Discovery Holding CO
Form SC 13G
March 30, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

DISCOVERY HOLDING COMPANY
(Name of Issuer)

SERIES A COMMON STOCK, PAR VALUE $.01 PER SHARE
(Title of Class of Securities)

25468Y107
(CUSIP Number)

March 20, 2007
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

ý Rule 13d-1(c)

¨ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 25468Y107	**13G**	**Page 2 of 8 Pages**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) PBK Holdings, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	**(a)** ¨ **(b)** ¨	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 15,946,450	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 15,946,450	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,946,450		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	o	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

CUSIP No. 25468Y107	13G	Page 3 of 8 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Philip B. Korsant		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) ¨ (b) ¨	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 15,946,450	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 15,946,450	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,946,450		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	o	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

Item 1. (a) Name of Issuer

Discovery Holding Company

Item 1. (b) Address of Issuer's Principal Executive Offices

12300 Liberty Boulevard
Englewood, Colorado 80112

Item 2. (a) Name of Person Filing

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")*:

(i) PBK Holdings, Inc. ("PBK"); and
(iii) Philip B. Korsant.

* Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Schedule 13G is being filed on behalf of each of them.

Item 2. (b) Address of Principal Business Office or, if None, Residence

PBK Holdings, Inc.
283 Greenwich Avenue
Greenwich, CT 06830

Philip B. Korsant
283 Greenwich Avenue
Greenwich, CT 06830

Item 2. (c) Citizenship

See Item 4 of the attached cover pages.

Item 2. (d) Title of Class of Securities

Series A Common stock, par value $.01 per share (the "Common Shares")

Item 2. (e) CUSIP Number

25468Y107

Item 3.

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(c).

Item 4. Ownership

(a) Amount beneficially owned:

See Item 9 of the attached cover pages.

(b) Percent of class:

See Item 11 of the attached cover pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of the attached cover pages.

(iii) Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

(iv) Shared power to dispose or to direct the disposition:

See Item 8 of the attached cover pages.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Partnerships of which PBK is the general partner are the owners of record of the Common Shares reported herein. Each such partnership's ownership interest is less than 5% of the outstanding Common Shares. Each of PBK and Philip B. Korsant may be deemed to beneficially own the Common Shares reported herein as a result of the direct or indirect power to vote or dispose of such stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2007

PBK HOLDINGS, INC.

By:	/s/ DAVID GRAY	
	Name:	David Gray
	Title:	Vice President

/s/ PHILIP B. KORSANT
Philip B. Korsant

EXHIBIT A

The undersigned, PBK Holdings, Inc., a Delaware corporation, and Philip B. Korsant, hereby agree and acknowledge that the information required by this Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: March 30, 2007

PBK HOLDINGS, INC.

By: /s/ DAVID GRAY
Name: David Gray
Title: Vice President

/s/ PHILIP B. KORSANT
Philip B. Korsant

114,884 118,255 130,161 132,912 130,822 -- NET INTEREST INCOME 202,441 201,759 199,179 191,265 180,261 Provision for loan and lease losses 49,193 36,844 51,236 54,304 49,876 -- NET INTEREST INCOME AFTER PROVISION FOR LOAN AND LEASE LOSSES 153,248 164,915 147,943 136,961 130,385 -- Operating lease income 128,574 138,193 149,259 160,164 171,617 Service charges on deposit accounts 40,914 39,869 41,435 37,706 35,608 Trust services 15,580 14,911 15,306 14,997 16,247 Brokerage and insurance income 14,196 15,497 13,941 13,664 16,899 Gains on sales of automobile loans 13,496 10,255 --- --- --- Other service charges and fees 11,372 10,338 10,890 10,837 10,529 Bank Owned Life Insurance income 11,043 11,137 10,722 10,723 10,722 Mortgage banking 7,185 11,125 5,530 2,594 7,835 Securities gains 6,887 1,198 2,339 1,140 966 Merchant Services gain --- --- --- 24,550 --- Other 27,704 20,401 22,433 22,227 18,291 -- TOTAL NON-INTEREST INCOME 276,951 272,924 271,855 298,602 288,714 -- Personnel costs 105,242 113,089 110,231 100,662 99,115 Operating lease expense 102,939 111,588 120,747 125,743 131,695 Equipment 16,341 16,412 17,337 17,378 16,659 Outside data processing and other services 16,104 16,579 17,209 15,128 16,592 Net occupancy 15,377 16,609 13,370 14,676 14,504 Professional services 9,872 9,285 9,111 9,680 7,864 Marketing 8,454 6,626 6,186 7,491 7,231 Telecommunications 5,394 5,701 5,714 5,609 5,320 Printing and supplies 2,253 3,681 3,999 3,679 3,683 Restructuring (releases) charges (5,315) (1,000) (7,211) --- --- Other 20,372 16,909 32,616 19,450 21,083 -- TOTAL NON-INTEREST EXPENSE 297,033 315,479 329,309 319,496 323,746 -- INCOME BEFORE

INCOME TAXES 133,166 122,360 90,489 116,067 95,353 Income taxes 36,676 30,630 21,226 28,052 24,375 -- NET INCOME $ 96,490 $ 91,730 $ 69,263 $ 88,015 $ 70,978 ==

PER COMMON SHARE Net Income - Diluted $0.42 $0.40 $0.30 $0.37 $0.29 Cash Dividends Declared $0.16 $0.16 $0.16 $0.16 $0.16 RETURN ON: Average total assets 1.38% 1.36% 1.02% 1.35% 1.14% Average total shareholders' equity 18.0% 17.2% 12.7% 15.8% 12.5% Net interest margin (2) 3.47% 3.63% 3.62% 3.69% 3.70% Efficiency ratio (3) 62.5% 66.3% 69.9% 65.2% 69.0% Effective tax rate 27.5% 25.0% 23.5% 24.2% 25.6% REVENUE - FULLY TAXABLE EQUIVALENT (FTE) Net Interest Income $202,441 $201,759 $199,179 $191,265 $180,261 Tax Equivalent Adjustment (2) 2,076 2,096 1,869 1,096 1,071 -- Net Interest Income 204,517 203,855 201,048 192,361 181,332 Non-Interest Income 276,951 272,924 271,855 298,602 288,714 -- TOTAL REVENUE $481,468 $476,779 $472,903 $490,963 $470,046 ==

TOTAL REVENUE EXCLUDING SECURITIES GAINS $474,581 $475,581 $470,564 $489,823 $469,080 ==

(1) See note 3 to the unaudited consolidated financial statements for further information regarding the restatement. (2) Represents the tax-exempt portion of net interest income increased by an amount equivalent to taxes that would have been paid if this income had been taxed at a 35% statutory tax rate. (3) Non-interest expense less amortization of intangible assets divided by the sum of fully taxable equivalent net interest income and non-interest income excluding securities gains. 23 2003 First Six Months versus 2002 First Six Months For the first six months of 2003, earnings were $188.2 million, or $0.81 per common share, up 13% and 19%, respectively, from $166.5 million, or $0.67 per common share, in the comparable year-ago period. This increase primarily reflected the benefits of a 13% increase in fully taxable equivalent net interest income, a 16% decline in non-interest expense, a 3% decline in provision for loan and lease losses, and a lower effective tax rate, partially offset by a 29% decline in non-interest income. The year-ago six-month period included two significant items. The first consisted of a $182.5 million pre-tax gain ($61.4 million after tax, or $0.24 per common share) from the sale of the Florida banking operations reported in non-interest income. The second was $56.2 million ($36.5 million after tax, or $0.15 per common share) in restructuring charges related to the strategic initiatives announced in July 2001 reported in non-interest expense. The higher percent change in per common share earnings reflected the benefit of repurchased shares. ROA and ROE were 1.37% and 17.5%, respectively, up from 1.30% and 14.5%, in the year-ago six-month period. The $47.0 million, or 13%, increase in fully taxable equivalent net interest income reflected a $3.1 billion, or 15%, increase in average earnings assets, partially offset by a 9 basis point, or an effective 3%, decline in the fully taxable equivalent net interest margin to 3.36% from 3.45%. The $112.8 million, or 16%, decline in non-interest expense primarily reflected a $62.5 million decline in restructuring charges and a $58.0 million, or 21%, decline in operating lease expense, partially offset by an $11.2 million, or 5%, increase in personnel costs. Provision for loan and lease losses decreased $2.8 million, or 3%, and reflected a release of provision associated with the loans sold with Florida banking operations in the prior year, partially offset by higher provision expense due to loan growth and higher net charge-offs. The reduction in tax expense reflects the decline in the effective tax rate to 26.3% in the current six-month period, down from 47.3%, in the year-ago six-month period. The higher effective tax rate in the year-ago period reflected the fact that most of the goodwill relating to the sold Florida operations was not deductible for tax purposes. RESULTS OF OPERATIONS NET INTEREST INCOME 2003 Second Quarter versus 2002 Second Quarter Compared with the year-ago quarter, fully taxable equivalent net interest income increased $23.2 million, or 13%, reflecting the benefit of an increase in average earning assets, partially offset by a 23 basis point, or an effective 6%, decline in the net interest margin to 3.47% from 3.70%. The decline in the fully taxable equivalent net interest margin was driven by a number of factors including significant repayments and prepayments of higher rate mortgages and mortgage backed securities, growth in lower rate but higher quality automobile loans and direct financing leases, and the difficulty in lowering deposit rates as fast as the decline in rates on loans and securities. Average total earning assets increased $4.0 billion, or 20%, of which $0.8 billion related to higher securities and $3.1 billion related to higher average loans and leases and mortgages held for sale. Average securities increased $0.8 billion, or 29%, from the year-ago quarter reflecting the

investment of deposit inflows, proceeds from loan sales, and pay downs of operating leases in excess of loan and lease originations. Average mortgages held for sale increased $0.4 billion, more than twice the level of a year earlier, due to high loan originations of mortgages reflecting continued heavy refinancing activity. Compared with the year-ago quarter, average loans and leases increased $2.7 billion, or 16%. Average automobile loans and leases increased $1.4 billion, or 51%. This high growth rate was influenced by the significant growth in direct financing automobile leases as this portfolio is relatively new and consists only of leases originated after April 2002 with no meaningful offsetting impact from maturing leases. Average automobile loans were up 10%. As part of a plan to reduce loan concentration exposure to the automobile financing business, $567 million of automobile loans were sold in the second quarter 2003, following the sale of $556 million in the first quarter. This brought 2003 year-to-date sales to $1.1 billion. Each sale occurred at the end of their respective quarter and, thus, did not have a material impact on average balances for their respective quarters. However, the first quarter sale did have a material impact on second quarter 2003 averages and comparisons to the year-ago quarter. Excluding the impact of the first quarter sale, average automobile loans in the second quarter 2003 were up 28% from the year-ago quarter. Average residential mortgages increased $0.5 billion, or 36%, with average home equity loans and lines up $0.4 billion, or 16%, reflecting the impact low interest rates had on home borrowing and refinancing. Total average commercial real estate loans increased $0.4 billion, or 11%. Average commercial loans were essentially flat with the year-ago period. While small business banking loans showed some growth, this was offset by declines in larger commercial loans, including a reduction in exposure to shared national credits. 24 Compared with the year-ago quarter, average core deposits increased $0.7 billion, or 5%, including a $0.7 billion, or 20%, decline in retail CDs. Retail CDs, which continued to be a relatively expensive source of funds, were de-emphasized in the company's deposit generation strategies. Average core deposits excluding retail CDs were up 13% from the year-ago quarter. 2003 Second Quarter versus 2003 First Quarter Fully taxable equivalent net interest income in the second quarter 2003 increased $0.7 million from the first quarter, reflecting growth in average earning assets substantially offset by a decline in the net interest margin. The fully taxable equivalent net interest margin declined to 3.47% from 3.63%, down 16 basis points, or an effective 4%, driven by the same factors that affected comparisons to the year-ago quarter, as noted above. Average total earning assets increased $0.9 billion, or 4%, of which $0.4 billion related to higher securities and $0.5 billion related to higher average loans and leases and mortgages held for sale. Average securities increased $0.4 billion, or 11%, from the first quarter reflecting the investment of deposit inflows, proceeds from loan sales, and pay downs of operating leases in excess of loan and lease originations. Average mortgages held for sale increased $0.1 billion, or 31%, from the first quarter due to high loan originations reflecting continued heavy refinancing activity. Average loans and leases increased $0.3 billion, or 2%, from the first quarter, or 4% excluding the impact of automobile loan sales. Reflecting the impact of the low interest rate environment, average residential mortgages grew 3% and average home equity loans and lines of credit increased 4%. Average automobile loans and leases increased 1%, or 12% excluding the impact of the first quarter sale of $556 million of automobile loans. Loans sold in the first quarter impacted average loans and leases in that quarter by $457 million. Year-to-date sales of automobile loans totaled $1.1 billion with such sales reflecting a strategy to reduce loan concentration exposure to the automobile financing business. Total average commercial real estate loans increased 3%. In contrast, average commercial loans were essentially unchanged reflecting a 3% growth in small business loans, offset by declines in larger commercial credits. Total average core deposits in the second quarter 2003 increased $0.5 billion, or 3%, from the first quarter including a $0.2 billion, or 6%, decline in retail CDs. Excluding retail CDs, average core deposits increased 5%. Table 2 of this report reflects quarterly average balance sheets and rates earned and paid on Huntington's interest-earning assets and interest-bearing liabilities. 2003 First Six Months versus 2002 First Six Months Net interest income on a fully taxable equivalent basis for the first six months of 2003 increased $47.0 million, or 13%, from the comparable year-ago period. This reflected 15% growth in average earnings assets, as the fully taxable equivalent net interest margin declined slightly to 3.36% from 3.45%, down 9 basis points, or an effective 3%. Average total earning assets increased $3.1 billion, or 15%, of which $0.7 billion related to higher average securities, $0.3 billion to higher average mortgages held for sale, and $2.1 billion related to higher average loans and leases. The higher average balances in securities and mortgages held for sale reflect the same factors influencing the year-over-year quarterly comparisons discussed above. Average loans and leases increased $2.1 billion, or 13%, from the year-ago six-month period. This increase was driven primarily by a $1.3 billion, or 49%, increase in average automobile loans and leases, impacted by the significant growth in direct financing automobile leases given reclassification of all April 2002 and prior originations as operating leases. Average

automobile loans increased 12%, but rose 25% excluding the impact of the loan sales. Average residential mortgages were up $0.6 billion, or 45%, and average home equity loans and lines of credit were up $0.2 billion, or 8%. Average commercial real estate loans were $0.2 million, or 7%, higher than in the year-ago period, whereas average commercial loans were down $0.2 billion, or 4%, reflecting the continued weak demand for commercial credits and planned decline in the shared national credit portfolio, partially offset by growth in small business loans. Total average core deposits for the first six months of 2003 were down $298 million, or 2%, reflecting the impact of the 2002 first quarter sale of $4.7 billion of deposits sold with the Florida banking operations. Excluding the impact of these sold deposits, six-month 2003 average core deposits were up $833 million, or 6%, from the comparable year-ago period. Excluding retail CDs, average core deposits increased 6%. Table 3 of this report reflects year-to-date 2003 and 2002 average balance sheets, related interest income and expense, and rates earned and paid on Huntington's interest-earning assets and interest-bearing liabilities. 25
-- TABLE 2 - CONSOLIDATED QUARTERLY AVERAGE BALANCE SHEETS AND NET INTEREST MARGIN ANALYSIS (In millions) QUARTERLY AVERAGE BALANCES -- 2003 2002 -- ------------------------------ Fully Tax Equivalent Basis (1) SECOND First Fourth Third Second -- ASSETS Interest bearing deposits in banks $ 45 $ 37 $ 34 $ 35 $ 29 Trading account securities 23 12 9 7 6 Federal funds sold and securities purchased under resale agreements 69 57 83 76 68 Mortgages held for sale 602 459 467 267 174 Securities: Taxable 3,382 3,014 3,029 2,953 2,735 Tax exempt 275 274 234 108 96 -- Total Securities 3,657 3,288 3,263 3,061 2,831 -- Loans and leases: (2) Commercial 5,626 5,623 5,555 5,504 5,616 Real Estate Construction 1,239 1,187 1,070 1,247 1,258 Commercial 2,621 2,565 2,601 2,315 2,232 Consumer Automobile loans and leases 4,136 4,085 3,699 3,225 2,733 Home equity 3,359 3,238 3,166 3,060 2,907 Residential mortgage 1,887 1,832 1,694 1,486 1,385 Other loans 379 389 399 406 415 -- Total Consumer 9,761 9,544 8,958 8,177 7,440 -- Total loans and leases 19,247 18,919 18,184 17,243 16,546 -- Allowance for loan and lease losses 338 349 386 367 357 -- Net loans and leases 18,909 18,570 17,798 16,876 16,189 -- Total earning assets 23,643 22,772 22,040 20,689 19,654 -- Operating lease assets 1,802 2,076 2,328 2,597 2,842 Cash and due from banks 735 740 717 763 722 Intangible assets 218 218 225 202 213 All other assets 2,005 1,967 1,937 1,905 1,891 -- TOTAL ASSETS $ 28,065 $ 27,424 $ 26,861 $ 25,789 $24,965
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LIABILITIES AND SHAREHOLDERS' EQUITY Core deposits Non-interest bearing deposits $ 3,046 $ 2,958 $ 2,955 $ 2,868 $ 2,739 Interest bearing demand deposits 6,100 5,597 5,305 5,269 4,920 Savings deposits 2,804 2,771 2,746 2,766 2,808 Retail certificates of deposit 2,798 2,963 3,305 3,453 3,509 Other domestic time deposits 673 682 702 714 718 -- Total core deposits 15,421 14,971 15,013 15,070 14,694 -- Domestic time deposits of $100,000 or more 808 769 730 777 843 Brokered time deposits and negotiable CDs 1,241 1,155 1,057 907 649 Foreign time deposits 426 514 409 370 296 -- Total deposits 17,896 17,409 17,209 17,124 16,482 -- Short-term borrowings 1,635 1,947 2,115 1,793 1,636 Federal Home Loan Bank advances 1,267 1,216 848 228 14 Subordinated notes and other long-term debt, including preferred capital securities 4,010 3,570 3,380 3,281 3,375 -- Total interest bearing liabilities

21,762 21,184 20,597 19,558 18,768
-- All other liabilities 1,106 1,116 1,146 1,149 1,180 Shareholders' equity 2,151 2,166 2,163 2,214 2,278
-- TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY $ 28,065 $ 27,424 $ 26,861 $ 25,789 $24,965
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Net interest rate spread Impact of non-interest bearing funds on margin
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NET INTEREST MARGIN --

-- TABLE 2 - CONSOLIDATED QUARTERLY AVERAGE BALANCE SHEETS AND NET INTEREST MARGIN ANALYSIS (continued) QUARTERLY AVERAGE RATES (3) -- 2003 2002
-- -------------------- ---------------------------- Fully Tax Equivalent Basis (1) SECOND First Fourth Third Second -- -- ASSETS Interest bearing deposits in banks 1.58 % 1.61 % 1.93 % 2.06 % 2.44 % Trading account securities 4.15 4.63 3.37 4.95 5.37 Federal funds sold and securities purchased under resale agreements 2.19 2.14 1.83 1.40 1.51 Mortgages held for sale 5.42 5.56 5.84 6.57 7.07 Securities: Taxable 4.59 5.17 5.53 6.01 6.33 Tax exempt 7.29 7.22 7.15 7.52 7.69 -- Total Securities 4.79 5.34 5.64 6.07 6.37 -- Loans and leases: (2) Commercial 5.26 5.40 5.59 5.69 5.67 Real Estate Construction 4.13 4.06 4.15 4.60 5.05 Commercial 5.25 5.60 5.79 6.17 6.39 Consumer Automobile loans and leases 6.78 7.40 7.83 8.50 8.67 Home equity 5.02 5.17 5.64 5.83 6.00 Residential mortgage 5.76 5.95 6.06 6.27 6.46 Other loans 7.22 6.60 7.21 7.66 7.70
-- Total Consumer 5.99 6.33 6.69 7.05 7.16 -- Total loans and leases 5.56 5.82 6.08 6.32 6.39 --
-- Total earning assets 5.42 % 5.72 % 5.99 % 6.26 % 6.37 % --
LIABILITIES AND SHAREHOLDERS' EQUITY Core deposits Non-interest bearing deposits Interest bearing demand deposits 1.39 % 1.44 % 1.55 % 1.75 % 1.82 % Savings deposits 1.55 1.85 1.69 1.77 1.79 Retail certificates of deposit 3.75 3.87 4.36 4.37 4.51 Other domestic time deposits 3.85 4.00 4.19 4.37 4.48
-- Total core deposits 2.09 2.28 2.51 2.65 2.76 -- Domestic time deposits of $100,000 or more 2.55 2.76 2.64 3.27 3.12 Brokered time deposits and negotiable CDs 1.79 1.98 2.25 2.37 2.48 Foreign time deposits 1.03 1.06 1.29 1.43 1.38
-- Total deposits 2.06 2.24 2.46 2.63 2.74 -- Short-term borrowings 1.06 1.16 1.40 1.44 1.51 Federal Home Loan Bank advances 1.76 1.84 1.99 2.02 5.89 Subordinated notes and other long-term debt, including preferred capital securities 2.85 3.12 3.52 3.70 3.64
-- Total interest bearing liabilities 2.11 % 2.26 % 2.51 % 2.70 % 2.80 %
-- Net interest rate spread 3.31 % 3.46 % 3.48 % 3.56 % 3.57 % Impact of non-interest bearing funds on margin 0.16 0.17 0.14 0.13 0.13
-- NET INTEREST MARGIN 3.47 % 3.63 % 3.62 % 3.69 % 3.70 %
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(1) Fully tax equivalent yields are calculated assuming a 35% tax rate. (2) Individual loan components include applicable fees. (3) Loan and deposit average rates include impact of applicable derivatives. 26
-- TABLE 3 - CONSOLIDATED SIX-MONTH AVERAGE BALANCE SHEETS, AND NET INTEREST MARGIN ANALYSIS SIX-MONTH INTEREST INCOME/ SIX-MONTH AVERAGE BALANCES EXPENSE AVERAGE

RATES (3)
-- Fully Tax Equivalent Basis (1) 2003 2002 2003 2002 2003 2002
-- ASSETS Interest bearing deposits in banks $ 41 $ 31 $ 0.3 $ 0.3 1.59 % 2.21 % Trading account securities 17 6 0.4 0.1 4.31 4.18 Federal funds sold and securities purchased under resale agreements 63 65 0.7 0.5 2.16 1.47 Mortgages held for sale 531 277 14.5 9.3 5.47 6.70 Securities: Taxable 3,199 2,724 77.6 86.7 4.86 6.38 Tax exempt 275 99 10.0 3.8 7.26 7.73 --
Total Securities 3,474 2,823 87.6 90.5 5.05 6.43
-- Loans and leases: (2) Commercial 5,625 5,830 144.0 157.8 5.16 5.46 Real Estate Construction 1,214 1,271 23.5 31.8 3.91 5.05 Commercial 2,593 2,297 66.9 72.4 5.23 6.39 Consumer Automobile loans and leases 4,112 2,763 135.8 114.7 6.71 8.41 Home equity 3,298 3,056 83.2 93.5 5.03 6.11 Residential mortgage 1,859 1,286 49.5 36.5 5.40 5.74 Other loans 384 449 13.8 18.0 7.23 8.05
-- Total Consumer 9,653 7,554 282.3 262.7 5.90 7.00
-- Total loans and leases 19,085 16,952 516.7 524.7 5.46 6.24

Allowance for loan and lease losses 343 364 -- Net loans and leases 18,742 16,588
-- Total earning assets / Total interest income / Rate 23,211 20,154 620.2 625.4 5.38 % 6.25 %

Operating lease assets 1,937 2,909 Cash and due from banks 738 770 Intangible assets 218 354 All other assets 1,986 1,916 -- TOTAL ASSETS $ 27,747 $ 25,739
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LIABILITIES AND SHAREHOLDERS' EQUITY Core deposits Non-interest bearing deposits $ 2,984 $ 2,889 Interest bearing demand deposits 5,868 5,033 41.9 45.1 1.44 % 1.81 % Savings deposits 2,788 2,952 22.6 26.2 1.63 1.79 Retail certificates of deposit 2,880 3,863 54.4 91.3 3.81 4.76 Other domestic time deposits 678 759 13.2 17.4 3.92 4.63
-- Total core deposits 15,198 15,496 132.1 180.0 2.18 2.88

Domestic time deposits of $100,000 or more 789 944 10.4 14.4 2.66 3.08 Brokered time deposits and negotiable CDs 1,198 476 11.2 5.9 1.88 2.48 Foreign time deposits 470 283 2.4 2.3 1.05 1.63
-- Total deposits 17,655 17,199 156.1 202.6 2.15 2.85

Short-term borrowings 1,789 1,692 9.9 14.7 1.11 1.75 Federal Home Loan Bank advances 1,242 16 11.2 0.5 1.80 5.99 Subordinated notes and other long-term debt, including preferred capital securities 3,792 3,403 55.9 62.7 2.97 3.71
-- Total interest bearing liabilities / Total interest expense/rate 21,494 19,421 233.1 280.5 2.19 % 2.91 %
-- All other liabilities 1,096 1,122 Shareholders' equity 2,173 2,307
-- TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY $ 27,747 $ 25,739
== Net interest rate spread 3.19 % 3.34 % Impact of non-interest bearing funds on margin 0.17 0.11
-- NET INTEREST INCOME (FTE) (1) / MARGIN $ 387.1 $ 344.9 3.36 % 3.45 %

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(1) Fully tax equivalent net interest income and yields are calculated assuming a 35% tax rate. (2) Individual loan components include applicable fees. (3) Loan and deposit average rates include impact of applicable derivatives. 27 PROVISION FOR LOAN AND LEASE LOSSES The provision for loan and lease losses is the expense necessary to maintain the allowance for loan and lease losses (ALLL) at a level adequate to absorb management's estimate of inherent losses in the total loan and lease portfolio. Taken into consideration are such factors as current period net charge-offs that are charged against the ALLL, current period loan and lease growth and any related estimate of likely losses associated with that growth based on historical experience, the current economic outlook, the anticipated impact on credit quality of existing loans and leases, and other factors. 2003 Second Quarter versus 2002 Second Quarter Provision for loan and lease losses in the second quarter was $49.2 million, down $0.7 million, or 1%, from the year-ago quarter. At June 30, 2003, the allowance for loan and lease losses as a percent of period-end loans and leases was 1.79%, down from 2.10% at the end of the year-ago quarter. The decline in this ratio reflected a 40% decrease in non-performing assets between the end of the year-ago quarter and June 30, 2003. In contrast, as a percent of non-performing assets, the ALLL increased to 255% at June 30, 2003, from 158% at June 30, 2002. (See Tables 10 and 11.) 2003 Second Quarter versus 2003 First Quarter Provision for loan and lease losses in the second quarter was up $12.3 million, or 34%, from the first quarter due primarily to an $8.1 million provision expense reflecting loan growth, and to a lesser degree higher net charge-offs between periods. The June 30, 2003, ALLL as a percent of period-end loans and leases was 1.79%, up slightly from 1.78% at March 31, 2003. The allowance for loan and lease losses as a percent of non-performing assets increased to 255% at June 30, 2003, from 240% at the end of the immediately preceding quarter. 2003 First Six Months versus 2002 First Six Months Provision for loan and lease losses for the first six months was $86.0 million, down $2.8 million, or 3%, reflecting a $6.1 million, or 8%, decline in net charge-offs, partially offset by loan and lease growth. NON-INTEREST INCOME 2003 Second Quarter versus 2002 Second Quarter Non-interest income in the second quarter 2003 was $277.0 million, down $11.8 million, or 4%, from $288.7 million in the year-ago quarter. This decline was driven primarily by a $43.0 million, or 25%, decline in operating lease income as this portfolio runs off due to the fact that all automobile leases originated after April 2002 are direct financing leases. Unlike income on operating leases, the income on direct financing leases is reflected in net interest income. (See Operating Lease discussion.) Excluding operating lease income of $128.6 million and $171.6 million from the current and year-ago quarters, respectively, non-interest income was up $31.3 million, or 27%. (See Table 4.) Fee income categories that increased over this period included service charges on deposit accounts, up $5.3 million, or 15%, due to higher NSF and overdraft fees on retail accounts. The gains on sales of automobile loans were $13.5 million in the current quarter. The $9.4 million increase in other income reflected a $4.4 million increase in trading-related revenue, $4.1 million of higher fees from automobile lease terminations, and a $3.2 million increase in the market value of certain equity investments partially offset by declines in other miscellaneous income categories. Securities gains were up $5.9 million from the same period last year. Other service charge income increased $0.8 million, or 8%, reflecting higher transaction-based product fees. Fee income categories that decreased included brokerage and insurance income, down $2.7 million, or 16%, primarily due to lower insurance income associated with the sold J. Rolfe Davis Insurance Agency, Inc. Trust services income was down $0.7 million, or 4%, due to a decline in average asset values. Mortgage banking income decreased $0.7 million, or 8%, reflecting an acceleration in the amortization of mortgage servicing rights (MSRs) and a $6.4 million MSR impairment charge in the current quarter versus $0.9 million in the year-ago quarter, partially offset by higher origination-related fees due to the increased volume of mortgage originations. The MSR impairment charge and acceleration in the amortization of MSRs reflected high mortgage prepayment levels as the low interest rate environment continued to produce high refinancing activity. At June 30, 2003, MSRs as a percent of serviced mortgages were 0.72%, down from 1.00% at June 30, 2002. Table 4 shows details of non-interest income for the three and six-month periods ended June 30, 2003 and 2002: 28 -- TABLE 4 - NON-INTEREST INCOME (in thousands of dollars) THREE MONTHS ENDED JUNE 30, -- 2003 2002 % Change -- Operating lease income $ 128,574 $ 171,617 (25.1)% Service charges on deposit accounts 40,914 35,608 14.9 Trust services 15,580 16,247 (4.1) Brokerage and insurance income 14,196 16,899 (16.0) Gains on sales of automobile loans 13,496 --- N.M. Other service charges and fees 11,372 10,529 8.0 Bank Owned Life Insurance income 11,043 10,722 3.0

Mortgage banking 7,185 7,835 (8.3) Securities gains 6,887 966 N.M. Other 27,704 18,291 51.5
-- TOTAL
NON-INTEREST INCOME $ 276,951 $ 288,714 (4.1)%
==
(in thousands of dollars) SIX MONTHS ENDED JUNE 30,
-- 2003 2002 %
Change --
Operating lease income $ 266,767 $ 347,651 (23.3)% Service charges on deposit accounts 80,783 74,423 8.5 Trust services 30,491 31,748 (4.0) Brokerage and insurance income 29,693 34,504 (13.9) Gains on sales of automobile loans 23,751 --- N.M. Other service charges and fees 21,710 21,161 2.6 Bank Owned Life Insurance income 22,180 21,678 2.3 Mortgage banking 18,310 23,909 (23.4) Gain on sale of Florida operations --- 182,470 N.M. Securities gains 8,085 1,423 N.M. Other 48,105 32,280 49.0
-- TOTAL
NON-INTEREST INCOME $ 549,875 $ 771,247 (28.7)%
==
2003 Second Quarter versus 2003 First Quarter Non-interest income of $277.0 million in the second quarter was up $4.0 million, or 1%, from $272.9 million in the first quarter, despite a $9.6 million decline in operating lease income. Excluding operating lease income of $128.6 million from the current quarter and $138.2 million in the 2003 first quarter, non-interest income was up $13.6 million, or 10%. Income categories that increased included other income, up $7.3 million. This increase reflected higher fees from the termination of operating lease assets, an increase in the market value of certain equity investments, as well as higher letter of credit fees offset by lower securitization gains. The gains on sales of automobile loans were $3.2 million higher than gains in the first quarter. Securities gains totaled $6.9 million, up $5.7 million from the first quarter. Service charges on deposit accounts increased $1.0 million, or 3%, due to higher retail fees. Other service charges and fees were up $1.0 million, or 10%, reflecting higher transaction-based product fees from the seasonally weak first quarter. Trust services increased $0.7 million, or 4%, due to higher institutional fees. Partially offsetting these increases were declines in several fee income categories, including brokerage and insurance income, down $1.3 million, or 8%, due to an 18% decline in annuity sales, though mutual fund sales increased 45%. Mortgage banking income declined $3.9 million, or 35%, from the first quarter reflecting a $6.4 million impairment of MSR in the current quarter, compared with no impairment in the first quarter 2003. Excluding the MSR impairment, mortgage banking income increased $2.5 million, or 22%, reflecting a 34% increase in closed loan production. At June 30, 2003, MSRs as a percent of mortgages serviced for others were 0.72%, down from 0.80% at March 31, 2003. 29 2003 First Six Months versus 2002 First Six Months Non-interest income for the first six months of 2003 was $549.9 million, down $221.4 million, or 29%, from $771.2 million in the comparable year-ago period. This decline reflected the $182.5 million gain from the sale of the Florida banking operations in the year-ago period, as well as an $80.9 million, or 23%, decline in operating lease income as this portfolio runs off. (See Operating Lease discussion.) Excluding the year-ago gain, as well as operating lease income of $266.8 million and $347.7 million from the current and year-ago six-month periods, respectively, non-interest income was up $42.0 million, or 17%. Non-interest income categories contributing to the increase included service charges on deposit accounts, up $6.4 million, or 9%; a $6.7 million increase in securities gains; and a $15.8 million increase in other income. The increase in other income was due to a $7.6 million increase in lease termination fees, and a $7.5 million increase in capital markets-related income including trading and sales activities, partially offset by a $3.1 million decrease in standby letter of credit fees related to the implementation of FIN 45, as well as lower other miscellaneous fees. Gains on sales of automobile loans were $23.8 million in the first six months of 2003. Brokerage and insurance income was down $4.8 million, or 14%, and trust services declined $1.3 million, or 4%, reflecting the same factors influencing the declines between second quarters. Mortgage banking income declined $5.6 million, or 23%, reflecting year-to-date MSR impairments totaling $6.4 million in 2003 versus $1.1 million in the year-ago period. NON-INTEREST EXPENSE 2003 Second Quarter versus 2002 Second Quarter Non-interest expense in the second quarter 2003 was $297.0 million, down $26.7 million, or 8%, from $323.7 million in the year-ago quarter. This decline was driven primarily by a $28.8 million, or 22%, decline in operating lease expense as this portfolio runs off. (See Operating Lease discussion.) Excluding operating lease expense of $102.9 million and $131.7 million from the current and year-ago quarters, respectively, non-interest expense was up $2.0 million, or 1%. (See Table 5.) This $2.0

million increase reflected a $6.1 million, or 6%, increase in personnel costs with higher salaries, sales commissions, and benefit expenses each contributing equally to the increase. In the second quarter, Huntington reversed a reserve it had established for payment of bonuses to management under its Long Term Incentive Plan for the cycle covering the years 2000-2002 because it determined that there would be no pay-out under this plan for that cycle. The reversal decreased personnel expenses by $5.3 million in that quarter. Additionally, at the end of the second quarter 2003, Huntington increased its accrual for earned but unpaid salaries of its exempt employees. This accrual increased personnel expenses by $4.9 million. Full-time equivalent staff at the end of June 2003 was 8,093, down slightly from 8,174 at the end of the second quarter last year. Professional services expense increased $2.0 million, or 26%, primarily related to legal and audit expenses associated with the restatement announced in May of this year and costs pertaining to the investigation by the SEC. Also contributing to the increase were higher marketing expenses, up $1.2 million, or 17%. These increases were partially offset by the benefit of a $5.3 million release of restructuring reserves, of which $3.8 million related to reserves established in 1998 and $1.5 million related to reserves established in 2001 and 2002. The 1998 reserve was established for, among other items, the exit of underperforming product lines, including possible third-party claims related to these exits. Management reviewed this reserve and determined that future claims were unlikely or would be immaterial, and therefore, reduced the level of the reserve through a credit, or reserve release, to the restructuring charge expense category. As of June 30, 2003, Huntington has remaining reserves for restructuring of $0.3 million related to the 1998 strategic initiative, and $9.1 million related to the 2001 strategic initiatives, respectively. Huntington expects that this remaining reserve will be adequate to fund the remaining estimated future cash outlays that are expected in the completion of the exit activities contemplated by Huntington's 2001 strategic refocusing plan. Cost for printing and supplies declined $1.4 million, or 39%, due largely to incentives received from a new check-printing vendor that partially offset such costs in the second quarter 2003. 30 Table 5 reflects details of non-interest expense for the three and six months ended June 30, 2003 and 2002:

TABLE 5 - NON-INTEREST EXPENSE

(in thousands of dollars) THREE MONTHS ENDED JUNE 30,	2003	2002	% Change
Personnel costs	$ 105,242	$ 99,115	6.2 %
Operating lease expense	102,939	131,695	(21.8)
Equipment	16,341	16,659	(1.9)
Outside data processing and other services	16,104	16,592	(2.9)
Net occupancy	15,377	14,504	6.0
Professional services	9,872	7,864	25.5
Marketing	8,454	7,231	16.9
Telecommunications	5,394	5,320	1.4
Printing and supplies	2,253	3,683	(38.8)
Restructuring (releases) charges	(5,315)	---	N.M.
Other	20,372	21,083	(3.4)
TOTAL NON-INTEREST EXPENSE	$ 297,033	$ 323,746	(8.3)%

(in thousands of dollars) SIX MONTHS ENDED JUNE 30,	2003	2002	% Change
Personnel costs	$ 218,331	$ 207,144	5.4 %
Operating lease expense	214,527	272,480	(21.3)
Equipment	32,753	33,608	(2.5)
Outside data processing and other services	32,683	35,031	(6.7)
Net occupancy	31,986	31,493	1.6
Professional services	19,157	14,294	34.0
Marketing	15,080	14,234	5.9
Telecommunications	11,095	11,338	(2.1)
Printing and supplies	5,934	7,520	(21.1)
Restructuring (releases) charges	(6,315)	56,184	N.M.
Other	37,281	42,016	(11.3)
TOTAL NON-INTEREST EXPENSE	$ 612,512	$ 725,342	(15.6)%

2003 Second Quarter versus 2003 First Quarter Non-interest expense of $297.0 million in the current quarter was down $18.4 million, or 6%, from $315.4 million in the first quarter. This decline reflected an $8.6 million, or 8%, decline in operating lease expense as the operating lease portfolio runs off. (See Operating Lease discussion.) Excluding operating lease expense of $102.9 million and $111.6 million from the current and prior quarters, respectively, non-interest expense was down $9.8 million, or 5%. Contributing to the $9.8 million decline were lower personnel costs, down $7.8 million, or 7%, due to a combination of lower salaries, benefit, and severance costs. Net occupancy expense decreased $1.2 million, or 7%, as the first quarter results included significant seasonal costs, while printing and supplies costs declined $1.4 million, or 39%. Partially offsetting these declines were increases in a number of expense categories including a $3.5 million, or 20%, increase in other expenses spread across a number of categories. Marketing expense increased $1.8 million, or 28%, with professional services expense up $0.6 million, or 6%, primarily related to legal and audit expenses associated with the restatement announced in May of this year and the investigation by the SEC. Restructuring releases were $4.3 million higher in the second quarter than the immediately preceding quarter. 2003 First Six Months versus 2002 First Six Months Non-interest expense for the first six months of 2003 was $612.5 million, down $112.8 million, or 16%, from $725.3 million in the comparable year-ago period. Two items significantly affect this year-over-year comparison. Changes in restructuring reserves for the six month 2003 period represented a net credit, or release, to reserves of $6.3 million compared with $56.2 million of charges in the year-ago period primarily related to the last significant charges associated with the strategic initiatives announced in July 2001, including the sale of the Florida banking operations. The second is a $58.0 million, or 21%, decline in operating lease expense as the portfolio of operating lease assets runs off. (See Operating Lease discussion.) Excluding the impact of restructuring charges and releases, as well as operating lease expense of $214.5 million and $272.5 million from the current and year-ago six-month periods, respectively, non-interest expense was up $7.6 million, or 2%. 31 This $7.6 million increase reflected increases of $11.2 million, or 5%, in personnel costs, and a $4.9 million, or 34%, increase in professional services. Partially offsetting these increases were declines of $2.3 million, or 7%, in outside data processing and other services, and a $1.6 million, or 21%, decline in printing and supply costs. These year-to-date changes reflect the same factors influencing comparisons between second quarters. In addition, other expenses declined $4.7 million, or 11%, reflecting lower state and local tax expense and amortization of intangible assets. OPERATING LEASE ASSETS Operating lease assets represent automobile leases originated before May 2002. This operating lease portfolio will run-off over time since all automobile lease originations after April 2002 have been recorded as direct finance leases and are reported in the automobile loan and lease category in earning assets. As a result, the non-interest income and non-interest expenses associated with the operating lease portfolio will also decline over time. Average operating lease assets in the second quarter 2003 were $1.8 billion, down 36% from the year-ago quarter and 13% from the first quarter 2003. Operating lease income, which totaled $128.6 million in the second quarter 2003, represented 46% of non-interest income in that quarter. Operating lease income was down $43.0 million, or 25%, from the year-ago quarter and $9.6 million, or 7%, from the first quarter 2003, reflecting declines in average operating leases of 36% and 13%, respectively. As no new operating leases have been originated after April 2002, the operating lease asset balances will continue to decline through both depreciation and lease terminations. Net rental income was down 25% and 8%, respectively, from the year-ago and first quarter. Fees declined 24% and 4%, respectively, from the year-ago and prior quarters. Recoveries from early terminations declined 31% from the year-ago quarter, but were up 16% from the first quarter. Operating lease expense totaled $102.9 million, down $28.8 million, or 22%, from the year-ago quarter and was down $8.6 million, or 8%, from the 2003 first quarter. These declines also reflected the fact that this portfolio is decreasing over time as no new operating leases are being originated. Losses on early terminations declined $0.2 million, or 2%, from the year-ago quarter, and $0.8 million, or 6%, from the prior quarter. For the first six months of 2003, operating lease income totaled $266.8 million, compared with $347.7 million for the same period last year. This decline reflected 33% lower average operating lease balances for the comparable periods. Net rental income and fees were down 23% and 22%, respectively, from a year ago. Recoveries from early terminations declined nearly 35%. Operating lease expense declined from $272.5 million for the six-month period last year to $214.5 million. Losses on early terminations declined almost 16% from $28.3 million in the year-ago six month period to $23.9 million this year. Losses on operating lease assets consist of residual losses at termination and losses on early terminations. Residual losses arise if the ultimate value or sales proceeds from the automobile are less than Black Book value, which represents the insured amount under the company's residual value insurance policies. This situation may occur due to excess wear-and-tear or excess mileage not collected from the lessee. Losses on early terminations occur when a lessee, due to credit or other reasons, turns in the automobile before the end of the lease term. A loss is realized if the automobile is sold for a value less than the net book value at the date of turn-in. Such losses are not covered by the residual value insurance policies. To the extent the company is successful in collecting any deficiency from the lessee, amounts received are recorded as recoveries from early terminations. 32 Table 6 details operating lease assets performance for the three and six months ended June 30, 2003 and 2002: --- TABLE 6 - OPERATING LEASE ASSETS PERFORMANCE THREE MONTHS ENDED JUNE 30, --- 2003 2002 % Change

--- BALANCE SHEET (IN MILLIONS) Average operating lease assets outstanding $ 1,802 $ 2,842 (36.6) % INCOME STATEMENT (IN THOUSANDS) Net rental income $120,502 $160,658 (25.0) % Fees 5,414 7,108 (23.8) Recoveries - early terminations 2,658 3,851 (31.0) --- TOTAL OPERATING LEASE INCOME 128,574 171,617 (25.1) --- Depreciation and residual losses at termination 91,387 119,941 (23.8) Losses - early terminations 11,552 11,754 (1.7) --- TOTAL OPERATING LEASE EXPENSE 102,939 131,695 (21.8) --- NET EARNINGS CONTRIBUTION $25,635 $ 39,922 (35.8) % --- Earnings ratios (1) Net rental income 26.75% 22.61% Depreciation 20.29% 16.88% (1) As a percent of average operating lease assets, quarterly amounts annualized. SIX MONTHS ENDED JUNE 30, --- 2003 2002 % Change --- BALANCE SHEET (IN MILLIONS) Average operating lease assets outstanding $ 1,939 $ 2,909 (33.3) % INCOME STATEMENT (IN THOUSANDS) Net rental income $250,776 $325,827 (23.0) % Fees 11,047 14,241 (22.4) Recoveries - early terminations 4,944 7,583 (34.8) --- TOTAL OPERATING LEASE INCOME 266,767 347,651 (23.3) --- Depreciation and residual losses at termination 190,670 244,185 (21.9) Losses - early terminations 23,857 28,295 (15.7) --- TOTAL OPERATING LEASE EXPENSE 214,527 272,480 (21.3) --- NET EARNINGS CONTRIBUTION $ 52,240 $ 75,171 (30.5) % --- Earnings ratios (1) Net rental income 25.87% 22.40% Depreciation 19.67% 16.79% (1) As a percent of average operating lease assets, six-month amounts annualized. INCOME TAXES Income taxes in the second quarter 2003 were $36.7 million and represented an effective tax rate on income before taxes of 27.5%. This was up $12.3 million from the year-ago quarter primarily due to higher pre-tax income, as the effective tax rate in the year-ago quarter was lower at 25.6%. The effective tax rate in the first quarter 2003 was 25.0%. Each quarter, taxes for the full year are re-estimated and year-to-date tax accrual adjustments are made. A number of factors, such as year-to-date adjustments, can result in fluctuations in quarterly effective tax rates. 33 For the first six months of 2003, income taxes were $67.3 million and represented an effective tax rate on income before taxes of 26.3%. This was down $82.4 million from the comparable year-ago period in which the effective tax rate was 47.3%, reflecting the fact that most of the goodwill relating to the Florida operations sold in the first quarter of 2002 was not deductible for tax purposes. CREDIT RISK Huntington's exposure to credit risk is managed through the use of consistent underwriting standards that emphasize "in-market" lending while avoiding excessive industry and other concentrations. The credit administration function employs risk management techniques to ensure that loans and leases adhere to corporate policy and problem loans and leases are promptly identified. These procedures provide executive management with the information necessary to implement policy adjustments where necessary, and to take corrective actions on a proactive basis. Beginning in 2002, management increased its emphasis on commercial lending to customers with existing or potential relationships within Huntington's primary markets. As a result, outstanding shared national credits were $832 million at June 30, 2003, down from $994 million at March 31, 2003, and $998 million at the same period-end last year, and down from a peak of $1.5 billion at June 30, 2001. In the first quarter of 2003, Huntington implemented a revised internal risk grading methodology for commercial and commercial real estate credits. Huntington's new methodology is a dual risk grading system that separately measures the probability of default and loss in the event of default and provides Huntington with more specificity in the risk assessment process. LOAN AND LEASE COMPOSITION Table 7 shows the period-end loan portfolio by loan type and business segment: --- TABLE 7 - LOAN AND LEASE COMPOSITION --- (in millions of dollars) JUNE 30, 2003 December 31, 2002 June 30, 2002 --- ----------------------- --------------------- BY TYPE

BALANCE % Balance % Balance %
--- Commercial $
5,532 29.0 $ 5,606 30.2 $ 5,593 33.4 Commercial real estate 3,951 20.7 3,729 20.1 3,529 21.0
--- Total
Commercial and Commercial Real Estate 9,483 49.7 9,335 50.3 9,122 54.4
--- Consumer
Automobile loans 2,367 12.4 3,042 16.4 2,603 15.5 Automobile direct financing leases 1,481 7.8 874 4.7 270 1.6 Home equity 3,436 18.0 3,198 17.2 2,988 17.8 Residential mortgage 1,915 10.0 1,741 9.4 1,374 8.2 Other loans 378 2.1 397 2.0 410 2.5
--- Total Consumer
9,577 50.3 9,252 49.7 7,645 45.6
--- TOTAL
LOANS AND LEASES $19,060 100.0 $18,587 100.0 $16,767 100.0
===
By Business Segment --- Regional Banking Central Ohio / West Virginia $4,876 25.6 $ 4,812 25.9 $ 4,591 27.4 Northern Ohio 2,712 14.2 2,600 14.0 2,727 16.3 Southern Ohio / Kentucky 1,547 8.1 1,502 8.1 1,434 8.6 West Michigan 1,967 10.3 1,866 10.0 1,838 11.0 East Michigan 1,225 6.4 1,189 6.4 1,055 6.3 Indiana 729 3.8 681 3.7 683 4.1
--- Total Regional
Banking 13,056 68.4 12,650 68.1 12,328 73.7
--- Dealer Sales
4,624 24.3 4,711 25.3 3,467 20.7 Private Financial Group 1,181 6.2 1,062 5.7 866 5.2 Treasury / Other 199 1.1 164 0.9 106 0.4 ---
TOTAL LOANS AND LEASES $19,060 100.0 $18,587 100.0 $16,767 100.0
===
34 NET CHARGE-OFFS Net charge-offs in the second quarter and first six months of 2003 were $41.1 million and $73.9 million, respectively, and represented an annualized 0.85% and 0.77% of average loans and leases. For the same respective periods in the prior year, net charge-offs were $37.0 million, or 0.90%, and $80.0 million, or 0.94%. Table 8 reflects net charge-offs and annualized net charge-offs as a percent of average loans and leases by type of loan:
--- TABLE 8 -
NET LOAN AND LEASE CHARGE-OFFS
--- THREE
MONTHS ENDED SIX MONTHS ENDED JUNE 30, JUNE 30,
--- (in thousands)
2003 2002 2003 2002
--- NET
CHARGE-OFFS
--- Commercial $
26,546 $ 21,528 $ 41,450 $41,114 Commercial real estate 607 2,037 1,153 6,020
--- Total
commercial and commercial real estate 27,153 23,565 42,603 47,134
--- Consumer
Automobile loans 7,524 7,356 18,147 20,115 Automobile direct financing leases 1,422 498 2,342 498 Home equity loans 3,671 3,096 7,724 7,046 Residential mortgage 267 555 412 677 Other loans 1,019 1,927 2,664 4,499
--- Total consumer
13,903 13,432 31,289 32,835
--- TOTAL NET
CHARGE-OFFS $ 41,056 $ 36,997 $ 73,892 $79,969
===
ANNUALIZED NET CHARGE-OFFS AS A % OF AVERAGE LOANS AND LEASES
--- Commercial 1.89 % 1.54 % 1.47 % 1.41 % Commercial real estate 0.06 0.23

0.06 0.34 --- Total commercial and commercial real estate 1.14 1.04 0.90 1.00
--- Consumer Automobile loans 1.06 1.15 1.23 1.53 Automobile direct financing leases 0.44 1.22 0.40 0.78 Home equity loans & lines of credit 0.44 0.43 0.47 0.46 Residential mortgage 0.06 0.16 0.04 0.11 Other loans 1.08 1.86 1.39 2.00
--- Total consumer 0.57 0.72 0.65 0.87

ANNUALIZED NET CHARGE-OFFS AS A % OF AVERAGE LOANS AND LEASES 0.85 % 0.90 % 0.77 % 0.94 %
===
Commercial charge-offs totaled $26.5 million, or an annualized 1.89% of average commercial loans, for the second quarter 2003, up from $21.5 million, or 1.54%, in the year-ago quarter, and $14.9 million, or 1.06%, from the first quarter 2003. The primary driver of this increase was the charge-off of one of the second quarter's new non-performing assets, and which accounted for 45% of total commercial charge-offs in the recent quarter. Total consumer net charge-offs were $13.9 million, or an annualized 0.57% of average consumer loans, during the second quarter 2003. This compares with $13.4 million, or 0.72%, in the second quarter of last year and $17.4 million, or 0.73%, in the first quarter 2003. The recent decline from the first quarter was driven by a $3.1 million, or 29%, drop in automobile loan net charge-offs, from 1.38% to 1.06%. Automobile direct financing lease net charge-offs totaled $1.4 million, or 0.44%, in the second quarter 2003 versus $0.5 million, or 1.22%, and $0.9 million, or 0.37%, for the second quarter 2002 and first quarter 2003, respectively. As this lease portfolio is new and rapidly growing, management anticipates that it may take a year or two to reach a mature, stable net charge-off run rate, and therefore, the net charge-off ratio is likely to increase over this period. 35 Management is not anticipating any significant increase in economic activity in the second half of this year, nor any further weakening. Even though economic uncertainty exists, management expects net charge-offs for the full-year 2003 to be in the 0.70%-0.80% range. NON-PERFORMING ASSETS Non-performing assets (NPAs) consist of loans and leases that are no longer accruing interest, loans and leases that have been renegotiated to below market rates based upon financial difficulties of the borrower, and real estate acquired through foreclosure. When interest accruals are suspended, accrued interest income is reversed with current year accruals charged to earnings and prior year amounts generally charged off as a credit loss. Commercial and commercial real estate loans are generally placed on non-accrual status when collection of principal or interest is in doubt or when the loan is 90 days past due. Consumer loans and leases, excluding residential mortgages, are not placed on non-accrual status but are charged off in accordance with regulatory statutes, which is generally no more than 120 days past due. Residential mortgages, while highly secured, are placed on non-accrual status within 180 days past due as to principal and 210 days past due as to interest, regardless of security. A charge-off on a residential mortgage is recorded when the loan has been foreclosed and the loan balance exceeds the fair value of the real estate. The fair value of the collateral is then recorded as real estate owned. When, in management's judgment, the borrower's ability to make periodic interest and principal payments resumes and collectibility is no longer in doubt, the loan is returned to accrual status. Table 9 summarizes NPAs at the end of each of the recent five quarters in addition to 90 day past due information: TABLE 9 - NON-PERFORMING ASSETS AND PAST DUE LOANS AND LEASES --- 2003 2002 -- -- (in thousands) SECOND FIRST FOURTH THIRD SECOND
--- Non-accrual loans and leases: Commercial $86,021 $94,754 $91,861 $ 147,392 $ 156,252 Commercial real estate 22,398 22,585 26,765 47,537 45,795 Residential mortgage 11,735 9,302 9,443 8,488 8,776
--- Total Nonaccrual Loans and Leases 120,154 126,641 128,069 203,417 210,823 Renegotiated loans --- --- --- 37 1,268
--- TOTAL NON-PERFORMING LOANS AND LEASES 120,154 126,641 128,069 203,454 212,091 Other real estate, net 13,568 14,084 8,654 10,675 11,146
--- TOTAL

NON-PERFORMING ASSETS $133,722 $ 140,725 $ 136,723 $ 214,129 $ 223,237
==
Non-performing loans and leases as a % of total loans and leases 0.63% 0.67% 0.69% 1.14% 1.26% Non-performing assets as a % of total loans and leases and other real estate 0.70% 0.74% 0.74% 1.20% 1.33% ACCRUING LOANS AND LEASES PAST DUE 90 DAYS OR MORE $55,287 $57,241 $61,526 $ 57,337 $47,663
==
Total NPAs were $133.7 million at June 30, 2003, down $89.5 million, or 40%, from the year-ago quarter, and down $7.0 million, or 5%, from March 31, 2003. The significant decrease in NPAs from the third to fourth quarter of 2002 was primarily due to the sale of NPAs that occurred in the fourth quarter 2002. NPAs as a percent of total loans and leases and other real estate were 0.70% at June 30, 2003, compared with 1.33% a year ago and 0.74% at March 31, 2003. Loans and leases past due ninety days or more and still accruing interest at the end of the second quarter of 2003 were $55.3 million versus $47.7 million at the end of the same period a year ago. These past due loans and leases represented 0.29% and 0.28% of total loans and leases at the end of the second quarter of 2003 and 2002, respectively. At March 31, 2003, these loans and leases amounted to $57.2 million and represented 0.30% of total loans and leases. Table 10 reflects the change in NPAs for the recent five quarters: 36
--- TABLE 10 - NON-PERFORMING ASSET ACTIVITY
--- 2003 2002
--- -- (in thousands)
SECOND FIRST FOURTH THIRD SECOND
--- BEGINNING OF PERIOD $140,725 $136,723 $214,129 $223,237 $ 225,530 New non-performing assets 83,104 48,359 65,506 47,275 73,002 Returns to accruing status (9,866) (5,993) (12,658) (380) (337) Loan and lease losses (30,204) (17,954) (72,767) (25,480) (28,297) Payments (26,831) (15,440) (28,500) (26,308) (44,303) Sales (23,206) (4,970) (28,987) (4,215) (2,358) ---
END OF PERIOD $133,722 $140,725 $136,723 $214,129 $ 223,237
==
New NPAs increased to $83.1 million during the most recent quarter from $48.4 million in the first quarter 2003. Approximately 60% of the increase was concentrated in three commercial credits, one in the manufacturing sector with part of its business supporting automobile manufacturing, another in the teleconferencing business, and the third in a combination of businesses including marine shipping, mining, and raw materials. Of these credits, one was charged off and another sold during the recent quarter. The level of payments from the first to the second quarter 2003 increased, returning to levels experienced in earlier quarters. This increase was spread over a number of credits with no notable borrower concentrations. Despite the modest decline in NPAs this recent quarter, management expects the level of NPAs to remain near current levels throughout the second half of this year. ALLOWANCE FOR LOAN AND LEASE LOSSES (ALLL) The ALLL was $340.9 million at June 30, 2003, down from $351.7 million at the end of the second quarter of 2002, but up slightly from the $337.0 million at March 31, 2003. The ALLL represented 1.79% of total loans and leases at June 30, 2003, 2.10% at the end of the second quarter last year and 1.78% at March 31, 2003. It is expected that the adoption of FIN 46 will decrease this ratio by approximately 3 basis points as the 1.01% reserve associated with the $1.0 billion of consolidated loans is less than the 1.79% ratio as of June 30, 2003. The period-end ALLL was 255% of NPAs at June 30, 2003, compared with 158% a year ago and 240% at March 31, 2003. Table 11 reflects the activity in the ALLL for the recent five quarters. The $3.5 million and $3.0 million allowance of sold loans in the second and first quarters of 2003 related to the $567 million and $556 million of automobile loans sold in the respective quarters. The $1.3 million of allowance related to purchased loans in the third quarter of last year was attributed to the LeaseNet acquisition.
--- TABLE 11 - ALLOWANCE FOR LOAN AND LEASE LOSSES AND RELATED STATISTICS
--- 2003 2002
--- -- (in thousands)
SECOND FIRST FOURTH THIRD SECOND
--- ALLOWANCE

FOR LOAN AND LEASE LOSSES, BEGINNING OF PERIOD $ 337,017 $336,648 $371,033 $351,696 $340,851 Loan and lease losses (49,985) (40,265) (93,890) (43,748) (45,728) Recoveries 8,929 7,429 10,732 9,963 8,731 -- Net loan and lease losses (41,056) (32,836) (83,158) (33,785) (36,997) -- Provision for loan and lease losses 49,193 36,844 51,236 54,304 49,876 Allowance of (sold) purchased loans (3,477) (2,981) --- 1,264 --- Allowance of securitized loans (730) (658) (2,463) (2,446) (2,034) -- ALLOWANCE FOR LOAN AND LEASE LOSSES, END OF PERIOD $ 340,947 $337,017 $336,648 $371,033 $351,696 == Allowance for loan and lease losses as a percent of: Total loans and leases 1.79 % 1.78 % 1.81 % 2.08 % 2.10 % Non-performing loans and leases 283.8 266.1 262.9 182.4 165.8 Non-performing assets 255.0 239.5 246.2 173.3 157.5 37 Huntington allocates the ALLL to each loan and lease category based on an expected loss ratio determined by continuous assessment of credit quality reflecting portfolio risk characteristics and other relevant factors such as historical performance, significant acquisitions and dispositions of loans, and internal controls. For the commercial and commercial real estate credits, expected loss factors are assigned by credit grade at the individual loan and lease level at the time the loan or lease is originated, then subsequently re-evaluated on a periodic basis. The aggregation of these factors represents management's estimate of the inherent loss in the portfolio. The portion of the allowance allocated to the more homogeneous consumer loan and lease segments is determined by expected loss ratios based on the risk characteristics of the various segments and giving consideration to existing economic conditions and trends. Expected loss ratios incorporate factors such as trends in past due amounts, recent loan and lease loss experience, and specific risk characteristics at the loan and lease level. Actual loss ratios experienced in the future could vary from those expected, as performance is a function of factors unique to each customer as well as general economic conditions. While amounts are allocated to various portfolio segments, the total ALLL, excluding impairment reserves prescribed under provisions of Statement of Financial Accounting Standard No. 114, is available to absorb losses from any segment of the portfolio. As of June 30, 2003, the entire ALLL is allocated to discrete loan categories with the result being the elimination of any unallocated reserve. INTEREST RATE RISK MANAGEMENT Huntington seeks to minimize earnings volatility by managing the sensitivity of net interest income and the fair value of its net assets to changes in market interest rates. The Board of Directors and the Asset and Liability Management Committee (ALCO) oversee various risks by establishing broad policies and specific operating limits that govern a variety of risks inherent in operations, including liquidity, counterparty credit risk, settlement, and market risks. Market risk is the potential for declines in the fair value of financial instruments due to changes in interest rates, exchange rates, and equity prices. Interest rate risk is Huntington's primary market risk. It results from timing differences in the repricing and maturity of assets and liabilities and changes in relationships between market interest rates and the yields on assets and rates on liabilities, including the impact of embedded options. Interest rate risk management is a dynamic process that encompasses new business flows onto the balance sheet, wholesale investment and funding, and the changing market and business environment. Effective management of interest rate risk begins with appropriately diversified investments and funding sources. To accomplish overall balance sheet objectives, management regularly accesses money, bond, futures, and options markets, as well as trading exchanges. In addition, Huntington contracts with dealers in over-the-counter financial instruments for interest rate swaps. ALCO regularly monitors position concentrations and the level of interest rate sensitivity to ensure compliance with approved risk tolerances. Interest rate risk modeling is performed monthly. An income simulation model is used to measure the sensitivity of forecasted net interest income to changes in market rates over a one-year horizon. Although Bank Owned Life Insurance and automobile operating lease assets are classified as non-interest earning assets, Huntington includes these portfolios in its interest sensitivity analysis because both have attributes similar to fixed-rate interest earning assets. Balance sheet growth assumptions are also considered in the income simulation model. The baseline scenario for the income simulation, with which all others are compared, is based on market interest rates implied by the prevailing yield curve. Alternative market rate scenarios are then employed to determine their impact on the baseline scenario. These alternative market rate scenarios include spot rates remaining unchanged for the entire measurement period, parallel rate shifts on both a gradual and immediate basis, as well as movements in rates that alter the shape of the yield curve. Scenarios are also developed to measure basis risk, such as the impact of LIBOR-based rates rising or falling faster than the prime rate. Market value risk (referred to as Economic Value of Equity or EVE) is measured using a static balance sheet. The models used for these measurements take into account prepayment speeds on mortgage loans, mortgage-backed securities, and consumer installment loans, as well as cash flows of other loans and deposits. Moreover, the models incorporate the effects of embedded options, such as interest rate caps, floors, and call options, and account for changes in relationships among interest rates. 38 When evaluating short-term interest rate risk exposure, management uses, for its primary measurement, scenarios that model parallel shifts in the yield curve resulting in a gradual 200 basis point increase/decrease in rates over the next twelve-month period. However, at December 31, 2002, only the 200 basis point increasing parallel shift in the yield curve was reported because a 200 basis point decrease in the interest rate curve was not feasible given the overall low level of interest rates. At June 30, 2003, that scenario modeled net interest income by approximately 0.8% lower than the internal forecast of net interest income over the same time period using the current level of forward rates. This was relatively unchanged from the negative impact to net interest income generated by the same 200 basis point scenario at the end of 2002. Management believes further declines in market rates would put modest downward pressure on net interest income, resulting from the implicit pricing floors in non-maturity deposits. The net interest margin has been adversely impacted in recent months by: (1) fixed-rate consumer loan repayments being reinvested at lower market rates; (2) high repayments and prepayments of residential mortgage loans and mortgage-backed securities; (3) the implicit floors in retail deposits as rates declined to historically low levels; (4) the rapid growth of lower-yielding residential adjustable-rate mortgage loans retained on the balance sheet; (5) the lower yield on the higher quality automobile loan originations; and (6) the flattening of the yield curve. The net interest margin will continue to be adversely affected by some of these factors over the next few quarters. The primary measurement for EVE risk assumes an immediate and parallel increase in rates of 200 basis points. At June 30, 2003, the model indicated that such an increase in rates would be expected to reduce the EVE by approximately 1.4% compared with an estimated negative impact of approximately 3.8% at December 31, 2002. These models are a useful but simplified representation of Huntington's underlying interest rate risk profile. Simulations reflect choices of statistical techniques, functional forms, model parameters, and numerous other assumptions. Nonetheless, experience has demonstrated and management believes that these models provide reliable guidance for measuring and managing interest rate sensitivity. LIQUIDITY Effectively managing liquidity involves meeting the cash flow requirements of depositors and borrowers, as well as satisfying the operating cash needs of the organization to fund corporate expansion and other activities. ALCO establishes guidelines and regularly monitors the overall liquidity position of the business and ensures that various alternative strategies exist to cover unanticipated events. Furthermore, ALCO policies and/or guidelines ensure that wholesale funding sources are diversified in order to avoid concentration in any one market source. Management believes sufficient liquidity was available at the end of the recent quarter to meet estimated funding needs of the Bank and parent company. 39 Deposits are Huntington's primary source of funding, and represent 65% of total assets of which 91% were provided by the Regional Banking segment. Table 12 details the types and sources of deposits by business segment at June 30, 2003, and compares these balances by type and source to balances at December 31, 2002 and June 30, 2002:

TABLE 12 - DEPOSIT LIABILITIES

(in millions of dollars)	JUNE 30, 2003		December 31, 2002		June 30, 2002	
BY TYPE	BALANCE	%	Balance	%	Balance	%
Demand deposits Non-interest bearing	$ 3,110	16.9	$ 3,074	17.6	$ 2,770	16.4
Interest bearing	6,332	34.5	5,374	30.7	5,105	30.3
Savings deposits	3,085	16.8	2,851	16.3	2,839	16.8
Other domestic time deposits	3,400	18.5	3,956	22.6	4,239	25.2
Total Core Deposits	15,927	86.7	15,255	87.2	14,953	88.7
Domestic time deposits of $100,000 or more	826	4.5	732	4.2	765	4.5
Brokered and negotiable CDs	1,227	6.7	1,093	6.2	849	5.0
Foreign time deposits	391	2.1	419	2.4	294	1.8
TOTAL DEPOSITS	$18,371	100.0	$ 17,499	100.0	$ 16,861	100.0

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BY BUSINESS SEGMENT --------------------------------------- Regional Banking Central Ohio / West Virginia $ 6,223 33.9 $ 5,361 30.6 $ 5,295 31.4 Northern Ohio 3,692 20.1 3,602 20.6 3,391 20.1 Southern Ohio / Kentucky 1,412 7.7 1,365 7.8 1,344 8.0 West Michigan 2,582 14.1 2,402 13.7 2,557 15.2 East Michigan 2,079 11.3 1,962 11.2 1,931 11.5 Indiana 640 3.4 613 3.5 603 3.6
-- Total Regional Banking 16,628 90.5 15,305 87.4 15,121 89.8
-- Dealer Sales 67 0.4 59 0.3 50 0.3 Private Financial Group 1,027 5.6 924 5.3 826 4.9 Treasury / Other 649 3.5 1,211 7.0 864 5.0
-- TOTAL DEPOSITS $18,371 100.0 $ 17,499 100.0 $ 16,861 100.0
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Core deposits, which include non-interest bearing and interest bearing demand deposits, savings accounts, and other domestic time deposits, including certificates of deposit under $100,000 and IRAs, satisfy 86.7% of Huntington's funding needs. Sources of wholesale funding include Federal funds purchased, securities sold under repurchase agreement, brokered CDs, and medium- and long-term debt. Wholesale funding activities are governed by the Bank's ALCO, which establishes policies and guidelines to diversify funding sources and avoid borrowing concentrations from any one market source. Other sources of liquidity include the sale or maturity of investment securities, the sale or securitization of loans, collateralized borrowings such as Federal Home Loan Bank advances, and the issuance of common and preferred securities in the capital markets. Huntington also has available a $6.0 billion domestic bank note program through its bank subsidiary, Huntington National Bank, of which $4.9 billion was available at June 30, 2003. In addition, the Bank shares a $2.0 billion Euronote program with the parent company, of which $1.4 billion was available on June 30, 2003. In addition, the parent company has $295 million availability under a $750 million medium term note program as of the same date. CAPITAL Capital is managed at each legal subsidiary based upon the respective risks and growth opportunities, as well as regulatory requirements. Huntington places significant emphasis on the maintenance of a strong capital position, which promotes investor confidence, provides access to the national markets under favorable terms, and enhances business growth and acquisition opportunities. The importance of managing capital is also recognized and management continually strives to maintain an appropriate balance between capital adequacy and returns to shareholders. 40 Shareholders' equity increased $46 million for the recent quarter and $12 million during the first six months of 2003 but declined $62 million from June 30, 2002. The increase was less for the six-month period in 2003 primarily due to the repurchase of 4.3 million common shares at a value of $81.1 million in the 2003 first quarter. In February 2002, the Board of Directors authorized a common share repurchase program for up to 22 million common shares and canceled the previously existing authorization. Under this authorization, a total of 19.4 million common shares were repurchased: 19.2 million in 2002, including 8.8 million common shares purchased in the first six months of 2002, and 0.2 million in the 2003 first quarter. In mid-January 2003, the Board of Directors authorized a new common share repurchase program, canceling the 2.6 million common shares remaining under the February 2002 authorization, and approved a new common share repurchase authorization for up to 8.0 million common shares. Under this authorization, 4.1 million common shares were repurchased in the 2003 first quarter, leaving 3.9 million common shares remaining for repurchase at June 30, 2003. Average equity to average assets in the second quarter of 2003 was 7.67% versus 9.14% for the same period last year. Tangible period-end equity to period-end assets, which excludes intangible assets, was 7.07% at the end of June 2003, down from 8.17% a year earlier. The high tangible equity to asset ratio in the year-ago quarter reflected excess capital generated from the sale of the Florida operations in the first quarter 2002. Management has a longer-term targeted tangible equity to asset ratio of 7.00%, given the current asset mix and risk profile. Risk-based capital guidelines established by the Federal Reserve Board set minimum capital requirements and require institutions to calculate risk-based capital ratios by assigning risk weightings to assets and off-balance sheet items, such as interest rate swaps, loan commitments, and securitizations. These guidelines further define "well-capitalized" levels for Tier 1, total capital, and leverage ratio purposes at 6%, 10%, and 5%, respectively. Huntington's Tier 1 risk-based capital ratio, total risk-based capital ratio, leverage ratio, risk-adjusted assets, and its tangible equity to assets ratio for the recent five quarters are shown in Table 13: -- TABLE 13 - END OF PERIOD CAPITAL DATA

-- 2003 2002 -- -------------------------------------- (in millions) SECOND FIRST FOURTH THIRD SECOND -- Total risk-adjusted assets $27,570 $27,437 $27,132 $26,226 $25,200 Tier 1 risk-based capital ratio 8.32% 8.13% 8.32% 8.82% 9.42% Total risk-based capital ratio 11.11% 11.00% 11.22% 11.78% 12.46% Tier 1 leverage ratio 8.25% 8.22% 8.48% 9.05% 9.60% Tangible equity / asset ratio 7.06% 7.01% 7.22% 7.64% 8.17% As Huntington is supervised and regulated by the Federal Reserve, The Huntington National Bank, Huntington's bank subsidiary, is supervised and regulated by the Office of the Comptroller of the Currency, which establishes similar regulatory capital guidelines for banks. The Bank also had regulatory capital ratios in excess of the levels established for well-capitalized institutions at June 30, 2003. Table 14 details the cash dividends that were declared in the first quarter 2003 and four prior quarters along with common stock prices (based on NASDAQ intra-day and closing stock price quotes): -- TABLE 14 - QUARTERLY STOCK SUMMARY -- 2003 2002 --- -- SECOND FIRST FOURTH THIRD SECOND -- High $ 21.540 $ 19.800 $ 19.980 $ 20.430 $ 21.770 Low 18.030 17.780 16.160 16.000 18.590 Close 19.510 18.590 18.710 18.190 19.420 Average daily closing price 19.790 18.876 18.769 19.142 20.089 Cash dividends declared $ 0.16 $ 0.16 $ 0.16 $ 0.16 $ 0.16 In July 2003, the board of directors declared a dividend of $0.175 per common share for the third quarter 2003, an increase of 9.4% over the previous quarterly dividend. The dividend is payable October 1, 2003, to shareholders of record on September 19, 2003. Management has increased its dividend payout target range to 40%-45% of earnings, up from the previous target range of 35%-45%. 41 LINES OF BUSINESS DISCUSSION Below is a brief description of each line of business and a discussion of business segment results for the three and six months ended June 30, 2003 and 2002. Regional Banking, Dealer Sales, and the Private Financial Group are the major business lines. The fourth segment includes the impact of the Treasury function and other unallocated assets, liabilities, revenue, and expense. For analytical purposes in understanding performance trends, strategic decision making, determining incentive compensation, and evaluating line of business performance, chief decision-makers review and analyze certain data on an "operating basis", which excludes the impact of restructuring charges and releases and other items, as well as the results of operations from the Florida banking and insurance operations sold in 2002. Since the items excluded are associated with exited businesses and/or restructurings that have been completed and no longer contribute to current or future period performance, management believes their exclusion for analytical purposes provides a clearer picture of underlying performance trends, as well as progress made in improving the company's financial performance. REGIONAL BANKING Regional Banking provides products and services to retail, business banking, and commercial customers. This segment's products include home equity loans, first mortgage loans, direct installment loans, business loans, personal and business deposit products, as well as sales of investment and insurance services. These products and services are offered in six operating regions within the five states of Ohio, Michigan, Indiana, West Virginia, and Kentucky through Huntington's traditional banking network, Direct Bank--Huntington's customer service center, and Web Bank at www.huntington.com. Regional Banking also represents middle-market and large commercial banking relationships which use a variety of banking products and services including, but not limited to, commercial loans, commercial real estate loans, international trade, and cash management. -- TABLE 15 - REGIONAL BANKING -- THREE MONTHS ENDED SIX MONTHS ENDED JUNE 30, JUNE 30, -- (in thousands of dollars) 2003 2002 2003 2002 -- Net interest income $148,127 $ 141,978 $292,280 $ 282,276 Provision for loan and lease losses 40,525 36,844 64,066 59,819 Non-interest income 71,836 64,270 143,432 130,611 Non-interest expense 141,029 131,915 279,069 257,467

-- Income before taxes 38,409 37,489 92,577 95,601 Income taxes 13,443 13,121 32,402 33,460
-- Operating earnings $ 24,966 $ 24,368 $ 60,175 $ 62,141
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Regional Banking's operating earnings were $25.0 million for the second quarter 2003, an increase of 2% from $24.4 million for the same period a year ago. For the six months ended June 30, 2003 and 2002, operating earnings was $60.2 million and $62.1 million, respectively. Net interest income in the second quarter 2003 was up $6.1 million, or 4%, over the prior-year quarter. The increase reflected a 7% increase in average loans and a 4% increase in average deposits. The increase was largely attributed to increased mortgage loan balances, which reflected robust refinancing activity. The net interest income on other loan and deposit growth was largely offset by continued rate declines and the resulting repricing impact of loans and deposits. Further margin compression resulted from the lower interest rate environment and the inability to pass along lower rates to deposit customers. Total average loans for the 2003 second quarter increased 7% to $13.0 billion from $12.2 billion in the year-ago quarter. Consumer loans grew 16% in the comparable periods, most notably in home equity loans and lines, as well as residential mortgage loans, which were up 14% and 28%, respectively. Business banking loans, including commercial and industrial real estate loans, which are a continued strategic focus of this segment, grew 6%. Average total deposits for the second quarter 2003 were up $635 million, or 4%, from the same period a year ago. This increase reflected a 12% increase in commercial demand deposits. Retail CDs, which continue to be a relatively expensive source of funds, were de-emphasized in the company's deposit generation strategies. Excluding retail CDs, this segment's average core deposits increased 14%. 42 The provision for loan losses for the second quarter 2003 increased $3.7 million, or 10%, over the same quarter last year. This increase was largely attributed to loan growth. Net charge-offs were $31.5 million, or an annualized 0.97% of average total loans and leases, for the three months ended June 30, 2003, compared to $32.5 million, or 1.07%, for the prior year quarter. Commercial and commercial real estate net charge-offs declined $1.1 million along with declines in net charge-offs for residential mortgage loans and other consumer loans of $0.3 million and $0.4 million, respectively, for the comparable periods, while net charge-offs for home equity loans increased $0.8 million. Non-interest income for the second quarter 2003 was up $7.6 million, or 12%, from the year-ago quarter. Increased fee based revenue was driven by deposit service charges, electronic banking, and mortgage banking revenue, despite $6.4 million of mortgage servicing rights impairment recognized in the second quarter of 2003, versus $1.1 million in the year-ago quarter. Standby letters of credit income was down, due to the January 1, 2003 adoption of FASB Interpretation No. 45 (see Note 2 to Huntington's unaudited consolidated financial statements). Revenue generated from sales referrals from investment in insurance products is included in Regional Banking's non-interest income as fee sharing. Second quarter referrals generated $4.3 million of higher fee sharing revenue versus the second quarter of last year. Non-interest expense for the 2003 second quarter was $141.0 million, up $9.1 million, or 7%, from the second quarter of 2002. The increase is due primarily to personnel, occupancy and equipment expense. The increase in salaries and benefits is reflective of investment in our management team and volume related increases in performance based incentive compensation. Partially offsetting these increases were decreases in printing and supplies, charge card processing, and lower operating losses. Regional Banking contributed 46% and 27% of total revenues and total operating earnings, respectively, in the second quarter of 2003, and represented 52% of total assets and 91% of total deposits at June 30, 2003. DEALER SALES Dealer Sales serves automotive dealerships within Huntington's primary banking markets, as well as in Arizona, Florida, Georgia, Pennsylvania, and Tennessee. This segment finances the purchase of automobiles by customers of the automotive dealerships, purchases automobiles from dealers and simultaneously leases the automobile under long-term operating and direct financing leases, finances the dealership's inventory of automobiles, and provides other banking services to the automotive dealerships and their owners.
-- TABLE 16 - DEALER SALES
-- THREE MONTHS ENDED SIX MONTHS ENDED JUNE 30, JUNE 30,
-- (in thousands of dollars) 2003 2002 2003 2002
-- Net interest

income $ 11,631 $ (3,496) $ 27,252 $ (11,575) Provision for loan and lease losses 9,191 10,737 20,576 19,737 Non-interest income 153,266 179,807 311,676 360,758 Non-interest expense 124,513 153,005 257,731 313,028 -- Income before taxes 31,193 12,569 60,621 16,418 Income taxes 10,918 4,399 21,218 5,746 -- Operating earnings $ 20,275 $ 8,170 $ 39,403 $ 10,672 ==

Dealer Sales operating earnings were $20.3 million in the second quarter 2003, up from $8.2 million for the year-ago quarter. For the six months, operating earnings was $39.4 million for 2003, up from $10.7 million for 2002. Dealer Sales financial results are significantly impacted by changes made in regard to accounting for automobile leases. As previously noted, leases originated before May 2002 are accounted for as operating leases, and leases originated afterwards accounted for as direct financing leases. Therefore, for automobile leases originated before May 2002, the related financial results are reported as non-interest income and non-interest expense with the cost of funding these leases included in interest expense. Such non-interest income, non-interest expense, and interest expense will continue to trend lower in subsequent periods as this portfolio continues to run off. For leases originated after April 2002, revenue is reported in interest income and a provision for loan and lease losses is recorded in order to maintain an appropriate level of reserve for loan and lease losses. As a result, net interest income and the provision for loan and lease losses for the Dealer Sales line of business should trend higher in future periods. 43 Net interest income was $11.6 million in the recent quarter, an increase of $15.1 million from a loss of $3.5 million in the second quarter of 2002. This increase reflected growth in average loan and direct financing lease balances from $2.7 billion in 2002 to $4.1 billion in 2003. This change in average balances was due primarily to direct financing leases, which accounted for $1.1 billion of the increase. The margin was also reduced by a $10.0 million charge to interest expense associated with unwinding funding related to the loans sold in the second quarter and $6.0 million related to loans sold in the first quarter. The provision for loan and lease losses of $9.2 million for the second quarter 2003 decreased $1.5 million from $10.7 million for the same period last year. Net charge-offs totaled $9.1 million for the recent three months, or an annualized 0.73% of average loans and direct financing leases, compared to $8.7 million, or 1.03%, during the year-ago quarter. This improvement continued to reflect stronger underwriting practices for automobile loan and lease originations. Total non-interest income declined $26.5 million to $153.3 million for the second quarter 2003 from $179.8 for the same period last year. This reflected a $43.0 million decline in operating lease income from the second quarter 2002 compared with the current year's second quarter, partially offset by a gain of $13.5 million on the sale of $567 million of automobile loans in the second quarter of 2003. Excluding operating lease income in the second quarter of 2003 and 2002 of $128.6 million and $171.6 million, respectively, as well as the $13.5 million gain on sale of automobile loans in the 2003 second quarter, noninterest income was up $3.0 million, or 36%. A decline in operating lease expense of $28.8 million in a year-over-year comparison for the second quarter drove non-interest expense down to $124.5 million for the second quarter 2003 from $153.0 million for the year ago quarter. Excluding operating lease expense of $102.9 million in the 2003 second quarter and $131.7 million in the year-ago quarter, non-interest expense was up $0.3 million, or 1%. Dealer Sales contributed 34% of total second quarter 2003 revenues, 22% of total operating earnings in the second quarter of 2003, and represented 23% of total assets at June 30, 2003. PRIVATE FINANCIAL GROUP The Private Financial Group provides products and services designed to meet the needs of Huntington's higher wealth customers. Revenue is derived through the sale of personal trust, asset management, investment advisory, brokerage, insurance, and deposit and loan products and services. Income and related expenses from the sale of brokerage and insurance products is shared with the line of business that generated the sale or provided the customer referral.

-- TABLE 17 - PRIVATE FINANCIAL GROUP -- THREE MONTHS ENDED SIX MONTHS ENDED JUNE 30, JUNE 30, -- (in thousands of dollars) 2003 2002 2003 2002 -- Net interest income $ 9,794 $ 8,917 $ 19,312 $ 16,695 Provision for loan losses (458) 447 1,454 2,036 Non-interest income

27,847 28,634 55,057 55,376 Non-interest expense 25,886 25,116 52,502 50,672
-- Income before taxes 12,213 11,988 20,413 19,363 Income taxes 4,275 4,185 7,145 6,766
-- Operating earnings $ 7,938 $ 7,803 $ 13,268 $ 12,597
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Operating earnings in the second quarter 2003 were $7.9 million, compared with $7.8 million for the second quarter 2002 as improvement in net interest income and provision for loan losses were offset by lower non-interest income (net of fee sharing to Regional Banking) and higher non-interest expense. On a year-to-date basis, operating earnings was $13.3 million for 2003, up slightly from $12.6 million in the same period of 2002. 44 Net interest income for the 2003 second quarter increased $0.9 million, or 10%, from the year-ago quarter as average loan balances increased 35% to $1.2 billion and average deposit balances increased 23% to $974 million. Most of the loan growth occurred in personal credit lines and residential mortgage loans largely due to the favorable mortgage rate environment and refinancing activity. A majority of the deposit growth occurred in the personal management accounts, which resulted from a combination of new business and a customer shift in sweep options from the Huntington Funds money market funds to money market deposit accounts. The significant balance growth more than offset margin compression that was caused by a loan product mix shift to lower-yielding products and deposit rates that did not decrease as much as market rates. Provision for loan and lease losses for the recent three months decreased $0.9 million from the year-ago quarter due to a combination of lower charge-offs and reduced loan provision resulting from the impact of reduced non-performing assets from the first quarter 2003. Net charge-offs were $0.4 million for the second quarter 2003, or an annualized 0.15% of average total loans and leases, compared with $1.1 million, or 0.51%, for the same period a year ago. Non-interest income decreased $0.8 million, or 3%. However, excluding fee income shared with Regional Banking of $3.5 million in the 2003 second quarter, and $2.5 million in the year-ago quarter, non-interest income increased $0.2 million, or 1%, from the year-ago quarter. This increase reflected higher insurance income and other income partially offset by a decrease in trust and brokerage revenue. Insurance revenue increased $0.7 million, or 28%, mainly from an increase in title insurance revenue that was reflective of increased mortgage loan refinancing. Trust income decreased $0.7 million, or 4%, mainly due to a market-related decline in average asset values in two product areas that are mostly market-rate sensitive: personal trust and Huntington Funds. Brokerage revenue decreased $0.4 million, or 4%, primarily from a decline in mutual fund revenue that was also reflective of the more bearish market environment. Although the sales volume from mutual fund trades actually increased from the year-ago quarter, revenue decreased because much of the increased volume resulted from several large multi-million dollar trades that generated 12b-1 fees and no upfront revenue. Revenue from annuities also declined due to decreased sales, but that was offset by revenue from the sale of the new wealth transfer insurance product. Additional fee sharing income of $1.0 million was shared out to Regional Banking primarily due to a change in methodology that equates to approximately 0.75% of total mutual fund and annuity sales generated through the banking offices. Non-interest expense for the 2003 second quarter increased $0.8 million, or 3%, from the year-ago quarter. Private Financial Group contributed 8% of both total revenues and total operating earnings in the second quarter of 2003, and represented 5% and 6% of total assets and total deposits at June 30, 2003, respectively. TREASURY / OTHER The Treasury / Other segment includes assets, liabilities, equity, revenue, and expense not directly assigned or allocated to one of the lines of business. Since a match-funded transfer pricing system is used to allocate interest income and interest expense to other business segments, Treasury / Other results include the net impact of any over or under allocations arising from centralized management of interest rate risk including the net impact of derivatives used to hedge interest rate sensitivity. Furthermore, this segment's results include the net impact of administering Huntington's investment securities portfolio as part of overall liquidity management, as well as the impact of mezzanine lending activity conducted through Huntington's Capital Markets Group. Additionally, amortization expense of intangible assets and gains or losses not allocated to other business segments are also a component.
-- TABLE 18 - TREASURY / OTHER
-- THREE MONTHS ENDED SIX MONTHS ENDED JUNE 30, JUNE 30,
-- (in thousands of

dollars) 2003 2002 2003 2002 --- Net interest income $ 32,889 $ 32,862 $ 65,356 $ 62,010 Provision for loan losses (65) 1,848 (59) 2,108 Non-interest income 24,002 13,293 39,710 28,689 Non-interest expense 9,060 11,835 27,315 27,781 --- Income before taxes 47,896 32,472 77,810 60,810 Income taxes 8,040 2,367 6,541 3,145 --- Operating earnings $ 39,856 $ 30,105 $ 71,269 $ 57,665 ===

45 Treasury / Other's operating earnings were $39.9 million and $71.3 million in the second quarter and first half of 2003, respectively, up from last year's respective operating earnings of $30.1 million and $57.7 million. Net interest income for the recent three months was flat compared to the same period last year despite transfer pricing charges made to the Dealer Sales line of business for the early termination of funding related to the aforementioned June and March 2003 sales of automobile loans. Provision for loan and lease loss activity is related to the Capital Markets Group, which provides mezzanine loans to customers. This particular group manages certain loans, which require a level of ALLL that, in management's judgment, is sufficient to cover losses inherent in the portfolio. Non-interest income for 2003 second quarter was $24.0 million compared with $13.3 million for the same period a year ago. Higher securities gains and income from trading activities were the primary drivers for this increase. Non-interest expense for the recent quarter was down $2.8 million from the second quarter last year. This decline reflected higher allocated expenses to other lines of business due to methodology changes. Income tax expense for each of the other business segments is calculated at a statutory 35% tax rate. However, Huntington's overall effective tax rate was lower and, as a result, Treasury / Other reflected the reconciling items to the statutory tax rate in its income taxes. 46 ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Quantitative and qualitative disclosures for the current period are found beginning on page 36 of this report, which includes changes in market risk exposures from disclosures presented in Huntington's Amendment No. 2 to its Form 10-K/A. ITEM 4. CONTROLS AND PROCEDURES Huntington's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of Huntington's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon such evaluation, Huntington's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, Huntington's disclosure controls and procedures are effective. There have not been any changes in Huntington's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, Huntington's internal control over financial reporting. PART II. OTHER INFORMATION In accordance with the instructions to Part II, the other specified items in this part have been omitted because they are not applicable or the information has been previously reported. ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS Huntington Bancshares Incorporated held its annual meeting of shareholders on April 24, 2003. At that meeting, shareholders approved the following management proposals: ABSTAIN/ BROKER FOR AGAINST WITHHELD NONVOTES --- ------- -------- -------- 1. Election of directors to serve as Class I Directors until the year 2006 Annual Meeting of Shareholders as follows: Raymond J. Biggs 195,553,012 5,065,260 John B. Gerlach, Jr. 195,413,444 5,204,828 Thomas E. Hoaglin 195,520,935 5,097,337 Robert H. Schottenstein 195,227,521 5,390,750 2. Election of directors to serve as Class II Directors until the year 2004 Annual Meeting of Shareholders as follows: David P. Lauer 195,570,699 5,047,573 Kathleen H. Ransier 193,621,762 6,996,510 47 3. Election of directors to serve as Class III Directors until the year 2005 Annual Meeting of Shareholders as follows: Michael J. Endres 195,838,699 4,779,572 4. Proposal to increase the number of shares of Huntington common Stock authorized for the Deferred Compensation Plan for Huntington Bancshares Incorporated Directors as follows: 179,719,653 17,238,672 3,659,947 5. Ratification of Ernst & Young LLP to serve as independent auditors for the Corporation for the year 2003 194,233,436 4,365,241 2,019,595 ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K (a) Exhibits 3. (i)(a). Articles of Restatement of Charter, Articles of Amendment to Articles of Restatement of Charter, and Articles Supplementary - previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993, and incorporated herein by reference. (i)(b). Articles of Amendment to Articles of Restatement of Charter - previously filed as Exhibit 3(i)(c) to Quarterly Report on Form

10-Q for the quarter ended March 31, 1998, and incorporated herein by reference. (ii). Amended and Restated Bylaws as of July 16, 2002 - previously filed as Exhibit 3(ii) to Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, and incorporated herein by reference. 4. Instruments defining the Rights of Security Holders: Reference is made to Articles Fifth, Eighth and Tenth of Articles of Restatement of Charter, as amended and supplemented, previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993 and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarter ended March 31, 1998, and incorporated herein by reference. Also, reference is made to Rights Plan, dated February 22, 1990, previously filed as Exhibit 1 to Registration Statement on Form 8-A, and incorporated herein by reference and to Amendment No. 1 to the Rights Agreement, dated as of August 16, 1995, previously filed as Exhibit 4(b) to Form 8-K filed with the Securities and Exchange Commission on August 28, 1995, and 48 incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request. 10. Material contracts: (a)* Sixth Amendment to the Huntington Bancshares Incorporated 1990 Stock Option Plan, previously filed as Exhibit 10(a) to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, and incorporated herein by reference. (b)* Fourth Amendment to the Amended and Restated Huntington Bancshares Incorporated 1994 Stock Option Plan, previously filed as Exhibit 10(b) to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, and incorporated herein by reference. 12. Earnings to Fixed Charges 31.1 Certification - Chief Executive Officer 31.2 Certification - Chief Financial Officer 32.1 Section 1350 Certification - Chief Executive Officer 32.2 Section 1350 Certification - Chief Financial Officer (b) Reports on Form 8-K 1. A report on Form 8-K, dated April 16, 2003, was filed under report item numbers 5, 7, and 9, concerning Huntington's results of operations for the first quarter ended March 31, 2003. 2. A report on Form 8-K, dated May 20, 2003, was filed under report item numbers 5, 7, and 9, regarding Huntington's filing of its amended 2002 annual report on Form 10-K/A and its Form 10-Q for the first quarter ended March 31, 2003. 3. A report on Form 8-K, dated June 26, 2003, was filed under report item numbers 5 and 7, concerning the staff of the Securities and Exchange Commission (SEC) conducting a formal investigation of Huntington. * Denotes management contract or compensatory plan or arrangement. 49 SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Huntington Bancshares Incorporated ---------------------------------- (Registrant) Date: November 14, 2003 /s/ Thomas E. Hoaglin -- Thomas E. Hoaglin Chairman, Chief Executive Officer and President Date: November 14, 2003 /s/ Michael J. McMennamin -- Michael J. McMennamin Vice Chairman, Chief Financial Officer and Treasurer (Principal Financial Officer) 50