Huntington Bancshares Incorporated

165(d) Resolution Plan: Public Summary

December 31, 2017

Forward-Looking Statements

This document contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Forward-looking statements may be identified by words such as expect, anticipate, believe, intend, estimate, plan, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. Actual results may differ materially from those included in these statements due to a variety of factors, including regulatory or other considerations and approvals. Additional factors that could cause results to differ materially from those described above can be found in Huntington Bancshares Incorporated's (HBI) 2017 Annual Report on Form 10-K, and documents subsequently filed by HBI with the Securities and Exchange Commission (SEC). All forward-looking statements included in this document are based on information available at the time of the release. HBI and its subsidiaries assume no obligation to update any forward-looking statement.

Where You Can Find More Information

HBI files annual, quarterly and current reports, proxy statements and other information with the SEC. These reports and other information may be inspected without charge at the public reference facilities maintained by the SEC at 100 F Street, NE, Washington, D.C., 20549. SEC filings are also available over the Internet on the SEC's website, www.sec.gov. HBI also maintains a website at www.huntington.com, where the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and current reports on Form 8-K are available free of charge as soon as reasonably practicable after those reports are filed with or furnished to the SEC.

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Introduction

To promote financial stability, Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) and its implementing regulations (the DFA Rule)[1] require each bank holding company (BHC) with total consolidated assets of $50 billion or more to periodically submit to the Board of Governors of the Federal Reserve System (FRB) and the Federal Deposit Insurance Corporation (FDIC and together with the FRB, the Agencies) a plan for its rapid and orderly resolution in the event of material financial distress or failure (a 165(d) Resolution Plan).

Huntington Bancshares Incorporated (HBI) is subject to the requirements of Section 165(d) of the Dodd-Frank Act and the DFA Rule, and is required to submit a 165(d) Resolution Plan to the Agencies[2]. Under the DFA Rule, certain companies are permitted, if they meet the eligibility requirements, to file a "tailored" 165(d) Resolution Plan which has reduced informational requirements with the approval of the Agencies. HBI has received approval to submit a "tailored" 165(d) Resolution Plan for 2017. In addition, the FDIC has adopted a rule requiring each covered insured depository institution (CIDI) with $50 billion or more in total assets to periodically submit a resolution plan to the FDIC. HBI's wholly-owned subsidiary, The Huntington National Bank, is required to submit a CIDI Resolution Plan with the FDIC.

In the unlikely event of material financial distress or failure, HBI's 165(d) Resolution Plan provides for the rapid and orderly resolution of HBI. The 165(d) Resolution Plan includes strategies involving receivership of The Huntington National Bank (HNB or the Bank) under the Federal Deposit Insurance Act (FDIA) (12 U.S.C. 1821 and 1823), and reorganization or liquidation of HBI under the United States Bankruptcy Code (the Bankruptcy Code).

In accordance with the DFA Rule and guidance provided by the FRB and the FDIC, the Resolution Plan assumes a series of hypothetical idiosyncratic material financial events that affect HNB under economic conditions consistent with either the baseline, adverse, or severely adverse scenarios published by the FRB on February 3, 2017.

This document summarizes the key elements of HBI's 165(d) Resolution Plan. Unless otherwise indicated, information in this Public Summary is provided as of December 31, 2016.

[1] 12 CFR part 381 (FDIC); 12 CFR part 243 (FRB).
[2] Huntington Bancshares Incorporated is a "covered company" under the DFA Rule. A covered company is each non-bank financial holding company supervised by the FRB and each bank holding company with total consolidated assets of $50 billion or more.

Huntington Bancshares Incorporated

HBI is a multi-state diversified regional BHC organized under Maryland law in 1966 and headquartered in Columbus, Ohio, with 15,993 average full-time equivalent (FTE) employees. HBI is the ultimate parent in HBI's organizational structure. It is a publicly-traded company listed on the NASDAQ exchange under the ticker symbol "HBAN." HBI is a BHC under the Bank Holding Company Act and a Financial Holding Company (FHC).

HBI's subsidiaries, which include one insured depository institution (HNB), provide full-service commercial and consumer banking services, mortgage banking services, automobile financing, recreational vehicle and marine financing, equipment leasing, investment management, trust services, brokerage services, insurance programs, and other financial products and services. At December 31, 2016, HBI had 24 private client group offices and 1,091 branches across Ohio, Michigan, Pennsylvania, Indiana, Illinois, Wisconsin, West Virginia, and Kentucky.

HBI operates its business through five reportable operating segments based on an internally-aligned segment leadership structure (as defined in its 2016 Annual Report): Consumer and Business Banking, Commercial Banking, Commercial Real Estate and Vehicle Finance, Private Client Group and Regional Banking (PCG and Regional Banking), and Home Lending. A sixth segment, Treasury / Other, includes technology and operations along with other unallocated assets, liabilities, revenue, and expense.

HBI itself does not directly engage in critical operations[3] or activities designated as Core Business Lines (CBL, as defined in Section B). HBI's subsidiaries do not have significant operational dependency on HBI. However, HBI does provide its subsidiaries with capital and funding, which enables those subsidiaries to engage in providing HBI's critical services and CBLs.

On August 16, 2016, HBI completed its acquisition of FirstMerit Corporation (FirstMerit) in a stock and cash transaction valued at approximately $3.7 billion. FirstMerit was the parent holding company of FirstMerit Bank, N.A., and a diversified financial services company headquartered in Akron, Ohio. At the time of the acquisition, FirstMerit had approximately $27 billion in total assets and $21 billion in total deposits, and had operations in Ohio, Michigan, Wisconsin, Illinois, and Pennsylvania. Post-merger, HBI now operates across an eight-state Midwestern footprint. The acquisition of FirstMerit did not materially impact HBI's resolution strategies or its resolvability under the Bankruptcy Code.

As of December 31, 2016, HBI's assets were $99.7 billion with liabilities of $89.4 billion. HBI's assets on a stand-alone basis were $14.0 billion with liabilities of $3.7 billion. Investments in HNB of $10.7 billion represented the largest portion of HBI's assets. HBI's funding requirements in 2017 consist primarily of dividends to shareholders, debt service, income taxes, operating expenses, funding of non-bank subsidiaries, repurchase of HBAN stock, and acquisitions.

The FRB establishes capital requirements, including well-capitalized standards for consolidated financial holding companies. At December 31, 2016, HBI was well-capitalized under the FRB's regulatory capital adequacy guidelines.

[3] Under the DFA Rule, "critical operations" are those operations, including associated services, functions and support, the failure or discontinuance of which, in the view of the covered company or as jointly directed by the FRB and FDIC, would pose a threat to the financial stability of the United States. 12 CFR 381.2(g). Neither HBI nor HNB provide operations, services, or functions whose failure or discontinuance would pose a threat to the financial stability of the United States, and, therefore, the 165(d) Resolution Plan does not address any critical operations issues.

A. Material Entities

For purposes of the 165(d) Resolution Plan, HBI has identified HNB as its only material entity.

A "material entity" under the DFA Rule is any subsidiary or foreign office of HBI that is significant to the activities of a critical operation or CBL of a covered company. The 165(d) Resolution Plan addresses strategies that could be useful in ensuring the orderly resolution of HNB in the event of material financial distress or failure.

The Huntington National Bank

HNB, organized in 1866, is a wholly-owned banking subsidiary of HBI, and is the only banking entity within HBI's organizational structure. HNB's assets represent 99.8% of HBI's consolidated assets and contribute the majority of HBI's consolidated revenue and net income. In addition to holding the majority of the assets, HNB provides all Critical Services[4], employs the majority of key personnel, owns key real estate and provides operational and financial support to the five core business lines described in Section B.

HNB provides full-service commercial and consumer banking services, mortgage banking services, automobile financing, recreational vehicle and marine financing, equipment leasing, investment management, trust services, brokerage services, insurance programs, and other financial products and services.

HNB's net income was $817 million in 2016, with revenue of $3,420 million. As of December 31, 2016, HNB's assets were approximately $99.6 billion with liabilities of approximately $88.5 billion. Loans and leases of $66.9 billion represent the largest portion of HNB's assets. HNB's primary source of funding is retail and commercial core deposits. To the extent HNB is unable to obtain sufficient liquidity through core deposits, it may meet its funding needs through non-core deposits, Federal Home Loan Bank (FHLB) advances, wholesale debt instruments, and asset securitizations or sales.

The Office of the Comptroller of the Currency (OCC) establishes capital requirements for national banks, including HNB. At December 31, 2016, HNB was well-capitalized under the OCC's regulatory capital adequacy guidelines.

Further financial detail on HNB is disclosed in the Federal Financial Institutions Examination Council (FFIEC) Form 031 (the Call Reports) as filed with the FDIC, which is available on the FDIC's website at www.fdic.gov.

[4] "Critical Services" refers to services and operations, such as servicing, information technology support and operations, human resources and personnel that are necessary to continue day-to-day operations.

B. Description of Core Business Lines

For purposes of the DFA Rule, "core business lines" are the business lines of the covered company, including associated operations, services, functions and support that, upon failure, would result in a material loss of revenue, profit, or franchise value. HBI has identified five CBLs under the DFA Rule. The five CBLs are described below.

Consumer and Business Banking

Consumer and Business Banking provides a wide array of financial products and services to consumer and small business customers including, but not limited to, checking accounts, savings accounts, money market accounts, certificates of deposit, investments, consumer loans, credit cards, and small business loans. Other financial services available to consumer and small business customers include mortgages, insurance, interest rate risk protection, foreign exchange, and treasury management. Business Banking is defined as serving companies with revenues up to $20 million. In May 2017, the Home Lending CBL was moved into the Consumer and Business Banking CBL.

Commercial Banking

Through a relationship banking model, Commercial Banking provides a wide array of products and services to the middle market, large corporate, and government public sector customers located primarily within HBI's geographic footprint. Commercial Banking is divided into four business units: commercial lending, asset finance, capital markets, and treasury management.

Commercial Real Estate and Vehicle Finance

Commercial Real Estate and Vehicle Finance (CRE and Vehicle Finance) provides lending and other banking products and services to customers outside of HBI's traditional retail and commercial banking business units. Products and services include providing financing for the purchase of automobiles, light-duty trucks, recreational vehicles and marine craft at franchised dealerships, financing the acquisition of new and used vehicle inventory of franchised automotive dealerships, and financing for land, buildings, and other commercial real estate owned or constructed by real estate developers, automobile dealerships, or other customers with real estate project financing needs.

Huntington Private Client Group and Regional Banking

The core business of the Huntington Private Client Group and Regional Banking (PCG and Regional Banking) is The Huntington Private Bank, which consists of Private Banking, Wealth and Investment Management, and Retirement Plan services. The Huntington Private Bank provides high net-worth customers with deposit, loans (including specialized lending options), insurance, and banking services. The Huntington Private Bank also delivers wealth management and legacy planning through investment and portfolio management, fiduciary administration, and trust services. This group also provides retirement plan services to corporate businesses. The Huntington Private Client Group also provides corporate trust and custody services to public and private institutional customers.

Home Lending

Home Lending originates and services consumer loans and mortgages for customers who are generally located in HBI's primary banking markets. Consumer and mortgage lending products are primarily distributed through the Consumer and Business Banking and PCG and Regional Banking CBLs, as well as through commissioned loan originators. Home Lending earns interest on portfolio loans and loans held-for-sale, earns fee income from the origination and servicing of mortgage loans, and recognizes gains or losses from the sale of mortgage loans. Home Lending also supports the origination and servicing of mortgage loans from other CBLs. In May 2017, Home Lending was moved to the Consumer and Business Banking CBL.

C. Summary Financial Information

The balance sheets of HBI and HNB are presented in Exhibit C.1, as of December 31, 2016. The information for HBI is taken from HBI's Annual Report on Form 10-K. The information regarding HNB is based on HNB's Consolidated Report of Condition and Income on FFIEC Form 031 for the year ended December 31, 2016, which is filed with the FDIC and available at www.fdic.gov.

Exhibit C.1 Consolidated Balance Sheets as of December 31, 2016

(dollar amounts in millions)	HBI	HNB
Assets		
Cash and due from banks	$ 1,385	$ 1,071
Interest-bearing deposits in banks	58	176
Loans held for sale	513	513
Available-for-sale and other securities	15,563	14,997
Held-to-maturity securities	7,807	7,807
Loans and leases	66,962	66,918
Allowance for loan and lease losses	(638)	(637)
Net loans and leases	66,324	66,281
Premises and equipment	815	813
Goodwill	1,993	1,944
Other intangible assets	402	622
Accrued income and other assets	4,854	5,331
Total assets	**$ 99,714**	**$ 99,555**
Liabilities and Shareholders' Equity		
Deposits	$ 75,608	$ 77,583
Short-term borrowings	3,693	4,560
Long-term debt	8,309	5,093
Accrued expenses and other liabilities	1,796	1,267
Total liabilities	89,406	88,503
Total shareholders' equity	10,308	11,052
Total liabilities and equity	**$ 99,714**	**$ 99,555**

Capital

Both regulatory capital and shareholders' equity are managed at HBI and HNB. HBI and HNB both have an active program for managing capital and maintaining a comprehensive process for assessing overall capital adequacy. Capital is generated primarily through the retention of earnings, net of dividends. Other potential sources of capital include issuance of common and preferred stock. The primary objectives are to maintain capital at an amount commensurate with HBI and HNB's risk profile and risk tolerance objectives, to meet both regulatory and market expectations, and to provide flexibility needed for future growth and the execution of its strategies.

Beginning in 2015, HBI and HNB became subject to the Basel III capital requirements, including the standardized approach for calculating risk-weighted assets in accordance with subpart D of the final capital rule. The Basel III capital requirements emphasize common equity tier 1 (CET1) capital, the most loss-absorbing form of capital, and implement strict eligibility criteria for regulatory capital instruments. CET1 capital primarily includes common shareholders' equity less certain deductions for goodwill and other intangibles net of related taxes, and deferred tax assets that arise from tax loss and credit carryforwards. Tier 1 capital is primarily comprised of CET1 capital, perpetual preferred stock and certain qualifying capital instruments (TRUPS) that are subject to phase-out from tier 1 capital. Tier 2 capital primarily includes qualifying subordinated debt and qualifying Allowance for Loan and Lease Losses (ALLL).

As of December 31, 2016, HBI and HNB met all capital adequacy requirements and had regulatory capital ratios in excess of the levels established for well-capitalized institutions. The period-end capital amounts and capital ratios of HBI and HNB are shown in Exhibit C.2. The implementation of the Basel III capital requirements is transitional and phases in from January 1, 2015 through the end of 2018.

Regulatory Capital

Exhibit C.2 presents certain regulatory capital data for both HBI and HNB.

Exhibit C.2 Capital Adequacy as of December 31, 2016

(dollar amounts in millions)	HBI	HNB	HBI Well-capitalized minimums	HNB Well-capitalized minimums
Regulatory Capital:				
Common Equity Tier 1 risk-based capital	$ 7,486	$ 8,153		
Tier 1 risk-based capital	8,547	9,086		
Tier 2 risk-based capital	1,668	1,732		
Total risk-based capital	10,215	10,818		
Assets:				
Total risk-weighted assets	$ 78,263	$ 78,242		
Ratios:				
Tier 1 leverage ratio	8.70%	9.29%	N.A.	5.00%
Common Equity Tier 1 ratio	9.56%	10.42%	N.A.	6.50%
Tier 1 risk-based capital ratio	10.92%	11.61%	6.00%	8.00%
Total risk-based capital ratio	13.05%	13.83%	10.00%	10.00%

Capital Planning

HBI is required to submit a capital plan annually to the Federal Reserve for supervisory review in connection with its annual Comprehensive Capital Analysis and Review (CCAR) process, an assessment of the capital adequacy of BHCs with consolidated assets of $50 billion or more and of the practices used by covered banks to assess capital needs. HBI is required to include within its capital plan an assessment of the expected uses and sources of capital and a description of all planned capital actions over the planning horizon, a detailed description of the process for assessing capital adequacy, its capital policy, and a discussion of any expected changes to its business plan that are likely to have a material impact on its capital adequacy.

On February 3, 2017, the Federal Reserve issued a final rule amending the capital plan and stress test rules for large and non-complex BHCs, such as HBI, to provide, among other things, that beginning with the 2017 CCAR cycle, such BHCs would continue to submit a capital plan for quantitative assessment but would no longer be subject to a non-objection from a qualitative aspect. The Federal Reserve proposed to evaluate the strength of a large and non-complex company's qualitative capital planning process through the regular supervisory process and targeted horizontal reviews on specific aspects of a BHCs capital planning process. As such, the Federal Reserve will conduct a quantitative assessment of capital based on supervisory-run stress tests that assess the ability to maintain capital levels above certain minimum ratios, after taking all capital actions included in a BHC's capital plan, under baseline and stressful conditions throughout a nine-quarter planning horizon, and whether they have robust, forward-looking capital planning processes that account for their unique risks. The planning horizon for the most recently completed capital planning and stress testing cycle encompassed the nine-quarter period from the first quarter of 2017 through the first quarter of 2019.

The Federal Reserve has the ability to object to HBI's capital plan on quantitative grounds. If the Federal Reserve objects to a BHC's capital plan, the BHC cannot make any capital distribution unless the Federal Reserve indicates in writing that it does not object to the distribution. The Federal Reserve expects BHCs subject to CCAR, such as HBI, to have sufficient capital to withstand a highly-adverse operating environment and to be able to continue operations, maintain ready access to funding, meet obligations to creditors and counterparties, and serve as credit intermediaries. In addition, the Federal Reserve evaluates the planned capital actions of these BHCs, including planned capital distributions such as dividend payments or stock repurchases. HBI generally may pay dividends and repurchase stock only in accordance with a capital plan that has been reviewed without objection by the Federal Reserve. In addition, HBI is generally prohibited from making a capital distribution unless it will meet all minimum regulatory capital ratios.

Capital plans for 2017 were required to be submitted by April 5, 2017. On June 28, 2017, HBI announced that the FRB did not object to HBI's proposed capital actions included in its capital plan.

Liquidity and Sources of Funding

The overall objective of liquidity risk management is to ensure that HBI can obtain cost-effective funding to meet current and future obligations, and can maintain sufficient levels of on-hand liquidity, under both normal business-as-usual (BAU) and unanticipated stressed circumstances. To meet this objective, the Asset and Liability Management Committee (ALCO) was appointed by the Board-level Risk Oversight Committee (ROC) to oversee liquidity risk management and the establishment of liquidity risk policies and limits. Contingency funding plans are in place which measure forecasted sources and use of funds under various scenarios to prepare for unexpected liquidity shortages. Liquidity risk is reviewed continuously for HBI and HNB. In addition, liquidity working groups meet regularly to identify and monitor liquidity positions, provide policy guidance, review funding strategies, and oversee the adherence to, and maintenance of, contingency funding plans.

The primary source of funding for HBI is retail and commercial core deposits. Core deposits consist of: noninterest-bearing and interest-bearing demand deposits, money market deposits, savings and other domestic deposits, and certificates of deposits less than $250,000. As of December 31, 2016, these core deposits funded 72% of total assets (107% of total loans). At December 31, 2016, total core deposits represented 94% of total deposits.

Core deposits may increase the need for liquidity as certificates of deposit mature or are withdrawn before maturity and as non-maturity deposits, such as checking and savings account balances, are withdrawn. To the extent sufficient liquidity is not raised through core deposits, liquidity needs may be met through sources of wholesale funding, asset securitization, or asset sale. Wholesale funding sources include non-core deposits, FHLB advances, and other wholesale debt instruments.

Exhibit C.3 reflects HBI's funding composition detail for the prior two years.

Exhibit C.3 HBI Funding Composition (as of December 31, 2016)

(dollar amounts in millions)	**2015**	**2016**
Deposits:		
Demand deposits - noninterest bearing	$ 16,480	$ 22,836
Demand deposits - interest bearing	7,682	15,676
Money market deposits	19,792	18,407
Savings and other domestic deposits	5,246	11,975
Core certificates of deposit	2,382	2,535
Total core deposits	51,582	71,429
Other domestic time deposits of $250,000 or more	501	394
Brokered time deposits and negotiable CDs	2,944	3,784
Deposits in foreign offices	268	--
Total deposits	55,295	75,608
Short-term borrowings	615	3,693
Long-term debt	7,041	8,309
Total interest-bearing liabilities	62,951	87,610
All other liabilities	1,472	1,796
Shareholders' equity	6,595	10,308
Total liabilities and shareholders' equity	**$ 71,018**	**$ 99,714**

Parent Company Liquidity

HBI's funding requirements consist primarily of dividends to shareholders, debt service, income taxes, operating expenses, funding of non-bank subsidiaries, stock repurchases, and acquisitions. HBI obtains funding to meet obligations from dividends and interest received from the Bank, interest and dividends received from direct non-bank subsidiaries, net taxes collected from subsidiaries included in the federal consolidated tax return, fees for services provided to subsidiaries, and the issuance of debt or equity securities.

D. Description of Derivatives and Hedging Activities

HBI itself does not engage in any material trading or derivative activities, and does not have material hedges or engage in hedging strategies with external third parties. Derivative, trading, and hedging activities occur through HNB. HNB uses derivative financial instruments to manage exposure to market risk and assist customers with their risk management objectives. Derivative financial instruments are recorded on the balance sheet as either an asset or a liability (in accrued income and other assets or accrued expenses and other liabilities, respectively) and measured at fair value. On the date a derivative contract is entered into, it is designated as either a qualifying hedge of the fair value (fair value hedge) of a recognized asset or liability, qualifying hedge of the variability of cash flows (cash flow hedge) to be received or paid related to a recognized asset or liability, or a non-qualifying (economic) hedge.

Asset and Liability Management Activities

Through HNB, a variety of derivative financial instruments, principally interest rate swaps, caps, floors, and collars are used in asset and liability management activities to protect against the risk of adverse price or interest rate movements. These instruments provide flexibility in adjusting HBI's sensitivity to changes in interest rates without exposure to loss of principal and higher funding requirements. Asset and liability management activity is arranged to receive hedge accounting treatment. Fair value hedges are used to convert deposits and subordinated and other long-term debt from fixed-rate obligations to floating rate. Cash flow hedges are used to convert floating rate loans made to customers into fixed rate loans.

Exhibit D.1 presents the gross notional values of derivatives used in HBI's asset and liability management activities at December 31, 2016, identified by the underlying interest rate-sensitive instruments.

Exhibit D.1 Asset and Liability Derivatives (as of December 31, 2016)

(dollar amounts in millions)	Fair Value Hedges	Cash Flow Hedges	Total
Instruments associated with:			
Loans	$ ---	$ 3,325	$ 3,325
Deposits	---	---	---
Subordinated notes	950	---	950
Long-term debt	6,525	---	6,525
Total notional value	**$ 7,475**	**$ 3,325**	**$ 10,800**

Mortgage Banking Activities

HNB also uses derivatives, principally loan sale commitments, in hedging mortgage origination activity. HNB's mortgage origination hedging activity is related to the hedging of the mortgage pricing commitments to customers and the secondary sale to third parties. The value of a newly-originated mortgage is not firm until the interest rate is committed or locked. The interest rate lock commitments are derivative positions, which are offset by forward commitments to sell loans. HNB uses two types of mortgage-backed securities in its forward commitment to sell loans. The first type of forward commitment is a To Be Announced (TBA), the second is a Specified Pool (SP) mortgage-backed security. HNB uses these derivatives to hedge the value of mortgage-backed securities until they are sold. HBI also uses certain derivative financial instruments to offset changes in the value of Mortgage Servicing Rights (MSR). These derivatives consist primarily of forward interest rate agreements and forward mortgage contracts. These derivatives are not designated as qualifying hedges, but are recorded at fair value with changes in fair value reflected in mortgage banking income.

Exhibit D.2 summarizes the derivative assets and liabilities used in mortgage banking activities.

Exhibit D.2 Mortgage Banking Derivatives (as of December 31, 2016)

(dollar amounts in millions)	**2016**
Derivative assets:	
Interest rate lock agreements	$ 6
Forward trades and options	13
Total derivative assets	$ 19
Derivative liabilities:	
Interest rate lock agreements	$ (2)
Forward trades and options	(1)
Total derivative liabilities	$ (3)
Net derivative assets (liability)	**$ 16**

Customer Trading Activities

HNB offers various derivative financial instruments to enable customers to meet their financing, investing and risk management objectives. Derivative financial instruments offered to customers consist of commodity, foreign exchange, and interest rate contracts. The derivative contracts grant the option holder the right to buy or sell an underlying financial instrument for a predetermined price before the contract expires.

HNB enters into offsetting third-party contracts with approved, reputable counterparties with substantially matching terms and currencies in order to economically hedge significant exposure related to derivative contracts. The interest rate risk (IRR) of customer derivatives is mitigated by entering into similar derivatives having offsetting terms with other counterparties. The credit risk to these customers is evaluated and included in the calculation of fair value. Foreign currency derivatives help the customer hedge risk and reduce exposure to fluctuations in exchange rates. Transactions are primarily in liquid currencies with Canadian dollars (CAD) and Euros (EUR) comprising a majority of all transactions. The total notional value of derivative financial instruments used by HNB on behalf of customers, including offsetting derivatives, was $20.6 billion at December 31, 2016.

E. Memberships in Material Payment, Clearing and Settlement Systems

HBI is not a direct member in any payment, clearing and settlement systems; however HNB participates in these systems, which are used for cash and securities transactions. Examples of these systems are listed in Exhibit E.1 with the type of system represented.

Exhibit E.1 Material Payment, Clearing, and Settlement Systems

No.	Financial Market Utility Name	Domestic or International	Description
1	The Chicago Mercantile Exchange (CME)	Domestic	CME provides clearing and settlement services for futures, options, and over-the-counter (OTC) derivatives products. These clearing and settlement services are provided by the CME Clearing division of CME's subsidiary, Chicago Mercantile Exchange Inc.
2	Clearing House Payments Company [Small Value Payments Company (SVPCo)]	Domestic	SVPCo is the check image exchange business of The Clearing House Payments Company, providing check imaging and related services to financial institutions of all sizes. HNB uses SVPCO to distribute checks to other SVPCO members, including through an Image Payments Network that allows financial institutions to exchange images and share best practices.
3	Depository Trust and Clearing Corporation (DTCC)	Domestic	DTCC is a central securities depository providing depository and book-entry services for eligible securities and other financial assets to its participants, which are principally banks and broker-dealers. HNB uses two DTCC subsidiaries, the Depository Trust Company (DTC) and the National Securities Clearing Corporation (NSCC). DTC processes the movement of securities for trades that are cleared and settled in the Continuous Net Settlement system, operated by the NSCC. The NSCC provides clearing, settlement, risk management, central counterparty services and a guarantee of completion for certain transactions for broker-to-broker trades involving equities, corporate and municipal debt, American depositary receipts, exchange-traded funds, and unit investment trusts.
4	FedACH Services	Domestic	FedACH Services is an electronic payment system providing automated clearing house (ACH) services that is owned and operated by the Federal Reserve Bank (FRB). The ACH system exchanges batched debit and credit payments among business, consumer and government accounts. The system processes pre-authorized recurring and non-recurring payments.
5	Federal Reserve Check Clearing	Domestic	Federal Reserve Check Clearing plays a material role as the intermediary institution involved with the clearing and settlement of interbank payments. The Fed Clearing network processes checks drawn on banks that are not members of a local or private sector clearinghouse.

No.	Financial Market Utility Name	Domestic or International	Description
6	Federal Reserve National Settlement	Domestic	Federal Reserve National Settlement allows participants in clearing arrangements to exchange and settle transactions on a multilateral basis through designated master accounts held at FRBs.
7	Fedwire Funds Service	Domestic	Fedwire Funds is a wire transfer service provider. Fedwire is a real-time gross settlement system. Payments are continuously settled on an individual, order-by-order basis without netting.
8	Fedwire Securities Settlement	Domestic	Fedwire Securities is a national securities book-entry system. Fedwire Securities conducts real-time transfers of securities and related funds, on an individual and gross basis. Fedwire Securities conducts issuance, transfer and settlement for all marketable Treasury securities, for many federal government agency and government-sponsored enterprise securities and for certain international organizations' securities.
9	FX Alliance (FXall)	International	FXall provides electronic foreign exchange (FX) trading solutions to institutional clients worldwide. Its systems are designed to execute transactions in various FX products, including spot, forwards, swaps, and non-deliverable forwards, as well as bank deposits and precious metals.
10	Inter-Continental Exchange (ICE)	International	ICE operates a network of regulated exchanges and clearing houses, and is a provider of global data and listing services. ICE's futures exchanges and clearinghouses serve global commodity and financial markets, providing risk management and capital efficiency.
11	MasterCard	Domestic	MasterCard is a global payments technology company that connects consumers, businesses, banks and governments enabling them to use electronic payments instead of cash and checks.
12	National Automated Clearing House Association (NACHA)	Domestic	NACHA provides automated clearing of debit and credit transactions using the ACH Network. HNB uses this provider as both an originating and receiving depository financial institution to facilitate payments and receipt of funds on behalf of HNB customers.
13	Society for Worldwide Interbank Financial Telecommunications (SWIFT)	International	SWIFT provides a network that enables financial institutions worldwide to send and receive information about financial transactions in a secure, standardized and reliable environment. Business Identifier Codes (BICs, previously Bank Identifier Codes) are popularly known as "SWIFT codes".
14	Viewpointe Archive Services (Viewpointe)	Domestic	Viewpointe provides check image and settlements services to financial institutions. HNB uses its services to settle checks that are sent from other banks.

F. Description of Foreign Operations

As of December 31, 2016, HNB had a limited-purpose office (branch) located in the Cayman Islands, which accepted deposits from existing customers; however, HNB had been working with the Cayman Islands Monetary Authority to close this branch and surrender its banking license. As of December 31, 2016, all activity had ceased and there were no deposits at this branch. Formal notification from the Cayman Islands Monetary Authority that the Cayman Islands banking license was surrendered was provided to HNB in June 2017.

G. Material Supervisory Authorities

HBI and HNB are subject to supervision, regulation and examination by various federal and state regulators, including, as applicable, the FRB, OCC, SEC, Consumer Financial Protection Bureau (CFPB), FDIC, the Financial Industry Regulatory Authority (FINRA), and various state regulatory agencies.

HBI is registered as a BHC with the Federal Reserve under the BHC Act and qualifies for, and has elected to become, a FHC under the Gramm-Leach-Bliley Act of 1999. As an FHC, HBI is subject to primary supervision, regulation, and examination by the Federal Reserve, and is permitted to engage in, and be affiliated with companies engaging in, a broader range of activities than permitted for a BHC, including underwriting, dealing and making markets in securities, and making merchant banking investments in non-financial companies. HBI and HNB must each remain "well-capitalized" and "well-managed" in order for HBI to maintain its status as an FHC. In addition, the Bank must receive a Community Reinvestment Act (CRA) rating of at least "Satisfactory" at its most recent examination for HBI to engage in the full range of activities permissible for FHCs.

HNB is a national banking association chartered under the laws of the United States and is subject to comprehensive primary supervision, regulation and examination by the OCC. As a national bank, the activities of the Bank are limited to those specifically authorized under the National Bank Act and related regulations and interpretations by the OCC. As a member of the Deposit Insurance Fund (DIF), the Bank is also subject to regulation and examination by the FDIC. In addition, the Bank is subject to supervision, regulation and examination by the CFPB, which is the primary administrator of most federal consumer financial statutes and the primary consumer financial regulator of banking organizations with $10 billion or more in assets.

Under the system of "functional regulation" established under the BHC Act, the FRB serves as the primary regulator of the consolidated organization. The primary regulators of HBI's non-bank subsidiaries directly regulate the activities of those subsidiaries, with the FRB exercising a supervisory role. HBI is also subject to supervision by the SEC and FINRA for securities broker-dealer activities and the SEC for swaps and other derivatives activities.

H. Principal Officers

Exhibit H.1 identifies the Executive Officers of HBI and HNB.

Exhibit H.1 Executive Officers (as of 4Q 2017)

Name	HBI Title
Stephen D. Steinour	Chairman, President and Chief Executive Officer
Harry Farver	Senior Executive Vice President and Chief Auditor
Andrew J. Harmening	Senior Executive Vice President and Consumer & Business Banking Director
Paul G. Heller	Senior Executive Vice President and Chief Technology and Operations Officer
Helga S. Houston	Senior Executive Vice President and Chief Risk Officer
Jana J. Litsey	Senior Executive Vice President and General Counsel
Howell D. McCullough III	Senior Executive Vice President and Chief Financial Officer
Daniel J. Neumeyer	Senior Executive Vice President and Chief Credit Officer
Sandra E. Pierce	Senior Executive Vice President and PCG & Regional Banking Director
Richard Remiker	Senior Executive Vice President and Commercial Banking Director
Nicholas G. Stanutz	Senior Executive Vice President and CRE & Vehicle Finance Group Executive
Rajeev Syal	Senior Executive Vice President and Chief Human Resources Officer
Mark E. Thompson	Senior Executive Vice President and Corporate Operations Director
Julie C. Tutkovics	Executive Vice President and Chief Communication & Marketing Director

I. Resolution Planning Corporate Governance Structure and Processes

HBI has developed a robust and comprehensive governance framework to support its resolution planning obligations under the DFA Rule. This framework is governed by the Resolution Planning Policy, adopted by the Board of Directors, which outlines the roles, responsibilities, and objectives related to HBI's resolution planning activities.

Resolution planning at HBI is coordinated by the Recovery & Resolution Planning Committee (RRPC). The RRPC, led by a Section Manager in the Chief Risk Officer's (CRO) organization, provides oversight over the development, implementation, and submission of HBI's 165(d) Resolution Plan. The RRPC currently consists of individuals with the following position titles:

- Associate General Counsel
- Corporate Strategy and Development Analyst
- Market, Liquidity & Model Risk Director
- Capital Planning Director
- Enterprise Risk Executive
- Risk Management Section Manager
- Corporate Treasurer
- Liquidity and Capital Director
- Audit Group Manager (ex-officio)

To support sustainability of its resolution planning, significant resources and effort have been dedicated to resolution planning responsibilities. In 2016, HBI established and staffed a permanent Resolution Planning group within Corporate Risk Management whose primary focus is on oversight and governance of Huntington's resolution planning processes. This Resolution Planning group is also tasked with the development, implementation, and ongoing maintenance of the resolution plan.

Although resolution planning relies on input and support from various areas across the organization, Corporate Risk Management and Corporate Finance are the principal functions responsible for the resolution planning process and completion of the Plans. The bifurcated structure reflects HBI's decision to vest ownership with personnel that have the requisite experience and technical expertise to understand and build the core framework and processes to help ensure Resolution Plan expectations are achieved.

The 165(d) Resolution Plan has been approved by HBI's Board of Directors.

J. Description of Material Management Information Systems

HBI utilizes comprehensive Management Information Systems (MIS) to provide business units with access to timely, accurate management information in the areas of risk management, accounting, finance, operations, and regulatory reporting.

MIS generally takes the form of purchased and internally-developed platform and mainframe technologies and user interfaces, along with interface applications used to collect, maintain and report information internally to management and externally for regulatory compliance. MIS are also used by business and operational areas to perform necessary functions, provide relevant analytics, receive standard reporting, and create ad hoc reporting necessary to manage their business and operations. MIS capabilities are enabled through a centralized data warehouse and comprehensive systems of record used to aggregate and manage operations. MIS are used to generate numerous reports in BAU environments to monitor the financial health, risks, and operations of HBI.

HBI has policies and governance processes in place to ensure that technology infrastructure and computing systems are consistently planned, implemented, secured, supported, and managed. These processes enable the technology organization to meet the information demands of HBI through continued confidentiality, integrity, and availability to allow for capacity planning, business continuity, and metrics management.

K. High-Level Description of Resolution Strategies for Material Entities

As required by the DFA Rule, HBI has developed strategies for resolution in the unlikely and hypothetical event of failure. In conformance with the DFA Rule, and guidance provided by the FRB and the FDIC, the strategies assume a hypothetical material event that specifically and singularly affects HBI and HNB (i.e., an idiosyncratic event) under economic conditions consistent with either the baseline, adverse or severely adverse scenarios. The strategies further assume that HBI and HNB have not taken steps to enhance their capital or liquidity positions. The resolution strategies identify a range of sale and disposition options for HBI, HNB and other assets of HBI.

Huntington Bancshares Incorporated

Upon failure, HBI would be most efficiently resolved under Chapter 11 of the Bankruptcy Code (Chapter 11). In Chapter 11, HBI would become debtor-in-possession and its present Board of Directors and management would remain in place to control the entity's day-to-day business, subject to bankruptcy court oversight, and manage it to maximize the value of the estate to creditors. Any residual value or assets remaining with respect to the resolution of HNB after payment of resolution expenses, creditors and other senior claims become part of HBI's bankruptcy estate.

The Plan considers that there will likely be no set of businesses around which to reorganize as a long-term "going concern." As such, HBI would liquidate by selling or otherwise disposing of any remaining assets. Proceeds would then be distributed to creditors pursuant to the priorities set forth in the Bankruptcy Code. Once liquidation is complete, HBI's existence would be terminated.

The Huntington National Bank

In all of the strategies considered, HNB would be subject to the FDIC receivership process under the FDIA. The resolution strategy for HNB contemplates a range of resolution options for FDIC consideration. The options identified are intended to ensure that depositors receive access to their insured deposits within one business day of the institution's failure (two business days if the failure occurs on a day other than Friday), maximize the net present value return from the sale or disposition of its assets, and minimize the amount of any loss to be realized by the institution's creditors. Resolution options contemplated for HNB consider the transition of HNB in whole to another owner, the separation and sale of HNB's deposit franchise, CBLs, or major business lines to multiple acquirers and the recapitalization of a portion of HNB through an initial public offering (IPO) of securities, or the liquidation of HNB.

Resolution options contemplated for HNB include:

Whole Bank Sale: The FDIC, acting as receiver, would negotiate a sale of HNB in its entirety with a third-party buyer through a purchase and assumption transaction on the Friday evening of resolution weekend. Based on the manageable size of the Bank, and the integrated nature of its business and regional concentration, HNB believes this strategy maximizes value to the receivership, will incur no cost to the deposit insurance fund, ensures access to insured deposits within one business day and limits the potential for contagion to affect the financial stability of the U.S.

Multiple Acquirer Strategy: The FDIC would create a new, nationally chartered "bridge bank" and transfer the assets and liabilities, including insured and uninsured deposits, from the HNB receivership to the bridge bank. The bridge bank is managed to maximize value during a stabilization period and eventually transferred to a new holding company under a simple legal entity structure, the capital stock of which is ultimately sold in an IPO and possibly one or more secondary offerings.

Liquidation Strategy: HNB enters FDIC receivership and all of its banking activities cease. The FDIC transfers insured deposits to a temporary, FDIC-created deposit insurance national bank and begins the process of liquidating HNB's assets at a rapid and highly discounted rate.

L. Conclusion

The 165(d) Resolution Plan provides for the rapid and orderly resolution of HBI under the Bankruptcy Code, without the need for any government or taxpayer support. HBI employs a traditional banking model with nearly all of the financial and operational activities within HNB. This traditional banking model and the interconnections that exist between Material Entities would be readily addressed in the event of a failure. HBI believes it has developed an effective and feasible plan for its resolution that complies with the requirements of Section 165(d) of the Dodd-Frank Act and the DFA Rule.