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Comptroller of the Currency  
Administrator of National Banks

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Licensing Department  
Mail Stop 7-13  
250 E Street, SW  
Washington, DC 20219

**Corporate Decision 2007-06**  
**July 2007**

April 19, 2007

Richard K. Kim, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52<sup>nd</sup> Street  
New York, N.Y. 10019-6150

Re: Change in Bank Control of Sky Trust, National Association, Pepper Pike, Ohio,  
by Huntington Bancshares Incorporated and Penguin Acquisition, LLC  
**CAIS Control Number 2007-CE-11-001**

Dear Mr. Kim:

The Comptroller of the Currency (OCC) has reviewed and evaluated your Notice of Change in Bank Control, involving the Sky Trust, National Association, Pepper Pike, Ohio. As of this date, the application is technically complete. Based upon a thorough review of all information available, including representations and commitments made in the notice, this letter is issued to convey our intent not to disapprove the proposed change in control. **You cannot proceed with this acquisition until the Federal Reserve Bank of Cleveland has approved the acquisition of Sky Financial Group by Huntington Bancshares, Inc and you have obtained all other required regulatory and shareholder approvals.**

The date of consummation of this change in control must be provided to the Licensing Division of the Central District Office within 10 days after consummation. The transaction must be consummated as proposed in the notice. If any of the terms, conditions, or parties to the transaction described in the notice change, the OCC must be informed in writing prior to consummation to determine if any additional action or reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Notice of Change in Bank Control.

In addition, unless an extension is granted, the transaction must be consummated within six months of the date of this letter. Failure to consummate within six months or an approved extended time period granted by the OCC will cause our decision to lapse and require the filing of a new notice by the acquiring parties and the appropriate filing fee if the acquirer wishes to proceed with the change in bank control.

You are reminded that the OCC requires pushdown accounting for a change in control of at least 95 percent of the voting stock of a bank. Under pushdown accounting, when a bank is acquired, yet retains its separate corporate existence, the assets and liabilities of the acquired bank are restated to their fair values as of the acquisition date. Those values, including any goodwill, are reflected in the financial statements of the parent and the acquired bank.

If you have questions, contact the undersigned at (312)360-8863 or [dave.rogers@occ.treas.gov](mailto:dave.rogers@occ.treas.gov).

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Richard K. Kim, Esq.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

Sincerely,

/s/

David J. Rogers  
Director for District Licensing