

**FIRM BROCHURE**  
**FORM ADV Part 2**

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**The Huntington Investment Company**  
**41 S. High Street, 7<sup>th</sup> Floor**  
**Columbus, Ohio 43215**  
**614-480-3600**  
**[www.huntington.com](http://www.huntington.com)**

This Brochure provides information about the qualifications and business practices of The Huntington Investment Company (“Huntington”). If you have any questions about the contents of this brochure, please contact us at 614-480-3600 or [hic.compliance@huntington.com](mailto:hic.compliance@huntington.com).

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Huntington is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Huntington is a registered investment adviser with the SEC. Registration does not imply a certain level of skill or training.

**January 22, 2015**

## **Item 2        Material Changes**

Material changes since the last annual update

Huntington's annual amendment to this Brochure occurred on March 31, 2014. Since the date of that annual amendment there have been material changes to this Brochure. The provisions immediately below highlight the material changes that have been made to this Brochure since its last update from March 31, 2014.

### Huntington Fee-Based Program

Huntington no longer offers the fee-based program.

### New Product Offerings

Unified Managed Accounts are new offerings on the Investment Advisory platform.

### Disciplinary Information

An update has been included to reflect a municipal regulatory finding related to the broker-dealer business of Huntington.

### Format of this Brochure

Huntington has made changes throughout the Brochure to improve its readability and clarity from the previous version

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## **Item 4      Advisory Business**

### ***Welcome to The Huntington Investment Company***

We are The Huntington Investment Company (“Huntington”) a Registered Investment Adviser with the SEC. We are a wholly owned subsidiary of Huntington Bancshares Incorporated. Our parent Huntington Bancshares Incorporated (NASDAQ: HBAN) is a publically held regional bank holding company headquartered in Columbus, OH, whose principal subsidiary is The Huntington National Bank. The Huntington Investment Company was incorporated in January 17, 1991, and has been a registered investment adviser registered with the SEC since October, 2000. The Huntington Investment Company is also registered as a broker–dealer with the SEC, (dual registrant) and is a member of the Financial Industry Regulatory Authority and a member of the Securities Investor Protection Corporation. All references to Huntington that follow are referring to The Huntington Investment Company.

### **Types of Advisory Services We Offer**

Huntington offers advisory investment solutions to a wide variety of individual clients and institutional clients. Huntington sponsors wrap fee advisory programs (the “Programs”) including mutual fund asset allocation advisory programs, separately managed programs, and unified managed programs. Descriptions of the services and fees for these programs can be found in a separate disclosure; Huntington’s Wrap Fee Program Firm Brochure Appendix I- Please contact your financial advisor for more information on the Programs. Huntington continues to manage funded investment advisory accounts from previously offered investment advisory programs or accounts in continuation of it duties and responsibilities as investment adviser of those established accounts. These investment advisory programs include individual investment advisory accounts, Asset Management Accounts, Morningstar advised programs and Portfolio Select Multi-Managed Program.

### **Services Tailored to Individual Client Needs**

Client’s with the help of their financial advisor, complete a questionnaire that is designed to obtain key personal financial data and other relevant information about his or her investment goals. From that data and information, Huntington develops an investment advisory recommendation, using investment objects designed to meet the needs and goals of that individual client.

Once our investment advisory relationship has begun, it is important that you monitor the progress of your investment accounts as they relate to your achieving your financial goals. As your investment adviser, Huntington will monitor investment progress to ensure investments continue to achieve their objectives. Your financial advisor will review your portfolios with you to assess its progress with attaining your goals and needs established for your account. It is your responsibility to inform Huntington if the objectives or needs of your accounts change, or if your

financial circumstances have material changes that could impact your investment objectives. Your financial advisor will review your accounts and your objectives with you on an ongoing basis. Clients may elect to impose changes, restrictions or otherwise chose to not execute or follow the plan as they wish.

### **Financial Planning Tools**

To the extent that you have engaged Huntington to utilize financial planning software tools, we will gather your information, develop your financial plan, present and update your plan as needed or by request throughout our relationship. Financial plans do not provide recommendations or advice on specific investment products, but do provide consolidated information with the goal of providing you with direction on how to better manage your financial goals and objectives in order to achieve them. This is what makes financial planning a valuable tool of the overall investment process. Just as no two clients are alike, financial plans are specific to your unique needs and goals. A financial plan helps you establish those goals and sets an action plan towards achieving them.

The financial planning tools are also used in Huntington's assessment of the appropriateness of its investment advisory services for you, though they are not required, or a part of our investment advisory services. Use of the financial planning tools is optional based on your financial advisor's assessment of your relationship, or upon your request. Based on the information provided by you and our methodology, we will prepare a plan that contains financial guidance appropriate to your financial circumstances at that time. There is no charge to clients for utilizing the financial planning tools.

Also, please understand that a financial plan does not address every aspect of a client's financial life. A topic may not be included in a financial plan for any number of reasons (including but not limited to insufficient data, separate analysis at a later date or, assets not included by the client) and such omission does not indicate that the topic is not applicable to a client's financial situation. Please discuss with your financial advisor the specific topics or key concerns to be included in your financial plan.

The financial planning process does not include, or provide tax advice. Huntington is not a tax advisor, and clients should consult with a tax adviser to discuss tax-related concerns or questions. Huntington's investment recommendations may result in taxable gains or losses, or the generation of taxable dividend income or tax-preference items that are taxable under the alternative minimum tax.

**Client Placed Restrictions on Accounts**

Not all types of advisory accounts have the ability to be restricted therefore it is very important if you need to place a restriction on your account, you provide these instructions in writing to your financial advisor prior to the account opening. In some cases it may not be possible to restrict a certain type of account and a different investment account type may be recommended to meet your restriction requirements. Clients may impose reasonable restrictions on their accounts, and we will work with you to accomplish any restrictions you may have in an agreed upon and in an appropriate manner.

**Participation in Wrap Fee Programs**

Huntington offers wrap fee programs to clients by utilizing third-party program portfolio managers.

**Client Assets Under Management**

As of December 31, 2013, Huntington had the following assets under management. The assets under management listed below include assets of the Programs.

Discretionary	\$261,129,464.42
Non-Discretionary	\$362,646,847.96
Total	\$623,776,312.38

“Discretionary” means Huntington as an investment adviser has approval to manage the account, including placing trades without seeking consent on each marketable securities trade. “Non-Discretionary” means Huntington does not have approval to place trades in the account and you must approve or instruct each transaction, or that you have directed a third party to allocate and invest the assets the account.

## **Item 5      Fees and Compensation**

Fees for investment advisory services are based on the investment products recommended to you by our financial advisors. Not all investment advisory services or products are appropriate for every client, type of account or situation, therefore what follows is a listing of the investment programs that we may offer you.

Investment advisory services: wrap fee investment programs, , unified managed accounts, and investment advisory accounts. Fees are deducted from the accounts directly. Specific detailed pricing information is fully disclosed in the individual product offering disclosure documents, and within the account agreements.

In general the programs\* charge the following tier based pricing as follows:

- 1.50% on the first \$250,000
- 1.25% on next \$250,000
- 1.20% on next \$500,000
- 1.15% on next \$1,000,000
- 1.00% on next \$3,000,000
- 0.75% on assets above \$5,000,000

Note: Fee Minimum is \$625 per year and minimum account size is \$50,000.

For Unified Managed Accounts\* the tier based pricing fee is as follows:

Minimum to Maximum %

- 1.40% to 2.00% on the first \$250,000
- 1.25% to 1.75% on next \$250,000
- 1.05% to 1.50% on next \$500,000
- 0.90% to 1.25% on next \$1,000,000
- 0.70% to 1.00% on assets above \$5,000,000

Unified Managed Accounts minimum investment amount is \$250,000 with a minimum fee of \$3500 per year.

\*The Minimums investment amounts and fees charged depend on the manager(s) selected. Fees are calculated on a per account basis. Mutual funds, ETFs and alternative investments charge their own fees for investing the pool of assets in the respective fund vehicle. Please see the prospectus or related disclosure documents for information regarding those fees.

Under limited circumstances, our fees may be negotiable. Services above and beyond our usual services may be assessed an additional fee, and are initiated by agreement. However, we will use our best judgment to determine if we believe a client can benefit from our services. At our sole discretion, in the circumstances where advisory services are no longer prudent based on asset levels below the minimum, or for any other reason, accounts may be converted to brokerage level only with a 30-day written notice provided to you. Accounts converted to brokerage level only will not be assessed investment advisory fees.

### **Termination**

The client agreement terms and conditions for each Program contain termination provisions. An advisory account agreement may be canceled by either party at any time, for any reason, upon receipt of 30 days prior written notice.

Some but not all of the programs offered, charge fees in advance. Each program disclosure fully explains how fees are charged. When fees are charged in advance, and the account is terminated, clients will receive a prorated refund of any pre-paid quarterly program fee, based upon the number of days remaining in the quarter after the termination date. Clients are not charged a brokerage liquidation fees if securities are to be delivered in-kind, otherwise certain commissions and/or fees may be charged by the broker-dealer liquidating security positions.

### **Other Fee Information**

The fees described above do not include all fees and expenses you will pay if we manage your account. Examples of fees or expenses that you may pay involve product investment management fees, custodian, and brokerage expenses incurred in connection with transactions, commission, and wrap fee and or mutual fund expenses. Fees are unique to implementation and may be third-party related through an affiliate of Huntington or to an unrelated third party. These fees will be disclosed within the fee schedules agreements you sign for those services.

Huntington financial advisors provide brokerage services in addition to investment advisory services and receive commissions as a result. Your financial advisor may have an incentive to recommend certain products or services over others based upon the compensation that they may receive.

Clients may choose to purchase investment products that we have recommended through other brokers or agents not affiliated with us and outside of their investment advisory account with Huntington. Investments made by clients outside of the Huntington investment advisory account are not managed, nor monitored by Huntington. Clients choosing to invest in this manner should understand that Huntington will not bear any ongoing due diligence responsibility or oversight over outside assets.



## **Item 6            Performance-Based Fees and Side-By-Side Management**

Neither Huntington, nor any of its representatives charge or accept performance-based fees or engage in side-by-side management. A performance-based fee is a fee charged in addition to an advisory fee when asset performance meets certain benchmark performance levels that have been established.

## **Item 7            Types of Clients**

Huntington is currently accepting new clients to its advisory services. We provide advisory services to a wide range of clients, including individuals, retirement plans, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and other businesses. Clients have the ability to choose what product and services they receive and utilize.

The minimum investment account amounts required for investment vary by account type as outlined above. Under limited circumstances, our minimum investment amounts may be negotiable. Huntington will remain as Investment Adviser to clients whose assets decline in size until asset size decreases below \$25,000. However, we will use our best judgment to determine if we believe a client can still benefit from our services at amounts different than that. In the circumstances where advisory services no longer are prudent given asset levels going below the account minimum investment amounts, or for any reason at our discretion, accounts may be converted to brokerage level only with a 30-day written notice provided to you if applicable.

## **Item 8            Methods of Analysis, Investment Strategies and Risk of Loss**

### **A. Methods of Analysis and Investment Strategies**

Huntington's Investment Product Committee is responsible for oversight of product due diligence and in determining which investments may be recommended for advisory clients. The Investment Product Committee oversees the due diligence and product approval process. In addition, the committee provides guidelines on portfolio construction, which includes establishing the asset allocation process and oversees the investment services offered. The committee reviews the utilization of various third-party research, due diligence and planning systems in implementing the strategies it uses for clients. Importantly, the Investment Product Committee also determines which products are available for the brokerage business of Huntington. As a result, the products offered by the financial advisor may be limited to those meeting brokerage requirements, and be subjected to restrictions or brokerage limitations than would otherwise be made available by firms that are not dual registrants.

Investment strategies used are based on three broad investing principals: asset allocation, broad diversification and asset selection.

- Asset allocation among different asset classes such as large, mid and small capitalization stocks, government, agency and corporate fixed income bonds, international assets and other alternative strategies such as REITs, or sector specific assets. In formulating an allocation, Huntington seeks to reduce the impact of risk of any one asset class to the whole portfolio to help support the portfolio's long term return objectives.
- Broad diversification of assets. Broad diversification within each asset class can be a powerful tool to help balance the risks within the portfolio. Diversification among individual securities and asset classes helps to ensure that any individual investment or specific market based risk does not overly harm the portfolios chances of success over the long term.
- Asset manager selection. Due diligence and monitoring of investment products and their underlying managers is critical to the process. Not all managers have equal skill, experience and expertise. Due diligence helps to direct to managers that could be more successful in achieving the portfolio objectives.

Each asset allocation recommendation is based on Huntington's evaluation of factors you share with us such as your economic situation, risk tolerance, time horizon, tax status, or any other aspect of your financial life to help you determine your long term investment goals and objectives. Huntington does not recommend or utilize short-term investment performance strategies to help you attain your long term goals.

The asset allocation model is used to determine the allocation of funds into a diversified combination of specific investment products such as mutual funds or wrap programs.

The financial planning and asset allocation process relies on certain assumptions about future financial factors, such as rates of return on certain types of investments, inflation rates, client rate of savings, portfolio withdrawals, taxable capital gains and losses, college costs, and market returns. All assumptions are estimates, including those based on historical data that serve as a useful and reasonable foundation on which to develop financial strategies. It is important to understand that these assumptions are not predictions or guarantees, and serve only as tools to assess potential future portfolio needs.

### Investment Risk

Investing in securities involves taking risks of loss that clients should be prepared to accept. Different types of investments involve different types of risks and at varying levels. Past performance and past risk levels do not indicate future levels. If you chose to implement all or any part of your advisory recommendation plan, either through Huntington or another financial services provider, you will be subject to investment risk. All investments involve risk, including

the possible loss of money you invest. Fluctuations in the financial markets and other factors may cause declines in the value of your assets. There is no guarantee that any particular asset allocation or mix of investments will meet your investment objectives or provide you with a given level of income or growth. Diversification does not ensure a profit or protect against a loss in a declining market. Huntington does not guarantee any return on the investments recommended, or that of any asset allocation plan. In addition, trading activity may create taxable events - please be aware of how trading activity may affect your tax situation. Clients should consult their tax advisor regarding specific questions about their tax situation.

- All investment strategy involves risk that cannot be avoided such as market conditions, business cycles, and investment styles moving in and out of favor.
- Huntington seeks to reduce that risk, but Huntington cannot control market risk, timing of investment or the business lifecycle. No investment plan is immune to the risks inherent in investing. Market forces can be unpredictable and have a significant impact to any portfolio strategy used.

## **Item 9      Disciplinary Information**

Huntington is both a broker-dealer and an investment advisory firm. Within the past ten years Huntington has not been involved in any material disciplinary or litigation events as an investment adviser. The disciplinary events listed below relate to the activities of Huntington acting in its capacity as a broker-dealer. Also, disciplinary and litigation events are listed below which relate to the direct owner of Huntington, specifically Huntington Bancshares Incorporated.

### Huntington Disciplinary Events

- In January 2014, Huntington, without admitting or denying the findings, agreed to a censure and fine of \$25,000 by FINRA in connection with allegations that the firm failed to properly file certain required disclosure documents pursuant to MSRB Rule G-32 requirements.
- In November 2012, Huntington, without admitting or denying the findings, agreed to a fine of \$2500 by FINRA in connection with allegations the firm failed to properly report certain agency debt transactions pursuant to FINRA Rule 6730(a).
- On September 22, 2010, the State of Alabama Securities Commission initiated an action alleging that Huntington maintained brokerage accounts for Alabama residents and effected 17 securities transactions without registration as a broker-dealer in that state.

The matter was resolved on September 30, 2010 via a Consent Agreement and the payment of a fine of \$2,500 by Huntington. The fine was paid on September 23, 2010.

- On August 29, 2006, the State of Connecticut Department of Banking, Securities and Business Investments initiated an action alleging that from at least October 2000 through February 2006 Huntington transacted business as a broker-dealer in Connecticut without properly registering as a broker-dealer in that state. The matter was resolved on August 29, 2006 via a Consent Agreement and the payment of a fine of \$13,150 by Huntington. The fine was paid on August 28, 2006.
- On April 20, 2006, the Bureau of Securities Regulation, New Hampshire Department of State initiated an action alleging that Huntington maintained brokerage accounts for four New Hampshire residents for the period on or about December 27, 2003 through April 20, 2006 without being properly registered as a broker-dealer in that state. The matter was resolved on September 6, 2007 via a Consent Agreement and the payment by Huntington of a fine of \$9,550. In addition, as part of the Consent Agreement Huntington also made payment to a former client in the amount of \$170.57 representing commissions on transactions during the period listed above.
- On March 14, 2006 the National Association of Securities Dealers, (now known as the Financial Industry Regulatory Authority), initiated an action against Huntington for paying non-cash compensation for a sales contest which weighted the products of Huntington and its affiliates more than other investment products. The matter was resolved by decision on June 30, 2005. Huntington was fined \$10,000 and subject to censure by the National Association of Securities Dealers. The fine was paid on July 20, 2005.

#### Huntington Bancshares Incorporated Disciplinary and Litigation Events

- On June 2, 2005 the SEC initiated an action against Huntington Bancshares Incorporated (“HBAN”) alleging that improper accounting practices during fiscal years 2001 and 2002 resulted in misstated earnings by HBAN. HBAN consented to the entry of the SEC’s order without admitting or denying the findings. HBAN was ordered by the SEC to cease and desist from committing or causing any violations and any future violations of sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933 and sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Securities Exchange Act of 1934 and Rules 12b-20 and 13a-1 under the Securities Exchange Act of 1934. Disgorgement of \$1.00 was paid on June 8, 2005.

- On June 2, 2005 the SEC filed a court action in the U.S. District Court for the Southern District of Ohio against HBAN. The allegations related to the above disciplinary action, specifically improper accounting practices during 2001 and 2002 which resulted in misstated earnings by HBAN. The matter was resolved by Consent Agreement on June 2, 2005 and HBAN was ordered to pay a civil monetary penalty of \$7,500,000, without admitting or denying the allegations in the complaint. The civil monetary penalty was paid on June 8, 2005.

## **Item 10**

### **Other Financial Industry Activities and Affiliations**

As mentioned above, and in addition to being a Registered Investment Adviser with the SEC, Huntington is a broker-dealer and in that capacity is a member of the Financial Industry Regulatory Authority (FINRA) and a member of the Securities Investor Protection Corporation (SIPC).

Huntington is also licensed as an insurance agency. Huntington does not offer insurance products as part of its activities as a Registered Investment Adviser. Principal Officers of Huntington, as well as financial advisors, may also serve as registered representatives of Huntington in its broker-dealer capacity and as insurance agents of Huntington in its insurance agency capacity.

Huntington business does not include acting as an investment company as defined by the Investment Company Act of 1940.

Huntington is affiliated with the following organizations that are engaged in financial activities.

- Huntington Bancshares Incorporated wholly owns The Huntington Investment Company as a subsidiary. Huntington Bancshares Incorporated (NASDAQ: HBAN) is a publically held regional bank holding company headquartered in Columbus, OH.
- The Huntington National Bank, (HNB), a national bank providing traditional banking and trust services. HNB is a wholly owned subsidiary of Huntington Bancshares Incorporated. (NASDAQ: HBAN. In addition, Huntington makes referrals of clients to HNB Trust department for various portfolio management products as a Registered Investment Advisory and also to the HNB Trust & portfolio management services directly outside of the RIA for compensation.

- Huntington Asset Advisers, Inc., (HAA) a SEC Registered Investment Adviser to Huntington Funds, and Huntington Strategy Shares an exchange traded fund family. HAA is a wholly owned subsidiary of HNB.
- Haberer Registered Investment Advisor Inc. (Haberer) is a SEC registered investment adviser. Haberer is a wholly owned subsidiary of HNB. Huntington entered into a Solicitor Agreement with Haberer in order to permit Huntington financial advisors to refer clients to Haberer in exchange for compensation.
- Unified Financial Securities, Inc., an SEC registered broker-dealer distributor of Huntington funds and a wholly owned subsidiary of HBAN.
- Huntington Insurance, Inc., an insurance agency licensed in various states.

Personnel of Huntington may serve as insurance agents of Huntington Insurance, Inc. In addition, HNB provides advisory, custody and other services in support of certain of the Programs. HAA. serves as the investment adviser to the Huntington Funds, and HNB receives an asset-based fee for advisory services provided to the Huntington Funds. Huntington National Bank also receives fees from the Huntington Funds for providing sub-administration, accounting and custodial services.

These other financial industry activities of Huntington and the financial industry activities of Huntington's affiliates may give rise to a conflict of interest for Huntington and its financial advisors. Huntington and its personnel may have a financial incentive to include or otherwise recommend the insurance, advisory and other financial products offered and serviced by Huntington and its affiliates as part of a financial plan. See Item 11 Participation or Interest in Client Transactions and Item 12 Brokerage Practices for information regarding this conflict of interest and how it is addressed by Huntington.

## **Item 11      Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### Code of Ethics

All personnel of Huntington are subject to a Code of Ethics that is designed to ensure that Huntington's business activities are performed with the highest possible standards of ethics and business conduct, and to comply with applicable laws, rules and regulations that govern the

business of Huntington. The Huntington Code of Ethics requires employees to exercise their fiduciary duty to advisory clients by acting in the best interest of clients, with the duty of utmost good faith, loyalty, honest and ethical conduct, and full and fair disclosure of all material facts. Key requirements of the Code of Ethics are summarized below.

- Conduct all aspects of Huntington's business activities in an honest, ethical and legal manner, and in accordance with all applicable laws, rules, regulations and the policies and procedures of Huntington.
- Provide accurate and complete information in dealings with clients and others, including disclosure of conflicts of interest when they exist.
- Prepare and maintain accurate business records.
- Refrain from improper disclosure or misuse of confidential client information and material, non-public information. Huntington protects the private, personal and proprietary information of clients and others.
- Avoid conflicts of interest in personal and business activities.
- Rules specific to personal trading activities and reporting for financial advisors and Huntington investment advisory employees.

Huntington personnel also must adhere to the Huntington Bancorp Incorporated Code of Business Conduct and Ethics. All Huntington personnel must acknowledge the terms of both codes, as amended, annually.

A copy of the Code of Ethics will be provided to any client or prospective client upon request. Requests should be directed to Huntington's Compliance Department via phone by calling 800-322-4600 or via US mail directed to:

The Huntington Investment Company  
Compliance Department – COE Request  
41 S. High Street, HC0722  
Columbus, Ohio 43215

### Participation or Interest in Client Transactions

In addition, Huntington and its financial advisors may have a financial incentive to include or otherwise recommend the insurance, advisory and other financial products offered and serviced by Huntington and its affiliates. The Huntington Investment Company as part of its principal broker-dealer business, effects various securities transactions for compensation as a broker or agent on behalf of its brokerage clients. As part of its fixed income brokerage business, Huntington will sell securities as a principal out of brokerage inventory account. As a part of its brokerage business, Huntington or its associated persons may recommend to clients, either directly or indirectly, the purchase or sale of securities including shares of Huntington Funds, to which Huntington has an affiliation or in which Huntington or its related persons may have some financial interest.

Item 12 below has additional information on these possible conflicts of interest. Huntington addresses these possible conflicts of interest by the execution of its Code of Ethics and the additional policies and procedures of Huntington that work to ensure all advisory services are delivered in accordance with the best interests of the client.

### Personal Trading

The Code of Ethics contains provisions designed to mitigate conflicts of interest between transactions in the personal and beneficial accounts of Huntington employees, and transactions in client accounts. To ensure that employee trading requirements are observed, employee trading activity is subject to regular review and monitoring by supervisory personnel and the Compliance Department of Huntington.

### **Item 12                      Brokerage Practices**

The Huntington Investment Company, in its capacity as an investment adviser, will refer its clients to the brokerage services of Huntington for their general securities brokerage needs and will not select outside brokerage firms on behalf of their clients.

The Huntington Investment Company utilizes National Financial Services LLC (“NFS”) a non-affiliated entity, as its clearing broker. NFS provides brokerage securities clearing and custody services for Huntington. This means that brokerage accounts set up with Huntington are held by NFS, and that NFS holds, execute trades and custodies your brokerage account, and your statements will come from them. Huntington does not receive soft dollar benefits from NFS, nor does it receive referrals

The custodial and brokerage account platforms used to implement investment advisory strategies varies by program selection. Investment Advisory accounts differ by program, utilizing Envestnet, and HNB Trust as custodian. Specific program information in the ADV Part 2 Wrap Program Brochure more fully discloses those arrangements. Most investment advisory programs are primarily offered through a non-affiliated entity by agreement with Envestnet which uses



National Financial Services LLC (NFS), who provides brokerage securities clearing and custody services for Huntington Investment Company.

The Huntington Investment Company does not recommend other broker-dealers for client transactions.

### **Item 13      Review of Accounts**

Client accounts are reviewed by their financial advisor annually on an individual basis and more frequently if required by a client's material change provided the client has notified us of the change. Factors that could trigger additional review could be situations where a client feels their financial situation has changed enough to impact their investment allocation including but not limited to significant appreciation, declines in value, change in household income, dependents, expected or unexpected significant expenses, health related causes, etc.

Client accounts are reviewed by Huntington on a more frequent ad hoc basis for holdings analysis, rebalancing and product monitoring purposes to ensure they are meeting the stated asset allocation model investment objectives.

Clients receive quarterly account statements from the custodian where their accounts are held. Clients may receive supplemental custodial performance statements in addition on as requested basis. Clients should carefully review their statements and notify their financial advisor with any questions or concerns regarding their holdings.

### **Item 14      Client Referrals and Other Compensation**

Financial advisors may receive compensation for referrals made to affiliates. In addition, Huntington from time to time may offer incentive programs to financial advisors to encourage an increase in assets under management or sales. These programs may include sales awards such as trips or other prizes or cash compensation. Referral compensation and incentive programs may create conflicts of interest to financial advisors,

Huntington may enter into arrangements with other persons to whom Huntington will pay compensation for referrals to Huntington's advisory programs. This compensation is generally in the form of a percentage of the fees described in the client agreement.

Huntington addresses these possible conflicts of interest by the execution of its Code of Ethics and the additional policies and procedures of Huntington that work to ensure all advisory services are delivered in accordance with the best interests of the client.

**Item 15**                      **Custody**

The Huntington Investment Company itself does not maintain custody of client assets. However, we are technically considered by the SEC to have custody for certain products as the assets of these programs are held by HNB Trust, an affiliate under common control of Huntington within the greater organization of Huntington Bancshares Incorporated. Huntington is subject to an annual independent, unannounced audit on these accounts as a result of this arrangement.

Huntington is a fully-disclosed introducing broker-dealer and all brokerage accounts are maintained through National Financial Services, LLC, which is not affiliated with Huntington. Regardless of the type of account clients will receive statements directly from the sponsor or custodian at least quarterly. Clients should thoroughly review these brokerage statements, and contact their financial advisor with any questions or concerns.

**Item 16**                      **Investment Discretion**

The Huntington Investment Company does not allow its financial advisors to have discretion over client accounts. Client accounts invested in the investment advisory programs are discretionary accounts, where the portfolio manager of the individual program has discretion by the agreement to otherwise place trades, rebalance and execute manager changes on your behalf. In this way, Huntington, as your investment adviser has discretion over your account, to manage your account in accordance to the investment objective you have set for your account.

**Item 17**                      **Voting Client Securities**

By account agreement, and specific to the investment program, the specified custodian or portfolio manager may accept the authority to vote client securities on your behalf. Each program description more fully describes these duties. Huntington does not itself vote proxies for its investment advisory clients.

**Item 18**                      **Financial Information**

Huntington has no financial condition that is likely to impair Huntington's ability to meet its contractual commitments to its clients.