

FLOATING RATE NOTES ONLY

BASE RATE:

- | | | | |
|-------------------------------------|-----------------------|--------------------------|----------------------------------|
| <input type="checkbox"/> | CD Rate | <input type="checkbox"/> | Treasury Rate |
| <input type="checkbox"/> | Commercial Paper Rate | <input type="checkbox"/> | CMT Rate |
| <input type="checkbox"/> | Federal Funds Rate | <input type="checkbox"/> | 11th District Cost of Funds Rate |
| <input checked="" type="checkbox"/> | LIBOR | <input type="checkbox"/> | Other (specify): |
| <input type="checkbox"/> | Prime Rate | | |

Initial Interest Rate: 3 month LIBOR on July 21, 2004 + 20 basis points

Interest Determination Date: Two London business days to each Interest Reset Date

Index Maturity: 3 month LIBOR

Interest Reset Period: Quarterly

Spread (Plus or minus): +20 basis points

Interest Reset Dates: Quarterly on the 23rd of January, April, July and October

Maximum Interest Rate: N/A

Interest Payment Dates: Quarterly on the 23rd of January, April, July, and October, 2004 through October 25, 2004

Minimum Interest Rate: N/A

Calculation Date: N/A

Total Amount of OID: N/A

Calculation Agent: KeyBank National Association

Yield to Maturity: N/A

Spread Multiplier: N/A

Initial Accrual Period OID and Designated Method: N/A

Tolerance Page: 3750

Other Terms (if any):

- AGENT:
- Citigroup Global Markets Inc.
 - Banc of America Securities LLC
 - Bear, Stearns & Co. Inc.
 - Credit Suisse First Boston Corporation
 - Deutsche Bank Securities Inc.
 - Goldman, Sachs & Co.
 - HSBC Securities (USA), Inc.
 - J.P. Morgan Securities Inc.
 - Lehman Brothers Inc.
 - KeyBanc Capital Markets, a division of McDonald Investments Inc.
 - Morgan Stanley & Co. Incorporated
 - UBS Securities LLC
 - Other: Wachovia Capital Securities, LLC

Agent's Discount or Commission: 0.175% (\$500,000)
 Trade Date: July 20, 2004
 Proceeds to KeyCorp: \$324,431,250

Acting as Agent Agent is acting as Agent for the sale of Notes by KeyCorp at a price of % of the principal amount

Acting as Principal Agent is purchasing Notes from KeyCorp as Principal for resale to investors and other purchasers at:

a fixed public offering price of % of the Principal amount

varying prices related to prevailing
market prices at the time of resale to
be determined by such Agent