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December 18, 2013

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: Application to merge Advantage Bank, Cambridge, Ohio, with and into The Huntington National Bank, Columbus, Ohio

Dear Mr. Wilbert:

This letter responds to statements in an e-mail of November 29, 2013, from the public (the "November 29 E-mail") that you forwarded to us concerning the application (the "Application") by The Huntington National Bank, Columbus, Ohio ("Huntington Bank"), 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), to merge Advantage Bank, Cambridge, Ohio, with and into Huntington Bank. The November 29 E-mail (a) criticized the branch closing record of Huntington Bank, (b) criticized the lending record of Huntington Bank, based on data filed in 2012 under the Home Mortgage Disclosure Act (the "HMDA"), (c) requested an extension of the public comment period, (d) requested a public hearing on the Application and (e) questioned why no application had been filed with the Board of Governors of the Federal Reserve System (the "Federal Reserve"). We appreciate this opportunity to respond.

I. Branch Closings and Consolidations.

The November 29 E-mail accuses Huntington Bank of having "a record of closing branches" and states that Huntington Bank "should have to disclose which branches it would close during the comment period." As discussed more fully below, (a) Huntington Bank has a growing branch network and is proud of its policies and record regarding branch closures and consolidations and (b) Huntington Bank and Advantage Bank have published new newspaper notices that list each of the branches that will be closed or consolidated in the Huntington Bank/Advantage Bank merger. The new newspaper notices provide that the public comment period extends through January 8, 2014.

Huntington Bank and its parent holding company, Huntington Bancshares, Incorporated ("Huntington") have pursued a business strategy that relies primarily on organic growth and acquisition of new customers, supplemented by the acquisition of select financial institutions in certain market areas. While it is true that Huntington Bank, like any growing banking organization, does usually close or consolidate selected branches after an acquisition in order to eliminate overlap and improve profitability in its branch distribution system, Huntington Bank does so in a manner that is consistent with its objectives of minimizing adverse customer impacts and of providing affordable and competitive products and services. Also, while it has closed and consolidated some branches, overall, Huntington Bank's branch network has been growing. For example, from June 30, 2012, to June 30, 2013, the number of Huntington Bank branches grew from 740 to 773.

In recent years, Huntington Bank acquired from the Federal Deposit Insurance Corporation ("FDIC") receiverships certain assets and liabilities of two Michigan state-chartered banks (a) Fidelity Bank, Dearborn, Michigan (April 2012), with 15 banking locations, and (b) Warren Bank, Warren, Michigan (October 2009), with six banking locations. Huntington and Huntington Bank have proven adept at successfully integrating into Huntington Bank the assets and liabilities acquired in these two transactions with the FDIC. Although there were some branch closings in connection with these acquisitions, we believe the customers were advantaged as they benefitted by gaining access to Huntington Bank's larger branch network and extensive products and services.

Five branches are being closed and four consolidated in connection with the proposed Huntington Bank/Advantage Bank merger. Concerning the closing branches, the factors that were used in identifying branches for closure included proximity to the nearest branch, financial performance, and customer and community impact. The chart below shows the close proximity between each branch that is being closed and the branch that will be receiving that branch's deposits. All branches proposed for closing are less than 2.5 miles from an existing Advantage or Huntington Bank branch, leading to overlapping service areas and projected lost profitability.

Closing Branch	Direct Distance to the Branch Receiving the Deposits of the Closing Branch
Advantage Bank branch at 6360 Tylersville Road, Mason, Ohio	1.77 miles – Huntington Bank branch at 7634 Cox Lane, West Chester, Ohio
Advantage Bank branch at 1104 Eagleton Plaza, London, Ohio	2.28 miles – Advantage Bank branch at 2 East High Street, London, Ohio
Advantage Bank branch at 1925 Washington Blvd., Belpre, Ohio	2.27 miles – Huntington Bank branch at 429 Market Street, Parkersburg, West Virginia
Advantage Bank branch at 478 Pike Street, Marietta, Ohio	1.35 miles – Advantage Bank branch at 226 Third Street, Marietta, Ohio
Advantage Bank branch at 440 Polaris Parkway, Westerville, Ohio	1.10 Miles – Huntington Bank branch at 2055 Polaris Parkway, Columbus, Ohio

Similarly, the chart below shows the close proximity between each branch that is being consolidated and the distance to the branch that will be receiving that branch's deposits. All branches proposed for consolidation are 0.54 miles or less from the receiving branch.

Consolidating Branch	Direct Distance to the Branch Receiving the Deposits of the Consolidating Branch
Advantage Bank branch at 547 S. James Street, Dover, Ohio	0.32 miles – Huntington Bank branch at 515 Union Avenue, Dover, Ohio
Advantage Bank branch at 2497 Dixie Highway, Fort Mitchell, Kentucky	0.06 miles – Huntington Bank branch at 2514 Dixie Highway, Fort Mitchell, Kentucky
Advantage Bank branch at 401 Pike Street, #7, Covington, Kentucky	0.54 miles – Huntington Bank branch at 540 Madison Avenue, Covington, Kentucky
Huntington Bank branch at 61 South Main Street, London, Ohio	0.09 miles – Advantage Bank branch at 2 East High Street, London, Ohio

Huntington Bank provides prior notice of any branch closures to the OCC and the public in accordance with the applicable law. Huntington Bank adheres to a comprehensive internal branch opening, closing, relocation and consolidation policy to ensure compliance with applicable laws and to regulatory guidance. Among other things, 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.

- Establish policies and procedures, which, at a minimum, include processes to monitor business activities to detect potential violations or noncompliance with laws, rulings, regulations, policies and procedures related to branch openings, closings, relocations and consolidations.

- Ensure that all branch changes are approved by the bank's Board of Directors or a committee or member of management as delegated by the Board.

- 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 Huntington Bank/Advantage Bank merger should be weighed against the fact that Advantage Bank customers will gain access to Huntington Bank's extensive suite of products and services. For example, Huntington Bank has developed and implemented an innovative product in its "Fair Play" banking strategy called "Asterisk-Free Checking®." This product has no minimum-balance requirement and no monthly service fee. All Huntington Bank consumer checking accounts also have Huntington Bank's 24-hour Grace® feature, which gives customers more time the next day to fix an overdraft and avoid overdraft fees. Checking account customers can also sign up for email or text messages if their accounts are overdrawn.

Huntington Bank and Advantage Bank originally published notice of the Application in *The Daily Jeffersonian*, a newspaper of general circulation in Cambridge, Ohio, on October 25, 2012, November 1, 2012 and November 19, 2012 and in the *The Columbus Dispatch*, a newspaper of general circulation in Columbus, Ohio, on October 26, 2012, November 2, 2012 and November 20, 2012. Because the branches to be closed and consolidated, if any, had not been identified at the time the notices were placed with those newspapers, the notices stated that "Huntington National Bank is evaluating what need there is to sell, close or consolidate branches (whether Huntington National Bank or Advantage Bank branches) in geographies where Huntington National Bank and Advantage Bank branches overlap or for other business reasons." The comment period for those notices has expired.

Huntington Bank and Advantage Bank have now published new notices of the Application in *The Daily Jeffersonian* and in *The Columbus Dispatch*. These new notices specifically identify the five branches that will be closed and the four that will be consolidated.

The notices ran (or will run) in these newspapers on December 9, 2013, December 16, 2013 and January 3, 2014. The new newspaper notices state that the public comment period extends through January 8, 2014. These new notices give ample opportunity for any persons who wish to comment on the branch closures and consolidations an opportunity to do so.

II. Huntington Bank's HMDA Lending Record.

The November 29 E-mail criticizes Huntington Bank's lending record, as reported in its 2012 HMDA data, in two of its lending markets. Specifically, the November 29 E-mail is critical that (a) in 2012, Huntington Bank reported 384 home purchase loans in the White race category in the Toledo, Ohio Metropolitan Statistical Area (the "Toledo MSA"), but only eight in the Black/African American and two in the Hispanic/Latino race/ethnicity categories and (b) in 2012, Huntington Bank reported 92 home purchase loans in the White race category in the Detroit, Michigan Metropolitan Statistical Area (the "Detroit MSA"), but only four in the Black/African American and one in the Hispanic/Latino race/ethnicity categories. Huntington Bank strives to serve all members of its communities with affordable and competitive products, including persons living in the Toledo and Detroit MSAs, and, as discussed below, Huntington Bank has a strong lending record across its franchise that warrants approval of the Application.

The commenter has chosen to attack Huntington Bank's lending record by ignoring its strong lending record across its franchise and focusing only on two selected MSAs located outside the areas where this merger is occurring. Huntington Bank believes its lending record to minorities in Toledo and Detroit reflects the difficult lending market for minority lending in these MSAs generally. As discussed below, the total number of reported HMDA originations to minorities for all lenders in these markets indicates how difficult it is to originate loans to minorities in these markets. The following two charts show Home Purchase Conventional and government origination data relative to the Toledo and Detroit MSAs. For these purposes, "peer" institutions are all lenders making loans in the Toledo or Detroit MSAs, respectively.

Toledo MSA Peer HMDA Home Purchase Conventional and Government Loans

HMDA Originations Loan Category	White	Hispanic or Latino	Black or African American
Conventional Loans	2,591	37	50
Government Loans	1,369	41	99
Total Loans	3,960	78	149

As shown above, during 2012, there were a total of only 78 HMDA conventional and government loan originations for Hispanic/Latino and 149 HMDA originations for Black/African American race/ethnicity categories in the Toledo MSA. There were a total of 289 peer lenders operating in the Toledo MSA, which equates to an average of only 0.27 and 0.52, respectively, loans per lender to Hispanic/Latino and Black/African American customers.

Detroit MSA Peer HMDA Home Purchase Conventional and Government Loans

HMDA Originations Loan Category	White	Hispanic or Latino	Black or African American
Conventional Loans	3,698	77	205
Government Loans	3,510	112	601
Total Loans	7,208	189	806

As shown above, during 2012, there were a total of only 189 HMDA conventional and government originations for Hispanic/Latino and 806 HMDA conventional and government originations for Black/African American race/ethnicity categories in the Detroit MSA. There was a total of 375 peer lenders operating in the Detroit MSA, which equates to an average of only 0.50 and 2.1, respectively, loans per lender to Hispanic/Latino and Black/African American customers.

Huntington Bank is proud of its record of serving the affordable housing credit and investment needs of its communities. Huntington Bank has received a "Satisfactory" rating from the OCC at each evaluation under the Community Reinvestment Act (the "CRA") since the enactment of the CRA in 1977. Advantage Bank's performance under the CRA is also rated "Satisfactory."

Huntington Bank offers numerous innovative and flexible lending programs, including special affordable housing programs specifically targeted to low- to moderate-income ("LMI") borrowers. For example, Huntington Bank developed an innovative/flexible portfolio mortgage product called the Community Access Mortgage (CAM) to help borrowers with higher loan-to-value ("LTV") purchasing or refinancing properties in LMI census tracts or for LMI borrowers. The product allows for higher LTV's, lower credit scores, no interest rate adjustments for lower credit scores, and no PMI, which offers the borrower a significant savings.

Huntington Bank primarily promotes its affordable mortgage products through its loan officer interactions with customers and referral sources, as well as participation with non-profit housing counselors and community reinvestment organizations. For example, in the Detroit MSA, Huntington Bank has strong community partnerships with the Arab American Chaldrean Council (ACC) that serves all ethnic/minority populations, Habitat for Humanity – Detroit, the Michigan State Housing Development Authority (MSHDA) and Jewis Vocational Services (JVS) in the Detroit market who reach minority populations. In addition to grants, Huntington Bank has provided 194 community development service hours for these organizations since 2012. In 2013, Huntington Bank partnered with Habitat for Humanity of Detroit to obtain a $50,000 Affordable Housing Program Grant through the Federal Home Loan Bank of Cincinnati. This grant will support the construction of five single family homes for LMI households. As part of this project, Huntington Bank will also provide bridge financing with a discounted interest rate and a financial contribution. These homes will be part of the Morningside Commons V project and will provide much-needed affordable housing, including one home for a special needs and homeless household. In addition to utilizing donated labor and material, the project is funded by HOME funds from Wayne County.

In the Toledo MSA, Huntington Bank has community partnerships with the Northwest Ohio Development Authority (NODA) and Local Initiatives Support Corporation (LISC), reaching minority populations providing community development service hours.

Additionally, Huntington Bank has strengthened its commitment to increase its lending participation in the Ohio Housing Finance Agency (OHFA) and the Michigan State Housing Finance Agency (MSHDA) state bond programs, which has the potential to reach minority borrowers in Toledo and Detroit.

Similarly, Huntington Bank's active participation in numerous community development lending, investment and services programs are designed to help address the affordable housing needs of the communities it serves. For example, Huntington Bank has extended $22.4 million in community development lending and $4.0 million in community development investments in the Detroit MSA, addressing critical affordable housing and community revitalization/stabilization needs during the time period of 2012 through October 2013. In the Toledo MSA, Huntington Bank has extended $19.2 million in community development lending and $5.9 million in community development investments. Across its footprint, Huntington Bank has extended $562.6 million in community development lending and $136.4 million in community development investments during the same time period.

On consummation of the Huntington Bank/Advantage Bank merger, Huntington Bank's CRA program and consumer compliance risk management programs will govern the mortgage lending and reinvestment activities of the combined institution. The merger will allow existing and potential customers in Advantage Bank's communities to gain greater access to Huntington Bank's broader array of mortgage loan and other lending products and its robust community development lending, investment and services activities. Huntington Bank looks forward to implementing its home mortgage lending products and programs and its other community reinvestment activities in the communities served by Advantage Bank. Those communities will benefit from the expansion of Huntington Bank's already strong performance in customizing loan products and services to meet the particular banking and credit needs of the communities it serves and Huntington Bank's exemplary achievements in its community reinvestment programs.

The November 29 E-mail also ignores the inherent limitations of HMDA data in indicating whether a banking organization is in compliance with fair lending laws and serving the needs of all the communities it serves. Federal banking regulators have regularly noted the inherent limitations of HMDA data in their orders approving bank acquisition or merger proposals on which similar public comments had been submitted. For example, the OCC has noted, "HMDA data alone are not adequate to provide a basis for concluding that a bank is engaged in lending discrimination or to indicate whether its level of funding is sufficient." (*E.g.*, FirstMerit Bank, OCC CRA Decision #156, April 5, 2013)

Because of the inherent limitations of HMDA data, the regulators regularly review the compliance evaluations and records of an institution and its compliance risk management systems for home mortgage lending. In the most recent public CRA evaluation report of Huntington Bank, the OCC noted that it found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs. The OCC also reviews the organization's compliance risk management program. Huntington and Huntington Bank have a robust compliance risk management program to ensure compliance with all applicable laws, rules and regulations. The program is designed to ensure the appropriate identification, monitoring, measuring and mitigation of compliance-related risks and issues. The program contains critical key elements that include Board of Directors and senior management oversight, policies and procedures, controls, monitoring and testing, and training.

It is the policy of Huntington 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 it serves. Huntington Bank is strongly committed to making its credit products and services available to prospective and existing customers on a fair and equitable basis.

Huntington Bank's Board of Directors (the "Board") has approved a comprehensive fair lending compliance risk management structure with three lines of defense to assess and address enterprise-wide fair lending risk: the Business Segment, the Fair Lending Compliance Division and Internal Audit. Board oversight of the fair lending compliance management structure resides with the Board-level Community Development Committee. The Community Development Committee is comprised of three members of the Board and is the primary forum before which senior management and compliance personnel will report enterprise-wide fair lending-related initiatives and/or issues to the Board.

Huntington Bank's commitment is to both the letter and the 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 or gender identity;
- Military or veteran status;
- 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.

Huntington Bank's Fair Lending Program (the "Program") is designed to provide a framework to integrate the elements of the Policy into daily operations. The 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 Policy applies to all Business Segments and operational areas responsible for product development, sales, marketing, credit risk, pricing, origination and servicing 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. All employees directly or indirectly involved in lending-related activities are responsible for adhering to the Policy and Program and any other fair lending guidelines applicable to their Business Segment. The Bank maintains and administers a corporate-wide fair lending training program to educate and inform employees, officers and Board members. Certain employees or employee groups are also required to take additional job-specific fair lending training.

The components of the Program include 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 compliance with laws and regulations is controlled and soundly managed. Pursuant to this, Corporate Compliance has established a Policy, which is reviewed and approved by Huntington Bank's Legal, Regulatory and Compliance Committee ("LRC") annually. Moreover, the Fair Lending Compliance Officer (the "FLCO") is responsible for providing quarterly updates to the Community Development Committee, Risk Oversight Committee ("ROC") and to LRC regarding the state of Huntington Bank's Fair Lending compliance. Reporting mechanisms exist to ensure important Fair Lending updates can be provided to the Chief Compliance Officer (the "CCO"), Community Development Committee, ROC or LRC outside of standard reporting intervals.

III. Extension of the Comment Period and Public Hearing.

The November 29 E-mail requested an extension of the comment period and called for a public hearing.

As discussed above, there has already been one round of newspaper notices related to the Application followed by an initial public comment period. Subsequently, Huntington Bank and Advantage Bank have published new newspaper notices which specifically identify the branches to be closed and consolidated. The new notices opened a new public comment period that extends through January 8, 2014. Taken together, the original notices and comment period combined with the new notices and new comment period have given the public more than ample opportunity to file written comments on the Application.

Neither public hearings nor public meetings on the Application are required or otherwise warranted. There are no disputed issues of material fact, as would be necessary for a public hearing to be required under the OCC's regulations. The request for public hearings also does not meet the standards in the OCC's rules for deciding, in its discretion, to hold a hearing. This merger involves two banks with satisfactory CRA ratings and does not raise any novel or unique legal or policy issues. The commenter has not demonstrated why the written comments submitted do not adequately present the commenter's views or otherwise why a public hearing would benefit the decision-making process or be in the public interest. In addition, the commenter and other members of the public have ample opportunity to present their views in writing, including during the remaining comment period on the Application.

IV. Need for an Application to the Federal Reserve.

Finally, the November 29 E-Mail asserts that because Huntington is acquiring Advantage Bank's holding company, Camco Financial Corporation ("Camco"), "one expects a [Federal Reserve] application." Although it does not say so explicitly, presumably, the commenter believes that Huntington should have had to file an application with the Federal Reserve under Section 3 of the Bank Holding Company Act ("Section 3") in connection with its acquisition of Camco and Advantage Bank. Despite the commenter's assertion, however, Huntington and Huntington Bank believe no application to the Federal Reserve is required because the proposed transaction qualifies for an exemption from any Section 3 application requirement. Specifically, the transaction qualifies as an "acquisition subject to the Bank Merger Act" which is exempted under the Federal Reserve's regulation located at 12 C.F.R. § 225.12(d)(2). All of the regulatory criteria to qualify for an exception under the regulation are satisfied and no regulatory purpose would be served by a Section 3 application because, among other reasons, the criteria that the Federal Reserve would apply under Section 3 are essentially identical to the criteria that the OCC will apply when it considers the Application. As noted in the Application, Huntington will seek confirmation from the Federal Reserve that no application is required.

Once again, we thank the OCC for this opportunity to respond. Please do not hesitate to contact Richard K. Kim at Wachtell, Lipton, Rosen & Katz or me if you have any questions.

Sincerely,

Jeffrey A. Watiker

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