		30,669	0.46	-	-	15,334	0.25	15,334	0.25	-	-
Ohio Farmers Insurance Company	Thrift	1	0.65	1	0.83	27,002	0.39		27,002	0.41	13,501	0.23	27,002	0.44	27,002	0.44	27,002	0.47
United Bancorp, Inc.	Bank	2	1.30	2	1.65	26,834	0.39		26,834	0.41	26,834	0.47	26,834	0.44	26,834	0.44	26,834	0.46
Wayne Savings Bancshares, Inc.	Thrift	1	0.65	1	0.83	26,575	0.39		26,575	0.40	13,288	0.23	13,288	0.22	26,575	0.43	26,575	0.46
United Methodist Financial Credit Union	CU	1	0.65	-	-	25,308	0.37		25,308	0.38	-	-	-	-	-	-	-	-
Superior Savings Credit Union	CU	1	0.65	-	-	19,739	0.29		19,739	0.30	-	-	9,870	0.16	9,870	0.16	-	-
Brewster Federal Credit Union	CU	1	0.65	-	-	17,587	0.26		17,587	0.27	-	-	8,794	0.14	8,794	0.14	-	-
Diebold Federal Credit Union	CU	2	1.30	-	-	16,080	0.24		16,080	0.24	-	-	8,040	0.13	8,040	0.13	-	-
FirstEnergy Family Credit Union, Inc.	CU	1	0.65	-	-	11,514	0.17		11,514	0.17	-	-	-	-	-	-	-	-
Apple Creek Banc Corp	Bank	1	0.65	1	0.83	7,624	0.11		7,624	0.12	7,624	0.13	7,624	0.12	7,624	0.12	7,624	0.13
CSB Bancorp, Inc.	Bank	1	0.65	1	0.83	7,314	0.11		7,314	0.11	7,314	0.13	7,314	0.12	7,314	0.12	7,314	0.13
Canton Police & Firemen's Credit Union	CU	1	0.65	-	-	7,289	0.11		7,289	0.11	-	-	-	-	-	-	-	-
Minerva Area Federal Credit Union	CU	1	0.65	-	-	6,496	0.10		6,496	0.10	-	-	-	-	-	-	-	-
Sugardale Employees Credit Union	CU	1	0.65	-	-	3,701	0.05		3,701	0.06	-	-	-	-	-	-	-	-
Woodforest Financial Group, Inc.	Bank	3	1.95	3	2.48	2,801	0.04		2,801	0.04	2,801	0.05	2,801	0.05	2,801	0.05	2,801	0.05
Teamsters Local 92 Federal Credit Union	CU	1	0.65	-	-	1,799	0.03		1,799	0.03	-	-	-	-	-	-	-	-
Stark Metropolitan Housing Authority FCU	CU	1	0.65	-	-	1,326	0.02		1,326	0.02	-	-	-	-	-	-	-	-
540 I.B.E.W. Credit Union, Inc.	CU	1	0.65	-	-	640	0.01		640	0.01	-	-	-	-	-	-	-	-
Total		154	100.00	121	#####	6,836,186	#####	953,483	6,606,686	100.00	5,768,993	100.00	6,107,069	#####	6,120,356	#####	5,795,782	100.00
Huntington Bancshares Inc.	Bank	26	16.88	26	21.49	1,625,155	23.77	791,843	1,434,561	21.71	1,434,561	24.87	1,434,561	23.49	1,434,561	23.44	1,434,561	24.75
FirstMerit Corporation	Bank	7	4.55	7	5.79	792,702	11.60		792,702	12.00	792,702	13.74	792,702	12.98	792,702	12.95	792,702	13.68
Post Merger		33	21.43	33	27.27	2,417,857	35.37		2,227,263	33.71	2,227,263	38.61	2,227,263	36.47	2,227,263	36.39	2,227,263	38.43
Pre-merger HHI		671.3		1,041.6		1,293.2			1,238.7		1,603.4		1,435.2		1,429.1		1,589.0	
Change		118.1		191.2		347.8			303.1		397.6		354.8		353.2		393.9	
Post-merger HHI		789.3		1,232.8		1,641.0			1,541.9		2,001.0		1,789.9		1,782.3		1,982.9	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

** Branches over $150 million not owned by FirstMerit reduced by the percentage of Huntington's largest branch's deposit that are public funds (24.1%).

*** Number of branches to be divested to be determined.

Note: All Credit Unions	*21*	*33*	*21.43*	-	-	*810,904*	*11.86*		*810,904*	*12.27*	-	-	*324,574*	*5.31*	*324,574*	*5.30*	-	-

Depository Institutions and Market Share - *POST DIVESTITURE*

Deposits as of June 30, 2015

Ownership updated for announced transactions to October 6, 2015

				Huntington's Deposits Excluding $190.6M			
Company	Type	Total Deposits	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	Adjusted By H % PF** 11.7%	
Canton, OH Fed Banking Market							
Huntington Bancshares Incorporated	Bank	2,417,857	35.37	2,227,263	36.16	2,064,380	36.57
JPMorgan Chase & Co.	Bank	708,492	10.36	708,492	11.50	625,631	11.08
Citizens Financial Group, Inc.	Bank	601,167	8.79	601,167	9.76	530,858	9.40
New Entrant *	**Bank**	**600,000**	**8.78**	**600,000**	**9.74**	**600,000**	**10.63**
KeyCorp	Bank	539,108	7.89	539,108	8.75	476,057	8.43
PNC Financial Services Group, Inc.	Bank	360,064	5.27	360,064	5.85	317,953	5.63
Consumers Bancorp, Inc.	Bank	221,780	3.24	221,780	3.60	195,842	3.47
Ohio Legacy Corp	Bank	188,282	2.75	188,282	3.06	166,262	2.95
Canton School Employees Federal Credit Union	CU	182,655	2.67	91,328	1.48	91,328	1.62
Fifth Third Bancorp	Bank	109,106	1.60	109,106	1.77	96,346	1.71
Stark Federal Credit Union	CU	99,696	1.46	49,848	0.81	49,848	0.88
Friends and Family Credit Union	CU	73,971	1.08	36,986	0.60	36,986	0.66
Golden Circle Credit Union, Inc.	CU	72,695	1.06	36,348	0.59	36,348	0.64
Seven Seventeen Credit Union	CU	66,495	0.97	-	-	-	-
Magnolia Bancorp, Inc.	Bank	66,352	0.97	66,352	1.08	58,592	1.04
Farmers National Banc Corp.	Bank	64,336	0.94	64,336	1.04	56,812	1.01
Community One Credit Union of Ohio	CU	63,366	0.93	31,683	0.51	31,683	0.56
U.S. Bancorp	Bank	50,588	0.74	50,588	0.82	44,671	0.79
St. Josephs Canton Parish Federal Credit Union	CU	41,062	0.60	20,531	0.33	20,531	0.36
Cleveland Selfreliance Federal Credit Union	CU	37,188	0.54	-	-	-	-
First Ohio Community Federal Credit Union	CU	31,629	0.46	15,815	0.26	15,815	0.28
Buckeye State Credit Union Inc.	CU	30,669	0.45	15,334	0.25	15,334	0.27
Ohio Farmers Insurance Company	Thrift	27,002	0.39	27,002	0.44	23,844	0.42
United Bancorp, Inc.	Bank	26,834	0.39	26,834	0.44	23,696	0.42
Wayne Savings Bancshares, Inc.	Thrift	26,575	0.39	26,575	0.43	23,467	0.42
United Methodist Financial Credit Union	CU	25,308	0.37	-	-	-	-
Superior Savings Credit Union	CU	19,739	0.29	9,870	0.16	9,870	0.17
Brewster Federal Credit Union	CU	17,587	0.26	8,794	0.14	8,794	0.16
Diebold Federal Credit Union	CU	16,080	0.24	8,040	0.13	8,040	0.14
FirstEnergy Family Credit Union, Inc.	CU	11,514	0.17	-	-	-	-

Depository Institutions and Market Share - *POST DIVESTITURE*

Deposits as of June 30, 2015

Ownership updated for announced transactions to October 6, 2015

				Huntington's Deposits Excluding $190.6M			
Company	Type	Total Deposits	Share	Thrifts 100% if C&I/TA > 2%	Share	Adjusted By H % PF**	
				Selected CUs 50% if >80% Population		11.7%	
Canton, OH Fed Banking Market							
Apple Creek Banc Corp	Bank	7,624	0.11	7,624	0.12	6,732	0.12
CSB Bancorp, Inc.	Bank	7,314	0.11	7,314	0.12	6,459	0.11
Canton Police & Firemen's Credit Union	CU	7,289	0.11	-	-	-	-
Minerva Area Federal Credit Union	CU	6,496	0.10	-	-	-	-
Sugardale Employees Credit Union	CU	3,701	0.05	-	-	-	-
Woodforest Financial Group, Inc.	Bank	2,801	0.04	2,801	0.05	2,473	0.04
Teamsters Local 92 Federal Credit Union	CU	1,799	0.03	-	-	-	-
Stark Metropolitan Housing Authority FCU	CU	1,326	0.02	-	-	-	-
540 I.B.E.W. Credit Union, Inc.	CU	640	0.01	-	-	-	-
Total		6,836,186	100.00	6,159,262	100.00	5,644,647	100.00
Huntington Bancshares Incorporated	Bank	1,625,155	23.77	1,434,561	23.29	1,434,561	25.41
FirstMerit Corporation	Bank	792,702	11.60	792,702	12.87	629,819	11.16
Post Merger		2,417,857	35.37	2,227,263	36.16	2,064,380	36.57
Pre-merger HHI		1,293.2		1,425.2		1,466.6	
Change		347.8		348.8		329.9	
Post-merger HHI		1,641.0		1,774.0		1,796.5	

* Number of branches to be divested to be determined.

** $190,594,000 in public funds as a percent of Huntington's total in-market deposits (11.7%). The discount was applied only to banks and thrifts because currently Ohio credit unions are not eligible to receive public funds.

All Credit Unions	*21*	*810,904*	*11.86*	*324,574*	*5.27*	*324,574*	*5.75*

Small Business Loan Originations

2014 CRA Data

		Volume of Loans									
Institution	Data Source	Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
CANTON, OH FED BANKING MARKET (approximated)											
PNC Financial	Reported	15,035	21.47	5,743	14.44	25,270	16.47	31,013	16.05	46,048	17.49
Ohio Legacy Corp	Estimated	2,009	2.87	6,678	16.79	23,043	15.02	29,722	15.39	31,731	12.06
Huntington Bancshares	Reported	14,384	20.54	6,038	15.18	14,696	9.58	20,734	10.73	35,118	13.34
Consumers Bancorp, Inc.	Estimated	2,931	4.19	4,788	12.04	15,003	9.78	19,791	10.25	22,722	8.63
FirstMerit Corp.	Reported	1,920	2.74	2,820	7.09	14,375	9.37	17,195	8.90	19,114	7.26
JPMorgan Chase	Reported	6,477	9.25	1,207	3.03	14,219	9.27	15,425	7.99	21,903	8.32
KeyCorp	Reported	3,234	4.62	2,414	6.07	9,772	6.37	12,185	6.31	15,419	5.86
Farmers National	Reported	173	0.25	1,948	4.90	6,695	4.36	8,643	4.47	8,816	3.35
Fifth Third Bancorp	Reported	795	1.14	1,536	3.86	5,881	3.83	7,417	3.84	8,212	3.12
Peoples Bancorp Inc.	Reported	-	-	139	0.35	4,868	3.17	5,007	2.59	5,007	1.90
Magnolia Bancorp, Inc.	Estimated	844	1.20	1,165	2.93	3,506	2.29	4,671	2.42	5,515	2.10
Ohio Farmers Insurance Company	Estimated	229	0.33	764	1.92	3,115	2.03	3,879	2.01	4,108	1.56
Wayne Savings Bancshares, Inc.	Estimated	193	0.28	509	1.28	1,424	0.93	1,932	1.00	2,125	0.81
Dollar Bank	Reported	11	0.02	-	-	1,851	1.21	1,851	0.96	1,862	0.71
Citizens Financial Group, Inc.	Reported	1,683	2.40	312	0.78	1,495	0.97	1,807	0.94	3,490	1.33
S&T Bancorp	Reported	-	-	-	-	1,758	1.15	1,758	0.91	1,758	0.67
US Bancorp	Reported	2,686	3.83	1,029	2.59	500	0.33	1,529	0.79	4,215	1.60
Bank of America	Reported	1,032	1.47	-	-	1,097	0.71	1,097	0.57	2,129	0.81
WesBanco	Reported	-	-	-	-	1,000	0.65	1,000	0.52	1,000	0.38
Apple Creek Banc Corp	Estimated	164	0.23	334	0.84	648	0.42	983	0.51	1,146	0.44
American Express	Reported	4,431	6.33	341	0.86	613	0.40	953	0.49	5,384	2.05
Banco Santander SA	Reported	229	0.33	-	-	822	0.54	822	0.43	1,050	0.40
General Electric	Reported	1,776	2.54	711	1.79	-	-	711	0.37	2,487	0.94
CSB Bancorp, Inc.	Estimated	75	0.11	155	0.39	493	0.32	648	0.34	723	0.27
United Community Financial	Reported	-	-	-	-	602	0.39	602	0.31	602	0.23
United Bankshares, Inc.	Reported	-	-	446	1.12	-	-	446	0.23	446	0.17
First Merchants Corporation	Reported	-	-	-	-	375	0.24	375	0.19	375	0.14
Park National Corp.	Reported	429	0.61	330	0.83	-	-	330	0.17	760	0.29
SunTrust	Reported	-	-	-	-	278	0.18	278	0.14	278	0.11
First Horizon National Corporation	Reported	-	-	139	0.35	-	-	139	0.07	139	0.05
Wells Fargo & Co.	Reported	2,409	3.44	114	0.29	-	-	114	0.06	2,522	0.96
CNB Financial	Reported	-	-	113	0.28	-	-	113	0.06	113	0.04
Capital One Financial	Reported	3,269	4.67	-	-	-	-	-	-	3,269	1.24
Citigroup	Reported	1,150	1.64	-	-	-	-	-	-	1,150	0.44
Stearns Financial Services, Inc.	Reported	529	0.75	-	-	-	-	-	-	529	0.20
WEX Inc.	Reported	497	0.71	-	-	-	-	-	-	497	0.19
BB&T Corp.	Reported	291	0.42	-	-	-	-	-	-	291	0.11
Texas Capital Bancshares	Reported	260	0.37	-	-	-	-	-	-	260	0.10
Deere & Co.	Reported	170	0.24	-	-	-	-	-	-	170	0.06
Banc of California Inc.	Reported	115	0.16	-	-	-	-	-	-	115	0.04
First National of Nebraska	Reported	98	0.14	-	-	-	-	-	-	98	0.04
Talmer Bancorp	Reported	93	0.13	-	-	-	-	-	-	93	0.04
F.N.B. Corporation	Reported	84	0.12	-	-	-	-	-	-	84	0.03
Discover	Reported	73	0.10	-	-	-	-	-	-	73	0.03
BOFI Holding Inc.	Reported	69	0.10	-	-	-	-	-	-	69	0.03
Toronto Dominion	Reported	62	0.09	-	-	-	-	-	-	62	0.02
Simmons First National Corporation	Reported	48	0.07	-	-	-	-	-	-	48	0.02
1st Source Corp.	Reported	32	0.05	-	-	-	-	-	-	32	0.01

Small Business Loan Originations

2014 CRA Data

Institution	Data Source	Volume of Loans: Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
Pinnacle Financial Partners, Inc.	Reported	22	0.03	-	-	-	-	-	-	22	0.01
Meta Financial Group, Inc.	Reported	14	0.02	-	-	-	-	-	-	14	0.01
UnitedHealth Group incorporated	Reported	13	0.02	-	-	-	-	-	-	13	0.00
State Farm	Reported	3	0.00	-	-	-	-	-	-	3	0.00
Woodforest	Reported	1	0.00	-	-	-	-	-	-	1	0.00
Total		70,042	100.00	39,772	100.00	153,396	100.00	193,169	100.00	263,211	100.00
Huntington Bancshares	Reported	14,384	20.54	6,038	15.18	14,696	9.58	20,734	10.73	35,118	13.34
FirstMerit Corp.	Reported	1,920	2.74	2,820	7.09	14,375	9.37	17,195	8.90	19,114	7.26
Combined		16,304	23.28	8,858	22.27	29,071	18.95	37,929	19.63	54,232	20.60
Pre-merger HHI		1,133.1		1,029.4		958.6		954.9		906.8	
Change		112.6		215.3		179.6		191.1		193.8	
Post-merger HHI		1,245.7		1,244.7		1,138.1		1,145.9		1,100.6	

Market is approximated by Carroll county plus 93% of estimated CRA loans for Stark county for out-of-market lenders (based on share of county deposits in-market) and the actual or estimated county CRA loans for in-market lenders weighted by their in-market share of county deposits.

Small Business Loan Originations
2014 CRA Data
ONLY INSTITUTIONS WITH BRANCHES IN THE MARKET

		Volume of Loans									
Institution	Data Source	Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
CANTON, OH FED BANKING MARKET (approximated)											
PNC Financial	Reported	15,035	28.46	5,743	15.34	25,270	18.03	31,013	17.46	46,048	19.99
Ohio Legacy Corp	Estimated	2,009	3.80	6,678	17.84	23,043	16.44	29,722	16.74	31,731	13.77
Huntington Bancshares	Reported	14,384	27.23	6,038	16.13	14,696	10.49	20,734	11.68	35,118	15.24
Consumers Bancorp, Inc.	Estimated	2,931	5.55	4,788	12.79	15,003	10.71	19,791	11.15	22,722	9.86
FirstMerit Corp.	Reported	1,920	3.63	2,820	7.53	14,375	10.26	17,195	9.68	19,114	8.30
JPMorgan Chase	Reported	6,477	12.26	1,207	3.22	14,219	10.15	15,425	8.69	21,903	9.51
KeyCorp	Reported	3,234	6.12	2,414	6.45	9,772	6.97	12,185	6.86	15,419	6.69
Farmers National	Reported	173	0.33	1,948	5.20	6,695	4.78	8,643	4.87	8,816	3.83
Fifth Third Bancorp	Reported	795	1.50	1,536	4.10	5,881	4.20	7,417	4.18	8,212	3.56
Magnolia Bancorp, Inc.	Estimated	844	1.60	1,165	3.11	3,506	2.50	4,671	2.63	5,515	2.39
Ohio Farmers Insurance Company	Estimated	229	0.43	764	2.04	3,115	2.22	3,879	2.18	4,108	1.78
Wayne Savings Bancshares, Inc.	Estimated	193	0.37	509	1.36	1,424	1.02	1,932	1.09	2,125	0.92
Citizens Financial Group, Inc.	Reported	1,683	3.19	312	0.83	1,495	1.07	1,807	1.02	3,490	1.51
US Bancorp	Reported	2,686	5.08	1,029	2.75	500	0.36	1,529	0.86	4,215	1.83
Apple Creek Banc Corp	Estimated	164	0.31	334	0.89	648	0.46	983	0.55	1,146	0.50
CSB Bancorp, Inc.	Estimated	75	0.14	155	0.41	493	0.35	648	0.36	723	0.31
Woodforest	Reported	1	0.00	-	-	-	-	-	-	1	0.00
Total		52,833	100.00	37,440	100.00	140,134	100.00	177,574	100.00	230,407	100.00
Huntington Bancshares	Reported	14,384	27.23	6,038	16.13	14,696	10.49	20,734	11.68	35,118	15.24
FirstMerit Corp.	Reported	1,920	3.63	2,820	7.53	14,375	10.26	17,195	9.68	19,114	8.30
Combined		16,304	30.86	8,858	23.66	29,071	20.75	37,929	21.36	54,232	23.54
Pre-merger HHI		1,838.6		1,154.6		1,131.3		1,118.3		1,165.7	
Change		197.8		242.9		215.2		226.1		252.9	
Post-merger HHI		2,036.5		1,397.5		1,346.4		1,344.4		1,418.6	

Market is approximated by Carroll county plus 93% of estimated CRA loans for Stark county for out-of-market lenders (based on share of county deposits in-market) and the actual or estimated county CRA loans for in-market lenders weighted by their in-market share of county deposits.

ASHTABULA MARKET TABLES

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Ashtabula County, OH Fed Banking Market															
Andover Bancorp, Inc.	Bank	7	16.67	7	21.21	271,406	22.72	271,406	28.40	271,406	25.84	271,406	25.48	271,406	28.90
KeyCorp	Bank	6	14.29	6	18.18	181,612	15.20	181,612	19.00	181,612	17.29	181,612	17.05	181,612	19.34
Huntington Bancshares Incorporated	Bank	6	14.29	6	18.18	168,433	14.10	168,433	17.62	168,433	16.04	168,433	15.81	168,433	17.93
FirstMerit Corporation	Bank	5	11.90	5	15.15	165,050	13.82	165,050	17.27	165,050	15.71	165,050	15.49	165,050	17.57
U.S. Bancorp	Bank	3	7.14	3	9.09	84,537	7.08	84,537	8.84	84,537	8.05	84,537	7.94	84,537	9.00
Lakeview Federal Credit Union	CU	3	7.14	-	-	80,013	6.70	-	-	40,007	3.81	40,007	3.76	-	-
Conneaut Bancorp, Inc.	Thrift	2	4.76	2	6.06	62,814	5.26	31,407	3.29	31,407	2.99	31,407	2.95	-	-
Community First Credit Union	CU	1	2.38	-	-	62,752	5.25	-	-	31,376	2.99	31,376	2.95	-	-
Northwest Bancshares, Inc.	Thrift	2	4.76	2	6.06	29,716	2.49	14,858	1.55	14,858	1.41	29,716	2.79	29,716	3.16
Middlefield Banc Corp.	Bank	1	2.38	1	3.03	28,564	2.39	28,564	2.99	28,564	2.72	28,564	2.68	28,564	3.04
Cardinal Credit Union, Inc.	CU	1	2.38	-	-	23,901	2.00	-	-	11,950	1.14	11,950	1.12	-	-
Port Conneaut Federal Credit Union	CU	2	4.76	-	-	22,425	1.88	-	-	11,213	1.07	11,213	1.05	-	-
Cortland Bancorp	Bank	1	2.38	1	3.03	9,951	0.83	9,951	1.04	9,951	0.95	9,951	0.93	9,951	1.06
Sherchem Federal Credit Union	CU	1	2.38	-	-	2,640	0.22	-	-	-	-	-	-	-	-
Kennametal Orwell Employees FCU	CU	1	2.38	-	-	746	0.06	-	-	-	-	-	-	-	-
Total		42	100.00	33	100.00	1,194,560	100.00	955,818	100.00	1,050,363	100.00	1,065,221	100.00	939,269	100.00
Huntington Bancshares Incorporated	Bank	6	14.29	6	18.18	168,433	14.10	168,433	17.62	168,433	16.04	168,433	15.81	168,433	17.93
FirstMerit Corporation	Bank	5	11.90	5	15.15	165,050	13.82	165,050	17.27	165,050	15.71	165,050	15.49	165,050	17.57
Post Merger		11	26.19	11	33.33	333,483	27.92	333,483	34.89	333,483	31.75	333,483	31.31	333,483	35.50
Pre-merger HHI		1,031.7		1,515.2		1,307.4		1,877.5		1,580.6		1,542.6		1,940.5	
Change		340.1		551.0		389.6		608.6		504.0		490.0		630.2	
Post-merger HHI		1,371.9		2,066.1		1,697.1		2,486.1		2,084.5		2,032.6		2,570.8	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

All Credit Unions	*6*	*9*	*21.43*	*-*	*-*	*192,477*	*16.11*	*-*	*-*	*94,545*	*9.00*	*94,545*	*8.88*	*-*	*-*

Depository Institutions and Market Share - *POST DIVESTITURE*

Deposits as of June 30, 2015

Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Ashtabula County, OH Fed Banking Market															
Huntington Bancshares Incorporated	Bank	9	21.43	9	27.27	283,483	23.73	283,483	29.66	283,483	26.99	283,483	26.61	283,483	30.18
Andover Bancorp, Inc.	Bank	7	16.67	7	21.21	271,406	22.72	271,406	28.40	271,406	25.84	271,406	25.48	271,406	28.90
KeyCorp	Bank	6	14.29	6	18.18	181,612	15.20	181,612	19.00	181,612	17.29	181,612	17.05	181,612	19.34
U.S. Bancorp	Bank	3	7.14	3	9.09	84,537	7.08	84,537	8.84	84,537	8.05	84,537	7.94	84,537	9.00
Lakeview Federal Credit Union	CU	3	7.14	-	-	80,013	6.70	-	-	40,007	3.81	40,007	3.76	-	-
Conneaut Bancorp, Inc.	Thrift	2	4.76	2	6.06	62,814	5.26	31,407	3.29	31,407	2.99	31,407	2.95	-	-
Community First Credit Union	CU	1	2.38	-	-	62,752	5.25	-	-	31,376	2.99	31,376	2.95	-	-
New Entrant **	**Bank**	**2**	**4.76**	**2**	**6.06**	**50,000**	**4.19**	**50,000**	**5.23**	**50,000**	**4.76**	**50,000**	**4.69**	**50,000**	**5.32**
Northwest Bancshares, Inc.	Thrift	2	4.76	2	6.06	29,716	2.49	14,858	1.55	14,858	1.41	29,716	2.79	29,716	3.16
Middlefield Banc Corp.	Bank	1	2.38	1	3.03	28,564	2.39	28,564	2.99	28,564	2.72	28,564	2.68	28,564	3.04
Cardinal Credit Union, Inc.	CU	1	2.38	-	-	23,901	2.00	-	-	11,950	1.14	11,950	1.12	-	-
Port Conneaut Federal Credit Union	CU	2	4.76	-	-	22,425	1.88	-	-	11,213	1.07	11,213	1.05	-	-
Cortland Bancorp	Bank	1	2.38	1	3.03	9,951	0.83	9,951	1.04	9,951	0.95	9,951	0.93	9,951	1.06
Sherchem Federal Credit Union	CU	1	2.38	-	-	2,640	0.22	-	-	-	-	-	-	-	-
Kennametal Orwell Employees FCU	CU	1	2.38	-	-	746	0.06	-	-	-	-	-	-	-	-
Total		42	100.00	33	100.00	1,194,560	100.00	955,818	100.00	1,050,363	100.00	1,065,221	100.00	939,269	100.00
Huntington Bancshares Incorporated	Bank	6	14.29	6	18.18	168,433	14.10	168,433	17.62	168,433	16.04	168,433	15.81	168,433	17.93
FirstMerit Corporation	Bank	3	7.14	3	9.09	115,050	9.63	115,050	12.04	115,050	10.95	115,050	10.80	115,050	12.25
Post Merger		9	21.43	9	27.27	283,483	23.73	283,483	29.66	283,483	26.99	283,483	26.61	283,483	30.18
Pre-merger HHI		1,031.7		1,735.5		1,307.4		1,877.5		1,580.6		1,542.6		1,940.5	
Change		136.1		330.6		191.0		298.3		247.0		240.2		308.9	
Post-merger HHI		1,167.8		2,066.1		1,498.4		2,175.8		1,827.6		1,782.8		2,249.4	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

** Number of branches to be divested to be determined.

All Credit Unions	*6*	*9*	*21.43*	*-*	*-*	*192,477*	*16.11*	*-*	*-*	*94,545*	*9.00*	*94,545*	*8.88*	*-*	*-*

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Total Deposits	Share	2% Test*	Share	Post-Divestiture Branches	Share	2% Test*	Share
Ashtabula, OH RMA											
FirstMerit Corporation	Bank	3	27.27	108,267	31.70	108,267	31.70				
KeyCorp	Bank	2	18.18	76,313	22.35	76,313	22.35	2	18.18	76,313	22.35
U.S. Bancorp	Bank	2	18.18	60,208	17.63	60,208	17.63	2	18.18	60,208	17.63
Huntington Bancshares Incorporated	Bank	2	18.18	57,616	16.87	57,616	16.87	3	27.27	115,883	33.93
New Entrant **	**Bank**							**2**	18.18	**50,000**	14.64
Andover Bancorp, Inc.	Bank	1	9.09	26,415	7.73	26,415	7.73	1	9.09	26,415	7.73
Northwest Bancshares, Inc.	Thrift	1	9.09	12,700	3.72	12,700	3.72	1	9.09	12,700	3.72
Total		11	100.00	341,519	100.00	341,519	100.00	11	100.00	341,519	100.00
Huntington Bancshares Incorporated	Bank	2	18.18	57,616	16.87	57,616	16.87	2	18.18	57,616	16.87
FirstMerit Corporation	Bank	3	27.27	108,267	31.70	108,267	31.70	1	9.09	58,267	17.06
Post Merger		5	45.45	165,883	48.57	165,883	48.57	3	27.27	115,883	33.93
Pre-merger HHI		1,900.8		2,173.4		2,173.4		1,900.8		2,173.4	
Change		991.7		1,069.6		1,069.6		-		76.1	
Post-merger HHI		2,892.6		3,243.0		3,243.0		1,900.8		2,249.5	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

** Number of branches to be divested to be determined.

Small Business Loan Originations

2014 CRA Data

Institution	Data Source	Volume of Loans: Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
ASHTABULA COUNTY, OH											
Andover Bancorp, Inc.	Estimated	1,728	12.63	3,234	45.58	5,966	24.59	9,200	29.34	10,928	24.26
Huntington Bancshares	Reported	2,837	20.73	976	13.76	3,118	12.85	4,094	13.06	6,931	15.39
CNB Financial	Reported	362	2.65	561	7.91	3,027	12.48	3,588	11.44	3,950	8.77
PNC Financial	Reported	1,084	7.92	250	3.52	2,758	11.37	3,008	9.59	4,092	9.09
Middlefield Banc Corp.	Estimated	415	3.03	545	7.69	1,569	6.47	2,114	6.74	2,529	5.62
F.N.B. Corporation	Reported	31	0.23	281	3.96	1,426	5.88	1,707	5.44	1,738	3.86
JPMorgan Chase	Reported	582	4.25	-	-	1,372	5.66	1,372	4.38	1,954	4.34
KeyCorp	Reported	525	3.84	-	-	1,350	5.56	1,350	4.31	1,875	4.16
Cortland Bancorp	Estimated	79	0.58	224	3.16	938	3.87	1,163	3.71	1,242	2.76
FirstMerit Corp.	Reported	285	2.08	400	5.64	600	2.47	1,000	3.19	1,285	2.85
Conneaut Bancorp, Inc.	Estimated	127	0.93	139	1.96	805	3.32	944	3.01	1,071	2.38
US Bancorp	Reported	1,690	12.35	210	2.96	400	1.65	610	1.95	2,300	5.11
General Electric	Reported	479	3.50	149	2.10	290	1.20	439	1.40	918	2.04
Fifth Third Bancorp	Reported	20	0.15	-	-	342	1.41	342	1.09	362	0.80
PacWest Bancorp	Reported	-	-	-	-	300	1.24	300	0.96	300	0.67
Citizens Financial Group, Inc.	Reported	-	-	125	1.76	-	-	125	0.40	125	0.28
American Express	Reported	554	4.05	-	-	-	-	-	-	554	1.23
Bank of America	Reported	353	2.58	-	-	-	-	-	-	353	0.78
BB&T Corp.	Reported	124	0.91	-	-	-	-	-	-	124	0.28
Capital One Financial	Reported	603	4.41	-	-	-	-	-	-	603	1.34
Citigroup	Reported	163	1.19	-	-	-	-	-	-	163	0.36
Community Bank System, Inc.	Reported	10	0.07	-	-	-	-	-	-	10	0.02
Deere & Co.	Reported	43	0.31	-	-	-	-	-	-	43	0.10
Discover	Reported	18	0.13	-	-	-	-	-	-	18	0.04
Farmers National	Reported	13	0.10	-	-	-	-	-	-	13	0.03
First National of Nebraska	Reported	10	0.07	-	-	-	-	-	-	10	0.02
Northwest Bancshares, Inc.	Reported	264	1.93	-	-	-	-	-	-	264	0.59
Park National Corp.	Reported	98	0.72	-	-	-	-	-	-	98	0.22
Stearns Financial Services, Inc.	Reported	115	0.84	-	-	-	-	-	-	115	0.26
SunTrust	Reported	85	0.62	-	-	-	-	-	-	85	0.19
Texas Capital Bancshares	Reported	44	0.32	-	-	-	-	-	-	44	0.10
Wells Fargo & Co.	Reported	860	6.29	-	-	-	-	-	-	860	1.91
WesBanco	Reported	15	0.11	-	-	-	-	-	-	15	0.03
WEX Inc.	Reported	67	0.49	-	-	-	-	-	-	67	0.15
Total		13,683	100.00	7,094	100.00	24,261	100.00	31,356	100.00	45,039	100.00
Huntington Bancshares	Reported	2,837	20.73	976	13.76	3,118	12.85	4,094	13.06	6,931	15.39
FirstMerit Corp.	Reported	285	2.08	400	5.64	600	2.47	1,000	3.19	1,285	2.85
Combined		3,122	22.82	1,376	19.40	3,718	15.32	5,094	16.25	8,216	18.24
Pre-merger HHI		961.6		2,478.4		1,233.9		1,408.1		1,128.7	
Change		86.4		155.1		63.6		83.3		87.8	
Post-merger HHI		1,047.9		2,633.6		1,297.5		1,491.4		1,216.5	

Market = Ashtabula County, OH

ASHLAND MARKET TABLES

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50% if >80% Population	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50% if >80% Population	Share	DOJ 2% Test*	Share
Ashland County, OH Fed Banking Market															
PNC Financial Services Group, Inc.	Bank	2	10.00	2	11.76	118,648	16.88	118,648	19.70	118,648	18.68	118,648	17.70	118,648	18.61
Huntington Bancshares Incorporated	Bank	1	5.00	1	5.88	103,283	14.69	103,283	17.15	103,283	16.26	103,283	15.41	103,283	16.20
Park National Corporation	Bank	3	15.00	3	17.65	100,299	14.27	100,299	16.65	100,299	15.79	100,299	14.96	100,299	15.73
FirstMerit Corporation	Bank	2	10.00	2	11.76	80,453	11.44	80,453	13.36	80,453	12.67	80,453	12.00	80,453	12.62
JPMorgan Chase & Co.	Bank	1	5.00	1	5.88	66,307	9.43	66,307	11.01	66,307	10.44	66,307	9.89	66,307	10.40
Sutton Bancshares, Inc.	Bank	2	10.00	2	11.76	66,240	9.42	66,240	11.00	66,240	10.43	66,240	9.88	66,240	10.39
Wayne Savings Bancshares, Inc.	Thrift	2	10.00	2	11.76	41,603	5.92	20,802	3.45	20,802	3.28	41,603	6.21	41,603	6.53
Directions Credit Union	CU	1	5.00	-	-	31,190	4.44	-	-	15,595	2.46	15,595	2.33	-	-
Community Independent Bancorp, Inc.	Bank	2	10.00	2	11.76	29,737	4.23	29,737	4.94	29,737	4.68	29,737	4.44	29,737	4.66
United Community Financial Corp.	Thrift	1	5.00	1	5.88	28,708	4.08	14,354	2.38	14,354	2.26	28,708	4.28	28,708	4.50
CES Credit Union	CU	1	5.00	-	-	22,777	3.24	-	-	11,388	1.79	11,388	1.70	-	-
Ashland Community Federal Credit Union	CU	1	5.00	-	-	11,641	1.66	-	-	5,821	0.92	5,821	0.87	-	-
Woodforest Financial Group, Inc.	Bank	1	5.00	1	5.88	2,195	0.31	2,195	0.36	2,195	0.35	2,195	0.33	2,195	0.34
Total		20	100.00	17	100.00	703,081	100.00	602,318	100.00	635,122	100.00	670,277	100.00	637,473	100.00
Huntington Bancshares Incorporated	Bank	1	5.00	1	5.88	103,283	14.69	103,283	17.15	103,283	16.26	103,283	15.41	103,283	16.20
FirstMerit Corporation	Bank	2	10.00	2	11.76	80,453	11.44	80,453	13.36	80,453	12.67	80,453	12.00	80,453	12.62
Post Merger		3	15.00	3	17.65	183,736	26.13	183,736	30.50	183,736	28.93	183,736	27.41	183,736	28.82
Pre-merger HHI		900.0		1,141.9		1,115.3		1,422.0		1,289.0		1,200.0		1,316.7	
Change		100.0		138.4		336.2		458.1		412.0		369.9		409.0	
Post-merger HHI		1,000.0		1,280.3		1,451.5		1,880.1		1,701.0		1,569.9		1,725.6	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

All Credit Unions	*3*	*3*	*15.00*	*-*	*-*	*65,608*	*9.33*	*-*	*-*	*32,804*	*5.17*	*32,804*	*4.89*	*-*	*-*

Small Business Loan Originations

2014 CRA Data

Institution	Data Source	Volume of Loans: Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
ASHLAND COUNTY, OH											
Sutton Bancshares, Inc.	Estimated	1,192	9.14	2,093	22.15	5,560	23.33	7,653	23.00	8,845	19.09
Park National Corp.	Reported	2,613	20.03	3,089	32.69	3,886	16.31	6,975	20.96	9,588	20.70
PNC Financial	Reported	3,204	24.56	2,000	21.17	3,498	14.68	5,498	16.52	8,702	18.79
Wayne Savings Bancshares, Inc.	Estimated	302	2.32	796	8.43	2,229	9.35	3,025	9.09	3,327	7.18
Huntington Bancshares	Reported	1,435	11.00	613	6.49	1,635	6.86	2,248	6.76	3,683	7.95
Community Independent Bancorp, Inc.	Estimated	465	3.57	731	7.74	1,392	5.84	2,124	6.38	2,589	5.59
FirstMerit Corp.	Reported	363	2.78	-	-	2,000	8.39	2,000	6.01	2,363	5.10
United Bankshares, Inc.	Reported	-	-	-	-	725	3.04	725	2.18	725	1.57
Signature Bank	Reported	-	-	-	-	680	2.85	680	2.04	680	1.47
Fifth Third Bancorp	Reported	100	0.77	-	-	600	2.52	600	1.80	700	1.51
JPMorgan Chase	Reported	751	5.76	-	-	500	2.10	500	1.50	1,251	2.70
KeyCorp	Reported	34	0.26	-	-	500	2.10	500	1.50	534	1.15
Enterprise Bancorp	Reported	-	-	-	-	350	1.47	350	1.05	350	0.76
Bank of America	Reported	284	2.18	-	-	275	1.15	275	0.83	559	1.21
General Electric	Reported	238	1.82	126	1.33	-	-	126	0.38	364	0.79
Capital One Financial	Reported	424	3.25	-	-	-	-	-	-	424	0.92
US Bancorp	Reported	400	3.07	-	-	-	-	-	-	400	0.86
Wells Fargo & Co.	Reported	341	2.61	-	-	-	-	-	-	341	0.74
Citigroup	Reported	297	2.28	-	-	-	-	-	-	297	0.64
American Express	Reported	279	2.14	-	-	-	-	-	-	279	0.60
Stearns Financial Services, Inc.	Reported	80	0.61	-	-	-	-	-	-	80	0.17
CNB Financial	Reported	50	0.38	-	-	-	-	-	-	50	0.11
Banco Santander SA	Reported	44	0.34	-	-	-	-	-	-	44	0.09
WEX Inc.	Reported	44	0.34	-	-	-	-	-	-	44	0.09
BB&T Corp.	Reported	41	0.31	-	-	-	-	-	-	41	0.09
Texas Capital Bancshares	Reported	30	0.23	-	-	-	-	-	-	30	0.06
Discover	Reported	14	0.11	-	-	-	-	-	-	14	0.03
BOFI Holding Inc.	Reported	10	0.08	-	-	-	-	-	-	10	0.02
Deere & Co.	Reported	8	0.06	-	-	-	-	-	-	8	0.02
Woodforest	Reported	1	0.01	-	-	-	-	-	-	1	0.00
Total		13,044	100.00	9,449	100.00	23,830	100.00	33,279	100.00	46,323	100.00
Huntington Bancshares	Reported	1,435	11.00	613	6.49	1,635	6.86	2,248	6.76	3,683	7.95
FirstMerit Corp.	Reported	363	2.78	-	-	2,000	8.39	2,000	6.01	2,363	5.10
Combined		1,798	13.78	613	6.49	3,635	15.25	4,248	12.76	6,046	13.05
Pre-merger HHI		1,314.3		2,182.3		1,300.9		1,464.8		1,339.1	
Change		61.2		-		115.2		81.2		81.1	
Post-merger HHI		1,375.5		2,182.3		1,416.1		1,546.0		1,420.2	

Market = Ashland County, OH

CADILLAC MARKET TABLES

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for announced transactions to October 6, 2015

Company	Type	Branches	Share	Branches Excl CUs	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	Thrifts 100% if C&I/TA > 5% Selected CUs 50%	Share	Thrifts 100% if C&I/TA > 2% Selected CUs 50%	Share	DOJ 2% Test*	Share
Cadillac, MI Fed Banking Market															
FirstMerit Corporation	Bank	8	33.33	8	40.00	223,156	31.22	223,156	36.01	223,156	33.45	223,156	33.45	223,156	36.01
Chemical Financial Corporation	Bank	5	20.83	5	25.00	186,218	26.05	186,218	30.05	186,218	27.91	186,218	27.91	186,218	30.05
Fifth Third Bancorp	Bank	2	8.33	2	10.00	99,742	13.96	99,742	16.10	99,742	14.95	99,742	14.95	99,742	16.10
Mercantile Bank Corporation	Bank	2	8.33	2	10.00	70,647	9.88	70,647	11.40	70,647	10.59	70,647	10.59	70,647	11.40
Wexford Community Credit Union	CU	2	8.33	-	-	44,850	6.28	-	-	22,425	3.36	22,425	3.36	-	-
West Michigan Credit Union	CU	1	4.17	-	-	29,624	4.14	-	-	14,812	2.22	14,812	2.22	-	-
Forest Area Federal Credit Union	CU	1	4.17	-	-	20,637	2.89	-	-	10,319	1.55	10,319	1.55	-	-
Lake Financial Corporation	Bank	1	4.17	1	5.00	16,306	2.28	16,306	2.63	16,306	2.44	16,306	2.44	16,306	2.63
Honor Bancorp, Inc.	Bank	1	4.17	1	5.00	14,790	2.07	14,790	2.39	14,790	2.22	14,790	2.22	14,790	2.39
Huntington Bancshares Incorporated	Bank	1	4.17	1	5.00	8,769	1.23	8,769	1.42	8,769	1.31	8,769	1.31	8,769	1.42
Total		24	100.00	20	100.00	714,739	100.00	619,628	100.00	667,184	100.00	667,184	100.00	619,628	100.00
Huntington Bancshares Incorporated	Bank	1	4.17	1	5.00	8,769	1.23	8,769	1.42	8,769	1.31	8,769	1.31	8,769	1.42
FirstMerit Corporation	Bank	8	33.33	8	40.00	223,156	31.22	223,156	36.01	223,156	33.45	223,156	33.45	223,156	36.01
Post Merger		9	37.50	9	45.00	231,925	32.45	231,925	37.43	231,925	34.76	231,925	34.76	231,925	37.43
Pre-merger HHI		1,840.3		2,500.0		2,021.9		2,604.0		2,264.6		2,264.6		2,604.0	
Change		277.8		400.0		76.6		101.9		87.9		87.9		101.9	
Post-merger HHI		2,118.1		2,900.0		2,098.6		2,705.9		2,352.5		2,352.5		2,705.9	

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

All Credit Unions		*4*	*16.67*	-	-	*95,111*	*13.31*	-	-	*47,556*	*7.13*	*47,556*	*7.13*	-	-

Small Business Loan Originations

2014 CRA Data

Institution	Data Source	Volume of Loans: Business Loans < $100K	Share	Business Loans $100K-$250K	Share	Business Loans $250K-$1M	Share	Business Loans 100K-$1M	Share	Business Loans <$1M	Share
CADILLAC, MI FED BANKING MARKET (approximated)											
Chemical Financial	Reported	5,707	56.74	4,741	76.78	7,626	54.93	12,367	61.66	18,074	60.01
Fifth Third Bancorp	Reported	540	5.37	130	2.11	2,015	14.52	2,145	10.69	2,685	8.92
Huntington Bancshares	Reported	232	2.31	793	12.84	1,045	7.53	1,838	9.16	2,070	6.87
Comerica	Reported	100	0.99	-	-	1,250	9.00	1,250	6.23	1,350	4.48
Ally Financial	Reported	-	-	-	-	1,186	8.54	1,186	5.91	1,186	3.94
Independent Bank	Reported	-	-	-	-	460	3.31	460	2.29	460	1.53
FirstMerit Corp.	Reported	324	3.22	-	-	300	2.16	300	1.50	624	2.07
Mercantile Bank Corporation	Reported	74	0.74	200	3.24	-	-	200	1.00	274	0.91
Banco Santander SA	Reported	-	-	161	2.61	-	-	161	0.80	161	0.53
JPMorgan Chase	Reported	272	2.70	150	2.43	-	-	150	0.75	422	1.40
Capital One Financial	Reported	591	5.88	-	-	-	-	-	-	591	1.96
Wells Fargo & Co.	Reported	450	4.47	-	-	-	-	-	-	450	1.49
Citigroup	Reported	336	3.34	-	-	-	-	-	-	336	1.12
American Express	Reported	268	2.66	-	-	-	-	-	-	268	0.89
First National of Nebraska	Reported	228	2.27	-	-	-	-	-	-	228	0.76
US Bancorp	Reported	211	2.10	-	-	-	-	-	-	211	0.70
General Electric	Reported	162	1.61	-	-	-	-	-	-	162	0.54
Stearns Financial Services, Inc.	Reported	143	1.42	-	-	-	-	-	-	143	0.47
Bank of America	Reported	87	0.86	-	-	-	-	-	-	87	0.29
Deere & Co.	Reported	85	0.85	-	-	-	-	-	-	85	0.28
1st Source Corp.	Reported	59	0.59	-	-	-	-	-	-	59	0.20
PNC Financial	Reported	53	0.53	-	-	-	-	-	-	53	0.18
State Farm	Reported	40	0.40	-	-	-	-	-	-	40	0.13
EverBank Financial	Reported	27	0.27	-	-	-	-	-	-	27	0.09
BB&T Corp.	Reported	22	0.22	-	-	-	-	-	-	22	0.07
BOFI Holding Inc.	Reported	16	0.16	-	-	-	-	-	-	16	0.05
Texas Capital Bancshares	Reported	11	0.11	-	-	-	-	-	-	11	0.04
WEX Inc.	Reported	11	0.11	-	-	-	-	-	-	11	0.04
Discover	Reported	10	0.10	-	-	-	-	-	-	10	0.03
Total		10,059	100.00	6,175	100.00	13,882	100.00	20,057	100.00	30,116	100.00
Huntington Bancshares	Reported	232	2.31	793	12.84	1,045	7.53	1,838	9.16	2,070	6.87
FirstMerit Corp.	Reported	324	3.22	-	-	300	2.16	300	1.50	624	2.07
Combined		556	5.53	793	12.84	1,345	9.69	2,138	10.66	2,694	8.95
Pre-merger HHI		3,361.6		6,087.3		3,454.9		4,083.7		3,783.8	
Change		14.9		-		32.5		27.4		28.5	
Post-merger HHI		3,376.5		6,087.3		3,487.4		4,111.1		3,812.2	

Market is approximated as Missaukee and Wexford counties, MI.

COMPETITIVE MEMORANDUM

PUBLIC EXHIBIT III

Tabular Data for all Markets that are Below the Concentration Safe Harbor Levels

Overlapping Markets that are Safe Harbor and Under 35% Post-Merger Share

June 30, 2015 Summary of Deposits

Market	Huntington	FirstMerit	Thrifts Weighted 50%			2% Test*		
			Combined Share	Change in HHI	Post-merger HHI	Combined Share	Change in HHI	Post-merger HHI
Fed Banking Markets								
Alpena, MI Fed Banking Market	1,137	95,293	22.99	12	1,894	18.59	8	2,335
Bay City-Saginaw, MI Fed Banking Market	134,133	766,662	25.49	165	1,408	26.37	176	1,500
Calhoun County, MI Fed Banking Market	4,596	24,606	3.10	3	1,889	3.11	3	1,906
Detroit, MI Fed Banking Market	5,574,946	2,553,771	6.47	18	1,493	6.32	17	1,444
Elkhart-Niles-South Bend, MI-IN Fed Banking Ma	60,230	69,171	1.32	1	1,295	1.33	1	1,310
Gaylord, MI Fed Banking Market	8,633	79,260	17.81	56	2,046	17.30	53	1,956
Gladwin-Midland, MI Fed Banking Market	21,141	23,472	3.24	5	4,809	3.00	4	4,285
Grand Rapids, MI Fed Banking Market	2,701,559	46,153	11.80	5	935	11.92	5	953
Jackson, MI Fed Banking Market	12,374	297,841	22.90	40	1,861	20.22	31	2,072
Kalamazoo-Battle Creek, MI Fed Banking Market	98,601	25,126	3.24	3	1,309	3.19	3	1,275
Lansing, MI Fed Banking Market	37,162	475,136	9.29	12	897	10.33	14	1,000
Petoskey, MI Fed Banking Market	119,093	71,385	12.59	74	1,255	12.46	73	1,232
Roscommon, MI Fed Banking Market	19,493	43,000	14.77	94	3,014	14.77	94	3,014
Sault Sainte Marie, MI Fed Banking Market	43,465	16,379	9.25	34	2,465	9.25	34	2,465
Traverse City, MI Fed Banking Market	453,580	59,057	17.10	60	1,395	17.56	63	1,467
Cleveland, OH Fed Banking Market	5,095,209	3,925,197	14.93	110	1,517	15.92	125	1,699
Columbus, OH Fed Banking Market	17,449,733	657,219	32.63	74	1,830	34.61	84	2,035
Dover-New Philadelphia, OH Fed Banking Marke	378,626	3,887	20.23	8	1,188	22.34	10	1,297
Richland County, OH Fed Banking Market	38,453	134,182	9.87	34	1,759	12.85	57	2,154
Toledo, OH-MI Fed Banking Market	2,631,404	105,246	25.59	48	1,463	25.36	48	1,443
Wayne-West Holmes, OH Fed Banking Market	27,702	312,608	17.01	43	1,405	15.95	38	1,329
Pittsburgh, PA Fed Banking Market	2,994,799	226,999	2.84	1	2,849	3.32	1	3,559

* 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Source: SNL Financial as of 2/26/2016, CASSIDI and market definitions provided by Federal Reserve Bank of Chicago 2/29/2016.

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Alpena, MI Fed Banking Market									
First Federal of Northern Michigan Bancorp, Ir	Thrift	2	14.29	198,278	38.23	99,139	23.63	198,278	38.23
FirstMerit Corporation	Bank	3	21.43	95,293	18.37	95,293	22.71	95,293	18.37
Chemical Financial Corporation	Bank	5	35.71	87,597	16.89	87,597	20.88	87,597	16.89
PNC Financial Services Group, Inc.	Bank	1	7.14	56,021	10.80	56,021	13.35	56,021	10.80
Huron National Bancorp, Inc.	Bank	1	7.14	49,184	9.48	49,184	11.72	49,184	9.48
CNB Corporation	Bank	1	7.14	31,150	6.01	31,150	7.43	31,150	6.01
Huntington Bancshares Incorporated	Bank	1	7.14	1,137	0.22	1,137	0.27	1,137	0.22
Total		14	100.00	518,660	100.00	419,521	100.00	518,660	100.00
Huntington Bancshares Incorporated	Bank	1	7.14	1,137	0.22	1,137	0.27	1,137	0.22
FirstMerit Corporation	Bank	3	21.43	95,293	18.37	95,293	22.71	95,293	18.37
Post Merger		4	28.57	96,430	18.59	96,430	22.99	96,430	18.59
Pre-merger HHI		2,142.9		2,327.0		1,881.4		2,327.0	
Change		306.1		8.1		12.3		8.1	
Post-merger HHI		2,449.0		2,335.0		1,893.7		2,335.0	

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Bay City-Saginaw, MI Fed Banking Market									
FirstMerit Corporation	Bank	26	23.01	766,662	21.64	766,662	21.69	766,662	22.44
Chemical Financial Corporation	Bank	18	15.93	590,005	16.66	590,005	16.70	590,005	17.27
PNC Financial Services Group, Inc.	Bank	10	8.85	534,706	15.09	534,706	15.13	534,706	15.65
Independent Bank Corporation	Bank	12	10.62	383,410	10.82	383,410	10.85	383,410	11.22
JPMorgan Chase & Co.	Bank	7	6.19	293,747	8.29	293,747	8.31	293,747	8.60
Valley Financial Group, Ltd.	Bank	4	3.54	175,229	4.95	175,229	4.96	175,229	5.13
Huntington Bancshares Incorporated	Bank	8	7.08	134,133	3.79	134,133	3.80	134,133	3.93
Community Bancorp, Inc.	Bank	6	5.31	127,238	3.59	127,238	3.60	127,238	3.72
Northstar Financial Group, Inc.	Bank	2	1.77	86,057	2.43	86,057	2.44	86,057	2.52
Mayville Financial Corporation	Bank	3	2.65	81,621	2.30	81,621	2.31	-	-
Isabella Bank Corporation	Bank	4	3.54	76,915	2.17	76,915	2.18	76,915	2.25
Fifth Third Bancorp	Bank	3	2.65	76,117	2.15	76,117	2.15	76,117	2.23
Freeland State Bank	Bank	1	0.88	44,599	1.26	44,599	1.26	-	-
Mercantile Bank Corporation	Bank	2	1.77	42,244	1.19	42,244	1.20	42,244	1.24
Talmer Bancorp, Inc.	Bank	2	1.77	36,503	1.03	36,503	1.03	36,503	1.07
Citizens Financial Group, Inc.	Bank	1	0.88	33,090	0.93	33,090	0.94	33,090	0.97
Thumb Bancorp, Inc.	Bank	2	1.77	32,604	0.92	32,604	0.92	32,604	0.95
Wolverine Bancorp, Inc.	Thrift	1	0.88	16,836	0.48	8,418	0.24	16,836	0.49
Huron Community Financial Services, Inc.	Bank	1	0.88	10,667	0.30	10,667	0.30	10,667	0.31
Total		113	100.00	3,542,383	100.00	3,533,965	100.00	3,416,163	100.00
Huntington Bancshares Incorporated	Bank	8	7.08	134,133	3.79	134,133	3.80	134,133	3.93
FirstMerit Corporation	Bank	26	23.01	766,662	21.64	766,662	21.69	766,662	22.44
Post Merger		34	30.09	900,795	25.43	900,795	25.49	900,795	26.37
Pre-merger HHI		1,145.7		1,237.9		1,243.7		1,323.7	
Change		325.8		163.9		164.7		176.2	
Post-merger HHI		1,471.5		1,401.8		1,408.3		1,499.9	

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Calhoun County, MI Fed Banking Market									
Chemical Financial Corporation	Bank	8	25.81	314,335	32.07	314,335	33.36	314,335	33.45
Comerica Incorporated	Bank	5	16.13	205,701	20.99	205,701	21.83	205,701	21.89
Fifth Third Bancorp	Bank	3	9.68	105,989	10.81	105,989	11.25	105,989	11.28
PNC Financial Services Group, Inc.	Bank	2	6.45	77,315	7.89	77,315	8.20	77,315	8.23
Old National Bancorp	Bank	2	6.45	59,153	6.04	59,153	6.28	59,153	6.30
Southern Michigan Bancorp, Inc.	Bank	3	9.68	54,259	5.54	54,259	5.76	54,259	5.77
Homestead Savings Bank	Thrift	1	3.23	40,512	4.13	20,256	2.15	-	-
Flagstar Bancorp, Inc.	Thrift	1	3.23	35,152	3.59	17,576	1.87	35,152	3.74
JPMorgan Chase & Co.	Bank	1	3.23	27,761	2.83	27,761	2.95	27,761	2.95
FirstMerit Corporation	Bank	1	3.23	24,606	2.51	24,606	2.61	24,606	2.62
CNB Community Bancorp, Inc.	Bank	1	3.23	24,440	2.49	24,440	2.59	24,440	2.60
HCB Financial Corporation	Bank	1	3.23	6,308	0.64	6,308	0.67	6,308	0.67
Huntington Bancshares Incorporated	Bank	2	6.45	4,596	0.47	4,596	0.49	4,596	0.49
Total		31	100.00	980,127	100.00	942,295	100.00	939,615	100.00
Huntington Bancshares Incorporated	Bank	2	6.45	4,596	0.47	4,596	0.49	4,596	0.49
FirstMerit Corporation	Bank	1	3.23	24,606	2.51	24,606	2.61	24,606	2.62
Post Merger		3	9.68	29,202	2.98	29,202	3.10	29,202	3.11
Pre-merger HHI		1,300.7		1,766.4		1,886.7		1,903.4	
Change		41.6		2.4		2.5		2.6	
Post-merger HHI		1,342.4		1,768.7		1,889.3		1,905.9	

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Detroit, MI Fed Banking Market									
JPMorgan Chase & Co.	Bank	182	13.67	35,064,803	27.13	35,064,803	27.90	35,064,278	27.26
Comerica Incorporated	Bank	165	12.40	25,216,261	19.51	25,216,261	20.07	25,215,746	19.61
Bank of America Corporation	Bank	112	8.41	14,286,354	11.05	14,286,354	11.37	14,286,354	11.11
PNC Financial Services Group, Inc.	Bank	109	8.19	10,982,450	8.50	10,982,450	8.74	10,982,450	8.54
Fifth Third Bancorp	Bank	93	6.99	6,601,957	5.11	6,601,957	5.25	6,601,957	5.13
Flagstar Bancorp, Inc.	Thrift	68	5.11	6,435,525	4.98	3,217,763	2.56	6,435,525	5.00
Huntington Bancshares Incorporated	Bank	106	7.96	5,574,946	4.31	5,574,946	4.44	5,574,946	4.33
Citizens Financial Group, Inc.	Bank	95	7.14	4,873,730	3.77	4,873,730	3.88	4,873,730	3.79
Talmer Bancorp, Inc.	Bank	39	2.93	3,148,341	2.44	3,148,341	2.51	3,148,341	2.45
TCF Financial Corporation	Bank	54	4.06	2,600,298	2.01	2,600,298	2.07	2,600,298	2.02
FirstMerit Corporation	Bank	59	4.43	2,553,771	1.98	2,553,771	2.03	2,553,771	1.99
KeyCorp	Bank	21	1.58	1,095,603	0.85	1,095,603	0.87	1,095,603	0.85
PrivateBancorp, Inc.	Bank	2	0.15	1,018,436	0.79	1,018,436	0.81	1,018,436	0.79
MBT Financial Corp.	Bank	17	1.28	979,083	0.76	979,083	0.78	979,083	0.76
Arbor Bancorp, Inc.	Bank	7	0.53	945,215	0.73	945,215	0.75	945,215	0.73
Level One Bancorp, Inc.	Bank	11	0.83	738,460	0.57	738,460	0.59	738,460	0.57
Old National Bancorp	Bank	17	1.28	670,819	0.52	670,819	0.53	670,819	0.52
Crestmark Bancorp Inc.	Bank	1	0.08	627,891	0.49	627,891	0.50	627,891	0.49
First State Financial Corporation	Bank	11	0.83	280,279	0.22	280,279	0.22	280,279	0.22
Fentura Financial, Inc.	Bank	8	0.60	352,627	0.27	352,627	0.28	352,627	0.27
Independent Bank Corporation	Bank	12	0.90	349,735	0.27	349,735	0.28	349,735	0.27
FNBH Bancorp, Inc.	Bank	9	0.68	297,408	0.23	297,408	0.24	297,408	0.23
County Bank Corp	Bank	7	0.53	280,279	0.22	280,279	0.22	280,279	0.22
Chemical Financial Corporation	Bank	9	0.68	278,469	0.22	278,469	0.22	278,469	0.22
Oxford Bank Corporation	Bank	9	0.68	275,826	0.21	275,826	0.22	275,826	0.21
Eastern Michigan Financial Corporation	Bank	8	0.60	242,501	0.19	242,501	0.19	242,501	0.19
CSB Bancorp, Inc.	Bank	3	0.23	238,024	0.18	238,024	0.19	238,024	0.19
First Defiance Financial Corp.	Thrift	5	0.38	233,765	0.18	116,883	0.09	233,765	0.18
Tri-County Bancorp, Inc.	Bank	11	0.83	217,809	0.17	217,809	0.17	217,809	0.17
Capac Bancorp, Inc.	Bank	7	0.53	210,371	0.16	210,371	0.17	210,371	0.16
Birmingham Bloomfield Bancshares, Inc.	Bank	1	0.08	206,266	0.16	206,266	0.16	206,266	0.16
Dearborn Federal Savings Bank	Thrift	5	0.38	190,217	0.15	95,109	0.08	-	-
Northstar Financial Group, Inc.	Bank	6	0.45	187,410	0.14	187,410	0.15	187,410	0.15
Ann Arbor Bancorp, Inc.	Bank	1	0.08	187,293	0.14	187,293	0.15	187,293	0.15

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Detroit, MI Fed Banking Market									
Northern Trust Corporation	Bank	2	0.15	186,147	0.14	186,147	0.15	186,147	0.14
Hantz Holdings, Inc.	Bank	6	0.45	168,305	0.13	168,305	0.13	168,305	0.13
North Star Financial Holdings, Inc.	Bank	2	0.15	163,863	0.13	163,863	0.13	163,863	0.13
First Independence Corporation	Bank	3	0.23	157,030	0.12	157,030	0.12	157,030	0.12
Sterling Bancorp, Inc.	Thrift	1	0.08	134,744	0.10	67,372	0.05	-	-
Exchange State Bank Corp.	Bank	6	0.45	131,885	0.10	131,885	0.10	131,885	0.10
University Bancorp, Inc.	Bank	1	0.08	131,731	0.10	131,731	0.10	-	-
Clarkston Financial Corporation	Bank	2	0.15	127,943	0.10	127,943	0.10	127,943	0.10
Huron Valley Bancorp, Inc.	Bank	3	0.23	95,017	0.07	95,017	0.08	95,017	0.07
Bank of Michigan	Bank	1	0.08	93,413	0.07	93,413	0.07	93,413	0.07
Blissfield Bank Corporation	Bank	2	0.15	84,590	0.07	84,590	0.07	84,590	0.07
Auto Club Insurance Association	Thrift	1	0.08	69,149	0.05	34,575	0.03	-	-
Citizens Community Bancorp, Inc.	Bank	2	0.15	48,501	0.04	48,501	0.04	-	-
Guaranty Financial Corp. (MHC)	Thrift	17	1.28	46,539	0.04	23,270	0.02	-	-
Mackinac Financial Corporation	Bank	1	0.08	44,764	0.03	44,764	0.04	44,764	0.03
Community Bancorp, Inc.	Bank	2	0.15	39,973	0.03	-	-	-	-
OSB Community Bank	Bank	1	0.08	28,575	0.02	28,575	0.02	28,575	0.02
Liberty Financial Services, Inc.	Bank	1	0.08	24,547	0.02	24,547	0.02	24,547	0.02
CNB Community Bancorp, Inc.	Bank	1	0.08	24,525	0.02	24,525	0.02	24,525	0.02
Urban Partnership Bank	Bank	1	0.08	12,301	0.01	12,301	0.01	12,301	0.01
Stockbridge Bancorporation, Inc.	Bank	1	0.08	11,648	0.01	11,648	0.01	11,648	0.01
Beal Financial Corporation	Thrift	1	0.08	143	0.00	72	0.00	143	0.00
Bank of New York Mellon Corporation	Bank	1	0.08	-	-	-	-	-	-
M&T Bank Corporation	Bank	1	0.08	-	-	-	-	-	-
E*TRADE Financial Corporation	Thrift	1	0.08	-	-	-	-	-	-
Total		1,331	100.00	129,267,555	100.00	125,672,541	100.00	128,605,661	100.00
Huntington Bancshares Incorporated	Bank	106	7.96	5,574,946	4.31	5,574,946	4.44	5,574,946	4.33
FirstMerit Corporation	Bank	59	4.43	2,553,771	1.98	2,553,771	2.03	2,553,771	1.99
Post Merger		165	12.40	8,128,717	6.29	8,128,717	6.47	8,128,717	6.32
Pre-merger HHI		727.0		1,412.3		1,474.5		1,426.7	
Change		70.6		17.0		18.0		17.2	
Post-merger HHI		797.6		1,429.3		1,492.5		1,444.0	

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share

Detroit, MI Fed Banking Market

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Elkhart-Niles-South Bend, MI-IN Fed Banking Market									
1st Source Corporation	Bank	43	18.45	2,587,912	26.20	2,587,912	26.46	2,587,912	26.61
Lakeland Financial Corporation	Bank	32	13.73	1,738,138	17.60	1,738,138	17.77	1,738,138	17.88
KeyCorp	Bank	19	8.15	904,922	9.16	904,922	9.25	904,922	9.31
JPMorgan Chase & Co.	Bank	11	4.72	874,673	8.86	874,673	8.94	874,673	9.00
PNC Financial Services Group, Inc.	Bank	13	5.58	445,435	4.51	445,435	4.55	445,435	4.58
MutualFirst Financial, Inc.	Bank	16	6.87	428,566	4.34	428,566	4.38	428,566	4.41
Fifth Third Bancorp	Bank	7	3.00	426,833	4.32	426,833	4.36	426,833	4.39
Wells Fargo & Company	Bank	9	3.86	372,633	3.77	372,633	3.81	372,633	3.83
Crystal Valley Financial Corporation	Bank	7	3.00	366,290	3.71	366,290	3.74	366,290	3.77
F.S. Bancorp	Bank	8	3.43	322,130	3.26	322,130	3.29	322,130	3.31
Old National Bancorp	Bank	8	3.43	250,613	2.54	250,613	2.56	250,613	2.58
American Midwest Financial Corp.	Thrift	4	1.72	151,739	1.54	75,870	0.78	-	-
Sturgis Bancorp, Inc.	Bank	4	1.72	123,735	1.25	123,735	1.26	123,735	1.27
Chemical Financial Corporation	Bank	6	2.58	107,394	1.09	107,394	1.10	107,394	1.10
Kosciusko Financial, Inc.	Bank	5	2.15	107,291	1.09	107,291	1.10	107,291	1.10
Horizon Bancorp	Bank	8	3.43	73,432	0.74	73,432	0.75	73,432	0.76
Independent Alliance Banks, Inc.	Bank	2	0.86	72,803	0.74	72,803	0.74	72,803	0.75
FirstMerit Corporation	Bank	2	0.86	69,171	0.70	69,171	0.71	69,171	0.71
Huntington Bancshares Incorporated	Bank	3	1.29	60,230	0.61	60,230	0.62	60,230	0.62
Talmer Bancorp, Inc.	Bank	2	0.86	54,605	0.55	54,605	0.56	54,605	0.56
Jones Bancorp, Inc.	Bank	4	1.72	53,558	0.54	53,558	0.55	53,558	0.55
Century Financial Corporation	Bank	2	0.86	48,993	0.50	48,993	0.50	48,993	0.50
First National Bank of Monterey	Bank	1	0.43	48,549	0.49	48,549	0.50	48,549	0.50
First Bancshares, Inc.	Bank	3	1.29	38,574	0.39	38,574	0.39	38,574	0.40
FFW Corporation	Bank	1	0.43	35,780	0.36	35,780	0.37	35,780	0.37
Southern Michigan Bancorp, Inc.	Bank	1	0.43	21,569	0.22	21,569	0.22	21,569	0.22
Flagstar Bancorp, Inc.	Thrift	1	0.43	20,232	0.20	10,116	0.10	20,232	0.21
First Farmers Financial Corporation	Bank	1	0.43	20,198	0.20	20,198	0.21	20,198	0.21
C&F Banc Shares Corp.	Bank	2	0.86	18,180	0.18	18,180	0.19	18,180	0.19
Edgewater Bancorp, Inc.	Thrift	1	0.43	15,359	0.16	7,680	0.08	15,359	0.16
Northeast Indiana Bancorp, Inc.	Bank	1	0.43	12,383	0.13	12,383	0.13	12,383	0.13
Woodforest Financial Group, Inc.	Bank	5	2.15	3,586	0.04	3,586	0.04	3,586	0.04
Everence Association, Inc.	Thrift	1	0.43	500	0.01	250	0.00	-	-

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Elkhart-Niles-South Bend, MI-IN Fed Banking Market									
Total		233	100.00	9,876,006	100.00	9,782,091	100.00	9,723,767	100.00
Huntington Bancshares Incorporated	Bank	3	1.29	60,230	0.61	60,230	0.62	60,230	0.62
FirstMerit Corporation	Bank	2	0.86	69,171	0.70	69,171	0.71	69,171	0.71
Post Merger		5	2.15	129,401	1.31	129,401	1.32	129,401	1.33
Pre-merger HHI		797.8		1,271.5		1,294.2		1,309.2	
Change		2.2		0.9		0.9		0.9	
Post-merger HHI		800.0		1,272.4		1,295.1		1,310.1	

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Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Gaylord, MI Fed Banking Market									
Chemical Financial Corporation	Bank	2	15.38	140,602	27.68	140,602	28.49	140,602	27.68
Fifth Third Bancorp	Bank	2	15.38	128,528	25.30	128,528	26.04	128,528	25.30
FirstMerit Corporation	Bank	2	15.38	79,260	15.60	79,260	16.06	79,260	15.60
Mackinac Financial Corporation	Bank	1	7.69	51,694	10.18	51,694	10.47	51,694	10.18
PNC Financial Services Group, Inc.	Bank	1	7.69	50,590	9.96	50,590	10.25	50,590	9.96
First Federal of Northern Michigan Bancorp, I	Thrift	3	23.08	28,847	5.68	14,424	2.92	28,847	5.68
Mercantile Bank Corporation	Bank	1	7.69	19,798	3.90	19,798	4.01	19,798	3.90
Huntington Bancshares Incorporated	Bank	1	7.69	8,633	1.70	8,633	1.75	8,633	1.70
Total		13	100.00	507,952	100.00	493,529	100.00	507,952	100.00
Huntington Bancshares Incorporated	Bank	1	7.69	8,633	1.70	8,633	1.75	8,633	1.70
FirstMerit Corporation	Bank	2	15.38	79,260	15.60	79,260	16.06	79,260	15.60
Post Merger		3	23.08	87,893	17.30	87,893	17.81	87,893	17.30
Pre-merger HHI		1,479.3		1,903.0		1,990.3		1,903.0	
Change		236.7		53.0		56.2		53.0	
Post-merger HHI		1,716.0		1,956.1		2,046.4		1,956.1	

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Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Gladwin-Midland, MI Fed Banking Market									
Chemical Financial Corporation	Bank	13	50.00	933,684	62.72	933,684	67.77	933,684	62.72
Wolverine Bancorp, Inc.	Thrift	2	7.69	222,170	14.92	111,085	8.06	222,170	14.92
Comerica Incorporated	Bank	4	15.38	131,649	8.84	131,649	9.56	131,649	8.84
PNC Financial Services Group, Inc.	Bank	2	7.69	80,123	5.38	80,123	5.82	80,123	5.38
Isabella Bank Corporation	Bank	2	7.69	41,678	2.80	41,678	3.03	41,678	2.80
Fifth Third Bancorp	Bank	1	3.85	34,837	2.34	34,837	2.53	34,837	2.34
FirstMerit Corporation	Bank	1	3.85	23,472	1.58	23,472	1.70	23,472	1.58
Huntington Bancshares Incorporated	Bank	1	3.85	21,141	1.42	21,141	1.53	21,141	1.42
Total		26	100.00	1,488,754	100.00	1,377,669	100.00	1,488,754	100.00
Huntington Bancshares Incorporated	Bank	1	3.85	21,141	1.42	21,141	1.53	21,141	1.42
FirstMerit Corporation	Bank	1	3.85	23,472	1.58	23,472	1.70	23,472	1.58
Post Merger		2	7.69	44,613	3.00	44,613	3.24	44,613	3.00
Pre-merger HHI		2,958.6		4,281.0		4,804.1		4,281.0	
Change		29.6		4.5		5.2		4.5	
Post-merger HHI		2,988.2		4,285.4		4,809.3		4,285.4	

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Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Grand Rapids, MI Fed Banking Market									
Fifth Third Bancorp	Bank	71	16.10	4,773,465	20.32	4,773,465	20.50	4,773,465	20.70
Huntington Bancshares Incorporated	Bank	63	14.29	2,701,559	11.50	2,701,559	11.60	2,701,559	11.72
Chemical Financial Corporation	Bank	48	10.88	2,201,590	9.37	2,201,590	9.46	2,201,590	9.55
JPMorgan Chase & Co.	Bank	30	6.80	2,088,172	8.89	2,088,172	8.97	2,088,172	9.06
Wells Fargo & Company	Bank	1	0.23	1,944,392	8.28	1,944,392	8.35	1,944,392	8.43
Macatawa Bank Corporation	Bank	30	6.80	1,332,868	5.67	1,332,868	5.72	1,332,868	5.78
Mercantile Bank Corporation	Bank	18	4.08	1,246,732	5.31	1,246,732	5.35	1,246,732	5.41
PNC Financial Services Group, Inc.	Bank	34	7.71	1,155,102	4.92	1,155,102	4.96	1,155,102	5.01
Bank of America Corporation	Bank	8	1.81	894,753	3.81	894,753	3.84	894,753	3.88
Independent Bank Corporation	Bank	22	4.99	741,285	3.16	741,285	3.18	741,285	3.21
Comerica Incorporated	Bank	18	4.08	710,461	3.02	710,461	3.05	710,461	3.08
ChoiceOne Financial Services, Inc.	Bank	13	2.95	423,254	1.80	423,254	1.82	423,254	1.84
United Community Financial Corporation	Bank	11	2.49	389,050	1.66	389,050	1.67	389,050	1.69
Flagstar Bancorp, Inc.	Thrift	10	2.27	384,552	1.64	192,276	0.83	384,552	1.67
Northpointe Bancshares, Inc.	Bank	1	0.23	354,776	1.51	354,776	1.52	-	-
Old National Bancorp	Bank	4	0.91	310,380	1.32	310,380	1.33	310,380	1.35
HCB Financial Corporation	Bank	5	1.13	234,243	1.00	234,243	1.01	234,243	1.02
Isabella Bank Corporation	Bank	8	1.81	231,048	0.98	231,048	0.99	231,048	1.00
West Michigan Community Bank	Bank	7	1.59	230,987	0.98	230,987	0.99	230,987	1.00
Community Shores Bank Corporation	Bank	4	0.91	169,536	0.72	169,536	0.73	169,536	0.74
Shelby Financial Corporation	Bank	7	1.59	160,851	0.68	160,851	0.69	160,851	0.70
Talmer Bancorp, Inc.	Bank	4	0.91	131,797	0.56	131,797	0.57	131,797	0.57
Grand River Commerce, Inc.	Bank	1	0.23	125,427	0.53	125,427	0.54	125,427	0.54
Union Financial Corporation	Bank	4	0.91	90,808	0.39	90,808	0.39	90,808	0.39
Northern Trust Corporation	Bank	1	0.23	74,524	0.32	74,524	0.32	74,524	0.32
Commercial National Financial Corporation	Bank	3	0.68	62,836	0.27	62,836	0.27	62,836	0.27
First National Bancorp, Inc.	Bank	1	0.23	55,175	0.23	55,175	0.24	55,175	0.24
First National Bancshares, Inc.	Bank	1	0.23	51,207	0.22	51,207	0.22	-	-
Lake Financial Corporation	Bank	5	1.13	46,506	0.20	46,506	0.20	46,506	0.20
FirstMerit Corporation	Bank	4	0.91	46,153	0.20	46,153	0.20	46,153	0.20
Sidney Bancorp.	Bank	1	0.23	41,562	0.18	41,562	0.18	41,562	0.18
West Shore Bank Corporation	Bank	1	0.23	35,046	0.15	35,046	0.15	35,046	0.15
Harbor Springs Financial Corporation	Bank	1	0.23	25,004	0.11	25,004	0.11	25,004	0.11
Eaton Federal Savings Bank	Thrift	1	0.23	23,419	0.10	11,710	0.05	-	-

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Grand Rapids, MI Fed Banking Market									
Total		441	100.00	23,488,520	100.00	23,284,535	100.00	23,059,118	100.00
Huntington Bancshares Incorporated	Bank	63	14.29	2,701,559	11.50	2,701,559	11.60	2,701,559	11.72
FirstMerit Corporation	Bank	4	0.91	46,153	0.20	46,153	0.20	46,153	0.20
Post Merger		67	15.19	2,747,712	11.70	2,747,712	11.80	2,747,712	11.92
Pre-merger HHI		831.3		916.7		930.8		948.7	
Change		25.9		4.5		4.6		4.7	
Post-merger HHI		857.2		921.2		935.4		953.4	

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Jackson, MI Fed Banking Market									
Flagstar Bancorp, Inc.	Thrift	8	17.78	443,262	28.05	221,631	16.36	443,262	28.90
Comerica Incorporated	Bank	10	22.22	388,670	24.60	388,670	28.70	388,670	25.34
FirstMerit Corporation	Bank	7	15.56	297,841	18.85	297,841	21.99	297,841	19.42
CNB Community Bancorp, Inc.	Bank	5	11.11	178,212	11.28	178,212	13.16	178,212	11.62
Fifth Third Bancorp	Bank	2	4.44	83,751	5.30	83,751	6.18	83,751	5.46
Old National Bancorp	Bank	3	6.67	50,569	3.20	50,569	3.73	50,569	3.30
Farmers State Bank of Munith	Bank	2	4.44	38,000	2.40	38,000	2.81	-	-
OSB Community Bank	Bank	2	4.44	37,428	2.37	37,428	2.76	37,428	2.44
Independent Bank Corporation	Bank	1	2.22	21,871	1.38	21,871	1.61	21,871	1.43
PNC Financial Services Group, Inc.	Bank	1	2.22	19,901	1.26	19,901	1.47	19,901	1.30
Huntington Bancshares Incorporated	Bank	2	4.44	12,374	0.78	12,374	0.91	12,374	0.81
Homestead Savings Bank	Thrift	1	2.22	8,366	0.53	4,183	0.31	-	-
Ann Arbor Bancorp, Inc.	Bank	1	2.22	-	-	-	-	-	-
Total		45	100.00	1,580,245	100.00	1,354,431	100.00	1,533,879	100.00
Huntington Bancshares Incorporated	Bank	2	4.44	12,374	0.78	12,374	0.91	12,374	0.81
FirstMerit Corporation	Bank	7	15.56	297,841	18.85	297,841	21.99	297,841	19.42
Post Merger		9	20.00	310,215	19.63	310,215	22.90	310,215	20.22
Pre-merger HHI		1,318.5		1,928.3		1,821.3		2,040.2	
Change		138.3		29.5		40.2		31.3	
Post-merger HHI		1,456.8		1,957.8		1,861.5		2,071.5	

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Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Kalamazoo-Battle Creek, MI Fed Banking Market									
PNC Financial Services Group, Inc.	Bank	16	14.81	930,809	23.97	930,809	24.36	930,809	23.97
Fifth Third Bancorp	Bank	17	15.74	797,798	20.54	797,798	20.88	797,798	20.54
Chemical Financial Corporation	Bank	10	9.26	346,750	8.93	346,750	9.07	346,750	8.93
First National Bancorp, Inc.	Bank	3	2.78	297,737	7.67	297,737	7.79	297,737	7.67
Comerica Incorporated	Bank	6	5.56	222,621	5.73	222,621	5.83	222,621	5.73
Old National Bancorp	Bank	8	7.41	187,478	4.83	187,478	4.91	187,478	4.83
Mercantile Bank Corporation	Bank	7	6.48	172,107	4.43	172,107	4.50	172,107	4.43
Sturgis Bancorp, Inc.	Bank	7	6.48	135,025	3.48	135,025	3.53	135,025	3.48
JPMorgan Chase & Co.	Bank	2	1.85	130,118	3.35	130,118	3.40	130,118	3.35
Flagstar Bancorp, Inc.	Thrift	3	2.78	124,576	3.21	62,288	1.63	124,576	3.21
Southern Michigan Bancorp, Inc.	Bank	5	4.63	103,362	2.66	103,362	2.70	103,362	2.66
Huntington Bancshares Incorporated	Bank	7	6.48	98,601	2.54	98,601	2.58	98,601	2.54
Kalamazoo County State Bank	Bank	3	2.78	85,643	2.21	85,643	2.24	85,643	2.21
Horizon Bancorp	Bank	4	3.70	79,370	2.04	79,370	2.08	79,370	2.04
Talmer Bancorp, Inc.	Bank	1	0.93	59,686	1.54	59,686	1.56	59,686	1.54
First State Bank of Decatur	Bank	3	2.78	45,553	1.17	45,553	1.19	45,553	1.17
FirstMerit Corporation	Bank	2	1.85	25,126	0.65	25,126	0.66	25,126	0.65
Century Financial Corporation	Bank	2	1.85	22,297	0.57	22,297	0.58	22,297	0.57
1st Source Corporation	Bank	2	1.85	19,036	0.49	19,036	0.50	19,036	0.49
Total		108	100.00	3,883,693	100.00	3,821,405	100.00	3,883,693	100.00
Huntington Bancshares Incorporated	Bank	7	6.48	98,601	2.54	98,601	2.58	98,601	2.54
FirstMerit Corporation	Bank	2	1.85	25,126	0.65	25,126	0.66	25,126	0.65
Post Merger		9	8.33	123,727	3.19	123,727	3.24	123,727	3.19
Pre-merger HHI		845.3		1,271.6		1,305.4		1,271.6	
Change		24.0		3.3		3.4		3.3	
Post-merger HHI		869.3		1,274.9		1,308.8		1,274.9	

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Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Lansing, MI Fed Banking Market									
Fifth Third Bancorp	Bank	16	13.01	782,211	13.62	782,211	14.19	782,211	15.77
PNC Financial Services Group, Inc.	Bank	17	13.82	687,105	11.96	687,105	12.46	687,105	13.85
Comerica Incorporated	Bank	8	6.50	618,709	10.77	618,709	11.22	618,709	12.47
First National Bancshares, Inc.	Bank	1	0.81	544,863	9.49	544,863	9.88	-	-
Bank of America Corporation	Bank	7	5.69	495,953	8.63	495,953	9.00	495,953	10.00
FirstMerit Corporation	Bank	13	10.57	475,136	8.27	475,136	8.62	475,136	9.58
JPMorgan Chase & Co.	Bank	6	4.88	465,362	8.10	465,362	8.44	465,362	9.38
Independent Bank Corporation	Bank	12	9.76	262,173	4.56	262,173	4.76	262,173	5.29
Flagstar Bancorp, Inc.	Thrift	5	4.07	241,694	4.21	120,847	2.19	241,694	4.87
Dart Financial Corporation	Bank	3	2.44	233,906	4.07	233,906	4.24	233,906	4.72
Mercantile Bank Corporation	Bank	4	3.25	223,545	3.89	223,545	4.05	223,545	4.51
Eaton Federal Savings Bank	Thrift	4	3.25	209,277	3.64	104,639	1.90	-	-
Horizon Bancorp	Bank	2	1.63	114,119	1.99	114,119	2.07	114,119	2.30
Capitol National Bank	Bank	2	1.63	109,256	1.90	109,256	1.98	109,256	2.20
Capital Directions, Inc.	Bank	4	3.25	85,175	1.48	85,175	1.54	85,175	1.72
Union Financial Corporation	Bank	3	2.44	53,305	0.93	53,305	0.97	53,305	1.07
Stockbridge Bancorporation, Inc.	Bank	2	1.63	43,287	0.75	43,287	0.79	43,287	0.87
Huntington Bancshares Incorporated	Bank	9	7.32	37,162	0.65	37,162	0.67	37,162	0.75
Citizens Financial Group, Inc.	Bank	1	0.81	21,806	0.38	21,806	0.40	21,806	0.44
Farmers State Bank of Munith	Bank	1	0.81	18,841	0.33	18,841	0.34	-	-
Homestead Savings Bank	Thrift	2	1.63	10,604	0.18	5,302	0.10	-	-
HCB Financial Corporation	Bank	1	0.81	10,530	0.18	10,530	0.19	10,530	0.21
Total		123	100.00	5,744,019	100.00	5,513,232	100.00	4,960,434	100.00
Huntington Bancshares Incorporated	Bank	9	7.32	37,162	0.65	37,162	0.67	37,162	0.75
FirstMerit Corporation	Bank	13	10.57	475,136	8.27	475,136	8.62	475,136	9.58
Post Merger		22	17.89	512,298	8.92	512,298	9.29	512,298	10.33
Pre-merger HHI		792.5		838.6		885.1		985.9	
Change		154.7		10.7		11.6		14.4	
Post-merger HHI		947.2		849.3		896.7		1,000.2	

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Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Petoskey, MI Fed Banking Market									
Chemical Financial Corporation	Bank	4	8.33	255,704	16.73	255,704	16.90	255,704	16.73
JPMorgan Chase & Co.	Bank	5	10.42	226,133	14.80	226,133	14.95	226,133	14.80
CNB Corporation	Bank	9	18.75	195,249	12.77	195,249	12.91	195,249	12.77
Harbor Springs Financial Corporation	Bank	7	14.58	178,666	11.69	178,666	11.81	178,666	11.69
Charlevoix First Corporation	Bank	6	12.50	152,822	10.00	152,822	10.10	152,822	10.00
Fifth Third Bancorp	Bank	4	8.33	151,046	9.88	151,046	9.99	151,046	9.88
PNC Financial Services Group, Inc.	Bank	5	10.42	133,016	8.70	133,016	8.79	133,016	8.70
Huntington Bancshares Incorporated	Bank	3	6.25	119,093	7.79	119,093	7.87	119,093	7.79
FirstMerit Corporation	Bank	2	4.17	71,385	4.67	71,385	4.72	71,385	4.67
First Federal of Northern Michigan Bancorp, Ir	Thrift	2	4.17	31,516	2.06	15,758	1.04	31,516	2.06
Total		48	100.00	1,528,442	100.00	1,512,684	100.00	1,528,442	100.00
Huntington Bancshares Incorporated	Bank	3	6.25	119,093	7.79	119,093	7.87	119,093	7.79
FirstMerit Corporation	Bank	2	4.17	71,385	4.67	71,385	4.72	71,385	4.67
Post Merger		5	10.42	190,478	12.46	190,478	12.59	190,478	12.46
Pre-merger HHI		1,154.5		1,159.6		1,180.6		1,159.6	
Change		52.1		72.8		74.3		72.8	
Post-merger HHI		1,206.6		1,232.3		1,254.9		1,232.3	

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Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Roscommon, MI Fed Banking Market									
JPMorgan Chase & Co.	Bank	4	30.77	159,611	37.73	159,611	37.73	159,611	37.73
Chemical Financial Corporation	Bank	4	30.77	152,907	36.15	152,907	36.15	152,907	36.15
FirstMerit Corporation	Bank	1	7.69	43,000	10.17	43,000	10.17	43,000	10.17
Mercantile Bank Corporation	Bank	2	15.38	27,168	6.42	27,168	6.42	27,168	6.42
Fifth Third Bancorp	Bank	1	7.69	20,833	4.92	20,833	4.92	20,833	4.92
Huntington Bancshares Incorporated	Bank	1	7.69	19,493	4.61	19,493	4.61	19,493	4.61
Total		13	100.00	423,012	100.00	423,012	100.00	423,012	100.00
Huntington Bancshares Incorporated	Bank	1	7.69	19,493	4.61	19,493	4.61	19,493	4.61
FirstMerit Corporation	Bank	1	7.69	43,000	10.17	43,000	10.17	43,000	10.17
Post Merger		2	15.38	62,493	14.77	62,493	14.77	62,493	14.77
Pre-merger HHI		2,307.7		2,920.4		2,920.4		2,920.4	
Change		118.3		93.7		93.7		93.7	
Post-merger HHI		2,426.0		3,014.1		3,014.1		3,014.1	

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Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Sault Sainte Marie, MI Fed Banking Market									
First National Bank of St. Ignace	Bank	7	30.43	211,815	32.75	211,815	32.75	211,815	32.75
Central Bank Corporation	Bank	9	39.13	204,394	31.61	204,394	31.61	204,394	31.61
Old Mission Bancorp, Inc.	Bank	2	8.70	94,928	14.68	94,928	14.68	94,928	14.68
Mackinac Financial Corporation	Bank	2	8.70	59,770	9.24	59,770	9.24	59,770	9.24
Huntington Bancshares Incorporated	Bank	1	4.35	43,465	6.72	43,465	6.72	43,465	6.72
FirstMerit Corporation	Bank	1	4.35	16,379	2.53	16,379	2.53	16,379	2.53
SSB, Inc.	Bank	1	4.35	15,915	2.46	15,915	2.46	15,915	2.46
Total		23	100.00	646,666	100.00	646,666	100.00	646,666	100.00
Huntington Bancshares Incorporated	Bank	1	4.35	43,465	6.72	43,465	6.72	43,465	6.72
FirstMerit Corporation	Bank	1	4.35	16,379	2.53	16,379	2.53	16,379	2.53
Post Merger		2	8.70	59,844	9.25	59,844	9.25	59,844	9.25
Pre-merger HHI		2,665.4		2,430.5		2,430.5		2,430.5	
Change		37.8		34.0		34.0		34.0	
Post-merger HHI		2,703.2		2,464.5		2,464.5		2,464.5	

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Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Traverse City, MI Fed Banking Market									
Fifth Third Bancorp	Bank	9	13.04	610,891	20.38	610,891	20.38	610,891	20.92
Chemical Financial Corporation	Bank	15	21.74	583,979	19.48	583,979	19.48	583,979	20.00
Huntington Bancshares Incorporated	Bank	11	15.94	453,580	15.13	453,580	15.13	453,580	15.53
JPMorgan Chase & Co.	Bank	7	10.14	386,001	12.88	386,001	12.88	386,001	13.22
TCSB Bancorp, Inc.	Bank	4	5.80	235,038	7.84	235,038	7.84	235,038	8.05
Central-State Bancorp, Inc.	Bank	4	5.80	140,001	4.67	140,001	4.67	140,001	4.79
Alden State Bank	Bank	3	4.35	132,603	4.42	132,603	4.42	132,603	4.54
Honor Bancorp, Inc.	Bank	6	8.70	131,602	4.39	131,602	4.39	131,602	4.51
PNC Financial Services Group, Inc.	Bank	3	4.35	94,941	3.17	94,941	3.17	94,941	3.25
Mackinac Financial Corporation	Bank	2	2.90	73,902	2.47	73,902	2.47	73,902	2.53
FirstMerit Corporation	Bank	2	2.90	59,057	1.97	59,057	1.97	59,057	2.02
First National Bancshares, Inc.	Bank	1	1.45	47,471	1.58	47,471	1.58	-	-
West Michigan Bank & Trust	Bank	1	1.45	30,400	1.01	30,400	1.01	-	-
Harbor Springs Financial Corporation	Bank	1	1.45	18,335	0.61	18,335	0.61	18,335	0.63
Total		69	100.00	2,997,801	100.00	2,997,801	100.00	2,919,930	100.00
Huntington Bancshares Incorporated	Bank	11	15.94	453,580	15.13	453,580	15.13	453,580	15.53
FirstMerit Corporation	Bank	2	2.90	59,057	1.97	59,057	1.97	59,057	2.02
Post Merger		13	18.84	512,637	17.10	512,637	17.10	512,637	17.56
Pre-merger HHI		1,203.5		1,335.5		1,335.5		1,403.9	
Change		92.4		59.6		59.6		62.8	
Post-merger HHI		1,295.9		1,395.1		1,395.1		1,466.8	

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Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Cleveland, OH Fed Banking Market									
KeyCorp	Bank	81	10.96	18,071,566	27.41	18,071,566	29.91	18,071,566	31.89
PNC Financial Services Group, Inc.	Bank	78	10.55	7,999,739	12.13	7,999,739	13.24	7,999,739	14.12
Citizens Financial Group, Inc.	Bank	61	8.25	5,875,564	8.91	5,875,564	9.72	5,875,564	10.37
TFS Financial Corporation (MHC)	Thrift	19	2.57	5,759,853	8.74	2,879,927	4.77	-	-
Huntington Bancshares Incorporated	Bank	96	12.99	5,095,209	7.73	5,095,209	8.43	5,095,209	8.99
Fifth Third Bancorp	Bank	69	9.34	4,028,773	6.11	4,028,773	6.67	4,028,773	7.11
FirstMerit Corporation	Bank	63	8.53	3,925,197	5.95	3,925,197	6.50	3,925,197	6.93
JPMorgan Chase & Co.	Bank	44	5.95	3,551,083	5.39	3,551,083	5.88	3,551,083	6.27
U.S. Bancorp	Bank	60	8.12	2,203,459	3.34	2,203,459	3.65	2,203,459	3.89
Dollar Bank, Federal Savings Bank	Thrift	28	3.79	1,740,393	2.64	870,197	1.44	1,740,393	3.07
New York Community Bancorp, Inc.	Bank	24	3.25	1,734,636	2.63	1,734,636	2.87	-	-
First Mutual Holding Co.	Thrift	18	2.44	1,289,804	1.96	644,902	1.07	-	-
Northwest Bancshares, Inc.	Thrift	22	2.98	1,074,019	1.63	537,010	0.89	1,074,019	1.90
F.N.B. Corporation	Bank	19	2.57	663,074	1.01	663,074	1.10	663,074	1.17
Ohio Farmers Insurance Company	Thrift	4	0.54	557,840	0.85	278,920	0.46	557,840	0.98
Middlefield Banc Corp.	Bank	6	0.81	490,901	0.74	490,901	0.81	490,901	0.87
Talmer Bancorp, Inc.	Bank	8	1.08	257,030	0.39	257,030	0.43	257,030	0.45
First Federal Savings and Loan Association of	Thrift	4	0.54	254,917	0.39	127,459	0.21	-	-
Maple Leaf Financial, Inc.	Thrift	1	0.14	212,438	0.32	106,219	0.18	212,438	0.37
Farmers Savings Bank	Bank	2	0.27	211,296	0.32	211,296	0.35	-	-
Liberty Bank, National Association	Bank	3	0.41	181,298	0.27	181,298	0.30	181,298	0.32
Independence BancCorp	Bank	1	0.14	147,839	0.22	147,839	0.24	147,839	0.26
Buckeye Bancshares, Inc.	Bank	1	0.14	135,002	0.20	135,002	0.22	135,002	0.24
Lake National Bank	Bank	2	0.27	132,618	0.20	132,618	0.22	132,618	0.23
Peoples Bancorp Inc.	Bank	1	0.14	104,068	0.16	104,068	0.17	104,068	0.18
United Community Financial Corp.	Thrift	4	0.54	96,049	0.15	48,025	0.08	96,049	0.17
Cortland Bancorp	Bank	2	0.27	39,208	0.06	39,208	0.06	39,208	0.07
Northern Trust Corporation	Bank	1	0.14	25,911	0.04	25,911	0.04	25,911	0.05
Farmers National Banc Corp.	Bank	2	0.27	25,651	0.04	25,651	0.04	25,651	0.05
Wayne Savings Bancshares, Inc.	Thrift	1	0.14	21,780	0.03	10,890	0.02	21,780	0.04
Pioneer Savings Bank	SB	1	0.14	13,678	0.02	6,839	0.01	-	-
Woodforest Financial Group, Inc.	Bank	8	1.08	9,220	0.01	9,220	0.02	9,220	0.02
Andover Bancorp, Inc.	Bank	1	0.14	7,938	0.01	7,938	0.01	7,938	0.01
Credit First, NA	Other	1	0.14	500	0.00	-	-	-	-

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Cleveland, OH Fed Banking Market									
Beal Financial Corporation	Thrift	1	0.14	478	0.00	239	0.00	478	0.00
Bank of New York Mellon Corporation	Bank	2	0.27	-	-	-	-	-	-
Total		739	100.00	65,938,029	100.00	60,426,905	100.00	56,673,345	100.00
Huntington Bancshares Incorporated	Bank	96	12.99	5,095,209	7.73	5,095,209	8.43	5,095,209	8.99
FirstMerit Corporation	Bank	63	8.53	3,925,197	5.95	3,925,197	6.50	3,925,197	6.93
Post Merger		159	21.52	9,020,406	13.68	9,020,406	14.93	9,020,406	15.92
Pre-merger HHI		787.2		1,250.1		1,407.5		1,574.0	
Change		221.5		92.0		109.5		124.5	
Post-merger HHI		1,008.7		1,342.1		1,517.0		1,698.6	

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Columbus, OH Fed Banking Market									
Huntington Bancshares Incorporated	Bank	86	15.28	17,449,733	29.69	17,449,733	31.44	17,449,733	33.35
JPMorgan Chase & Co.	Bank	76	13.50	12,570,948	21.39	12,570,948	22.65	12,570,948	24.03
PNC Financial Services Group, Inc.	Bank	64	11.37	6,200,227	10.55	6,200,227	11.17	6,200,227	11.85
Nationwide Financial Services, Inc.	Thrift	2	0.36	5,125,785	8.72	2,562,893	4.62	-	-
Fifth Third Bancorp	Bank	57	10.12	4,627,446	7.87	4,627,446	8.34	4,627,446	8.84
Park National Corporation	Bank	30	5.33	2,217,988	3.77	2,217,988	4.00	2,217,988	4.24
KeyCorp	Bank	26	4.62	1,442,798	2.45	1,442,798	2.60	1,442,798	2.76
U.S. Bancorp	Bank	46	8.17	1,412,309	2.40	1,412,309	2.54	1,412,309	2.70
Wells Fargo & Company	Bank	1	0.18	760,372	1.29	760,372	1.37	760,372	1.45
FirstMerit Corporation	Bank	11	1.95	657,219	1.12	657,219	1.18	657,219	1.26
Heartland BancCorp	Bank	14	2.49	593,251	1.01	593,251	1.07	593,251	1.13
DCB Financial Corp	Bank	16	2.84	471,806	0.80	471,806	0.85	471,806	0.90
WesBanco, Inc.	Bank	12	2.13	469,469	0.80	469,469	0.85	469,469	0.90
Community Bancshares, Inc.	Bank	12	2.13	463,347	0.79	463,347	0.83	463,347	0.89
First Financial Bancorp.	Bank	5	0.89	456,606	0.78	456,606	0.82	456,606	0.87
Union Savings Bank	Thrift	7	1.24	445,616	0.76	222,808	0.40	-	-
Richwood Bancshares, Inc.	Bank	4	0.71	356,032	0.61	356,032	0.64	356,032	0.68
First Merchants Corporation	Bank	7	1.24	331,758	0.56	331,758	0.60	331,758	0.63
Savings Bancorp, Inc.	Bank	7	1.24	284,961	0.48	284,961	0.51	-	-
Columbus First Bancorp, Inc.	Bank	1	0.18	235,317	0.40	235,317	0.42	235,317	0.45
Arlington Bank	SB	3	0.53	227,608	0.39	113,804	0.21	227,608	0.44
Fairfield Federal Savings and Loan Associatio	Thrift	3	0.53	215,822	0.37	107,911	0.19	-	-
CNB Financial Corporation	Bank	4	0.71	157,337	0.27	157,337	0.28	157,337	0.30
Citizens Independent Bancorp, Inc.	Bank	3	0.53	152,461	0.26	152,461	0.27	152,461	0.29
First Federal Thriftiation of Newark	Thrift	5	0.89	130,758	0.22	65,379	0.12	-	-
Benchmark Bancorp, Inc.	Bank	2	0.36	111,665	0.19	111,665	0.20	111,665	0.21
Peoples National Bancshares, Inc.	Bank	4	0.71	92,682	0.16	92,682	0.17	92,682	0.18
Merchants Bancorp, Incorporated	Bank	2	0.36	90,373	0.15	90,373	0.16	90,373	0.17
First Commonwealth Financial Corporation	Bank	4	0.71	86,658	0.15	86,658	0.16	86,658	0.17
SSNB, Inc.	Bank	3	0.53	83,394	0.14	83,394	0.15	83,394	0.16
Fidelity Federal Thriftiation, MHC	Thrift	2	0.36	80,315	0.14	40,158	0.07	-	-
Bankers Bancshares, Inc.	Other	1	0.18	75,896	0.13	-	-	-	-
MSB Capital Corporation	Thrift	1	0.18	68,215	0.12	34,108	0.06	68,215	0.13
Central Federal Corporation	Thrift	1	0.18	67,779	0.12	33,890	0.06	67,779	0.13

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Columbus, OH Fed Banking Market									
Commodore Financial Network, Inc.	Bank	3	0.53	67,154	0.11	67,154	0.12	67,154	0.13
Peoples Bancorp Inc.	Bank	5	0.89	67,010	0.11	67,010	0.12	67,010	0.13
Kingston Bancshares, Inc.	Bank	2	0.36	63,029	0.11	63,029	0.11	63,029	0.12
Middlefield Banc Corp.	Bank	2	0.36	58,070	0.10	58,070	0.10	58,070	0.11
First City Bank	Bank	1	0.18	43,911	0.07	43,911	0.08	-	-
First Federal Bank of Ohio	Thrift	2	0.36	42,636	0.07	21,318	0.04	-	-
Civista Bancshares, Inc.	Bank	2	0.36	42,169	0.07	42,169	0.08	42,169	0.08
Citizens Financial Group, Inc.	Bank	2	0.36	31,159	0.05	31,159	0.06	31,159	0.06
Milton Bancorp, Inc.	Bank	2	0.36	27,892	0.05	27,892	0.05	27,892	0.05
Pataskala Banking Company	Bank	3	0.53	26,124	0.04	26,124	0.05	26,124	0.05
North Valley Bancshares, Inc.	Bank	1	0.18	24,336	0.04	24,336	0.04	24,336	0.05
United Bancorp, Inc.	Bank	2	0.36	15,571	0.03	15,571	0.03	15,571	0.03
FNB Shares, Inc.	Bank	1	0.18	12,056	0.02	12,056	0.02	-	-
Talmer Bancorp, Inc.	Bank	1	0.18	11,541	0.02	11,541	0.02	11,541	0.02
Liberty Bancshares, Inc.	Bank	1	0.18	10,891	0.02	10,891	0.02	10,891	0.02
United Bancshares, Inc.	Bank	1	0.18	6,095	0.01	6,095	0.01	6,095	0.01
Woodforest Financial Group, Inc.	Bank	6	1.07	5,502	0.01	5,502	0.01	5,502	0.01
First Citizens National Bank of Upper Sandusl	Bank	1	0.18	4,433	0.01	4,433	0.01	4,433	0.01
Community Investors Bancorp, Inc.	Thrift	1	0.18	3,015	0.01	1,508	0.00	3,015	0.01
Bank of New York Mellon Corporation	Bank	2	0.36	-	-	-	-	-	-
Total		563	100.00	58,776,545	100.00	55,496,875	100.00	52,318,789	100.00
Huntington Bancshares Incorporated	Bank	86	15.28	17,449,733	29.69	17,449,733	31.44	17,449,733	33.35
FirstMerit Corporation	Bank	11	1.95	657,219	1.12	657,219	1.18	657,219	1.26
Post Merger		97	17.23	18,106,952	30.81	18,106,952	32.63	18,106,952	34.61
Pre-merger HHI		804.7		1,623.0		1,755.7		1,951.1	
Change		59.7		66.4		74.5		83.8	
Post-merger HHI		864.4		1,689.4		1,830.2		2,034.9	

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Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Dover-New Philadelphia, OH Fed Banking Market									
Huntington Bancshares Incorporated	Bank	9	16.07	378,626	19.99	378,626	20.03	378,626	22.11
CSB Bancorp, Inc.	Bank	7	12.50	245,130	12.94	245,130	12.97	245,130	14.32
FFD Financial Corporation	Bank	5	8.93	244,142	12.89	244,142	12.91	244,142	14.26
JPMorgan Chase & Co.	Bank	5	8.93	218,542	11.54	218,542	11.56	218,542	12.76
Killbuck Bancshares, Inc.	Bank	4	7.14	213,859	11.29	213,859	11.31	39,052	2.28
FNB, Inc.	Bank	5	8.93	191,367	10.11	191,367	10.12	191,367	11.18
PNC Financial Services Group, Inc.	Bank	3	5.36	127,310	6.72	127,310	6.73	127,310	7.43
United Bancorp, Inc.	Bank	4	7.14	66,850	3.53	66,850	3.54	66,850	3.90
Strasburg Bancorp Inc.	Bank	1	1.79	55,347	2.92	55,347	2.93	55,347	3.23
U.S. Bancorp	Bank	2	3.57	44,364	2.34	44,364	2.35	44,364	2.59
Baltic State Bank	Bank	3	5.36	41,370	2.18	41,370	2.19	41,370	2.42
Citizens Financial Group, Inc.	Bank	1	1.79	27,498	1.45	27,498	1.45	27,498	1.61
WesBanco, Inc.	Bank	1	1.79	11,539	0.61	11,539	0.61	11,539	0.67
Park National Corporation	Bank	1	1.79	7,784	0.41	7,784	0.41	7,784	0.45
Equitable Savings and Loan Company	Thrift	1	1.79	6,555	0.35	3,278	0.17	-	-
CNB Financial Corporation	Bank	1	1.79	6,455	0.34	6,455	0.34	6,455	0.38
FirstMerit Corporation	Bank	1	1.79	3,887	0.21	3,887	0.21	3,887	0.23
Woodforest Financial Group, Inc.	Bank	1	1.79	1,751	0.09	1,751	0.09	1,751	0.10
Peoples Bancorp Inc.	Bank	1	1.79	1,375	0.07	1,375	0.07	1,375	0.08
Total		56	100.00	1,893,751	100.00	1,890,474	100.00	1,712,389	100.00
Huntington Bancshares Incorporated	Bank	9	16.07	378,626	19.99	378,626	20.03	378,626	22.11
FirstMerit Corporation	Bank	1	1.79	3,887	0.21	3,887	0.21	3,887	0.23
Post Merger		10	17.86	382,513	20.20	382,513	20.23	382,513	22.34
Pre-merger HHI		854.6		1,175.7		1,179.7		1,287.0	
Change		57.4		8.2		8.2		10.0	
Post-merger HHI		912.0		1,183.9		1,187.9		1,297.1	

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Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Richland County, OH Fed Banking Market									
Park National Corporation	Bank	13	27.08	517,811	28.94	517,811	29.61	517,811	38.54
Mechanics Financial Corporation	Bank	8	16.67	385,367	21.54	385,367	22.03	-	-
KeyCorp	Bank	5	10.42	197,690	11.05	197,690	11.30	197,690	14.71
JPMorgan Chase & Co.	Bank	3	6.25	188,673	10.54	188,673	10.79	188,673	14.04
FirstMerit Corporation	Bank	3	6.25	134,182	7.50	134,182	7.67	134,182	9.99
Civista Bancshares, Inc.	Bank	3	6.25	97,204	5.43	97,204	5.56	97,204	7.23
First Federal Bank of Ohio	Thrift	3	6.25	60,541	3.38	30,271	1.73	-	-
U.S. Bancorp	Bank	3	6.25	56,960	3.18	56,960	3.26	56,960	4.24
Sutton Bancshares, Inc.	Bank	2	4.17	43,081	2.41	43,081	2.46	43,081	3.21
Huntington Bancshares Incorporated	Bank	1	2.08	38,453	2.15	38,453	2.20	38,453	2.86
PNC Financial Services Group, Inc.	Bank	1	2.08	30,341	1.70	30,341	1.73	30,341	2.26
United Community Financial Corp.	Thrift	1	2.08	20,366	1.14	10,183	0.58	20,366	1.52
CNB Financial Corporation	Bank	1	2.08	18,037	1.01	18,037	1.03	18,037	1.34
Woodforest Financial Group, Inc.	Bank	1	2.08	731	0.04	731	0.04	731	0.05
Total		48	100.00	1,789,437	100.00	1,748,984	100.00	1,343,529	100.00
Huntington Bancshares Incorporated	Bank	1	2.08	38,453	2.15	38,453	2.20	38,453	2.86
FirstMerit Corporation	Bank	3	6.25	134,182	7.50	134,182	7.67	134,182	9.99
Post Merger		4	8.33	172,635	9.65	172,635	9.87	172,635	12.85
Pre-merger HHI		1,354.2		1,657.3		1,724.8		2,096.9	
Change		26.0		32.2		33.7		57.2	
Post-merger HHI		1,380.2		1,689.5		1,758.6		2,154.0	

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Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Toledo, OH-MI Fed Banking Market									
Huntington Bancshares Incorporated	Bank	35	17.16	2,631,404	24.02	2,631,404	24.61	2,631,404	24.39
Fifth Third Bancorp	Bank	30	14.71	2,307,243	21.06	2,307,243	21.57	2,307,243	21.38
KeyCorp	Bank	24	11.76	1,282,481	11.71	1,282,481	11.99	1,282,481	11.89
PNC Financial Services Group, Inc.	Bank	18	8.82	893,203	8.15	893,203	8.35	893,203	8.28
Citizens Financial Group, Inc.	Bank	17	8.33	709,987	6.48	709,987	6.64	709,987	6.58
Signature Bancorp, Inc.	Bank	1	0.49	614,415	5.61	614,415	5.75	614,415	5.69
Waterford Bancorp, Inc.	Bank	2	0.98	457,450	4.18	457,450	4.28	457,450	4.24
Farmers & Merchants Bancorp, Inc.	Bank	11	5.39	447,688	4.09	447,688	4.19	447,688	4.15
First Defiance Financial Corp.	Thrift	8	3.92	319,708	2.92	159,854	1.49	319,708	2.96
GenBanc, Inc.	Bank	7	3.43	243,007	2.22	243,007	2.27	243,007	2.25
Croghan Bancshares, Inc.	Bank	5	2.45	170,555	1.56	170,555	1.59	170,555	1.58
SB Financial Group, Inc.	Bank	7	3.43	165,220	1.51	165,220	1.54	165,220	1.53
MBT Financial Corp.	Bank	3	1.47	143,764	1.31	143,764	1.34	143,764	1.33
First FedDelta Bancshares, MHC	Thrift	6	2.94	139,243	1.27	69,622	0.65	-	-
FirstMerit Corporation	Bank	4	1.96	105,246	0.96	105,246	0.98	105,246	0.98
U.S. Bancorp	Bank	2	0.98	58,824	0.54	58,824	0.55	58,824	0.55
Metamora Bancorp, Inc.	Bank	2	0.98	55,486	0.51	55,486	0.52	55,486	0.51
United Bancshares, Inc.	Bank	3	1.47	51,680	0.47	51,680	0.48	51,680	0.48
Marblehead Bancorp	Bank	3	1.47	39,612	0.36	39,612	0.37	39,612	0.37
First Bancshares, Inc.	Bank	3	1.47	38,858	0.35	38,858	0.36	38,858	0.36
Princeton Capital Holdings LLC	Thrift	1	0.49	35,034	0.32	17,517	0.16	35,034	0.32
First Federal Savings and Loan Association of	Thrift	1	0.49	24,891	0.23	12,446	0.12	-	-
Woodforest Financial Group, Inc.	Bank	8	3.92	10,339	0.09	10,339	0.10	10,339	0.10
Civista Bancshares Inc.	Bank	1	0.49	8,191	0.07	8,191	0.08	8,191	0.08
Citizens Bancshares, Inc.	Bank	1	0.49	-	-	-	-	-	-
Comunibanc Corporation	Bank	1	0.49	-	-	-	-	-	-
Total		204	100.00	10,953,529	100.00	10,694,091	100.00	10,789,395	100.00
Huntington Bancshares Incorporated	Bank	35	17.16	2,631,404	24.02	2,631,404	24.61	2,631,404	24.39
FirstMerit Corporation	Bank	4	1.96	105,246	0.96	105,246	0.98	105,246	0.98
Post Merger		39	19.12	2,736,650	24.98	2,736,650	25.59	2,736,650	25.36
Pre-merger HHI		911.2		1,355.6		1,414.1		1,395.5	
Change		67.3		46.2		48.4		47.6	
Post-merger HHI		978.5		1,401.8		1,462.5		1,443.0	

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share

Toledo, OH-MI Fed Banking Market

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share

Deposits as of June 30, 2015

Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Wayne-West Holmes, OH Fed Banking Market									
PNC Financial Services Group, Inc.	Bank	10	18.87	461,064	21.61	461,064	23.05	461,064	21.61
Killbuck Bancshares, Inc.	Bank	3	5.66	160,407	7.52	160,407	8.02	160,407	7.52
Farmers National Banc Corp.	Bank	9	16.98	327,742	15.36	327,742	16.38	327,742	15.36
FirstMerit Corporation	Bank	4	7.55	312,608	14.65	312,608	15.63	312,608	14.65
CSB Bancorp, Inc.	Bank	8	15.09	245,238	11.49	245,238	12.26	245,238	11.49
Wayne Savings Bancshares, Inc.	Thrift	6	11.32	237,312	11.12	118,656	5.93	237,312	11.12
JPMorgan Chase & Co.	Bank	2	3.77	118,169	5.54	118,169	5.91	118,169	5.54
Apple Creek Banc Corp	Bank	3	5.66	78,756	3.69	78,756	3.94	78,756	3.69
Community Independent Bancorp, Inc.	Bank	2	3.77	47,162	2.21	47,162	2.36	47,162	2.21
Park National Corporation	Bank	2	3.77	45,721	2.14	45,721	2.29	45,721	2.14
Monitor Bancorp, Inc.	Bank	1	1.89	40,934	1.92	40,934	2.05	40,934	1.92
Ohio Farmers Insurance Company	Thrift	1	1.89	29,991	1.41	14,996	0.75	29,991	1.41
Huntington Bancshares Incorporated	Bank	1	1.89	27,702	1.30	27,702	1.38	27,702	1.30
Woodforest Financial Group, Inc.	Bank	1	1.89	1,125	0.05	1,125	0.06	1,125	0.05
Total		53	100.00	2,133,931	100.00	2,000,280	100.00	2,133,931	100.00
Huntington Bancshares Incorporated	Bank	1	1.89	27,702	1.30	27,702	1.38	27,702	1.30
FirstMerit Corporation	Bank	4	7.55	312,608	14.65	312,608	15.63	312,608	14.65
Post Merger		5	9.43	340,310	15.95	340,310	17.01	340,310	15.95
Pre-merger HHI		1,178.4		1,290.7		1,361.7		1,290.7	
Change		28.5		38.0		43.3		38.0	
Post-merger HHI		1,206.8		1,328.7		1,405.0		1,328.7	

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Pittsburgh, PA Fed Banking Market									
PNC Financial Services Group, Inc.	Bank	157	17.80	56,338,053	47.82	56,338,053	49.64	56,338,053	58.05
Bank of New York Mellon Corporation	Bank	5	0.57	18,178,760	15.43	18,178,760	16.02	-	-
Citizens Financial Group, Inc.	Bank	127	14.40	9,389,913	7.97	9,389,913	8.27	9,389,913	9.68
F.N.B. Corporation	Bank	108	12.24	5,783,755	4.91	5,783,755	5.10	5,783,755	5.96
Dollar Bank, Federal Savings Bank	Thrift	38	4.31	3,850,887	3.27	1,925,444	1.70	3,850,887	3.97
Huntington Bancshares Incorporated	Bank	43	4.88	2,994,799	2.54	2,994,799	2.64	2,994,799	3.09
First Niagara Financial Group, Inc.	Bank	59	6.69	2,819,336	2.39	2,819,336	2.48	2,819,336	2.91
TriState Capital Holdings, Inc.	Bank	2	0.23	2,556,849	2.17	2,556,849	2.25	2,556,849	2.63
First Commonwealth Financial Corporation	Bank	64	7.26	2,554,207	2.17	2,554,207	2.25	2,554,207	2.63
S&T Bancorp, Inc.	Bank	27	3.06	1,846,168	1.57	1,846,168	1.63	1,846,168	1.90
WesBanco, Inc.	Bank	38	4.31	1,666,080	1.41	1,666,080	1.47	1,666,080	1.72
Northwest Bancshares, Inc.	Thrift	31	3.51	1,088,393	0.92	544,197	0.48	1,088,393	1.12
NexTier Incorporated	Bank	26	2.95	993,104	0.84	993,104	0.87	993,104	1.02
WFSB Mutual Holding Company	Thrift	8	0.91	898,777	0.76	449,389	0.40	898,777	0.93
First Federal Savings and Loan Association of	Thrift	6	0.68	775,836	0.66	387,918	0.34	-	-
CB Financial Services, Inc.	Bank	16	1.81	695,572	0.59	695,572	0.61	695,572	0.72
CF Financial Corp.	Thrift	9	1.02	451,324	0.38	225,662	0.20	-	-
Mutual Holding Company of Western Pennsyl	Thrift	10	1.13	404,948	0.34	202,474	0.18	404,948	0.42
Wells Fargo & Company	Bank	1	0.11	329,495	0.28	329,495	0.29	329,495	0.34
Allegheny Valley Bancorp, Inc.	Bank	9	1.02	324,418	0.28	324,418	0.29	324,418	0.33
Commercial National Financial Corporation	Bank	10	1.13	312,860	0.27	312,860	0.28	312,860	0.32
Mars National Bancorp, Inc.	Bank	5	0.57	303,081	0.26	303,081	0.27	303,081	0.31
Slovenian Savings and Loan Association of C	Thrift	1	0.11	292,936	0.25	146,468	0.13	-	-
United Bankshares, Inc.	Bank	3	0.34	291,844	0.25	291,844	0.26	291,844	0.30
Standard Financial Corp.	Bank	8	0.91	256,415	0.22	256,415	0.23	256,415	0.26
Sewickley Savings Bank	SB	3	0.34	227,208	0.19	113,604	0.10	-	-
FirstMerit Corporation	Bank	4	0.45	226,999	0.19	226,999	0.20	226,999	0.23
Enterprise Financial Services Group, Inc	Bank	1	0.11	215,309	0.18	215,309	0.19	215,309	0.22
Scottdale Bank & Trust Company	Bank	5	0.57	214,704	0.18	214,704	0.19	-	-
Keystrong Financial, Inc.	Bank	3	0.34	193,704	0.16	193,704	0.17	193,704	0.20
WVS Financial Corp.	Bank	6	0.68	140,713	0.12	140,713	0.12	-	-
Emclaire Financial Corp.	Bank	4	0.45	131,125	0.11	131,125	0.12	131,125	0.14
Westmoreland Federal Savings and Loan Ass	Thrift	1	0.11	127,996	0.11	63,998	0.06	-	-
Apollo Bancorp, Inc.	Bank	6	0.68	127,276	0.11	127,276	0.11	127,276	0.13

Depository Institutions and Market Share
Deposits as of June 30, 2015
Ownership updated for completed transactions to February 25, 2016

Company	Type	Branches	Share	Total Deposits	Share	SBs, S&Ls Weighted 50%	Share	2% Test**	Share
Pittsburgh, PA Fed Banking Market									
AmeriServ Financial, Inc.	Bank	3	0.34	103,243	0.09	103,243	0.09	103,243	0.11
Slovak Savings Bank	SB	1	0.11	99,789	0.08	49,895	0.04	99,789	0.10
Farmers Building and Savings Bank	SB	1	0.11	76,608	0.07	38,304	0.03	-	-
United-American Savings Bank	SB	1	0.11	75,887	0.06	37,944	0.03	-	-
Armstrong County Building and Loan Associat	Thrift	1	0.11	74,162	0.06	37,081	0.03	-	-
Somerset Trust Holding Company	Bank	9	1.02	70,901	0.06	70,901	0.06	70,901	0.07
1st Summit Bancorp of Johnstown, Inc.	Bank	2	0.23	51,166	0.04	51,166	0.05	51,166	0.05
United Community Financial Corp.	Thrift	1	0.11	46,922	0.04	23,461	0.02	46,922	0.05
Progressive-Home Federal Savings and Loan	Thrift	2	0.23	39,003	0.03	19,502	0.02	-	-
Compass Savings Bank	SB	1	0.11	32,074	0.03	16,037	0.01	-	-
Community Bankers' Corporation	Bank	1	0.11	28,173	0.02	28,173	0.02	28,173	0.03
Manor Bank	Bank	2	0.23	26,825	0.02	26,825	0.02	-	-
Union Building and Loan Savings Bank	SB	1	0.11	26,388	0.02	13,194	0.01	-	-
Greenville Savings Bank	SB	1	0.11	23,163	0.02	11,582	0.01	23,163	0.02
Woodforest Financial Group, Inc.	Bank	9	1.02	13,773	0.01	13,773	0.01	13,773	0.01
Farmers National Banc Corp.	Bank	1	0.11	12,744	0.01	12,744	0.01	12,744	0.01
Beal Financial Corporation	Thrift	1	0.11	5,794	0.00	2,897	0.00	5,794	0.01
Total		882	100.00	117,809,459	100.00	113,500,412	100.00	97,049,035	100.00
Huntington Bancshares Incorporated	Bank	43	4.88	2,994,799	2.54	2,994,799	2.64	2,994,799	3.09
FirstMerit Corporation	Bank	4	0.45	226,999	0.19	226,999	0.20	226,999	0.23
Post Merger		47	5.33	3,221,798	2.73	3,221,798	2.84	3,221,798	3.32
Pre-merger HHI		878.1		2,653.3		2,848.1		3,557.9	
Change		4.4		1.0		1.1		1.4	
Post-merger HHI		882.6		2,654.2		2,849.1		3,559.3	

** 2% Test: No deposits included for all institutions with less than 2% commercial & industrial loans to total assets ratio as of 12/31/2015.