

# Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Huntington Bancshares Incorporated</b>		2 Issuer's employer identification number (EIN) <b>31-0724920</b>	
3 Name of contact for additional information <b>Investor Relations</b>	4 Telephone No. of contact <b>(614) 480-5676</b>	5 Email address of contact <b>huntington.investor.relations@huntington.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>Huntington Investor Relations Huntington Center, HC0935, 41 South High Street</b>		7 City, town, or post office, state, and Zip code of contact <b>Columbus, OH 43287</b>	
8 Date of action <b>March 1, 2014</b>	9 Classification and description <b>Common Stock</b>		
10 CUSIP number <b>446150104/132618109</b>	11 Serial number(s)	12 Ticker symbol <b>HBAN and CAFI</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► \_\_\_\_\_

See Attachment

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► \_\_\_\_\_

See Attachment

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► \_\_\_\_\_

See Attachment

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
The merger is treated as a "reorganization" for U.S. federal income tax purposes within the meaning of IRC Section 368(a).  
The tax effects upon shareholders are governed by IRC Sections 354, 356, 358, 302, and 1001.

18 Can any resulting loss be recognized? ▶  
See Attachment

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
See Attachment

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ *Edward J. Kane* Date ▶ *04/09/2014*

Print your name ▶ Edward J. Kane Title ▶ Executive VP, Director of Corporate Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Huntington Bancshares Incorporated  
Attachment to Form 8937  
Date of Organizational Action: March 1, 2014  
Merger of Huntington Bancshares Incorporated and Camco Financial Corporation

The information contained herein does not constitute tax advice and does not purport to be complete or describe the consequences that may apply to particular categories of shareholders. Each shareholder is advised to consult his or her tax advisor regarding the tax treatment of the merger. Further discussion of the tax consequences of the merger can be found in the Form S-4/A filed with the Securities and Exchange Commission on January 8, 2014, under the heading "Material United States Federal Income Tax Consequences of the Merger" (available at [http://huntington-ir.com/fin/other/hban\\_s4a010814.htm](http://huntington-ir.com/fin/other/hban_s4a010814.htm)) (the "SEC Form S-4").

Part II Box 14

The organizational action involves the merger pursuant to which, on March 1, 2014, Camco Financial Corporation ("Camco Financial"), a Delaware Corporation, merged into Huntington Bancshares Incorporated ("Huntington"), a Maryland Corporation. Each outstanding share of Camco Financial common stock, based upon shareholder election and subject to certain allocation procedures described in the SEC Form S-4, converted into either (i) 0.7264 shares of Huntington common stock, (ii) \$6.00 in cash, or (iii) a combination of Huntington common stock and cash. The allocation procedures are intended to ensure that 80% of the outstanding shares of Camco Financial common stock will be converted into the right to receive shares of Huntington common stock and the remaining outstanding shares of Camco Financial common stock will be converted into the right to receive cash. In addition, at the effective time of the merger each outstanding warrant issued by Camco Financial will cease to represent a warrant to purchase Camco Financial common stock and will be converted into a warrant to receive shares of Huntington common stock, subject to a conversion rate adjustment as described in the SEC Form S-4.

Part II Box 15 and 16

As stated in the SEC Form S-4, the merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). If the merger is respected as a "reorganization" within the meaning of Section 368(a) of the Code, the quantitative effect of the merger on the basis of the stock or warrants received by a holder of Camco Financial stock or warrants prior to the merger who is a U.S. taxpayer, and who is not in a special class of holders subject to special rules, a "U.S. Holder", generally will depend on the type of consideration received in exchange for the stock or warrant. In particular:

- **U.S. Holders that receive solely Huntington common stock (or warrants) in the merger:** A U.S. Holder that receives solely Huntington common stock (or warrants) in the merger will have an aggregate basis in the shares of Huntington common stock (or warrants) received in the merger

(including fractional share interests in Huntington common stock, if any, deemed to be received and exchanged as discussed below under “Cash Received Instead of a Fractional Share of Huntington Common Stock”) equal to the holder’s aggregate basis in the Camino Financial common stock (or warrants) for which it is exchanged.

- **U.S. Holders that receive Huntington common stock and cash in the merger:** A U.S. Holder that receives cash and Huntington common stock in the merger will have an aggregate basis in the shares of Huntington common stock received in the merger (including fractional share interests in Huntington common stock, if any, deemed to be received and exchanged as discussed in the section entitled “Cash Received Instead of a Fractional Share of Huntington Common Stock” below) equal to such holder’s aggregate basis in the Camco Financial common stock for which it is exchanged, decreased by the amount of cash received by such holder in the merger (other than any cash received instead of fractional share interests in Huntington common stock), and increased by the amount of gain recognized by such holder in the merger but excluding any gain or loss resulting from the deemed receipt and exchange of fractional share interests in Huntington common stock).

*Cash Received Instead of a Fractional Share of Huntington Common Stock.* A U.S. Holder of Camco Financial common stock who receives cash instead of a fractional share of Huntington common stock generally will be treated as having received the fractional share pursuant to the merger and then as having exchanged that fractional share for cash. A U.S. Holder’s basis in the fractional share deemed to be received will be determined as described above.

#### Part II Box 18

Loss can be recognized by those U.S. Holders receiving solely cash in exchange for shares of Camco Financial common stock pursuant to the merger. The amount of such loss will be equal to the amount by which the cash received by such holder is less than such holder’s cost basis in such holder’s shares of Camco Financial common stock.

Loss can be recognized by those U.S. Holders treated as having received a fractional share pursuant to the merger and then as having exchanged that fractional share for cash. The amount of such loss will be equal to the amount by which the cash received by such holder is less than such holder’s basis in the fractional share as set forth above.

#### Part II Box 19

The transaction was consummated on March 1, 2014. Consequently, the reportable taxable year of the Camco Financial shareholders for reporting the tax effect of the share exchange is the taxable year that includes the March 1, 2014 date.