

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CHICAGO

2014 OCT -2 A 11: 01

Annual Report of Bank Holding Companies—FR Y-6
Report at the close of business as of the end of fiscal year

STATISTICS & ANALYSIS
DEPARTMENT

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 CFR 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):

December 31, 2013

Month / Date / Year

Reporter's Name, Street, and Mailing Address

Camco Financial Corporation

Legal Title of Bank Holding Company

814 Wheeling Avenue

(Mailing Address of the Bank Holding Company) Street / P.O. Box

Cambridge, OH 43725

City / State / Zip Code

same as above

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Name / Title

Area Code / Phone Number

FAX Number

E-mail Address

www.camcofinancial.com

Address (URL) for the Bank Holding Company's web page

I, _____
Name and Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Bank Holding Company Director or Official

Date of Signature

For bank holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD Number
C.I.

1251256

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3 a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

**Camco Financial Corporation - FRY-6 Report
December 31, 2013**

Report Item 1: Annual Report to Shareholders

On October 9, 2013, Camco Financial Corporation ("Camco") and Huntington Bancshares Incorporated ("Huntington") entered into an Agreement and Plan of Merger pursuant to which Camco will merge into Huntington, which was completed on February 28, 2014. Camco was not required to complete an Annual Report to Shareholders, however, a copy of the December 31, 2013 Audited Financial Statements is included in this FRY-6 filing.

Report Item 2a: Organizational Chart

See Appendix A.

Report Item 2b: Domestic Branch Listing

See Appendix B.

Report Item 3: Securities Holders

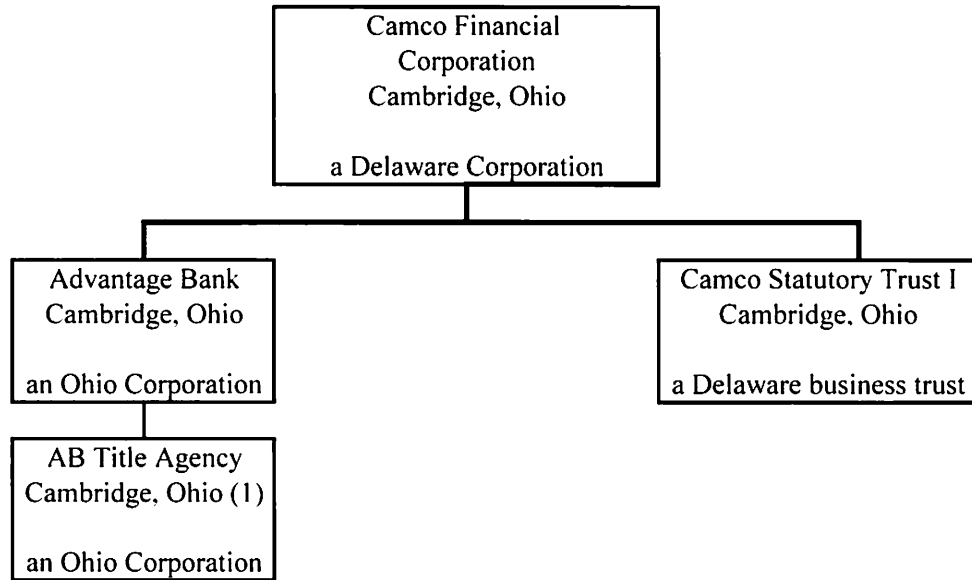
Data not available

Report Item 4: Insiders

Data not available

**Organization Chart of Camco Financial Corporation
December 31, 2013**

APPENDIX A



(1) Advantage Bank owns 49% of the equity of AB Title Agency, LLC, an Ohio limited liability company. The remaining 51% of the equity is owned by an unrelated company.

Results: A list of branches for your depository institution: ADVANTAGE BANK (ID_RSSD 834979).
This depository institution is held by CAMCO FINANCIAL CORPORATION (1251256) of CAMBRIDGE, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 07/06/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	834979	ADVANTAGE BANK	814 WHEELING AVENUE	CAMBRIDGE	OH	43725	GUERNSEY	UNITED STATES	42698	0	ADVANTAGE BANK	834979	
ok		Full Service	3299597	401-7 PIKE STREET BRANCH	401 PIKE STREET	COVINGTON	KY	41011	KENTON	UNITED STATES	263481	22	ADVANTAGE BANK	834979	
ok		Full Service	3299579	FLORENCE BRANCH	7550 DIXIE HIGHWAY	FLORENCE	KY	41042	BOONE	UNITED STATES	263482	23	ADVANTAGE BANK	834979	
ok		Full Service	3299627	FORT MITCHELL BRANCH	2497 DIXIE HIGHWAY	FORT MITCHELL	KY	41017	KENTON	UNITED STATES	40637	21	ADVANTAGE BANK	834979	
ok		Full Service	3299720	BELPRE BRANCH	1325 WASHINGTON BOULEVARD	BELPRE	OH	45714	WASHINGTON	UNITED STATES	266982	6	ADVANTAGE BANK	834979	
ok		Full Service	3299645	BYESVILLE BRANCH	209 SENECA AVENUE	BYESVILLE	OH	43723	GUERNSEY	UNITED STATES	262534	3	ADVANTAGE BANK	834979	
ok		Full Service	3299654	CAMBRIDGE BRANCH	175 NORTH 11TH STREET	CAMBRIDGE	OH	43725	GUERNSEY	UNITED STATES	262535	4	ADVANTAGE BANK	834979	
ok		Full Service	2894061	MOUNT ADAMS BRANCH	1111 SAINT GREGORY STREET	CINCINNATI	OH	45202	HAMILTON	UNITED STATES	462667	32	ADVANTAGE BANK	834979	
ok		Full Service	247775	WESTWOOD BRANCH	3002 HARRISON AVENUE	CINCINNATI	OH	45211	HAMILTON	UNITED STATES	43073	18	ADVANTAGE BANK	834979	
ok		Full Service	3299702	DOVER BRANCH	547 S. JAMES STREET	DOVER	OH	44622	TUSCARAWAS	UNITED STATES	419534	26	ADVANTAGE BANK	834979	
ok		Full Service	3299672	GERMANTOWN BRANCH	1 N. PLUM STREET	GERMANTOWN	OH	45327	MONTGOMERY	UNITED STATES	42768	13	ADVANTAGE BANK	834979	
ok		Full Service	997771	EAGLETON CENTER BRANCH	1104 EAGLETON PLAZA UNIT P	LONDON	OH	43140	MADISON	UNITED STATES	462079	31	ADVANTAGE BANK	834979	
ok		Full Service	3378894	LONDON BRANCH	2 EAST HIGH STREET	LONDON	OH	43140	MADISON	UNITED STATES	442489	29	ADVANTAGE BANK	834979	
ok		Full Service	3299739	LAFAYETTE CENTER BRANCH	478 PIKE STREET	MARIETTA	OH	45750	WASHINGTON	UNITED STATES	266983	7	ADVANTAGE BANK	834979	
ok		Full Service	82873	MARIETTA BRANCH	226 THIRD STREET	MARIETTA	OH	45750	WASHINGTON	UNITED STATES	41197	5	ADVANTAGE BANK	834979	
ok		Full Service	3669293	MASON BRANCH	6360 TYLERSVILLE ROAD	MASON	OH	45040	WARREN	UNITED STATES	455261	30	ADVANTAGE BANK	834979	
ok		Full Service	3299681	NEW LEBANON BRANCH	675 WEST MAIN STREET	NEW LEBANON	OH	45345	MONTGOMERY	UNITED STATES	277791	14	ADVANTAGE BANK	834979	
ok		Full Service	3299711	UHRICHSVILLE BRANCH	327 EAST THIRD STREET	UHRICHSVILLE	OH	44683	TUSCARAWAS	UNITED STATES	262533	2	ADVANTAGE BANK	834979	
ok		Full Service	3299636	WASHINGTON AVENUE BRANCH	1050 WASHINGTON AVENUE	WASHINGTON COURT HOUSE	OH	43160	FAYETTE	UNITED STATES	264485	12	ADVANTAGE BANK	834979	
ok		Full Service	911375	WASHINGTON COURT HOUSE BRANCH	134 EAST COURT STREET	WASHINGTON COURT HOUSE	OH	43160	FAYETTE	UNITED STATES	40834	11	ADVANTAGE BANK	834979	
ok		Full Service	3669284	WESTERVILLE BRANCH	440 POLARIS PARKWAY, SUITE 150	WESTERVILLE	OH	43082	DELAWARE	UNITED STATES	439292	27	ADVANTAGE BANK	834979	
ok		Full Service	3669314	VIENNA BRANCH	1500 GRAND CENTRAL AVENUE	VIENNA	WV	26105	WOOD	UNITED STATES	442274	28	ADVANTAGE BANK	834979	