



Comptroller of the Currency
Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

CRA Decision #85
February 1999

January 8, 1999

Mr. E. Jay Finkel
Porter, Wright, Morris & Arthur
1667 K. Street, N.W., Suite 1100
Washington, D.C. 20006-1605

Re: Application to Merge The Huntington State Bank, Alexandria, Ohio, with and into The Huntington National Bank, Columbus, Ohio, under the Charter and Title of the Latter (OCC Control No. 98-CE-02-079)

Dear Mr. Finkel:

We are pleased to inform you that effective this date the Office of the Comptroller of the Currency (OCC) has approved your proposal to merge The Huntington State Bank, Alexandria, Ohio ("HSB"), with and into The Huntington National Bank, Columbus, Ohio ("HNB"), under the charter and title of the latter.

The approval was granted based on a thorough review of all information available, including commitments and representations made in the application and merger agreement, and those of the banks' representatives. In particular, we have relied upon specific representations HNB has provided concerning CRA performance in HSB's assessment area. As you are aware, examiners from the Federal Reserve Bank of Cleveland recently identified weaknesses in HSB's investment test and service test performance. HNB provided us with a plan to improve performance in that assessment area, including representations that it would increase services in the market and would increase the level of qualifying investments to a satisfactory level.

As a reminder, the district office must be advised in writing in advance of the desired effective date of the merger so that the OCC may issue the necessary certification letter. The effective date must be on or after the date of this letter.

The OCC will issue a letter certifying consummation of the transaction when we receive an affidavit of the publication of the Public Notice.

Mr. E. Jay Finkel
January 8, 1999
Page 2

If you do not consummate this merger within one year from this date, this approval automatically terminates, unless the OCC grants an extension of the time period.

All correspondence and documents concerning this transaction should be directed to Christela C. Lopez, National Bank Examiner, at the above address. You may also reach her at (312) 360-8872.

Sincerely,

/s/

David J. Rogers
National Bank Examiner