

KEYCORP /NEW/
Form 10-Q
August 08, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549
Form 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended June 30, 2007
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Transition Period From _____ To _____
Commission File Number 1-11302

(Exact name of registrant as specified in its charter)

Ohio

34-6542451

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

127 Public Square, Cleveland, Ohio

44114-1306

(Address of principal executive offices)

(Zip Code)

(216) 689-6300

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Shares with a par value of \$1 each

390,382,146 Shares

(Title of class)

(Outstanding at July 31, 2007)

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****Consolidated Balance Sheets**

<i>dollars in millions</i>	June 30, 2007 (Unaudited)	December 31, 2006	June 30, 2006 (Unaudited)
ASSETS			
Cash and due from banks	\$ 1,818	\$ 2,264	\$ 2,814
Short-term investments	1,632	1,407	1,577
Securities available for sale	7,819	7,827	7,140
Investment securities (fair value: \$37, \$42 and \$45)	37	41	44
Other investments	1,602	1,352	1,379
Loans, net of unearned income of \$2,146, \$2,136 and \$2,078	66,692	65,826	67,408
Less: Allowance for loan losses	945	944	956
Net loans	65,747	64,882	66,452
Loans held for sale	4,546	3,637	4,189
Premises and equipment	600	595	557
Operating lease assets	1,110	1,124	1,043
Goodwill	1,202	1,202	1,372
Other intangible assets	110	120	132
Corporate-owned life insurance	2,822	2,782	2,732
Derivative assets	1,160	1,091	1,016
Accrued income and other assets	3,871	4,013	4,347
Total assets	\$ 94,076	\$ 92,337	\$ 94,794
LIABILITIES			
Deposits in domestic offices:			
NOW and money market deposit accounts	\$ 23,315	\$ 24,340	\$ 25,291
Savings deposits	1,613	1,642	1,751
Certificates of deposit (\$100,000 or more)	6,197	5,941	5,224
Other time deposits	11,832	11,956	11,542
Total interest-bearing deposits	42,957	43,879	43,808
Noninterest-bearing deposits	14,199	13,553	13,268
Deposits in foreign office ³ / ₄ interest-bearing	3,443	1,684	3,762
Total deposits	60,599	59,116	60,838
Federal funds purchased and securities sold under repurchase agreements	4,362	3,643	3,654
Bank notes and other short-term borrowings	2,631	1,192	2,360
Derivative liabilities	1,119	922	1,156
Accrued expense and other liabilities	5,083	5,228	4,999
Long-term debt	12,581	14,533	14,050

Total liabilities	86,375	84,634	87,057
SHAREHOLDERS EQUITY			
Preferred stock, \$1 par value; authorized 25,000,000 shares, none issued			
Common shares, \$1 par value; authorized 1,400,000,000 shares; issued 491,888,780 shares	492	492	492
Capital surplus	1,652	1,602	1,577
Retained earnings	8,720	8,377	8,199
Treasury stock, at cost (102,527,008, 92,735,595 and 89,217,117 shares)	(2,994)	(2,584)	(2,411)
Accumulated other comprehensive loss	(169)	(184)	(120)
Total shareholders equity	7,701	7,703	7,737
Total liabilities and shareholders equity	\$ 94,076	\$ 92,337	\$ 94,794

See Notes to Consolidated Financial Statements (Unaudited).

Table of Contents**Consolidated Statements of Income (Unaudited)**

<i>dollars in millions, except per share amounts</i>	Three months ended		Six months ended	
	June 30,		June 30,	
	2007	2006	2007	2006
INTEREST INCOME				
Loans	\$ 1,176	\$ 1,136	\$ 2,337	\$ 2,196
Loans held for sale	82	73	157	141
Investment securities		1	1	1
Securities available for sale	106	84	206	167
Short-term investments	16	16	34	31
Other investments	15	17	28	42
Total interest income	1,395	1,327	2,763	2,578
INTEREST EXPENSE				
Deposits	447	378	880	708
Federal funds purchased and securities sold under repurchase agreements	59	20	108	40
Bank notes and other short-term borrowings	18	27	29	51
Long-term debt	185	198	381	381
Total interest expense	709	623	1,398	1,180
NET INTEREST INCOME				
Provision for loan losses	53	23	97	62
Net interest income after provision for loan losses	633	681	1,268	1,336
NONINTEREST INCOME				
Trust and investment services income	115	139	240	274
Service charges on deposit accounts	84	77	159	149
Investment banking and capital markets income	52	57	96	117
Operating lease income	66	56	130	108
Letter of credit and loan fees	45	45	83	85
Corporate-owned life insurance income	32	26	57	51
Electronic banking fees	25	27	49	51
Net gains from loan securitizations and sales	33	10	42	20
Net securities gains (losses)	2	4	(45)	5
Gain on sale of McDonald Investments branch network			171	
Other income	195	104	321	166
Total noninterest income	649	545	1,303	1,026
NONINTEREST EXPENSE				
Personnel	411	427	839	827
Net occupancy	59	59	122	120

Computer processing	49	49	100	105
Operating lease expense	55	45	107	86
Professional fees	26	40	52	73
Equipment	24	26	49	52
Marketing	20	23	39	38
Other expense	171	129	291	249
Total noninterest expense	815	798	1,599	1,550
INCOME FROM CONTINUING OPERATIONS BEFORE				
INCOME TAXES AND CUMULATIVE EFFECT OF				
ACCOUNTING CHANGE				
	467	428	972	812
Income taxes	130	125	277	235
INCOME FROM CONTINUING OPERATIONS BEFORE				
CUMULATIVE EFFECT OF ACCOUNTING CHANGE				
	337	303	695	577
(Loss) income from discontinued operations, net of taxes of (\$2), \$4, (\$7) and \$10, respectively (see Note 3)	(3)	5	(11)	15
INCOME BEFORE CUMULATIVE EFFECT OF				
ACCOUNTING CHANGE				
	334	308	684	592
Cumulative effect of accounting change, net of taxes (see Note 1)				5
NET INCOME	\$ 334	\$ 308	\$ 684	\$ 592
Per common share:				
Income from continuing operations before cumulative effect of accounting change	\$.86	\$.75	\$ 1.76	\$ 1.42
Income before cumulative effect of accounting change	.85	.76	1.73	1.46
Net income	.85	.76	1.73	1.47
Per common share assuming dilution:				
Income from continuing operations before cumulative effect of accounting change	\$.85	\$.74	\$ 1.74	\$ 1.40
Income before cumulative effect of accounting change	.84	.75	1.71	1.44
Net income	.84	.75	1.71	1.45
Cash dividends declared per common share	\$.365	\$.345	\$.73	\$.69
Weighted-average common shares outstanding (000)	392,045	404,528	394,944	405,949
Weighted-average common shares and potential common shares outstanding (000)	396,918	410,559	400,180	411,842

See Notes to Consolidated Financial Statements (Unaudited).

Table of Contents**Consolidated Statements of Changes in Shareholders Equity (Unaudited)**

	Common Share Outstanding	Common Shares	Capital Surplus	Retained Earnings	Accumulated		
					Treasury Stock at Cost	Other Comprehensive Loss	
<i>dollars in millions, except per share amounts</i>							
BALANCE AT DECEMBER 31, 2005	406,624	\$ 492	\$ 1,534	\$ 7,882	\$ (2,204)	\$ (106)	
Net income				597			\$ 597
Other comprehensive income (losses):							
Net unrealized losses on securities available for sale, net of income taxes of (\$33) ^a						(55)	(55)
Net unrealized gains on derivative financial instruments, net of income taxes of \$5						9	9
Net unrealized losses on common investments held in employee welfare benefits trust, net of income taxes						(1)	(1)
Foreign currency translation adjustments						33	33
Total comprehensive income							\$ 583
Deferred compensation				19			
Cash dividends declared on common shares (\$.69 per share)				(280)			
Issuance of common shares for stock options and other employee benefit plans	6,048		24		158		
Repurchase of common shares	(10,000)				(365)		
BALANCE AT JUNE 30, 2006	402,672	\$ 492	\$ 1,577	\$ 8,199	\$ (2,411)	\$ (120)	
BALANCE AT DECEMBER 31, 2006	399,153	\$ 492	\$ 1,602	\$ 8,377	\$ (2,584)	\$ (184)	
Cumulative effect of adopting FSP 13-2, net of income taxes of (\$2) (see Note 1)				(52)			
Cumulative effect of adopting FIN 48, net of income taxes of (\$1) (see Note 1)				(1)			
BALANCE AT JANUARY 1, 2007				8,324			
Net income				684			\$ 684
Other comprehensive income (losses):							
Net unrealized losses on securities available for sale, net of income taxes of (\$12) ^a						(19)	(19)
Net unrealized gains on derivative financial instruments, net of income taxes of \$6						10	10
Foreign currency translation adjustments						14	14
Net pension and postretirement benefit costs, net of income taxes						10	10

Total comprehensive income									\$ 699
Deferred compensation			27					(2)	
Cash dividends declared on common shares (\$.73 per share)								(286)	
Issuance of common shares for stock options and other employee benefit plans	4,209		23					117	
Repurchase of common shares	(14,000)							(527)	
BALANCE AT JUNE 30, 2007	389,362	\$ 492	\$ 1,652	\$ 8,720	\$ (2,994)	\$ (169)			

(a) Net of reclassification adjustments.
See Notes to Consolidated Financial Statements (Unaudited).

Table of Contents**Consolidated Statements of Cash Flows (Unaudited)**

<i>in millions</i>	Six months ended June 30,	
	2007	2006
OPERATING ACTIVITIES		
Net income	\$ 684	\$ 597
Adjustments to reconcile net income to net cash used in operating activities:		
Provision for loan losses	97	63
Depreciation and amortization expense	209	190
Litigation reserve	42	
Net securities (gains) losses	45	(5)
Gain from sale of McDonald Investments branch network	(171)	
Gains related to MasterCard Incorporated shares	(40)	(9)
Gain from settlement of automobile residual value insurance litigation	(26)	
Net gains from principal investing	(119)	(20)
Net gains from loan securitizations and sales	(42)	(20)
Loss from sale of discontinued operations	2	
Proceeds from settlement of automobile residual value insurance litigation	279	
Deferred income taxes	(56)	(195)
Net increase in loans held for sale	(909)	(808)
Net (increase) decrease in trading account assets	(82)	47
Other operating activities, net	(343)	(250)
NET CASH USED IN OPERATING ACTIVITIES	(430)	(410)
INVESTING ACTIVITIES		
Cash used in acquisitions, net of cash acquired		(34)
Proceeds from sale of McDonald Investments branch network, net of retention payments	199	
Proceeds from sale of Mastercard Incorporated shares	40	
Net increase in other short-term investments	(143)	(32)
Purchases of securities available for sale	(3,955)	(1,760)
Proceeds from sales of securities available for sale	2,449	71
Proceeds from prepayments and maturities of securities available for sale	1,443	1,735
Purchases of investment securities		(2)
Proceeds from prepayments and maturities of investment securities	4	49
Purchases of other investments	(363)	(269)
Proceeds from sales of other investments	213	103
Proceeds from prepayments and maturities of other investments	64	147
Net increase in loans, excluding acquisitions, sales and transfers	(1,309)	(1,238)
Purchases of loans	(56)	(60)
Proceeds from loan securitizations and sales	287	229
Purchases of premises and equipment	(58)	(32)
Proceeds from sales of premises and equipment	1	2
Proceeds from sales of other real estate owned	45	15
NET CASH USED IN INVESTING ACTIVITIES	(1,139)	(1,076)
FINANCING ACTIVITIES		

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Net increase in deposits	1,479	2,084
Net increase (decrease) in short-term borrowings	2,158	(601)
Net proceeds from issuance of long-term debt	39	1,345
Payments on long-term debt	(1,845)	(1,148)
Purchases of treasury shares	(526)	(365)
Net proceeds from issuance of common stock	93	138
Tax benefits in excess of recognized compensation cost for stock-based awards	11	19
Cash dividends paid	(286)	(280)
NET CASH PROVIDED BY FINANCING ACTIVITIES	1,123	1,192
NET DECREASE IN CASH AND DUE FROM BANKS	(446)	(294)
CASH AND DUE FROM BANKS AT BEGINNING OF PERIOD	2,264	3,108
CASH AND DUE FROM BANKS AT END OF PERIOD	\$ 1,818	\$ 2,814
Additional disclosures relative to cash flows:		
Interest paid	\$ 1,416	\$ 1,283
Income taxes paid	135	311
Noncash items:		
Loans transferred to other real estate owned	\$ 20	\$ 19

See Notes to Consolidated Financial Statements (Unaudited).

Table of Contents**Notes to Consolidated Financial Statements (Unaudited)****1. Basis of Presentation**

The unaudited condensed consolidated interim financial statements include the accounts of KeyCorp and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. As used in these Notes, *KeyCorp* refers solely to the parent company and *Key* refers to the consolidated entity consisting of KeyCorp and its subsidiaries.

The consolidated financial statements include any voting rights entity in which Key has a controlling financial interest. In accordance with Financial Accounting Standards Board (FASB) Revised Interpretation No. 46,

Consolidation of Variable Interest Entities, a variable interest entity (VIE) is consolidated if Key has a variable interest in the entity and is exposed to the majority of its expected losses and/or residual returns (i.e., Key is considered to be the primary beneficiary). Variable interests can include equity interests, subordinated debt, derivative contracts, leases, service agreements, guarantees, standby letters of credit, loan commitments, and other contracts, agreements and financial instruments. See Note 8 (Variable Interest Entities) on page 22 for information on Key s involvement with VIEs.

Management uses the equity method to account for unconsolidated investments in voting rights entities or VIEs in which Key has significant influence over operating and financing decisions (usually defined as a voting or economic interest of 20% to 50%, but not a controlling interest). Unconsolidated investments in voting rights entities or VIEs in which Key has a voting or economic interest of less than 20% generally are carried at cost. Investments held by KeyCorp s registered broker/dealer and investment company subsidiaries (primarily principal investments) are carried at estimated fair value.

Qualifying special purpose entities (SPEs), including securitization trusts, established by Key under the provisions of Statement of Financial Accounting Standards (SFAS) No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, are not consolidated. Information on SFAS No. 140 is included in Note 1 (Summary of Significant Accounting Policies) of Key s 2006 Annual Report to Shareholders under the heading Loan Securitizations on page 69.

Management believes that the unaudited condensed consolidated interim financial statements reflect all adjustments of a normal recurring nature and disclosures that are necessary for a fair presentation of the results for the interim periods presented. Some previously reported results have been reclassified to conform to current reporting practices.

The results of operations for the interim period are not necessarily indicative of the results of operations to be expected for the full year. The interim financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in Key s 2006 Annual Report to Shareholders.

Servicing Assets

Key s servicing assets, which totaled \$303 million at June 30, 2007, \$282 million at December 31, 2006, and \$256 million at June 30, 2006, are included in accrued income and other assets on the balance sheet. Key services both mortgage and education loans. Servicing assets at June 30, 2007, include \$272 million related to mortgage loan servicing and \$31 million related to education loan servicing.

Effective January 1, 2007, Key adopted SFAS No. 156, Accounting for Servicing of Financial Assets - an Amendment of FASB Statement No. 140, which requires that newly purchased or retained servicing assets and liabilities be initially measured at fair value, if practicable. SFAS No. 156 also requires the subsequent remeasurement of servicing assets and liabilities at each reporting date using one of two methods: amortization over the servicing period or measurement at fair value.

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When no ready market value such as quoted market prices or prices based on sales or purchases of similar assets is available to determine the fair value of servicing assets, the fair value is determined by estimating the present value of future cash flows associated with servicing the loans. The estimate is based on a number of assumptions, including the cost of servicing, discount rate, prepayment rate and default rate.

Key has elected to subsequently remeasure servicing assets using the amortization method. The amortization of servicing assets is determined in proportion to, and over the period of, the estimated net servicing income and is recorded in other income on the income statement.

In accordance with SFAS No. 140, the initial value of servicing assets purchased or retained prior to January 1, 2007, was determined by allocating the amount of the assets sold or securitized to the retained interests and the assets sold based on their relative fair values at the date of transfer. These servicing assets are reported at the lower of amortized cost or fair value.

Servicing assets are evaluated quarterly for possible impairment by classifying the assets based on the types of loans serviced and their associated interest rates, and estimating the fair value of each class. If the evaluation indicates that the carrying amount of the servicing assets exceeds their fair value, the carrying amount is reduced through a charge to income in the amount of such excess. There was no servicing asset impairment in the six-month periods ended June 30, 2007 and 2006. Additional information pertaining to servicing assets is included in Note 7 (Mortgage Servicing Assets), which begins on page 21.

Stock-Based Compensation

Effective January 1, 2006, Key adopted SFAS No. 123R, Share-Based Payment, which replaced SFAS No. 123. SFAS 123R requires stock-based compensation to be measured using the fair value method of accounting, with the measured cost to be recognized over the period during which the recipient is required to provide service in exchange for the award. SFAS No. 123R also changes the manner of accounting for forfeited stock-based awards. Under the new standard, companies are no longer permitted to account for forfeitures as they occur. Instead, companies that had been using this alternative method of accounting for forfeitures must now estimate expected forfeitures at the date the awards are granted and record compensation expense only for those that are expected to vest. As of the effective date, companies had to estimate expected forfeitures and reduce their related compensation obligation for expense previously recognized in the financial statements. The after-tax amount of this reduction is presented on the income statement as a cumulative effect of a change in accounting principle. Key's cumulative after-tax adjustment increased first quarter 2006 earnings by \$5 million, or \$.01 per diluted common share.

Accounting Pronouncements Adopted in 2007

Accounting for leveraged leases. In July 2006, the FASB issued Staff Position No. 13-2, Accounting for a Change or Projected Change in the Timing of Cash Flows Relating to Income Taxes Generated by a Leveraged Lease Transaction, which provides additional guidance on the application of SFAS No. 13, Accounting for Leases. This guidance affects when earnings from leveraged lease transactions will be recognized, and requires a lessor to recalculate its recognition of lease income when there are changes or projected changes in the timing of cash flows, including changes due to final or expected settlements of tax matters. Previously, leveraged lease transactions were required to be recalculated only when a change in the total projected net income from the lease occurred. This guidance became effective for fiscal years beginning after December 15, 2006 (effective January 1, 2007, for Key). Adoption of this guidance resulted in a cumulative after-tax charge of \$52 million to Key's retained earnings. Future earnings are expected to increase over the remaining term of the affected leases by a similar amount. Additional information related to Staff Position No. 13-2 is included in Note 12 (Income Taxes) under the heading Tax-Related Accounting Pronouncements Adopted in 2007 on page 26.

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Accounting for uncertain tax positions. In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, which clarifies the application of SFAS No. 109, Accounting for Income Taxes, by defining the minimum threshold that a tax position must meet for the associated tax benefit to be recognized in a company's financial statements. It also provides guidance on measurement and derecognition of tax benefits, and requires expanded disclosures. The interpretation became effective for fiscal years beginning after December 15, 2006 (effective January 1, 2007, for Key). Adoption of this guidance did not have a material impact on Key's financial condition or results of operations. Additional information related to this interpretation is included in Note 12 under the heading Tax-Related Accounting Pronouncements Adopted in 2007.

Accounting for servicing of financial assets. As discussed under the heading Servicing Assets on page 7, effective January 1, 2007, Key adopted SFAS No. 156, which requires that servicing assets and liabilities be initially measured at fair value, if practicable. SFAS No. 156 also requires the subsequent remeasurement of servicing assets and liabilities at each reporting date using one of two methods: amortization over the servicing period or measurement at fair value. Adoption of this guidance did not have a material effect on Key's financial condition or results of operations. Additional information related to SFAS No. 156 is included in Note 7.

Accounting for certain hybrid financial instruments. In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments. A hybrid financial instrument is one in which a derivative is embedded in another financial instrument. SFAS No. 155 permits fair value measurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require the financial instrument and derivative to be separated. This guidance eliminates the prohibition on a qualifying SPE from holding certain derivative financial instruments. SFAS No. 155 became effective for all financial instruments acquired or issued in fiscal years beginning after September 15, 2006 (effective January 1, 2007, for Key). Adoption of this guidance did not have a material effect on Key's financial condition or results of operations.

Accounting Pronouncements Pending Adoption

Accounting for investment companies. In June 2007, the Accounting Standards Executive Committee, under the auspices of the FASB, issued Statement of Position (SOP) No. 07-1, Clarification of the Scope of the Audit and Accounting Guide *Investment Companies* and Accounting by Parent Companies and Equity Method Investors for Investments in Investment Companies. The new pronouncement provides guidance for determining whether an entity is within the scope of the Guide and whether the specialized industry accounting principles of the Guide should be applied by a parent company in accounting for an investment company subsidiary. SOP No. 07-1 will be effective for fiscal years beginning on or after December 15, 2007 (effective January 1, 2008, for Key). Management is evaluating the potential effect this guidance may have on Key's financial condition or results of operations.

Investment companies under Revised Interpretation No. 46. In May 2007, the FASB issued Staff Position FIN 46(R)-7, Application of FASB Interpretation No. 46(R) to Investment Companies. The new pronouncement provides an exception to the scope of Revised Interpretation No. 46 for investment companies within the scope of SOP No. 07-1. Staff Position FIN 46(R)-7 will be effective for fiscal years beginning on or after December 15, 2007 (effective January 1, 2008, for Key). Management is evaluating the potential effect this guidance may have on Key's financial condition or results of operations.

Fair value option for financial assets and financial liabilities. In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. This guidance provides an option to selectively report financial assets and liabilities at fair value, and establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 will be effective for fiscal years beginning after November 15, 2007 (effective January 1, 2008, for Key). Management is evaluating whether this fair value option will be used for any of Key's financial assets or liabilities, and the resulting effect on Key's financial condition or results of operations.

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Fair value measurements. In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This guidance applies only when other guidance requires or permits assets or liabilities to be measured at fair value; it does not expand the use of fair value in any new circumstances. SFAS No. 157 will be effective for fiscal years beginning after November 15, 2007 (effective January 1, 2008, for Key). Management is evaluating the potential effect this guidance may have on Key's financial condition or results of operations.

Employers' accounting for defined benefit pension and other postretirement plans. In September 2006, the FASB issued SFAS No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans. Except for the measurement requirement, Key adopted this accounting guidance as of December 31, 2006. Additional information regarding the adoption of SFAS No. 158 is included in Note 1 (Summary of Significant Accounting Policies) under the heading Accounting Pronouncements Adopted in 2006 on page 72 of Key's 2006 Annual Report to Shareholders. The requirement to measure plan assets and benefit obligations as of the end of an employer's fiscal year is effective for years ending after December 15, 2008 with earlier application encouraged (no later than December 31, 2008, for Key). Adoption of this guidance is not expected to have a material effect on Key's financial condition or results of operations.

2. Earnings per Common Share

Key's basic and diluted earnings per common share are calculated as follows:

<i>dollars in millions, except per share amounts</i>	Three months ended		Six months ended	
	June 30,		June 30,	
	2007	2006	2007	2006
EARNINGS				
Income from continuing operations before cumulative effect of accounting change	\$ 337	\$ 303	\$ 695	\$ 577
(Loss) income from discontinued operations, net of taxes	(3)	5	(11)	15
Income before cumulative effect of accounting change	334	308	684	592
Net income	334	308	684	597
WEIGHTED-AVERAGE COMMON SHARES				
Weighted-average common shares outstanding (000)	392,045	404,528	394,944	405,949
Effect of dilutive common stock options and other stock awards (000)	4,873	6,031	5,236	5,893
Weighted-average common shares and potential common shares outstanding (000)	396,918	410,559	400,180	411,842
EARNINGS PER COMMON SHARE				
Income per common share from continuing operations before cumulative effect of accounting change	\$.86	\$.75	\$ 1.76	\$ 1.42
(Loss) income per common share from discontinued operations	(.01)	.01	(.03)	.04
Income per common share before cumulative effect of accounting change	.85	.76	1.73	1.46
Net income per common share	.85	.76	1.73	1.47
Income per common share from continuing operations before cumulative effect of accounting change assuming dilution	\$.85	\$.74	\$ 1.74	\$ 1.40

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(Loss) income per common share from discontinued operations assuming dilution	(.01)	.01	(.03)	.04
Income per common share before cumulative effect of accounting change assuming dilution	.84	.75	1.71	1.44
Net income per common share assuming dilution	.84	.75	1.71	1.45

Table of Contents**3. Acquisitions and Divestitures**

Acquisitions and divestitures either completed by Key during 2006 and the first six months of 2007, or pending completion, are summarized below.

Acquisition**Austin Capital Management, Ltd.**

On April 1, 2006, Key acquired Austin Capital Management, Ltd., an investment firm headquartered in Austin, Texas with approximately \$900 million in assets under management at the date of acquisition. Austin specializes in selecting and managing hedge fund investments for its principally institutional customer base. The terms of the acquisition were not material.

Divestitures**Champion Mortgage**

On February 28, 2007, Key sold the Champion Mortgage loan origination platform to an affiliate of Fortress Investment Group LLC, a global alternative investment and asset management firm, for cash proceeds of \$.5 million. On November 29, 2006, Key sold the nonprime mortgage loan portfolio held by the Champion Mortgage finance business to a wholly-owned subsidiary of HSBC Finance Corporation for cash proceeds of \$2.5 billion. The loan portfolio totaled \$2.5 billion at the date of sale.

As a result of these actions, Key has applied discontinued operations accounting to this business for all periods presented in this report. The results of the discontinued Champion Mortgage finance business are presented on one line as (loss) income from discontinued operations, net of taxes in the Consolidated Statements of Income on page 4. The components of (loss) income from discontinued operations are as follows:

<i>in millions</i>	Three months ended June 30,		Six months ended June 30,	
	2007	2006	2007	2006
(Loss) income, net of taxes of (\$1), \$4, (\$3) and \$10, respectively ^a	\$ (2)	\$ 5	\$ (6)	\$ 15
Loss on disposal, net of taxes of (\$1)			(1)	
Disposal transaction costs, net of taxes of (\$1) and (\$3), respectively	(1)		(4)	
(Loss) income from discontinued operations	\$ (3)	\$ 5	\$ (11)	\$ 15

(a) Includes after-tax charges of \$.07 million and \$18 million for the three-month periods ended June 30, 2007 and 2006, respectively, and \$.7 million and \$35 million for the six-month periods ended June 30, 2007 and 2006, respectively, determined by applying a matched funds transfer pricing methodology to the liabilities assumed necessary to support Champion's operations.

The discontinued assets and liabilities of Champion Mortgage included in the Consolidated Balance Sheets on page 3 are as follows:

<i>in millions</i>	June 30, 2007	December 31, 2006	June 30, 2006
Loans	\$ 9	\$ 10	\$ 2,454
Loans held for sale		179	
Accrued income and other assets	2	22	234

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Total assets	\$ 11	\$ 211	\$ 2,688
Deposits		\$ 88	\$ 9
Accrued expense and other liabilities	\$ 14	17	6
Total liabilities	\$ 14	\$ 105	\$ 15

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McDonald Investments branch network

On February 9, 2007, McDonald Investments Inc., a wholly-owned subsidiary of KeyCorp, sold its branch network, which included approximately 570 financial advisors and field support staff, and certain fixed assets, to UBS Financial Services Inc., a subsidiary of UBS AG. Key received cash proceeds of \$219 million, which may be subject to further adjustment under the terms of the sales agreement. As a result of the sale, Key recorded a gain of \$171 million (\$107 million after tax, \$.26 per diluted common share). Key has retained the corporate and institutional businesses, including Institutional Equities and Equity Research, Debt Capital Markets and Investment Banking. In addition, KeyBank National Association (KBNA), KeyCorp s subsidiary bank, will continue the Wealth Management, Trust and Private Banking businesses. On April 16, 2007, Key renamed its registered broker/dealer through which its corporate and institutional investment banking and securities businesses operate. The new name is KeyBanc Capital Markets Inc.

Acquisitions Pending

Tuition Management Systems, Inc.

On August 1, 2007, Key entered into a definitive agreement to acquire Tuition Management Systems, Inc. (TMS), one of the nation s largest providers of outsourced tuition planning, billing, counseling, payment and related technology services. Headquartered in Warwick, Rhode Island, TMS serves more than 700 colleges, universities, elementary and secondary educational institutions. The terms of the transaction, which is expected to close in the third quarter of 2007, are not material.

U.S.B. Holding Co., Inc.

On July 26, 2007, Key entered into a definitive agreement to acquire U.S.B. Holding Co., Inc. (U.S.B.), the holding company for Union State Bank, a state-chartered commercial bank headquartered in Orangeburg, New York, with 31 branches. U.S.B. has assets of approximately \$3 billion and deposits of approximately \$2 billion. Under the terms of the agreement, each share of U.S.B. common stock will be exchanged at the closing for .455 KeyCorp common shares and \$8.925 in cash. Based on the closing price of KeyCorp common shares on July 26, 2007 (the last trading day preceding the announcement of the agreement), the transaction would be valued at approximately \$575 million. The transaction is expected to close within six months of the date of the agreement, subject to approval by U.S.B. shareholders and banking regulators.

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4. Line of Business Results

Community Banking

Regional Banking provides individuals with branch-based deposit and investment products, personal finance services and loans, including residential mortgages, home equity and various types of installment loans. This line of business also provides small businesses with deposit, investment and credit products, and business advisory services.

Regional Banking also offers financial, estate and retirement planning, and asset management services to assist high-net-worth clients with their banking, trust, portfolio management, insurance, charitable giving and related needs.

Commercial Banking provides midsize businesses with products and services that include commercial lending, cash management, equipment leasing, investment and employee benefit programs, succession planning, access to capital markets, derivatives and foreign exchange.

National Banking

Real Estate Capital provides construction and interim lending, permanent debt placements and servicing, and equity and investment banking services to developers, brokers and owner-investors. This line of business deals exclusively with nonowner-occupied properties (i.e., generally properties in which at least 50% of the debt service is provided by rental income from nonaffiliated third parties).

Equipment Finance meets the equipment leasing needs of companies worldwide and provides equipment manufacturers, distributors and resellers with financing options for their clients. Lease financing receivables and related revenues are assigned to other lines of business (primarily Institutional and Capital Markets, and Commercial Banking) if those businesses are principally responsible for maintaining the relationship with the client.

Institutional and Capital Markets provides products and services to large corporations, middle-market companies, financial institutions, government entities and not-for-profit organizations. These products and services include commercial lending, treasury management, investment banking, derivatives and foreign exchange, equity and debt underwriting and trading, and syndicated finance.

Through its Victory Capital Management unit, Institutional and Capital Markets also manages or gives advice regarding investment portfolios for a national client base, including corporations, labor unions, not-for-profit organizations, governments and individuals. These portfolios may be managed in separate accounts, common funds or the Victory family of mutual funds.

Consumer Finance includes Indirect Lending, Commercial Floor Plan Lending, Home Equity Services and Business Services.

Indirect Lending offers loans to consumers through dealers. This business unit also provides federal and private education loans to students and their parents, and processes payments on loans that private schools make to parents. Commercial Floor Plan Lending finances inventory for automobile and marine dealers.

Home Equity Services works with home improvement contractors to provide home equity and home improvement financing solutions.

Business Services provides payroll processing solutions for businesses of all sizes.

Other Segments

Other Segments consist of Corporate Treasury and Key s Principal Investing unit.

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Reconciling Items

Total assets included under Reconciling Items primarily represent the unallocated portion of nonearning assets of corporate support functions. Charges related to the funding of these assets are part of net interest income and are allocated to the business segments through noninterest expense. Reconciling Items also includes intercompany eliminations and certain items that are not allocated to the business segments because they do not reflect their normal operations.

The table that spans pages 15 and 16 shows selected financial data for each major business group for the three- and six-month periods ended June 30, 2007 and 2006. This table is accompanied by supplementary information for each of the lines of business that make up these groups. The information was derived from the internal financial reporting system that management uses to monitor and manage Key's financial performance. U.S. generally accepted accounting principles (GAAP) guide financial accounting, but there is no authoritative guidance for management accounting the way management uses its judgment and experience to make reporting decisions. Consequently, the line of business results Key reports may not be comparable with line of business results presented by other companies.

The selected financial data are based on internal accounting policies designed to compile results on a consistent basis and in a manner that reflects the underlying economics of the businesses. According to Key's policies:

- .. Net interest income is determined by assigning a standard cost for funds used or a standard credit for funds provided based on their assumed maturity, prepayment and/or repricing characteristics. The net effect of this funds transfer pricing is charged to the lines of business based on the total loan and deposit balances of each line.
- .. Indirect expenses, such as computer servicing costs and corporate overhead, are allocated based on assumptions regarding the extent to which each line actually uses the services.
- .. Key's consolidated provision for loan losses is allocated among the lines of business primarily based on their actual net charge-offs, adjusted periodically for loan growth and changes in risk profile. The level of the consolidated provision is based on the methodology that management uses to estimate Key's consolidated allowance for loan losses. This methodology is described in Note 1 (Summary of Significant Accounting Policies) under the heading Allowance for Loan Losses on page 69 of Key's 2006 Annual Report to Shareholders.
- .. Income taxes are allocated based on the statutory federal income tax rate of 35% (adjusted for tax-exempt interest income, income from corporate-owned life insurance and tax credits associated with investments in low-income housing projects) and a blended state income tax rate (net of the federal income tax benefit) of 2.5%.
- .. Capital is assigned based on management's assessment of economic risk factors (primarily credit, operating and market risk) directly attributable to each line.

Developing and applying the methodologies that management uses to allocate items among Key's lines of business is a dynamic process. Accordingly, financial results may be revised periodically to reflect accounting enhancements, changes in the risk profile of a particular business or changes in Key's organizational structure.

Effective January 1, 2007, Key reorganized the following business units within its lines of business:

- .. The Mortgage Services unit, previously included under the Consumer Finance line of business within the National Banking group, has been moved to the Regional Banking line of business within the Community Banking group.
- .. In light of the Champion divestiture, the National Home Equity unit, previously included under the Consumer Finance line of business within the National Banking group, has been eliminated and replaced by the remaining Home Equity Services unit.
- .. Business Services has been added as a unit under the Consumer Finance line of business within the National Banking group.

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Three months ended June 30, <i>dollars in millions</i>	Community Banking		National Banking		Other Segments	
	2007	2006	2007	2006	2007	2006
SUMMARY OF OPERATIONS						
Net interest income (TE)	\$ 420	\$ 436	\$ 348	\$ 349	\$ (29)	\$ (30)
Noninterest income	204	236	282	247	121	51
Total revenue (TE) ^a	624	672	630	596	92	21
Provision for loan losses	21	21	32	2		
Depreciation and amortization expense	33	36	71	61		
Other noninterest expense	415	455	257	252	33 ^e	7
Income (loss) from continuing operations before income taxes (TE)	155	160	270	281	59	14
Allocated income taxes and TE adjustments	58	60	101	105	10	(5)
Income from continuing operations	97	100	169	176	49	19
(Loss) income from discontinued operations, net of taxes			(3)	5		
Net income	\$ 97	\$ 100	\$ 166	\$ 181	\$ 49	\$ 19
Percent of consolidated income from continuing operations	29%	33%	50%	58%	14%	6%
Percent of total segments income from continuing operations	31	34	54	60	15	6
AVERAGE BALANCES^b						
Loans and leases	\$ 26,551	\$ 26,830	\$ 39,348	\$ 37,730	\$ 266	\$ 301
Total assets ^a	29,291	29,918	49,639	47,682	12,387	11,395
Deposits	46,171	46,675	12,036	10,633	2,361	1,827
OTHER FINANCIAL DATA						
Net loan charge-offs	\$ 26	\$ 24	\$ 27	\$ 10		
Return on average allocated equity ^b	15.80%	16.09%	16.43%	18.55%	N/M	N/M
Return on average allocated equity	15.80	16.09	16.14	17.93	N/M	N/M
Average full-time equivalent employees	8,202	8,782	3,830	4,231	43	39

Six months ended June 30,	Community Banking	National Banking	Other Segments
<p>(a) Substantially all revenue generated by Key's major business groups is derived from clients with residency in the United States. Substantially all long-lived assets, including premises and equipment, capitalized software and goodwill held by Key's major business groups are located in the United States.</p>			
<p>(b) From continuing operations.</p>			
<p>(c) Community Banking results for the first quarter of 2007 include a \$171 million (\$107 million after tax) gain from the February 9 sale of the McDonald Investments branch network. See Note 3 (Acquisitions and Divestitures), which begins on page 11, for more information</p>			

pertaining to
this transaction.

- (d) National Banking results for the first quarter of 2007 include a \$26 million (\$17 million after tax) gain from the settlement of the residual value insurance litigation.

- (e) Other Segments results for the second quarter of 2007 include a \$26 million (\$16 million after tax) charge for litigation. This charge and the litigation charge referred to in note (f) below comprise the \$42 million charge recorded in connection with the Honsador litigation disclosed in Note 13 (Contingent Liabilities and Guarantees), which begins on page 28. Results for the first quarter of 2007 include a \$49 million (\$31 million after tax) loss from the

repositioning of
the securities
portfolio.

- (f) Reconciling
Items for the
second quarter
of 2007 and
2006 include
gains of
\$40 million
(\$25 million
after tax) and
\$9 million
(\$6 million after
tax),
respectively,
related to
MasterCard
Incorporated
shares. Results
for the second
quarter of 2007
also include a
\$16 million
(\$10 million
after tax) charge
for litigation.

TE = Taxable
Equivalent, N/A
= Not
Applicable,
N/M = Not
Meaningful

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Total Segments		Reconciling Items		Key	
2007	2006	2007	2006	2007	2006
\$ 739	\$ 755	\$ (33)	\$ (29)	\$ 706	\$ 726
607	534	42f	11f	649	545
1,346	1,289	9	(18)	1,355	1,271
53	23			53	23
104	97			104	97
705	714	6f	(13)	711	701
484	455	3	(5)	487	450
169	160	(19)	(13)	150	147
315	295	22	8	337	303
(3)	5			(3)	5
\$ 312	\$ 300	\$ 22	\$ 8	\$ 334	\$ 308
93%	97%	7%	3%	100%	100%
100	100	N/A	N/A	N/A	N/A
\$ 66,165	\$ 64,861	\$ 150	\$ 135	\$ 66,315	\$ 64,996
91,317	88,995	2,095	2,221	93,412	91,216
60,568	59,135	(171)	(68)	60,397	59,067
\$ 53	\$ 34			\$ 53	\$ 34
17.88%	17.57%	N/M	N/M	17.66%	15.85%
17.71	17.24	N/M	N/M	17.50	16.11
12,075	13,052	6,813	6,879	18,888	19,931
Total Segments		Reconciling Items		Key	
2007	2006	2007	2006	2007	2006
\$ 1,470	\$ 1,500	\$ (64)	\$ (52)	\$ 1,406	\$ 1,448
1,261	1,014	42f	12f	1,303	1,026

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2,731	2,514	(22)	(40)	2,709	2,474
97	62			97	62
209	190			209	190
1,394	1,384	(4)f	(24)	1,390	1,360
1,031	878	(18)	(16)	1,013	862
365	308	(47)	(23)	318	285
666	570	29	7	695	577
(11)	15			(11)	15
655	585	29	7	684	592
			5		5
\$ 655	\$ 585	\$ 29	\$ 12	\$ 684	\$ 597
96%	99%	4%	1%	100%	100%
100	100	N/A	N/A	N/A	N/A
\$ 65,872	\$ 64,500	\$ 122	\$ 110	\$ 65,994	\$ 64,610
90,668	88,537	2,090	2,195	92,758	90,732
60,266	58,500	(185)	(125)	60,081	58,375
\$ 97	\$ 73			\$ 97	\$ 73
19.20%	17.08%	N/M	N/M	18.35%	15.40%
18.88	16.90	N/M	N/M	18.06	15.80
12,476	12,976	6,866	6,837	19,342	19,813

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Supplementary information (Community Banking lines of business)

Three months ended June 30, <i>dollars in millions</i>	Regional Banking		Commercial Banking	
	2007	2006	2007	2006
Total revenue (TE)	\$ 530	\$ 573	\$ 94	\$ 99
Provision for loan losses	19	19	2	2
Noninterest expense	400	439	48	52
Net income	69	72	28	28
Average loans and leases	18,433	18,854	8,118	7,976
Average deposits	42,694	43,145	3,477	3,530
Net loan charge-offs	19	21	7	3
Return on average allocated equity	16.07%	16.46%	15.16%	15.22%
Average full-time equivalent employees	7,883	8,454	319	328

Six months ended June 30, <i>dollars in millions</i>	Regional Banking		Commercial Banking	
	2007	2006	2007	2006
Total revenue (TE)	\$ 1,237	\$ 1,128	\$ 187	\$ 193
Provision (credit) for loan losses	39	41	(3)	8
Noninterest expense	819	846	98	101
Net income	237	151	57	52
Average loans and leases	18,443	18,869	8,046	7,929
Average deposits	42,852	42,721	3,523	3,534
Net loan charge-offs	38	42	7	10
Return on average allocated equity	27.63%	17.26%	15.70%	14.25%
Average full-time equivalent employees	8,088	8,386	321	319

Supplementary information (National Banking lines of business)

Three months ended June 30, <i>dollars in millions</i>	Real Estate Capital		Equipment Finance		Institutional and Capital Markets		Consumer Finance	
	2007	2006	2007	2006	2007	2006	2007	2006
Total revenue (TE)	\$ 188	\$ 176	\$ 155	\$ 136	\$ 189	\$ 192	\$ 98	\$ 92
Provision (credit) for loan losses	8		16	2		(4)	8	4
Noninterest expense	78	72	93	76	116	117	41	48
Income from continuing operations	64	65	29	36	45	48	31	27
Net income	64	65	29	36	45	48	28	32
Average loans and leases ^a	12,827	12,719	10,609	9,871	7,454	7,601	8,458	7,539
Average loans held for sale ^a	1,241	692	10	34	468	139	2,658	2,956
Average deposits ^a	4,865	3,467	16	14	6,728	6,676	427	476
Net loan charge-offs (recoveries)	3	2	16	3		(2)	8	7

Return on average allocated equity ^a	19.55%	21.80%	13.08%	17.15%	15.15%	17.57%	16.99%	16.14%
Return on average allocated equity	19.55	21.80	13.08	17.15	15.15	17.57	15.34	14.04
Average full-time equivalent employees	991	980	971	915	1,302	1,296	566	1,040

Six months ended June 30, <i>dollars in millions</i>	Real Estate Capital		Equipment Finance		Institutional and Capital Markets		Consumer Finance	
	2007	2006	2007	2006	2007	2006	2007	2006
Total revenue (TE)	\$ 355	\$ 331	\$ 289	\$ 259	\$ 372	\$ 401	\$ 219	\$ 188
Provision (credit) for loan losses	9	1	29	4	(1)	(5)	24	13
Noninterest expense	149	135	178	148	234	235	83	94
Income from continuing operations	123	122	51	67	87	108	70	51
Net income	123	122	51	67	87	108	59	66
Average loans and leases ^a	12,791	12,594	10,544	9,721	7,446	7,715	8,329	7,360
Average loans held for sale ^a	1,193	635	7	21	305	125	2,643	2,971
Average deposits ^a	4,583	3,341	14	14	6,610	6,464	429	475
Net loan charge-offs (recoveries)	4	4	29	6	1	(5)	18	16
Return on average allocated equity ^a	19.42%	20.76%	11.59%	16.10%	14.83%	19.71%	19.58%	15.37%
Return on average allocated equity	19.42	20.76	11.59	16.10	14.83	19.71	16.50	14.51
Average full-time equivalent employees	981	981	961	925	1,327	1,295	755	1,031

(a) From continuing operations.

TE = Taxable Equivalent

Table of Contents**5. Securities**

Key classifies each security held into one of four categories: trading, available for sale, investment or other investments.

Trading account securities. These are debt and equity securities that Key purchases and holds with the intent of selling them in the near term. Trading account securities are reported at fair value (\$994 million at June 30, 2007, \$912 million at December 31, 2006, and \$803 million at June 30, 2006) and are included in short-term investments on the balance sheet. Realized and unrealized gains and losses on trading account securities are reported in investment banking and capital markets income on the income statement.

Securities available for sale. These are securities that Key intends to hold for an indefinite period of time and that may be sold in response to changes in interest rates, prepayment risk, liquidity needs or other factors. Securities available for sale, which include debt and marketable equity securities with readily determinable fair values, are reported at fair value. Unrealized gains and losses (net of income taxes) deemed temporary are recorded in shareholders equity as a component of accumulated other comprehensive loss on the balance sheet. Unrealized losses on specific securities deemed to be other-than-temporary are included in net securities gains (losses) on the income statement, as are actual gains and losses resulting from the sales of securities.

When Key retains an interest in loans it securitizes, it bears risk that the loans will be prepaid (which would reduce expected interest income) or not paid at all. Key accounts for these retained interests as debt securities and classifies them as available for sale.

Other securities held in the available-for-sale portfolio are primarily marketable equity securities.

Investment securities. These are debt securities that Key has the intent and ability to hold until maturity. Debt securities are carried at cost, adjusted for amortization of premiums and accretion of discounts using the interest method. This method produces a constant rate of return on the adjusted carrying amount. Other securities held in the investment securities portfolio are primarily foreign bonds.

Other investments. Principal investments $\frac{3}{4}$ investments in equity and mezzanine instruments made by Key's Principal Investing unit $\frac{3}{4}$ represent 61% of other investments at June 30, 2007. These securities include direct investments (investments made in a particular company), as well as indirect investments (investments made through funds that include other investors). Principal investments are predominantly made in privately-held companies and are carried at fair value (\$975 million at June 30, 2007, \$830 million at December 31, 2006, and \$846 million at June 30, 2006). Changes in estimated fair values, and actual gains and losses on sales of principal investments, are included in other income on the income statement.

In addition to principal investments, other investments include other equity and mezzanine instruments that do not have readily determinable fair values. These securities include certain real estate-related investments that are carried at estimated fair value, as well as other types of securities that generally are carried at cost. The carrying amount of the securities carried at cost is adjusted for declines in value that are considered to be other-than-temporary. These adjustments are included in investment banking and capital markets income on the income statement. Neither these securities nor principal investments have stated maturities.

The amortized cost, unrealized gains and losses, and approximate fair value of Key's securities available for sale and investment securities are presented in the following tables. Gross unrealized gains and losses are represented by the difference between the amortized cost and the fair value of securities on the balance sheet as of the dates indicated. Accordingly, the amount of these gains and losses may change in the future as market conditions improve or worsen.

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<i>in millions</i>	June 30, 2007			Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
SECURITIES AVAILABLE FOR SALE				
U.S. Treasury, agencies and corporations	\$ 18			\$ 18
States and political subdivisions	13			13
Collateralized mortgage obligations	6,421	\$ 3	\$ 111	6,313
Other mortgage-backed securities	1,133	2	22	1,113
Retained interests in securitizations	146	47		193
Other securities	150	19		169
Total securities available for sale	\$ 7,881	\$ 71	\$ 133	\$ 7,819

INVESTMENT SECURITIES				
States and political subdivisions	\$ 17			\$ 17
Other securities	20			20
Total investment securities	\$ 37			\$ 37

<i>in millions</i>	December 31, 2006			Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
SECURITIES AVAILABLE FOR SALE				
U.S. Treasury, agencies and corporations	\$ 94			\$ 94
States and political subdivisions	14	\$ 1		15
Collateralized mortgage obligations	7,098	13	\$ 110	7,001
Other mortgage-backed securities	336	2	4	334
Retained interests in securitizations	151	57		208
Other securities	165	10		175
Total securities available for sale	\$ 7,858	\$ 83	\$ 114	\$ 7,827

INVESTMENT SECURITIES				
States and political subdivisions	\$ 20	\$ 1		\$ 21
Other securities	21			21
Total investment securities	\$ 41	\$ 1		\$ 42

<i>in millions</i>	June 30, 2006			Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
SECURITIES AVAILABLE FOR SALE				
U.S. Treasury, agencies and corporations	\$ 24			\$ 24
States and political subdivisions	17			17
Collateralized mortgage obligations	6,772	\$ 3	\$ 217	6,558
Other mortgage-backed securities	202	2	6	198
Retained interests in securitizations	122	45		167
Other securities	170	6		176
Total securities available for sale	\$ 7,307	\$ 56	\$ 223	\$ 7,140
INVESTMENT SECURITIES				
States and political subdivisions	\$ 29	\$ 1		\$ 30
Other securities	15			15
Total investment securities	\$ 44	\$ 1		\$ 45

Table of Contents**6. Loans and Loans Held for Sale**

Key's loans by category are summarized as follows:

<i>in millions</i>	June 30, 2007	December 31, 2006	June 30, 2006
Commercial, financial and agricultural	\$ 21,814	\$ 21,412	\$ 21,598
Commercial real estate:			
Commercial mortgage	8,629	8,426	7,994
Construction	8,214	8,209	7,767
Total commercial real estate loans	16,843	16,635	15,761
Commercial lease financing	10,138	10,259	9,909
Total commercial loans	48,795	48,306	47,268
Real estate residential mortgage	1,572	1,442	1,418
Home equity ^a	10,879	10,826	13,509
Consumer direct	1,366	1,536	1,670
Consumer indirect:			
Marine	3,444	3,077	2,920
Other	636	639	623
Total consumer indirect loans	4,080	3,716	3,543
Total consumer loans	17,897	17,520	20,140
Total loans	\$ 66,692	\$ 65,826	\$ 67,408

Key uses interest rate swaps to manage interest rate risk; these swaps modify the repricing characteristics of certain loans. For more information about such swaps, see Note 19 (Derivatives and Hedging Activities), which begins on page 100 of Key's 2006 Annual Report to Shareholders.

(a) On August 1, 2006, Key transferred \$2.5 billion of home equity loans from the loan portfolio to loans held for sale in connection with the anticipated November 29, 2006, sale of the Champion Mortgage finance business.

Key's loans held for sale by category are summarized as follows:

<i>in millions</i>	June 30, 2007	December 31, 2006	June 30, 2006
Commercial, financial and agricultural	\$ 76	\$ 47	\$ 45
Real estate commercial mortgage	1,613	946	1,133
Real estate construction	172	36	36
Commercial lease financing	22	3	
Real estate residential mortgage	39	21	27
Home equity		180	1
Education	2,616	2,390	2,929
Automobile	8	14	18

Total loans held for sale	\$ 4,546	\$ 3,637	\$ 4,189
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Changes in the allowance for loan losses are summarized as follows:

<i>in millions</i>	Three months ended		Six months ended	
	June 30,		June 30,	
	2007	2006	2007	2006
Balance at beginning of period	\$ 944	\$ 966	\$ 944	\$ 966
Charge-offs	(72)	(59)	(136)	(124)
Recoveries	19	25	39	51
Net loans charged off	(53)	(34)	(97)	(73)
Provision for loan losses from continuing operations	53	23	97	62
Provision for loan losses from discontinued operations		1		1
Foreign currency translation adjustment	1		1	
Balance at end of period	\$ 945	\$ 956	\$ 945	\$ 956

Changes in the liability for credit losses on lending-related commitments are summarized as follows:

<i>in millions</i>	Three months ended June		Six months ended June	
	30,		30,	
	2007	2006	2007	2006
Balance at beginning of period	\$ 45	\$ 59	\$ 53	\$ 59
Provision (credit) for losses on lending-related commitments	6		(2)	
Charge-offs	(1)		(1)	
Balance at end of period ^a	\$ 50	\$ 59	\$ 50	\$ 59

(a) Included in accrued expense and other liabilities on the consolidated balance sheet.

7. Mortgage Servicing Assets

Key originates and periodically sells commercial mortgage loans which it continues to service for the buyers. Key may also purchase the right to service commercial mortgage loans for other lenders. Changes in the carrying amount of mortgage servicing assets are summarized as follows:

<i>in millions</i>	Six months ended	
	June 30,	
	2007	2006
Balance at beginning of period	\$ 247	\$ 248
Servicing retained from loan sales	10	6

Purchases	55	8
Amortization	(40)	(31)
Balance at end of period	\$ 272	\$ 231
Fair value at beginning of period	\$ 332	\$ 301
Fair value at end of period	371	308

The fair value of mortgage servicing assets is estimated by calculating the present value of future cash flows associated with servicing the loans. This calculation uses a number of assumptions that are based on current market conditions. Primary economic assumptions used to measure the fair value of Key's mortgage servicing assets at June 30, 2007 and 2006, are as follows:

- prepayment speed generally at an annual rate of 0.00% to 25.00%;
- expected credit losses at a static rate of 2.00%; and
- residual cash flows discount rate of 8.50% to 15.00%.

Changes in these assumptions could cause the fair value of mortgage servicing assets to change in the future. The volume of loans serviced and expected credit losses are critical to the valuation of servicing assets. A 1.00% increase in the assumed default rate of commercial mortgage loans at June 30, 2007, would cause an \$8 million decrease in the fair value of Key's mortgage servicing assets.

Contractual fee income from servicing commercial mortgage loans totaled \$34 million and \$35 million for the six-month periods ended June 30, 2007 and 2006, respectively. The amortization of servicing assets for the respective six-month periods, as shown in the table above, is recorded as a reduction to fee income. Both the contractual fee income and the amortization are recorded in other income on the income statement.

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Additional information pertaining to the accounting for mortgage and other servicing assets is included in Note 1 (Basis of Presentation) under the heading Servicing Assets on page 7.

8. Variable Interest Entities

A VIE is a partnership, limited liability company, trust or other legal entity that meets any one of certain criteria specified in Revised Interpretation No. 46. This interpretation requires a VIE to be consolidated by the party that is exposed to a majority of the VIE's expected losses and/or residual returns (i.e., the primary beneficiary).

Key's VIEs, including those consolidated and those in which Key holds a significant interest, are summarized below.

Key defines a significant interest in a VIE as a subordinated interest that exposes Key to a significant portion, but not the majority, of the VIE's expected losses or residual returns.

<i>in millions</i>	Consolidated VIEs	Unconsolidated VIEs	
	Total Assets	Total Assets	Maximum Exposure to Loss
June 30, 2007			
Commercial paper conduit	\$ 159	N/A	N/A
Low-income housing tax credit (LIHTC) funds	299	\$ 186	
LIHTC investments	N/A	782	\$ 242

N/A = Not Applicable

The noncontrolling interests associated with the consolidated LIHTC guaranteed funds are considered mandatorily redeemable instruments and are recorded in accrued expense and other liabilities on the balance sheet. The FASB has indefinitely deferred the measurement and recognition provisions of SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity, for mandatorily redeemable noncontrolling interests associated with finite-lived subsidiaries, such as Key's LIHTC guaranteed funds. Key currently accounts for these interests as minority interests and adjusts the financial statements each period for the investors' share of the funds' profits and losses. At June 30, 2007, the settlement value of these noncontrolling interests was estimated to be between \$315 million and \$372 million, while the recorded value, including reserves, totaled \$298 million.

Key's Principal Investing unit and the Real Estate Capital line of business make equity and mezzanine investments in entities, some of which are VIEs. These investments are held by nonregistered investment companies subject to the provisions of the American Institute of Certified Public Accountants (AICPA) Audit and Accounting Guide, Audits of Investment Companies. The FASB deferred the effective date of Revised Interpretation No. 46 for such nonregistered investment companies until the AICPA clarifies the scope of the Audit Guide. As a result, Key is not currently applying the accounting or disclosure provisions of Revised Interpretation No. 46 to its principal and real estate equity and mezzanine investments, which remain unconsolidated. As discussed in Note 1 (Basis of Presentation) under the heading Accounting Pronouncements Pending Adoption on page 9, in May 2007, the FASB issued Staff Position FIN 46(R)-7, which provides an exception to the scope of Revised Interpretation No. 46 for investment companies within the scope of SOP No. 07-1. Staff Position FIN 46(R)-7 will be effective for fiscal years beginning on or after December 15, 2007 (effective January 1, 2008, for Key). Management is evaluating the potential effect this guidance may have on Key's financial condition or results of operations.

Additional information pertaining to Revised Interpretation No. 46 and the activities of the specific VIEs with which Key is involved is provided in Note 8 (Loan Securitizations, Servicing and Variable Interest Entities) of Key's 2006 Annual Report to Shareholders under the heading Variable Interest Entities on page 84.

Table of Contents**9. Nonperforming Assets and Past Due Loans**

Impaired loans totaled \$137 million at June 30, 2007, compared to \$95 million at December 31, 2006, and \$120 million at June 30, 2006. Impaired loans averaged \$124 million for the second quarter of 2007 and \$121 million for the second quarter of 2006.

Key's nonperforming assets and past due loans are as follows:

<i>in millions</i>	June 30, 2007	December 31, 2006	June 30, 2006
Impaired loans	\$ 137	\$ 95	\$ 120
Other nonaccrual loans ^a	139	120	159
Total nonperforming loans	276	215	279
Nonperforming loans held for sale	4	3	1
Other real estate owned (OREO)	27	57	26
Allowance for OREO losses	(2)	(3)	(1)
OREO, net of allowance	25	54	25
Other nonperforming assets	73 ^b	1	3
Total nonperforming assets	\$ 378	\$ 273	\$ 308
Impaired loans with a specifically allocated allowance	\$ 53	\$ 34	\$ 26
Specifically allocated allowance for impaired loans	23	14	8
Accruing loans past due 90 days or more	\$ 181	\$ 120	\$ 119
Accruing loans past due 30 through 89 days	623	644	600

(a) On August 1, 2006, Key transferred approximately \$55 million of home equity loans from nonperforming loans to nonperforming loans held for sale in connection with the anticipated November 29, 2006, sale of the Champion

Mortgage
finance
business.

- (b) Primarily two
investments
totaling
approximately
\$68 million held
by the Private
Equity unit
within Key's
Real Estate
Capital line of
business.

At June 30, 2007, Key did not have any significant commitments to lend additional funds to borrowers with loans on nonperforming status.

Management evaluates the collectibility of Key's loans as described in Note 1 (Summary of Significant Accounting Policies) under the heading Allowance for Loan Losses on page 69 of Key's 2006 Annual Report to Shareholders.

Table of Contents**10. Capital Securities Issued by Unconsolidated Subsidiaries**

KeyCorp owns the outstanding common securities of business trusts that issued corporation-obligated mandatorily redeemable preferred capital securities. The trusts used the proceeds from the issuance of their capital securities and common securities to buy debentures issued by KeyCorp. These debentures are the trusts' only assets; the interest payments from the debentures finance the distributions paid on the capital securities.

The capital securities provide an attractive source of funds; they constitute Tier 1 capital for regulatory reporting purposes, but have the same tax advantages as debt for federal income tax purposes. During the first quarter of 2005, the Federal Reserve Board adopted a rule that allows bank holding companies to continue to treat capital securities as Tier 1 capital, but imposed stricter quantitative limits that take effect after a five-year transition period ending March 31, 2009. Management believes the new rule will not have any material effect on Key's financial condition.

KeyCorp unconditionally guarantees the following payments or distributions on behalf of the trusts:

- required distributions on the capital securities;
- the redemption price when a capital security is redeemed; and
- amounts due if a trust is liquidated or terminated.

During the first six months of 2007, the business trusts did not repurchase any capital securities or related debentures. The capital securities, common securities and related debentures are summarized as follows:

<i>dollars in millions</i>	Capital Securities, Net of Discount^a	Common Securities	Principal Amount of Debentures, Net of Discount^b	Interest Rate of Capital Securities and Debentures^c	Maturity of Capital Securities and Debentures
June 30, 2007					
KeyCorp Capital I	\$ 197	\$ 8	\$ 205	6.089%	2028
KeyCorp Capital II	162	8	165	6.875	2029
KeyCorp Capital III	207	8	197	7.750	2029
KeyCorp Capital V	155	5	180	5.875	2033
KeyCorp Capital VI	70	2	77	6.125	2033
KeyCorp Capital VII	212	8	258	5.700	2035
KeyCorp Capital VIII	243		250	7.000	2066
KeyCorp Capital IX	472		500	6.750	2066
Total	\$ 1,718	\$ 39	\$ 1,832	6.608%	
December 31, 2006	\$ 1,804	\$ 39	\$ 1,832	6.613%	
June 30, 2006	\$ 1,772	\$ 54	\$ 1,847	6.928%	

(a) The capital securities must be redeemed when the related debentures

mature, or earlier if provided in the governing indenture. Each issue of capital securities carries an interest rate identical to that of the related debenture.

Included in certain capital securities at June 30, 2007, December 31, 2006, and June 30, 2006, are basis adjustments of (\$75) million, \$11 million and (\$21) million, respectively, related to fair value hedges. See Note 19 (Derivatives and Hedging Activities), which begins on page 100 of Key s 2006 Annual Report to Shareholders, for an explanation of fair value hedges.

- (b) KeyCorp has the right to redeem its debentures: (i) in whole or in part, on or after July 1, 2008 (for debentures owned by Capital I), March 18, 1999 (for debentures owned by Capital II), July 16, 1999 (for debentures owned by Capital III), July 21, 2008 (for debentures

owned by Capital V), December 15, 2008 (for debentures owned by Capital VI), June 15, 2010 (for debentures owned by Capital VII), June 15, 2011 (for debentures owned by Capital VIII) and December 15, 2011 (for debentures owned by Capital IX); and, (ii) in whole at any time within 90 days after and during the continuation of a tax event, an investment company event or a capital treatment event (as defined in the applicable indenture). If the debentures purchased by Capital I, Capital V, Capital VI, Capital VII, Capital VIII or Capital IX are redeemed before they mature, the redemption price will be the principal amount, plus any accrued but unpaid interest. If the debentures purchased by Capital II or Capital III are redeemed before they mature, the redemption price will be the greater of: (a) the

principal amount,
plus any accrued
but unpaid interest
or (b) the sum of
the present values
of principal and
interest payments
discounted at the
Treasury Rate (as
defined in the
applicable
indenture), plus
20 basis points
(25 basis points
for Capital III),
plus any accrued
but unpaid
interest. When
debentures are
redeemed in
response to tax or
capital treatment
events, the
redemption price
generally is
slightly more
favorable to
KeyCorp.

- (c) The interest rates for Capital II, Capital III, Capital V, Capital VI, Capital VII, Capital VIII and Capital IX are fixed. Capital I has a floating interest rate equal to three-month LIBOR plus 74 basis points; it reprices quarterly. The rates shown as the total at June 30, 2007, December 31, 2006, and June 30, 2006, are weighted-average rates.

Table of Contents**11. Employee Benefits****Pension Plans**

Net pension cost for all funded and unfunded plans includes the following components:

<i>in millions</i>	Three months ended		Six months ended	
	June 30,		June 30,	
	2007	2006	2007	2006
Service cost of benefits earned	\$ 12	\$ 12	\$ 26	\$ 24
Interest cost on projected benefit obligation	14	14	29	28
Expected return on plan assets	(22)	(22)	(44)	(44)
Amortization of losses	6	8	14	15
Net pension cost	10	12	25	23
Curtailment gain			(3)	
Total pension cost	\$ 10	\$ 12	\$ 22	\$ 23

Other Postretirement Benefit Plans

Key sponsors a contributory postretirement healthcare plan that covers substantially all active and retired employees hired before 2001 who meet certain eligibility criteria. Retirees' contributions are adjusted annually to reflect certain cost-sharing provisions and benefit limitations. Key also sponsors life insurance plans covering certain grandfathered employees. These plans are principally noncontributory. Separate Voluntary Employee Beneficiary Association trusts are used to fund the healthcare plan and one of the life insurance plans.

Net postretirement benefit cost for all funded and unfunded plans includes the following components:

<i>in millions</i>	Three months ended		Six months ended	
	June 30,		June 30,	
	2007	2006	2007	2006
Service cost of benefits earned	\$ 3	\$ 2	\$ 4	\$ 3
Interest cost on accumulated postretirement benefit obligation	2	2	3	4
Expected return on plan assets	(1)	(1)	(2)	(2)
Amortization of unrecognized transition obligation	2	1	2	2
Amortization of losses				1
Net postretirement benefit cost	\$ 6	\$ 4	\$ 7	\$ 8

12. Income Taxes**Lease Financing Transactions**

In the ordinary course of business, Key's equipment finance business unit (KEF) enters into various types of lease financing transactions. Between 1996 and 2004, KEF entered into three types of lease financing transactions with both foreign and domestic customers (primarily municipal authorities) for terms ranging from ten to fifty years. Lease in, Lease out (LILO) transactions are leveraged leasing transactions in which KEF leases property from an unrelated third party and then leases the property back to that party. The transaction is similar to a sale-leaseback, except that the property is leased by KEF, rather than purchased. Qualified Technological Equipment Leases (QTEs) and Service

Contract Leases are even more like sale-leaseback transactions, as KEF is considered to be the purchaser of the equipment for tax purposes. LILO and Service Contract Lease transactions involve commuter rail equipment, public utility facilities and commercial aircraft. QTE transactions involve sophisticated high technology hardware and related software, such as telecommunications equipment. Like other forms of leasing transactions, LILO transactions generate income tax deductions for Key from net rental expense associated with the leased property, interest expense on nonrecourse debt incurred to fund the transaction, and transaction costs. QTE and Service Contract Lease transactions generate rental income, as well as deductions from the depreciation of the property, interest expense on nonrecourse debt incurred to fund the transaction, and transaction costs.

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Prior to 2004, LILO, QTE and Service Contract Leases were prevalent in the financial services industry and in certain other industries. The tax treatment that Key applied was based on applicable statutes, regulations and judicial authority. Subsequently, the Internal Revenue Service (IRS) has challenged the tax treatment of these transactions by a number of bank holding companies and other corporations.

The IRS has completed audits of Key's income tax returns for the 1995 through 2000 tax years and has disallowed all net deductions taken in those tax years that relate to LILOs, QTEs and Service Contract Leases. Key appealed the examination results for the tax years 1995 through 1997, which pertained to LILOs only, to the Appeals Division of the IRS. During the fourth quarter of 2005, discussions with the Appeals Division were discontinued without a resolution. In April 2006, Key received a final assessment from the IRS, consisting of taxes, interest and penalties, disallowing all LILO deductions taken in those tax years. Key paid the assessment and filed a refund claim for the total amount. Key has also filed an appeal with the Appeals Division of the IRS with regard to the proposed disallowance of the LILO, QTE and Service Contract Lease deductions taken in the 1998 through 2000 tax years. In addition, the IRS is currently conducting audits of Key's income tax returns for the 2001 through 2003 tax years, and Key expects that the IRS will disallow all similar deductions taken by Key in those tax years.

Management continues to believe that Key's treatment of these LILO, QTE and Service Contract Lease transactions is appropriate and in compliance with applicable tax law and regulations. Key intends to vigorously pursue the IRS appeals process and litigation alternatives. In addition, in connection with one Service Contract Lease transaction entered into by AWG Leasing Trust (AWG Leasing), in which Key is a partner, the IRS completed its audit for the 1998 through 2003 tax years, disallowed all deductions related to the transaction for those years and assessed penalties. In March 2007, Key filed a lawsuit in the United States District Court for the Northern District of Ohio (captioned *AWG Leasing Trust, KSP Investments, Inc., as Tax Matters Partner v. United States of America*, and referred to herein as the AWG Leasing Litigation) claiming that the disallowance of the deductions and assessment of penalties were erroneous. A trial date has been set for January 21, 2008.

Management believes Key's tax position is correct and well-supported by applicable statutes, regulations and judicial authority, but tax litigation is inherently uncertain. Consequently, management cannot predict the outcome of the AWG Leasing Litigation or its other disputes with the IRS related to its LILO, QTE or Service Contract Lease transactions. If Key were not to prevail in these efforts, in addition to accrued taxes of approximately \$1.7 billion reflected on Key's balance sheet as deferred taxes as of June 30, 2007, Key would owe interest on any taxes and possibly penalties. In the event of an unfavorable resolution of this issue, management estimates that as of June 30, 2007, the after-tax interest cost on any taxes due could be up to approximately \$350 million. This amount would vary based upon the then applicable interest rates as well as the length of time any tax assessments remain outstanding. No reserves have been established for any such interest or penalties. An adverse outcome in these disputes could have a material adverse effect on Key's results of operations and a potentially substantial impact on its capital as discussed in the following section.

Tax-Related Accounting Pronouncements Adopted in 2007

Accounting for leveraged leases. In July 2006, the FASB issued Staff Position No. 13-2, *Accounting for a Change or Projected Change in the Timing of Cash Flows Relating to Income Taxes Generated by a Leveraged Lease Transaction*, which provides additional guidance on the application of SFAS No. 13, *Accounting for Leases*. This guidance affects when earnings from leveraged lease transactions (such as LILOs, QTEs and Service Contract Leases) will be recognized, and requires a lessor to recalculate its recognition of lease income when there are changes or projected changes in the timing of cash flows, including changes due to final or expected settlements of tax matters. Previously, leveraged lease transactions were required to be recalculated only when a change in the total projected net income from the lease occurred. Key adopted this guidance on January 1, 2007, and recorded a cumulative after-tax charge of \$52 million to retained earnings related to the LILO transactions. Future earnings are expected to increase over the remaining term of the affected leases by a similar amount.

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An adverse outcome in the AWG Leasing Litigation, certain settlement scenarios or other factors could change management's current assumptions pertaining to the expected timing of the cash flows related to income taxes for some or all of the leveraged lease transactions previously described. In the event of such a change in management's assumptions, in accordance with Staff Position No. 13-2, Key would be required to recalculate its lease income from the inception of the affected leases and recognize a reduction in its net investment with a corresponding charge to earnings in the period in which the recalculation occurs. Management is currently unable to make a determination regarding the ultimate financial impact, if any, of these events because of the uncertainty of the outcome of the AWG Leasing Litigation, the range of possible settlement opportunities that might be available to Key and other factors. Management believes that under certain outcomes, the recalculation would result in a charge that could have a material adverse effect on Key's results of operations and a potentially substantial impact on its capital. However, future earnings would be expected to increase over the remaining term of the affected leases by an amount equal to a substantial portion of the charge.

Accounting for uncertain tax positions. In July 2006, the FASB also issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, which clarifies the application of SFAS No. 109, *Accounting for Income Taxes*, by defining the minimum threshold that a tax position must meet for the associated tax benefit to be recognized in a company's financial statements. In accordance with this guidance, a company may recognize a benefit if management concludes that the tax position, based solely on its technical merits, is more likely than not to be sustained upon examination. If such a conclusion is reached, the tax benefit is measured as the largest amount of such benefit that is greater than 50% likely to be realized upon ultimate settlement. This interpretation also provides guidance on measurement and derecognition of tax benefits, and requires expanded disclosures.

Key adopted FASB Interpretation No. 48 on January 1, 2007, which resulted in an immaterial increase in Key's liability for unrecognized tax benefits and was accounted for as a reduction to retained earnings. The total amount of unrecognized tax benefits as of January 1, 2007, was \$27 million which, if recognized, would impact the effective tax rate. There were no material changes to this amount during the first half of 2007. The amount of unrecognized tax benefits could materially increase or decrease over the next twelve months as a result of developments in the AWG Leasing Litigation or any possible settlement of tax matters related to the leveraged lease transactions. However, management cannot currently estimate the range of possible change.

As permitted under FASB Interpretation No. 48, Key continues to recognize interest and penalties related to unrecognized tax benefits in income tax expense. During the six-month period ended June 30, 2007, Key recognized \$2 million of interest. At June 30, 2007, Key had an \$18 million liability for accrued interest payable on the balance sheet.

Key files income tax returns in the United States federal jurisdiction, as well as various state and foreign jurisdictions. With the exception of the California and New York jurisdictions, Key is not subject to U.S. federal, state and local, and foreign income tax examinations by tax authorities for years prior to 2001. Income tax returns filed in California and New York are subject to examination beginning with the years 1995 and 2000, respectively. As previously discussed, the audits of the 1998 through 2000 federal income tax returns are currently on appeal to the Appeals Division of the IRS. In addition, the IRS is currently conducting audits of Key's income tax returns for the 2001 through 2003 tax years. These audits are expected to be completed by the end of 2007. The outcomes of these open examinations could impact the recognition of benefits related to Key's tax positions.

Table of Contents**13. Contingent Liabilities and Guarantees****Legal Proceedings**

Residual value insurance litigation. Key has previously reported on its on-going litigation with Swiss Reinsurance America Corporation (Swiss Re) in the United States Federal District Court in Ohio relating to insurance coverage of the residual value of certain automobile leases through Key Bank USA (the Residual Value Litigation).

As previously reported, on February 13, 2007, Key and Swiss Re entered into an agreement to settle the Residual Value Litigation, subject to certain conditions. On February 16, 2007, the conditions to settlement were satisfied. Under the settlement agreement, Swiss Re agreed to pay Key \$279 million in two installments: \$50 million, which was paid on March 15, 2007, and \$229 million, which was paid on June 29, 2007. As a result of the settlement, during the first quarter of 2007, Key recorded a one-time gain of \$26 million (\$17 million after tax, or \$.04 per diluted common share), representing the difference between the proceeds received and the receivable recorded on Key s balance sheet.

Tax disputes. In the ordinary course of business, Key enters into certain transactions that have tax consequences. On occasion, the IRS may challenge a particular tax position taken by Key. The IRS has completed audits of Key s income tax returns for the 1995 through 2000 tax years and has disallowed all deductions taken in those tax years that relate to certain lease financing transactions. Further information on these matters and on the potential implications to Key is included in Note 12 (Income Taxes) under the heading Lease Financing Transactions on page 25.

Honsador litigation. On May 23, 2007, in the case of Honsador Holdings LLC v. Key Principal Partners, LLC (KPP), pending in the Circuit Court of the First Circuit, a Hawaii state court, the jury returned a verdict in favor of the plaintiffs in a lawsuit relating to KPP s investment in a Hawaiian business, and on June 13, 2007, the state court entered a final judgment in favor of the plaintiffs in the amount of \$38.25 million. During the three months ended June 30, 2007, Key established a \$42 million reserve for this case for the verdict, legal costs and other expenses associated with the lawsuit. The trial court has scheduled a hearing on various post-trial motions filed by the parties for August 15, 2007, and Key will, based on the outcome of that hearing, determine whether to appeal the verdict.

Other litigation. In the ordinary course of business, Key is subject to other legal actions that involve claims for substantial monetary relief. Based on information presently known to management, management believes there are no such legal actions to which KeyCorp or any of its subsidiaries is a party, or involving any of their properties, that, individually or in the aggregate, could reasonably be expected to have a material adverse effect on Key s financial condition.

Guarantees

Key is a guarantor in various agreements with third parties. The following table shows the types of guarantees that Key had outstanding at June 30, 2007. Information pertaining to the basis for determining the liabilities recorded in connection with these guarantees is included in Note 1 (Summary of Significant Accounting Policies) under the heading Guarantees on page 71 of Key s 2006 Annual Report to Shareholders.

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<i>in millions</i>	Maximum Potential Undiscounted Future Payments	Liability Recorded
Financial guarantees:		
Standby letters of credit	\$ 12,855	\$ 33
Credit enhancement for asset-backed commercial paper conduit	28	
Recourse agreement with FNMA	600	7
Return guarantee agreement with LIHTC investors	372	42
Default guarantees	9	1
Written interest rate caps ^a	113	6
Total	\$ 13,977	\$ 89

(a) At June 30, 2007, the weighted-average interest rate on written interest rate caps was 5.2%, and the weighted-average strike rate was 5.6%. Maximum potential undiscounted future payments were calculated assuming a 10% interest rate.

Standby letters of credit. These instruments, issued on behalf of clients, obligate Key to pay a specified third party when a client fails to repay an outstanding loan or debt instrument, or fails to perform some contractual nonfinancial obligation. Many of Key's lines of business issue standby letters of credit to address clients' financing needs. Any amounts drawn under standby letters of credit are treated as loans; they bear interest (generally at variable rates) and pose the same credit risk to Key as a loan. At June 30, 2007, Key's standby letters of credit had a remaining weighted-average life of approximately 2.2 years, with remaining actual lives ranging from less than one year to as many as eleven years.

Credit enhancement for asset-backed commercial paper conduit. Key provides credit enhancement in the form of a committed facility to ensure the continuing operations of an asset-backed commercial paper conduit that is owned by a third party and administered by an unaffiliated financial institution. The commitment to provide credit enhancement extends until September 21, 2007, and specifies that in the event of default by certain borrowers whose loans are held by the conduit, Key will provide financial relief to the conduit in an amount that is based on defined criteria that consider the level of credit risk involved and other factors.

At June 30, 2007, Key's maximum potential funding requirement under the credit enhancement facility totaled \$28 million, but there were no drawdowns under the facility during the quarter. Key has no recourse or other collateral available to offset any amounts that may be funded under this credit enhancement facility. Management periodically

evaluates Key's commitment to provide credit enhancement to the conduit.

Recourse agreement with Federal National Mortgage Association. KBNA participates as a lender in the Federal National Mortgage Association (FNMA) Delegated Underwriting and Servicing (DUS) program. As a condition to FNMA's delegation of responsibility for originating, underwriting and servicing mortgages, KBNA has agreed to assume a limited portion of the risk of loss during the remaining term on each commercial mortgage loan KBNA sells to FNMA. Accordingly, KBNA maintains a reserve for such potential losses in an amount estimated by management to approximate the fair value of KBNA's liability. At June 30, 2007, the outstanding commercial mortgage loans in this program had a remaining weighted-average term of 7.9 years, and the unpaid principal balance outstanding of loans sold by KBNA as a participant in this program was approximately \$1.9 billion. The maximum potential amount of undiscounted future payments that may be required under this program is generally equal to approximately one-third of the principal balance of loans outstanding at June 30, 2007. If payment is required under this program, Key would have an interest in the collateral underlying the commercial mortgage loan on which the loss occurred.

Return guarantee agreement with LIHTC investors. Key Affordable Housing Corporation (KAHC), a subsidiary of KBNA, offered limited partnership interests to qualified investors. Partnerships formed by KAHC invested in low-income residential rental properties that qualify for

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federal LIHTCs under Section 42 of the Internal Revenue Code. In certain partnerships, investors pay a fee to KAHC for a guaranteed return that is based on the financial performance of the property and the property's confirmed LIHTC status throughout a fifteen-year compliance period. If KAHC defaults on its obligation to provide the guaranteed return, Key is obligated to make any necessary payments to investors. In October 2003, management elected to discontinue new partnerships under this program.

No recourse or collateral is available to offset Key's guarantee obligation other than the underlying income stream from the properties. These guarantees have expiration dates that extend through 2018. Key meets its obligations pertaining to the guaranteed returns generally by distributing tax credits and deductions associated with the specific properties.

As shown in the table on page 29, KAHC maintained a reserve in the amount of \$42 million at June 30, 2007, which management believes will be sufficient to cover estimated future obligations under the guarantees. The maximum exposure to loss reflected in the table represents undiscounted future payments due to investors for the return on and of their investments. In accordance with FASB Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*, the amount of all fees received in consideration for any return guarantee agreements entered into or modified with LIHTC investors on or after January 1, 2003, has been recognized in the liability recorded.

Various types of default guarantees. Some lines of business provide or participate in guarantees that obligate Key to perform if the debtor fails to satisfy all of its payment obligations to third parties. Key generally undertakes these guarantees to support or protect its underlying investment or where the risk profile of the debtor should provide an investment return. The terms of these default guarantees range from less than one year to as many as fifteen years. Although no collateral is held, Key would have recourse against the debtor for any payments made under a default guarantee.

Written interest rate caps. In the ordinary course of business, Key writes interest rate caps for commercial loan clients that have variable rate loans with Key and wish to limit their exposure to interest rate increases. At June 30, 2007, these caps had a weighted-average life of approximately 2.1 years.

Key is obligated to pay the client if the applicable benchmark interest rate exceeds a specified level (known as the strike rate). These instruments are accounted for as derivatives. Key's potential amount of future payments under these obligations is mitigated by offsetting positions with third parties.

Other Off-Balance Sheet Risk

Other off-balance sheet risk stems from financial instruments that do not meet the definition of a guarantee as specified in FASB Interpretation No. 45 and from other relationships.

Significant liquidity facilities that support asset-backed commercial paper conduits. Key provides liquidity facilities to various asset-backed commercial paper conduits. These facilities obligate Key to provide funding in the event of a disruption in credit markets or other factors that preclude the issuance of commercial paper by the conduits. Key's commitments to provide liquidity are periodically evaluated by management. One of these liquidity facilities obligates Key through May 23, 2008, to provide funding of up to \$166 million to a commercial paper conduit that is consolidated in accordance with Key's consolidation policy described in Note 1 (*Basis of Presentation*), which begins on page 7. The amount available to be drawn, which is based on the amount of current commitments to borrowers, was \$166 million at June 30, 2007, but there were no drawdowns under this committed facility at that date. Additional information pertaining to this conduit is included in this note under the heading *Guarantees* on page 28 and in Note 8 (*Loan Securitizations, Servicing and Variable Interest Entities*) of Key's 2006 Annual Report to Shareholders under the heading *Consolidated VIEs* on page 84.

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Key also provides liquidity facilities to several third-party commercial paper conduits. These liquidity facilities, which expire at various dates through December 31, 2009, obligate Key to provide funding of up to \$593 million in total, with individual facilities ranging from \$6 million to \$100 million. The amounts available to be drawn, which are based on the amount of current commitments to borrowers, totaled \$590 million at June 30, 2007, but there were no drawdowns under these committed facilities at that date.

Indemnifications provided in the ordinary course of business. Key provides certain indemnifications primarily through representations and warranties in contracts that are entered into in the ordinary course of business in connection with loan sales and other ongoing activities, as well as in connection with purchases and sales of businesses. Amounts paid, if any, with respect to these indemnifications did not have a significant effect on Key's financial condition or results of operations.

Intercompany guarantees. KeyCorp and certain other Key affiliates are parties to various guarantees that facilitate the ongoing business activities of other Key affiliates. These business activities encompass debt issuance, certain lease and insurance obligations, investments and securities, and certain leasing transactions involving clients.

Table of Contents**14. Derivatives and Hedging Activities**

Key, mainly through its subsidiary bank, KBNA, is party to various derivative instruments that are used for asset and liability management, credit risk management and trading purposes. The primary derivatives that Key uses are interest rate swaps, caps and futures, and foreign exchange forward contracts. Generally, these instruments help Key manage exposure to market risk, mitigate the credit risk inherent in the loan portfolio and meet client financing needs. Market risk represents the possibility that economic value or net interest income will be adversely affected by changes in interest rates or other economic factors.

At June 30, 2007, Key had \$258 million of derivative assets and \$275 million of derivative liabilities on its balance sheet that arose from derivatives that were being used for hedging purposes. As of the same date, derivative assets and liabilities classified as trading derivatives totaled \$902 million and \$844 million, respectively. Derivative assets and liabilities are recorded at fair value on the balance sheet.

Counterparty Credit Risk

The following table summarizes the fair value of Key's derivative assets by type. These assets represent Key's exposure to potential loss, as described below, before taking into account the effects of master netting arrangements and other means used to mitigate risk.

<i>in millions</i>	June 30, 2007	December 31, 2006	June 30, 2006
Interest rate	\$ 565	\$ 697	\$ 730
Credit	40	43	45
Foreign exchange	450	321	195
Equity	53	45	45
Energy	52	29	1
Total	\$ 1,160	\$ 1,135	\$ 1,016

Like other financial instruments, derivatives contain an element of credit risk—the possibility that Key will incur a loss because a counterparty, which may be a bank or a broker/dealer, fails to meet its contractual obligations. This risk is measured as the expected positive replacement value of contracts. To mitigate credit risk when managing asset, liability and trading positions, Key deals exclusively with counterparties that have high credit ratings.

Key uses two additional means to manage exposure to credit risk on derivative contracts. First, Key generally enters into bilateral collateral and master netting arrangements. These agreements provide for the net settlement of all contracts with a single counterparty in the event of default. Second, Key's Credit Administration department monitors credit risk exposure to the counterparty on each contract to determine appropriate limits on Key's total credit exposure and decide whether to demand collateral. If Key determines that collateral is required, it is generally collected immediately. Key generally holds collateral in the form of cash and highly rated Treasury and agency-issued securities.

At June 30, 2007, Key was party to derivative contracts with 52 different counterparties. These derivatives include interest rate swaps and caps, credit derivatives, foreign exchange contracts, equity derivatives and energy derivatives. Among these were contracts entered into to offset the risk of client exposure. Key had aggregate exposure of \$247 million on these instruments to 24 of the 52 counterparties. However, at June 30, 2007, Key held approximately \$136 million in pooled collateral to mitigate that exposure, resulting in net exposure of \$111 million. The largest exposure to an individual counterparty was approximately \$116 million, which Key secured with approximately \$91 million in collateral.

Table of Contents**Asset and Liability Management**

Key uses a fair value hedging strategy to manage its exposure to interest rate risk and a cash flow hedging strategy to reduce the potential adverse impact of interest rate increases on future interest expense. For more information about these asset and liability management strategies, see Note 19 (Derivatives and Hedging Activities), which begins on page 100 of Key's 2006 Annual Report to Shareholders.

The change in accumulated other comprehensive loss resulting from cash flow hedges is as follows:

<i>in millions</i>	December 31, 2006	2007 Hedging Activity	Reclassification of Gains to Net Income	June 30, 2007
Accumulated other comprehensive loss resulting from cash flow hedges	\$ (19)	\$ 11	\$ (1)	\$ (9)

Key reclassifies gains and losses from accumulated other comprehensive loss to earnings when a hedged item causes Key to pay variable-rate interest on debt, receive variable-rate interest on commercial loans, or sell or securitize commercial real estate loans. Key expects to reclassify an estimated \$.7 million of net gains on derivative instruments from accumulated other comprehensive loss to earnings during the next twelve months.

Credit Risk Management

Key uses credit derivatives $\frac{3}{4}$ primarily credit default swaps $\frac{3}{4}$ to mitigate credit risk by transferring a portion of the risk associated with the underlying extension of credit to a third party. These instruments are also used to manage portfolio concentration and correlation risks. At June 30, 2007, the notional amount of credit default swaps purchased by Key was \$1.1 billion. Key also provides credit protection to other lenders through the sale of credit default swaps. These transactions may generate fee income and can diversify overall exposure to credit loss. At June 30, 2007, the notional amount of credit default swaps sold by Key was \$50 million.

These derivatives are recorded on the balance sheet at fair value, which is based on the creditworthiness of the borrowers. Related gains or losses, as well as the premium paid or received for credit protection, are included in investment banking and capital markets income on the income statement. Key does not apply hedge accounting to credit derivatives.

Trading Portfolio

Key's trading portfolio includes:

- interest rate swap contracts entered into to accommodate the needs of clients;
- positions with third parties that are intended to offset or mitigate the interest rate risk of client positions;
- foreign exchange forward contracts entered into to accommodate the needs of clients; and
- proprietary trading positions in financial assets and liabilities.

The fair values of these trading portfolio items are included in derivative assets or derivative liabilities on the balance sheet. Adjustments to the fair values are included in investment banking and capital markets income on the income statement. Key has established a reserve in the amount of \$12 million at June 30, 2007, which management believes will be sufficient to cover estimated future losses on the trading portfolio in the event of client default. Additional information pertaining to Key's trading portfolio is summarized in Note 19 of Key's 2006 Annual Report to Shareholders.

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Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors

KeyCorp

We have reviewed the condensed consolidated balance sheets of KeyCorp and subsidiaries (Key) as of June 30, 2007 and 2006, and the related condensed consolidated statements of income, for the three-month and six-month periods then ended, and the condensed consolidated statements of changes in shareholders equity and cash flows for the six-month periods ended June 30, 2007 and 2006. These financial statements are the responsibility of Key s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated interim financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Key as of December 31, 2006, and the related consolidated statements of income, changes in shareholders equity, and cash flows for the year then ended not presented herein, and in our report dated February 23, 2007, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2006, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Cleveland, Ohio
August 7, 2007

Table of Contents**Item 2. Management's Discussion & Analysis of Financial Condition & Results of Operations****Introduction**

This section generally reviews the financial condition and results of operations of KeyCorp and its subsidiaries for the quarterly and year-to-date periods ended June 30, 2007 and 2006. Some tables may include additional periods to comply with disclosure requirements or to illustrate trends in greater depth. When reading this discussion, also refer to the consolidated financial statements and related notes that appear on pages 3 through 33. A description of Key's business is included under the heading "Description of Business" on page 18 of Key's 2006 Annual Report to Shareholders. This description does not reflect the reorganization within some of Key's lines of business that took effect January 1, 2007. For a current description of Key's lines of business, see Note 4 ("Line of Business Results"), which begins on page 13.

Terminology

This report contains some shortened names and industry-specific terms. We want to explain some of these terms at the outset to provide a better understanding of the discussion that follows.

- .. **KeyCorp** refers solely to the parent holding company.
- .. **KBNA** refers to KeyCorp's subsidiary bank, KeyBank National Association.
- .. **Key** refers to the consolidated entity consisting of KeyCorp and its subsidiaries.
- .. In November 2006, Key sold the nonprime mortgage loan portfolio held by the Champion Mortgage finance business, and announced a separate agreement to sell Champion's loan origination platform. As a result of these actions, Key has accounted for this business as a **discontinued operation**. We use the phrase **continuing operations** in this document to mean all of Key's business other than Champion. Key completed the sale of Champion's origination platform in February 2007.
- .. Key engages in **capital markets activities**. These activities encompass a variety of products and services. Among other things, Key trades securities as a dealer, enters into derivative contracts (both to accommodate clients' financing needs and for proprietary trading purposes), and conducts transactions in foreign currencies (both to accommodate clients' needs and to benefit from fluctuations in exchange rates).
- .. All earnings per share data included in this discussion are presented on a **diluted** basis, which takes into account all common shares outstanding as well as potential common shares that could result from the exercise of outstanding stock options and other stock awards. Some of the financial information tables also include **basic** earnings per share, which takes into account only common shares outstanding.
- .. For regulatory purposes, capital is divided into two classes. Federal regulations prescribe that at least one-half of a bank or bank holding company's **total risk-based capital** must qualify as **Tier 1**. Both total and Tier 1 capital serve as bases for several measures of capital adequacy, which is an important indicator of financial stability and condition. A more detailed explanation of total and Tier 1 capital and how they are calculated is presented in the section entitled "Capital," which begins on page 58.

Long-term goals

Key's long-term financial goals are to achieve an annual return on average equity in the range of 16% to 18% and to grow earnings per common share at an annual rate of 8% to 10%. The strategy for achieving these goals is described under the heading "Corporate Strategy" on page 20 of Key's 2006 Annual Report to Shareholders.

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Key from time-to-time uses capital that exceeds internal guidelines and minimum regulatory requirements to repurchase common shares in the open market or through privately-negotiated transactions. As a result of such repurchases, Key's weighted-average fully-diluted common shares decreased to 400.2 million shares for the first six months of 2007 from 411.8 million shares for the first half of 2006. Reducing the share count can foster both earnings per share growth and improved returns on average equity, but Key's share repurchase activity was not significant enough to cause a material effect on either of these profitability measures in either the current or prior year periods.

Forward-looking statements

This report may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about our long-term goals, financial condition, results of operations, earnings, levels of net loan charge-offs and nonperforming assets, interest rate exposure and profitability. These statements usually can be identified by the use of forward-looking language such as our goal, our objective, our plan, will likely result, expects, plans, anticipates, intends, projects, believes, estimates, or other similar words, expressions or other verbs such as will, would, could, and should.

Forward-looking statements express management's current expectations, forecasts of future events or long-term goals and, by their nature, are subject to assumptions, risks and uncertainties. Although management believes that the expectations, forecasts and goals reflected in these forward-looking statements are reasonable, actual results could differ materially for a variety of reasons, including the following factors:

- .. Interest rates could change more quickly or more significantly than management expects, which may have an adverse effect on Key's financial results.
- .. Trade, monetary and fiscal policies of various governmental bodies may affect the economic environment in which Key operates, as well as its financial condition and results of operations.
- .. Adversity in general economic conditions, or in the condition of the local economies or industries in which Key has significant operations or assets, could, among other things, materially impact credit quality trends and Key's ability to generate loans.
- .. Increased competitive pressure among financial services companies may adversely affect Key's ability to market its products and services.
- .. It could take Key longer than anticipated to implement strategic initiatives designed to grow revenue or manage expenses; Key may be unable to implement certain initiatives; or the initiatives may be unsuccessful.
- .. Acquisitions and dispositions of assets, business units or affiliates could adversely affect Key in ways that management has not anticipated.
- .. Key may experience operational or risk management failures due to technological or other factors.
- .. Key may continue to become subject to heightened regulatory practices, requirements or expectations.
- .. Key may become subject to new legal obligations or liabilities, or the unfavorable resolution of pending litigation may have an adverse effect on its financial results or its capital.
- .. Changes in the stock markets, public debt markets and other capital markets could adversely affect Key's ability to raise capital or other funding for liquidity and business purposes, as well as its revenues from client-based underwriting, investment banking and other capital markets businesses.
- .. Terrorist activities or military actions could disrupt the economy and the general business climate, which may have an adverse effect on Key's financial results or condition and that of its borrowers.
- .. Key may become subject to new accounting, tax or regulatory practices or requirements.

Table of Contents**Critical accounting policies and estimates**

Key's business is dynamic and complex. Consequently, management must exercise judgment in choosing and applying accounting policies and methodologies in many areas. These choices are important; not only are they necessary to comply with U.S. generally accepted accounting principles (GAAP), they also reflect management's view of the most appropriate manner in which to record and report Key's overall financial performance. All accounting policies are important, and all policies described in Note 1 (Summary of Significant Accounting Policies), which begins on page 67 of Key's 2006 Annual Report to Shareholders, should be reviewed for a greater understanding of how Key's financial performance is recorded and reported.

In management's opinion, some accounting policies are more likely than others to have a significant effect on Key's financial results and to expose those results to potentially greater volatility. These policies apply to areas of relatively greater business importance, or require management to exercise judgment, and to make assumptions and estimates that affect amounts reported in the financial statements. Because these assumptions and estimates are based on current circumstances, they may change over time or prove to be inaccurate.

Key relies heavily on the use of judgment, assumptions and estimates in a number of important areas, including accounting for the allowance for loan losses; loan securitizations; contingent liabilities, guarantees and income taxes; derivatives and related hedging activities; principal investments; goodwill; and pension and other postretirement obligations. A brief discussion of each of these areas appears on pages 20 through 22 of Key's 2006 Annual Report to Shareholders.

During the first six months of 2007, there were no significant changes in the manner in which Key's critical accounting policies were applied or in which related assumptions and estimates were developed. Additionally, no new critical accounting policies were adopted.

Highlights of Key's Performance**Financial performance**

Key's second quarter income from continuing operations was \$337 million, or \$.85 per diluted common share. This compares to income from continuing operations of \$303 million, or \$.74 per share, for the second quarter of 2006, and \$358 million, or \$.89 per share, for the first quarter of 2007. Key's income from continuing operations for the first six months of 2007 was \$695 million, or \$1.74 per diluted common share. This compares to income from continuing operations before the cumulative effect of an accounting change of \$577 million, or \$1.40 per share, for the first half of 2006.

Net income totaled \$334 million, or \$.84 per diluted common share, for the second quarter of 2007, compared to net income of \$308 million, or \$.75 per share, for the second quarter of 2006 and \$350 million, or \$.87 per share, for the first quarter of 2007. Key's net income for the first half of 2007 was \$684 million, or \$1.71 per diluted common share, compared to \$597 million, or \$1.45 per share, for the same period last year.

Figure 1 shows Key's continuing and discontinued operating results and related performance ratios for comparative quarters and for the six-month periods ended June 30, 2007 and 2006. Key's financial performance for each of the past five quarters and the six-month periods ended June 30, 2007 and 2006, is summarized in Figure 3 on page 40.

Table of Contents**Figure 1. Results of Operations**

<i>in millions, except per share amounts</i>	Three months ended			Six months ended	
	6-30-07	3-31-07	6-30-06	6-30-07	6-30-06
SUMMARY OF OPERATIONS					
Income from continuing operations before cumulative effect of accounting change	\$ 337	\$ 358	\$ 303	\$ 695	\$ 577
(Loss) income from discontinued operations, net of taxes	(3)	(8)	5	(11)	15
Cumulative effect of accounting change, net of taxes					5
Net income	\$ 334	\$ 350	\$ 308	\$ 684	\$ 597
PER COMMON SHARE ASSUMING DILUTION					
Income from continuing operations before cumulative effect of accounting change	\$.85	\$.89	\$.74	\$ 1.74	\$ 1.40
(Loss) income from discontinued operations	(.01)	(.02)	.01	(.03)	.04
Cumulative effect of accounting change					.01
Net income	\$.84	\$.87	\$.75	\$ 1.71	\$ 1.45
PERFORMANCE RATIOS					
From continuing operations:					
Return on average total assets	1.45%	1.58%	1.33%	1.51%	1.29%
Return on average equity	17.66	19.06	15.85	18.35	15.40
From consolidated operations:					
Return on average total assets	1.43%	1.54%	1.32%	1.49%	1.29%
Return on average equity	17.50	18.63	16.11	18.06	15.80

As shown in Figure 2, the comparability of Key's income from continuing operations for comparative quarters is affected by several significant items, certain of which were the result of strategic actions described below that were taken to improve Key's business mix and to reposition the balance sheet.

Figure 2. Significant Items Affecting the Comparability of Earnings

<i>in millions, except per share amounts</i>	Second Quarter 2007		First Quarter 2007		Second Quarter 2006	
	Pre-tax Amount	After-tax Amount	Pre-tax Amount	After-tax Amount	Pre-tax Amount	After-tax Amount
INCOME FROM CONTINUING OPERATIONS GAAP BASIS	\$ 467	\$ 337	\$ 505	\$ 358	\$ 428	\$ 303
Significant items:						
McDonald Investments branch network ^a	7	4	(159)	(99)	8	5

Gains related to MasterCard Incorporated shares	(40)	(25)			(9)	(6)
Litigation reserve	42	26				
Gain from settlement of automobile residual value insurance litigation			(26)	(17)		
Loss from repositioning of securities portfolio			49	31		

INCOME FROM CONTINUING OPERATIONS	ADJUSTED BASIS	\$ 476	\$ 342	\$ 369	\$ 273	\$ 427	\$ 302
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**PER COMMON SHARE
ASSUMING DILUTION**

Income from continuing operations GAAP basis	N/M	\$.85	N/M	\$.89	N/M	\$.74
Income from continuing operations adjusted basis	N/M	.86	N/M	.68	N/M	.74

(a) Represents the financial effect of the McDonald Investments branch network, including a gain of \$171 million (\$107 million after tax) from the February 9, 2007, sale of that network.

N/M = Not Meaningful

GAAP = U.S. generally accepted accounting principles

During the first quarter of 2007, Key completed the previously announced sales of the McDonald Investments branch network and the Champion Mortgage loan origination platform. Both transactions are consistent with Key's strategy of focusing on core relationship businesses and exiting those areas in which it does not have either the scale or opportunity to build profitable client relationships.

During the same period, Key repositioned the securities portfolio in response to changing market conditions.

Management expects this change to enhance Key's future financial performance, particularly in the event of a decline in interest rates. For more detailed information regarding the repositioning and composition of the securities portfolio, see the section entitled "Securities," which begins on page 56.

Key's top four priorities for 2007 are to profitably grow revenue, institutionalize a culture of compliance and accountability, maintain a strong credit culture and improve operating leverage so that revenue growth outpaces expense growth. During the second quarter:

• Key's noninterest income rose by \$104 million from the second quarter of 2006. Significant increases in net gains from both principal investing, and loan securitizations and sales, along with higher revenue from several other fee-based businesses drove the improvement. In addition, results for the current quarter

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include a \$40 million gain related to the sale of MasterCard Incorporated shares, compared to a \$9 million gain recorded in the second quarter of 2006. Net interest income decreased by \$20 million from the year-ago quarter as tighter interest rate spreads on both loans and deposits more than offset the positive effect of a 3% increase in average earning assets.

- .. The Comptroller of the Currency and the Federal Reserve Bank of Cleveland removed the regulatory agreements with Key. Additional information pertaining to this positive development is included in the section entitled Operational risk management on page 71.
- .. Asset quality remained solid. The level of nonperforming loans was essentially unchanged from one year ago. Although net loan charge-offs were up, performance in this area is still good compared to historical measures.
- .. Key continued to manage expenses effectively. Excluding the \$42 million charge for litigation in the second quarter of 2007, Key's total noninterest expense decreased by 3% from the second quarter of 2006, largely as a result of the sale of the McDonald Investments branch network.
- .. Further, Key continues to effectively manage its equity capital through dividends paid to shareholders, share repurchases, and investing in its businesses. During the second quarter, Key repurchased 6.0 million of its common shares. At June 30, 2007, Key's tangible equity to tangible assets ratio was 6.89%.

The primary reasons that Key's revenue and expense components changed from those reported for the three- and six-month periods ended June 30, 2006, are reviewed in greater detail throughout the remainder of the Management's Discussion & Analysis section.

Financial outlook

Since Key's July 17, 2007, release of its second quarter 2007 results, the financial markets have shown extraordinary volatility, particularly in the fixed income markets. Key participates in these markets primarily through business conducted by its National Banking group and through its principal investing activities. In light of uncertainty with regard to the period of time over which the market volatility will continue and whether the level of volatility will increase or decrease, management is unable to estimate the full impact of these financial market conditions on Key's results for the remainder of the year. Based on these current market conditions and the potential impact to Key's financial results, earnings per common share for the last six months of 2007 could be at or below the lower end of the \$1.50 to \$1.60 range provided in Key's July 17, 2007, Current Report on Form 8-K. Key's expectations for the second half of 2007 with regard to certain other financial performance measures include:

- .. a net interest margin in the mid 3.40% range;
- .. low- to mid-single digit percentage increases in loans and core deposits;
- .. net loan charge-offs in the range of .30% to .40% of average loans; and
- .. an effective tax rate of approximately 32% on a taxable-equivalent basis.

Strategic developments

Key has taken a number of specific actions during 2007 and 2006 to support its corporate strategy.

- .. On July 27, 2007, Key entered into an agreement to acquire U.S.B. Holding Co., Inc. (U.S.B.), the holding company for Union State Bank, a state-chartered commercial bank headquartered in Orangeburg, New York, with 31 branches. U.S.B. has assets of approximately \$3 billion and deposits of approximately \$2 billion. This acquisition will expand Key's presence in markets both within and contiguous to its current operations in the Hudson Valley. See Note 3 (Acquisitions and Divestitures), which begins on page 11, for more information pertaining to this pending acquisition.
- .. On February 9, 2007, McDonald Investments Inc., a wholly-owned subsidiary of KeyCorp, sold its branch network, which included approximately 570 financial advisors and field support staff, and certain fixed assets. Key has retained the corporate and institutional businesses, including Institutional Equities and Equity Research, Debt Capital Markets and Investment Banking. In addition, KBNA continues to operate the Wealth Management, Trust and Private Banking businesses. On April 16, 2007, Key renamed its registered broker/dealer through which its corporate and institutional investment banking and securities businesses operate. The new name is KeyBanc Capital Markets Inc.

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- .. On November 29, 2006, Key sold the nonprime mortgage loan portfolio held by the Champion Mortgage finance business. Key completed the sale of the Champion loan origination platform on February 28, 2007.
- .. On April 1, 2006, Key broadened its asset management product line by acquiring Austin Capital Management, Ltd., an investment firm headquartered in Austin, Texas with approximately \$900 million in assets under management at the date of acquisition. Austin specializes in selecting and managing hedge fund investments for its principally institutional customer base.

Figure 3. Selected Financial Data

<i>Dollars in millions, except per share amounts</i>	2007		2006			Six months ended June 30,	
	Second	First	Fourth	Third	Second	2007	2006
FOR THE PERIOD							
Interest income	\$ 1,395	\$ 1,368	\$ 1,413	\$ 1,389	\$ 1,327	\$ 2,763	\$ 2,578
Interest expense	709	689	701	684	623	1,398	1,180
Net interest income	686	679	712	705	704	1,365	1,398
Provision for loan losses	53	44	53	35	23	97	62
Noninterest income	649	654	558	543	545	1,303	1,026
Noninterest expense	815	784	809	790	798	1,599	1,550
Income from continuing operations before income taxes and cumulative effect of accounting change	467	505	408	423	428	972	812
Income from continuing operations before cumulative effect of accounting change	337	358	311	305	303	695	577
(Loss) income from discontinued operations, net of taxes	(3)	(8)	(165)	7	5	(11)	15
Income before cumulative effect of accounting change	334	350	146	312	308	684	592
Net income	334	350	146	312	308	684	597
PER COMMON SHARE							
Income from continuing operations before cumulative effect of accounting change	\$.86	\$.90	\$.77	\$.76	\$.75	\$ 1.76	\$ 1.42
(Loss) income from discontinued operations	(.01)	(.02)	(.41)	.02	.01	(.03)	.04
Income before cumulative effect of accounting change	.85	.88	.36	.77	.76	1.73	1.46
Net income	.85	.88	.36	.77	.76	1.73	1.47
Income from continuing operations before cumulative effect of accounting change assuming dilution	.85	.89	.76	.74	.74	1.74	1.40
(Loss) income from discontinued operations assuming dilution	(.01)	(.02)	(.40)	.02	.01	(.03)	.04
Income before cumulative effect of accounting change assuming dilution	.84	.87	.36	.76	.75	1.71	1.44
Net income assuming dilution	.84	.87	.36	.76	.75	1.71	1.45
Cash dividends declared	.365	.365	.345	.345	.345	.73	.69
Book value at period end	19.78	19.57	19.30	19.73	19.21	19.78	19.21
Market price:							

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High	38.96	39.90	38.63	38.15	38.31	39.90	38.31
Low	34.15	35.94	35.73	34.48	34.24	34.15	32.68
Close	34.33	37.47	38.03	37.44	35.68	34.33	35.68
Weighted-average common shares outstanding (000)	392,045	397,875	402,329	403,780	404,528	394,944	405,949
Weighted-average common shares and potential common shares outstanding (000)	396,918	403,478	407,828	409,428	410,559	400,180	411,842
PERIOD END							
Loans	\$ 66,692	\$ 65,711	\$ 65,826	\$ 65,551	\$ 67,408	\$ 66,692	\$ 67,408
Earning assets	82,328	81,263	80,090	83,132	81,737	82,328	81,737
Total assets	94,076	93,219	92,337	96,155	94,794	94,076	94,794
Deposits	60,599	59,773	59,116	61,429	60,838	60,599	60,838
Long-term debt	12,581	13,061	14,533	13,654	14,050	12,581	14,050
Shareholders equity	7,701	7,719	7,703	7,947	7,737	7,701	7,737
PERFORMANCE RATIOS							
From continuing operations:							
Return on average total assets	1.45%	1.58%	1.33%	1.31%	1.33%	1.51%	1.29%
Return on average equity	17.66	19.06	15.63	15.52	15.85	18.35	15.40
Net interest margin (taxable equivalent)	3.46	3.50	3.66	3.61	3.68	3.48	3.70
From consolidated operations:							
Return of average total assets	1.43%	1.54%	.61%	1.30%	1.32%	1.49%	1.29%
Return of average equity	17.50	18.63	7.34	15.88	16.11	18.06	15.80
Net interest margin (taxable equivalent)	3.46	3.51	3.69	3.63	3.69	3.49	3.73
CAPITAL RATIOS AT PERIOD END							
Equity to assets	8.19%	8.28%	8.34%	8.26%	8.16%	8.19%	8.16%
Tangible equity to tangible assets	6.89	6.97	7.01	6.81	6.68	6.89	6.68
Tier 1 risk-based capital	8.14	8.15	8.24	8.02	7.90	8.14	7.90
Total risk-based capital	12.15	12.20	12.43	12.13	12.08	12.15	12.08
Leverage	9.11	9.17	8.98	8.89	8.82	9.11	8.82
TRUST AND BROKERAGE ASSETS							
Assets under management	\$ 85,592	\$ 82,388	\$ 84,699	\$ 84,060	\$ 80,349	\$ 85,592	\$ 80,349
Nonmanaged and brokerage assets	33,485	32,838	56,292	55,221	57,682	33,485	57,682
OTHER DATA							
Average full-time equivalent employees	18,888	19,801	20,100	20,264	19,931	19,342	19,813
Branches	954	950	950	949	946	954	946

Table of Contents**Line of Business Results**

This section summarizes the financial performance and related strategic developments of Key's two major business groups: Community Banking and National Banking. To better understand this discussion, see Note 4 (Line of Business Results), which begins on page 13. Note 4 describes the products and services offered by each of these business groups, provides more detailed financial information pertaining to the groups and their respective lines of business, and explains Other Segments and Reconciling Items.

Figure 4 summarizes the contribution made by each major business group to Key's taxable-equivalent revenue and income from continuing operations for the three- and six-month periods ended June 30, 2007 and 2006. Key's line of business results for each of these periods reflect a new organizational structure that took effect January 1, 2007.

Figure 4. Major Business Groups Taxable-Equivalent Revenue and Income from Continuing Operations

<i>dollars in millions</i>	Three months ended				Six months ended			
	June 30, 2007	2006	Change Amount	Change Percent	June 30, 2007	2006	Change Amount	Change Percent
REVENUE FROM CONTINUING OPERATIONS (TE)								
^a								
Community Banking	\$ 624	\$ 672	\$ (48)	(7.1)%	\$ 1,424	\$ 1,321	\$ 103	7.8%
National Banking	630	596	34	5.7	1,235	1,179	56	4.7
Other Segments	92	21	71	338.1	72	14	58	414.3
Total Segments	1,346	1,289	57	4.4	2,731	2,514	217	8.6
Reconciling Items	9	(18)	27	N/M	(22)	(40)	18	45.0
Total	\$ 1,355	\$ 1,271	\$ 84	6.6%	\$ 2,709	\$ 2,474	\$ 235	9.5%
INCOME FROM CONTINUING OPERATIONS ^a								
Community Banking	\$ 97	\$ 100	\$ (3)	(3.0)%	\$ 294	\$ 203	\$ 91	44.8%
National Banking	169	176	(7)	(4.0)	331	348	(17)	(4.9)
Other Segments	49	19	30	157.9	41	19	22	115.8
Total Segments	315	295	20	6.8	666	570	96	16.8
Reconciling Items	22	8	14	175.0	29	7	22	314.3
Total	\$ 337	\$ 303	\$ 34	11.2%	\$ 695	\$ 577	\$ 118	20.5%

(a) Community Banking results for the first quarter of 2007 include a

\$171 million
(\$107 million
after tax) gain
from the
February 9 sale
of the
McDonald
Investments
branch network.
See Note 3
(Acquisitions
and
Divestitures),
which begins on
page 11, for
more
information
pertaining to
this transaction.

National
Banking results
for the first
quarter of 2007
include a
\$26 million
(\$17 million
after tax) gain
from the
settlement of the
residual value
insurance
litigation.

Other Segments
results for the
second quarter
of 2007 include
a \$26 million
(\$16 million
after tax) charge
for litigation.
This charge and
the litigation
charge referred
to in the
comment related
to Reconciling
Items below
comprise the
\$42 million

charge recorded in connection with the Honsador litigation disclosed in Note 13 (Contingent Liabilities and Guarantees), which begins on page 28. Results for the first quarter of 2007 include a \$49 million (\$31 million after tax) loss from the repositioning of the securities portfolio.

Reconciling Items for the second quarter of 2007 and 2006 include gains of \$40 million (\$25 million after tax) and \$9 million (\$6 million after tax), respectively, related to MasterCard Incorporated shares. Results for the second quarter of 2007 also include a \$16 million (\$10 million after tax) charge for litigation.

TE = Taxable
Equivalent, N/M =
Not Meaningful

Community Banking summary of operations

As shown in Figure 5, net income for Community Banking was \$97 million for the second quarter of 2007, compared to \$100 million for the year-ago quarter. Decreases in both net interest income and noninterest income were offset in part by a decline in noninterest expense. The provision for loan losses was essentially unchanged.

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Taxable-equivalent net interest income decreased by \$16 million, or 4%, from the second quarter of 2006. The decrease was attributable to a reduction in, and a tighter interest rate spread on, average earning assets, along with a shift from NOW and money market deposit accounts to higher-cost certificates of deposit. Also, as part of the February 2007 sale of the McDonald Investments branch network, Key transferred approximately \$1.3 billion of NOW and money market deposit accounts to the buyer. McDonald Investments NOW and money market deposit accounts averaged \$1.5 billion for the second quarter of 2006.

Noninterest income decreased by \$32 million, or 14%, from the year-ago quarter, due primarily to a reduction in brokerage income caused by the McDonald Investments sale. This reduction was partially offset by an increase in service charges on deposit accounts.

Noninterest expense declined by \$43 million, or 9%. Lower personnel costs and decreases in certain other costs associated with the McDonald Investments branch network accounted for most of the improvement.

Figure 5. Community Banking

<i>dollars in millions</i>	Three months ended				Six months ended				
	June 30, 2007	2006	Change Amount	Change Percent	June 30, 2007	2006	Change Amount	Change Percent	
SUMMARY OF OPERATIONS									
Net interest income (TE)	\$ 420	\$ 436	\$ (16)	(3.7)%	\$ 838	\$ 865	\$ (27)	(3.1)%	
Noninterest income	204	236	(32)	(13.6)	586 ^a	456	130	28.5	
Total revenue (TE)	624	672	(48)	(7.1)	1,424	1,321	103	7.8	
Provision for loan losses	21	21			36	49	(13)	(26.5)	
Noninterest expense	448	491	(43)	(8.8)	917	947	(30)	(3.2)	
Income before income taxes (TE)	155	160	(5)	(3.1)	471	325	146	44.9	
Allocated income taxes and TE adjustments	58	60	(2)	(3.3)	177	122	55	45.1	
Net income	\$ 97	\$ 100	\$ (3)	(3.0)%	\$ 294	\$ 203	\$ 91	44.8%	
Percent of consolidated income from continuing operations	29%	33%	N/A	N/A	42%	35%	N/A	N/A	
AVERAGE BALANCES									
Loans and leases	\$ 26,551	\$ 26,830	\$ (279)	(1.0)%	\$ 26,489	\$ 26,798	\$ (309)	(1.2)%	
Total assets	29,291	29,918	(627)	(2.1)	29,266	29,868	(602)	(2.0)	
Deposits	46,171	46,675	(504)	(1.1)	46,375	46,255	120	.3	

(a) Community Banking results for the first quarter of 2007 include a \$171 million (\$107 million after tax) gain

from the
February 9 sale
of the
McDonald
Investments
branch network.
See Note 3
(Acquisitions
and
Divestitures),
which begins on
page 11, for
more
information
pertaining to
this transaction.

TE = Taxable
Equivalent, N/A =
Not Applicable

ADDITIONAL COMMUNITY BANKING DATA

<i>Amounts in millions</i>	Three months ended				Six months ended				
	June 30,		Change		June 30,		Change		
	2007	2006	Amount	Percent	2007	2006	Amount	Percent	
AVERAGE DEPOSITS OUTSTANDING									
NOW and money market deposit accounts	\$ 18,996	\$ 20,786	\$ (1,790)	(8.6)%	\$ 19,317	\$ 20,515	\$ (1,198)	(5.8)%	
Savings deposits	1,619	1,737	(118)	(6.8)	1,618	1,737	(119)	(6.9)	
Certificates of deposits (\$100,000 or more)	4,709	4,010	699	17.4	4,643	3,983	660	16.6	
Other time deposits	12,038	11,437	601	5.3	12,044	11,358	686	6.0	
Deposits in foreign office	1,046	634	412	65.0	1,003	578	425	73.5	
Noninterest-bearing deposits	7,763	8,071	(308)	(3.8)	7,750	8,084	(334)	(4.1)	
Total deposits	\$ 46,171	\$ 46,675	\$ (504)	(1.1)%	\$ 46,375	\$ 46,255	\$ 120	.3%	
AVERAGE EQUITY LOANS									
Average balance	\$ 9,660	\$ 10,107							
Weighted-average loan-to-value ratio	70%	70%							
Percent first lien positions	58	60							
OTHER DATA									
Per-line households/household penetration	711,254 / 54%	639,444 / 52%							
Branches	954	946							
Automated teller machines	1,450	2,120							

Table of Contents**National Banking summary of continuing operations**

As shown in Figure 6, income from continuing operations for National Banking was \$169 million for the second quarter of 2007, compared to \$176 million for the same period last year. Increases in the provision for loan losses and noninterest expense accounted for the reduction, and more than offset an increase in noninterest income. Net interest income was essentially unchanged from the year-ago quarter.

Taxable-equivalent net interest income decreased by less than \$1 million from the second quarter of 2006. The adverse effect of a tighter interest rate spread on average earning assets was offset by the growth in average loans and deposits.

The provision for loan losses rose by \$30 million, reflecting a higher level of net loan charge-offs.

Noninterest income was up \$35 million, or 14%. The growth was attributable to a significant increase in net gains from loan securitizations and sales, along with higher income from operating leases, and trust and investment services. Noninterest expense grew by \$15 million, or 5%, due primarily to higher costs associated with operating leases.

Figure 6. National Banking

<i>dollars in millions</i>	Three months ended				Six months ended			
	June 30,		Change		June 30,		Change	
	2007	2006	Amount	Percent	2007	2006	Amount	Percent
SUMMARY OF OPERATIONS								
Net interest income (TE)	\$ 348	\$ 349	\$ (1)	(.3)%	\$ 688	\$ 695	\$ (7)	(1.0)%
Noninterest income	282	247	35	14.2	547 ^a	484	63	13.0
Total revenue (TE)	630	596	34	5.7	1,235	1,179	56	4.7
Provision for loan losses	32	2	30	N/M	61	13	48	369.2
Noninterest expense	328	313	15	4.8	644	612	32	5.2
Income from continuing operations before income taxes (TE)	270	281	(11)	(3.9)	530	554	(24)	(4.3)
Allocated income taxes and TE adjustments	101	105	(4)	(3.8)	199	206	(7)	(3.4)
Income from continuing operations (Loss) income from discontinued operations, net of taxes	169	176	(7)	(4.0)	331	348	(17)	(4.9)
	(3)	5	(8)	N/M	(11)	15	(26)	N/M
Net income	\$ 166	\$ 181	\$ (15)	(8.3)%	\$ 320	\$ 363	\$ (43)	(11.8)%
Percent of consolidated income from continuing operations	50%	58%	N/A	N/A	48%	60%	N/A	N/A

**AVERAGE
BALANCES FROM
CONTINUING
OPERATIONS**

Loans and leases	\$ 39,348	\$ 37,730	\$ 1,618	4.3%	\$ 39,110	\$ 37,390	\$ 1,720	4.6%
Loans held for sale	4,377	3,821	556	14.6	4,148	3,752	396	10.6
Total assets	49,639	47,682	1,957	4.1	49,063	47,237	1,826	3.9
Deposits	12,036	10,633	1,403	13.2	11,636	10,294	1,342	13.0

(a) National Banking results for the first quarter of 2007 include a \$26 million (\$17 million after tax) gain from the settlement of the residual value insurance litigation.

TE = Taxable
Equivalent, N/A =
Not Applicable, N/M
= Not Meaningful

Other Segments

Other segments consist of Corporate Treasury and Key s Principal Investing unit. These segments generated net income of \$49 million for the second quarter of 2007, up from \$19 million for the same period last year.

Table of Contents**Results of Operations****Net interest income**

One of Key's principal sources of revenue is net interest income. Net interest income is the difference between interest income received on earning assets (such as loans and securities) and loan-related fee income, and interest expense paid on deposits and borrowings. There are several factors that affect net interest income, including:

- the volume, pricing, mix and maturity of earning assets and interest-bearing liabilities;
- the volume and value of net free funds, such as noninterest-bearing deposits and equity capital;
- the use of derivative instruments to manage interest rate risk;
- interest rate fluctuations and competitive conditions within the marketplace; and
- asset quality.

To make it easier to compare results among several periods and the yields on various types of earning assets (some taxable, some not), we present net interest income in this discussion on a taxable-equivalent basis (i.e., as if it were all taxable and at the same rate). For example, \$100 of tax-exempt income would be presented as \$154, an amount that if taxed at the statutory federal income tax rate of 35% would yield \$100.

Figure 7, which spans pages 46 and 47, shows the various components of Key's balance sheet that affect interest income and expense, and their respective yields or rates over the past five quarters. This figure also presents a reconciliation of taxable-equivalent net interest income for each of those quarters to net interest income reported in accordance with GAAP.

Taxable-equivalent net interest income was \$706 million for the second quarter of 2007, compared to \$726 million for the year-ago quarter. The net interest margin, which is an indicator of the profitability of the earning assets portfolio, is calculated by dividing net interest income by average earning assets. Key's net interest margin declined by 22 basis points from the second quarter of 2006 to 3.46% for the second quarter of 2007. A basis point is equal to one one-hundredth of a percentage point, meaning 22 basis points equal .22%.

The reductions in net interest income and the net interest margin were due primarily to tighter interest rate spreads on both loans and deposits, reflecting the continuation of competitive pricing, and a shift from NOW and money market deposit accounts to higher-cost certificates of deposit. Additionally, as part of the February 2007 sale of the McDonald Investments branch network, Key transferred approximately \$1.3 billion of NOW and money market deposit accounts to the buyer. McDonald Investments' NOW and money market deposit accounts averaged \$1.5 billion for the second quarter of 2006. The decrease in the net interest margin was moderated by the impact of a 7% rise in the volume of noninterest-bearing funds. The growth in these funds added approximately 12 basis points to the net interest margin. Average earning assets for the second quarter of 2007 totaled \$81.6 billion, which was \$2.6 billion, or 3%, higher than the second quarter 2006 level. Increases in commercial loans, commercial mortgage loans held for sale and securities available for sale drove the growth.

Since December 31, 2005, the growth and composition of Key's earning assets have been affected by the following loan sales, most of which came from the held-for-sale portfolio:

- Key sold commercial mortgage loans of \$1.8 billion (\$238 million through a securitization) during the first six months of 2007 and \$2.6 billion during all of 2006. Since some of these loans have been sold with limited recourse (i.e., there is a risk that Key will be held accountable for certain events or representations made in the sales agreements), Key established and has maintained a loss reserve in an amount estimated by management to be appropriate. More information about the related recourse agreement is provided in Note 13 (Contingent Liabilities and Guarantees) under the heading Recourse agreement with Federal National Mortgage Association on page 29.

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- .. Key sold education loans of \$179 million during the first six months of 2007 and \$1.4 billion (\$1.1 billion through a securitization) during all of 2006. Key uses the securitization market for education loans to diversify funding sources.
- .. Key sold other loans totaling \$695 million during the first half of 2007 and \$3.2 billion during all of 2006. This included the fourth quarter 2006 sale of the \$2.5 billion nonprime mortgage loan portfolio held by the Champion Mortgage finance business. The Champion business no longer fit strategically with Key's longer-term business goals and continued focus on Community Banking and relationship-oriented businesses.

Table of Contents**Figure 7. Average Balance Sheets, Net Interest Income and Yields/Rates
From Continuing Operations**

<i>dollars in millions</i>	Second Quarter 2007			First Quarter 2007		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
ASSETS						
Loans ^{a,b}						
Commercial, financial and agricultural	\$ 21,856	\$ 401	7.36%	\$ 21,562	\$ 392	7.38%
Real estate commercial mortgage	8,565	165	7.75	8,426	163	7.83
Real estate construction	8,243	167	8.09	8,227	166	8.20
Commercial lease financing	10,096	142	5.62	10,094	146	5.78
Total commercial loans	48,760	875	7.19	48,309	867	7.26
Real estate residential	1,472	24	6.57	1,444	24	6.60
Home equity	10,752	193	7.22	10,706	191	7.22
Consumer direct	1,370	37	10.64	1,450	36	10.15
Consumer indirect	3,961	67	6.76	3,760	64	6.79
Total consumer loans	17,555	321	7.33	17,360	315	7.32
Total loans	66,315	1,196	7.23	65,669	1,182	7.28
Loans held for sale	4,415	82	7.50	3,940	75	7.70
Investment securities ^a	39		6.72	39	1	7.21
Securities available for sale ^c	7,793	106	5.45	7,548	100	5.27
Short-term investments	1,484	16	4.19	1,607	18	4.55
Other investments ^c	1,541	15	3.68	1,400	13	3.65
Total earning assets	81,587	1,415	6.95	80,203	1,389	6.99
Allowance for loan losses	(942)			(942)		
Accrued income and other assets	12,767			12,835		
Total assets	\$ 93,412			\$ 92,096		
LIABILITIES AND SHAREHOLDERS EQUITY						
NOW and money market deposit accounts	\$ 22,953	179	3.14	\$ 23,424	177	3.06
Savings deposits	1,633	1	.19	1,629	1	.19
Certificates of deposit (\$100,000 or more) ^d	6,237	79	5.03	6,151	76	5.03
Other time deposits	12,047	141	4.70	12,063	138	4.64

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Deposits in foreign office ^e	3,600	47	5.20	3,258	41	5.12
Total interest-bearing deposits	46,470	447	3.85	46,525	433	3.77
Federal funds purchased and securities sold under repurchase agreements ^e	4,748					