

FORWARD-LOOKING STATEMENT DISCLOSURE

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These presentation materials and discussion contain forward-looking statements about issues like anticipated earnings trends for fiscal year 2001, anticipated level of net loan charge-offs and nonperforming assets and anticipated improvement in profitability and competitiveness. Forward-looking statements by their nature are subject to assumptions, risks and uncertainties. For a variety of reasons, actual results could differ materially from those contained in or implied by the forward-looking statements:

- Interest rates could change more quickly or more significantly than we expect.
- If the economy changes the demand for new loans and the ability of borrowers to repay outstanding loans may change.
- The stock and bond markets could suffer a disruption, which may have a negative effect on our financial condition and that of our borrowers, and on our ability to raise money by issuing new securities.
- It could take us longer than we anticipate to implement strategic initiatives designed to increase revenue or manage expenses, or we may be unable to implement those initiatives at all.
- Acquisitions and dispositions of assets, business units or affiliates could affect us in ways that management has not anticipated.
- We may become subject to new legal obligations or the resolution of existing litigation may have a negative effect on our financial condition.
- We may become subject to new and unanticipated accounting, tax, or regulatory practices or requirements.

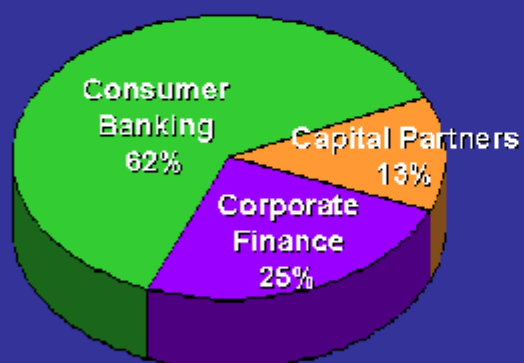
Key's Strategic Focus

- Transformation
- Productivity
- Technology
- Risk Management

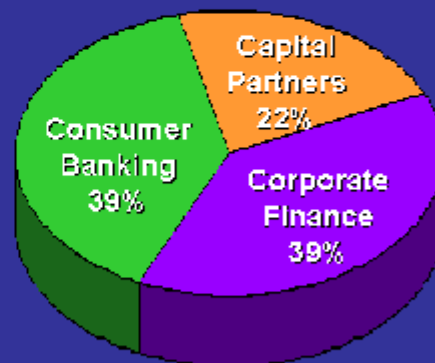
Transformation Strategy:

Divest low growth and invest in higher growth businesses

1996 Revenue



2000 Revenue

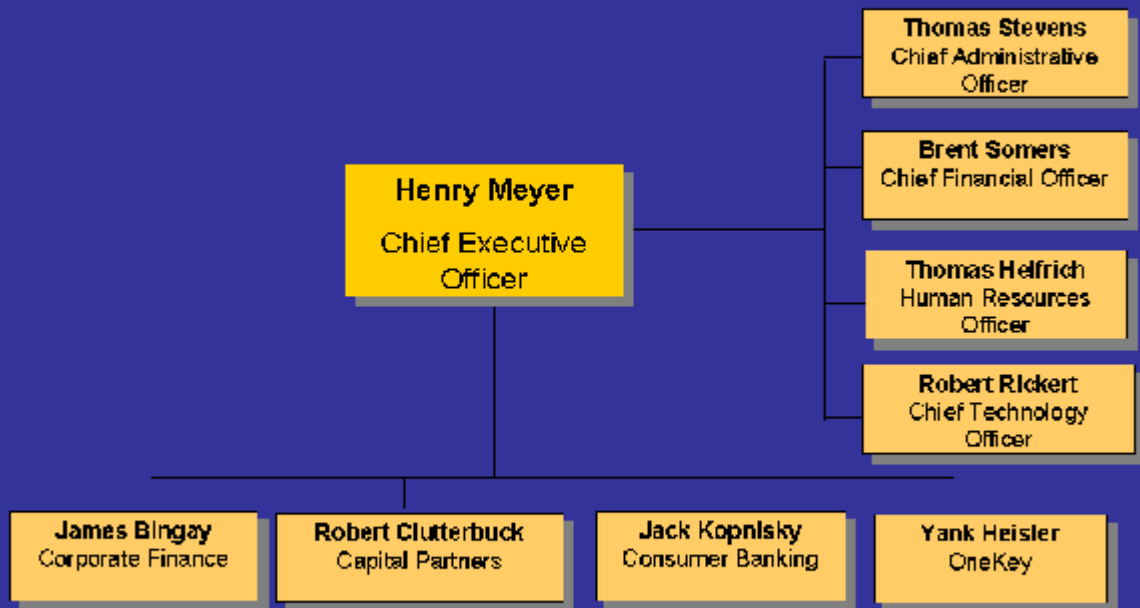


Transformation: Focus on Growth

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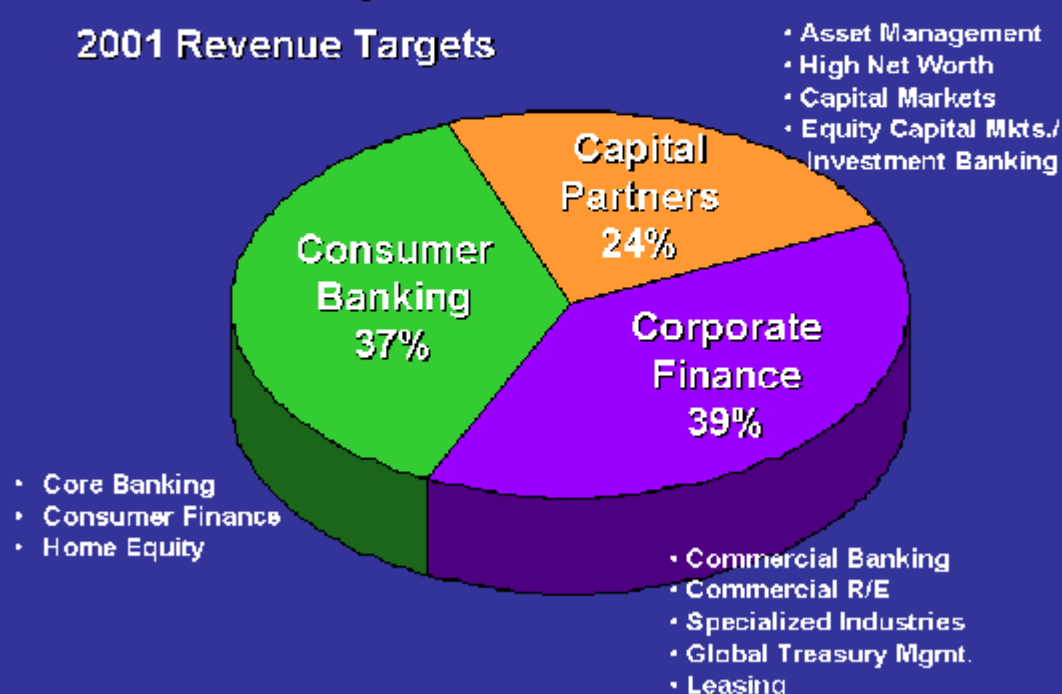
	Divestitures/Sales/Run-off	Acquisitions
1995	Mortgage Banking Business \$2.1 B. Investment Securities	Auto Finance Group Spears Benzak
1996	Florida Savings Bank \$2.2 B. Investment Securities	Carleton, McCreary & Holmes Knight Student Lending
1997	\$1.0 B. Low Return Prime Auto Loans 117 Low Growth Branches	Leaseter Champion Mortgage
1998	46 Low Growth Branches	McDonald & Co.
1999	Long Island District : 28 Branches	
2000	\$1.3 B. Credit Card Portfolio	Newport Mortgage National Realty Wallach Company "Balance Sheeted" Home Equity Loans

New Organizational Structure

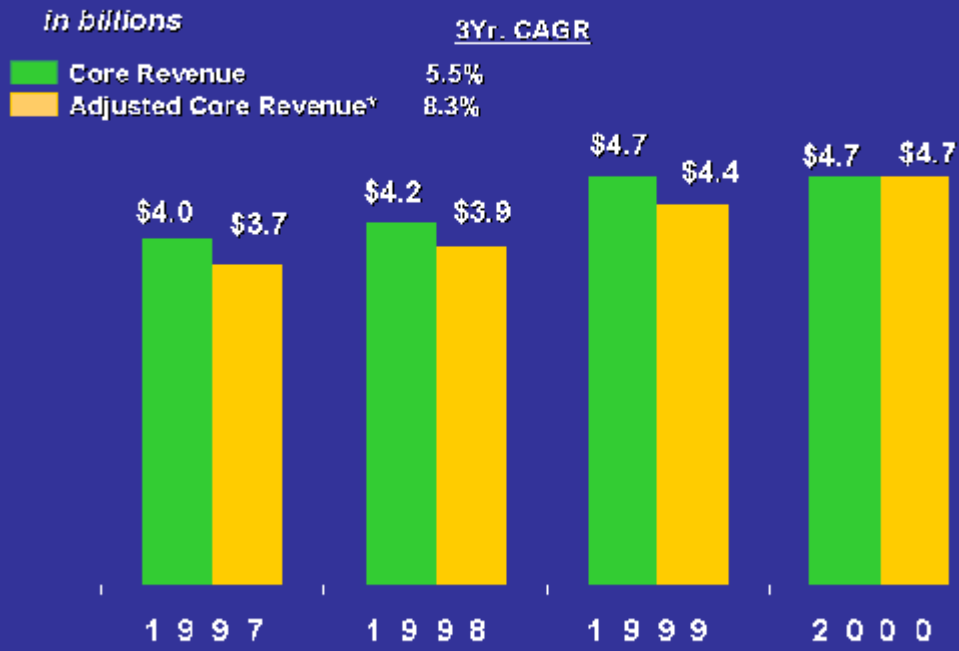


Diversified Business Mix With Attractive Growth Prospects ⁶

2001 Revenue Targets



Revenue Growth



*Adjusted core revenue excludes earnings from divested businesses and Champion securitizations

EPS Growth

Diluted EPS

Core EPS
Adjusted Core EPS*

3Yr. CAGR

6.5%

9.5%



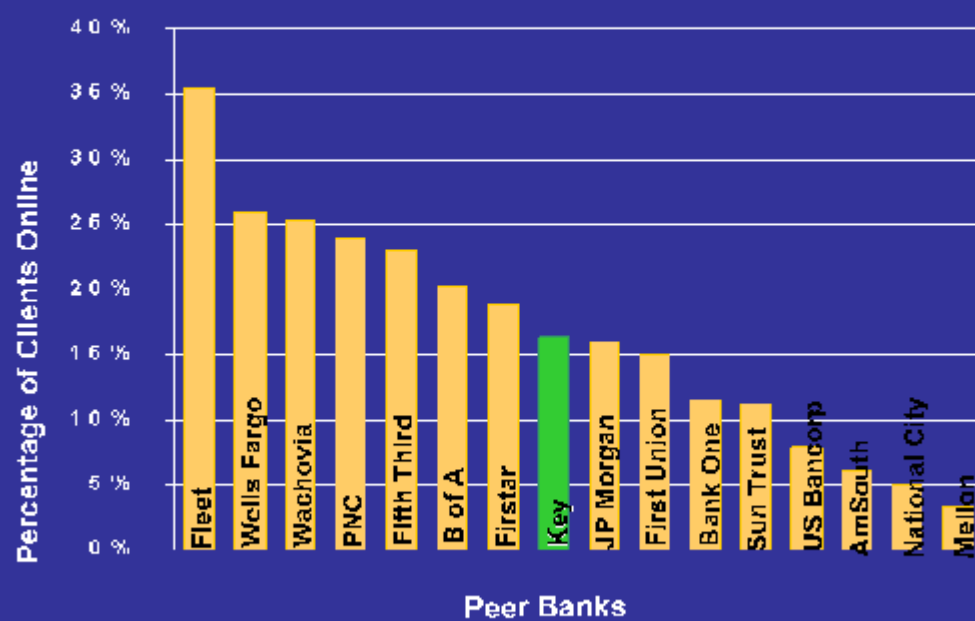
*Adjusted core EPS excludes earnings from divested businesses and Champion securitizations

Productivity Initiative

Expected Annual Expense Reduction

	Initial Target <u>Nov. 99</u>		Revised Target <u>Sept. 00</u>
Phase 1	\$85		\$100
Phase 2	<u>85</u>		<u>200</u>
Total	\$170 million		<u>\$300 million</u>

Growing on-line penetration



Source: CFPB 12/31/00

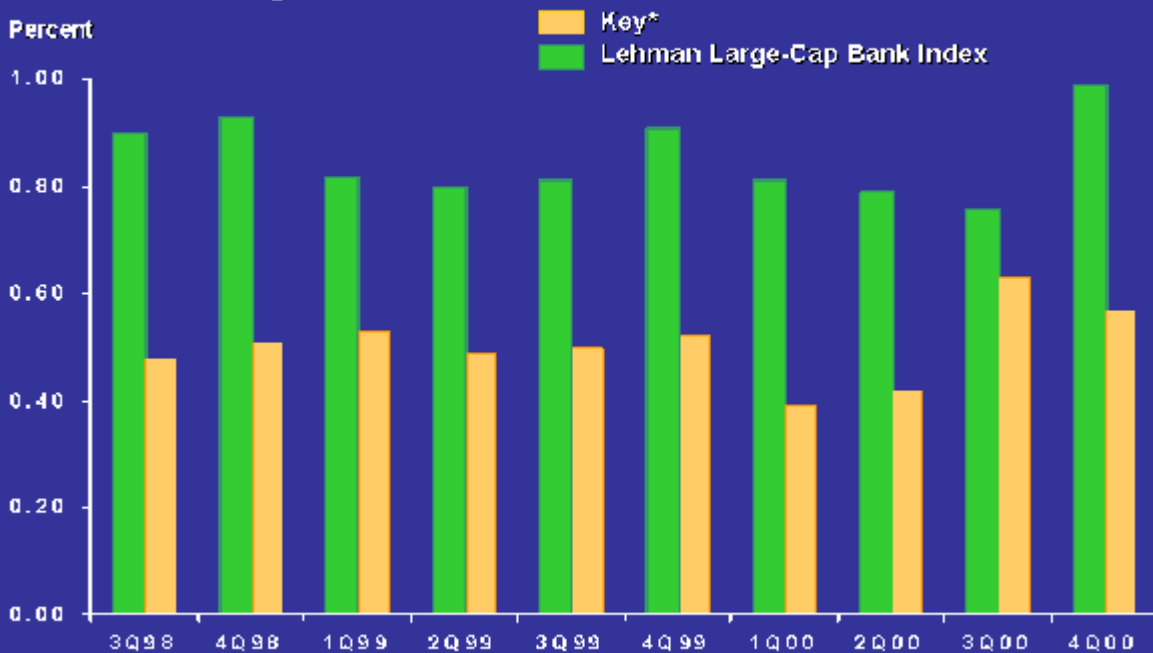
Asset Quality: Portfolio Characteristics

- Well diversified by industry and geography
- Granular Portfolio
 - Largest credit exposure: \$249 million
 - Six relationships greater than \$200 million
 - Average loan size: Less than \$10 million
 - Largest NPL: \$33 million

Solid credit quality track record

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Net Charge-offs/ Ave. Loans



* Excludes FFIEC and 1Q00 credit card adjustments

Solid Reserve Levels

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Loan Loss Reserve/Loans

	<u>4Q00</u>
Wells Fargo	2.31%
FleetBoston Financial	2.17%
Bank One	1.74%
U.S. Bancorp	1.53%
KeyCorp	1.50%
Wachovia	1.50%
Comerica	1.49%
Huntington	1.45%
National City	1.42%
First Union	1.38%
Firststar	1.34%
PNC	1.33%
BB&T	1.30%
Sun Trust	1.21%

Source: Lehman Brothers

Strong Capital Base

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Tier 1 Capital Ratio

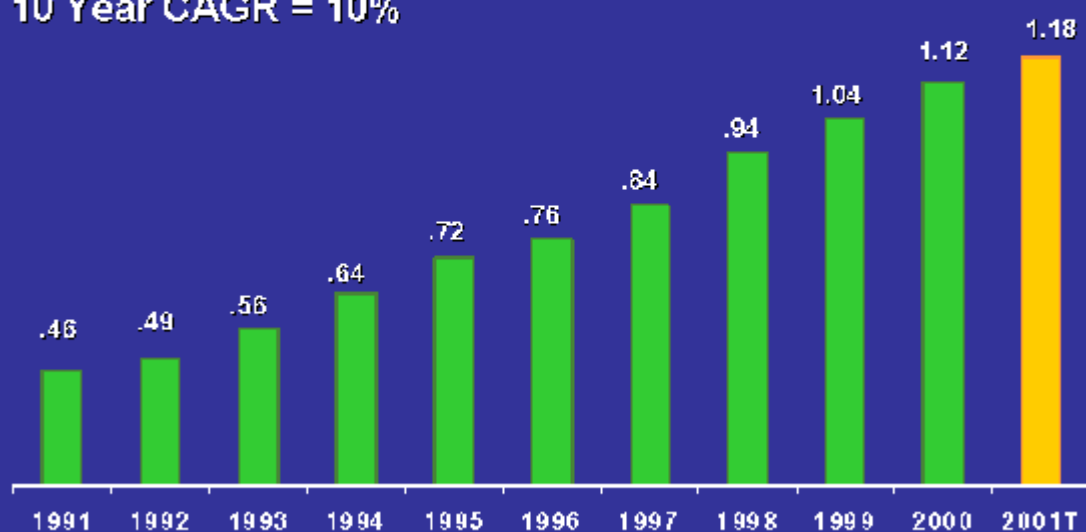
	<u>4Q00</u>
BB&T	9.30%
PNC	8.40%
Sun Trust	8.10%
FleetBoston Financial	7.90%
Wachovia	7.60%
KeyCorp	7.45%
Firststar	7.39%
Bank One	7.30%
Wells Fargo	7.25%
Huntington	7.20%
Comerica	7.15%
U.S. Bancorp	7.10%
National City	6.91%
First Union	6.89%

Source: Lehman Brothers

Consistent Dividend Record

36 Consecutive Years of Increases

10 Year CAGR = 10%



Why Own Key?

- **Distinctive, well positioned businesses**
 - Focus on high growth areas
 - Significant technology investment
- **Solid financial performance**
 - Earnings growth
 - Revenue/productivity improvement building throughout the year
- **History of prudent risk management**
- **Attractive valuation**

APPENDIX

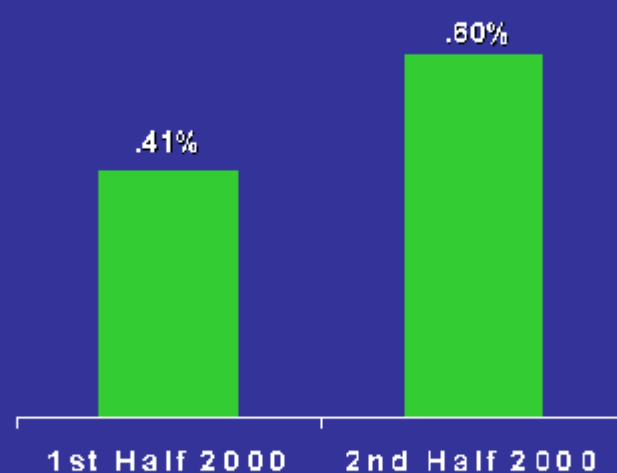
Statement of Income-Core

<i>in millions, except per share data</i>	<u>4Q99</u>	<u>1Q00</u>	<u>2Q00</u>	<u>3Q00</u>	<u>4Q00</u>
Net Interest Income (TE)	\$714	\$677	\$680	\$691	\$709
Loan Loss Provision	83	62	68	104	95
Noninterest Income	508	476	475	460	508
Noninterest Expense	721	718	696	672	708
Income Before Taxes (TB)	418	373	391	375	414
Income Taxes & TE adj.	<u>154</u>	<u>130</u>	<u>142</u>	<u>130</u>	<u>142</u>
Net Income	\$264	\$243	\$249	\$ 245	\$272
Avg. Common Shares O/S					
Assuming Dilution	449.7	443.8	436.0	432.0	430.6
LPS - Core	\$0.59	\$0.55	\$0.57	\$0.57	\$0.63
EPS - Adjusted Core	\$0.56	\$0.53	\$0.57	\$0.57	\$0.63

Comments From 4Q00 Conference Call - 1/16/01

- The wild card for our industry in 2001 is credit quality.
- Key expects net charge-offs and NPA to increase from 4Q00 levels. The amount of deterioration will depend on the speed and depth of the economic slowdown.
- EPS of \$2.53 may be at the high end of a reasonable range of expectations for 2001.
- In 1Q01, Key is targeting to beat the core-adjusted EPS number of \$0.53, from the year-ago quarter.

2000 Core Net Charge-off Ratios



	<u>1Q00</u>	<u>2Q00</u>	<u>3Q00</u>	<u>4Q00</u>
Reported Net Charge-offs	0.84%	0.42%	0.63%	0.64%
Core Net Charge-offs	0.39%	0.43%	0.63%	0.57%

Core Earnings Trends- F.Y. 2001 ^{A4}

(Compared to F.Y 2000)

Earning Assets	Modest increase
Net Interest Margin	Relatively stable
Noninterest Income	Modest increase
Noninterest Expense	Slight increase
Tax Rate	Relatively stable
Shares Outstanding	Modest decline

Asset Quality:

Core Net Charge-offs	Up
NPA	Up

Core Earnings Trends- 1Q 01

(Compared to 4Q00)

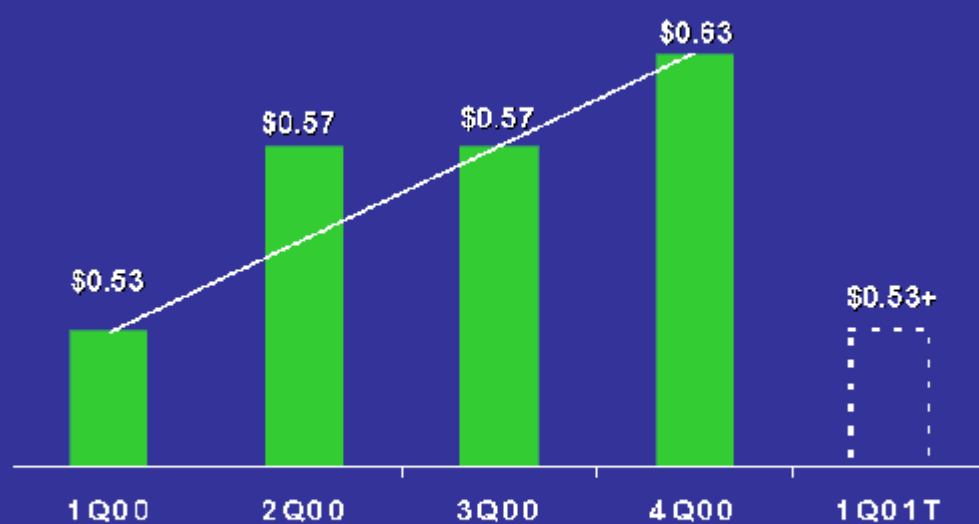
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Earning Assets	Slight increase
Net Interest Margin	Slight seasonal decline
Noninterest Income	Seasonal decline
Noninterest Expense	Flat to slight decline
Tax Rate	Relatively stable
Shares Outstanding	Slight decline

Asset Quality:

Core Net Charge-offs	Up
NPA	Up

EPS Adjusted Core



In 1Q 01, Key is targeting to beat the core-adjusted EPS number of \$0.53, from the year-ago quarter.

Consumer Banking



A7

Business Scale

922 KeyCenters

2,443 ATMs

Total Consumer Loans: \$23 Bill.

Total Consumer Deposits: \$32 Bill.

Call Center - 4 million calls per month

On-line Clients: 275,000 (16% Penetration)

2001 Focus: Earnings Drivers

- Improve cross-sell and relationship building activities
- Continued focus on deposit growth
- Invest in high growth markets
- Utilize home equity as growth engine in consumer finance

Corporate Finance



A8

Business Scale

- # 3 Equipment Leasing
- # 5 Commercial R/E Finance
- # 6 Small Business

2001 Focus: Earnings Drivers

- Accelerate fee income growth
- Leverage competitive position in commercial real estate
- Expand equipment leasing (e.g. “low- tech” vendor leasing)
- Continue to pursue cross-sell synergies
- Enhance sales & client support productivity through technology

Capital Partners



A9

Business Scale

#1 regional brokerage firm in productivity

Managed Assets:

\$ 75 Bill.

Non-Managed Assets:

49 Bill.

Brokerage Assets Under Control:

36 Bill.

\$160 Bill.

2001 Focus: Earnings Drivers

- Expand cross-selling teams
- Continue to pursue expansion in high growth markets (Boston, Nashville, Chicago & Denver)
- Grow High Net Worth segment
- Expand external distribution for Key Asset Management