



Comptroller of the Currency
Administrator of National Banks

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

December 18, 2009

**Corporate Decision #2010-02
February 2010**

Mr. Daniel W. Morton
Senior Vice President & Senior Counsel
The Huntington National Bank
Legal Department
Huntington Center
41 South High Street
Columbus, Ohio 43287

**Re: Request to Establish Six Temporary Branches in Michigan
OCC Application Numbers: 2009-CE-05-190 through 195**

Dear Mr. Morton:

The Comptroller of the Currency (“OCC”) approves your applications to establish six temporary branches at the locations listed below. The temporary branches are being established to assist the Federal Deposit Insurance Corporation (“FDIC”) in its resolution of Citizens State Bank, New Baltimore, Michigan (“Citizens”), a state-chartered bank that was closed by the Michigan state regulators on December 18th, 2009, and placed into receivership. In connection with the resolution of Citizens, the FDIC has established Deposit Insurance National Bank of New Baltimore, New Baltimore, Michigan (“DINB”). Upon the placement of Citizens into receivership, DINB will immediately assume the deposits and acquire certain assets of Citizens.

The Huntington National Bank (“Huntington”), which already operates branches in Michigan, has entered into an agreement with the FDIC and DINB to assist in operating the former main office and branch facilities of Citizens for a period of up to 75 days beginning with the establishment of DINB and until DINB ceases operations within that time period. During that period, customers of Citizens will be able to close their deposit accounts at the sites assumed by DINB and staffed by Huntington personnel. In connection with this process, Huntington will provide to customers of Citizens the opportunity to open deposit accounts with Huntington, and will accept funds from such customers to deposit to the newly opened accounts at the following former main office and branch locations of Citizens:

Branch No.: 147692A
Location: 32900 23-Mile Road, Chesterfield Township, Macomb County
Michigan 48047

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Branch No.: 147691A
Location: 9764 Dixie Highway, Ira Township, Anchorville, St. Clair County
Michigan 48004

Branch No.: 147689A
Location: 48945 Hayes Road, Shelby Township, Macomb County
Michigan 49455

Branch No.: 147687A
Location: 24668 Rosso Highway, Clinton Township, Macomb County
Michigan 48038

Branch No.: 147690A
Location: 47011 Sugarbush Road, Mount Clemens, Macomb County
Michigan 48045

Branch No.: 147688A
Location: 51066 Washington Street, New Baltimore, Macomb County
Michigan 48047

The OCC has determined that approval of the temporary branches proposed by Huntington is consistent with the relevant statutory factors set forth in 12 U.S.C. § 36(c), and state branching law incorporated therein, and the applicant's record of compliance with the Community Reinvestment Act, 12 U.S.C. §§ 2902(3)(D), 2903(a)(2). Because of the need for Huntington to begin to provide services to DINB and the customers of Citizens at the former main office and branch office sites of Citizens immediately upon the formation of DINB through these temporary sites, the OCC has waived the usual notice and comment procedures. 12 C.F.R. § 5.2(b). If Huntington, however, elects to operate the sites as branches for a longer period of time, or establish any new branches in the area, the OCC's regular procedures for the establishment of branches, including a 30-day prior notice and comment period, will apply. 12 C.F.R. §§ 5.8, 5.10, 5.30(f)(1).

This letter also is the OCC's authorization to establish the branches at the above noted addresses. Within 10 days of opening, the bank must advise this office in writing of the branch opening dates, so the OCC may complete its records. **Please reference the OCC Application Numbers in your letter.**

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the

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bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have questions regarding this letter, please contact the undersigned or Director for District Licensing Travis W. Wilbert at (312) 360-8866. Please reference the OCC application numbers in any correspondence.

Sincerely,

Carolina M. Ledesma

Carolina M. Ledesma

Acting Director For District Licensing

Central District