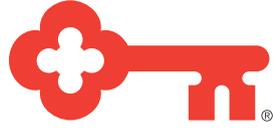


KeyBank



Achieve anything.

THE MARKET

Twenty-first-century Americans — individuals and families, small businesses and international corporations — rely on financial institutions for an ever-widening variety of money-management products and services to help them achieve their financial goals. The solution is Key. Key transforms money, expertise, and opportunity into comprehensive financial solutions that help its clients achieve those goals. Key is dedicated to building enduring relationships with its clients, relationships that will enable Key to deliver on its brand promise: *Achieve anything.*

ACHIEVEMENTS

Cleveland-based KeyCorp is one of the nation's largest and most respected bank-based financial services companies, with assets of approximately \$85 billion. Among its achievements, Key is

- Ranked number 257 on the Fortune 500, *Fortune* magazine's flagship list, based on total revenues (April 2002). In its 500 ranking, *Forbes* magazine places Key at number 177.
- Rated Outstanding in the past five consecutive exams by the Office of the Comptroller of the Currency for compliance with the Community Reinvestment Act.
- Key was ranked number 1 in corporate governance standards among large banks by Prudential Financial.

HISTORY

Key's roots date back to 1849, when the Society for Savings of Cleveland, Ohio, was incorporated; and to 1825, when the Commercial Bank of Albany, N.Y., was founded.

Key has grown to become one of the nation's largest bank-based financial institutions. Key companies provide investment management, asset management, retail and commercial banking, retirement, consumer finance, and investment banking

products and services to individuals and companies throughout the United States and, for certain businesses, internationally.

Key operates 910 full-service KeyCenters in 24 geographical districts across 12 states (45 states total are served by all of Key-related businesses). Nearly 21,000 Key employees serve more than 3.8 million households and commercial clients through KeyCenters and offices, a network of 2,200 ATMs, telephone banking centers at 1-800-KEY2YOU® (1-800-539-2968) and at *Key.com*®, which provides account access, online banking and investing, and financial products 24 hours a day, seven days a week.

THE PRODUCT

Key delivers its full range of financial products and services through experienced Relationship Managers who understand each client's financial goals, and through specialized resources that can help turn those goals into financial achievements.

Key Consumer Banking. Through 24 geographic districts across the United States, Key's community-focused retail bank serves consumers with a client-centric relationship sales and service philosophy. In the consumer banking field, Key is the first to operate as a single, nationwide retail bank; KeyBank National Association offers a wide array of financial solutions to meet each client's needs. Key is also the nation's 10th-largest home equity lender and the seventh-largest education lender. Moreover, Key Recreation Lending is one of the largest lenders for marine and recreational vehicles in the United States.

- *Key Small Business* continues to lead the way for small business owners with a powerful combination of products and value-added services, ranging from retirement benefits, to equipment purchasing and leasing, to cash management and investments. Small businesses can apply for loans and leases by calling 1-888-KEY4BIZ®, visiting a KeyCenter, or going online to www.Key.com/smallbiz.

Bumping up against capacity?



The Solution is Key.

Reaching capacity or outgrowing capital structure can make you feel like a fish out of water. Tap into the insight and capabilities vital to your expansion and get solutions appropriate to your situation with KeyBank and our more than 100 investment banking team members at McDonald Investments. With our full range of financing options, from traditional bank debt to equity capital, you're sure to find us to be a perfect fit. Now more than ever, the solution is Key.



For more information, call 1-800-KEY6070, or visit Key.com.
Achieve anything.

McDonald Investments Inc. member NASD/NYSE/SIPC.
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- *Key Electronic Services.* Key Electronic Services meets the needs of global electronic audiences through exceptional products and services: online banking, *Key.com*, Key Bill Pay, merchant services, payroll processing, debit cards, credit cards, and Key's automated teller network, which with 2,200 ATMs is the nation's 10th largest. Key has approximately 400,000 small business and consumer online banking clients. Key is the sixth-largest MasterCard® Master Money debit card issuer, and Gomez Internet Quality Management has ranked *Key.com* among the top-10 online banks.

Key Corporate Finance. Key provides specialized financing to meet the needs of a broad range of businesses, with specialized products and teams of experts dedicated to specific client segments. For example, chosen by the United States Postal Service to provide depository/cash management services in all or part of 14 states, including several outside of Key's traditional market areas, Key now processes more than \$6.7 billion in transactions for the USPS annually.

- *Key Commercial Real Estate*, the nation's fifth-largest commercial real estate lender, provides construction loans, interim loans and equity, as well as long-term commercial mortgages

nationwide for virtually all property types. Its 450 professionals finance nearly \$6 billion in commercial real estate annually through 25 offices in major U.S. markets.

- *Key Equipment Finance*, the nation's sixth-largest bank-affiliated equipment leasing organization, manages an equipment portfolio of more than \$7 billion. For everything from small businesses to multinational corporations, Key provides customized financing solutions for capital equipment acquisitions.
- *Key's Global Treasury Management Group* pairs experienced cash management and international partners with the resources, the state-of-the-art technology, and the wide array of products and services companies need to maintain close control of cash functions.
- Over the last 60 years, *Key's Media and Telecommunications Finance* group has committed \$20 billion in capital to media and communications-related businesses.

Key Capital Partners. Key Capital Partners provides asset management, investment banking, capital markets, insurance, financial planning, and brokerage expertise to clients to allow them to adapt to ever-changing financial markets.

- *Capital Markets* professionals offer investment banking, capital raising, hedging strategies, trading, and financial strategies to public and privately held companies, institutions, and government organizations. This unit is the third largest mergers and acquisitions advisor to the U.S. banking and thrift industries (transaction volume).
- *McDonald Financial Group* professionals offer comprehensive financial planning and asset management services to affluent individuals and families. MFG provides banking, real estate, financial, and retirement planning; brokerage; trust; portfolio management; insurance advice and services; and charitable giving counsel. MFG is the nation's 21st-largest wealth manager (private bank assets under management).
- *Victory Capital Management* professionals manage or advise investment portfolios, on a national basis, for corporations, labor unions, not-for-profit organizations, governments, and individuals — in separate accounts, commingled funds, and the Victory family of 27 mutual funds. Victory Capital Management is the 12th-largest investment manager affiliated with a U.S. bank (assets under management).

Technology. Key's technology is at the forefront of its financial services. Its technology delivers banking services to all Key clients through its linked network of KeyCenters, ATMs, telephones, and PCs. Key was the first nationwide bank to link branch, ATM, telephone, and PC/Internet transactions for instantaneous account information. Key averages approximately 14.5 million electronic transactions per month (through ATM, telephone, and PC/Internet channels).

Customer Service. Key received more than 7 million customer calls last year, and has dedicated teams to answer clients' questions 24 hours a day, 7 days a week, 365 days a year — including specialized teams in such areas as corporate

banking, Key PrivateBank, retail banking, and online banking.

RECENT DEVELOPMENTS

In 2002, Key continued to pursue its policy of strategic expansion in specific geographic and business markets with the acquisition of Denver-

The Solution is Key.



Achieve anything.

1-888-KEY2020 Key.com

based Union Bankshares, Ltd., and the mortgage loan and real estate business of Hartford, Connecticut-based Conning Asset Management.

Union, through its principal subsidiary Union Bank & Trust, operated seven banking offices in the Denver area. This acquisition significantly enhances Key's presence in Denver and surrounding Colorado communities, where it already operates 44 offices.

Key Commercial Mortgage, the permanent lending unit of Key Commercial Real Estate, expanded its product set with the acquisition of Conning's mortgage loan and real estate division. This acquisition provides the ability to originate and service loans on behalf of life insurance companies and pension fund clients.

Key's recent marketing efforts have featured a new emphasis on market segmentation. This approach differentiates the Key brand by focusing on the unique financial needs of consumer and business clients at specific life stages, emphasizing the important service a Key Relationship Manager provides in analyzing and determining solutions to meet those needs. Key's tagline sums up the benefit the company provides to clients: *The Solution is Key.*

PROMOTION

More than 1,700 Key bankers — senior executives, Relationship Managers, and product specialists — took Key's new brand message, *The Solution is Key*, across America in October 2002 in a series of one-day marketing blitzes that reached more than 10,000 clients and thousands of additional prospects.

The effort helped clients identify financial services needs and solutions in Key's market areas in Vermont, New York, Ohio, Indiana, Michigan, Washington, Oregon, Colorado, Utah, and Idaho. In addition to face-to-face client meetings, Key executives addressed high-profile business groups, discussing trends in financial services technology. In two cross-country examples, Patrick J. Swanick, president of Key's Retail Bank, spoke before the Greater Seattle Chamber of Commerce and at the Hudson Valley (New York) Technology Development Center.

As Americans entered the 2002 holiday season, Key provided a convenient solution to the

problems of "what to give" and "how to carry travel money safely" with its new Key Possibilities prepaid gift card. The Key Possibilities card, which can be used anywhere MasterCard® is accepted worldwide, is a secure alternative to cash and has wider acceptance than travelers' checks. Available in denominations from \$25 to

\$2,500, the Key Possibilities card can be used to purchase anything from lunch to airline tickets, or to get cash from an ATM. The Key Possibilities card is the perfect way to provide college students with the "cash" they need while they're away at school.

BRAND VALUES

A company as complex as Key serves a tremendous range of client groups, ranging from financially savvy investors and highly sophisticated business leaders to senior citizens on fixed incomes and small children opening their first bank accounts. All communications work to ensure that each client remembers one thing when facing a financial need at any life stage: *The Solution is Key.*

Key's objective is to create a genuine, enduring relationship with each client — a relationship dedicated to achieving that client's unique financial goals. Its brand positioning statement reflects those values by defining its audience, what Key is, what it does, and how it does it:

Key's trusted advisors deliver solutions that make it easier to achieve your financial goals.

This in-depth positioning statement of Key's values is captured simply and directly in the brand promise that concludes every item of communication it issues:

Achieve anything.

THINGS YOU DIDN'T KNOW ABOUT KEY

- Key is the third-largest mergers and acquisitions advisor in the U.S. banking and thrift industries (transaction volume).
- KeyCorp shareholders have received dividend increases for 38 consecutive years.
- Sixty-two percent of all Key transactions are now handled electronically.