

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
HUNTINGTON FUNDS - HUNTINGTON FIXED INCOME SECURITIES FUND		06-1262271	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
BRYAN W. ASHMUS	(614) 418-2421	BRYAN.W.ASHMUS@HUNTINGTON.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
2960 NORTH MERIDIAN STREET		INDIANAPOLIS, IN 46208	
8 Date of action		9 Classification and description	
05/16/2014		REGULATED INVESTMENT COMPANY (TAX FREE REORGANIZATION)	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED	N/A	SEE ATTACHED	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On May 16, 2014, the Federated Total Return Bond Fund ("Acquiring" Fund) acquired all of the assets of the issuer solely in exchange for shares of beneficial interest (see details below). The merger of the Huntington Funds - Huntington Fixed Income Securities Fund ("Target Fund") into the Federated Total Return Bond Fund ("Acquiring Fund") qualifies as a tax-free reorganization under IRC Section 368(a)(1)(c). The "Target" shareholders' total basis in the "Acquiring" shares received is the same as their total basis in the old "Target" shares. The exchange is based on the number and value of shares outstanding at the close of business on May 16, 2014.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A shareholder's aggregate basis in the "Acquiring" Fund they received in exchange for their shares of the "Target Fund" will be the same as their aggregate basis in the shares of the "Target" Fund. The number of "Acquiring" Fund shares received for each share of the "Target" Fund is as follows:

- 1.902362983 shares of the Federated Total Return Bond Fund - A Shares ("Acquirer") for one share of Huntington Fixed Income Securities Fund - Class A Shares
- 1.902291105 shares of Federated Total Return Bond Fund - Institutional Shares ("Acquirer") for one share of Huntington Fixed Income Securities Fund - Institutional Shares

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ There was no change in the aggregate basis as a result of the above described organizational action.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Sections 368, 354 and 358

18 Can any resulting loss be recognized? ▶ There was no gain or loss on the transaction. Accordingly, each investor's aggregate basis in the shares of the "Acquiring" Fund received in the exchange will be the same as the aggregate basis in their shares of the "Target" Fund exchanged.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The above described organizational action is applicable to tax year 2014.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ Signature on File with Taxpayer Date ▶ 5-22-14

Print your name ▶ Bryan W. Ashmus Title ▶ Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Huntington Funds – Huntington Fixed Income Securities Fund

06-1262271

Form 8937 Attachment

May 16, 2014

Huntington Funds – Huntington Fixed Income Securities Fund

Share Class	Box 10, CUSIP	Box 12, Ticker Symbol
Class A	446327777	HFIIX
Institutional	446327769	HFISX

Federated Total Return Bond Fund

Share Class	Box 10, CUSIP	Box 12, Ticker Symbol
Class A	31428Q820	TLRAX
Institutional	31428Q101	FTRBX