

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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FILER

HUNTINGTON FUNDS /MA/

CIK: **810695** | State of Incorporation: **MA** | Fiscal Year End: **1231**
Type: **497** | Act: **33** | File No.: **033-11905** | Film No.: **99671234**

Mailing Address
530 E SWEDES FORD ROAD
WAYNE PA 19087-1693

Business Address
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WAYNE PA 19087
6102541000

HUNTINGTON FUNDS

Supplement dated July 27, 1999
to
INVESTMENT SHARES PROSPECTUS
dated April 30, 1999

Investors are advised that, effective immediately, Stephen M. Geis, portfolio manager of the Short/Intermediate Fixed Income Securities Fund and the Fixed Income Securities Fund, will serve as portfolio manager of the Mortgage Securities Fund and the Intermediate Government Income Fund. In addition, William G. Doughty, portfolio manager of the Ohio Tax-Free Fund, will serve as portfolio manager of the Michigan Tax-Free Fund. The qualifications of Messrs. Geis and Doughty are described on page 36 of the Prospectus.

Investors are advised to replace the box entitled "Sales Charges and Quantity Discounts," on page 28 of the Prospectus with the following corrected version:

SALES CHARGES AND QUANTITY DISCOUNTS

<TABLE>

<CAPTION>

Growth Fund	Sales Charge	Sales Charge	Income Equity Fund	Sales Charge	Sales Charge
	as a	as a		as a	as a
Amount of Transaction	Percentage of Public Offering Price	Percentage of Net Amount Invested	Amount of Transaction	Percentage of Public Offering Price	Percentage of Net Amount Invested
<S>	<C>	<C>	<C>	<C>	<C>
Under \$100,000	4.00%	4.17%	Under \$50,000	5.50%	5.82%
\$100,000-\$249,999	3.50%	3.63%	\$50,000-\$99,999	4.50%	4.71%
\$250,000-\$499,999	2.50%	2.56%	\$100,000-\$249,999	3.50%	3.63%
\$500,000-\$749,999	1.50%	1.52%	\$250,000-\$499,999	2.75%	2.83%
\$750,000-\$1,000,000	0.75%	0.76%	\$500,000-\$1,000,000	2.00%	2.04%
Over \$1,000,000	0.25%	0.25%	Over \$1,000,000	0.00%	0.00%

Mortgage Securities Fund, Ohio Tax-Free Fund, Michigan Tax-Free Fund, Fixed Income Securities Fund and Intermediate Government Income Fund

Money Market Funds
No Sales Charges Apply

Amount of Transaction	Sales Charge as a Percentage of Public Offering Price	Sales Charge as a Percentage of Net Amount Invested
Under \$500,000	2.00%	2.04%
\$500,000-\$749,999	1.50%	1.52%
\$750,000-\$999,999	0.75%	0.76%
Over \$1,000,000	0.00%	0.00%

INVESTORS SHOULD RETAIN THIS SUPPLEMENT
WITH THEIR PROSPECTUS FOR FUTURE REFERENCE

HUNTINGTON FUNDS

Supplement dated July 27, 1999
to
TRUST SHARES PROSPECTUS
dated April 30, 1999

Investors are advised that, effective immediately, Stephen M. Geis, portfolio manager of the Short/Intermediate Fixed Income Securities Fund and the Fixed Income Securities Fund, will serve as portfolio manager of the Mortgage Securities Fund and the Intermediate Government Income Fund. In addition, William G. Doughty, portfolio manager of the Ohio Tax-Free Fund, will serve as portfolio manager of the Michigan Tax-Free Fund. The qualifications of Messrs. Geis and Doughty are described on page 36 of the Prospectus.

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