Ladies and Gentlemen:

Huntington Bancshares Incorporated appreciates the opportunity to comment on your pending 2013 proxy season guidelines. Huntington generally supports the following key changes ISS is considering:

1. Use company's selected peers as an input to its peer group methodology, while maintaining an approach that includes company size and market capitalization constraints.
2. Potentially incorporate a comparison of realizable pay to grant date pay as part of the qualitative evaluation of pay-for-performance alignment.
3. Add pledging of shares as a factor that may lead to negative recommendations under the existing problematic pay practices evaluation.

With respect to incorporating some consideration of realizable or realized pay, we believe this would be enlightening for evaluation of an executive's compensation. The grant date value of equity awards as disclosed in the Summary Compensation Table rarely matches the value ultimately realized or realizable at any given time. In Huntington's case, our stock options typically vest in three years and expire in seven years. In addition, the grant date value, especially if granted early in the year, may not directly correlate to year-end company performance. Further, equity awards are not typically sized up front on the basis of specific formulaic performance criteria and their value over time is intended to incent future performance as well as, or more than, to reward past performance. We do believe, however, that the value reported by the company in the Summary Compensation Table does reflect the Compensation Committee's perspective better than the value recalculated by the ISS model.

Thank you for your consideration.

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