Huntington Bancshares Incorporated
Huntington Center
Columbus, OH 43287

614.480.5404 - Facsimile
Direct Telephone Number
614.480.4435

August 14, 2002

Via Facsimile and Overnight Delivery

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Rt: Huntington Bancshares Incorporated
   Statements of Principal Executive Officer and
   Principal Financial Officer Pursuant to Order No. 4-460

Dear Mr. Katz:

In accordance with the Order of the Securities and Exchange Commission requiring the
filing of sworn statements pursuant to Section 21(a) of the Securities Exchange Act (File No. 4-
460), enclosed is a sworn statement from each of Thomas E. Hoaglin, Chairman, President and
Chief Executive Officer (principal executive officer) and Michael J. McMennamin, Vice
Chairman, Chief Financial Officer and Treasurer (principal financial officer) of Huntington
Bancshares Incorporated.

Please file stamp the enclosed copy of this letter and return it to me in the postage paid
envelope provided.

Very truly yours,

[Signature]

Elizabeth B. Moore
Senior Counsel & Vice President
The Huntington National Bank

Enclosures
Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Michael J. McMennamin, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Huntington Bancshares Incorporated, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and

- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Huntington Bancshares Incorporated's Audit Committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001 of Huntington Bancshares Incorporated;

- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Huntington Bancshares Incorporated filed with the Commission subsequent to the filing of the Form 10-K identified above; and

- any amendments to any of the foregoing.

Michael J. McMennamin
Vice Chairman, Chief Financial Officer and Treasurer
August 14, 2002

Subscribed and sworn to before me this 14th day of August, 2002.

Nancy T. Hall
Notary Public

My Commission Expires: 7/31/04

RECEIVED
OFFICE OF THE SECRETARY
AUG 14 2002
THE HUNTINGTON NATIONAL BANK
LEGAL DEPARTMENT
HUNTINGTON CENTER
41 SOUTH HIGH STREET, 5TH FLOOR
COLUMBUS, OHIO 43287

Larry D. Case .................................................. 480-4891
John W. Lieberbach ........................................... 480-4434
Elizabeth B. Moore ........................................... 480-4435
Daniel W. Morton ............................................... 480-5760
Jody Michelle Oster .......................................... 480-4540
C. Kathryn Preston ........................................... 480-5297
John R. Stoya .................................................. 480-5181

Telexcorder No. ........................................orthy notified that any
Confirmation No. ........................................... 614) 480-4210
dissemination, distribution or copying of this document or its contents is strictly prohibited. If you have received
this document in error, please immediately notify us by telephone, and return the original facsimile to us. Thank
you.

TO: Jonathan G. Kay, Secretary

COMPANY / DEPARTMENT: Securities and Exchange Commission

CITY & STATE: Washington, DC

FAX NO.: 302/824-5090

DATE: August 14, 2002

FROM: Elizabeth B. Moore

NUMBER OF PAGES (INCLUDING TRANSMITTAL PAGE): 4

MESSAGE:

On behalf of Huntington Bancshares Incorporated, the sworn statements of the principal
executive officer and principal financial officer, pursuant to the SEC's Order No. 4-460.

THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

☐ Regular/Inter-Office Mail ☐ This will be the only form of Delivery

☐ Overnight Delivery