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key:CommunityBankingMember 2018-04-01 2018-06-30 0000091576 us-gaap:OperatingSegmentsMember
key:CommunityBankingMember 2017-04-01 2017-06-30 0000091576 us-gaap:MaterialReconcilingItemsMember
2017-04-01 2017-06-30 0000091576 us-gaap:OperatingSegmentsMember us-gaap:AllOtherSegmentsMember
2018-04-01 2018-06-30 0000091576 us-gaap:OperatingSegmentsMember 2018-04-01 2018-06-30 0000091576
us-gaap:OperatingSegmentsMember us-gaap:AllOtherSegmentsMember 2017-04-01 2017-06-30 0000091576
us-gaap:OperatingSegmentsMember 2017-04-01 2017-06-30 0000091576 us-gaap:MaterialReconcilingItemsMember
2018-04-01 2018-06-30 0000091576 key:ServiceChargesOnDepositAccountsMember 2018-01-01 2018-06-30
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2018-01-01 2018-06-30 0000091576 us-gaap:OperatingSegmentsMember
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2018-01-01 2018-06-30 0000091576 us-gaap:OperatingSegmentsMember key:OtherNoninterestIncomeMember
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2018-06-30 0000091576 us-gaap:OperatingSegmentsMember key:InvestmentBankingAndDebtPlacementMember
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us-gaap:OperatingSegmentsMember key:ServiceChargesOnDepositAccountsMember
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Table of Contents

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, 2018

Commission File Number 001-11302

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 Number:**

127 Public Square, Cleveland, Ohio	**44114-1306**
Address of principal executive offices:	**Zip Code:**

(216) 689-3000
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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of

Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
Emerging growth company		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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	**1,052,036,090 shares**
Title of class	**Outstanding at July 31, 2018**

Table of Contents

KEYCORP
TABLE OF CONTENTS
PART I. FINANCIAL INFORMATION

		Page Number
Item 1.	Financial Statements	52
	Consolidated Balance Sheets	52
	Consolidated Statements of Income	53
	Consolidated Statements of Comprehensive Income	54
	Consolidated Statements of Changes in Equity	55
	Consolidated Statements of Cash Flows	56
	Notes to Consolidated Financial Statements (Unaudited)	57
	Note 1. Basis of Presentation and Accounting Policies	57
	Note 2. Earnings Per Common Share	60
	Note 3. Loan Portfolio	60
	Note 4. Asset Quality	60
	Note 5. Fair Value Measurements	69
	Note 6. Securities	76
	Note 7. Derivatives and Hedging Activities	78
	Note 8. Mortgage Servicing Assets	84
	Note 9. Variable Interest Entities	86
	Note 10. Income Taxes	87
	Note 11. Acquisitions, Divestiture, and Discontinued Operations	89
	Note 12. Securities Financing Activities	90
	Note 13. Employee Benefits	91
	Note 14. Trust Preferred Securities Issued by Unconsolidated Subsidiaries	91
	Note 15. Contingent Liabilities and Guarantees	92
	Note 16. Accumulated Other Comprehensive Income	95
	Note 17. Shareholders' Equity	96
	Note 18. Line of Business Results	96
	Note 19. Revenue from Contracts with Customers	100
	Report of Ernst & Young LLP, Independent Registered Public Accounting Firm	101

Table of Contents

Item 2.	Management’s Discussion & Analysis of Financial Condition & Results of Operations	4
	Introduction	4
	Terminology	4
	Forward-looking statements	5
	Selected financial data	7
	Long-term financial targets	9
	Strategic developments	10
	Demographics	10
	Supervision and regulation	11
	Results of Operations	17
	Earnings overview	17
	Net interest income	17
	Provision for credit losses	21
	Noninterest income	21
	Noninterest expense	23
	Income taxes	25
	Line of Business Results	25
	Key Community Bank summary of operations	26
	Key Corporate Bank summary of operations	27
	Other Segments	28
	Financial Condition	29
	Loans and loans held for sale	29
	Securities	33
	Deposits and other sources of funds	34
	Capital	35
	Risk Management	38
	Overview	38
	Market risk management	38
	Liquidity risk management	42
	Credit risk management	44
	Operational and compliance risk management	47
	Critical Accounting Policies and Estimates	49
	Accounting and Reporting Developments	49
	European Sovereign and Non-Sovereign Debt Exposures	51
Item 3.	Quantitative and Qualitative Disclosure about Market Risk	102
Item 4.	Controls and Procedures	102

PART II. OTHER INFORMATION

Item 1.	Legal Proceedings	102
Item 1A.	Risk Factors	102
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	102
Item 6.	Exhibits	103
	Signature	104

PART I. FINANCIAL INFORMATION

Item 2. Management's Discussion & Analysis of Financial Condition & Results of Operations

Introduction

This section reviews the financial condition and results of operations of KeyCorp and its subsidiaries for the quarterly and year-to-date periods ended June 30, 2018, and June 30, 2017. Some tables may include additional periods to comply with disclosure requirements or to illustrate trends in greater depth. When you read this discussion, you should also refer to the consolidated financial statements and related notes in this report. The page locations of specific sections and notes that we refer to are presented in the Table of Contents.

References to our "2017 Form 10-K" refer to our Form 10-K for the year ended December 31, 2017, which has been filed with the SEC and is available on its website (www.sec.gov) and on our website (www.key.com/ir).

Terminology

Throughout this discussion, references to "Key," "we," "our," "us," and similar terms refer to the consolidated entity consisting of KeyCorp and its subsidiaries. "KeyCorp" refers solely to the parent holding company, and "KeyBank" refers to KeyCorp's subsidiary bank, KeyBank National Association.

We want to explain some industry-specific terms at the outset so you can better understand the discussion that follows.

- We use the phrase ***continuing operations*** in this document to mean all of our businesses other than the education lending business and Austin. The education lending business and Austin have been accounted for as ***discontinued operations*** since 2009.
- Our ***exit loan portfolios*** are separate from our ***discontinued operations***. These portfolios, which are in a run-off mode, stem from product lines we decided to cease because they no longer fit with our corporate strategy. These exit loan portfolios are included in ***Other Segments.***
- We engage in ***capital markets activities*** primarily through business conducted by our Key Corporate Bank segment. These activities encompass a variety of products and services. Among other things, we trade securities as a dealer, enter into derivative contracts (both to accommodate clients' financing needs and to mitigate certain risks), and conduct transactions in foreign currencies (both to accommodate clients' needs and to benefit from fluctuations in exchange rates).
- For regulatory purposes, capital is divided into two classes. Federal regulations currently prescribe that at least one-half of a bank or BHC's ***total risk-based capital*** must qualify as ***Tier 1 capital***. 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. Banking regulators evaluate a component of Tier 1 capital, known as ***Common Equity Tier 1***, under the ***Regulatory Capital Rules***. The "Capital" section of this report under the heading "Capital adequacy" provides more information on total capital, Tier 1 capital, and the Regulatory Capital Rules, including Common Equity Tier 1, and describes how these measures are calculated.

The acronyms and abbreviations identified below are used in the Management's Discussion & Analysis of Financial Condition & Results of Operations as well as in the Notes to Consolidated Financial Statements (Unaudited). You may find it helpful to refer back to this page as you read this report.

ALCO: Asset/Liability Management Committee.
ALLL: Allowance for loan and lease losses.
A/LM: Asset/liability management.
AOCI: Accumulated other comprehensive income (loss).
APBO: Accumulated postretirement benefit obligation.
ASC: Accounting Standards Codification.
Austin: Austin Capital Management, Ltd.
BHCs: Bank holding companies.
Board: KeyCorp Board of Directors.
Cain Brothers: Cain Brothers & Company, LLC.
CCAR: Comprehensive Capital Analysis and Review.
CMBS: Commercial mortgage-backed securities.
CME: Chicago Mercantile Exchange.
CMO: Collateralized mortgage obligation.
Common Shares: KeyCorp common shares, $1 par value.
DIF: Deposit Insurance Fund of the FDIC.
Dodd-Frank Act: Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.
EBITDA: Earnings before interest, taxes, depreciation, and amortization.
EPS: Earnings per share.
ERISA: Employee Retirement Income Security Act of 1974.
ERM: Enterprise risk management.
EVE: Economic value of equity.
FASB: Financial Accounting Standards Board.
FDIC: Federal Deposit Insurance Corporation.
Federal Reserve: Board of Governors of the Federal Reserve System.
FHLB: Federal Home Loan Bank of Cincinnati.
FHLMC: Federal Home Loan Mortgage Corporation.
FICO: Fair Isaac Corporation.
First Niagara: First Niagara Financial Group, Inc.
FNMA: Federal National Mortgage Association, or Fannie Mae.
FSOC: Financial Stability Oversight Council.
GAAP: U.S. generally accepted accounting principles.
GNMA: Government National Mortgage Association, or Ginnie Mae.
HelloWallet: HelloWallet, LLC.
ISDA: International Swaps and Derivatives Association.
KBCM: KeyBanc Capital Markets, Inc.
KCC: Key Capital Corporation.
KCDC: Key Community Development Corporation.
KEF: Key Equipment Finance.
KMS: Key Merchant Services, LLC.
KPP: Key Principal Partners.
KREEC: Key Real Estate Equity Capital, Inc.
LCR: Liquidity coverage ratio.
LIBOR: London Interbank Offered Rate.
LIHTC: Low-income housing tax credit.
LTV: Loan-to-value.
Moody's: Moody's Investor Services, Inc.
MRM: Market Risk Management group.
N/A: Not applicable.
NASDAQ: The NASDAQ Stock Market LLC.
NAV: Net asset value.
N/M: Not meaningful.
NOW: Negotiable Order of Withdrawal.
NPR: Notice of proposed rulemaking.
NYSE: New York Stock Exchange.
OCC: Office of the Comptroller of the Currency.
OCI: Other comprehensive income (loss).
OREO: Other real estate owned.
OTTI: Other-than-temporary impairment.
PBO: Projected benefit obligation.
PCI: Purchased credit impaired.
S&P: Standard and Poor's Ratings Services, a Division of The McGraw-Hill Companies, Inc.
SEC: U.S. Securities and Exchange Commission.
Series A Preferred Stock: KeyCorp's 7.750% Noncumulative Perpetual Convertible Preferred Stock, Series A.
TCJ Act: Tax Cuts and Jobs Act.
TDR: Troubled debt restructuring.
TE: Taxable-equivalent.
U.S. Treasury: United States Department of the Treasury.
VaR: Value at risk.
VEBA: Voluntary Employee Beneficiary Association.
VIE: Variable interest entity.

KAHC: Key Affordable Housing Corporation.

Forward-looking statements

From time to time, we have made or will make forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements do not relate strictly to historical or current facts. Forward-looking statements usually can be identified by the use of words such as “goal,” “objective,” “plan,” “expect,” “assume,” “anticipate,” “intend,” “project,” “believe,” “estimate,” or other words of similar meaning. Forward-looking statements provide our current expectations or forecasts of future events, circumstances, results or aspirations. Our disclosures in this report contain forward-looking statements. We may also make forward-looking statements in other documents filed with or furnished to the SEC. In addition, we may make forward-looking statements orally to analysts, investors, representatives of the media, and others.

Forward-looking statements, by their nature, are subject to assumptions, risks, and uncertainties, many of which are outside of our control. Our actual results may differ materially from those set forth in our forward-looking statements. There is no assurance that any list of risks and uncertainties or risk factors is complete. Factors that could cause our actual results to differ from those described in forward-looking statements include, but are not limited to:

- deterioration of commercial real estate market fundamentals;
- defaults by our loan counterparties or clients;
- adverse changes in credit quality trends;
- declining asset prices;
- our concentrated credit exposure in commercial and industrial loans;
- the extensive regulation of the U.S. financial services industry;
- changes in accounting policies, standards, and interpretations;
- operational or risk management failures by us or critical third parties;
- breaches of security or failures of our technology systems due to technological or other factors and cybersecurity threats;
- negative outcomes from claims or litigation;
- failure or circumvention of our controls and procedures;
- the occurrence of natural or man-made disasters, conflicts, or terrorist attacks, or other adverse external events;
- evolving capital and liquidity standards under applicable regulatory rules;
- disruption of the U.S. financial system;
- our ability to receive dividends from our subsidiary, KeyBank;
- unanticipated changes in our liquidity position, including but not limited to, changes in our access to or the cost of funding and our ability to secure alternative funding sources;
- downgrades in our credit ratings or those of KeyBank;
- a reversal of the U.S. economic recovery due to financial, political or other shocks;
- our ability to anticipate interest rate changes and manage interest rate risk;
- deterioration of economic conditions in the geographic regions where we operate;
- the soundness of other financial institutions;
- tax reform and other changes in tax laws, including the impact of the TCJ Act;
- our ability to attract and retain talented executives and employees and to manage our reputational risks;
- our ability to timely and effectively implement our strategic initiatives;
- increased competitive pressure from banks and non-banks;
- our ability to adapt our products and services to industry standards and consumer preferences;
- unanticipated adverse effects of strategic partnerships or acquisitions and dispositions of assets or businesses;
- our ability to realize the anticipated benefits of the First Niagara merger; and
- our ability to develop and effectively use the quantitative models we rely upon in our business planning.

Any forward-looking statements made by us or on our behalf speak only as of the date they are made, and we do not undertake any obligation to update any forward-looking statement to reflect the impact of subsequent events or circumstances. Before making an investment decision, you should carefully consider all risks and uncertainties disclosed in our 2017 Form 10-K and any subsequent reports filed with the SEC by Key as well as our registration statements under the Securities Act of 1933, as amended, all of which are or will upon filing be accessible on the SEC’s website at www.sec.gov and on our website at www.key.com/ir.

Selected financial data

Our financial performance for each of the last five quarters is summarized in Figure 1.

Figure 1. Selected Financial Data

	2018		**2017**			**Six months ended June 30,**	
dollars in millions, except per share amounts	**Second**	**First**	**Fourth**	**Third**	**Second**	**2018**	**2017**
FOR THE PERIOD							
Interest income	**$1,205**	$1,137	$1,114	$1,109	$1,117	**$2,342**	$2,167
Interest expense	**226**	193	176	161	144	**419**	276
Net interest income	**979**	944	938	948	973	**1,923**	1,891
Provision for credit losses	**64**	61	49	51	66	**125**	129
Noninterest income	**660**	601	656	592	653	**1,261**	1,230
Noninterest expense	**993**	1,006	1,098	992	995	**1,999**	2,008
Income (loss) from continuing operations before income taxes	**582**	478	447	497	565	**1,060**	984
Income (loss) from continuing operations attributable to Key	**479**	416	195	363	407	**895**	731
Income (loss) from discontinued operations, net of taxes	**3**	2	1	1	5	**5**	5
Net income (loss) attributable to Key	**482**	418	196	364	412	**900**	736
Income (loss) from continuing operations attributable to Key common shareholders	**464**	402	181	349	393	**866**	689
Income (loss) from discontinued operations, net of taxes	**3**	2	1	1	5	**5**	5
Net income (loss) attributable to Key common shareholders	**467**	404	182	350	398	**871**	694
PER COMMON SHARE							
Income (loss) from continuing operations attributable to Key common shareholders	**$.44**	$.38	$.17	$.32	$.36	**$.82**	$.64
Income (loss) from discontinued operations, net of taxes	**—**	—	—	—	—	**—**	—
Net income (loss) attributable to Key common shareholders [a]	**.44**	.38	.17	.32	.37	**.82**	.64
Income (loss) from continuing operations attributable to Key common shareholders — assuming dilution	**.44**	.38	.17	.32	.36	**.81**	.63
Income (loss) from discontinued operations, net of taxes — assuming dilution	**—**	—	—	—	—	**—**	—
Net income (loss) attributable to Key common shareholders — assuming dilution [a]	**.44**	.38	.17	.32	.36	**.81**	.63
Cash dividends paid	**.12**	.105	.105	.095	.095	**.225**	.18
Book value at period end	**13.29**	13.07	13.09	13.18	13.02	**13.29**	13.02
Tangible book value at period end	**10.59**	10.35	10.35	10.52	10.40	**10.59**	10.40
Market price:							
High	**21.05**	22.40	20.58	19.48	19.10	**22.40**	19.53
Low	**18.72**	19.00	17.40	16.28	16.91	**18.72**	16.54
Close	**19.54**	19.55	20.17	18.82	18.74	**19.54**	18.74
Weighted-average common shares outstanding (000)	**1,052,652**	1,056,037	1,062,348	1,073,390	1,076,203	**1,054,378**	1,083,486
Weighted-average common shares and potential common shares outstanding (000) [b]	**1,065,793**	1,071,786	1,079,330	1,088,841	1,093,039	**1,068,939**	1,099,294
AT PERIOD END							
Loans	**$88,222**	$88,089	$86,405	$86,492	$86,503	**$88,222**	$86,503
Earning assets	**123,472**	122,961	123,490	122,625	121,243	**123,472**	121,243
Total assets	**137,792**	137,049	137,698	136,733	135,824	**137,792**	135,824
Deposits	**104,548**	104,751	105,235	103,446	102,821	**104,548**	102,821
Long-term debt	**13,853**	13,749	14,333	15,100	13,261	**13,853**	13,261
Key common shareholders' equity	**14,075**	13,919	13,998	14,224	14,228	**14,075**	14,228
Key shareholders' equity	**15,100**	14,944	15,023	15,249	15,253	**15,100**	15,253
PERFORMANCE RATIOS — FROM CONTINUING OPERATIONS							
Return on average total assets	**1.41** %	1.25 %	.57 %	1.07 %	1.23 %	**1.33** %	1.11 %
Return on average common equity	**13.29**	11.76	5.04	9.74	11.12	**12.53**	9.97
Return on average tangible common equity [c]	**16.73**	14.89	6.35	12.21	13.80	**15.82**	12.43

Net interest margin (TE)	**3.19**	3.15	3.09	3.15	3.30	**3.17**	3.21
Cash efficiency ratio [c]	**58.8**	62.9	66.7	62.2	59.3	**60.8**	62.4
PERFORMANCE RATIOS — FROM CONSOLIDATED OPERATIONS							
Return on average total assets	**1.40 %**	1.24 %	.57 %	1.06 %	1.23 %	**1.33 %**	1.11 %
Return on average common equity	**13.37**	11.82	5.07	9.77	11.26	**12.60**	10.04
Return on average tangible common equity [c]	**16.84**	14.97	6.39	12.25	13.98	**15.91**	12.52
Net interest margin (TE)	**3.17**	3.13	3.07	3.13	3.28	**3.15**	3.19
Loan-to-deposit [d]	**86.9**	86.9	84.4	86.2	87.2	**86.9**	87.2
CAPITAL RATIOS AT PERIOD END							
Key shareholders' equity to assets	**10.96 %**	10.90 %	10.91 %	11.15 %	11.23 %	**10.96 %**	11.23 %
Key common shareholders' equity to assets	**10.21**	10.16	10.17	10.40	10.48	**10.21**	10.48
Tangible common equity to tangible assets [c]	**8.32**	8.22	8.23	8.49	8.56	**8.32**	8.56
Common Equity Tier 1	**10.13**	9.99	10.16	10.26	9.91	**10.13**	9.91
Tier 1 risk-based capital	**10.95**	10.82	11.01	11.11	10.73	**10.95**	10.73
Total risk-based capital	**12.83**	12.73	12.92	13.09	12.64	**12.83**	12.64
Leverage	**9.87**	9.76	9.73	9.83	9.95	**9.87**	9.95
TRUST ASSETS							
Assets under management	**$ 39,663**	$ 39,003	$ 39,588	$ 38,660	$ 37,613	**$ 39,663**	$ 37,613
OTHER DATA							
Average full-time-equivalent employees	**18,376**	18,540	18,379	18,548	18,344	**18,458**	18,365
Branches	**1,177**	1,192	1,197	1,208	1,210	**1,177**	1,210

(a) EPS may not foot due to rounding.

(b) Assumes conversion of Common Share options and other stock awards as applicable.

(c) See Figure 2 entitled "GAAP to Non-GAAP Reconciliations," which presents the computations of certain financial measures related to "tangible common equity" and "cash efficiency." The table reconciles the GAAP performance measures to the corresponding non-GAAP measures, which provides a basis for period-to-period comparisons.

(d) Represents period-end consolidated total loans and loans held for sale divided by period-end consolidated total deposits.

Table of Contents

Figure 2 presents certain non-GAAP financial measures related to “tangible common equity,” “return on tangible common equity,” “pre-provision net revenue,” “cash efficiency ratio,” and “Common Equity Tier 1 under the Regulatory Capital Rules (estimates).”

The tangible common equity ratio and the return on tangible common equity ratio have been a focus for some investors, and management believes that these ratios may assist investors in analyzing Key’s capital position without regard to the effects of intangible assets and preferred stock. Since analysts and banking regulators may assess our capital adequacy using tangible common equity, we believe it is useful to enable investors to assess our capital adequacy on these same bases. Figure 2 reconciles the GAAP performance measures to the corresponding non-GAAP measures.

Figure 2 also shows the computation for and reconciliation of pre-provision net revenue, which is not formally defined by GAAP. We believe that eliminating the effects of the provision for credit losses makes it easier to analyze
our results by presenting them on a more comparable basis.

The cash efficiency ratio is a ratio of two non-GAAP performance measures. Accordingly, there is no directly comparable GAAP performance measure. The cash efficiency ratio excludes the impact of our intangible asset amortization from the calculation. We believe this ratio provides greater consistency and comparability between our results and those of our peer banks. Additionally, this ratio is used by analysts and investors as they develop earnings forecasts and peer bank analysis.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. Although these non-GAAP financial measures are frequently used by investors to evaluate a company, they have limitations as analytical tools, and should not be considered in isolation, nor as a substitute for analyses of results as reported under GAAP.

Figure 2. GAAP to Non-GAAP Reconciliations

	Three months ended					Six months ended	
dollars in millions	**6/30/2018**	**3/31/2018**	**12/31/2017**	**9/30/2017**	**6/30/2017**	**6/30/2018**	**6/30/2017**
Tangible common equity to tangible assets at period-end							
Key shareholders' equity (GAAP)	**$ 15,100**	$ 14,944	$ 15,023	$ 15,249	$ 15,253		
Less: Intangible assets (a)	**2,858**	2,902	2,928	2,870	2,866		
Preferred Stock (b)	**1,009**	1,009	1,009	1,009	1,009		
Tangible common equity (non-GAAP)	**$ 11,233**	$ 11,033	$ 11,086	$ 11,370	$ 11,378		
Total assets (GAAP)	**$ 137,792**	$ 137,049	$ 137,698	$ 136,733	$ 135,824		
Less: Intangible assets (a)	**2,858**	2,902	2,928	2,870	2,866		
Tangible assets (non-GAAP)	**$ 134,934**	$ 134,147	$ 134,770	$ 133,863	$ 132,958		
Tangible common equity to tangible assets ratio (non-GAAP)	**8.32** %	8.22 %	8.23 %	8.49 %	8.56 %		
Average tangible common equity							
Average Key shareholders' equity (GAAP)	**$ 15,032**	$ 14,889	$ 15,268	$ 15,241	$ 15,200	**$ 14,961**	$ 15,192
Less: Intangible assets (average) (c)	**2,883**	2,916	2,939	2,878	2,756	**2,899**	2,764
Preferred Stock (average)	**1,025**	1,025	1,025	1,025	1,025	**1,025**	1,251
Average tangible common equity (non-GAAP)	**$ 11,124**	$ 10,948	$ 11,304	$ 11,338	$ 11,419	**$ 11,037**	$ 11,177
Return on average tangible common equity from continuing operations							
Net income (loss) from continuing operations attributable to Key common shareholders (GAAP)	**$ 464**	$ 402	$ 181	$ 349	$ 393	**$ 866**	$ 689
Average tangible common equity (non-GAAP)	**11,124**	10,948	11,304	11,338	11,419	**11,037**	11,177
Return on average tangible common equity from continuing operations (non-GAAP)	**16.73** %	14.89 %	6.35 %	12.21 %	13.80 %	**15.82** %	12.43 %
Return on average tangible common equity consolidated							
Net income (loss) attributable to Key common shareholders (GAAP)	**$ 467**	$ 404	$ 182	$ 350	$ 398	**$ 871**	$ 694
Average tangible common equity (non-GAAP)	**11,124**	10,948	11,304	11,338	11,419	**11,037**	11,177
Return on average tangible common equity consolidated (non-GAAP)	**16.84** %	14.97 %	6.39 %	12.25 %	13.98 %	**15.91** %	12.52 %
Pre-provision net revenue							
Net interest income (GAAP)	**$ 979**	$ 944	$ 938	$ 948	$ 973	**$ 1,923**	$ 1,891
Plus: Taxable-equivalent adjustment	**8**	8	14	14	14	**16**	25
Noninterest income (GAAP)	**660**	601	656	592	653	**1,261**	1,230
Less: Noninterest expense (GAAP)	**993**	1,006	1,098	992	995	**1,999**	2,008
Pre-provision net revenue from continuing operations (non-GAAP)	**$ 654**	$ 547	$ 510	$ 562	$ 645	**$ 1,201**	$ 1,138
Cash efficiency ratio							
Noninterest expense (GAAP)	**$ 993**	$ 1,006	$ 1,098	$ 992	$ 995	**$ 1,999**	$ 2,008
Less: Intangible asset amortization	**25**	29	26	25	22	**54**	44
Adjusted noninterest expense (non-GAAP)	**$ 968**	$ 977	$ 1,072	$ 967	$ 973	**$ 1,945**	$ 1,964
Net interest income (GAAP)	**$ 979**	$ 944	$ 938	$ 948	$ 973	**$ 1,923**	$ 1,891
Plus: Taxable-equivalent adjustment	**8**	8	14	14	14	**16**	25
Noninterest income (GAAP)	**660**	601	656	592	653	**1,261**	1,230
Total taxable-equivalent revenue (non-GAAP)	**$ 1,647**	$ 1,553	$ 1,608	$ 1,554	$ 1,640	**$ 3,200**	$ 3,146
Cash efficiency ratio (non-GAAP)	**58.8** %	62.9 %	66.7 %	62.2 %	59.3 %	**60.8** %	62.4 %

	Three months ended June 30, 2018
Common Equity Tier 1 under the Regulatory Capital Rules (estimates)	
Common Equity Tier 1 under current Regulatory Capital Rules	**$ 12,398**
Adjustments from current Regulatory Capital Rules to the fully phased-in Regulatory Capital Rules:	
Deferred tax assets and other intangible assets [(d)]	—

Common Equity Tier 1 anticipated under the fully phased-in Regulatory Capital Rules [e]	**$ 12,398**
Net risk-weighted assets under current Regulatory Capital Rules	**$ 122,439**
Adjustments from current Regulatory Capital Rules to the fully phased-in Regulatory Capital Rules:	
Mortgage servicing assets [f]	**727**
Deferred tax assets	**346**
Total risk-weighted assets anticipated under the fully phased-in Regulatory Capital Rules [e]	**$ 123,512**
Common Equity Tier 1 ratio under the fully phased-in Regulatory Capital Rules [e]	**10.04 %**

[a] For the three months ended June 30, 2018, March 31, 2018, December 31, 2017, September 30, 2017, and June 30, 2017, intangible assets exclude $20 million, $23 million, $26 million, $30 million, and $33 million, respectively, of period-end purchased credit card receivables.

[b] Net of capital surplus.

[c] For the three months ended June 30, 2018, March 31, 2018, December 31, 2017, September 30, 2017, and June 30, 2017, average intangible assets exclude $21 million, $24 million, $28 million, $32 million, and $36 million, respectively, of average purchased credit card receivables. For the six months ended June 30, 2018, and June 30, 2017, average intangible assets exclude $23 million and $38 million, respectively, of average purchased credit card receivables.

[d] Includes the deferred tax assets subject to future taxable income for realization, primarily tax credit carryforwards, as well as intangible assets (other than goodwill and mortgage servicing assets) subject to the transition provisions of the final rule.

[e] The anticipated amount of regulatory capital and risk-weighted assets is based upon the federal banking agencies' Regulatory Capital Rules (as fully phased-in on January 1, 2019); we are subject to the Regulatory Capital Rules under the "standardized approach."

[f] Item is included in the 10%/15% exceptions bucket calculation and is risk-weighted at 250%.

Long-term financial targets

Our long-term financial targets are as follows:

- Generate positive operating leverage and a cash efficiency ratio in the range of 54.0% to 56.0%;
- Maintain a moderate risk profile by targeting a net loan charge-offs to average loans ratio in the range of .40% to .60%; and

- Achieve a return on tangible common equity ratio in the range of 15.00% to 18.00%.

Figure 3 shows the evaluation of our long-term financial targets for the three and six months ended June 30, 2018.

Figure 3. Evaluation of Our Long-Term Targets

	Key Metrics [a]	2Q18	YTD 2018	Targets
Positive operating leverage	Cash efficiency ratio [b]	58.8%	60.8%	54.0 - 56.0%
Moderate Risk Profile	Net loan charge-offs to average loans	.27%	.26%	.40 - .60%
Financial Returns	Return on average tangible common equity [b]	16.73%	15.82%	15.00 - 18.00%

(a) Calculated from continuing operations, unless otherwise noted.

(b) Non-GAAP measure; see Figure 2 entitled "GAAP to Non-GAAP Reconciliations" for reconciliation.

Strategic developments

Our actions and results during the first six months of 2018 supported our corporate strategy described in the "Introduction" section under the "Corporate strategy" heading on page 38 of our 2017 Form 10-K.

- We generated positive operating leverage during the second quarter of 2018 versus the second quarter of 2017 as our cash efficiency ratio improved to 58.8%, driven by continued revenue growth, as well as strong expense discipline. The performance of our fee-based businesses once again reflected our ability to offer a full range of solutions to our clients. Investment banking and debt placement fees for the second quarter of 2018 increased from a year ago, driven by strong advisory fees. Mortgage servicing fees also increased, benefiting from portfolio growth and an increase in special servicing fees.
- Net loan charge-offs were .26% of average loans for the first six months of 2018, down from .29% for the same period one-year ago and below our targeted range. Total net loan charge-offs decreased during the first six months of 2018 compared to the year-ago period. Total loans charged off decreased in our real estate — residential mortgage and commercial lease financing loan portfolios. Partially offsetting these decreases in loan charge-offs were increases in total loans charged off in our commercial and industrial loan portfolio. Total loan loss recoveries for the first six months of 2018 were up slightly from the same period one year ago.
- Capital management remains a priority for 2018. As previously reported, share repurchases of up to $800 million were included in the 2017 capital plan, which were effective through the second quarter of 2018. We completed $126 million of Common Share repurchases, including $123 million of Common Share repurchases in the open market and $3 million of Common Share repurchases related to employee equity compensation programs, in the second quarter of 2018 under this authorization. In April 2018, we submitted to the Federal Reserve and provided to the OCC our 2018 capital plan under the annual CCAR process. On June 28, 2018, the Federal Reserve announced that it did not object to our 2018 capital plan. Share repurchases of up to $1.225 billion were included in the 2018 capital plan, which is effective from the third quarter of 2018 through the second quarter of 2019.
- Consistent with our 2017 capital plan, the Board declared a quarterly dividend of $.12 per Common Share for the second quarter of 2018. A dividend increase to $.17 per Common Share was also included in our 2018 capital plan which was approved and declared by our Board on July 11, 2018, for the third quarter of 2018.
- On March 29, 2018, we announced that we had entered into a definitive agreement to sell Key Insurance & Benefits Services, Inc. to USI Insurance Services. We acquired Key Insurance & Benefits Services, Inc. as a part of the 2016 merger with First Niagara. We completed the sale to USI Insurance Services on May 4, 2018. At the close of the sale, we recognized a $73 million net gain on the sale during the second quarter of 2018.

Demographics

We have two major business segments: Key Community Bank and Key Corporate Bank.

Key Community Bank serves individuals and small to mid-sized businesses by offering a variety of deposit and investment, lending, mortgage and home equity, credit card, and personalized wealth management products and business advisory services. Key Community Bank also purchases retail auto sales contracts via a network of auto dealerships. These products and services are provided through our relationship managers and specialists working in our 15-state branch network, which is organized into ten internally defined geographic regions: Washington, Oregon/Alaska, Rocky Mountains, Indiana/Northwest Ohio/Michigan, Central/Southwest Ohio, East Ohio/Western Pennsylvania, Atlantic, Western New York, Eastern New York, and New England. In addition, some of these product capabilities are delivered by Key Corporate Bank to clients of Key Community Bank.

Key Corporate Bank is a full-service corporate and investment bank focused principally on serving the needs of middle market clients in seven industry sectors: consumer, energy, healthcare, industrial, public sector, real estate, and technology. Key Corporate Bank delivers a broad suite of banking and capital markets products to its clients, including syndicated finance, debt and equity capital markets, commercial payments, equipment finance, commercial mortgage banking, derivatives, foreign exchange, financial advisory, and public finance. Key Corporate Bank is also a significant servicer of commercial mortgage loans and a significant special servicer of CMBS. Key Corporate Bank delivers many of its product capabilities to clients of Key Community Bank.

Supervision and regulation

The following discussion provides a summary of recent regulatory developments and should be read in conjunction with the disclosure included in our 2017 Form 10-K under the heading “Supervision and Regulation” in Item 1. Business and under the heading “II. Compliance Risk” in Item 1A. Risk Factors.

Regulatory capital requirements

The final rule to implement the Basel III international capital framework (“Basel III”) was effective January 1, 2015, with a multi-year transition period ending on December 31, 2018 (“Regulatory Capital Rules”). The Basel III capital framework and the U.S. implementation of the Basel III capital framework are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Regulatory capital requirements.”

Under the Regulatory Capital Rules, standardized approach banking organizations, such as KeyCorp and KeyBank, are required to meet the minimum capital and leverage ratios set forth in Figure 4 below. At June 30, 2018, Key had an estimated Common Equity Tier 1 Capital Ratio of 10.04% under the fully phased-in Regulatory Capital Rules. Also at June 30, 2018, based on the fully phased-in Regulatory Capital Rules, Key estimates that its capital and leverage ratios, after adjustment for market risk, would be as set forth in Figure 4.

Figure 4. Pro Forma Ratios vs. Minimum Capital Ratios Calculated Under the Fully Phased-In Regulatory Capital Rules

Ratios (including capital conservation buffer)	**Key June 30, 2018 Pro forma**	**Minimum January 1, 2018**	**Phase-in Period**	**Minimum January 1, 2019**
Common Equity Tier 1 [(a)]	10.04 %	4.5 %	None	4.5 %
Capital conservation buffer [(b)]		—	1/1/16-1/1/19	2.5
Common Equity Tier 1 + Capital conservation buffer		4.5	1/1/16-1/1/19	7.0
Tier 1 Capital	10.85 %	6.0	None	6.0
Tier 1 Capital + Capital conservation buffer		6.0	1/1/16-1/1/19	8.5
Total Capital	12.73 %	8.0	None	8.0
Total Capital + Capital conservation buffer		8.0	1/1/16-1/1/19	10.5
Leverage [(c)]	9.87 %	4.0	None	4.0

[(a)] See Figure 2 entitled “GAAP to Non-GAAP Reconciliations,” which presents the computation of Common Equity Tier 1 capital under the fully phased-in regulatory capital rules.

[(b)] Capital conservation buffer must consist of Common Equity Tier 1 capital. As a standardized approach banking organization, KeyCorp is not subject to the countercyclical capital buffer of up to 2.5% imposed upon an advanced approaches banking organization under the Regulatory Capital Rules.

[(c)] As a standardized approach banking organization, KeyCorp is not subject to the 3% supplemental leverage ratio requirement, which became effective January 1, 2018.

Revised prompt corrective action framework

The federal prompt corrective action ("PCA") framework under the FDIA groups FDIC-insured depository institutions into one of five prompt corrective action capital categories: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized." In addition to implementing the Basel III capital framework in the United States, the Regulatory Capital Rules also revised the prompt corrective action capital category threshold ratios applicable to FDIC-insured depository institutions such as KeyBank, with an effective date of January 1, 2015. The revised prompt corrective action framework table in Figure 5 identifies the capital category thresholds for a "well capitalized" and an "adequately capitalized" institution under the Prompt Corrective Action Framework.

Figure 5. "Well Capitalized" and "Adequately Capitalized" Capital Category Ratios under Revised PCA Framework

Prompt Corrective Action	Capital Category	
Ratio	Well Capitalized [a]	Adequately Capitalized
Common Equity Tier 1 Risk-Based	6.5 %	4.5 %
Tier 1 Risk-Based	8.0	6.0
Total Risk-Based	10.0	8.0
Tier 1 Leverage [b]	5.0	4.0

(a) A “well capitalized” institution also must not be subject to any written agreement, order, or directive to meet and maintain a specific capital level for any capital measure.
(b) As a “standardized approach” banking organization, KeyBank is not subject to the 3% supplemental leverage ratio requirement, which became effective January 1, 2018.

We believe that, as of June 30, 2018, KeyBank (consolidated) satisfied the risk-based and leverage capital requirements necessary to be considered “well capitalized” for purposes of the PCA framework. However, investors should not regard this determination as a representation of the overall financial condition or prospects of KeyBank because the prompt corrective action framework is intended to serve a limited supervisory function. Moreover, it is important to note that the prompt corrective action framework does not apply to BHCs, like KeyCorp.

Recent regulatory capital-related developments

On September 27, 2017, the federal banking agencies issued a joint proposal to simplify certain aspects of the Regulatory Capital Rules for standardized approach banking organizations (the “Simplification Proposal”), including Key. In anticipation of the Simplification Proposal, on August 22, 2017, the agencies issued a companion proposal to extend the current capital treatment for certain items that are part of the Simplification Proposal and also subject to the multi-year transition period for the Regulatory Capital Rules, which ends on December 31, 2018 (the “Transitions Proposal”). The Transitions Proposal was published as a final rule in the Federal Register on November 21, 2017, and is expected to alleviate the burden that would have resulted from the continued phase-in of those capital requirements as the agencies seek public comment on and work to finalize the Simplification Proposal. The Simplification Proposal and the Transitions Proposal are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Regulatory capital requirements - Recent regulatory capital-related developments.”

In December 2017, the Basel Committee released its final revisions to Basel III. The revisions seek to restore credibility in the calculation of risk-weighted assets and improve the comparability of regulatory capital ratios across banking organizations. The revisions are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Regulatory capital requirements - Recent regulatory capital-related developments.”

The U.S. federal banking agencies released a statement announcing their support for the Basel Committee’s efforts, but cautioned that they will consider how to appropriately incorporate these revisions into the Regulatory Capital Rules, and that any proposed changes based on the Basel Committee revisions would be subject to notice-and-comment rulemaking. In view of the prohibition under the Dodd-Frank Act on the use of credit ratings in federal regulation, there is some uncertainty as to whether or how the agencies would implement the ratings-based aspects of the Basel Committee revisions to Basel III, as well as any other aspect of the Basel Committee revisions that permit the U.S. agencies to exercise home-country discretion, for example, due to differences in accounting or market practices, and legal requirements.

Subsequently, in February 2018, the Basel Committee released for public consultation a proposal to update the Pillar 3 disclosure framework, to more appropriately align it to the changes adopted under the Basel Committee's final revisions to Basel III. The public consultation period ended on May 25, 2018. Before any action is taken by the federal banking agencies with respect to the revised Pillar 3 disclosure framework, it first must be adopted in final form by the Basel Committee, and the federal agencies must determine whether and to what extent they will implement the final revisions to Basel III released by the Basel Committee in December 2017.

In April 2018, the federal banking agencies released a joint proposal to amend their Regulatory Capital Rules to address the regulatory capital effects of forthcoming changes to GAAP set forth in Accounting Standards Update No. 2016-13, Topic 326, Financial Instruments - Credit Losses (ASU 2016-13), which introduces the current expected credit losses methodology. The proposal identifies which credit loss allowances under the new accounting standard would be eligible for inclusion in a banking organization's regulatory capital and provides banking organizations with the option to phase in over a three-year period the adverse day-one regulatory capital effects of adoption of the new accounting standard on retained earnings, deferred tax assets, credit loss allowances, and average total consolidated assets. For SEC reporting companies, the new accounting standard will become effective for the first fiscal year starting after December 15, 2019. The banking agencies' proposal was published in the Federal Register on May 14, 2018, with a 60-day public comment period that ended on July 13, 2018.

Capital planning and stress testing

On December 7, 2017, the Federal Reserve released for public comment a package of proposals that would increase the transparency of its stress testing program while maintaining the Federal Reserve's ability to test the resilience of the nation's largest, most complex banks. The proposals responded to public and industry calls for more transparency around the CCAR program. The proposals are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading "Supervision and Regulation - Regulatory capital requirements - Recent developments in capital planning and stress testing."

In a separate release, published April 10, 2018, the Federal Reserve invited comment on a proposal to integrate certain aspects of the Federal Reserve's Regulatory Capital Rules with the CCAR and stress test rules, in order to simplify the overall capital framework that is currently applicable to banking organizations subject to the capital plan rule (including KeyCorp). Under the proposal, the Federal Reserve would (1) amend the capital conservation buffer requirement under the Regulatory Capital Rules by replacing the static risk-weighted assets component of the buffer with a new measure, the stress capital buffer, which would be based on the results of an individual banking organization's annual supervisory stress test; (2) introduce a stress leverage buffer requirement that would replace the existing Tier 1 leverage requirement under CCAR; (3) modify certain assumptions under the supervisory stress test; (4) remove the 30% dividend payout ratio limitation as a criterion for heightened supervisory scrutiny of an organization's capital plan; and (5) eliminate the CCAR quantitative objection.

Under the proposed rule, a banking organization would not be subject to any limitations on capital distributions and discretionary bonus payments if it satisfies all minimum capital requirements and its capital conservation requirement (as amended to incorporate the stress capital buffer), stress leverage buffer requirement, and, if applicable, the advanced approaches capital conservation buffer requirement and supplementary leverage ratio standard (the latter two of which do not apply to KeyCorp). If it is adopted as a final rule, the proposal would be effective December 31, 2018; however, the stressed capital buffer and stress leverage buffer requirements would generally not be effective until October 1, 2019. The comment period for this proposal ended on June 25, 2018. Key expects that the proposal would have a marginally favorable impact on its capital requirements.

Liquidity requirements

In October 2014, the federal banking agencies published a final rule to implement the Basel III liquidity coverage ratio ("Basel III LCR") for U.S. banking organizations (the "Liquidity Coverage Rules") that establishes a minimum LCR for certain internationally active bank and nonbank financial companies (excluding KeyCorp) and a modified version of the LCR ("Modified LCR") for BHCs and other depository institution holding companies with over $50 billion in consolidated assets that are not internationally active (including KeyCorp). KeyBank will not be subject to the LCR or the Modified LCR under the Liquidity Coverage Rules unless the OCC affirmatively determines that application to KeyBank is appropriate in light of KeyBank's asset size, level of complexity, risk profile, scope of operations, affiliation with foreign or domestic covered entities, or risk to the financial system.

Under the Liquidity Coverage Rules, KeyCorp must calculate a Modified LCR on a monthly basis, and was required to satisfy a minimum Modified LCR requirement of 100% by January 1, 2017. At June 30, 2018, Key's Modified LCR was above 100%. In the future, KeyCorp may change the composition of our investment portfolio, increase the size of the overall investment portfolio, and modify product offerings to enhance or optimize our liquidity position.

Net stable funding ratio

The federal banking agencies commenced the U.S. implementation of the Basel III net stable funding ratio ("NSFR") in April and May 2016, with the release of a proposed rule to implement a NSFR requirement for certain internationally active banking organizations (excluding KeyCorp) and a modified version of the minimum NSFR requirement ("Modified NSFR") for BHCs and other depository institution holding companies with over $50 billion in consolidated assets that are not internationally active (including KeyCorp), together with quarterly public disclosure requirements. The proposed rule would require banking organizations to satisfy a minimum NSFR requirement of 1.0 on an ongoing basis. However, banking organizations subject to the Modified NSFR (like KeyCorp) would be required to maintain a lower minimum amount of available stable funding, equal to 70% of the required stable funding under the NSFR. The proposed rule was scheduled to be effective on January 1, 2018; however, it has not been adopted in final form. The comment period for the NPR expired on August 5, 2016. If the proposed NSFR requirement is adopted as a final rule, then similar to actions taken in connection with the implementation of the Liquidity Coverage Rules, KeyCorp may adjust its balance sheet or modify product offerings to enhance its liquidity position.

Resolution and recovery planning

BHCs with at least $50 billion in total consolidated assets, like KeyCorp, are required to periodically submit to the Federal Reserve and FDIC a plan discussing how the company could be rapidly and efficiently resolved if the company failed or experienced material financial distress. Insured depository institutions with at least $50 billion in total consolidated assets, like KeyBank, are also required to submit a resolution plan to the FDIC. These plans are due annually unless the requirement to submit the plans is deferred by the regulators. On December 1, 2017, KeyCorp submitted its resolution plan to the Federal Reserve and the FDIC. KeyBank submitted its resolution plan to the FDIC on June 20, 2018. KeyCorp will not be required to submit a resolution plan for 2018 because the FDIC and Federal Reserve deferred such requirement (for 14 firms, including KeyCorp) until December 2019. The Federal Reserve and FDIC make available on their websites the public sections of resolution plans for the companies, including KeyCorp and KeyBank, that submitted plans. The public section of the resolution plans of KeyCorp and KeyBank is available at http://www.federalreserve.gov/supervisionreg/resolution-plans.htm and https://www.fdic.gov/regulations/reform/resplans/.

On September 28, 2016, the OCC released final guidelines that establish standards for recovery planning by certain large OCC-regulated institutions, including KeyBank. The guidelines require such institutions to establish a comprehensive framework for evaluating the financial effects of severe stress events, and recovery actions an institution may pursue to remain a viable, going concern during a period of severe financial stress. Under the final guidelines, an institution’s recovery plan must include triggers to alert the institution of severe stress events, escalation procedures, recovery options, and a process for periodic review and approval by senior management and the board of directors. The recovery plan should be tailored to the complexity, scope of operations, and risk profile of the institution. Because KeyBank had average total consolidated assets of greater than $100 billion but less than $750 billion as reported on KeyBank’s Consolidated Reports of Condition and Income for the four most recent consecutive quarters prior to January 1, 2017, it was required to be in compliance with the guidelines not later than January 1, 2018. We believe that KeyBank is in compliance with the guidelines.

Economic Growth, Regulatory Relief, and Consumer Protection Act

On May 24, 2018, President Trump signed the Economic Growth, Regulatory Relief, and Consumer Protection Act (“EGRRCPA”) into law. EGRRCPA made certain amendments to the Dodd-Frank Act and other federal banking laws. EGRRCPA raised, from $50 billion to $250 billion, the asset threshold above which the Federal Reserve is required to apply to BHCs enhanced prudential standards (including supervisory and company-run stress tests, resolution plan requirements, single counterparty credit limits, risk management requirements, and liquidity requirements) and early remediation requirements (collectively, “EPSs”). EPSs, which were imposed by Sections 165 and 166 of the Dodd-Frank Act, are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Other Regulatory Developments under the Dodd-Frank Act - Enhanced prudential standards and early remediation requirements.”

EGRRCPA raised the asset threshold for applying EPSs to BHCs in two stages. BHCs having total consolidated assets less than $100 billion are no longer subject to such EPSs immediately upon enactment of this statute. BHCs having at least $100 billion but less than $250 billion in total consolidated assets (like KeyCorp) will be no longer subject to these requirements as of 18 months after the date of enactment. However, under this statute, the Federal Reserve is required, after the end of this 18-month period, to conduct periodic supervisory stress tests of BHCs with assets between $100 billion and $250 billion (like KeyCorp), and the requirement for a publicly traded BHC to have a risk committee continues to apply if a BHC has assets of at least $50 billion. In addition, EGRRCPA gives the Federal Reserve the authority, following certain notice and comment procedures, to continue to apply other EPSs to any such firm or firms (including KeyCorp) if it determines that the application of the EPS is appropriate to prevent or mitigate risks to financial stability or to promote the safety and soundness of the BHC or BHCs, taking into consideration the BHC's or BHCs' capital structure, riskiness, complexity, financial activities, size, and other relevant factors. The Federal Reserve is also authorized to exempt any BHC with assets between $100 billion and $250 billion from any EPS prior to the end of the 18-month period following enactment of EGRRCPA.

Subsequent to the enactment of EGRRCPA, the Federal Reserve indicated that it is developing a comprehensive proposal on application of EPSs to BHCs with total consolidated assets of more than $100 billion but less than $250 billion. However, the Federal Reserve did not indicate when this proposal would be issued for public comment.

In addition to raising the asset threshold for the application of EPSs to BHCs, EGRRCPA raised the asset threshold that triggers the requirement in Section 165(i)(2) of the Dodd-Frank Act for federally regulated banks (like KeyBank) to conduct company-run stress tests on an annual basis from $10 billion to $250 billion in total consolidated assets. This provision is effective 18 months after the date of enactment of EGRRCPA.

EGRRCPA also amended the capital requirements for certain acquisition, development, and construction loans. This statute allows the federal banking agencies to require depository institutions to assign a heightened risk weight to a high volatility commercial real estate (“HVCRE”) exposure under the Regulatory Capital Rules only if such exposure comes within the definition of an HVCRE ADC Loan as defined in EGRRCPA. The effect of this provision is to narrow the scope of exposures subject to a heightened risk weight. On July 6, 2018, the federal banking agencies issued a statement providing depository institutions (including KeyBank) and BHCs (including KeyCorp) with interim guidance concerning the application of this provision.

Single counterparty credit limits

On June 14, 2018, the Federal Reserve released a final rule establishing single counterparty credit limits for BHCs with $250 billion or more in total consolidated assets. The final rule, which implements Section 165(e) of the Dodd-Frank Act, limits the aggregate net credit exposure of such a BHC to a single counterparty to 25% of the BHC’s tier 1 capital and limits the aggregate net credit exposure of a global systemically important bank (“GSIB”) to another GSIB to 15% of the GSIB’s tier 1 capital. Although the final rule does not apply to KeyCorp, the Federal Reserve said that it will consider, at a later date, the extent to which credit exposure limits or other EPSs should be applied to BHCs with assets between $100 billion and $250 billion (such as KeyCorp).

Volcker Rule

On June 5, 2018, five federal agencies announced that they are requesting public comment on a proposal that would amend the Volcker Rule. The Volcker Rule implements Section 619 of the Dodd-Frank Act, which prohibits “banking entities,” such as KeyCorp, KeyBank, and their affiliates and subsidiaries, from owning, sponsoring, or having certain relationships with hedge funds and private equity funds (referred to as “covered funds”) and engaging in short-term proprietary trading of financial instruments, including securities, derivatives, commodity futures, and options on these instruments. The Volcker Rule is discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Other Regulatory Developments under the Dodd-Frank Act - Volcker Rule.”

The stated objective of the new proposal is to simplify and tailor compliance requirements relating to the Volcker Rule. Among other things, the new proposal would (1) tailor the rule’s compliance requirements based on the size of a firm’s trading assets and liabilities; (2) revise the term “trading account” by replacing the short-term intent-based prong with a new accounting-based prong; (3) modify the eligibility criteria for a banking entity to be able to rely on certain exemptions from the proprietary trading and covered fund prohibitions; and (4) simplify the trading activity information that a banking entity is required to provide to the agencies. In addition to requesting comment on the proposed changes, the five agencies requested comment on a large number of specific questions on various issues concerning implementation of the Volcker Rule. The proposal was published in the Federal Register on July 17, 2018, with comments due by September 17, 2018.

Deposit insurance and assessments

As required under the Dodd-Frank Act, in March 2015, the FDIC approved a final rule to impose a surcharge on the quarterly deposit insurance assessments of insured depository institutions having total consolidated assets of at least $10 billion (like KeyBank). The surcharge is 4.5 cents per $100 of the institution's assessment base (after making certain adjustments). The final rule became effective on July 1, 2016. As of July 1, 2016, KeyBank must pay a surcharge to assist in bringing the reserve ratio to the statutory minimum of 1.35%. Surcharges will continue through the quarter that the DIF reserve ratio reaches or exceeds 1.35%, but not later than December 31, 2018. If the reserve ratio does not reach 1.35% by December 31, 2018 (provided it is at least 1.15%), the FDIC will impose a shortfall assessment on March 31, 2019, on insured depository institutions with total consolidated assets of $10 billion or more (like KeyBank).

In December 2016, the FDIC issued a final rule that imposes recordkeeping requirements on insured depository institutions with two million or more deposit accounts (including KeyBank) in order to facilitate rapid payment of insured deposits to customers if the institutions were to fail. The rule requires those insured depository institutions to: (i) maintain complete and accurate data on each depositor's ownership interest by right and capacity for all of the institution's deposit accounts; and (ii) develop the capability to calculate the insured and uninsured amounts for each deposit owner within 24 hours of failure. The FDIC will conduct periodic testing of compliance with these requirements, and institutions subject to the rule must submit to the FDIC a certification of compliance, signed by the KeyBank chief executive officer, and deposit insurance coverage summary report on or before the mandatory compliance date and annually thereafter. The final rule became effective on April 1, 2017, with a mandatory compliance date of April 1, 2020. The FDIC has been releasing Frequently Asked Questions for Part 370 on a rolling basis, and has committed to continue this practice as institutions subject to the rule present issues associated with its implementation that require FDIC consultation.

ERISA fiduciary standard

In April 2016, the Department of Labor published final rules and amendments to certain prohibited transaction exemptions regarding which service providers would be regarded as fiduciaries under ERISA for making investment advice recommendations to: (i) certain retirement plan fiduciaries, participants, or beneficiaries; and (ii) owners or beneficiaries of individual retirement accounts and health savings accounts, among other retirement plans. The purpose of the rules is to place fiduciary obligations, rather than the lesser legal obligations that currently apply, on these service providers. Accordingly, the rules subject any financial institution making recommendations for either the purchase or sale of investments in or rollover of the respective retirement plan to certain fiduciary obligations under ERISA such as an impartial conduct standard and not selling certain investment products whose compensation may raise a conflict of interest for the advisor without entering into a contract providing certain disclosures and legal remedies to the customer. Under the Department of Labor's original rules, the impartial standard requirement for financial institutions and their advisors was to become effective April 10, 2017. However, in response to a Presidential Order, the Department of Labor extended the effective date to June 9, 2017. The contract provisions were required to be in place by January 1, 2018. However, on November 29, 2017, the Department of Labor extended the applicability of the contract rules until July 1, 2019, while it continues to review requested comments concerning whether to modify, further delay, or rescind these rules in whole or in part. On March 15, 2018, the United States Court of Appeals for the Fifth Circuit invalidated the rule in its entirety and issued a mandate on June 21, 2018, invalidating the rule on a nationwide basis.

16

Table of Contents

Results of Operations

Earnings overview

The following chart provides a reconciliation of net income from continuing operations attributable to Key common shareholders for the three months ended June 30, 2017, to the three months ended June 30, 2018 (dollars in millions):
The following discussion explains the key factors that caused these elements to change.

Net interest income

One of our 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;
- asset quality; and
- fair value accounting of acquired earning assets and interest-bearing liabilities.

To make it easier to compare both the results across 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 “TE basis” (i.e., as if all income were taxable and at the same rate). For example, $100 of tax-exempt income would be presented as $126, an amount that, if taxed at the statutory federal income tax rate of 21%, would yield $100. Prior to 2018, $100 of tax-exempt income would be presented as $154, an amount that, if taxed at the previous statutory federal income tax rate of 35%, would yield $100.

Figure 6 shows the various components of our 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 TE net interest income to net interest income reported in accordance with GAAP for each of those quarters. The net interest margin, which is an indicator of the profitability of the earning assets portfolio less cost of funding, is calculated by dividing annualized TE net interest income by average earning assets.

TE net interest income was $987 million for the second quarter of 2018, and the net interest margin was 3.19%, compared to TE net interest income of $987 million and a net interest margin of 3.30% for the second quarter of 2017. Second quarter 2018 net interest income included $28 million of purchase accounting accretion, a decline of $72 million from the second quarter of 2017. Excluding purchase accounting accretion, TE net interest income increased $72 million from the second quarter of 2017, and the net interest margin increased 13 basis points, reflecting the benefit from higher interest rates and higher earning asset balances.

For the six months ended June 30, 2018, TE net interest income increased $23 million from the same period last year to $1.9 billion and the net interest margin was 3.17%, compared to TE net interest income of $1.9 billion and a net interest margin of 3.21% for the prior year. Both net interest income and the net interest margin in 2018 benefited from higher interest rates and higher earning asset balances. These benefits were offset by continued expected declines in purchase accounting accretion. In 2018, we expect net interest income to be in the range of $3.95 billion to $4.05 billion.

Average loans were $88.6 billion for the second quarter of 2018, an increase of $2.1 billion compared to the second quarter of 2017, reflecting broad-based growth in commercial and industrial loans, partially offset by a decline in commercial real estate balances related to higher paydowns. For 2018, we anticipate average loans to be in the range of $88.5 billion to $89.5 billion.

Average deposits totaled $104.0 billion for the second quarter of 2018, an increase of $1.2 billion compared to the year-ago quarter, reflecting a shift to higher-yielding deposit products, as well as strength in Key’s retail banking franchise and growth from commercial relationships. The growth was partially offset by the managed exit of certain higher cost corporate and public sector deposits. For 2018, we anticipate average deposits to be in the range of $104.5 billion to $105.5 billion.

Figure 6. Consolidated Average Balance Sheets, Net Interest Income, and Yields/Rates and Components of Net Interest Income Changes from Continuing Operations

	Three months ended June 30, 2018			Three months ended June 30, 2017			Change in Net interest income due to		
dollars in millions	Average Balance	Interest (a)	Yield/ Rate (a)	Average Balance	Interest (a)	Yield/ Rate (a)	Volume	Yield/Rate	Total
ASSETS									
Loans (b), (c)									
Commercial and industrial (d)	$ 45,030	$ 485	4.32 %	$ 40,666	$ 409	4.04 %	$ 46	$ 30	$ 76
Real estate — commercial mortgage	14,055	172	4.89	15,096	187	4.97	(13)	(2)	(15)
Real estate — construction	1,789	23	4.97	2,204	31	5.51	(5)	(3)	(8)
Commercial lease financing	4,550	41	3.61	4,690	50	4.33	(1)	(8)	(9)
Total commercial loans	65,424	721	4.41	62,656	677	4.34	27	17	44
Real estate — residential mortgage	5,451	54	3.97	5,509	52	3.77	(1)	3	2
Home equity loans	11,601	135	4.67	12,473	135	4.31	(10)	10	—
Consumer direct loans	1,768	33	7.54	1,743	31	7.07	—	2	2
Credit cards	1,080	30	11.21	1,044	29	11.04	1	—	1
Consumer indirect loans	3,320	35	4.26	3,077	38	5.02	3	(6)	(3)
Total consumer loans	23,220	287	4.97	23,846	285	4.77	(7)	9	2
Total loans	88,644	1,008	4.56	86,502	962	4.46	20	26	46
Loans held for sale	1,375	16	4.50	1,082	9	3.58	3	4	7
Securities available for sale (b), (e)	17,443	97	2.13	17,997	90	1.97	(3)	10	7
Held-to-maturity securities (b)	12,226	72	2.36	10,469	55	2.09	10	7	17
Trading account assets	943	7	3.21	1,042	7	3.00	(1)	1	—
Short-term investments	2,015	8	1.76	1,970	5	.96	—	3	3
Other investments (e)	710	5	3.08	687	3	1.87	—	2	2
Total earning assets	123,356	1,213	3.92	119,749	1,131	3.78	29	53	82
Allowance for loan and lease losses	(875)			(864)					
Accrued income and other assets	13,897			13,606					
Discontinued assets	1,241			1,477					
Total assets	$ 137,619			$ 133,968					
LIABILITIES									
NOW and money market deposit accounts	$ 54,749	59	.44	$ 54,416	34	.25	—	25	25
Savings deposits	6,276	5	.35	6,854	4	.21	—	1	1
Certificates of deposit ($100,000 or more)	7,516	32	1.70	6,111	19	1.23	5	8	13
Other time deposits	4,949	16	1.22	4,650	9	.77	1	6	7
Total interest-bearing deposits	73,490	112	.61	72,031	66	.36	6	40	46
Federal funds purchased and securities sold under repurchase agreements	1,475	5	1.41	466	—	.23	—	5	5
Bank notes and other short-term borrowings	1,116	7	2.27	1,216	4	1.43	—	3	3
Long-term debt (f), (g)	12,748	102	3.20	11,046	74	2.68	12	16	28
Total interest-bearing liabilities	88,829	226	1.02	84,759	144	.68	18	64	82
Noninterest-bearing deposits	30,513			30,748					
Accrued expense and other liabilities	2,002			1,782					
Discontinued liabilities (g)	1,241			1,477					
Total liabilities	122,585			118,766					
EQUITY									
Key shareholders’ equity	15,032			15,200					
Noncontrolling interests	2			2					
Total equity	15,034			15,202					
Total liabilities and equity	$ 137,619			$ 133,968					

Interest rate spread (TE)		**2.90 %**		3.10 %			
Net interest income (TE) and net interest margin (TE)	**987**	**3.19 %**	987	3.30 %	$11	$ (11)	—
TE adjustment [(b)]	**8**		14				
Net interest income, GAAP basis	**$ 979**		$ 973				

(a) Results are from continuing operations. Interest excludes the interest associated with the liabilities referred to in (g), calculated using a matched funds transfer pricing methodology.

(b) Interest income on tax-exempt securities and loans has been adjusted to a taxable-equivalent basis using the statutory federal income tax rate of 21% and 35% for the three months ended June 30, 2018, and June 30, 2017, respectively.

(c) For purposes of these computations, nonaccrual loans are included in average loan balances.

(d) Commercial and industrial average balances include $126 million and $117 million of assets from commercial credit cards for the three months ended June 30, 2018, and June 30, 2017, respectively.

(e) Yield is calculated on the basis of amortized cost.

(f) Rate calculation excludes basis adjustments related to fair value hedges.

(g) A portion of long-term debt and the related interest expense is allocated to discontinued liabilities as a result of applying our matched funds transfer pricing methodology to discontinued operations.

Figure 6. Consolidated Average Balance Sheets, Net Interest Income, and Yields/Rates and Components of Net Interest Income Changes from Continuing Operations

	Six months ended June 30, 2018			Six months ended June 30, 2017			Change in Net interest income due to		
dollars in millions	Average Balance	Interest (a)	Yield/ Rate (a)	Average Balance	Interest (a)	Yield/ Rate (a)	Volume	Yield/Rate	Total
ASSETS									
Loans (b), (c)									
Commercial and industrial (d)	$ 43,888	$ 919	4.22 %	$ 40,336	$ 782	3.90 %	$ 72	$ 65	$ 137
Real estate — commercial mortgage	14,070	337	4.83	15,142	351	4.68	(25)	11	(14)
Real estate — construction	1,872	45	4.80	2,278	57	5.01	(10)	(2)	(12)
Commercial lease financing	4,607	82	3.57	4,662	94	4.04	(1)	(11)	(12)
Total commercial loans	64,437	1,383	4.32	62,418	1,284	4.14	36	63	99
Real estate — residential mortgage	5,465	108	3.96	5,514	106	3.85	(1)	3	2
Home equity loans	11,738	269	4.61	12,542	266	4.27	(18)	21	3
Consumer direct loans	1,767	66	7.53	1,752	61	7.02	1	4	5
Credit cards	1,080	60	11.27	1,055	58	11.05	1	1	2
Consumer indirect loans	3,303	70	4.28	3,037	75	4.97	6	(11)	(5)
Total consumer loans	23,353	573	4.94	23,900	566	4.76	(11)	18	7
Total loans	87,790	1,956	4.49	86,318	1,850	4.31	25	81	106
Loans held for sale	1,282	28	4.31	1,135	22	3.95	3	3	6
Securities available for sale (b), (e)	17,665	192	2.09	18,586	185	1.96	(9)	16	7
Held-to-maturity securities (b)	12,134	141	2.33	10,230	106	2.07	21	14	35
Trading account assets	925	14	3.11	1,005	14	2.88	(1)	1	—
Short-term investments	2,032	16	1.64	1,791	8	.88	1	7	8
Other investments (e)	716	11	3.02	698	7	2.07	—	4	4
Total earning assets	122,544	2,358	3.85	119,763	2,192	3.67	40	126	166
Allowance for loan and lease losses	(875)			(860)					
Accrued income and other assets	13,982			13,712					
Discontinued assets	1,272			1,508					
Total assets	$ 136,923			$ 134,123					
LIABILITIES									
NOW and money market deposit accounts	$ 54,129	105	.39	$ 54,356	66	.24	—	39	39
Savings deposits	6,254	10	.32	6,604	5	.16	—	5	5
Certificates of deposit ($100,000 or more)	7,246	59	1.64	5,871	35	1.20	9	15	24
Other time deposits	4,907	29	1.17	4,677	18	.77	1	10	11
Total interest-bearing deposits	72,536	203	.56	71,508	124	.35	10	69	79
Federal funds purchased and securities sold under repurchase agreements	1,448	9	1.26	629	1	.28	2	6	8
Bank notes and other short-term borrowings	1,228	13	2.05	1,508	9	1.21	(2)	6	4
Long-term debt (f), (g)	12,608	194	3.08	10,940	142	2.61	23	29	52
Total interest-bearing liabilities	87,820	419	.96	84,585	276	.66	33	110	143
Noninterest-bearing deposits	30,747			30,922					
Accrued expense and other liabilities	2,121			1,914					
Discontinued liabilities (g)	1,272			1,509					
Total liabilities	121,960			118,930					
EQUITY									
Key shareholders’ equity	14,961			15,192					
Noncontrolling interests	2			1					
Total equity	14,963			15,193					
Total liabilities and equity	$ 136,923			$ 134,123					

Interest rate spread (TE)		**2.89 %**		3.01 %			
Net interest income (TE) and net interest margin (TE)	**1,939**	**3.17 %**	1,916	3.21 %	$7	$ 16	$23
TE adjustment [b]	**16**		25				
Net interest income, GAAP basis	**$ 1,923**		$ 1,891				

(a) Results are from continuing operations. Interest excludes the interest associated with the liabilities referred to in (g) below, calculated using a matched funds transfer pricing methodology.

(b) Interest income on tax-exempt securities and loans has been adjusted to a taxable-equivalent basis using the statutory federal income tax rate of 21% and 35% for the six months ended June 30, 2018, and June 30, 2017, respectively.

(c) For purposes of these computations, nonaccrual loans are included in average loan balances.

(d) Commercial and industrial average balances include $123 million and $115 million of assets from commercial credit cards for the six months ended June 30, 2018, and June 30, 2017, respectively.

(e) Yield is calculated on the basis of amortized cost.

(f) Rate calculation excludes basis adjustments related to fair value hedges.

(g) A portion of long-term debt and the related interest expense is allocated to discontinued liabilities as a result of applying Key's matched funds transfer pricing methodology to discontinued operations.

Provision for credit losses

Our provision for credit losses was $64 million for the three months ended June 30, 2018, compared to $66 million for the three months ended June 30, 2017. The decrease of $2 million in our provision for credit losses was related to a decrease in net loan-charge offs during the first quarter of 2018 compared to one year ago. In 2018, we expect the provision to slightly exceed net loan charge-offs to provide for loan growth.

Noninterest income

As shown in Figure 7, noninterest income was $660 million for the second quarter of 2018, compared to $653 million for the year-ago quarter. Noninterest income represented 40% and 39% of total revenue for the three and six months ended June 30, 2018, respectively, compared to 40% and 39% for the three and six months ended June 30, 2017, respectively. In 2018, we expect noninterest income to be in the range of $2.5 billion to $2.6 billion.

The following discussion explains the composition of certain elements of our noninterest income and the factors that caused those elements to change.

Figure 7. Noninterest Income

[a] Other noninterest income includes operating lease income and other leasing gains, corporate services income, corporate-owned life insurance income, consumer mortgage income, mortgage servicing fees, and other income. See the "Consolidated Statements of Income" in Item 1. Financial Statements of this report.

Table of Contents

Trust and investment services income

Trust and investment services income consists of brokerage commissions, trust and asset management fees, and insurance income. The assets under management that primarily generate these revenues are shown in Figure 8. For the three months ended June 30, 2018, trust and investment services income decreased $6 million, or 4.5%, compared to the same period one year ago. For the six months ended June 30, 2018, trust and investment services income was down $8 million, or 3.0%, from the six months ended June 30, 2017. These decreases were a result of the sale of Key Insurance and Benefits Services in the second quarter of 2018.

A significant portion of our trust and investment services income depends on the value and mix of assets under management. At June 30, 2018, our bank, trust, and registered investment advisory subsidiaries had assets under management of $39.7 billion, compared to $37.6 billion at June 30, 2017. The increase in assets under management, as shown in Figure 8, was primarily attributable to market growth over the past 12 months.

Figure 8. Assets Under Management

in millions	**June 30, 2018**	**March 31, 2018**	**December 31, 2017**	**September 30, 2017**	**June 30, 2017**
Assets under management by investment type:					
Equity	**$24,125**	$23,629	$ 24,081	$ 23,342	$22,824
Securities lending	**977**	837	947	876	807
Fixed income	**11,276**	11,098	10,930	11,009	10,819
Money market	**3,285**	3,439	3,630	3,433	3,163
Total assets under management	**$39,663**	$39,003	$ 39,588	$ 38,660	$37,613

Investment banking and debt placement fees

Investment banking and debt placement fees consists of syndication fees, debt and equity financing fees, financial adviser fees, gains on sales of commercial mortgages, and agency origination fees. Investment banking and debt placement fees increased $20 million, or 14.8%, from the year-ago quarter. For the six months ended June 30, 2018, investment banking and debt placement fees increased $36 million, or 13.7%, from the six months ended June 30, 2017. These increases were driven by growth in investment banking advisory fees, partially driven by the acquisition of Cain Brothers in the fourth quarter of 2017.

Cards and payments income

Cards and payments income, which consists of debit card, consumer and commercial credit card, and merchant services income, increased $1 million, or 1.4%, from the year-ago quarter. For the six months ended June 30, 2018, cards and payments income was down $2 million, or 1.5%, from the six months ended June 30, 2017. Cards and payments income and other expense were both impacted by the adoption of the new revenue recognition accounting standard. The new accounting standard had no impact to net income during 2018. Excluding the impact of the new revenue recognition accounting standard, cards and payments income increased for the three and six months ended June 30, 2018, driven by strength in our core products and the impact of the Key Merchant Services acquisition in the second quarter of 2017.

Service charges on deposit accounts

Service charges on deposit accounts increased $1 million, or 1.1%, for the three months ended June 30, 2018, compared to the same period one year ago. For the six months ended June 30, 2018, service charges on deposit accounts was up $3 million, or 1.7%, from the six months ended June 30, 2017. These increases were driven by an increase in account analysis fees.

Other noninterest income

Other noninterest income includes operating lease income and other leasing gains, corporate services income,
corporate-owned life insurance income, consumer mortgage income, mortgage servicing fees, and other income. Other noninterest income decreased $9 million, or 4.0%, from the year-ago quarter. For the six months ended June 30, 2018, other noninterest income was up $2 million, or .5%, from the six months ended June 30, 2017. Other income included a $78 million gain related to the sale of Key Insurance and Benefits Services during the second quarter of 2018, compared to a $64 million gain from acquiring the remaining ownership in a merchant services joint venture in the second quarter of 2017. Operating lease income and other leasing gains were negatively impacted by a $42 million lease residual loss in the second quarter of 2018. Partially offsetting this was an increase in mortgage servicing fees, benefiting from portfolio growth and increases in special servicing fees.

Noninterest expense

As shown in Figure 9, noninterest expense was $1.0 billion for the second quarter of 2018 and second quarter of 2017. Figure 9 gives a breakdown of our major categories of noninterest expense as a percentage of total noninterest expense for the second quarter of 2018. In 2018, we expect noninterest expense to be in the range of $3.85 billion to $3.95 billion.

Figure 9. Noninterest Expense

[a] Other noninterest expense includes equipment, operating lease expense, marketing, FDIC assessment, intangible asset amortization, OREO expense, net, and other expense. See the "Consolidated Statements of Income" in Item 1. Financial Statements of this report.

Personnel

As shown in Figure 10, personnel expense, the largest category of our noninterest expense, increased by $33 million, or 6.0%, for the three months ended June 30, 2018, compared to the same period one year ago. For the six months ended June 30, 2018, personnel expense was up $70 million, or 6.3%,from the six months ended June 30, 2017. These increases were partially due to efficiency-related expenses of $18 million (largely severance) in the second quarter of 2018. Recent acquisitions as well as accelerated technology investments and higher performance-based compensation also drove the increases for the three and six months end June 30, 2018.

Figure 10. Personnel Expense

	Three months ended June 30,		**Change**		**Six months ended June 30,**		**Change**	
dollars in millions	**2018**	**2017**	**Amount**	**Percent**	**2018**	**2017**	**Amount**	**Percent**
Salaries and contract labor	**$341**	$332	$9	2.7 %	**$680**	$656	$24	3.7 %
Incentive and stock-based compensation	**147**	137	10	7.3	**292**	264	28	10.6
Employee benefits	**82**	78	4	5.1	**187**	175	12	6.9
Severance	**16**	6	10	166.7	**21**	15	6	40.0
Total personnel expense	**$586**	$553	$33	6.0 %	**$1,180**	$1,110	$70	6.3 %

Net occupancy

Net occupancy expense increased $1 million, or 1.3%, for the second quarter of 2018, compared to the same period one year ago. The increase during the second quarter of 2018 was primarily due to higher property reserve expenses partially offset by lower rental expenses. For the six months ended June 30, 2018, net occupancy expense was down $8 million, or 4.8%, from the six months ended June 30, 2017. The decrease was primarily due to lower property reserve and rental expenses.

Other noninterest expense

Other noninterest expense includes equipment, operating lease expense, marketing, FDIC assessment, intangible asset amortization, OREO expenses, and other miscellaneous expense categories. Other noninterest expense decreased $38 million, or 14.4%, from the year-ago quarter. For the six months ended June 30, 2018, other noninterest expense was down $60 million, or 11.4%, from the six months ended June 30, 2017. The declines in other expense were primarily driven by a $20 million charitable contribution made in the first quarter of 2017 and an additional $20 million charitable contribution made during the second quarter of 2017. Other miscellaneous expenses also declined from the three and six months ended June 30, 2017. These declines are partially offset by higher operating lease expenses driven by increased volumes, and costs related to recent acquisitions.

Income taxes

We recorded tax expense from continuing operations of $103 million for the second quarter of 2018 and $158 million for the second quarter of 2017.

Our federal tax expense differs from the amount that would be calculated using the federal statutory tax rate, primarily because we generate income from investments in tax-advantaged assets, such as corporate-owned life insurance and credits associated with renewable energy and low-income housing investments, and make periodic adjustments to our tax reserves. Tax expense for the three months ended June 30, 2018, and June 30, 2017, was affected by net discrete income tax expense of $15 million and a net discrete income tax benefit of $3 million, respectively. Excluding the discrete income tax expense, the tax expense for the second quarter of 2018 was $88 million..

Additional information pertaining to how our tax expense (benefit) and the resulting effective tax rates were derived is included in Note 14 ("Income Taxes") beginning on page 156 of ou2017 Form 10-K.

Line of Business Results

This section summarizes the financial performance of our two major business segments (operating segments): Key Community Bank and Key Corporate Bank. Note 18 ("Line of Business Results") describes the products and services offered by each of these business segments, provides more detailed financial information pertaining to the segments, and explains "Other Segments" and "Reconciling Items."

Figure 11 summarizes the contribution made by each major business segment to our "taxable-equivalent revenue from continuing operations" and "income (loss) from continuing operations attributable to Key" for the three- and six-month periods ended June 30, 2018, and June 30, 2017.

Figure 11. Major Business Segments — Taxable-Equivalent Revenue from Continuing Operations and Income (Loss) from Continuing Operations Attributable to Key

	Three months ended June 30,		Change		Six months ended June 30,		Change	
dollars in millions	**2018**	**2017**	**Amount**	**Percent**	**2018**	**2017**	**Amount**	**Percent**
REVENUE FROM CONTINUING OPERATIONS (TE)								
Key Community Bank	**$ 996**	$ 998	$ (2)	(.2)%	**$ 1,954**	$ 1,888	$ 66	3.5 %
Key Corporate Bank	**542**	597	(55)	(9.2)	**1,101**	1,175	(74)	(6.3)
Other Segments	**38**	46	(8)	(17.4)	**75**	90	(15)	(16.7)
Total Segments	**1,576**	1,641	(65)	(4.0)	**3,130**	3,153	(23)	(.7)
Reconciling Items [(a)]	**71**	(1)	72	N/M	**70**	(7)	77	N/M
Total	**$ 1,647**	$ 1,640	$ 7	.4 %	**$ 3,200**	$ 3,146	$ 54	1.7 %
INCOME (LOSS) FROM CONTINUING OPERATIONS ATTRIBUTABLE TO KEY								
Key Community Bank	**$ 244**	$ 198	$ 46	23.2 %	**$ 441**	$ 347	$ 94	27.1 %
Key Corporate Bank	**167**	224	(57)	(25.4)	**374**	404	(30)	(7.4)
Other Segments	**25**	24	1	4.2	**44**	45	(1)	(2.2)
Total Segments	**436**	446	(10)	(2.2)	**859**	796	63	7.9
Reconciling Items [(a)]	**43**	(39)	82	N/M	**36**	(65)	101	N/M
Total	**$ 479**	$ 407	$ 72	17.7 %	**$ 895**	$ 731	$ 164	22.4 %

(a) Reconciling items consist primarily of the unallocated portion of merger-related charges and items not allocated to the business segments because they do not reflect their normal operations.

Key Community Bank summary of operations

As shown in Figure 12, Key Community Bank recorded net income attributable to Key of $244 million for the second quarter of 2018, compared to $198 million for the same period one year ago, benefiting from momentum across Key's businesses, as well as a lower tax rate as a result of tax reform.

TE net interest income increased in the second quarter of 2018 compared to the second quarter of 2017, primarily attributable to the benefit from higher interest rates and growth in loans, partially offset by lower purchase accounting accretion. Average loans and leases increased from the year-ago quarter largely driven by a $1.1 billion, or 5.8%, increase in commercial and industrial loans.

The provision for credit losses decreased from the year-ago quarter. Net loan charge-offs decreased $13 million, or 27.7%, from the second quarter of 2017, as overall credit quality remained favorable.

Noninterest income was down from the year-ago quarter, driven by a merchant services gain in the second quarter of 2017. Noninterest income, excluding the merchant services gain in the year-ago period, increased primarily due to higher assets under management from market growth.

Noninterest expense increased from the year-ago quarter. Personnel expense increased $11 million, primarily driven by recent acquisitions and ongoing investments, including residential mortgage investments and HelloWallet. Nonpersonnel expense decreased by $7 million, driven by a charitable contribution in the second quarter of 2017, which was partially offset by higher technology development costs.

Figure 12. Key Community Bank

	Three months ended June 30,		Change		Six months ended June 30,		Change	
dollars in millions	2018	2017	Amount	Percent	2018	2017	Amount	Percent
SUMMARY OF OPERATIONS								
Net interest income (TE)	**$715**	$676	$39	5.8 %	**$1,403**	$1,305	$98	7.5 %
Noninterest income	**281**	322	(41)	(12.7)	**551**	583	(32)	(5.5)
Total revenue (TE)	**996**	998	(2)	(.2)	**1,954**	1,888	66	3.5
Provision for credit losses	**38**	47	(9)	(19.1)	**86**	94	(8)	(8.5)
Noninterest expense	**639**	635	4	.6	**1,290**	1,241	49	3.9
Income (loss) before income taxes (TE)	**319**	316	3	.9	**578**	553	25	4.5
Allocated income taxes (benefit) and TE adjustments	**75**	118	(43)	(36.4)	**137**	206	(69)	(33.5)
Net income (loss) attributable to Key	**$244**	$198	$46	23.2 %	**$441**	$347	$94	27.1 %
AVERAGE BALANCES								
Loans and leases	**$47,984**	$47,477	$507	1.1 %	**$47,833**	$47,282	$551	1.2 %
Total assets	**51,866**	51,441	425	.8	**51,736**	51,215	521	1.0
Deposits	**80,930**	79,601	1,329	1.7	**80,440**	79,375	1,065	1.3
Assets under management at period end	**$39,663**	$37,613	$2,050	5.5 %	**$39,663**	$37,613	$2,050	5.5 %

ADDITIONAL KEY COMMUNITY BANK DATA

	Three months ended June 30,		Change		Six months ended June 30,		Change	
dollars in millions	2018	2017	Amount	Percent	2018	2017	Amount	Percent
NONINTEREST INCOME								
Trust and investment services income	**$92**	$86	$6	7.0 %	**$181**	$168	$13	7.7 %
Services charges on deposit accounts	**77**	77	—	—	**153**	152	1	.7
Cards and payments income	**59**	60	(1)	(1.7)	**110**	116	(6)	(5.2)
Other noninterest income	**53**	99	(46)	(46.5)	**107**	147	(40)	(27.2)
Total noninterest income	**$281**	$322	$(41)	(12.7)%	**$551**	$583	$(32)	(5.5)%
AVERAGE DEPOSITS OUTSTANDING								
NOW and money market deposit accounts	**$45,112**	$45,127	$(15)	—	**$44,704**	$44,954	$(250)	(.6)%
Savings deposits	**5,078**	5,293	(215)	(4.1)%	**5,067**	5,281	(214)	(4.1)
Certificates of deposits ($100,000 or more)	**5,232**	4,016	1,216	30.3	**5,097**	3,947	1,150	29.1
Other time deposits	**4,934**	4,640	294	6.3	**4,895**	4,666	229	4.9
Noninterest-bearing deposits	**20,574**	20,525	49	.2	**20,677**	20,527	150	.7
Total deposits	**$80,930**	$79,601	$1,329	1.7 %	**$80,440**	$79,375	$1,065	1.3 %
HOME EQUITY LOANS								
Average balance	**$11,496**	$12,330						
Combined weighted-average loan-to-value ratio (at date of origination)	**70 %**	71 %						
Percent first lien positions	**60**	60						
OTHER DATA								
Branches	**1,177**	1,210						
Automated teller machines	**1,537**	1,589						

Key Corporate Bank summary of operations

As shown in Figure 13, Key Corporate Bank recorded net income attributable to Key of $167 million for the second quarter of 2018, compared to $224 million for the same period one year ago.

TE net interest income decreased in the second quarter of 2018 compared to the second quarter of 2017. The decline is primarily related to $33 million of lower purchase accounting accretion, as well as loan spread compression. Average loans and leases increased from the year-ago quarter driven by broad-based growth in commercial and industrial loans. Average deposit balances decreased from the year-ago quarter due to the managed exit of higher cost corporate and public sector deposits offsetting growth in core deposits.

The provision for credit losses increased compared to the second quarter of 2017, mostly due to higher net loan charge-offs.

Noninterest income was down from the prior year. This decrease was largely due to a decline in operating lease income and other leasing gains, driven by a lease residual loss in the second quarter of 2018. Other declines included other noninterest income mostly due to a merchant services gain in the year-ago period. These decreases were slightly offset by higher investment banking and debt placement fees related to strength in advisory fees, including benefit from the acquisition of Cain Brothers, as well as an increase in corporate services income from higher derivatives revenue.

Noninterest expense increased from the second quarter of 2017. The increase from the prior year was largely related to acquisitions and investments throughout the year, which drove an increase in personnel expense and intangible asset amortization. Operating lease expense also increased compared to the year-ago period.

Figure 13. Key Corporate Bank

	Three months ended June 30,		**Change**		**Six months ended June 30,**		**Change**	
dollars in millions	**2018**	**2017**	**Amount**	**Percent**	**2018**	**2017**	**Amount**	**Percent**
SUMMARY OF OPERATIONS								
Net interest income (TE)	**$277**	$312	$(35)	(11.2)%	**$549**	$616	$(67)	(10.9)%
Noninterest income	**265**	285	(20)	(7.0)	**552**	559	(7)	(1.3)
Total revenue (TE)	**542**	597	(55)	(9.2)	**1,101**	1,175	(74)	(6.3)
Provision for credit losses	**28**	19	9	47.4	**42**	36	6	16.7
Noninterest expense	**326**	297	29	9.8	**640**	603	37	6.1
Income (loss) before income taxes (TE)	**188**	281	(93)	(33.1)	**419**	536	(117)	(21.8)
Allocated income taxes and TE adjustments	**21**	57	(36)	(63.2)	**45**	133	(88)	(66.2)
Net income (loss)	**$167**	$224	$(57)	(25.4)	**$374**	$403	$(29)	(7.2)
Less: Net income (loss) attributable to noncontrolling interests	**—**	—	—	—	**—**	(1)	1	N/M
Net income (loss) attributable to Key	**$167**	$224	$(57)	(25.4)%	**$374**	$404	$(30)	(7.4)%
AVERAGE BALANCES								
Loans and leases	**$39,710**	$37,704	$2,006	5.3 %	**$38,989**	$37,696	$1,293	3.4 %
Loans held for sale	**1,299**	1,000	299	29.9	**1,209**	1,048	161	15.4
Total assets	**47,213**	44,131	3,082	7.0	**46,386**	44,128	2,258	5.1
Deposits	**21,057**	21,145	(88)	(.4)%	**20,937**	21,074	(137)	(.7)%

ADDITIONAL KEY CORPORATE BANK DATA

	Three months ended June 30,		**Change**		**Six months ended June 30,**		**Change**	
dollars in millions	**2018**	**2017**	**Amount**	**Percent**	**2018**	**2017**	**Amount**	**Percent**
NONINTEREST INCOME								
Trust and investment services income	**$29**	$35	$(6)	(17.1)%	**$58**	$73	$(15)	(20.5)%
Investment banking and debt placement fees	**153**	134	19	14.2	**294**	258	36	14.0
Operating lease income and other leasing gains	**(10)**	22	(32)	N/M	**17**	43	(26)	(60.5)
Corporate services income	**44**	38	6	15.8	**87**	75	12	16.0
Service charges on deposit accounts	**13**	13	—	—	**26**	25	1	4.0
Cards and payments income	**12**	10	2	20.0	**23**	19	4	21.1
Payments and services income	**69**	61	8	13.1	**136**	119	17	14.3

Mortgage servicing fees	**19**	12	7	58.3	**36**	28	8	28.6
Other noninterest income	**5**	21	(16)	(76.2)	**11**	38	(27)	(71.1)
Total noninterest income	**$265**	$285	$(20)	(7.0)%	**$552**	$559	$(7)	(1.3)%

Other Segments

Other Segments consist of Corporate Treasury, Key’s Principal Investing unit, and various exit portfolios. Other Segments generated net income attributable to Key of $25 million for the second quarter of 2018, compared to $24 million for the same period last year.

Table of Contents

Financial Condition

Loans and loans held for sale

Figure 14. Breakdown of Loans at June 30, 2018

[a] Other consumer loans include Consumer direct loans, Credit cards, and Consumer indirect loans. See Note 3 (“Loan Portfolio”) Item 1. Financial Statements of this report.

At June 30, 2018, total loans outstanding from continuing operations were $88.2 billion, compared to $86.4 billion at December 31, 2017. For more information on balance sheet carrying value, see Note 1 (“Summary of Significant Accounting Policies”) under the headings “Loans” and “Loans Held for Sale” on page 100 of our 2017 Form 10-K.

Commercial loan portfolio

Commercial loans outstanding were $65.0 billion at June 30, 2018, an increase of $2.2 billion, or 3.6%, compared to December 31, 2017, primarily driven by an increase in commercial and industrial loans. Figure 15 provides our commercial loan portfolios by industry classification at June 30, 2018, and December 31, 2017.

Figure 15. Commercial Loans by Industry

June 30, 2018 *dollars in millions*	**Commercial and industrial**	**Commercial real estate**	**Commercial lease financing**	**Total commercial loans**	**Percent of total**
Industry classification:					
Agricultural	**$ 799**	**$ 151**	**$ 89**	**$ 1,039**	**1.6 %**
Automotive	**1,967**	**466**	**58**	**2,491**	**3.8**
Business products	**2,087**	**145**	**51**	**2,283**	**3.5**
Business services	**2,820**	**146**	**241**	**3,207**	**4.9**
Commercial real estate	**5,775**	**10,670**	**21**	**16,466**	**25.4**
Construction materials and contractors	**1,796**	**250**	**187**	**2,233**	**3.4**
Consumer discretionary	**3,719**	**545**	**534**	**4,798**	**7.4**
Consumer services	**3,062**	**786**	**201**	**4,049**	**6.2**
Equipment	**1,546**	**122**	**82**	**1,750**	**2.7**
Financial	**4,936**	**53**	**346**	**5,335**	**8.2**
Healthcare	**3,257**	**2,138**	**385**	**5,780**	**8.9**
Materials manufacturing and mining	**1,870**	**93**	**132**	**2,095**	**3.2**
Media	**399**	**19**	**66**	**484**	**.8**
Oil and gas	**1,379**	**34**	**50**	**1,463**	**2.3**
Public exposure	**2,662**	**50**	**989**	**3,701**	**5.7**
Technology	**579**	**10**	**7**	**596**	**.9**
Transportation	**1,417**	**214**	**765**	**2,396**	**3.7**
Utilities	**3,958**	**6**	**305**	**4,269**	**6.6**
Other	**541**	**—**	**—**	**541**	**.8**
Total	**$ 44,569**	**$ 15,898**	**$ 4,509**	**$ 64,976**	**100.0 %**

December 31, 2017 *dollars in millions*	**Commercial and industrial**	**Commercial real estate**	**Commercial lease financing**	**Total commercial loans**	**Percent of total**
Industry classification:					
Agricultural	$ 742	$ 156	$ 100	$ 998	1.5 %
Automotive	2,156	474	73	2,703	4.3
Business products	1,845	148	52	2,045	3.3
Business services	2,711	158	245	3,114	5.0
Commercial real estate	5,595	10,392	23	16,010	25.5
Construction materials and contractors	1,693	320	162	2,175	3.5
Consumer discretionary	3,646	565	542	4,753	7.6
Consumer services	3,005	937	262	4,204	6.7
Equipment	1,505	137	118	1,760	2.8
Financial	4,081	62	341	4,484	7.1
Healthcare	3,246	2,233	389	5,868	9.4
Materials manufacturing and mining	1,819	113	133	2,065	3.3
Media	364	21	42	427	.7
Oil and gas	1,095	21	51	1,167	1.9
Public exposure	2,783	52	1,055	3,890	6.2
Technology	579	3	8	590	.9
Transportation	1,418	242	890	2,550	4.1
Utilities	3,067	6	340	3,413	5.4
Other	509	8	—	517	.8
Total	$ 41,859	$ 16,048	$ 4,826	$ 62,733	100.0 %

Commercial and industrial. Commercial and industrial loans are the largest component of our loan portfolio, representing 51% of our total loan portfolio at June 30, 2018, and 48% at December 31, 2017. This portfolio is approximately 83% variable rate and consists of loans originated in both Key Corporate Bank and Key Community Bank to large corporate, middle market, and small business clients.

Commercial and industrial loans totaled $44.6 billion at June 30, 2018, an increase of $2.7 billion, or 6.5%, compared to December 31, 2017. The growth was broad-based and spread across most industry categories, including increased lending in the financial and utilities industries, which combined accounted for approximately 64% of the growth at June 30, 2018.

Commercial real estate loans. Our commercial real estate portfolio includes both mortgage and construction loans, and is originated through two primary sources: our 15-state banking franchise, and KeyBank
Real Estate Capital, a national line of business that cultivates relationships with owners of commercial real estate
located both within and beyond the branch system. Approximately 69% of our average commercial real estate loans are generated by our KeyBank Real Estate Capital line of business. Nonowner-occupied properties, generally properties for which at least 50% of the debt service is provided by rental income from nonaffiliated third parties, represented 80% of total commercial real estate loans outstanding at June 30, 2018. Construction loans, which provide a stream of funding for properties not fully leased at origination to support debt service payments over the term of the contract or project, represented 11% of commercial real estate loans at period end.

At June 30, 2018, commercial real estate loans totaled $15.9 billion, which includes $1.7 billion of construction loans. Compared to December 31, 2017, this portfolio decreased $150 million, or .9%. We continue to focus primarily on owners of completed and stabilized commercial real estate in accordance with our relationship strategy.

As shown in Figure 16, our commercial real estate loan portfolio includes various property types and geographic
locations of the underlying collateral. These loans include commercial mortgage and construction loans in both Key
Community Bank and Key Corporate Bank.

Figure 16. Commercial Real Estate Loans

	Geographic Region							Total	Percent of Total	Construction	Commercial Mortgage
dollars in millions	West	Southwest	Central	Midwest	Southeast	Northeast	National				
June 30, 2018											
Nonowner-occupied:											
Retail properties	$ 158	$ 129	$ 115	$ 184	$ 195	$ 775	$ 355	$ 1,911	12.0 %	$ 173	$ 1,738
Multifamily properties	407	278	817	424	952	1,922	298	5,098	32.1	1,099	3,999
Health facilities	79	—	55	135	190	773	622	1,854	11.7	30	1,824
Office buildings	253	14	92	119	152	992	65	1,687	10.6	94	1,593
Warehouses	92	25	17	39	57	347	100	677	4.2	79	598
Manufacturing facilities	21	—	15	21	24	69	67	217	1.4	13	204
Hotels/Motels	39	—	29	—	4	185	31	288	1.8	4	284
Residential properties	1	—	—	4	19	165	—	189	1.2	76	113
Land and development	23	—	5	3	1	61	—	93	.6	69	24
Other	36	8	37	40	2	341	164	628	3.9	19	609
Total nonowner-occupied	1,109	454	1,182	969	1,596	5,630	1,702	12,642	79.5	1,656	10,986
Owner-occupied	846	13	251	530	40	1,576	—	3,256	20.5	80	3,176
Total	$ 1,955	$ 467	$ 1,433	$ 1,499	$ 1,636	$ 7,206	$ 1,702	15,898	100.0 %	$ 1,736	$ 14,162
December 31, 2017											
Total	$ 2,071	$ 387	$ 1,320	$ 1,730	$ 1,939	$ 7,758	$ 843	$ 16,048		$ 1,960	$ 14,088
June 30, 2018											
Nonowner-occupied:											
Nonperforming loans	—	—	—	$ 1	$ 10	$ 9		$ 20	N/M	—	$ 20
Accruing loans past due 90 days or more	$ 8	—	—	—	—	19	—	27	N/M	8	19
Accruing loans past due 30 through 89 days	9	—	—	7	1	49	62	128	N/M	$ 2	126

West – Alaska, California, Hawaii, Idaho, Montana, Oregon, Washington, and Wyoming
Southwest – Arizona, Nevada, and New Mexico
Central – Arkansas, Colorado, Oklahoma, Texas, and Utah
Midwest – Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin
Southeast – Alabama, Delaware, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, Washington D.C., and West Virginia
Northeast – Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont
National – Accounts in three or more regions

Consumer loan portfolio

Consumer loans outstanding decreased by $426 million, or 1.8%, from December 31, 2017, driven by continued declines in the home equity loan portfolio, largely the result of paydowns on home equity lines of credit.

The home equity portfolio is comprised of loans originated by our Key Community Bank within our 15-state footprint and is the largest segment of our consumer loan portfolio, representing 50% of consumer loans outstanding at June 30, 2018.

As shown in Figure 12, we held the first lien position for approximately 60% of the Key Community Bank home equity portfolio at both June 30, 2018, and June 30, 2017. For loans with real estate collateral, we track borrower performance monthly. Regardless of the lien position, credit metrics are refreshed quarterly, including recent FICO scores as well as updated loan-to-value ratios. This information is used in establishing the ALLL. Our methodology is described in Note 1 ("Summary of Significant Accounting Policies") under the heading "Allowance for Loan and Lease Losses" beginning on page 102 of our 2017 Form 10-K.

Figure 17. Consumer Loans by State

June 30, 2018	**Real estate — residential mortgage**	**Home equity loans**	**Consumer direct loans**	**Credit cards**	**Consumer indirect loans**	**Total**
State						
New York	$ 1,164	$2,995	$ 386	$395	$ 741	$5,681
Ohio	439	1,591	387	244	375	3,036
Washington	671	1,758	224	100	13	2,766
Pennsylvania	293	763	72	47	242	1,417
California	51	31	13	4	46	145
Connecticut	1,160	406	22	21	148	1,757
Colorado	235	519	78	34	2	868
Oregon	348	917	85	44	3	1,397
Texas	1	17	8	3	21	50
Massachusetts	246	51	21	5	325	648
Other	844	2,471	489	197	1,480	5,481
Total	$ 5,452	$11,519	$ 1,785	$1,094	$ 3,396	$23,246
December 31, 2017						
Total	$ 5,483	$12,028	$ 1,794	$1,106	$ 3,261	$23,672

Loan sales

As shown in Figure 18, during the first six months of 2018, we sold $5.7 billion of loans. Sales of loans classified as held for sale generated net gains of $89 million in the first six months of 2018.

Figure 18 summarizes our loan sales for the first six months of 2018 and all of 2017.

Figure 18. Loans Sold (Including Loans Held for Sale)

in millions	**Commercial**	**Commercial Real Estate**	**Commercial Lease Financing**	**Residential Real Estate**	**Total**
2018					
Second quarter	**$ 253**	**$ 2,266**	**$ 144**	**$ 308**	**$2,971**
First quarter	**141**	**2,251**	**66**	**284**	**2,742**
Total	**$ 394**	**$ 4,517**	**$ 210**	**$ 592**	**$5,713**
2017					
Fourth quarter	$ 88	$ 3,394	$ 81	$ 275	$3,838
Third quarter	337	2,534	93	279	3,243
Second quarter	205	2,097	14	230	2,546
First quarter	49	2,011	83	194	2,337
Total	$ 679	$ 10,036	$ 271	$ 978	$11,964

Figure 19 shows loans that are either administered or serviced by us, but not recorded on the balance sheet; this includes loans that were sold.

Figure 19. Loans Administered or Serviced

in millions	**June 30, 2018**	**March 31, 2018**	**December 31, 2017**	**September 30, 2017**	**June 30, 2017**

Commercial real estate loans	**$256,062**	$246,089	$238,718	$ 224,361	$218,667
Residential mortgage	**4,893**	4,585	4,582	4,458	4,345
Education loans	**845**	888	932	974	1,019
Commercial lease financing	**915**	873	862	856	833
Commercial loans	**518**	498	488	458	446
Total	**$263,233**	$252,933	$245,582	$ 231,107	$225,310

In the event of default by a borrower, we are subject to recourse with respect to approximately $3.5 billion of the $263.2 billion of loans administered or serviced at June 30, 2018. Additional information about this recourse arrangement is included in Note 15 (“Contingent Liabilities and Guarantees”) under the heading “Recourse agreement with FNMA.”

We derive income from several sources when retaining the right to administer or service loans that are sold. We earn noninterest income (recorded as “mortgage servicing fees”) from fees for servicing or administering loans. This fee income is reduced by the amortization of related servicing assets. In addition, we earn interest income from investing funds generated by escrow deposits collected in connection with the servicing loans. Additional information about our mortgage servicing assets is included in Note 8 (“Mortgage Servicing Assets”).

Securities

Our securities portfolio totaled $29.7 billion at June 30, 2018, compared to $30.0 billion at December 31, 2017. Available-for-sale securities were $17.4 billion at June 30, 2018, compared to $18.1 billion at December 31, 2017. Held-to-maturity securities were $12.3 billion at June 30, 2018, and $11.8 billion at December 31, 2017.

As shown in Figure 20, all of our mortgage-backed securities, which include both securities available for sale and held-to-maturity securities, are issued by government-sponsored enterprises or GNMA and traded in liquid secondary markets. These securities are recorded on the balance sheet at fair value for the available-for-sale portfolio and at amortized cost for the held-to-maturity portfolio. For more information about these securities, see Note 5 (“Fair Value Measurements”) under the heading “Qualitative Disclosures of Valuation Techniques,” and Note6 (“Securities”).

Figure 20. Mortgage-Backed Securities by Issuer

in millions	**June 30, 2018**	**December 31, 2017**
FHLMC	**$5,635**	$ 5,897
FNMA	**10,336**	10,328
GNMA	**13,485**	13,543
Total [(a)]	**$29,456**	$ 29,768

(a) Includes securities held in the available-for-sale and held-to-maturity portfolios.

Securities available for sale

The majority of our securities available for sale portfolio consists of federal agency CMOs and mortgage-backed securities. CMOs are debt securities secured by a pool of mortgages or mortgage-backed securities. These mortgage securities generate interest income, serve as collateral to support certain pledging agreements, and provide liquidity value under regulatory requirements.

Figure 21 shows the composition, yields, and remaining maturities of our securities available for sale. For more information about these securities, including gross unrealized gains and losses by type of security and securities pledged, see Note 6 (“Securities”).

Figure 21. Securities Available for Sale

dollars in millions	**U.S. Treasury, Agencies, and Corporations**	**States and Political Subdivisions**	**Agency Residential Collateralized Mortgage Obligations (a)**	**Agency Residential Mortgage-backed Securities (a)**	**Agency Commercial Mortgage-backed Securities (a)**	**Other Securities**	**Total**	**Weighted-Average Yield (b)**
June 30, 2018								
Remaining maturity:								

One year or less	**—**	**$ 2**	**$ 96**	**$ 15**	**—**	**—**	**$ 113**	**3.30** %
After one through five years	**$ 144**	**5**	**8,376**	**1,206**	**$ 1,851**	**$ 20**	**11,602**	**2.11**
After five through ten years	**1**	**—**	**5,422**	**131**	**82**	**—**	**5,636**	**2.43**
After ten years	**1**	**—**	**—**	**15**	**—**	**—**	**16**	**3.05**
Fair value	**$ 146**	**$ 7**	**$ 13,894**	**$ 1,367**	**$ 1,933**	**$ 20**	**$ 17,367**	**—**
Amortized cost	**150**	**7**	**14,435**	**1,407**	**2,041**	**17**	**18,057**	**2.23** %
Weighted-average yield [(b)]	**1.78** %	**5.26** %	**2.22** %	**2.21** %	**2.33** %	**—**	**2.23** %	**—**
Weighted-average maturity	**3.9 years**	**1.6 years**	**4.8 years**	**4.1 years**	**4.0 years**	**2.4 years**	**4.6 years**	**—**
December 31, 2017								
Fair value	$ 157	$ 9	$ 14,660	$ 1,439	$ 1,854	$ 20	$ 18,139	—
Amortized cost	159	9	14,985	1,456	1,920	17	18,546	2.09 %

(a) Maturity is based upon expected average lives rather than contractual terms.
(b) Weighted-average yields are calculated based on amortized cost. Such yields have been adjusted to a TE basis using the statutory federal income tax rate in effect that calendar year.

Held-to-maturity securities

Federal agency CMOs and mortgage-backed securities constitute essentially all of our held-to-maturity securities. The remaining balance is comprised of foreign bonds. Figure 22 shows the composition, yields, and remaining maturities of these securities.

Figure 22. Held-to-Maturity Securities

dollars in millions	**Agency Residential Collateralized Mortgage Obligations** [(a)]	**Agency Residential Mortgage-backed Securities** [(a)]	**Agency Commercial Mortgage-backed Securities** [(a)]	**Other Securities**	**Total**	**Weighted-Average Yield** [(b)]	
June 30, 2018							
Remaining maturity:							
One year or less	**$ 34**	**—**	**—**	**$ 9**	**$ 43**	**2.36**	%
After one through five years	**4,569**	**—**	**$ 2,078**	**6**	**6,653**	**2.38**	
After five through ten years	**3,096**	**$ 531**	**1,954**	**—**	**5,581**	**2.41**	
After ten years	**—**	**—**	**—**	**—**	**—**	**—**	
Amortized cost	**$ 7,699**	**$ 531**	**$ 4,032**	**$ 15**	**$ 12,277**	**2.39**	%
Fair value	**7,328**	**514**	**3,878**	**15**	**11,735**	**—**	
Weighted-average yield	**2.10** %	**2.69** %	**2.92** %	**2.85** %	**2.39** %	**—**	
Weighted-average maturity	**4.8 years**	**6.5 years**	**6.3 years**	**1.1 years**	**5.3 years**	**—**	
December 31, 2017							
Amortized cost	$ 8,055	$ 574	$ 3,186	$ 15	$ 11,830	2.27	%
Fair value	7,831	571	3,148	15	11,565	—	

(a) Maturity is based upon expected average lives rather than contractual terms.
(b) Weighted-average yields are calculated based on amortized cost. Such yields have been adjusted to a TE basis using the statutory federal income tax rate in effect that calendar year.

Deposits and other sources of funds

Figure 23. Breakdown of Deposits at June 30, 2018

Deposits are our primary source of funding. At June 30, 2018, our deposits totaled $104.5 billion, a decrease of $687 million compared to December 31, 2017. Noninterest-bearing deposits decreased $2.9 billion, as clients shift to higher-yielding deposit products. Partly offsetting the decline in noninterest-bearing deposits were increases in NOW and money market deposit accounts, which increased $1.4 billion, and certificates of deposits and other time deposits, which increased $843 million, reflecting the shift to higher-yielding deposit products, as well as strength in Key's retail banking franchise and growth from commercial relationships.

Wholesale funds, consisting of short-term borrowings and long-term debt, totaled $16.2 billion at June 30, 2018, compared to $15.3 billion at December 31, 2017. The increase in wholesale funds from December 31, 2017, reflects an increase in short-term borrowings as a result of strong commercial loan growth and seasonal deposit outflows.

Table of Contents

Capital

The objective of capital management is to maintain capital levels consistent with our risk appetite and of a sufficient amount to operate under a wide range of economic conditions. We have identified four primary uses of capital:

1. Investing in our businesses, supporting our clients, and loan growth;
2. Maintaining or increasing our Common Share dividend;
3. Returning capital in the form of Common Share repurchases to our shareholders; and
4. Remaining disciplined and opportunistic about how we invest in our franchise to include selective acquisitions
over time.

The following sections discuss certain ways we have deployed our capital. For further information, see the Consolidated Statements of Changes in Equity and Note 17 ("Shareholders' Equity").

Dividends

Consistent with our 2017 capital plan, we paid a quarterly dividend of $.12 per Common Share for the second quarter of 2018. We made a payment of $12.50 per depositary share on the depositary shares related to our Series D Preferred Stock during the second quarter of 2018, for a total of $6 million. We made a payment of $.382813 per depositary share on the depositary shares related to our Series E Preferred Stock during the second quarter of 2018, for a total of $8 million.

Further information regarding the capital planning process and CCAR is included under the heading "Capital planning and stress testing" in the "Supervision and Regulation" section beginning on page 12 of our 2017 Form 10-K.

Common shares outstanding

Our Common Shares are traded on the NYSE under the symbol KEY with 35,305 holders of record at June 30, 2018. Our book value per Common Share was $13.29 based on 1.059 billion shares outstanding at June 30, 2018, compared to $13.09 per Common Share based on 1.069 billion shares outstanding at December 31, 2017. At June 30, 2018, our tangible book value per Common Share was $10.59, compared to $10.35 per Common Share at December 31, 2017.

Figure 24 shows activities that caused the change in outstanding common shares over the past five quarters.

Figure 24. Changes in Common Shares Outstanding

	2018		2017		
in thousands	**Second**	**First**	**Fourth**	**Third**	**Second**
Shares outstanding at beginning of period	**1,064,939**	**1,069,084**	1,079,039	1,092,739	1,097,479
Open market repurchases and return of shares under employee compensation plans	**(6,259)**	**(9,399)**	(10,617)	(15,298)	(5,072)
Shares issued under employee compensation plans (net of cancellations)	**264**	**5,254**	662	1,598	332
Shares outstanding at end of period	**1,058,944**	**1,064,939**	1,069,084	1,079,039	1,092,739

As shown above, Common Shares outstanding decreased by 6.0 million shares during the second quarter of 2018. This decrease was primarily due to common share repurchases under our 2017 capital plan.

At June 30, 2018, we had 197.8 million treasury shares, compared to 187.6 million treasury shares at December 31, 2017. Going forward we expect to reissue treasury shares as needed in connection with stock-based compensation awards and for other corporate purposes.

Information on repurchases of Common Shares by KeyCorp is included in Part II, Item 2. “Unregistered Sales of Equity Securities and Use of Proceeds” of this report.

Capital adequacy

Capital adequacy is an important indicator of financial stability and performance. All of our capital ratios remained in excess of regulatory requirements at June 30, 2018. Our capital and liquidity levels are intended to position us to weather an adverse operating environment while continuing to serve our clients’ needs, as well as to meet the Regulatory Capital Rules described in the “Supervision and regulation” section of Item 2 of this report. Our shareholders’ equity to assets ratio was10.96% at June 30, 2018, compared to 10.91% at December 31, 2017. Our tangible common equity to tangible assets ratio was 8.32% at June 30, 2018, compared to 8.23% at December 31, 2017. The minimum capital and leverage ratios under the Regulatory Capital Rules together with the estimated ratios of KeyCorp at June 30, 2018, calculated on a fully phased-in basis, are set forth under the heading “Basel III” in the “Supervision and Regulation” section in Item 1 of our 2017 Form 10-K.

Figure 25 represents the details of our regulatory capital positions at June 30, 2018, and December 31, 2017, under the Regulatory Capital Rules. Information regarding the regulatory capital ratios of KeyCorp’s banking subsidiaries is presented annually, in Note 24 (“Shareholders' Equity”) beginning on page 182 of our 2017 Form 10-K.

Figure 25. Capital Components and Risk-Weighted Assets

dollars in millions	**June 30, 2018**	**December 31, 2017**
COMMON EQUITY TIER 1		
Key shareholders' equity (GAAP)	**$15,100**	$15,023
Less: Preferred Stock [a]	**1,009**	1,009
Common Equity Tier 1 capital before adjustments and deductions	**14,091**	14,014
Less: Goodwill, net of deferred taxes	**2,464**	2,495
Intangible assets, net of deferred taxes	**287**	266
Deferred tax assets	**64**	2
Net unrealized gains (losses) on available-for-sale securities, net of deferred taxes	**(527)**	(311)
Accumulated gains (losses) on cash flow hedges, net of deferred taxes	**(209)**	(122)
Amounts in AOCI attributed to pension and postretirement benefit costs, net of deferred taxes	**(386)**	(391)
Total Common Equity Tier 1 capital	**$12,398**	$12,075
TIER 1 CAPITAL		
Common Equity Tier 1	**$12,398**	$12,075
Additional Tier 1 capital instruments and related surplus	**1,009**	1,009
Less: Deductions	**—**	1
Total Tier 1 capital	**13,407**	13,083
TIER 2 CAPITAL		
Tier 2 capital instruments and related surplus	**1,343**	1,310
Allowance for losses on loans and liability for losses on lending-related commitments [b]	**961**	952
Less: Deductions	**—**	—
Total Tier 2 capital	**2,304**	2,262
Total risk-based capital	**$15,711**	$15,345
RISK-WEIGHTED ASSETS		
Risk-weighted assets on balance sheet	**$96,845**	$94,735
Risk-weighted off-balance sheet exposure	**24,314**	23,058
Market risk-equivalent assets	**1,280**	1,019
Gross risk-weighted assets	**122,439**	118,812
Less: Excess allowance for loan and lease losses	**—**	—
Net risk-weighted assets	**$122,439**	$118,812
AVERAGE QUARTERLY TOTAL ASSETS	**$135,812**	$134,484
CAPITAL RATIOS		
Tier 1 risk-based capital	**10.95 %**	11.01 %
Total risk-based capital	**12.83**	12.92
Leverage [c]	**9.87**	9.73
Common Equity Tier 1	**10.13**	10.16

[a] Net of capital surplus.

[b] The ALLL included in Tier 2 capital is limited by regulation to 1.25% of the institution's standardized total risk-weighted assets (excluding its standardized market risk-weighted assets). The ALLL includes $14 million and $16 million of allowance classified as "discontinued assets" on the balance sheet atJune 30, 2018, and December 31, 2017, respectively.

[c] This ratio is Tier 1 capital divided by average quarterly total assets as defined by the Federal Reserve less: (i) goodwill, (ii) the disallowed intangible and deferred tax assets, and (iii) other deductions from assets for leverage capital purposes.

Risk Management

Overview

Like all financial services companies, we engage in business activities and assume the related risks. The most significant risks we face are credit, compliance, operational, liquidity, market, reputation, strategic, and model risks. Our risk management activities are focused on ensuring that we properly identify, measure, and manage such risks across the entire enterprise to maintain safety and soundness, and to maximize profitability. There have been no significant changes in our Risk Management practices as described under the heading “Risk Management” beginning on page 67 of our 2017 Form 10-K.

Market risk management

Market risk is the risk that movements in market risk factors, including interest rates, foreign exchange rates, equity prices, commodity prices, credit spreads, and volatilities will reduce Key’s income and the value of its portfolios. These factors influence prospective yields, values, or prices associated with the instrument. We are exposed to market risk both in our trading and nontrading activities, which include asset and liability management activities. Information regarding our fair value policies, procedures, and methodologies is provided in Note 1 (“Summary of Significant Accounting Policies”) under the heading “Fair Value Measurements” on page 103 of our2017 Form 10-K and Note 5 (“Fair Value Measurements”) in this report.

Trading market risk

Key incurs market risk as a result of trading activities that are used in support of client facilitation and hedging activities, principally within our investment banking and capital markets businesses. Key has exposures to a wide range of risk factors including interest rates, equity prices, foreign exchange rates, credit spreads, and commodity prices, as well as the associated implied volatilities and spreads. Our primary market risk exposures are a result of trading and hedging activities in the derivative, fixed income, and foreign exchange markets, including securitization exposures. At June 30, 2018, we did not have any re-securitization positions. We maintain modest trading inventories to facilitate customer flow, make markets in securities, and hedge certain risks including but not limited to credit risk and interest rate risk. The risks associated with these activities are mitigated in accordance with the Market Risk hedging policy. The majority of our positions are traded in active markets.

Market risk management is an integral part of Key’s risk culture. The Risk Committee of our Board provides oversight of trading market risks. The ERM Committee and the Market Risk Committee regularly review and discuss market risk reports prepared by our MRM that contain our market risk exposures and results of monitoring activities. Market risk policies and procedures have been defined and approved by the Market Risk Committee, a Tier 2 Risk Governance Committee, and take into account our tolerance for risk and consideration for the business environment. For more information regarding monitoring of trading positions and the activities related to the Market Risk Rule compliance see ”Market Risk Management” beginning on page 68 of our 2017 Form 10-K.

VaR and stressed VaR. VaR is the estimate of the maximum amount of loss on an instrument or portfolio due to adverse market conditions during a given time interval within a stated confidence level. Stressed VaR is used to assess extreme conditions on market risk within our trading portfolios. The MRM calculates VaR and stressed VaR on a daily basis, and the results are distributed to appropriate management. VaR and stressed VaR results are also provided to our regulators and utilized in regulatory capital calculations.

We use a historical simulation VaR model to measure the potential adverse effect of changes in interest rates, foreign exchange rates, equity prices, and credit spreads on the fair value of our covered positions and other non-covered positions. We analyze market risk by portfolios, and do not separately measure and monitor our portfolios by risk type. VaR is calculated using daily observations over a one-year time horizon, and approximates a 95% confidence level. Statistically, this means that we would expect to incur losses greater than VaR, on average, five out of 100 trading days, or three to four times each quarter. We also calculate VaR and stressed VaR at a 99% confidence level. For more information regarding our VaR model, its governance and assumptions, see ”Market Risk Management” on page 68 of our 2017 Form 10-K.

Actual losses for the total covered positions did not exceed aggregate daily VaR on any day during the quarters ended June 30, 2018, and June 30, 2017. The MRM backtests our VaR model on a daily basis to evaluate its predictive power. The test compares VaR model results at the 99% confidence level to daily held profit and loss.

Results of backtesting are provided to the Market Risk Committee. Backtesting exceptions occur when trading losses exceed VaR. We do not engage in correlation trading, or utilize the internal model approach for measuring default and credit migration risk. Our net VaR approach incorporates diversification, but our VaR calculation does not include the impact of counterparty risk and our own credit spreads on derivatives.

The aggregate VaR at the 99% confidence level with a one day holding period for all covered positions was $1.1 million at June 30, 2018, and $1.2 million at June 30, 2017. Starting with the third quarter of 2017, the aggregate VaR does not include the VaR for the credit derivatives that represented the hedging activities for the commercial real estate warehouse portfolio. These activities are no longer considered as covered portfolios. Figure 26 summarizes our VaR at the 99% confidence level with a one day holding period for significant portfolios of covered positions for the three months ended June 30, 2018, and June 30, 2017.

Figure 26. VaR for Significant Portfolios of Covered Positions

	2018				**2017**			
	Three months ended June 30,				**Three months ended June 30,**			
in millions	**High**	**Low**	**Mean**	**June 30,**	**High**	**Low**	**Mean**	**June 30,**
Trading account assets:								
Fixed income	**$1.2**	**$.6**	**$ .8**	**$ .9**	$1.3	$.4	$ .7	$ .6
Derivatives:								
Interest rate	**$.1**	**—**	**$ .1**	**$ .1**	$.1	$.1	$ .1	$ .1
Credit	**—**	**—**	**—**	**—**	1.5	.2	.6	.3

Stressed VaR is calculated by running the portfolios through a predetermined stress period which is approved by the MRC and is calculated at the 99% confidence level using the same model and assumptions used for general VaR. The aggregate stressed VaR for all covered positions was $5.4 million at June 30, 2018, and $4.5 million at June 30, 2017. Figure 27 summarizes our stressed VaR at the 99% confidence level with a one day holding period for significant portfolios of covered positions for the three months ended June 30, 2018, and June 30, 2017.

Figure 27. Stressed VaR for Significant Portfolios of Covered Positions

	2018				**2017**			
	Three months ended June 30,				**Three months ended June 30,**			
in millions	**High**	**Low**	**Mean**	**June 30,**	**High**	**Low**	**Mean**	**June 30,**
Trading account assets:								
Fixed income	**$6.2**	**$4.1**	**$ 5.3**	**$4.2**	$4.0	$1.7	$ 2.7	$2.9
Derivatives:								
Interest rate	**$.5**	**$.3**	**$ .4**	**$.5**	$.3	$.2	$ .2	$.3
Credit	**—**	**—**	**—**	**—**	2.6	.4	1.1	.8

Internal capital adequacy assessment. Market risk is a component of our internal capital adequacy assessment. Our risk-weighted assets include a market risk-equivalent asset amount, which consists of a VaR component, stressed VaR component, a *de minimis* exposure amount, and a specific risk add-on including the securitization positions. The aggregate market value of the securitization positions as defined by the Market Risk Rule was $101 million at June 30, 2018. This amount included $51 million of mortgage-backed securities positions and $50 million of asset-backed securities positions. Specific risk is the price risk of individual financial instruments, which is not accounted for by changes in broad market risk factors and is measured through a standardized approach. Market risk weighted assets, including the specific risk calculations, are run quarterly by the MRM in accordance with the Market Risk Rule, and approved by the Chief Market Risk Officer.

Nontrading market risk

Most of our nontrading market risk is derived from interest rate fluctuations and its impacts on our traditional loan and deposit products, as well as investments, hedging relationships, long-term debt, and certain short-term borrowings. Interest rate risk, which is inherent in the banking industry, is measured by the potential for fluctuations in net interest income and the EVE that result from changes in interest rates and differences in the repricing and maturity characteristics of assets and liabilities. We manage the exposure to changes in net interest income and the EVE in accordance with our risk appetite and in accordance with the Board approved ERM policy.

Interest rate risk positions are influenced by a number of factors including the balance sheet positioning that arises out of customer preferences for loan and deposit products, economic conditions, the competitive environment within our markets, changes in market interest rates that affect client activity, and our hedging, investing, funding, and capital positions. The primary components of interest rate risk exposure consist of reprice risk, basis risk, yield curve risk, and option risk.

- ***"Reprice risk"*** is the exposure to changes in the level of interest rates and occurs when the volume of interest-bearing liabilities and the volume of interest-earning assets they fund (e.g., deposits used to fund loans) do not mature or reprice at the same time.
- ***"Basis risk"*** is the exposure to asymmetrical changes in interest rate indices and occurs when floating-rate assets and floating-rate liabilities reprice at the same time, but in response to different market factors or indexes.
- ***"Yield curve risk"*** is the exposure to nonparallel changes in the slope of the yield curve (where the yield curve depicts the relationship between the yield on a particular type of security and its term to maturity) and occurs when interest-bearing liabilities and the interest-earning assets that they fund do not price or reprice to the same term point on the yield curve.
- ***"Option risk"*** is the exposure to a customer or counterparty's ability to take advantage of the interest rate environment and terminate or reprice one of our assets, liabilities, or off-balance sheet instruments prior to contractual maturity without a penalty. Option risk occurs when exposures to customer and counterparty early withdrawals or prepayments are not mitigated with an offsetting position or appropriate compensation.

The management of nontrading market risk is centralized within Corporate Treasury. The Risk Committee of our Board provides oversight of nontrading market risk. The ERM Committee and the ALCO review reports on the interest rate risk exposures described above. In addition, the ALCO reviews reports on stress tests and sensitivity analyses related to interest rate risk. The ERM Committee and the ALCO have various responsibilities related to managing nontrading market risk, including recommending, approving, and monitoring strategies that maintain risk positions within approved tolerance ranges. The A/LM policy provides the framework for the oversight and management of interest rate risk and is administered by the ALCO. The MRM, as the second line of defense, provides additional oversight.

Net interest income simulation analysis. The primary tool we use to measure our interest rate risk is simulation analysis. For purposes of this analysis, we estimate our net interest income based on the current and projected composition of our on- and off-balance sheet positions, accounting for recent and anticipated trends in customer activity. The analysis also incorporates assumptions for the current and projected interest rate environments, and balance sheet growth projections based on a most likely macroeconomic view. The results of simulation analysis reflect management's desired interest rate risk positioning. The modeling incorporates investment portfolio and swap portfolio balances consistent with management's desired interest rate risk positioning. The simulation model estimates the amount of net interest income at risk by simulating the change in net interest income that would occur if interest rates were to gradually increase or decrease over the next 12 months. Our standard rate scenarios encompass a gradual, parallel increase or decrease of 200 basis points. After calculating the amount of net interest income at risk to interest rate changes, we compare that amount with the net interest income generated in an unchanged interest rate environment.

Figure 28 presents the results of the simulation analysis at June 30, 2018, and June 30, 2017. At June 30, 2018, our simulated impact to changes in interest rates was modestly asset-sensitive. In June 2018, the Federal Reserve increased the range for the Federal Funds Target Rate, which led to an increase in the magnitude of the declining rate scenario to 175 basis points. Tolerance levels for risk management require the development of remediation plans to maintain residual risk within tolerance if simulation modeling demonstrates that a gradual, parallel 200 basis point increase or 175 basis point decrease in interest rates over the next 12 months would adversely affect net interest income over the same period by more than

5.5%. As a result of the Federal Reserve’s interest rate increases, our modeled exposure to declining rates has increased modestly over the prior year.

Figure 28. Simulated Change in Net Interest Income

	June 30, 2018		June 30, 2017	
Basis point change assumption (short-term rates)	**-175**	**+200**	-125	+200
Tolerance level	**-5.50 %**	**-5.50 %**	-5.50 %	-5.50 %
Interest rate risk assessment	**-5.30 %**	**1.90 %**	-4.94 %	.91 %

Simulation analysis produces a sophisticated estimate of interest rate exposure based on assumptions input into the model. We tailor certain assumptions to the specific interest rate environment and yield curve shape being modeled, and validate those assumptions on a regular basis. However, actual results may differ from those derived in simulation analysis due to unanticipated changes to the balance sheet composition, customer behavior, product pricing, market interest rates, changes in management’s desired interest rate risk positioning, investment, funding and hedging activities, and repercussions from unanticipated or unknown events.

We also perform regular stress tests and sensitivity analyses on the model inputs that could materially change the resulting risk assessments. Assessments are performed using different shapes of the yield curve, including steepening or flattening of the yield curve, immediate changes in market interest rates, and changes in the relationship of money market interest rates. Assessments are also performed on changes to the following assumptions: loan and deposit balances, the pricing of deposits without contractual maturities, changes in lending spreads, prepayments on loans and securities, investment, funding and hedging activities, and liquidity and capital management strategies.

The results of additional assessments indicate that net interest income could increase or decrease from the base simulation results presented in Figure 28. Net interest income is highly dependent on the timing, magnitude, frequency, and path of interest rate changes and the associated assumptions for deposit repricing relationships, lending spreads, and the balance behavior of transaction accounts. If fixed rate assets increase by $1 billion, or fixed rate liabilities decrease by $1 billion, then the benefit to rising rates would decrease by approximately 25 basis points. If the interest bearing liquid deposit beta assumption increases or decreases by 5% (e.g. 40% to 45%), then the benefit to rising rates would change by approximately 85 basis points.

Our current interest rate risk position could fluctuate to higher or lower levels of risk depending on the competitive environment and client behavior that may affect the actual volume, mix, maturity, and repricing characteristics of loan and deposit flows. Corporate Treasury discretionary activities related to funding, investing, and hedging may also change as a result of changes in customer business flows or changes in management’s desired interest rate risk positioning. As changes occur to both the configuration of the balance sheet and the outlook for the economy, management proactively evaluates hedging opportunities that may change our interest rate risk profile.

We also conduct simulations that measure the effect of changes in market interest rates in the second and third years of a three-year horizon. These simulations are conducted in a manner similar to those based on a 12-month horizon. To capture longer-term exposures, we calculate exposures to changes of the EVE as discussed in the following section.

Economic value of equity modeling. EVE complements net interest income simulation analysis as it estimates risk exposure beyond 12-, 24-, and 36-month horizons. EVE modeling measures the extent to which the economic values of assets, liabilities and off-balance sheet instruments may change in response to fluctuations in interest rates. EVE is calculated by subjecting the balance sheet to an immediate 200 basis point increase or decrease in interest rates, measuring the resulting change in the values of assets, liabilities, and off-balance sheet instruments, and comparing those amounts with the base case of the current interest rate environment. Because the calculation of EVE under an immediate 200 basis point decrease in interest rates in the current low rate environment results in certain interest rates declining to zero and a less than 200 basis point decrease in certain yield curve term points, we have modified the standard declining rate scenario to an immediate 175 basis point decrease. This analysis is highly dependent upon assumptions applied to assets and liabilities with non-contractual maturities. Those assumptions are based on historical behaviors, as well as our expectations. We develop remediation plans that would maintain residual risk within tolerance if this analysis indicates that our EVE will decrease by more than 15% in response to an immediate increase or decrease in interest rates. We are operating within these guidelines as of June 30, 2018.

Management of interest rate exposure. We use the results of our various interest rate risk analyses to formulate A/LM strategies to achieve the desired risk profile while managing to our objectives for capital adequacy and liquidity risk exposures. Specifically, we manage interest rate risk positions by purchasing securities, issuing term debt with floating or fixed interest rates, and using derivatives — predominantly in the form of interest rate swaps, which modify the interest rate characteristics of certain assets and liabilities.

Figure 29 shows all swap positions that we hold for A/LM purposes. These positions are used to convert the contractual interest rate index of agreed-upon amounts of assets and liabilities (i.e., notional amounts) to another interest rate index. For example, fixed-rate debt is converted to a floating rate through a “receive fixed/pay variable” interest rate swap. The volume, maturity, and mix of portfolio swaps change frequently as we adjust our broader A/

LM objectives and the balance sheet positions to be hedged. For more information about how we use interest rate swaps to manage our risk profile, see Note 7 ("Derivatives and Hedging Activities").

Figure 29. Portfolio Swaps by Interest Rate Risk Management Strategy

	June 30, 2018						
			Weighted-Average			**December 31, 2017**	
dollars in millions	**Notional Amount**	**Fair Value**	**Maturity (Years)**	**Receive Rate**	**Pay Rate**	**Notional Amount**	**Fair Value**
Receive fixed/pay variable — conventional A/LM[a]	**$18,670**	**$(244)**	**2.1**	**1.7 %**	**2.0%**	$16,425	$(126)
Receive fixed/pay variable — conventional debt	**10,141**	**(104)**	**3.2**	**1.9**	**1.9**	9,691	(9)
Floors — conventional A/LM	**10**	**—**	**.8**	**2.0**	**—**	—	—
Pay fixed/receive variable — conventional debt	**50**	**(3)**	**10**	**2.3**	**3.6**	50	(6)
Total portfolio swaps	**$28,871**	**$(351)**[b]	**2.5**	**1.7 %**	**2.0%**	$26,166	$(141)[b]

[a] Portfolio swaps designated as A/LM are used to manage interest rate risk tied to both assets and liabilities.

[b] Excludes accrued interest of $385 million and $176 million at June 30, 2018, and December 31, 2017, respectively.

Liquidity risk management

Liquidity risk, which is inherent in the banking industry, is measured by our ability to accommodate liability maturities and deposit withdrawals, meet contractual obligations, and fund new business opportunities at a reasonable cost, in a timely manner, and without adverse consequences. Liquidity management involves maintaining sufficient and diverse sources of funding to accommodate planned, as well as unanticipated, changes in assets and liabilities under both normal and adverse conditions.

Factors affecting liquidity

Our liquidity could be adversely affected by both direct and indirect events. An example of a direct event would be a downgrade in our public credit ratings by a rating agency. Examples of indirect events (events unrelated to us) that could impair our access to liquidity would be an act of terrorism or war, natural disasters, political events, or the default or bankruptcy of a major corporation, mutual fund or hedge fund. Similarly, market speculation, or rumors about us or the banking industry in general, may adversely affect the cost and availability of normal funding sources.

Our credit ratings at June 30, 2018, are shown in Figure 30. We believe these credit ratings, under normal conditions in the capital markets, would enable KeyCorp or KeyBank to issue fixed income securities to investors.

Figure 30. Credit Ratings

June 30, 2018	**Short-Term Borrowings**	**Long-Term Deposits**	**Senior Long-Term Debt**	**Subordinated Long-Term Debt**	**Capital Securities**	**Preferred Stock**
KEYCORP (THE PARENT COMPANY)						
Standard & Poor's	A-2	N/A	BBB+	BBB	BB+	BB+
Moody's	P-2	N/A	Baa1	Baa1	Baa2	Baa3
Fitch Ratings, Inc.	F1	N/A	A-	BBB+	BB+	BB
DBRS, Inc.	R-1 (low)	N/A	A (low)	BBB (high)	BBB (high)	BBB (low)
KEYBANK						
Standard & Poor's	A-2	N/A	A-	BBB+	N/A	N/A
Moody's	P-2	Aa3	A3	Baa1	N/A	N/A

Fitch Ratings, Inc.	F1	A	A-	BBB+	N/A	N/A
DBRS, Inc.	R-1 (low)	A	A	A (low)	N/A	N/A

Sources of liquidity

Our primary source of funding for KeyBank is retail and commercial deposits. As of June 30, 2018, our loan-to-deposit ratio was 87%. In addition, we also have access to various sources of wholesale funding, maintain a portfolio of liquid assets, and have borrowing capacity at the FHLB and Federal Reserve Bank of Cleveland. Our liquid asset portfolio at June 30, 2018, totaled $23.9 billion, consisting of $21.3 billion of unpledged securities, $240 million of securities available for secured funding at the FHLB, and $2.3 billion of net balances of federal funds sold and balances in our Federal Reserve account. Additionally, as of June 30, 2018, our unused borrowing capacity secured by loan collateral was $25.8 billion at the Federal Reserve Bank of Cleveland and $7.2 billion at the FHLB. During the second quarter of 2018, our outstanding FHLB advances decreased as $501 million of term advances matured.

During the second quarter of 2018, KeyBank issued $500 million of 3.35% Senior Bank Notes due June 15, 2021, under its Global Bank Note Program.

Liquidity for KeyCorp

The primary source of liquidity for KeyCorp is from subsidiary dividends, primarily from KeyBank. KeyCorp has sufficient liquidity when it can service its debt, support customary corporate operations and activities (including acquisitions), support occasional guarantees of subsidiaries' obligations in transactions with third parties at a reasonable cost, in a timely manner, and without adverse consequences, and pay dividends to shareholders.

At June 30, 2018, KeyCorp held $3.0 billion in cash, which we projected to be sufficient to meet our projected obligations, including the repayment of our maturing debt obligations for the periods prescribed by our risk tolerance.

Typically, KeyCorp meets its liquidity requirements through regular dividends from KeyBank. During the second quarter of 2018, KeyBank paid $375 million in dividends to KeyCorp. As of June 30, 2018, KeyBank had regulatory capacity to pay $1.2 billion in dividends to KeyCorp without prior regulatory approval.

Additionally, during the second quarter of 2018, KeyCorp issued $750 million of 4.10% Senior Notes due April 30, 2028, under its Medium-Term Note Program.

Our liquidity position and recent activity

Over the past quarter, our liquid asset portfolio, which includes overnight and short-term investments, as well as unencumbered, high quality liquid securities held as protection against a range of potential liquidity stress scenarios, has increased as a result of higher balances held at the Federal Reserve and an increase in unpledged securities. The liquid asset portfolio continues to exceed the amount that we estimate would be necessary to manage through an adverse liquidity event by providing sufficient time to develop and execute a longer-term solution.

We generate cash flows from operations and from investing and financing activities. We have approximately $169 million of cash, cash equivalents, and short-term investments in international tax jurisdictions as of June 30, 2018. As we consider alternative long-term strategic and liquidity plans, opportunities to repatriate these amounts would result in approximately $2 million in taxes to be paid. We have included the appropriate amount as a deferred tax liability at June 30, 2018.

The Consolidated Statements of Cash Flows summarize our sources and uses of cash by type of activity for the six-month periods ended June 30, 2018, and June 30, 2017.

For more information regarding liquidity governance structure, factorings affecting liquidity, management of liquidity risk at KeyBank and KeyCorp, long-term liquidity strategies, and other liquidity programs, see ”Liquidity Risk Management” beginning on page 73 of our 2017 Form 10-K.

Credit risk management

Credit risk is the risk of loss to us arising from an obligor's inability or failure to meet contractual payment or performance terms. Like other financial services institutions, we make loans, extend credit, purchase securities, add financial and payments products, and enter into financial derivative contracts, all of which have related credit risk.

Credit policy, approval, and evaluation

We manage credit risk exposure through a multifaceted program. The Credit Risk Committee approves management credit policies and recommends for approval significant credit policies to the appropriate Board or Board committee. These policies are communicated throughout the organization to foster a consistent approach to granting credit. There have been no significant changes in our Credit Risk Management practices as described under the heading "Credit risk management" beginning on page 76 of our 2017 Form 10-K.

Allowance for loan and lease losses

We estimate the appropriate level of the ALLL on at least a quarterly basis. The methodology used is described in Note 1 ("Summary of Significant Accounting Policies") under the heading "Allowance for Loan and Lease Losses" beginning on page 102 of our2017 Form 10-K. Briefly, our allowance applies incurred loss rates to existing loans with similar risk characteristics. We exercise judgment to assess any adjustment to the incurred loss rates for the impact of factors such as changes in economic conditions, lending policies including underwriting standards, and the level of credit risk associated with specific industries and markets. The ALLL at June 30, 2018, represents our best estimate of the incurred credit losses inherent in the loan portfolio at that date. For more information about impaired loans, see Note 4 ("Asset Quality").

As shown in Figure 31, our ALLL from continuing operations increased by $10 million, or 1.1%, from December 31, 2017. Our commercial ALLL increased by $14 million, or 1.9%, from December 31, 2017, primarily because of loan growth in the commercial and industrial loan portfolio, as well as credit quality migration. Our consumer ALLL decreased by $4 million, or 2.8%, from December 31, 2017, primarily due to continued improvement in credit quality metrics.

Figure 31. Allocation of the Allowance for Loan Lease Losses

	June 30, 2018					**December 31, 2017**				
dollars in millions	**Amount**	**Percent of Allowance to Total Allowance**		**Percent of Loan Type to Total Loans**		**Amount**	**Percent of Allowance to Total Allowance**		**Percent of Loan Type to Total Loans**	
Commercial and industrial	**$542**	**61.1**	%	**50.5**	%	$529	60.3	%	48.4	%
Commercial real estate:										
Commercial mortgage	**139**	**15.7**		**16.1**		133	15.2		16.3	
Construction	**28**	**3.1**		**2.0**		30	3.4		2.3	
Total commercial real estate loans	**167**	**18.8**		**18.1**		163	18.6		18.6	
Commercial lease financing	**40**	**4.5**		**5.1**		43	4.9		5.6	
Total commercial loans	**749**	**84.4**		**73.7**		735	83.8		72.6	
Real estate — residential mortgage	**10**	**1.1**		**6.2**		7	.8		6.3	
Home equity loans	**37**	**4.2**		**13.1**		43	4.9		13.9	
Consumer direct loans	**26**	**2.9**		**2.0**		28	3.2		2.1	
Credit cards	**46**	**5.2**		**1.2**		44	5.0		1.3	
Consumer indirect loans	**19**	**2.2**		**3.8**		20	2.3		3.8	

Total consumer loans	**138**	**15.6**		**26.3**		142	16.2		27.4	
Total loans [(a)]	**$ 887**	**100.0**	**%**	**100.0**	**%**	$ 877	100.0	%	100.0	%

[(a)] Excludes allocations of the ALLL related to the discontinued operations of the education lending business in the amount of $14 million at June 30, 2018, and $16 million at December 31, 2017.

Net loan charge-offs

Figure 32 shows the trend in our net loan charge-offs by loan type, while the composition of loan charge-offs and recoveries by type of loan is presented in Figure 33.

Over the past 12 months, net loan charge-offs decreased $6 million. This decrease is attributable to continued portfolio strength in our commercial and consumer loan portfolios.

Figure 32. Net Loan Charge-offs from Continuing Operations [(a)]

	2018		**2017**		
dollars in millions	**Second**	**First**	**Fourth**	**Third**	**Second**
Commercial and industrial	**$32**	**$31**	$24	$4	$38
Real estate — Commercial mortgage	**1**	**1**	1	5	3
Real estate — Construction	**—**	**(1)**	—	2	—
Commercial lease financing	**4**	**—**	4	(2)	1
Total commercial loans	**37**	**31**	29	9	42
Real estate — Residential mortgage	**—**	**1**	1	(1)	3
Home equity loans	**3**	**1**	4	2	4
Consumer direct loans	**7**	**6**	6	7	6
Credit cards	**10**	**11**	9	10	10
Consumer indirect loans	**3**	**4**	3	5	1
Total consumer loans	**23**	**23**	23	23	24
Total net loan charge-offs	**$60**	**$54**	$52	$32	$66
Net loan charge-offs to average loans	**.27 %**	**.25 %**	.24 %	.15 %	.31 %
Net loan charge-offs from discontinued operations — education lending business	**$2**	**$2**	$4	$8	$2

(a) Credit amounts indicate that recoveries exceeded charge-offs.

Figure 33. Summary of Loan and Lease Loss Experience from Continuing Operations

	Three months ended June 30,		Six months ended June 30,	
dollars in millions	**2018**	**2017**	**2018**	**2017**
Average loans outstanding	**$88,644**	$86,502	**$87,790**	$86,318
Allowance for loan and lease losses at beginning of period	**$881**	$870	**$877**	$858
Loans charged off:				
Commercial and industrial	**39**	40	**76**	72
Real estate — commercial mortgage	**2**	3	**3**	3
Real estate — construction	**—**	—	**—**	—
Commercial lease financing	**4**	1	**5**	8
Total commercial loans	**45**	44	**84**	83
Real estate — residential mortgage	**—**	4	**1**	2
Home equity loans	**6**	9	**10**	17
Consumer direct loans	**9**	8	**17**	18
Credit cards	**12**	12	**24**	23
Consumer indirect loans	**7**	5	**15**	16
Total consumer loans	**34**	38	**67**	76
Total loans charged off	**79**	82	**151**	159
Recoveries:				
Commercial and industrial	**7**	2	**13**	7
Real estate — commercial mortgage	**1**	—	**1**	—
Real estate — construction	**—**	—	**1**	1
Commercial lease financing	**—**	—	**1**	2
Total commercial loans	**8**	2	**16**	10
Real estate — residential mortgage	**—**	1	**—**	3
Home equity loans	**3**	5	**6**	8
Consumer direct loans	**2**	2	**4**	3
Credit cards	**2**	2	**3**	3
Consumer indirect loans	**4**	4	**8**	8
Total consumer loans	**11**	14	**21**	25
Total recoveries	**19**	16	**37**	35
Net loan charge-offs	**(60)**	(66)	**(114)**	(124)
Provision (credit) for loan and lease losses	**66**	66	**124**	136
Allowance for loan and lease losses at end of period	**$887**	$870	**$887**	$870
Liability for credit losses on lending-related commitments at beginning of period	**$60**	$48	**$57**	$55
Provision (credit) for losses on lending-related commitments	**(2)**	—	**1**	(7)
Liability for credit losses on lending-related commitments at end of period [(a)]	**$58**	$48	**$58**	$48
Total allowance for credit losses at end of period	**$945**	$918	**$945**	$918
Net loan charge-offs to average total loans	**.27 %**	.31 %	**.26 %**	.29 %
Allowance for loan and lease losses to period-end loans	**1.01**	1.01	**1.01**	1.01
Allowance for credit losses to period-end loans	**1.07**	1.06	**1.07**	1.06
Allowance for loan and lease losses to nonperforming loans	**162.8**	171.6	**162.8**	171.6
Allowance for credit losses to nonperforming loans	**173.4**	181.1	**173.4**	181.1
Discontinued operations — education lending business:				
Loans charged off	**$3**	$4	**$7**	$10
Recoveries	**1**	2	**3**	4
Net loan charge-offs	**$(2)**	$(2)	**$(4)**	$(6)

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

Nonperforming assets

Figure 34 shows the composition of our nonperforming assets. As shown in Figure 34, nonperforming assets at June 30, 2018, increased $37 million from December 31, 2017. This increase was largely driven by credit migration within our commercial and industrial loan portfolio. For a summary of our nonaccrual and charge-off policies, see Note 1 ("Summary of Significant Accounting Policies") under the headings "Nonperforming Loans," "Impaired Loans," and "Allowance for Loan and Lease Losses" beginning on page 101 of our 2017 Form 10-K.

Figure 34. Summary of Nonperforming Assets and Past Due Loans from Continuing Operations

dollars in millions	**June 30, 2018**	**March 31, 2018**	**December 31, 2017**	**September 30, 2017**	**June 30, 2017**
Commercial and industrial	**$ 178**	$ 189	$ 153	$ 169	$ 178
Real estate — commercial mortgage	**42**	33	30	30	34
Real estate — construction	**2**	2	2	2	4
Total commercial real estate loans [a]	**44**	35	32	32	38
Commercial lease financing	**21**	5	6	11	11
Total commercial loans [b]	**243**	229	191	212	227
Real estate — residential mortgage	**55**	59	58	57	58
Home equity loans	**222**	229	229	227	208
Consumer direct loans	**4**	4	4	3	2
Credit cards	**2**	2	2	2	2
Consumer indirect loans	**19**	18	19	16	10
Total consumer loans	**302**	312	312	305	280
Total nonperforming loans [c]	**545**	541	503	517	507
OREO	**26**	28	31	39	48
Other nonperforming assets	**—**	—	—	—	1
Total nonperforming assets [c]	**$ 571**	$ 569	$ 534	$ 556	$ 556
Accruing loans past due 90 days or more	**$ 103**	$ 82	$ 89	$ 86	$ 85
Accruing loans past due 30 through 89 days	**429**	305	359	329	340
Restructured loans — accruing and nonaccruing [d]	**347**	317	317	315	333
Restructured loans included in nonperforming loans [d]	**184**	179	189	187	193
Nonperforming assets from discontinued operations — education lending business	**6**	6	7	8	5
Nonperforming loans to period-end portfolio loans [c]	**.62** %	.61 %	.58 %	.60 %	.59 %
Nonperforming assets to period-end portfolio loans plus OREO and other nonperforming assets [c]	**.65**	.65 %	.62 %	.64 %	.64 %

[a] See Figure 16 and the accompanying discussion in the "Loans and loans held for sale" section for more information related to our commercial real estate loan portfolio.

[b] See Figure 15 and the accompanying discussion in the "Loans and loans held for sale" section for more information related to our commercial loan portfolio.

[c] Nonperforming loan balances exclude $629 million, $690 million, $738 million, $783 million, and $835 million of PCI loans at June 30, 2018, March 31, 2018, December 31, 2017, September 30, 2017, and June 30, 2017, respectively.

[d] Restructured loans (i.e., TDRs) are those for which Key, for reasons related to a borrower's financial difficulties, grants a concession to the borrower that it would not otherwise consider. These concessions are made to improve the collectability of the loan and generally take the form of a reduction of the interest rate, extension of the maturity date or reduction in the principal balance.

Figure 35 shows the types of activity that caused the change in our nonperforming loan balance during each of the last five quarters.

Figure 35. Summary of Changes in Nonperforming Loans from Continuing Operations

	2018		**2017**		
in millions	**Second**	**First**	**Fourth**	**Third**	**Second**
Balance at beginning of period	**$541**	**$503**	$517	$507	$ 573

Loans placed on nonaccrual status	**175**	**182**	137	181	143
Charge-offs	**(78)**	**(70)**	(67)	(71)	(82)
Loans sold	**(1)**	**—**	—	(1)	—
Payments	**(33)**	**(29)**	(52)	(32)	(84)
Transfers to OREO	**(5)**	**(4)**	(8)	(10)	(8)
Transfers to other nonperforming assets	**—**	**—**	—	—	—
Loans returned to accrual status	**(54)**	**(41)**	(24)	(57)	(35)
Balance at end of period [(a)]	**$545**	**$541**	$503	$517	$507

[(a)] Nonperforming loan balances exclude $629 million, $690 million, $738 million, $783 million, and $835 million of PCI loans at June 30, 2018, March 31, 2018, December 31, 2017, September 30, 2017, and June 30, 2017, respectively.

Operational and compliance risk management

Like all businesses, we are subject to operational risk, which is the risk of loss resulting from human error or malfeasance, inadequate or failed internal processes and systems, and external events. These events include,

Table of Contents

among other things, threats to our cybersecurity, as we are reliant upon information systems and the Internet to conduct our business activities. Operational risk also encompasses compliance risk, which is the risk of loss from violations of, or noncompliance with, laws, rules and regulations, prescribed practices, and ethical standards. Under the Dodd-Frank Act, large financial companies like Key are subject to heightened prudential standards and regulation. This heightened level of regulation has increased our operational risk. Resulting operational risk losses and/or additional regulatory compliance costs could take the form of explicit charges, increased operational costs, harm to our reputation, or foregone opportunities.

We seek to mitigate operational risk through identification and measurement of risk, alignment of business strategies with risk appetite and tolerance, and a system of internal controls and reporting. We continuously strive to strengthen our system of internal controls to improve the oversight of our operational risk and to ensure compliance with laws, rules, and regulations. For example, an operational event database tracks the amounts and sources of operational risk and losses. This tracking mechanism helps to identify weaknesses and to highlight the need to take corrective action. We also rely upon software programs designed to assist in assessing operational risk and monitoring our control processes. This technology has enhanced the reporting of the effectiveness of our controls to senior management and the Board.

The Operational Risk Management Program provides the framework for the structure, governance, roles, and responsibilities, as well as the content, to manage operational risk for Key. The Compliance Risk Committee serves the same function in managing compliance risk for Key. Primary responsibility for managing and monitoring internal control mechanisms lies with the managers of our various lines of business. The Operational Risk Committee and Compliance Risk Committee are senior management committees that oversee our level of operational and compliance risk and direct and support our operational and compliance infrastructure and related activities. These committees and the Operational Risk Management and Compliance functions are an integral part of our ERM Program. Our Risk Review function regularly assesses the overall effectiveness of our Operational Risk Management and Compliance Programs and our system of internal controls. Risk Review reports the results of reviews on internal controls and systems to senior management and the Risk and Audit Committees and independently supports the Risk Committee’s oversight of these controls.

Cybersecurity

We maintain comprehensive Cyber Incident Response Plans, and we devote significant time and resources to maintaining and regularly updating our technology systems and processes to protect the security of our computer systems, software, networks, and other technology assets against attempts by third parties to obtain unauthorized access to confidential information, destroy data, disrupt or degrade service, sabotage systems, or cause other damage. We and many other U.S. financial institutions have experienced distributed denial-of-service attacks from technologically sophisticated third parties. These attacks are intended to disrupt or disable online banking services and prevent banking transactions. We also periodically experience other attempts to breach the security of our systems and data. These cyberattacks have not, to date, resulted in any material disruption of our operations or material harm to our customers, and have not had a material adverse effect on our results of operations.

Cyberattack risks may also occur with our third-party technology service providers, and may result in financial loss or liability that could adversely affect our financial condition or results of operations. Cyberattacks could also interfere with third-party providers’ ability to fulfill their contractual obligations to us. Recent high-profile cyberattacks have targeted retailers, credit bureaus, and other businesses for the purpose of acquiring the confidential information (including personal, financial, and credit card information) of customers, some of whom are customers of ours. We may incur expenses related to the investigation of such attacks or related to the protection of our customers from identity theft as a result of such attacks. We may also incur expenses to enhance our systems or processes to protect against cyber or other security incidents. Risks and exposures related to cyberattacks are expected to remain high for the foreseeable future due to the rapidly evolving nature and sophistication of these threats, as well as due to the expanding use of Internet banking, mobile banking, and other technology-based products and services by us and our clients.

As described in more detail starting on page 67 of our 2017 Form 10-K under the heading “Risk Management - Overview,” the Board serves in an oversight capacity ensuring that Key’s risks are managed in a manner that is effective and balanced and adds value for the shareholders. The Board’s Risk Committee has primary oversight for enterprise-wide risk at KeyCorp, including operational risk (which includes cybersecurity). The Risk Committee reviews and provides oversight of management’s activities related to the enterprise-wide risk management framework, including cyber-related risk. The ERM Committee, chaired by the Chief Executive Officer and comprising other senior level executives, is responsible for managing risk (including cyber-related risk) and ensuring that the corporate risk profile is managed in a manner consistent with our risk appetite. The ERM Committee reports to the Board's Risk Committee. The Operational Risk Committee, a Tier 2 Risk Governance Committee, supports the ERM Committee by identifying early warning events and trends, escalating emerging risks, and discussing forward-looking assessments. The Operational Risk Committee includes attendees from each of the Three Lines of Defense.

Critical Accounting Policies and Estimates

Our business is dynamic and complex. Consequently, we must exercise judgment in choosing and applying accounting policies and methodologies. These choices are critical – not only are they necessary to comply with GAAP, they also reflect our view of the appropriate way to record and report our overall financial performance. All accounting policies are important, and all policies described in Note 1 ("Summary of Significant Accounting Policies") beginning on page 100 of our2017 Form 10-K should be reviewed for a greater understanding of how we record and report our financial performance. Note 1 ("Basis of Presentation and Accounting Policies") of this report should also be reviewed for more information on accounting standards that have been adopted during the period.

In our opinion, some accounting policies are more likely than others to have a critical effect on our financial results and to expose those results to potentially greater volatility. These policies apply to areas of relatively greater business importance, or require us 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 prove to be inaccurate, or we may find it necessary to change them.

We rely heavily on the use of judgment, assumptions, and estimates to make a number of core decisions, including accounting for the ALLL; contingent liabilities, guarantees and income taxes; derivatives and related hedging activities; and assets and liabilities that involve valuation methodologies. In addition, we may employ outside valuation experts to assist us in determining fair values of certain assets and liabilities. A brief discussion of each of these areas appears on pages 86 through 89 of our 2017 Form 10-K.

During the first six months of 2018, we did not significantly alter the manner in which we applied our critical accounting policies or developed related assumptions and estimates.

Accounting and Reporting Developments

Accounting Guidance Pending Adoption at June 30, 2018

Standard	Required Adoption	Description	Effect on Financial Statements or Other Significant Matters
ASU 2016-02, Leases (Topic 842) ASU 2018-01, Leases (Topic 842): Land Easement Practical Expedient ASU 2018-10 Codification Improvements	January 1, 2019 Early adoption is permitted	The ASU creates ASC Topic 842, *Leases*, and supersedes Topic 840, *Leases.* The ASU requires that a lessee recognize assets and liabilities for leases with lease terms of more than 12 months. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. Leveraged leases that commenced before the effective date of the new guidance are grandfathered. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. However, the ASU will require both	Key has formed a cross-functional team to oversee the implementation of this ASU. Implementation efforts are ongoing, including review of our lease portfolios, consideration of available practical expedients, development of new lease accounting policies, the review of our service contracts for embedded leases, and deployment of a new lease software solution. Key is also putting internal controls in place to support the implementation of the lease standard. Key's adoption of this ASU on January 1, 2019, will result in an increase in right-of-use assets and associated lease liabilities, arising from operating leases in which Key is the lessee, on our Consolidated Balance Sheet. The amount of the right-of-use assets and associated lease liabilities recorded upon adoption will be based primarily on the

to Topic 842 ASU 2018-11, Leases (Topic 842): Targeted Improvements	types of leases to be recognized on the balance sheet. It also requires enhanced disclosures to better understand the amount, timing, and uncertainty of cash flows arising from leases. These disclosures include qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. The guidance may be adopted using either a modified retrospective approach, measuring leases at the beginning of the earliest period presented, or adopted using a cumulative-effect adjustment to the opening balance of retained earnings at the adoption date.	present value of unpaid future minimum lease payments, the amount of which will depend on the population of leases in effect at the date of adoption. Key’s minimum future rental payments under noncancelable operating leases will be measured and recognized when the new guidance is adopted (refer to Note 22 (“Commitments, Contingent Liabilities, and Guarantees”) in our 2017 Form 10-K). While these leases represent a majority of the leases that are within scope of the new leasing standard, we continue to review service contracts to identify potential additional leases embedded in those arrangements that would be within the scope of the new standard. Between now and January 1, 2019, Key will likely have changes to the lease population as we continue to evaluate and execute branch and occupancy optimization initiatives. In addition to final determination of the lease population at the effective date, the initial measurement of the right-of-use asset and the corresponding liability will be affected by certain key assumptions such as expectations of renewals or extensions and the interest rate used to discount the future lease obligations. Up through the date of adoption, the evaluation of the impact of the standard will be adjusted based on new leases that are executed, leases that are terminated prior to the effective date, and any leases with changes to key assumptions or expectations such as renewals and extensions, and discount rates. We do not expect the adoption of this guidance to have a material impact on the recognition of operating lease expense in our Consolidated Statements of Income.

ASU 2017-08, *Premium Amortization on Purchased Callable Debt Securities*	January 1, 2019 Early adoption is permitted.	The ASU amends ASC Topic 310-20, *Receivables — Nonrefundable Fees and Other Costs*, and shortens the amortization period to the earliest call date for certain callable debt securities held at a premium. Securities held at a discount will continue to be amortized to maturity. The guidance should be implemented on a modified retrospective basis using a cumulative-effect adjustment.	The adoption of this guidance is not expected to have a material effect on our financial condition or results of operations.
ASU 2016-13 *Measurement of Credit Losses on Financial Instruments*	January 1, 2020 Early adoption is permitted as of January 1, 2019	The ASU amends ASC Topic 326, *Financial Instruments-Credit Losses,* and significantly changes how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The standard replaces today's "incurred loss" approach with an "expected loss" model for instruments such as loans and held-to-maturity securities that are measured at amortized cost. The standard requires credit losses relating to available-for-sale debt securities to be recorded through an allowance rather than a reduction of the carrying amount. It also changes the accounting for purchased credit-impaired debt securities and loans. The ASU retains many of the current disclosure requirements in current GAAP and expands certain disclosure requirements.	This new guidance will affect the accounting for our loans, debt securities held to maturity and available for sale, and liabilities for credit losses on unfunded lending-related commitments as well as purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. Key has formed cross-functional implementation working groups comprised of teams throughout Key, including finance, credit, and modeling. The implementation team has developed a detailed project plan, identified and documented certain key policy decisions, and determined modeling techniques and technology solutions to meet the requirements of the new guidance. Education sessions on the substantial changes caused by the standard are ongoing. The implementation working groups are currently designing the future state of the allowance for credit loss process, considering changes to the estimation, control, and governance processes. A parallel run of the accounting for expected credit losses is planned beginning in the first quarter of 2019. Key expects that the new guidance will generally result in an increase in its allowance for credit losses for loans, unfunded lending-related commitments, and purchased financial assets with credit deterioration, as it will cover credit losses over the full remaining expected life of loans and commitments and will consider future changes in macroeconomic conditions. Since the magnitude of the anticipated increase in the allowance for credit losses will be impacted by economic conditions and trends in the Company's portfolio at the time of adoption, the quantitative impact cannot yet be reasonably estimated. While we are still assessing the new standard, the adoption of this guidance is not anticipated to have a material impact on the available-for-sale debt securities or held-to-maturity securities measured at amortized cost.
ASU 2017-04, *Simplifying the Test for Goodwill Impairment*	January 1, 2020 Early adoption is permitted	The ASU amends ASC Topic 350, *Intangibles - Goodwill and Other* and eliminates the second step of the test for goodwill impairment. Under the new guidance, entities will compare the fair value of a reporting unit with its carrying amount. If the carrying amount exceeds the reporting unit's fair value, the entity is required to recognize an impairment charge for this amount. The new method applies to all reporting units and the performance of a qualitative assessment is still allowable. The guidance should be implemented using a prospective approach.	The adoption of this accounting guidance is not expected to have a material effect on our financial condition or results of operations.

European Sovereign and Nonsovereign Debt Exposures

Our total European sovereign and Nonsovereign debt exposure is presented in Figure 36.

Figure 36. European Sovereign and Nonsovereign Debt Exposures

June 30, 2018 *in millions*	Short-and Long-Term Commercial Total [a]	Foreign Exchange and Derivatives with Collateral [b]	Net Exposure
France:			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	$ (5)	$ (5)
Nonsovereign non-financial institutions	$ 8	—	8
Total	8	(5)	3
Germany:			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	—	—
Nonsovereign non-financial institutions	19	—	19
Total	19	—	19
Italy:			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	—	—
Nonsovereign non-financial institutions	2	—	2
Total	2	—	2
Luxembourg:			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	—	—
Nonsovereign non-financial institutions	8	—	8
Total	8	—	8
Spain:			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	—	—
Nonsovereign non-financial institutions	1	—	1
Total	1	—	1
Switzerland:			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	(1)	(1)
Nonsovereign non-financial institutions	71	—	71
Total	71	(1)	70
United Kingdom:			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	155	155
Nonsovereign non-financial institutions	29	—	29
Total	29	155	184
Other Europe: [c]			
Sovereigns	—	—	—
Nonsovereign financial institutions	—	—	—
Nonsovereign non-financial institutions	—	—	—
Total	—	—	—
Total Europe:			
Sovereigns	—	—	—

Nonsovereign financial institutions	—	149	149
Nonsovereign non-financial institutions	138	—	138
Total	$ 138	$ 149	$ 287

(a) Represents our outstanding leases.

(b) Represents contracts to hedge our balance sheet asset and liability needs, and to accommodate our clients' trading and/or hedging needs. Our derivative mark-to-market exposures are calculated and reported on a daily basis. These exposures are largely covered by cash or highly marketable securities collateral with daily collateral calls.

(c) Other Europe consists of the following countries: Austria, Belarus, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Finland, Greece, Hungary, Iceland, Ireland, Lithuania, Luxembourg, Malta, Norway, Poland, Portugal, Romania, Russia, Slovakia, Slovenia, Sweden, and Ukraine. 100% of our current exposure in Other Europe is in Austria, Belgium, and Sweden.

Our credit risk exposure is largely concentrated in developed countries with emerging market exposure essentially limited to commercial facilities; these exposures are actively monitored by management. We do not have at-risk exposures in the rest of the world.

Table of Contents

Item 1. Financial Statements

Consolidated Balance Sheets

in millions, except per share data	**June 30, 2018 (Unaudited)**			**December 31, 2017**		
ASSETS						
Cash and due from banks	**$**	**784**		$	671	
Short-term investments	**2,646**			4,447		
Trading account assets	**833**			836		
Securities available for sale	**17,367**			18,139		
Held-to-maturity securities (fair value: $11,735 and $11,565)	**12,277**			11,830		
Other investments	**709**			726		
Loans, net of unearned income of $684 and $736	**88,222**			86,405		
Less: Allowance for loan and lease losses	**(887**		**)**	(877		)
Net loans	**87,335**			85,528		
Loans held for sale [(a)]	**1,418**			1,107		
Premises and equipment	**892**			930		
Operating lease assets	**903**			821		
Goodwill	**2,516**			2,538		
Other intangible assets	**361**			416		
Corporate-owned life insurance	**4,147**			4,132		
Accrued income and other assets	**4,382**			4,237		
Discontinued assets	**1,222**			1,340		
Total assets	**$**	**137,792**		$	137,698	
LIABILITIES						
Deposits in domestic offices:						
NOW and money market deposit accounts	**$**	**55,059**		$	53,627	
Savings deposits	**6,199**			6,296		
Certificates of deposit ($100,000 or more)	**7,547**			6,849		
Other time deposits	**4,943**			4,798		
Total interest-bearing deposits	**73,748**			71,570		
Noninterest-bearing deposits	**30,800**			33,665		
Total deposits	**104,548**			105,235		
Federal funds purchased and securities sold under repurchase agreements	**1,667**			377		
Bank notes and other short-term borrowings	**639**			634		
Accrued expense and other liabilities	**1,983**			2,094		
Long-term debt	**13,853**			14,333		
Total liabilities	**122,690**			122,673		
EQUITY						
Preferred stock	**1,025**			1,025		
Common Shares, $1 par value; authorized 1,400,000,000 shares; issued 1,256,702,081, and 1,256,702,081 shares	**1,257**			1,257		

Capital surplus	**6,315**		6,335	
Retained earnings	**10,970**		10,335	
Treasury stock, at cost (197,757,926 and 187,617,832 shares)	**(3,382**	**)**	(3,150	)
Accumulated other comprehensive income (loss)	**(1,085**	**)**	(779	)
Key shareholders' equity	**15,100**		15,023	
Noncontrolling interests	**2**		2	
Total equity	**15,102**		15,025	
Total liabilities and equity	**$ 137,792**		$ 137,698	

[a] Total loans held for sale include real estate — residential mortgage loans held for sale at fair value of $58 million at June 30, 2018, and $71 million at December 31, 2017.
See Notes to Consolidated Financial Statements (Unaudited).

Consolidated Statements of Income

dollars in millions, except per share amounts	**Three months ended June 30,**		**Six months ended June 30,**	
(Unaudited)	**2018**	**2017**	**2018**	**2017**
INTEREST INCOME				
Loans	**$1,000**	$ 948	**$1,940**	$ 1,825
Loans held for sale	**16**	9	**28**	22
Securities available for sale	**97**	90	**192**	185
Held-to-maturity securities	**72**	55	**141**	106
Trading account assets	**7**	7	**14**	14
Short-term investments	**8**	5	**16**	8
Other investments	**5**	3	**11**	7
Total interest income	**1,205**	1,117	**2,342**	2,167
INTEREST EXPENSE				
Deposits	**112**	66	**203**	124
Federal funds purchased and securities sold under repurchase agreements	**5**	—	**9**	1
Bank notes and other short-term borrowings	**7**	4	**13**	9
Long-term debt	**102**	74	**194**	142
Total interest expense	**226**	144	**419**	276
NET INTEREST INCOME	**979**	973	**1,923**	1,891
Provision for credit losses	**64**	66	**125**	129
Net interest income after provision for credit losses	**915**	907	**1,798**	1,762
NONINTEREST INCOME				
Trust and investment services income	**128**	134	**261**	269
Investment banking and debt placement fees	**155**	135	**298**	262
Service charges on deposit accounts	**91**	90	**180**	177
Operating lease income and other leasing gains	**(6)**	30	**26**	53
Corporate services income	**61**	55	**123**	109
Cards and payments income	**71**	70	**133**	135
Corporate-owned life insurance income	**32**	33	**64**	63
Consumer mortgage income	**7**	6	**14**	12
Mortgage servicing fees	**22**	15	**42**	33
Other income [(a)]	**99**	85	**120**	117
Total noninterest income	**660**	653	**1,261**	1,230
NONINTEREST EXPENSE				
Personnel	**586**	553	**1,180**	1,110
Net occupancy	**79**	78	**157**	165
Computer processing	**51**	55	**103**	115
Business services and professional fees	**51**	45	**92**	91
Equipment	**26**	27	**52**	54
Operating lease expense	**30**	21	**57**	40
Marketing	**26**	30	**51**	51
FDIC assessment	**21**	21	**42**	41
Intangible asset amortization	**25**	22	**54**	44
OREO expense, net	**—**	3	**2**	5
Other expense	**98**	140	**209**	292
Total noninterest expense	**993**	995	**1,999**	2,008
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	**582**	565	**1,060**	984
Income taxes	**103**	158	**165**	252

INCOME (LOSS) FROM CONTINUING OPERATIONS	**479**	407	**895**	732
Income (loss) from discontinued operations	**3**	5	**5**	5
NET INCOME (LOSS)	**482**	412	**900**	737
Less: Net income (loss) attributable to noncontrolling interests	**—**	—	**—**	1
NET INCOME (LOSS) ATTRIBUTABLE TO KEY	**$482**	$ 412	**$900**	$ 736
Income (loss) from continuing operations attributable to Key common shareholders	**$464**	$ 393	**$866**	$ 689
Net income (loss) attributable to Key common shareholders	**467**	398	**871**	694
Per Common Share:				
Income (loss) from continuing operations attributable to Key common shareholders	**$.44**	$ .36	**$.82**	$ .64
Income (loss) from discontinued operations, net of taxes	**—**	—	**—**	—
Net income (loss) attributable to Key common shareholders [b]	**.44**	.37	**.82**	.64
Per Common Share — assuming dilution:				
Income (loss) from continuing operations attributable to Key common shareholders	**$.44**	$ .36	**$.81**	$ .63
Income (loss) from discontinued operations, net of taxes	**—**	—	**—**	—
Net income (loss) attributable to Key common shareholders [b]	**.44**	.36	**.81**	.63
Cash dividends declared per Common Share	**$.12**	$ .095	**$.225**	$ .180
Weighted-average Common Shares outstanding (000)	**1,052,652**	1,076,203	**1,054,378**	1,083,486
Effect of Common Share options and other stock awards	**13,141**	16,836	**14,561**	15,808
Weighted-average Common Shares and potential Common Shares outstanding (000) [c]	**1,065,793**	1,093,039	**1,068,939**	1,099,294

[a] For the three months ended June 30, 2018, net securities gains totaled less than $1 million. For the three months ended June 30, 2017, net securities gains totaled $1 million. For the three months ended June 30, 2018, and June 30, 2017, we did not have any impairment losses related to securities.

[b] EPS may not foot due to rounding.

[c] Assumes conversion of Common Share options and other stock awards and/or convertible preferred stock, as applicable.

See Notes to Consolidated Financial Statements (Unaudited).

Table of Contents

Consolidated Statements of Comprehensive Income

in millions	**Three months ended June 30,**		**Six months ended June 30,**	
(Unaudited)	**2018**	**2017**	**2018**	**2017**
Net income (loss)	**$482**	$412	**$900**	$737
Other comprehensive income (loss), net of tax:				
Net unrealized gains (losses) on securities available for sale, net of income taxes of ($20), $20, ($67), and $24	**(66)**	34	**(216)**	40
Net unrealized gains (losses) on derivative financial instruments, net of income taxes of ($4), $4, ($24), and ($11)	**(17)**	7	**(80)**	(17)
Foreign currency translation adjustments, net of income taxes of $3, $3, $3, and $4	**(14)**	6	**(16)**	7
Net pension and postretirement benefit costs, net of income taxes of $1, $1, $2, and $3	**3**	1	**6**	5
Total other comprehensive income (loss), net of tax	**(94)**	48	**(306)**	35
Comprehensive income (loss)	**388**	460	**594**	772
Less: Comprehensive income attributable to noncontrolling interests	**—**	—	**—**	1
Comprehensive income (loss) attributable to Key	**$388**	$460	**$594**	$771

See Notes to Consolidated Financial Statements (Unaudited).

Consolidated Statements of Changes in Equity

	Key Shareholders' Equity								
dollars in millions, except per share amounts (Unaudited)	Preferred Shares Outstanding (000)	Common Shares Outstanding (000)	Preferred Stock	Common Shares	Capital Surplus	Retained Earnings	Treasury Stock, at Cost	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests
BALANCE AT DECEMBER 31, 2016	17,421	1,079,314	$1,665	$1,257	$6,385	$9,378	$(2,904)	$(541)	$ —
Net income (loss)						736			1
Other comprehensive income (loss)								35	
Deferred compensation					7				
Cash dividends declared									
Common Shares ($.18 per share)						(194)			
Series A Preferred Stock ($1.9375 per share)						(6)			
Series C Preferred Stock ($.539063 per share)						(7)			
Series D Preferred Stock ($25 per depositary share)						(13)			
Series E Preferred Stock ($.778386 per depositary share)						(16)			
Open market Common Share repurchases		(10,602)					(196)		
Employee equity compensation program Common Share repurchases		(3,143)					(59)		
Series A Preferred Stock exchanged for Common Shares	(2,900)	20,568	(290)		(49)		338		
Redemption of Series C Preferred Stock	(14,000)		(350)						
Common Shares reissued (returned) for stock options and other employee benefit plans		6,602			(33)		110		
Net contribution from (distribution to) noncontrolling interests									1
BALANCE AT JUNE 30, 2017	521	1,092,739	$1,025	$1,257	$6,310	$9,878	$(2,711)	$(506)	$ 2
BALANCE AT DECEMBER 31, 2017	521	1,069,084	$1,025	$1,257	$6,335	$10,335	$(3,150)	$(779)	$ 2
Cumulative effect from changes in accounting principle [(a)]						**(2)**			
Other reclassification of AOCI						**5**			
Net income (loss)						**900**			**—**
Other comprehensive income (loss)								**(306)**	
Deferred compensation					**12**				
Cash dividends declared									
Common Shares ($.225 per share)						**(239)**			
Series D Preferred Stock ($25 per depositary share)						**(13)**			
Series E Preferred Stock ($.765626 per depositary share)						**(16)**			
Open market Common Share repurchases		**(13,438)**					**(279)**		
Employee equity compensation program Common Share repurchases		**(2,221)**					**(46)**		
Common Shares reissued (returned) for stock options and other employee benefit plans		**5,519**			**(32)**		**93**		
BALANCE AT JUNE 30, 2018	**521**	**1,058,944**	**$1,025**	**$1,257**	**$6,315**	**$10,970**	**$(3,382)**	**$(1,085)**	**$ 2**

(a) Includes the impact of implementing ASU 2014-09, ASU 2016-01, and ASU 2017-12.
See Notes to Consolidated Financial Statements (Unaudited).

Consolidated Statements of Cash Flows

in millions	**Six months ended June 30,**	
(Unaudited)	**2018**	**2017**
OPERATING ACTIVITIES		
Net income (loss)	**$900**	$737
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Provision for credit losses	**125**	129
Depreciation and amortization expense, net	**195**	198
Accretion of acquired loans	**22**	133
Increase in cash surrender value of corporate-owned life insurance	**(56)**	(56)
Stock-based compensation expense	**53**	51
FDIC reimbursement (payments), net of FDIC expense	**2**	(2)
Deferred income taxes (benefit)	**17**	212
Proceeds from sales of loans held for sale	**5,703**	4,881
Originations of loans held for sale, net of repayments	**(5,944)**	(5,435)
Net losses (gains) on sales of loans held for sale	**(89)**	(74)
Net losses (gains) and writedown on OREO	**2**	2
Net losses (gains) on leased equipment	**(37)**	(9)
Net securities losses (gains)	**—**	(1)
Net losses (gains) on sales of fixed assets	**4**	14
Net decrease (increase) in trading account assets	**3**	(214)
Gain on sale of Key Insurance & Benefits, Inc.	**(78)**	—
Other operating activities, net	**(414)**	(1,155)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	**408**	(589)
INVESTING ACTIVITIES		
Cash received (used) in acquisitions, net of cash acquired	**—**	(74)
Proceeds from sale of Key Insurance & Benefits Services, Inc.	**119**	—
Net decrease (increase) in short-term investments, excluding acquisitions	**1,801**	253
Purchases of securities available for sale	**(1,167)**	(723)
Proceeds from sales of securities available for sale	**—**	915
Proceeds from prepayments and maturities of securities available for sale	**1,640**	2,036
Proceeds from prepayments and maturities of held-to-maturity securities	**797**	890
Purchases of held-to-maturity securities	**(1,242)**	(1,297)
Purchases of other investments	**(6)**	(69)
Proceeds from sales of other investments	**22**	70
Proceeds from prepayments and maturities of other investments	**2**	2
Net decrease (increase) in loans, excluding acquisitions, sales and transfers	**(2,044)**	(832)
Proceeds from sales of portfolio loans	**99**	77
Proceeds from corporate-owned life insurance	**41**	25
Purchases of premises, equipment, and software	**(36)**	(24)
Proceeds from sales of premises and equipment	**1**	—
Proceeds from sales of OREO	**14**	19
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	**41**	1,268
FINANCING ACTIVITIES		
Net increase (decrease) in deposits, excluding acquisitions	**(687)**	(1,266)
Net increase (decrease) in short-term borrowings	**1,295**	394
Net proceeds from issuance of long-term debt	**1,758**	950

Payments on long-term debt	**(2,123)**	(17)
Open market Common Share repurchases	**(279)**	(196)
Employee equity compensation program Common Share repurchases	**(46)**	(59)
Redemption of Preferred Stock Series C	**—**	(350)
Net proceeds from reissuance of Common Shares	**14**	25
Cash dividends paid	**(268)**	(236)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	**(336)**	(755)
NET INCREASE (DECREASE) IN CASH AND DUE FROM BANKS	**113**	(76)
CASH AND DUE FROM BANKS AT BEGINNING OF PERIOD	**671**	677
CASH AND DUE FROM BANKS AT END OF PERIOD	**$ 784**	$ 601
Additional disclosures relative to cash flows:		
Interest paid	**$ 389**	$ 281
Income taxes paid (refunded)	**14**	60
Noncash items:		
Reduction of secured borrowing and related collateral	**$ 15**	21
Loans transferred to portfolio from held for sale	**21**	19
Loans transferred to (from) held for sale from portfolio	**(3)**	29
Loans transferred to OREO	**9**	19

See Notes to Consolidated Financial Statements (Unaudited).

Table of Contents

Notes to Consolidated Financial Statements (Unaudited)
1. Basis of Presentation and Accounting Policies

The consolidated financial statements include the accounts of KeyCorp and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Some previously reported amounts have been reclassified to conform to current reporting practices.

The consolidated financial statements include any voting rights entities in which we have a controlling financial interest. In accordance with the applicable accounting guidance for consolidations, we consolidate a VIE if we have: (i) a variable interest in the entity; (ii) the power to direct activities of the VIE that most significantly affect the entity's economic performance; and (iii) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE (i.e., we are 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 9 ("Variable Interest Entities") for information on our involvement with VIEs.

We use the equity method to account for unconsolidated investments in voting rights entities or VIEs if we have significant influence over the entity's operating and financing decisions (usually defined as a voting or economic interest of 20% to 50%, but not controlling). Unconsolidated investments in voting rights entities or VIEs in which we have a voting or economic interest of less than 20% are carried at the cost measurement alternative or at fair value. Investments held by our registered broker-dealer and investment company subsidiaries (principal investing entities and Real Estate Capital line of business) are carried at fair value.

We believe that the unaudited 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. 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 our 2017 Form 10-K.

In preparing these financial statements, subsequent events were evaluated through the time the financial statements were issued. Financial statements are considered issued when they are widely distributed to all shareholders and other financial statement users or filed with the SEC.

Accounting Guidance Adopted in 2018

Standard	Date of Adoption	Description	Effect on Financial Statements or Other Significant Matters
ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* ASU 2015-14, *Deferral of Effective Date* ASU 2016-08, *Principal versus Agent Considerations* ASU 2016-10, *Identifying Performance Obligations and Licensing* ASU 2016-11, *Rescission of SEC Guidance because of Accounting Standard Updates 2014-09 and 2014-16 pursuant to Staff Announcements at the March 3, 2016 EITF Meeting* ASU 2016-12, *Narrow-scope Improvements and Practical Expedients* ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*	January 1, 2018	These ASUs supersede the revenue recognition guidance in ASC 605, *Revenue Recognition,* and most industry-specific guidance. The core principle of these ASUs is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. These ASUs can be implemented using a retrospective method, or a cumulative-effect approach to new contracts and existing contracts with performance obligations as of the effective date.	On January 1, 2018, we adopted ASC 606, Revenue from Contracts with Customers (ASC 606), using the modified retrospective method for those contracts which were not completed as of that date. Results for reporting periods beginning January 1, 2018, are presented under ASC 606. As allowed under the new guidance, the comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. As a result of adopting ASC 606, we changed the timing of recognition for revenues related to insurance commissions, securities underwriting, and deposit account maintenance fees, however, those changes did not have a material impact on our consolidated financial statements, results of operations, equity, or cash flows as of the adoption date or for the six months ended June 30, 2018. The presentation of underwriting costs and reimbursed out-of-pocket expenses related to underwriting and M&A advisory services was changed from net to gross within the income statement as Key acts as the principal in the transactions. Securities underwriting revenue is recorded within "investment banking and debt placement fees" and underwriting costs and reimbursed out-of-pocket expenses within "other expense" on the income statement. Additionally, because Key acts as an agent, certain credit and debit card reward costs and certain card network costs were changed from a gross presentation to net within "cards and payment income" on the income statement. Credit and debit card reward costs and card network costs were recorded as "other expense" on the income statement in prior periods. These changes in presentation did not have a material impact on our consolidated financial statements for the six months ended June 30, 2018. ASC 606 requires quantitative disclosure of the allocation of the transaction price to the remaining performance obligations when those amounts are expected to be recognized as revenue. However, the standard provides exemptions from this disclosure for (i) contracts with an original expected length of one year or less and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services provided. Most of our revenue subject to ASC 606 fits into one of these exemptions, or is immaterial. We elected to use the optional exemption to not disclose the aggregate amount of the transaction price to remaining performance obligations.
ASU 2017-12, *Targeted Improvements to Accounting for Hedging Activities*	January 1, 2018	The ASU amends ASC Topic 815, *Derivatives and Hedging*, to simplify the requirements for hedge accounting and facilitate financial reporting that more closely aligns with an entity's risk management activities. Key amendments include: eliminating the requirement to separately measure and report hedge ineffectiveness, requiring changes in the value of the hedging instrument to be presented in the same income statement line as the earnings effect of the hedged item, and the ability to measure the hedged item based on the benchmark interest rate component of the total contractual coupon for fair value hedges. Additional disclosures are also required for reporting periods subsequent to the date of	On January 1, 2018, we adopted this ASU using a modified retrospective basis. Accordingly, our financial statements for the quarter ended June 30, 2018, include an immaterial cumulative-effect adjustment to decrease opening retained earnings to reflect the application of the new guidance as of January 1, 2018. The primary impact to Key at adoption was the election to measure the change in fair value of hedged items in fair value hedges on the basis of the benchmark interest rate component of contractual coupon cash flows. This change has resulted in a reduction of hedge ineffectiveness for impacted fair value hedges. Instruments designated as hedges are recorded at fair value and included in "accrued income and other assets" or "accrued expense and other liabilities" on the balance sheet. Under the revised guidance, the change in the fair value of an instrument designated as a fair value hedge is recorded in earnings at the same time and in the same income statement line as the

		adoption. The guidance should be implemented on a modified retrospective basis to existing hedge relationships as of the adoption date.	offsetting change in the fair value of the hedged item. For cash flow hedges, the change in the fair value of an instrument designated as a cash flow hedge is initially recorded in AOCI on the balance sheet. This amount is subsequently reclassified into income when the hedged transaction affects earnings and is presented in the same income statement line item as the earnings effect of the hedged item.

Standard	**Date of Adoption**	**Description**	**Effect on Financial Statements or Other Significant Matters**
ASU 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*	January 1, 2018	The ASU amends ASC Topic 825, *Financial Instruments-Overall,* and requires equity investments, except those accounted for under the equity method of accounting or consolidated, to be measured at fair value with changes recognized in net income. If there is no readily determinable fair value, the guidance allows entities the ability to measure investments at cost less impairment, whereby impairment is based on a qualitative assessment. The guidance eliminates the requirement to disclose the methods and significant assumptions used to estimate the fair value of financial instruments measured at amortized cost and changes the presentation of financial assets and financial liabilities on the balance sheet or in the footnotes. If an entity has elected the fair value option to measure liabilities, the new accounting guidance requires the portion of the change in the fair value of a liability resulting from credit risk to be presented in OCI. With the exception of disclosure requirements that will be adopted prospectively, the ASU must be adopted on a modified retrospective basis.	The adoption of this guidance did not have a material effect on our financial condition or results of operations.
ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*	January 1, 2018	The ASU amends ASC Topic 230, *Statement of Cash Flows*, and clarifies how cash receipts and cash payments in certain transactions should be presented and classified in the statement of cash flows. These specific transactions include, but are not limited to, debt prepayment or extinguishment costs, contingent considerations made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, and distributions from equity method investees. This guidance also clarifies that in instances of cash flows with multiple aspects that cannot be separately identified, classification should be based on the activity that is likely to be the predominant source of or use of cash flow. The guidance should be implemented using a retrospective approach.	The adoption of this guidance did not have a material effect on our financial condition or results of operations.
ASU 2017-01, *Clarifying the Definition of a Business*	January 1, 2018	The ASU amends Topic 805, *Business Combinations,* and clarifies the definition of a business and removes the requirement for a market participant to consider whether it could replace missing elements in an integrated set of assets and activities. The guidance states that if substantially all of the fair value of the assets acquired or disposed of is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. The guidance should be implemented using a prospective approach.	The adoption of this guidance did not have a material effect on our financial condition or results of operations.
ASU 2017-05, *Other Income- Gains and Losses from the Derecognition of Nonfinancial Assets*	January 1, 2018	The ASU amends ASC Topic 610-20, *Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets* to clarify the scope of the Topic by clarifying the definition of the term "in substance nonfinancial asset" and also adding guidance for partial sales of nonfinancial assets. Under the new guidance, an entity will derecognize a nonfinancial asset when it does not have or ceases to have a controlling interest in the legal entity that holds the asset and when control of the asset has transferred in accordance with ASC 606. The ASU can be adopted on a retrospective or modified retrospective approach.	The adoption of this guidance did not have a material effect on our financial condition or results of operations.
ASU 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*	January 1, 2018	The ASU amends ASC Topic 715, *Compensation - Retirement Benefits*, and requires service costs to be included in the same line item as certain other compensation costs related to services rendered by employees. We record compensation costs under personnel expense on the income statement. Other elements of net benefit cost should be presented separately. The guidance should be implemented on a retrospective basis.	The adoption of this guidance did not have a material effect on our financial condition or results of operations.
ASU 2017-09, *Scope of Modification Accounting*	January 1, 2018	The ASU amends ASC Topic 718, *Compensation - Stock Compensation*, and clarifies when changes to terms and conditions for share-based payment awards should be accounted for as modifications. Under the new guidance, entities should apply the modification guidance unless the fair value of the modified award is the same as the fair value of the original award immediately before modification, the vesting conditions of the modified award are the same	The adoption of this guidance did not have a material effect on our financial condition or results of

as the vesting conditions of the original award immediately before modification, and the classification of the modified award (as equity or liability instrument) is the same as the classification of the original award immediately before modification. The guidance should be applied on a prospective basis.	operations.

2. Earnings Per Common Share

Basic earnings per share is the amount of earnings (adjusted for dividends declared on our preferred stock) available to each Common Share outstanding during the reporting periods. Diluted earnings per share is the amount of earnings available to each Common Share outstanding during the reporting periods adjusted to include the effects of potentially dilutive Common Shares. Potentially dilutive Common Shares include stock options and other stock-based awards. Potentially dilutive Common Shares are excluded from the computation of diluted earnings per share in the periods where the effect would be antidilutive.

Our basic and diluted earnings per Common Share are calculated as follows:

	Three months ended June 30,		Six months ended June 30,	
dollars in millions, except per share amounts	**2018**	**2017**	**2018**	**2017**
EARNINGS				
Income (loss) from continuing operations	**$479**	$ 407	**$895**	$ 732
Less: Net income (loss) attributable to noncontrolling interests	**—**	—	**—**	1
Income (loss) from continuing operations attributable to Key	**479**	407	**895**	731
Less: Dividends on Preferred Stock	**15**	14	**29**	42
Income (loss) from continuing operations attributable to Key common shareholders	**464**	393	**866**	689
Income (loss) from discontinued operations, net of taxes	**3**	5	**5**	5
Net income (loss) attributable to Key common shareholders	**$467**	$ 398	**$871**	$ 694
WEIGHTED-AVERAGE COMMON SHARES				
Weighted-average common shares outstanding (000)	**1,052,652**	1,076,203	**1,054,078**	1,083,486
Effect of Common Share options and other stock awards	**13,141**	16,836	**14,561**	15,808
Weighted-average Common Shares and potential Common Shares outstanding (000) [(a)]	**1,065,793**	1,093,039	**1,068,639**	1,099,294
EARNINGS PER COMMON SHARE				
Income (loss) from continuing operations attributable to Key common shareholders	**$.44**	$ .36	**$.82**	$ .64
Income (loss) from discontinued operations, net of taxes	**—**	—	**—**	—
Net income (loss) attributable to Key common shareholders [(b)]	**.44**	.37	**.82**	.64
Income (loss) from continuing operations attributable to Key common shareholders — assuming dilution	**$.44**	$ .36	**$.81**	$ .63
Income (loss) from discontinued operations, net of taxes	**—**	—	**—**	—
Net income (loss) attributable to Key common shareholders — assuming dilution[(b)]	**.44**	.36	**.81**	.63

[(a)] Assumes conversion of Common Share options and other stock awards and/or convertible preferred stock, as applicable.
[(b)] EPS may not foot due to rounding.

3. Loan Portfolio

in millions	June 30, 2018	December 31, 2017
Commercial and industrial [(a)]	**$44,569**	$ 41,859
Commercial real estate:		
Commercial mortgage	**14,162**	14,088
Construction	**1,736**	1,960
Total commercial real estate loans	**15,898**	16,048
Commercial lease financing [(b)]	**4,509**	4,826
Total commercial loans	**64,976**	62,733
Residential — prime loans:		

Real estate — residential mortgage	**5,452**	5,483
Home equity loans	**11,519**	12,028
Total residential — prime loans	**16,971**	17,511
Consumer direct loans	**1,785**	1,794
Credit cards	**1,094**	1,106
Consumer indirect loans	**3,396**	3,261
Total consumer loans	**23,246**	23,672
Total loans [c]	**$ 88,222**	$ 86,405

[a] Loan balances include $128 million and $119 million of commercial credit card balances at June 30, 2018, and December 31, 2017, respectively.

[b] Commercial lease financing includes receivables held as collateral for a secured borrowing of $16 million and $24 million at June 30, 2018, and December 31, 2017, respectively. Principal reductions are based on the cash payments received from these related receivables. Additional information pertaining to this secured borrowing is included in Note 20 ("Long-Term Debt") beginning on page 174 of our 2017 Form 10-K.

[c] Total loans exclude loans of $1.2 billion at June 30, 2018, and $1.3 billion at December 31, 2017, related to the discontinued operations of the education lending business.

4. Asset Quality

We assess the credit quality of the loan portfolio by monitoring net credit losses, levels of nonperforming assets, delinquencies, and credit quality ratings as defined by management.

Credit Quality Indicators

The prevalent risk characteristic for both commercial and consumer loans is the risk of loss arising from an obligor's inability or failure to meet contractual payment or performance terms. Evaluation of this risk is stratified and monitored by the loan risk rating grades assigned for the commercial loan portfolios and the refreshed FICO score assigned for the consumer loan portfolios.

Most extensions of credit are subject to loan grading or scoring. Loan grades are assigned at the time of origination, verified by credit risk management, and periodically re-evaluated thereafter. This risk rating methodology blends our judgment with quantitative modeling. Commercial loans generally are assigned two internal risk ratings. The first rating reflects the probability that the borrower will default on an obligation; the second rating reflects expected recovery rates on the credit facility. Default probability is determined based on, among other factors, the financial strength of the borrower, an assessment of the borrower's management, the borrower's competitive position within its industry sector, and our view of industry risk in the context of the general economic outlook. Types of exposure, transaction structure, and collateral, including credit risk mitigants, affect the expected recovery assessment.

Commercial Credit Exposure — Excluding PCI
Credit Risk Profile by Creditworthiness Category [(a), (b)]

	Commercial and industrial		RE — Commercial		RE — Construction		Commercial lease		Total	
in millions	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**
RATING	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**
Pass	**$ 42,517**	$ 39,833	**$ 13,368**	$ 13,328	**$ 1,682**	$ 1,894	**$ 4,420**	$ 4,730	**$ 61,987**	$ 59,785
Criticized (Accruing)	**1,817**	1,790	**540**	482	**49**	38	**68**	90	**2,474**	2,400
Criticized (Nonaccruing)	**178**	153	**42**	30	**2**	2	**21**	6	**243**	191
Total	**$ 44,512**	$ 41,776	**$ 13,950**	$ 13,840	**$ 1,733**	$ 1,934	**$ 4,509**	$ 4,826	**$ 64,704**	$ 62,376

(a) Credit quality indicators are updated on an ongoing basis and reflect credit quality information as of the dates indicated.

(b) The term criticized refers to those loans that are internally classified by Key as special mention or worse, which are asset quality categories defined by regulatory authorities. These assets have an elevated level of risk and may have a high probability of default or total loss. Pass rated refers to all loans not classified as criticized.

Consumer Credit Exposure — Excluding PCI
Non-PCI Loans by Refreshed FICO Score [(a)]

	Residential — Prime		Consumer direct loans		Credit cards		Consumer indirect loans		Total	
in millions	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**
FICO SCORE	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**
750 and above	**$ 10,004**	$ 10,226	**$ 517**	$ 519	**$ 482**	$ 477	**$ 1,493**	$ 1,472	**$ 12,496**	$ 12,694
660 to 749	**4,871**	5,181	**673**	690	**502**	508	**1,181**	1,184	**7,227**	7,563
Less than 660	**1,564**	1,519	**211**	225	**110**	121	**503**	529	**2,388**	2,394
No Score	**179**	208	**380**	356	**—**	—	**219**	76	**778**	640
Total	**$ 16,618**	$ 17,134	**$ 1,781**	$ 1,790	**$ 1,094**	$ 1,106	**$ 3,396**	$ 3,261	**$ 22,889**	$ 23,291

(a) Borrower FICO scores provide information about the credit quality of our consumer loan portfolio as they provide an indication as to the likelihood that a debtor will repay its debts. The scores are obtained from a nationally recognized consumer rating agency and are presented in the above table at the dates indicated.

Commercial Credit Exposure — PCI
Credit Risk Profile by Creditworthiness Category [(a), (b)]

	Commercial and Industrial		RE — Commercial		RE — Construction		Commercial Lease		Total	
in millions	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**	**June 30,**	**December 31,**
RATING	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**

Pass	**$ 25**	$ 41	**$ 140**	$ 153	**$ 3**	$ 26	**—**	—	**$ 168**	$ 220
Criticized	**32**	42	**72**	95	**—**	—	**—**	—	**104**	137
Total	**$ 57**	$ 83	**$ 212**	$ 248	**$ 3**	$ 26	**—**	—	**$ 272**	$ 357

(a) Credit quality indicators are updated on an ongoing basis and reflect credit quality information as of the dates indicated.

(b) The term "criticized" refers to those loans that are internally classified by Key as special mention or worse, which are asset quality categories defined by regulatory authorities. These assets have an elevated level of risk and may have a high probability of default or total loss. Pass rated refers to all loans not classified as criticized.

Consumer Credit Exposure — PCI

PCI Loans by Refreshed FICO Score [a]

	Residential — Prime		Consumer direct loans		Credit cards		Consumer indirect loans		Total	
in millions	June 30,	December 31,	June 30,	December 31,	June 30,	December 31,	June 30,	December 31,	June 30,	December 31,
FICO SCORE	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**
750 and above	**$ 142**	$ 149	**$ 1**	—	**—**	—	**—**	—	**$ 143**	$ 149
660 to 749	**102**	117	**1**	$ 2	**—**	—	**—**	—	**103**	119
Less than 660	**107**	105	**2**	2	**—**	—	**—**	—	**109**	107
No Score	**2**	6	**—**	—	**—**	—	**—**	—	**2**	6
Total	**$ 353**	$ 377	**$ 4**	$ 4	**—**	—	**—**	—	**$ 357**	$ 381

[a] Borrower FICO scores provide information about the credit quality of our consumer loan portfolio as they provide an indication as to the likelihood that a debtor will repay its debts. The scores are obtained from a nationally recognized consumer rating agency and are presented in the above table at the dates indicated.

Nonperforming and Past Due Loans

Our policies for determining past due loans, placing loans on nonaccrual, applying payments on nonaccrual loans, and resuming accrual of interest for our commercial and consumer loan portfolios are disclosed in Note 1 (“Summary of Significant Accounting Policies”) under the heading “Nonperforming Loans” beginning on page 101 of our 2017 Form 10-K.

The following aging analysis of past due and current loans as of June 30, 2018, and December 31, 2017, provides further information regarding Key’s credit exposure.

Aging Analysis of Loan Portfolio [a]

June 30, 2018 *in millions*	**Current**	**30-59 Days Past Due [b]**	**60-89 Days Past Due [b]**	**90 and Greater Days Past Due [b]**	**Non-performing Loans**	**Total Past Due and Non-performing Loans**	**Purchased Credit Impaired**	**Total Loans [c], [d]**
LOAN TYPE								
Commercial and industrial	$44,137	$ 129	$ 40	$ 28	$ 178	$ 375	$ 57	$44,569
Commercial real estate:								
Commercial mortgage	13,740	38	100	30	42	210	212	14,162
Construction	1,719	2	1	9	2	14	3	1,736
Total commercial real estate loans	15,459	40	101	39	44	224	215	15,898
Commercial lease financing	4,467	15	2	4	21	42	—	4,509
Total commercial loans	$64,063	$ 184	$ 143	$ 71	$ 243	$ 641	$ 272	$64,976
Real estate — residential mortgage	$5,039	$ 11	$ 8	$ 6	$ 55	$ 80	$ 333	$5,452
Home equity loans	11,235	25	9	8	222	264	20	11,519
Consumer direct loans	1,759	8	4	6	4	22	4	1,785
Credit cards	1,073	5	4	10	2	21	—	1,094
Consumer indirect loans	3,347	23	5	2	19	49	—	3,396
Total consumer loans	$22,453	$ 72	$ 30	$ 32	$ 302	$ 436	$ 357	$23,246
Total loans	$86,516	$ 256	$ 173	$ 103	$ 545	$ 1,077	$ 629	$88,222

[a] Amounts in table represent recorded investment and exclude loans held for sale. Recorded investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs.

[b] Past due loan amounts exclude PCI, even if contractually past due (or if we do not expect to collect principal or interest in full based on the original contractual terms), as we are currently accreting income over the remaining term of the loans.

[c] Net of unearned income, net deferred loan fees and costs, and unamortized discounts and premiums.

[d] Future accretable yield related to PCI loans is not included in the analysis of the loan portfolio.

December 31, 2017 *in millions*	**Current**	**30-59 Days Past Due** [(b)]	**60-89 Days Past Due** [(b)]	**90 and Greater Days Past Due** [(b)]	**Non-performing Loans**	**Total Past Due and Non-performing Loans**	**Purchased Credit Impaired**	**Total Loans** [(c), (d)]
LOAN TYPE								
Commercial and industrial	$41,444	$ 111	$ 34	$ 34	$ 153	$ 332	83	$41,859
Commercial real estate:								
Commercial mortgage	13,750	26	13	21	30	90	248	14,088
Construction	1,919	4	9	—	2	15	26	1,960
Total commercial real estate loans	15,669	30	22	21	32	105	274	16,048
Commercial lease financing	4,791	23	4	2	6	35	—	4,826
Total commercial loans	$61,904	$ 164	$ 60	$ 57	$ 191	$ 472	357	$62,733
Real estate — residential mortgage	$5,043	$ 16	$ 7	$ 4	$ 58	$ 85	$ 355	$5,483
Home equity loans	11,721	32	15	9	229	285	22	12,028
Consumer direct loans	1,768	9	4	5	4	22	4	1,794
Credit cards	1,081	7	5	11	2	25	—	1,106
Consumer indirect loans	3,199	33	7	3	19	62	—	3,261
Total consumer loans	$22,812	$ 97	$ 38	$ 32	$ 312	$ 479	$ 381	$23,672
Total loans	$84,716	$ 261	$ 98	$ 89	$ 503	$ 951	$ 738	$86,405

[(a)] Amounts in table represent recorded investment and exclude loans held for sale. Recorded investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs.

[(b)] Past due loan amounts exclude PCI, even if contractually past due (or if we do not expect to collect principal or interest in full based on the original contractual terms), as we are currently accreting income over the remaining term of the loans.

[(c)] Net of unearned income, net deferred loan fees and costs, and unamortized discounts and premiums.

[(d)] Future accretable yield related to purchased credit impaired loans is not included in the analysis of the loan portfolio.

At June 30, 2018, the approximate carrying amount of our commercial nonperforming loans outstanding represented 71% of their original contractual amount owed, total nonperforming loans outstanding represented 79% of their original contractual amount owed, and nonperforming assets in total were carried at 79% of their original contractual amount owed.

Nonperforming loans and loans held for sale reduced expected interest income by $7 million and $14 million for the three and six months ended June 30, 2018, respectively, and $6 million and $12 million for the three and six months ended June 30, 2017, respectively.

The following tables set forth a further breakdown of individually impaired loans as of June 30, 2018, and December 31, 2017:

	June 30, 2018			**December 31, 2017**		
in millions	**Recorded Investment** [(a)]	**Unpaid Principal Balance** [(b)]	**Specific Allowance**	**Recorded Investment** [(a)]	**Unpaid Principal Balance** [(b)]	**Specific Allowance**
With no related allowance recorded:						
Commercial and industrial	**$123**	**$ 154**	**—**	$126	$ 153	—
Commercial real estate:						
Commercial mortgage	**20**	**25**	**—**	12	18	—
Total commercial real estate loans	**20**	**25**	**—**	12	18	—
Total commercial loans	**143**	**179**	**—**	138	171	—
Real estate — residential mortgage	**16**	**24**	**—**	17	17	—
Home equity loans	**51**	**59**	**—**	56	56	—
Consumer indirect loans	**2**	**4**	**—**	2	2	—
Total consumer loans	**69**	**87**	**—**	75	75	—

Total loans with no related allowance recorded	**212**	**266**	**—**	213	246	—
With an allowance recorded:						
Commercial and industrial	**64**	**94**	**$ 7**	10	28	$ 6
Total commercial loans	**64**	**94**	**7**	10	28	6
Real estate — residential mortgage	**32**	**52**	**4**	32	32	5
Home equity loans	**74**	**80**	**10**	61	61	9
Consumer direct loans	**4**	**4**	**—**	4	4	—
Credit cards	**3**	**3**	**—**	2	2	—
Consumer indirect loans	**33**	**33**	**3**	32	32	3
Total consumer loans	**146**	**172**	**17**	131	131	17
Total loans with an allowance recorded	**210**	**266**	**24**	141	159	23
Total	**$422**	**$ 532**	**$ 24**	$354	$ 405	$ 23

(a) The Recorded Investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs. This amount is a component of total loans on our Consolidated Balance Sheet.

(b) The Unpaid Principal Balance represents the customer's legal obligation to us.

Table of Contents

The following table sets forth a further breakdown of the average individually impaired loans reported by Key:

Average Recorded Investment [(a)]	**Three Months Ended June 30,**		**Six Months Ended June 30,**	
in millions	**2018**	**2017**	**2018**	**2017**
Commercial and industrial	**$178**	$201	**$161**	$225
Commercial real estate:				
Commercial mortgage	**16**	15	**16**	10
Construction	**—**	—	**—**	—
Total commercial real estate loans	**16**	15	**16**	10
Total commercial loans	**194**	216	**177**	235
Real estate — residential mortgage	**49**	50	**49**	50
Home equity loans	**124**	122	**121**	122
Consumer direct loans	**4**	3	**4**	3
Credit cards	**3**	3	**3**	3
Consumer indirect loans	**35**	34	**34**	32
Total consumer loans	**215**	212	**211**	210
Total	**$409**	$428	**$388**	$445

[(a)] The Recorded Investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs. This amount is a component of total loans on our Consolidated Balance Sheet.

Interest income recognized on the outstanding balances of accruing impaired loans totaled $3 million and $5 million for the three and six months ended June 30, 2018, respectively, and $3 million and $6 million for the three and six months ended June 30, 2017, respectively.

TDRs

We classify loan modifications as TDRs when a borrower is experiencing financial difficulties and we have granted a concession without commensurate financial, structural, or legal consideration. An acquired loan may only be classified as a TDR if a modification meeting the above TDR criteria is performed after the acquisition date. PCI loans cannot be classified as TDRs. All commercial and consumer loan TDRs, regardless of size, are individually evaluated for impairment to determine the probable loss content and are assigned a specific loan allowance. This designation has the effect of moving the loan from the general reserve methodology (i.e., collectively evaluated) to the specific reserve methodology (i.e., individually evaluated) and may impact the ALLL through a charge-off or increased loan loss provision. These components affect the ultimate allowance level.

As TDRs are individually evaluated for impairment under the specific reserve methodology, subsequent defaults do not generally have a significant additional impact on the ALLL. Commitments outstanding to lend additional funds to borrowers whose loan terms have been modified in TDRs are $4 million and $2 million at June 30, 2018, and December 31, 2017, respectively.

Our loan modifications are handled on a case-by-case basis and are negotiated to achieve mutually agreeable terms that maximize loan collectability and meet the borrower’s financial needs. The consumer TDR other concession category primarily includes those borrowers’ debts that are discharged through bankruptcy and have not been formally re-affirmed. At June 30, 2018, and December 31, 2017, the recorded investment of consumer residential mortgage loans in the process of foreclosure was approximately $146 million and $142 million, respectively. At June 30, 2018, and December 31, 2017, we had $26 million and $31 million, respectively, of OREO which included the carrying value of foreclosed residential real estate of approximately $23 million and $26 million, respectively.

The following table shows the post-modification outstanding recorded investment by concession type for our commercial and consumer accruing and nonaccruing TDRs that occurred during the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
in millions	**2018**	**2017**	**2018**	**2017**
Commercial loans:				
Forgiveness of principal	**$5**	—	**$5**	—
Extension of Maturity Date	**14**	$ 15	**15**	$17
Payment or Covenant Modification/Deferment	**20**	11	**20**	35
Bankruptcy Plan Modification	**7**	29	**7**	29
Total	**$46**	$ 55	**$47**	$81
Consumer loans:				
Interest rate reduction	**$10**	$ 4	**$18**	$7
Forgiveness of principal	**—**	—	**—**	—
Other	**9**	4	**21**	17
Total	**$19**	$ 8	**$39**	$24
Total commercial and consumer TDRs	**$65**	$ 63	**$86**	$105

The following table summarizes the change in the post-modification outstanding recorded investment of our accruing and nonaccruing TDRs during the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
in millions	**2018**	**2017**	**2018**	**2017**
Balance at beginning of the period	**$317**	$302	**$317**	$280
Additions	**54**	67	**75**	114
Payments	**(22)**	(33)	**(41)**	(47)
Charge-offs	**(2)**	(3)	**(4)**	(14)
Balance at end of period [(a)]	**$347**	$333	**$347**	$333

A further breakdown of TDRs included in nonperforming loans by loan category for the periods indicated are as follows:

	June 30, 2018			December 31, 2017		
dollars in millions	**Number of Loans**	**Pre-modification Outstanding Recorded Investment**	**Post-modification Outstanding Recorded Investment**	**Number of Loans**	**Pre-modification Outstanding Recorded Investment**	**Post-modification Outstanding Recorded Investment**
LOAN TYPE						
Nonperforming:						
Commercial and industrial	**44**	**$ 106**	**$ 86**	20	$ 109	$ 86
Commercial real estate:						
Commercial mortgage	**6**	**13**	**9**	8	16	12
Total commercial real estate loans	**6**	**13**	**9**	8	16	12
Total commercial loans	**50**	**119**	**95**	28	125	98
Real estate — residential mortgage	**264**	**18**	**17**	308	18	18
Home equity loans	**1,072**	**60**	**57**	1,025	64	57
Consumer direct loans	**119**	**2**	**2**	114	2	2
Credit cards	**252**	**1**	**1**	322	2	1
Consumer indirect loans	**878**	**16**	**12**	825	16	13

Total consumer loans	**2,585**	**97**	**89**	2,594	102	91
Total nonperforming TDRs	**2,635**	**216**	**184**	2,622	227	189
Prior-year accruing:[a]						
Commercial and industrial	**18**	**54**	**37**	4	30	13
Commercial real estate						
Commercial mortgage	**—**	**—**	**—**	—	—	—
Total commercial real estate loans	**—**	**—**	**—**	—	—	—
Total commercial loans	**18**	**54**	**37**	4	30	13
Real estate — residential mortgage	**517**	**37**	**32**	484	31	31
Home equity loans	**1,440**	**85**	**68**	1,276	75	59
Consumer direct loans	**82**	**4**	**3**	48	3	2
Credit cards	**513**	**3**	**1**	430	1	1
Consumer indirect loans	**501**	**35**	**22**	320	31	22
Total consumer loans	**3,053**	**164**	**126**	2,558	141	115
Total prior-year accruing TDRs	**3,071**	**218**	**163**	2,562	171	128
Total TDRs	**5,706**	**$ 434**	**$ 347**	5,184	$ 398	$ 317

[a] All TDRs that were restructured prior to January 1, 2018, and January 1, 2017, and are fully accruing.

Commercial loan TDRs are considered defaulted when principal and interest payments are 90 days past due. Consumer loan TDRs are considered defaulted when principal and interest payments are more than 60 days past due. During the three months ended June 30, 2018, there were no commercial loan TDRs and 55 consumer loan TDRs with a combined recorded investment of $1 million that experienced payment defaults after modifications resulting in TDR status during 2017. During the three months ended June 30, 2017, there were no commercial loan TDRs and 52 consumer loan TDRs with a combined recorded investment of $2 million that experienced payment defaults after modifications resulting in TDR status during 2016.

During the six months ended June 30, 2018, there were no commercial loan TDRs and 96 consumer loan TDRs with a combined recorded investment of $2 million that experienced payment defaults after modifications resulting in TDR status during 2017. During the six months ended June 30, 2017, there were no commercial loan TDRs and 55 consumer loan TDRs with a combined recorded investment of $2 million that experienced payment defaults after modifications resulting in TDR status during 2016.

ALLL and Liability for Credit Losses on Unfunded Lending-Related Commitments

We determine the appropriate level of the ALLL on at least a quarterly basis. The methodology is described in Note 1 ("Summary of Significant Accounting Policies") under the heading "Allowance for Loan and Lease Losses" beginning on page 102 of our 2017 Form 10-K.

The ALLL on the acquired non-impaired loan portfolio is estimated using the same methodology as the originated portfolio, however, the estimated ALLL is compared to the remaining accretable yield to determine if an ALLL must be recorded. For PCI loans, Key estimates cash flows expected to be collected quarterly. Decreases in expected cash flows are recognized as impairment through a provision for loan and lease losses and an increase in the ALLL. There was less than $1 million of provision for loan and lease losses on PCI loans during the six months ended June 30, 2018, and a credit of $3 million during the three months ended June 30, 2018. There was $4 million of provision for loan and lease losses on PCI loans during the six months ended June 30, 2017, and less than $1 million of provision for loan and lease losses on PCI loans during the three months ended June 30, 2017. There was $3 million of provision for loan and lease losses on PCI loans during the twelve months ended December 31, 2017.

The ALLL at June 30, 2018, represents our best estimate of the incurred credit losses inherent in the loan portfolio at that date. The changes in the ALLL by loan category for the periods indicated are as follows:

Three months ended June 30, 2018:

in millions	**March 31, 2018**	**Provision**		**Charge-offs**	**Recoveries**	**June 30, 2018**
Commercial and Industrial	$ 533	**$ 41**		**$ (39)**	**$ 7**	**$ 542**
Commercial real estate:						
Real estate — commercial mortgage	136	**4**		**(2)**	**1**	**139**
Real estate — construction	33	**(5)**		**—**	**—**	**28**
Total commercial real estate loans	169	**(1)**		**(2)**	**1**	**167**
Commercial lease financing	40	**4**		**(4)**	**—**	**40**
Total commercial loans	742	**44**		**(45)**	**8**	**749**
Real estate — residential mortgage	9	**1**		**—**	**—**	**10**
Home equity loans	38	**2**		**(6)**	**3**	**37**
Consumer direct loans	27	**6**		**(9)**	**2**	**26**
Credit cards	45	**11**		**(12)**	**2**	**46**
Consumer indirect loans	20	**2**		**(7)**	**4**	**19**
Total consumer loans	139	**22**		**(34)**	**11**	**138**
Total ALLL — continuing operations	881	**66**	[a]	**(79)**	**19**	**887**
Discontinued operations	16	**—**		**(3)**	**1**	**14**
Total ALLL — including discontinued operations	$ 897	**$ 66**		**$ (82)**	**$ 20**	**$ 901**

[a] Excludes a credit for losses on lending-related commitments of $2 million.

Three months ended June 30, 2017:

in millions	March 31, 2017	Provision	Charge-offs	Recoveries	June 30, 2017
Commercial and Industrial	$ 512	$ 54	$ (40)	$ 2	$ 528
Commercial real estate:					
Real estate — commercial mortgage	146	1	(3)	—	144
Real estate — construction	29	(1)	—	—	28
Total commercial real estate loans	175	—	(3)	—	172
Commercial lease financing	40	1	(1)	—	40
Total commercial loans	727	55	(44)	2	740
Real estate — residential mortgage	18	(6)	(4)	1	9
Home equity loans	53	(7)	(9)	5	42
Consumer direct loans	24	7	(8)	2	25
Credit cards	38	16	(12)	2	44
Consumer indirect loans	10	1	(5)	4	10
Total consumer loans	143	11	(38)	14	130
Total ALLL — continuing operations	870	66	(82)	16	870
Discontinued operations	23	—	(4)	2	21
Total ALLL — including discontinued operations	$ 893	$ 66	$ (86)	$ 18	$ 891

Six months ended June 30, 2018:

in millions	December 31, 2017	Provision	Charge-offs	Recoveries	June 30, 2018
Commercial and Industrial	529	**$ 76**	**$ (76)**	**$ 13**	**$ 542**
Commercial real estate:					
Real estate — commercial mortgage	133	**8**	**(3)**	**1**	**139**
Real estate — construction	30	**(3)**	—	**1**	**28**
Total commercial real estate loans	163	**5**	**(3)**	**2**	**167**
Commercial lease financing	43	**1**	**(5)**	**1**	**40**
Total commercial loans	735	**82**	**(84)**	**16**	**749**
Real estate — residential mortgage	7	**4**	**(1)**	**—**	**10**
Home equity loans	43	**(2)**	**(10)**	**6**	**37**
Consumer direct loans	28	**11**	**(17)**	**4**	**26**
Credit cards	44	**23**	**(24)**	**3**	**46**
Consumer indirect loans	20	**6**	**(15)**	**8**	**19**
Total consumer loans	142	**42**	**(67)**	**21**	**138**
Total ALLL — continuing operations	877	**124** [a]	**(151)**	**37**	**887**
Discontinued operations	16	**2**	**(7)**	**3**	**14**
Total ALLL — including discontinued operations	$ 893	**$ 126**	**$ (158)**	**$ 40**	**$ 901**

[a] Excludes a provision for losses on lending-related commitments of $1 million

Six months ended June 30, 2017:

in millions	December 31, 2016	Provision	Charge-offs	Recoveries	June 30, 2017
Commercial and Industrial	$ 508	$ 85	$ (72)	$ 7	$ 528
Commercial real estate:					
Real estate — commercial mortgage	144	3	(3)	—	144

Real estate — construction	22	5	—	1	28
Total commercial real estate loans	166	8	(3)	1	172
Commercial lease financing	42	4	(8)	2	40
Total commercial loans	716	97	(83)	10	740
Real estate — residential mortgage	17	(9)	(2)	3	9
Home equity loans	54	(3)	(17)	8	42
Consumer direct loans	24	16	(18)	3	25
Credit cards	38	26	(23)	3	44
Consumer indirect loans	9	9	(16)	8	10
Total consumer loans	142	39	(76)	25	130
Total ALLL — continuing operations	858	136 [a]	(159)	35	870
Discontinued operations	24	3	(10)	4	21
Total ALLL — including discontinued operations	$ 882	$ 139	$ (169)	$ 39	$ 891

[a] Excludes a credit for losses on lending-related commitments of $7 million.

A breakdown of the individual and collective ALLL and the corresponding loan balances as of June 30, 2018, follows:

June 30, 2018 *in millions*	**Allowance**			**Outstanding**			
	Individually Evaluated for Impairment	**Collectively Evaluated for Impairment**	**Purchased Credit Impaired**	**Loans**	**Individually Evaluated for Impairment**	**Collectively Evaluated for Impairment**	**Purchased Credit Impaired**
Commercial and industrial	$7	$ 533	$ 2	$44,569	$ 187	$ 44,325	$ 57
Commercial real estate:							
Commercial mortgage	—	136	3	14,162	20	13,930	212
Construction	—	28	—	1,736	—	1,733	3
Total commercial real estate loans	—	164	3	15,898	20	15,663	215
Commercial lease financing	—	40	—	4,509	—	4,509	—
Total commercial loans	7	737	5	64,976	207	64,497	272
Real estate — residential mortgage	4	5	1	5,452	48	5,071	333
Home equity loans	10	26	1	11,519	125	11,374	20
Consumer direct loans	—	26	—	1,785	4	1,777	4
Credit cards	—	46	—	1,094	3	1,091	—
Consumer indirect loans	3	16	—	3,396	35	3,361	—
Total consumer loans	17	119	2	23,246	215	22,674	357
Total ALLL — continuing operations	24	856	7	88,222	422	87,171	629
Discontinued operations	3	11	—	1,194 [a]	21	1,173 [a]	—
Total ALLL — including discontinued operations	$27	$ 867	$ 7	$89,416	$ 443	$ 88,344	$ 629

[a] Amount includes $2 million of loans carried at fair value that are excluded from ALLL consideration.

A breakdown of the individual and collective ALLL and the corresponding loan balances as of December 31, 2017, follows:

December 31, 2017 *in millions*	**Allowance**			**Outstanding**			
	Individually Evaluated for Impairment	**Collectively Evaluated for Impairment**	**Purchased Credit Impaired**	**Loans**	**Individually Evaluated for Impairment**	**Collectively Evaluated for Impairment**	**Purchased Credit Impaired**
Commercial and Industrial	$6	$ 520	$ 3	$41,859	$ 136	$ 41,640	$ 83
Commercial real estate:							
Commercial mortgage	—	131	2	14,088	12	13,828	248
Construction	—	30	—	1,960	—	1,934	26
Total commercial real estate loans	—	161	2	16,048	12	15,762	274
Commercial lease financing	—	43	—	4,826	—	4,826	—
Total commercial loans	6	724	5	62,733	148	62,228	357
Real estate — residential mortgage	5	2	—	5,483	49	5,079	355
Home equity loans	9	33	1	12,028	117	11,889	22
Consumer direct loans	—	28	—	1,794	4	1,786	4
Credit cards	—	44	—	1,106	2	1,104	—
Consumer indirect loans	3	17	—	3,261	34	3,227	—
Total consumer loans	17	124	1	23,672	206	23,085	381
Total ALLL — continuing operations	23	848	6	86,405	354	85,313	738
Discontinued operations	3	13	—	1,314 [a]	21	1,293 [a]	—
Total ALLL — including discontinued operations	$26	$ 861	$ 6	$87,719	$ 375	$ 86,606	$ 738

[a] Amount includes $2 million of loans carried at fair value that are excluded from ALLL consideration.

The liability for credit losses inherent in unfunded lending-related commitments, such as letters of credit and unfunded loan commitments, is included in "accrued expense and other liabilities" on the balance sheet. We establish the amount of this reserve by considering both historical trends and current market conditions quarterly, or more often if deemed necessary.

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

	Three months ended June 30,		**Six months ended June 30,**	
in millions	**2018**	**2017**	**2018**	**2017**
Balance at beginning of period	**$60**	$ 48	**$57**	$55
Provision (credit) for losses on lending-related commitments	**(2)**	—	**1**	(7)
Balance at end of period	**$58**	$ 48	**$58**	$48

Table of Contents

PCI Loans

Purchased loans that have evidence of deterioration in credit quality since origination and for which it is probable, at acquisition, that all contractually required payments will not be collected are deemed PCI. Our policies for determining, recording payments on, and derecognizing PCI loans are disclosed in Note 1 ("Summary of Significant Accounting Policies") under the heading "Purchased Loans" beginning on page 107 of our 2017 Form 10-K.

We have PCI loans from two separate acquisitions, one in 2012 and one in 2016. The following tables present the roll-forward of the accretable yield and the beginning and ending outstanding unpaid principal balance and carrying amount of all PCI loans for the three and six months ended June 30, 2018, and the twelve months ended December 31, 2017.

	Three Months Ended June 30,			**Six Months Ended June 30,**		
	2018			**2018**		
in millions	**Accretable Yield**	**Carrying Amount**	**Outstanding Unpaid Principal Balance**	**Accretable Yield**	**Carrying Amount**	**Outstanding Unpaid Principal Balance**
Balance at beginning of period	$132	$ 812	$ 930	$131	$ 738	$ 803
Additions	—			—		
Accretion	**(11)**			**(23)**		
Net reclassifications from nonaccretable to accretable	**6**			**28**		
Payments received, net	**(6)**			**(15)**		
Disposals	—			—		
Balance at end of period	**$121**	**$ 622**	**$ 669**	**$121**	**$ 622**	**$ 669**

	Twelve Months Ended December 31,		
	2017		
in millions	**Accretable Yield**	**Carrying Amount**	**Outstanding Unpaid Principal Balance**
Balance at beginning of period	$197	$ 865	$ 1,002
Additions	(32)		
Accretion	(44)		
Net reclassifications from nonaccretable to accretable	15		
Payments received, net	(4)		
Disposals	(1)		
Balance at end of period	$131	$ 738	$ 803

5. Fair Value Measurements

Fair Value Determination

In accordance with GAAP, Key measures certain assets and liabilities at fair value. Fair value is defined as the price to sell an asset or transfer a liability in orderly transaction between market participants in our principal market.

Additional information regarding our accounting policies for determining fair value is provided in Note 7 (“Fair Value Measurements”) and Note 1 (“Summary of Significant Accounting Policies”) under the heading “Fair Value Measurements” of our 2017 Form 10-K.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Certain assets and liabilities are measured at fair value on a recurring basis in accordance with GAAP. The following tables present these assets and liabilities at June 30, 2018, and December 31, 2017.

	June 30, 2018				December 31, 2017			
in millions	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
ASSETS MEASURED ON A RECURRING BASIS								
Trading account assets:								
U.S. Treasury, agencies and corporations	—	$537	—	$537	—	615	—	615
States and political subdivisions	—	36	—	36	—	37	—	37
Other mortgage-backed securities	—	137	—	137	—	104	—	104
Other securities	—	107	—	107	—	65	—	65
Total trading account securities	—	817	—	817	—	821	—	821
Commercial loans	—	16	—	16	—	15	—	15
Total trading account assets	—	833	—	833	—	836	—	836
Securities available for sale:								
U.S. Treasury, agencies and corporations	—	146	—	146	—	157	—	157
States and political subdivisions	—	7	—	7	—	9	—	9
Agency residential collateralized mortgage obligations	—	13,894	—	13,894	—	14,660	—	14,660
Agency residential mortgage-backed securities	—	1,367	—	1,367	—	1,439	—	1,439
Agency commercial mortgage-backed securities	—	1,933	—	1,933	—	1,854	—	1,854
Other securities	—	—	$ 20	20	—	—	20	20
Total securities available for sale	—	17,347	20	17,367	—	18,119	20	18,139
Other investments:								
Principal investments:								
Direct	—	—	13	13	—	—	13	13
Indirect (measured at NAV) [(a)]	—	—	—	109	—	—	—	124
Total principal investments	—	—	13	122	—	—	13	137
Equity investments:								
Direct	—	—	7	7	—	4	3	7
Direct (measured at NAV) [(a)]	—	—	—	1	—	—	—	—
Total equity investments	—	—	7	8	—	4	3	7
Total other investments	—	—	20	130	—	4	16	144
Loans, net of unearned income	—	—	3	3	—	—	2	2
Loans held for sale	—	58	—	58	—	70	1	71
Derivative assets:								
Interest rate	—	338	5	343	—	713	9	722
Foreign exchange	$84	32	—	116	$100	$30	$ —	$130
Commodity	—	494	—	494	—	255	—	255
Credit	—	—	—	—	—	—	1	1
Other	—	1	3	4	—	1	3	4
Derivative assets	84	865	8	957	100	999	13	1,112
Netting adjustments [(b)]	—	—	—	(219)	—	—	—	(443)
Total derivative assets	84	865	8	738	100	999	13	669
Accrued income and other assets	—	—	—	—	—	—	—	—
Total assets on a recurring basis at fair value	$84	$19,103	$ 51	$19,129	$100	$20,028	$ 52	$19,861
LIABILITIES MEASURED ON A RECURRING BASIS								
Bank notes and other short-term borrowings:								

Short positions	$6	$633	—	$639	$72	$562	$ —	$634
Derivative liabilities:								
Interest rate	—	423	—	423	—	520	—	520
Foreign exchange	73	30	—	103	98	26	—	124
Commodity	—	484	—	484	—	246	—	246
Credit	—	3	9	12	—	4	—	4
Other	—	2	—	2	—	13	—	13
Derivative liabilities	73	942	9	1,024	98	809	—	907
Netting adjustments [b]	—	—	—	(598)	—	—	—	(616)
Total derivative liabilities	73	942	9	426	98	809	—	291
Accrued expense and other liabilities	—	—	—	—	—	—	—	—
Total liabilities on a recurring basis at fair value	$79	$1,575	9	$1,065	$170	$1,371	$ —	$925

[a] Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the consolidated balance sheet.

[b] Netting adjustments represent the amounts recorded to convert our derivative assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance. The net basis takes into account the impact of bilateral collateral and master netting agreements that allow us to settle all derivative contracts with a single counterparty on a net basis and to offset the net derivative position with the related cash collateral. Total derivative assets and liabilities include these netting adjustments.

Qualitative Disclosures of Valuation Techniques

The following describes the valuation techniques and significant inputs for Level 2 and Level 3 assets and liabilities:

***Securities (trading account assets and available for sale)**.* We own several types of securities, requiring a range of valuation methods:

- Level 2 securities include municipal bonds, bonds backed by the U.S. government, corporate bonds, agency residential and CMBS, securities issued by the U.S. Treasury, money markets, and certain agency and corporate CMOs. Fair value is determined using pricing models (either by a third-party pricing service or internally) or quoted prices of similar securities.
- Our Level 3 instruments consist principally of debt securities. The securities are valued using a cash flow analysis of the associated private company issuers based on internal models or a third party valuation service. We also employ a market approach that utilizes revenue multiples of comparable companies. We reference guideline public companies with growth prospects, margin, and risks that are comparable to the subject companies. The valuations of the securities are negatively affected by projected net losses of the associated private companies and positively affected by projected net gains.

The valuations provided by the third-party pricing service are based on observable market inputs, which include benchmark yields, reported trades, issuer spreads, benchmark securities, bids, offers, and reference data obtained from market research publications. Inputs used by the third-party pricing service in valuing CMOs and other mortgage-backed securities also include new issue data, monthly payment information, whole loan collateral performance, and “To Be Announced” prices. We validate the pricing methodologies utilized by our third-party pricing service to ensure that the fair value determination is consistent with the applicable accounting guidance. This includes comparing the actual inputs used by our third-party pricing service to comparable inputs for similar securities and comparing the fair values to prices from other independent sources for the same and similar securities.

Commercial loans (trading account assets). Commercial loans recorded as trading account assets are valued based on market spreads since there is an active market for similar assets. Bid and ask prices are received from multiple loan dealers and valuations reflect prices within the bid-ask spread that are most representative of fair value for the respective loans. The price point used within the bid/ask spread is further validated using an independent, third party service provider.

***Principal investments**.* Principal investments consist of investments in equity and debt instruments made by our principal investing entities. They include direct investments (investments made in a particular company) and indirect investments (investments made through funds that include other investors). In most cases, quoted market prices are not available for our direct investments, and we must estimate the fair value based on operating performance, market multiples for comparable businesses, and unique facts and circumstances related to each individual investment. Indirect investments are valued using a methodology that is consistent with accounting guidance allowing us to estimate fair value based upon net asset value per share (or its equivalent, such as member units or an ownership interest in partners’ capital to which a proportionate share of net assets is attributed).

The following table presents the fair value of our direct and indirect principal investments and related unfunded commitments at June 30, 2018, as well as financial support provided for the three and six months ended June 30, 2018, and June 30, 2017.

			Financial support provided							
			Three months ended June 30,				Six months ended June 30,			
	June 30, 2018		2018		2017		2018		2017	
in millions	Fair Value	Unfunded Commitments	Funded Commitments	Funded Other	Funded Commitments	Funded Other	Funded Commitments	Funded Other	Funded Commitments	Funded Other
INVESTMENT TYPE										
Direct investments [a]	$13	—	—		—	—	—	—	—	$ —
Indirect investments (measured at NAV)	109	$ 28	—		$ —	—	$ 1	—	$ 1	—
Total	$122	$ 28	—		$ —	—	$ 1	—	$ 1	$ —

(a) Our direct investments consist of equity and debt investments directly in independent business enterprises. Operations of the business enterprises are handled by management of the portfolio company. The purpose of funding these enterprises is to provide financial support for business development and acquisition strategies. We infuse equity capital based on an initial contractual cash contribution and later from additional requests on behalf of the companies' management.

(b) Our indirect investments consist of buyout funds, venture capital funds, and fund of funds. These investments are generally not redeemable. Instead, distributions are received through the liquidation of the underlying investments of the fund. An investment in any one of these funds typically can be sold only with the approval of the fund's general partners. We estimate that the underlying investments of the funds will be liquidated over a period of one to six years. The purpose of funding our capital commitments to these investments is to allow the funds to make additional follow-on investments and pay fund expenses until the fund dissolves. We, and all other investors in the fund, are obligated to fund the full amount of our respective capital commitments to the fund based on our and their respective ownership percentages, as noted in the applicable Limited Partnership Agreement.

Other Equity Investments. Our other equity investments measured on a recurring basis are direct investments in equity instruments of private companies. Quoted market prices are not available for these investments and we must perform valuations using other methods in a similar manner to our direct principal investments.

Loans Held for Sale and Held for Investment. Residential mortgage loans are valued based on quoted market prices, where available, prices for other traded mortgage loans with similar characteristics, and purchase commitments and bid information received from market participants. We have elected the fair value option for residential mortgage loans held for sale as this aligns with the related forward mortgage loan sale commitments.

Our residential mortgage activity also includes temporarily unsalable residential mortgage loans that are included in "Loans, net of unearned income" and loans with salability issues included in "Loans held for sale" on the balance sheet. These loans have an origination defect that makes them temporarily unable to be sold into the performing loan sales market. Because transaction details regarding sales of this type of loan are often unavailable, unobservable bid information from brokers and investors is heavily relied upon. Accordingly, based on the significance of unobservable inputs, these loans are classified as Level 3.

Derivatives*.* The majority of our derivative positions are Level 2 instruments, which are valued using internally developed models, based on market convention. These models use observable market inputs, such as interest rate curves, LIBOR and Overnight Index Swap discount rates and curves, index pricing curves, foreign currency curves, volatility surfaces (a three-dimensional graph of implied volatility against strike price and maturity) and current prices for mortgage securities and investor supplied prices.

Level 3 derivative instruments primarily consist of interest rate lock commitments and several customized derivative instruments. The value of interest rate lock commitments is based on interest rates observable in the market and the probability of the loan closing. Therefore, the valuation methodology employs a model which uses current interest rates and adjusts the probability of the loan closing at the approved terms in the current interest rate environment. Various other customized derivative instruments are priced using internally developed models which leverage market and internal data and assumptions.

Liability for short positions. Level 2 items are fixed income securities held by our broker dealer in its trading inventory. These items are measured at fair value based upon market activity, spreads, credit ratings and interest rates for each security type. Additionally, recent values used in transactions for the same or similar securities are also utilized in the valuation.

Changes in Level 3 Fair Value Measurements

The following table shows the components of the change in the fair values of our Level 3 financial instruments for the three and six months ended June 30, 2018, and June 30, 2017.

in millions	Beginning of Period Balance	Gains (Losses) Included in Other Comprehensive Income	Gains (Losses) Included in Earnings	Purchases	Sales	Settlements	Transfers Other	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	End of Period Balance	Unrealized Gains (Losses) Included in Earnings
Six months ended June 30, 2018											
Securities available for sale											
Other securities	$ 20	$ —	—	—	—	—	—	—	—	$ 20	—
Other investments											
Principal investments											
Direct	13	—	$ — (b)	1	(1)	—	—	—	—	13	$ 1 (b)
Equity investments											
Direct	3	—	—	—	—	—	—	$ 4	—	7	—
Loans held for sale	1	—	—	—	(1)	—	—	—	—	—	—
Loans held for investment	2	—	—	—	—	—	1	—	—	3	—
Derivative instruments [c]											
Interest rate	9	—	(2) (d)	1	(2)	—	—	4 (e)	$ (5) (e)	5	—
Credit	1	—	(20) (d)	—	—	$ 10	—	—	—	(9)	—
Other [f]	3	—	—	—	—	—	—	—	—	3	—
Three months ended June 30, 2018											
Securities available for sale											
Other securities	$ 20	$ —	—	—	—	—	—	—	$—	$ 20	—
Other investments											
Principal investments											
Direct	12	—	$ 1 (b)	1	(1)	—	—	—	—	13	2 (b)
Equity investments											
Direct	7	—	—	—	—	—	—	—	—	7	—
Loans held for sale	1	—	—	—	(1)	—	—	—	—	—	—
Loans held for investment	2	—	—	—	—	—	1	—	—	3	—
Derivative instruments [c]											
Interest rate	4	—	(1) (d)	—	(2)	—	—	4 (e)	— (e)	5	—
Credit	—	—	(15) (d)	—	—	$ 6	—	—	—	(9)	—
Other [f]	3	—	—	—	—	—	—	—	—	3	—

in millions	Beginning of Period Balance	Gains (Losses) Included in Other Comprehensive Income	Gains (Losses) Included in Earnings	Purchases	Sales	Settlements	Transfers Other	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	End of Period Balance	Unrealized Gains (Losses) Included in Earnings
Six months ended June 30, 2017											
Securities available for sale											
Other securities	$ 17	3	—	—	—	—	—	—	—	$ 20	—
Other investments											
Principal investments											
Direct	27	$ —	$ (5) (b)	—	$ (7)	—	—	—	—	15	$ (3) (b)
Derivative instruments [c]											
Interest rate	7	—	—	—	—	—	—	$ 12 (e)	$ (3) (e)	16	—
Credit	1	—	(7) (d)	—	—	$ 7	—	—	—	1	—
Other [f]	2	—	—	—	—	—	$ 2	—	—	4	—
Three months ended June 30, 2017											
Securities available for sale											
Other securities	$ 17	3	—	—	—	—	—	—	—	$ 20	—
Other investments											
Principal investments											

Direct	21	$ —	$ (3) (b)	—	$ (3)	—	—	—	—	15	$ 3 (b)
Derivative instruments [(c)]											
Interest rate	5	—	—	—	—	—	—	$ 11 (e)	$— (e)	16	—
Credit	1	—	(4) (d)	—	—	$ 4	—	—	—	1	—
Other [(f)]	4	—	—	$	——	—	$ —	—	—	4	—

(a) Our policy is to recognize transfers into and transfers out of Level 3 as of the end of the reporting period.
(b) Realized and unrealized gains and losses on principal investments are reported in “other income” on the income statement.
(c) Amounts represent Level 3 derivative assets less Level 3 derivative liabilities.
(d) Realized and unrealized gains and losses on derivative instruments are reported in “corporate services income” and “other income” on the income statement.
(e) Certain derivatives previously classified as Level 2 were transferred to Level 3 because Level 3 unobservable inputs became significant. Certain derivatives previously classified as Level 3 were transferred to Level 2 because Level 3 unobservable inputs became less significant.
(f) Amounts represent Level 3 interest rate lock commitments.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis in accordance with GAAP. The adjustments to fair value generally result from the application of accounting guidance that requires assets and liabilities to be recorded at the lower of cost or fair value, or assessed for impairment. There were no liabilities measured at fair value on a nonrecurring basis at June 30, 2018, and December 31, 2017.

The following table presents our assets measured at fair value on a nonrecurring basis at June 30, 2018, and December 31, 2017:

	June 30, 2018				December 31, 2017			
in millions	**Level 1**	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
ASSETS MEASURED ON A NONRECURRING BASIS								
Impaired loans and leases	$ —	3	$ 71	$ 74	—	—	$ 9	$ 9
Accrued income and other assets	—	—	2	2	$ —	5	133 (a)	138
Total assets on a nonrecurring basis at fair value	$ —	3	$ 73	$ 76	$ —	5	$ 142	$ 147

(a) At December 31, 2017, we recorded $31 million of impairment related to $119 million of LIHTC and Historic Tax Credit investments impacted by the enactment of the TCJ Act. Refer to the "LIHTC and Historic Tax Credit Investments" section below for a description of the valuation technique and inputs applied for this fair value measurement.

Impaired loans and leases. The following two internal methods are used to value impaired loans and leases:

- Cash flow analysis considers internally developed inputs, such as discount rates, default rates, costs of foreclosure, and changes in collateral values.
- The fair value of the underlying collateral, which may take the form of real estate or personal property, is based on internal estimates, field observations, and assessments provided by third-party appraisers.

Impairment valuations are back-tested each quarter, based on a look-back of actual incurred losses on closed deals previously evaluated for impairment. The overall percent variance of actual net loan charge-offs on closed deals compared to the specific allocations on such deals is considered in determining each quarter's specific allocations.

Commercial loans held for sale. Through a quarterly analysis of our loan portfolios held for sale, which include both performing and nonperforming commercial loans, we determine any adjustments necessary to record the portfolios at the lower of cost or fair value in accordance with GAAP. For loans sold in an active market, we utilize non-binding bids for the respective loans or similar loans, or recent sales to determine the fair value. For inactive markets, we assess appraisal values, strength of sponsor/guarantor, loan pricing relative to current comparable transactions, current market conditions and market demographics. Our analysis concluded that there were no commercial loans held for sale adjusted to fair value at June 30, 2018, and December 31, 2017.

Direct financing leases and operating lease assets held for sale. Valuations of direct financing leases and operating lease assets held for sale are performed using an internal model that relies on market data, such as swap rates and bond ratings, as well as on our own assumptions about the exit market for the leases and details about the individual leases in the portfolio. The inputs based on our assumptions include changes in the value of leased items and internal credit ratings. These leases have been classified as Level 3 assets. Leases for which we receive a current nonbinding bid, and for which the sale is considered probable, may be classified as Level 2. No direct financing leases and operating lease assets held for sale were adjusted to fair value at June 30, 2018, and December 31, 2017.

Other assets. OREO and other repossessed properties are valued based on inputs such as appraisals and third-party price opinions, less estimated selling costs. Generally, we classify these assets as Level 3, but OREO and other repossessed properties for which we receive binding purchase agreements are classified as Level 2. Returned lease inventory is valued based on market data for similar assets and is classified as Level 2.

LIHTC and Historic Tax Credit Investments. Valuation of LIHTC and Historic Tax Credit (HTC) involves measuring the present value of future tax benefits and comparing that value against the current carrying value of the investment. LIHTC and HTC investments are impaired when it is more likely than not that the carrying amount of the investment will not be realized. A primary driver of impairment in the fourth quarter of 2017 was the enactment of the TCJ Act, which reduced future depreciation tax benefits expected to be realized by certain LIHTC and HTC investments. No impairment was recorded for the three and six months ended June 30, 2018.

Other Equity Investments. We have other investments in equity securities that do not have readily determinable fair values and do not qualify for the practical expedient to measure the investment using a net asset value per share. We have elected to measure these securities at cost less impairment plus or minus adjustments due to observable orderly transactions. Impairment is recorded when there is evidence that the expected fair value of the investment has declined to below the recorded cost. At each reporting period, we assess if these investments continue to qualify for this measurement alternative. At June 30, 2018, the carrying amount of equity investments recorded under this method was $93 million. No impairment was recorded for the three and six months ended June 30, 2018.

Quantitative Information about Level 3 Fair Value Measurements

The range and weighted average of the significant unobservable inputs used to fair value our material Level 3 recurring and nonrecurring assets at June 30, 2018, and December 31, 2017, along with the valuation techniques used, are shown in the following table:

June 30, 2018 *dollars in millions*	**Fair Value of Level 3 Assets**	**Valuation Technique**	**Significant Unobservable Input**	**Range (Weighted-Average)**
Recurring				
Other investments — principal investments — direct:	$ 13	Individual analysis of the condition of each investment		
Debt instruments			EBITDA multiple	N/A (6.93)
Equity instruments of private companies			EBITDA multiple	N/A (6.93)
Nonrecurring				
Impaired loans	71	Fair value of underlying collateral	Discount	0.00 - 75.00% (22.00%)

December 31, 2017 *dollars in millions*	**Fair Value of Level 3 Assets**	**Valuation Technique**	**Significant Unobservable Input**	**Range (Weighted-Average)**
Recurring				
Other investments — principal investments — direct:	$ 13	Individual analysis of the condition of each investment		
Debt instruments			EBITDA multiple	N/A (6.00)
Equity instruments of private companies			EBITDA multiple	N/A (6.00)
Nonrecurring				
Impaired loans	9	Fair value of underlying collateral	Discount	0.00 - 50.00% (23.00%)

Fair Value Disclosures of Financial Instruments

The levels in the fair value hierarchy ascribed to our financial instruments and the related carrying amounts at June 30, 2018, and December 31, 2017, are shown in the following tables. Assets and liabilities are further arranged by measurement category.

	June 30, 2018							
		Fair Value						
in millions	**Carrying Amount**	**Level 1**	**Level 2**	**Level 3**	**Measured at NAV**	**Netting Adjustment**		**Total**
ASSETS (by measurement category)								
Fair value - net income								
Trading account assets (b)	$ 833	—	$ 833	—	—	—		$ 833
Other investments (b)	709	—	—	$ 599	$ 110	—		709
Loans, net of unearned income (d)	3	—	—	3	—	—		3
Loans held for sale (b)	58	—	58	—	—	—		58
Derivative assets - trading (b)	690	$ 81	828	8	—	$ (227)	(f)	690
Fair value - OCI								
Securities available for sale (b)	17,367	—	17,347	$ 20	—	—		17,367
Derivative assets - hedging (b)	48	3	37	—	—	8	(f)	48
Amortized cost								
Held-to-maturity securities (c)	12,277	—	11,735	—	—	—		11,735
Loans, net of unearned income (d)	87,332	—	—	84,969	—	—		84,969
Loans held for sale (b)	1,360	—	—	1,360	—	—		1,360
Other								
Cash and short-term investments (a)	3,430	3,430	—	—	—	—		3,430
LIABILITIES (by measurement category)								

Fair value - net income							
Derivative liabilities - trading [(b)]	**$ 426**	**$ 73**	**$ 940**	**9**	**—**	**$ (596)** (f)	**$ 426**
Fair value - OCI							
Derivative liabilities - hedging [(b)]	**—**	**—**	**1**	**—**	**—**	**(1)** (f)	**—**
Amortized cost							
Time deposits [(e)]	**12,490**	**—**	**12,557**	**—**	**—**	**—**	**12,557**
Short-term borrowings [(a)]	**2,306**	**$ 6**	**2,300**	**—**	**—**	**—**	**2,306**
Long-term debt [(e)]	**13,853**	**12,708**	**1,173**	**—**	**—**	**—**	**13,881**
Other							
Deposits with no stated maturity (a)	**92,058**	**—**	**92,058**	**—**	**—**	**—**	**92,058**

	December 31, 2017							
		Fair Value						
in millions	**Carrying Amount**	**Level 1**	**Level 2**	**Level 3**	**Measured at NAV**	**Netting Adjustment**		**Total**
ASSETS (by measurement category)								
Fair value - net income								
Trading account assets [(b)]	$ 836	—	$ 836	—	—	—		$ 836
Other investments [(b)]	726	—	4	$ 598	$ 124	—		726
Loans, net of unearned income [(d)]	2	—	—	2	—	—		2
Loans held for sale [(b)]	71	—	70	1	—	—		71
Derivative assets - trading [(b)]	681	$ 99	918	13	—	$ (349)	(f)	681
Fair value - OCI								
Securities available for sale [(b)]	18,139	—	18,119	20	—	—		18,139
Derivative assets - hedging [(b)]	(12)	1	81	—	—	(94)	(f)	(12)
Amortized cost								
Held-to-maturity securities [(c)]	11,830	—	11,565	—	—	—		11,565
Loans, net of unearned income [(d)]	85,526	—	—	84,003	—	—		84,003
Loans held for sale [(b)]	1,036	—	—	1,036	—	—		1,036
Other								
Cash and short-term investments [(a)]	5,118	5,118	—	—	—	—		5,118
LIABILITIES (by measurement category)								
Fair value - net income								
Derivative liabilities - trading [(b)]	$ 289	$ 94	$ 763	—	—	$ (568)	(f)	$ 289
Fair value - OCI								
Derivative liabilities - hedging [(b)]	2	4	46	—	—	(48)	(f)	2
Amortized cost								
Time deposits [(e)]	11,647	—	11,750	—	—	—		11,750
Short-term borrowings [(a)]	1,011	72	939	—	—	—		1,011
Long-term debt [(e)]	14,333	13,407	$ 1,219	—	—	—		14,626
Other								
Deposits with no stated maturity (a)	93,588	—	93,588	—	—	—		93,588

Valuation Methods and Assumptions

(a) Fair value equals or approximates carrying amount. The fair value of deposits with no stated maturity does not take into consideration the value ascribed to core deposit intangibles.

(b) Information pertaining to our methodology for measuring the fair values of these assets and liabilities is included in the sections entitled "Qualitative Disclosures of Valuation Techniques" and "Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis" in this Note. Investments accounted for under the cost method (or cost less impairment adjusted for observable price changes for certain equity investments) are classified as Level 3 assets. These investments are not actively traded in an open market as sales for these types of investments are rare. The carrying amount of the investments carried at cost are adjusted for declines in value if they are considered to be other-than-temporary (or due to observable orderly transactions of the same issuer for equity investments eligible for the cost less impairment measurement alternative). These adjustments are included in "other income" on the income statement.

(c) Fair values of held-to-maturity securities are determined by using models that are based on security-specific details, as well as relevant industry and economic factors. The most significant of these inputs are quoted market prices, interest rate spreads on relevant benchmark securities, and certain prepayment assumptions. We review the valuations derived from the models to ensure that they are reasonable and consistent with the values placed on similar securities traded in the secondary markets.

(d) The fair value of loans is based on the present value of the expected cash flows. The projected cash flows are based on the contractual terms of the loans, adjusted for prepayments and use of a discount rate based on the relative risk of the cash flows, taking into account the loan type, maturity of the loan, liquidity risk, servicing costs, and a required return on debt and capital. In addition, an incremental liquidity discount is applied to certain loans, using historical sales of loans during periods of similar economic conditions as a benchmark. The fair value of loans includes lease financing receivables at their aggregate carrying amount, which is equivalent to their fair value.

(e) Fair values of time deposits and long-term debt are based on discounted cash flows utilizing relevant market inputs.

(f) Netting adjustments represent the amounts recorded to convert our derivative assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance. The net basis takes into account the impact of bilateral collateral and master netting agreements that allow us to settle all derivative contracts with a single counterparty on a net basis and to offset the net derivative position with the related cash collateral. Total derivative assets and liabilities include these netting adjustments.

Education lending business. The discontinued education lending business consists of loans in portfolio recorded at carrying value with appropriate valuation reserves, and loans in portfolio recorded at fair value. All of these loans were excluded from the table above as follows:

- Loans at carrying value, net of allowance, of $1.2 billion ($1.0 billion at fair value) at June 30, 2018, and $1.3 billion ($1.1 billion at fair value) at December 31, 2017;
- Portfolio loans at fair value of $2 million at June 30, 2018, and $2 million at December 31, 2017.

These loans and securities are classified as Level 3 because we rely on unobservable inputs when determining fair value since observable market data is not available.

6. Securities

The amortized cost, unrealized gains and losses, and approximate fair value of our securities available for sale and held-to-maturity securities are presented in the following tables. Gross unrealized gains and losses represent 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 change.

	June 30, 2018				December 31, 2017			
in millions	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
SECURITIES AVAILABLE FOR SALE								
U.S. Treasury, agencies, and corporations	**$150**	**—**	**$ 4**	**$146**	$159	$ —	$ 2	$157
States and political subdivisions	**7**	**—**	**—**	**7**	9	—	—	9
Agency residential collateralized mortgage obligations	**14,435**	**$ 5**	**546**	**13,894**	14,985	10	335	14,660
Agency residential mortgage-backed securities	**1,407**	**2**	**42**	**1,367**	1,456	3	20	1,439
Agency commercial mortgage-backed securities	**2,041**	**—**	**108**	**1,933**	1,920	—	66	1,854
Other securities	**17**	**3**	**—**	**20**	17	3	—	20
Total securities available for sale	**$18,057**	**$ 10**	**$ 700**	**$17,367**	$18,546	$ 16	$ 423	$18,139
HELD-TO-MATURITY SECURITIES								
Agency residential collateralized mortgage obligations	**$7,699**	**1**	**$ 372**	**$7,328**	$8,055	$ —	$ 224	$7,831
Agency residential mortgage-backed securities	**531**	**$ —**	**17**	**514**	574	1	4	571
Agency commercial mortgage-backed securities	**4,032**	**—**	**154**	**3,878**	3,186	6	44	3,148
Other securities	**15**	**—**	**—**	**15**	15	—	—	15
Total held-to-maturity securities	**$12,277**	**$ 1**	**$ 543**	**$11,735**	$11,830	$ 7	$ 272	$11,565

The following table summarizes our securities that were in an unrealized loss position as of June 30, 2018, and December 31, 2017.

	Duration of Unrealized Loss Position					
	Less than 12 Months		12 Months or Longer		Total	
in millions	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
June 30, 2018						
Securities available for sale:						
U.S Treasury, agencies, and corporations	**$39**	**$ 1**	**$107**	**$ 3**	**$146**	**$ 4**
Agency residential collateralized mortgage obligations	**5,742**	**141**	**7,230**	**405**	**12,972**	**546**
Agency residential mortgage-backed securities	**338**	**10**	**873**	**32**	**1,211**	**42**
Agency commercial mortgage-backed securities	**192**	**9**	**1,593**	**99**	**1,785**	**108**
Held-to-maturity securities:						
Agency residential collateralized mortgage obligations	**2,058**	**65**	**5,156**	**307**	**7,214**	**372**
Agency residential mortgage-backed securities	**330**	**10**	**184**	**7**	**514**	**17**
Agency commercial mortgage-backed securities	**3,030**	**104**	**477**	**50**	**3,507**	**154**
Other securities [(a)]	**9**	**—**	**—**	**—**	**9**	**—**
Total temporarily impaired securities	**$11,738**	**$ 340**	**$15,620**	**$ 903**	**$27,358**	**$ 1,243**
December 31, 2017						
Securities available for sale:						
U.S. Treasury, agencies, and corporations	$41	$ —	116	2	$157	$ 2
Agency residential collateralized mortgage obligations	6,153	74	$7,270	$ 261	13,423	335
Agency residential mortgage-backed securities	666	7	702	13	1,368	20
Agency commercial mortgage-backed securities	205	4	1,649	62	1,854	66
Held-to-maturity securities:						
Agency residential collateralized mortgage obligations	2,201	27	5,599	197	7,800	224
Agency residential mortgage-backed securities	252	1	206	3	458	4
Agency commercial mortgage-backed securities	1,470	12	495	32	1,965	44
Other securities [(a)]	3	—	4	—	7	—

Total temporarily impaired securities	$10,991	$ 125	$16,041	$ 570	$27,032	$ 695

[a] Gross unrealized losses totaled less than $1 million for other securities held-to maturity at June 30, 2018, and December 31, 2017.

At June 30, 2018, we had $546 million of gross unrealized losses related to 465 fixed-rate agency residential CMOs that we invested in as part of our overall A/LM strategy. These securities had a weighted-average maturity of 4.69 years at June 30, 2018. At June 30, 2018, we also had $42 million of gross unrealized losses related to 266 agency residential mortgage-backed securities positions and $108 million of gross unrealized losses related to 14 agency commercial mortgage backed securities positions with weighted-average maturities of 3.98 years and 4.06 years, respectively. Because these securities have a fixed interest rate, their fair value is sensitive to movements in market interest rates. These unrealized losses are considered temporary since we expect to collect all contractually due amounts from these securities. Accordingly, these investments were reduced to their fair value through OCI, not through earnings.

We regularly assess our securities portfolio for OTTI. The assessments are based on the nature of the securities, the underlying collateral, the financial condition of the issuer, the extent and duration of the loss, our intent related to the individual securities, and the likelihood that we will have to sell securities prior to expected recovery. As shown in the following table, we did not have any impairment losses recognized in earnings for the three and six months ended June 30, 2018, and June 30, 2017.

Six months ended June 30, 2018 *in millions*	
Balance at December 31, 2017	$4
Impairment recognized in earnings	—
Balance at June 30, 2018	$4

At June 30, 2018, securities available for sale and held-to-maturity securities totaling $7.9 billion were pledged to secure securities sold under repurchase agreements, to secure public and trust deposits, to facilitate access to secured funding, and for other purposes required or permitted by law.

The following table shows our securities by remaining maturity. CMOs and other mortgage-backed securities available for sale portfolio and held-to-maturity portfolio are presented based on their expected average lives. The remaining securities, in both the available-for-sale and held-to-maturity portfolios, are presented based on their remaining contractual maturity. Actual maturities may differ from expected or contractual maturities since borrowers have the right to prepay obligations with or without prepayment penalties.

	Securities Available for Sale		**Held to Maturity Securities**	
June 30, 2018 *in millions*	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Due in one year or less	$113	$113	$43	$42
Due after one through five years	12,105	11,602	6,653	6,410
Due after five through ten years	5,823	5,636	5,581	5,283
Due after ten years	16	16	—	—
Total	$18,057	$17,367	$12,277	$11,735

7. Derivatives and Hedging Activities

We are a party to various derivative instruments, mainly through our subsidiary, KeyBank. The primary derivatives that we use are interest rate swaps, caps, floors, and futures; foreign exchange contracts; commodity derivatives; and credit derivatives. Generally, these instruments help us manage exposure to interest rate risk, mitigate the credit risk inherent in our loan portfolio, hedge against changes in foreign currency exchange rates, and meet client financing and hedging needs.

At June 30, 2018, after taking into account the effects of bilateral collateral and master netting agreements, we had $48 million of derivative assets and less than $1 million of derivative liabilities that relate to contracts entered into for hedging purposes. As of the same date, after taking into account the effects of bilateral collateral and master netting agreements and a reserve for potential future losses, we had derivative assets of $690 million and derivative liabilities of $426 million that were not designated as hedging instruments. These positions are primarily comprised
of derivative contracts entered into for client accommodation purposes.

Additional information regarding our accounting policies for derivatives is provided in Note 1 (“Summary of Significant Accounting Policies”) under the heading “Derivatives and Hedging” beginning on page 105 of our 2017 Form 10-K. Our derivative strategies and related risk management objectives are described in Note 9. Derivatives and Hedging Activities beginning on page 143 of our 2017 Form 10-K.

Fair Values, Volume of Activity, and Gain/Loss Information Related to Derivative Instruments

The following table summarizes the fair values of our derivative instruments on a gross and net basis as of June 30, 2018, and December 31, 2017. The derivative asset and liability balances are presented on a gross basis, prior to the application of bilateral collateral and master netting agreements, but after the variation margin payments with central clearing organizations have been applied as settlement, as applicable. Total derivative assets and liabilities are adjusted to take into account the impact of legally enforceable master netting agreements that allow us to settle all derivative contracts with a single counterparty on a net basis and to offset the net derivative position with the related cash collateral. Securities collateral related to legally enforceable master netting agreements is not offset on the balance sheet. Our derivative instruments are included in “accrued income and other assets” or “accrued expenses and other liabilities” on the balance sheet, as follows:

	June 30, 2018			**December 31, 2017**		
		Fair Value			**Fair Value**	
in millions	**Notional Amount**	**Derivative Assets**	**Derivative Liabilities**	**Notional Amount**	**Derivative Assets**	**Derivative Liabilities**
Derivatives designated as hedging instruments:						
Interest rate	**$28,918**	**$37**	**$ 2**	$26,176	$81	$ 46
Foreign exchange	**256**	**3**	**—**	302	1	4
Total	**29,174**	**40**	**2**	26,478	82	50
Derivatives not designated as hedging instruments:						
Interest rate	**66,309**	**306**	**421**	61,390	641	474
Foreign exchange	**9,378**	**113**	**103**	8,317	129	120
Commodity	**2,165**	**494**	**484**	1,687	255	246
Credit	**381**	**—**	**12**	315	1	4
Other [(a)]	**1,244**	**4**	**2**	2,006	4	13
Total	**79,477**	**917**	**1,022**	73,715	1,030	857
Netting adjustments [(b)]	**—**	**(219)**	**(598)**	—	(443)	(616)
Net derivatives in the balance sheet	**108,651**	**738**	**426**	100,193	669	291
Other collateral [(c)]	**—**	**(2)**	**(69)**	—	(5)	(84)
Net derivative amounts	**$108,651**	**$736**	**$ 357**	$100,193	$664	$ 207

(a) Other derivatives include interest rate lock commitments and forward sale commitments related to our residential mortgage banking activities, forward purchase and sales contracts consisting of contractual commitments associated with “to be announced” securities and when issued securities, and when-issued security transactions in connection with an “at-the-market” equity offering program.

(b) Netting adjustments represent the amounts recorded to convert our derivative assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance.

(c) Other collateral represents the amount that cannot be used to offset our derivative assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance. The other collateral consists of securities and is exchanged under bilateral collateral and master netting agreements that allow us to offset the net derivative position with the related collateral. The application of the other collateral cannot reduce the net derivative position below zero. Therefore, excess other collateral, if any, is not reflected above.

Fair value hedges. During the six-month period ended June 30, 2018, we did not exclude any portion of these hedging instruments from the assessment of hedge effectiveness.

The following table summarizes the amounts that were recorded on the balance sheet as of June 30, 2018, related to cumulative basis adjustments for fair value hedges.

	June 30, 2018		
in millions	**Balance sheet line item in which the hedge item is included**	**Carrying amount of hedged item [(a)]**	**Hedge accounting basis adjustment [(b)]**
Interest rate contracts	Long-term debt	**$ 9,481**	**$ (104)**
Interest rate contracts	Certificate of deposit ($100,000 or more)	**347**	**—**
Interest rate contracts	Other time deposits	**179**	**—**

(a) The carrying amount represents the portion of the liability designated as the hedged item.

(b) Basis adjustment includes $11 million related to de-designated hedged items no longer in qualifying fair value hedging relationships.

Cash flow hedges. During the six-month period ended June 30, 2018, we did not exclude any portion of these hedging instruments from the assessment of hedge effectiveness.

Considering the interest rates, yield curves, and notional amounts as of June 30, 2018, we would expect to reclassify an estimated $68 million of after-tax net gains on derivative instruments designated as cash flow hedges from AOCI to income during the next 12 months. In addition, we expect to reclassify approximately

$3 million of net losses related to terminated cash flow hedges from AOCI to income during the next 12 months. As of June 30, 2018, the maximum length of time over which we hedge forecasted transactions is 10 years.

The following tables summarize the effect of fair value and cash flow hedge accounting on the income statement for the three- and six-month periods ended June 30, 2018, and June 30, 2017.

	Location and amount of net gains (losses) recognized in income on fair value and cash flow hedging relationships (a)			
in millions	Interest expense – long-term debt	Interest income – loans	Interest expense - deposits	Other income
Three months ended June 30, 2018				
Total amounts presented in the consolidated statement of income	**$ (102)**	**$ 1,000**	**$ (112)**	**$ 99**
Net gains (losses) on fair value hedging relationships				
Interest contracts				
Recognized on hedged items	**22**	**—**	**1**	**—**
Recognized on derivatives designated as hedging instruments	**(25)**	**—**	**—**	**—**
Net income (expense) recognized on fair value hedges	**(3)**	**—**	**1**	**—**
Net gain (loss) on cash flow hedging relationships				
Interest contracts				
Realized gains (losses) (pre-tax) reclassified from AOCI into net income	**1**	**(25)**	**—**	**—**
Net income (expense) recognized on cash flow hedges	**$ 1**	**$ (25)**	**—**	**—**
Three months ended June 30, 2017				
Total amounts presented in the consolidated statement of income	$ (74)	$ 948	$ (66)	$ 85
Net gains (losses) on fair value hedging relationships				
Interest contracts				
Recognized on hedged items	—	—	—	(5)
Recognized on derivatives designated as hedging instruments	14	—	—	5
Net income (expense) recognized on fair value hedges	14	—	—	—
Net gain (loss) on cash flow hedging relationships				
Interest contracts				
Realized gains (losses) (pre-tax) reclassified from AOCI into net income	(1)	5	—	—
Gains (losses) (before tax) recognized in income for hedge ineffectiveness	—	—	—	—
Net income (expense) recognized on cash flow hedges	$ (1)	$ 5	—	—

	Location and amount of net gains (losses) recognized in income on fair value and cash flow hedging relationships (a)			
in millions	Interest expense – long-term debt	Interest income – loans	Interest expense - deposits	Other income
Six months ended June 30, 2018				
Total amounts presented in the consolidated statement of income	**$ (194)**	**$ 1,940**	**$ (203)**	**$ 120**
Net gains (losses) on fair value hedging relationships				
Interest contracts				
Recognized on hedged items	**93**	**—**	**1**	**—**
Recognized on derivatives designated as hedging instruments	**(94)**	**—**	**—**	**—**
Net income (expense) recognized on fair value hedges	**(1)**	**—**	**1**	**—**
Net gain (loss) on cash flow hedging relationships				
Interest contracts				
Realized gains (losses) (pre-tax) reclassified from AOCI into net income	**—**	**(27)**	**—**	**—**
Net income (expense) recognized on cash flow hedges	**$ —**	**$ (27)**	**—**	**—**

Six months ended June 30, 2017				
Total amounts presented in the consolidated statement of income	$ (142)	$ 1,825	$ (124)	$ 117
Net gains (losses) on fair value hedging relationships				
Interest contracts				
Recognized on hedged items	—	—	—	30
Recognized on derivatives designated as hedging instruments	32	—	—	(30)
Net income (expense) recognized on fair value hedges	32	—	—	—
Net gain (loss) on cash flow hedging relationships				
Interest contracts				
Realized gains (losses) (pre-tax) reclassified from AOCI into net income	(2)	20	—	—
Gains (losses) (before tax) recognized in income for hedge ineffectiveness	—	—	—	—
Net income (expense) recognized on cash flow hedges	$ (2)	$ 20	—	—

(a) Prior period gain or loss amounts were not restated to conform to the new hedge accounting guidance adopted in 2018.

Net investment hedges. We enter into foreign currency forward contracts to hedge our exposure to changes in the carrying value of our investments as a result of changes in the related foreign exchange rates. At June 30, 2018, AOCI reflected unrecognized, after-tax gains totaling $44 million related to cumulative changes in the fair value of our net investment hedges, which offset the unrecognized, after-tax foreign currency losses on net investment balances. We did not exclude any portion of our hedging instruments from the assessment of hedge effectiveness during the six-month period ended June 30, 2018.

The following tables summarize the pre-tax net gains (losses) on our cash flow and net investment hedges for the three- and six-month periods ended June 30, 2018, and June 30, 2017, and where they are recorded on the income statement. The table includes net gains (losses) recognized in OCI during the period and net gains (losses) reclassified from OCI into income during the current period.

in millions	Net Gains (Losses) Recognized in OCI	Income Statement Location of Net Gains (Losses) Reclassified From OCI Into Income	Net Gains (Losses) Reclassified From OCI Into Income(a)	Net Gains (Losses) Recognized in Other Income(a)
Three months ended June 30, 2018				
Cash Flow Hedges				
Interest rate	**$ (58)**	Interest income — Loans	**$ (25)**	**$ —**
Interest rate	**2**	Interest expense — Long-term debt	**1**	**—**
Interest rate	**1**	Investment banking and debt placement fees	**—**	**—**
Net Investment Hedges				
Foreign exchange contracts	**10**	Other Income	**—**	**—**
Total	**$ (45)**		**$ (24)**	**$ —**
Three months ended June 30, 2017				
Cash Flow Hedges				
Interest rate	$ 22	Interest income — Loans	$ 5	$ —
Interest rate	—	Interest expense — Long-term debt	(1)	—
Interest rate	—	Investment banking and debt placement fees	—	—
Net Investment Hedges				
Foreign exchange contracts	(7)	Other Income	—	—
Total	$ 15		$ 4	$ —

in millions	Net Gains (Losses) Recognized in OCI	Income Statement Location of Net Gains (Losses) Reclassified From OCI Into Income	Net Gains (Losses) Reclassified From OCI Into Income(a)	Net Gains (Losses) Recognized in Other Income(a)
Six months ended June 30, 2018				
Cash Flow Hedges				
Interest rate	**$ (146)**	Interest income — Loans	**$ (27)**	**$ —**
Interest rate	**4**	Interest expense — Long-term debt	**—**	**—**
Interest rate	**1**	Investment banking and debt placement fees	**—**	**—**
Net Investment Hedges				
Foreign exchange contracts	**10**	Other Income	**—**	**—**
Total	**$ (131)**		**$ (27)**	**$ —**
Six months ended June 30, 2017				
Cash Flow Hedges				
Interest rate	$ —	Interest income — Loans	$ 20	$ —
Interest rate	—	Interest expense — Long-term debt	(2)	—
Interest rate	—	Investment banking and debt placement fees	—	—
Net Investment Hedges				

Foreign exchange contracts	(10)	Other Income	—	—
Total	$ (10)		$ 18	$ —

(a) Prior period gain or loss amounts were not restated to conform to the new hedge accounting guidance adopted in 2018.

Nonhedging instruments

The following tables summarize the pre-tax net gains (losses) on our derivatives that are not designated as hedging instruments for the three- and six-month periods ended June 30, 2018, and June 30, 2017, and where they are recorded on the income statement.

	Three months ended June 30, 2018				**Three months ended June 30, 2017**			
in millions	**Corporate services income**	**Consumer mortgage income**	**Other income**	**Total**	**Corporate services income**	**Consumer mortgage income**	**Other income**	**Total**
NET GAINS (LOSSES)								
Interest rate	**$ 11**	**$ —**	**$ —**	**$ 11**	$ 10	—	$ (1)	$ 9
Foreign exchange	**11**	**—**	**—**	**11**	10	—	—	10
Commodity	**3**	**—**	**—**	**3**	1	—	—	1
Credit	**—**	**—**	**(14)**	**(14)**	—	—	(5)	(5)
Other	**—**	**—**	**16**	**16**	—	$ 2	(10)	(8)
Total net gains (losses)	**$ 25**	**$ —**	**$ 2**	**$ 27**	$ 21	$ 2	$ (16)	$ 7

	Six months ended June 30, 2018				Six months ended June 30, 2017			
in millions	**Corporate services income**	**Consumer mortgage income**	**Other income**	**Total**	**Corporate services income**	**Consumer mortgage income**	**Other income**	**Total**
NET GAINS (LOSSES)								
Interest rate	**$20**	**$ —**	**$ 2**	**$22**	$16	—	$ (2)	$14
Foreign exchange	**22**	**—**	**—**	**22**	21	—	—	21
Commodity	**6**	**—**	**—**	**6**	3	—	—	3
Credit	**2**	**—**	**(19)**	**(17)**	1	—	(10)	(9)
Other	**—**	**—**	**12**	**12**	—	$ 1	(11)	(10)
Total net gains (losses)	**$50**	**$ —**	**$ (5)**	**$45**	$41	$ 1	$ (23)	$19

Counterparty Credit Risk

We use several means to mitigate and manage exposure to credit risk on derivative contracts. We enter into bilateral collateral and master netting agreements that provide for the net settlement of all contracts with a single counterparty in the event of default. Additionally, we monitor counterparty credit risk exposure on each contract to determine appropriate limits on our total credit exposure across all product types. We review our collateral positions on a daily basis and exchange collateral with our counterparties in accordance with standard ISDA documentation, central clearing rules, and other related agreements. We hold collateral in the form of cash and highly rated securities issued by the U.S. Treasury, government-sponsored enterprises, or GNMA. Cash collateral of $127 million was included in derivative assets on the balance sheet at June 30, 2018, compared to $23 million of cash collateral netted against derivative assets at December 31, 2017. The cash collateral netted against derivative liabilities totaled $251 million at June 30, 2018, and $150 million at December 31, 2017.

The following table summarizes the fair value of our derivative assets by type at the dates indicated. These assets represent our gross exposure to potential loss after taking into account the effects of bilateral collateral and master netting agreements and other means used to mitigate risk.

in millions	**June 30, 2018**	**December 31, 2017**
Interest rate	**$215**	$ 401
Foreign exchange	**66**	77
Commodity	**326**	163
Credit	**—**	1
Other	**4**	4
Derivative assets before collateral	**611**	646
Less: Related collateral	**(127)**	(23)
Total derivative assets	**$738**	$ 669

We enter into derivative transactions with two primary groups: broker-dealers and banks, and clients. Given that these groups have different economic characteristics, we have different methods for managing counterparty credit exposure and credit risk.

We enter into transactions with broker-dealers and banks for various risk management purposes. At June 30, 2018, we had gross exposure of $115 million to broker-dealers and banks. We had net exposure of $218 million after the application of master netting agreements and cash collateral, where such qualifying agreements exist. We had net exposure of $208 million after considering $10 million of additional collateral held in the form of securities.

We enter into transactions with clients to accommodate their business needs. Due to the smaller size and magnitude of the individual contracts with clients, we generally do not exchange collateral in connection with these derivative transactions. To address the risk of default associated with the uncollateralized contracts, we have established a credit valuation adjustment (included in “accrued income and other assets”) in the amount of $3 million at June 30, 2018, which we estimate to be the potential future losses on amounts due from client counterparties in the event of default. At June 30, 2018, we had gross exposure of $582 million to client counterparties and other entities that are not broker-dealers or banks for derivatives that have associated master netting agreements. We had net exposure of $521 million on our derivatives with these counterparties after the application of master netting agreements, collateral, and the related reserve.

Credit Derivatives

We are a buyer and, under limited circumstances, may be a seller of credit protection through the credit derivative market. We purchase credit derivatives to manage the credit risk associated with swap obligations as well as exposures to debt securities.

The following table summarizes the fair value of our credit derivatives purchased and sold by type as of June 30, 2018, and December 31, 2017. The fair value of credit derivatives presented below does not take into account the effects of bilateral collateral or master netting agreements.

	June 30, 2018			**December 31, 2017**		
in millions	**Purchased**	**Sold**	**Net**	**Purchased**	**Sold**	**Net**
Single-name credit default swaps	**$(1)**	**—**	**$(1)**	$ (1)	—	$ (1)
Traded credit default swap indices	**(1)**	**—**	**(1)**	(2)	—	(2)
Other	**—**	**(1)**	**(1)**	—	—	—
Total credit derivatives	**$(2)**	**(1)**	**$(3)**	$ (3)	—	$ (3)

The majority of transactions represented by the “other” category shown in the above table consist of risk participation agreements as described in Note 9. Derivatives and Hedging Activities of our 2017 Form 10-K under the heading “Credit Derivatives.” In addition, the other category includes credit default swap options in which we are given the right, but not the obligation, to purchase credit protection on a stated entity for a specified period of time.

The following table provides information on the types of credit derivatives sold by us and held on the balance sheet at June 30, 2018, and December 31, 2017. The notional amount represents the maximum amount that the seller could be required to pay. The payment/performance risk assessment is based on the default probabilities for the underlying reference entities’ debt obligations using a Moody’s credit ratings matrix known as Moody’s “Idealized” Cumulative Default Rates. The payment/performance risk shown in the table represents a weighted-average of the default probabilities for all reference entities in the respective portfolios. These default probabilities are directly correlated to the probability that we will have to make a payment under the credit derivative contracts.

	June 30, 2018			**December 31, 2017**		
dollars in millions	**Notional Amount**	**Average Term (Years)**	**Payment / Performance Risk**	**Notional Amount**	**Average Term (Years)**	**Payment / Performance Risk**
Other	**$21**	**10.38**	**14.13 %**	$15	3.08	6.64 %
Total credit derivatives sold	**$21**	**—**	**—**	$15	—	—

Credit Risk Contingent Features

We have entered into certain derivative contracts that require us to post collateral to the counterparties when these contracts are in a net liability position. The amount of collateral to be posted is based on the amount of the net liability and thresholds generally related to our long-term senior unsecured credit ratings with Moody’s and S&P. Collateral requirements also are based on minimum transfer amounts, which are specific to each Credit Support Annex (a component of the ISDA Master Agreement) that we have signed with the counterparties. In a limited number of instances, counterparties have the right to terminate their ISDA Master Agreements with us if our ratings fall below a certain level, usually investment-grade level (i.e., “Baa3” for Moody’s and “BBB-” for S&P). At June 30, 2018, KeyBank’s rating was “A3” with Moody’s and “A-” with S&P, and KeyCorp’s rating was “Baa1” with Moody’s and “BBB+” with S&P. As of June 30, 2018, the aggregate fair value of all derivative contracts with credit risk contingent features (i.e., those containing collateral posting or termination provisions based on our ratings) held by KeyBank that were in a net liability position totaled $290 million, which was comprised of $143 million in derivative assets and $433 million in derivative liabilities. We had $270 million in cash and securities collateral posted to cover those positions as of June 30, 2018. There were no derivative contracts with credit risk contingent features held by KeyCorp at June 30, 2018.

The following table summarizes the additional cash and securities collateral that KeyBank would have been required to deliver under the ISDA Master Agreements had the credit risk contingent features been triggered for the derivative contracts in a net liability position as of June 30, 2018, and December 31, 2017. The additional collateral amounts were calculated based on scenarios under which KeyBank’s ratings are downgraded one, two, or three ratings as of June 30, 2018, and December 31, 2017, and take into account all collateral already posted. A similar calculation was performed for KeyCorp, and no additional collateral would have been required as of June 30, 2018, and December 31, 2017. For more information about the credit ratings for KeyBank and KeyCorp, see the discussion under the heading "Factors affecting liquidity" in the section entitled "Liquidity risk management" in Item 2 of this report.

	June 30, 2018		December 31, 2017	
in millions	**Moody's**	**S&P**	**Moody's**	**S&P**
KeyBank's long-term senior unsecured credit ratings	**A3**	**A-**	A3	A-
One rating downgrade	**$ 2**	**$ 2**	$ 2	$ 2
Two rating downgrades	**2**	**2**	2	2
Three rating downgrades	**2**	**2**	2	2

KeyBank's long-term senior unsecured credit rating wasfour ratings above noninvestment grade at Moody's and S&P as of June 30, 2018, and December 31, 2017. If KeyBank's ratings had been downgraded below investment grade as of June 30, 2018, or December 31, 2017, payments of up to $3 million and $12 million, respectively, would have been required to either terminate the contracts or post additional collateral for those contracts in a net liability position, taking into account all collateral already posted. If KeyCorp's ratings had been downgraded below investment grade as of June 30, 2018, or December 31, 2017, no payments would have been required to either terminate the contracts or post additional collateral for those contracts in a net liability position, taking into account all collateral already posted.

8. Mortgage Servicing Assets

We originate and periodically sell commercial and residential mortgage loans but continue to service those loans for the buyers. We also may purchase the right to service commercial mortgage loans for other lenders. We record a servicing asset if we purchase or retain the right to service loans in exchange for servicing fees that exceed the going market servicing rate and are considered more than adequate compensation for servicing. Additional information pertaining to the accounting for mortgage and other servicing assets is included in Note 1 ("Summary of Significant Accounting Policies") under the heading "Servicing Assets" beginning on page 106 of our 2017 Form 10-K.

Commercial

Changes in the carrying amount of commercial mortgage servicing assets are summarized as follows:

	Three months ended June 30,		**Six months ended June 30,**	
in millions	**2018**	**2017**	**2018**	**2017**
Balance at beginning of period	**$435**	$369	**$412**	$356
Servicing retained from loan sales	**29**	19	**56**	47
Purchases	**12**	7	**33**	14
Amortization	**(25)**	(22)	**(50)**	(44)
Balance at end of period	**$451**	$373	**$451**	$373
Fair value at end of period	**$646**	$495	**$646**	$495

The fair value of commercial mortgage servicing assets is determined 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. The range and weighted average of the significant unobservable inputs used to determine the fair value of our commercial mortgage servicing assets at June 30, 2018, and June 30, 2017, along with the valuation techniques, are shown in the following table:

dollars in millions		**June 30, 2018**	**June 30, 2017**
Valuation Technique	**Significant Unobservable Input**	**Range (Weighted Average)**	
Discounted cash flow	Expected defaults	**1.00 - 3.00% (1.17%)**	1.00 - 3.00% (1.30%)
	Residual cash flows discount rate	**7.00 - 15.00% (9.06%)**	7.00 - 15.00% (8.80%)
	Escrow earn rate	**2.40 - 3.82% (3.10%)**	1.50 - 3.10% (2.50%)
	Servicing cost	**$150 - $38,500 ($1,431)**	$150 - $38,500 ($1,457)
	Loan assumption rate	**0.00 - 3.00% (1.19%)**	0.00 - 3.00% (1.24%)
	Percentage late	**0.00 - 2.00% (.22%)**	0.00 - 2.00% (.29%)

If these economic assumptions change or prove incorrect, the fair value of commercial mortgage servicing assets may also change. Expected credit losses, escrow earning rates, and discount rates are critical to the valuation of commercial mortgage servicing assets. Estimates of these assumptions are based on how a market participant would view the respective rates, and reflect historical data associated with the commercial mortgage loans, industry trends, and other considerations. Actual rates may differ from those estimated due to changes in a variety of economic factors. A decrease in the value assigned to the escrow earning rates would cause a decrease in the fair value of our commercial mortgage servicing assets. An increase in the assumed default rates of commercial mortgage loans or an increase in the assigned discount rates would cause a decrease in the fair value of our commercial mortgage servicing assets. Prepayment activity on commercial serviced loans does not significantly affect the valuation of our commercial mortgage servicing assets. Unlike residential mortgages, commercial mortgages experience significantly lower prepayments due to certain contractual restrictions affecting the borrower's ability to prepay the mortgage.

The amortization of commercial servicing assets is determined in proportion to, and over the period of, the estimated net servicing income. The amortization of commercial servicing assets for each period, as shown in the table at the beginning of this note, is recorded as a reduction to contractual fee income. The contractual fee income from servicing commercial mortgage loans totaled $85 million for the six-month period ended June 30, 2018, and $72 million for the six-month period ended June 30, 2017. This fee income was offset by $50 million of amortization for the six-month period ended June 30, 2018, and $44 million for the six-month period ended June 30, 2017. Both the contractual fee income and the amortization are recorded, net, in "mortgage servicing fees" on the income statement.

Residential

Changes in the carrying amount of residential mortgage servicing assets are summarized as follows:

	Three months ended June 30,		**Six months ended June 30,**	
in millions	**2018**	2017	**2018**	2017
Balance at beginning of period	**$32**	$29	**$31**	$28
Servicing retained from loan sales	**3**	1	**5**	3
Purchases	**—**	—	**—**	—
Amortization	**(1)**	(1)	**(2)**	(2)
Balance at end of period	**$34**	$29	**$34**	$29
Fair value at end of period	**$43**	$35	**$43**	$35

The fair value of mortgage servicing assets is determined 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. The range and weighted-average of the significant unobservable inputs used to fair value our mortgage servicing assets at June 30, 2018, and June 30, 2017, along with the valuation techniques, are shown in the following table:

dollars in millions		**June 30, 2018**	**June 30, 2017**
Valuation Technique	**Significant Unobservable Input**	**Range (Weighted Average)**	
Discounted cash flow	Prepayment speed	**8.39 - 49.39% (9.17%)**	7.85 - 21.72% (9.42%)
	Discount rate	**8.50 - 11.00% (8.54%)**	8.50 - 11.00% (8.55%)
	Servicing cost	**$76 - $4,385 ($82.38)**	$76 - $3,335 ($82.18)

If these economic assumptions change or prove incorrect, the fair value of residential mortgage servicing assets may also change. Prepayment speed, discount rates, and servicing cost are critical to the valuation of servicing assets. Estimates of these assumptions are based on how a market participant would view the respective rates, and reflect historical data associated with the loans, industry trends, and other considerations. Actual rates may differ from those estimated due to changes in a variety of economic factors. An increase in the prepayment speed, assigned discount rates, and servicing cost assumptions would also cause a negative impact on the fair value of our residential mortgage servicing assets.

The amortization of residential servicing assets is determined in proportion to, and over the period of, the estimated net residential servicing income. The amortization of servicing assets for June 30, 2018, as shown in the table above, is recorded as a reduction to contractual fee income. The contractual fee income from servicing residential mortgage loans totaled $7 million for the six-month periods ended June 30, 2018, and June 30, 2017. This fee income was offset by $2 million of amortization for the six-month periods ended June 30, 2018, and June 30, 2017.

Table of Contents

Both the contractual fee income and the amortization are recorded, net, in “mortgage servicing fees” on the income statement.

9. Variable Interest Entities

A VIE is a partnership, limited liability company, trust, or other legal entity that meets any one of the following criteria:

- The entity does not have sufficient equity to conduct its activities without additional subordinated financial support from another party.
- The entity’s investors lack the power to direct the activities that most significantly affect the entity’s economic performance.
- The entity’s equity at risk holders do not have the obligation to absorb losses or the right to receive residual returns.
- The voting rights of some investors are not proportional to their economic interests in the entity, and substantially all of the entity’s activities involve, or are conducted on behalf of, investors with disproportionately few voting rights.

Our significant VIEs are summarized below. We define a “significant interest” in a VIE as a subordinated interest that exposes us to a significant portion, but not the majority, of the VIE’s expected losses or residual returns, even though we do not have the power to direct the activities that most significantly affect the entity’s economic performance.

LIHTC investments. Through KCDC, we have made investments directly and indirectly in LIHTC operating partnerships formed by third parties. As a limited partner in these operating partnerships, we are allocated tax credits and deductions associated with the underlying properties. We have determined that we are not the primary beneficiary of these investments because the general partners have the power to direct the activities that most significantly influence the economic performance of their respective partnerships and have the obligation to absorb expected losses and the right to receive residual returns. As we are not the primary beneficiary of these investments, we do not consolidate them.

Our maximum exposure to loss in connection with these partnerships consists of our unamortized investment balance plus any unfunded equity commitments and tax credits claimed but subject to recapture. We had $1.3 billion of investments in LIHTC operating partnerships at both June 30, 2018, and December 31, 2017. These investments are recorded in “accrued income and other assets” on our balance sheet. We do not have any loss reserves recorded related to these investments because we believe the likelihood of any loss to be remote. For all legally binding, unfunded equity commitments, we increase our recognized investment and recognize a liability. As of June 30, 2018, and December 31, 2017, we had liabilities of $443 million and $476 million, respectively, related to investments in qualified affordable housing projects, which are recorded in “accrued expenses and other liabilities” on our balance sheet. We continue to invest in these LIHTC operating partnerships.

The assets and liabilities presented in the table below convey the size of KCDC’s direct and indirect investments at June 30, 2018, and December 31, 2017. As these investments represent unconsolidated VIEs, the assets and liabilities of the investments themselves are not recorded on our balance sheet.

	Unconsolidated VIEs		
in millions	**Total Assets**	**Total Liabilities**	**Maximum Exposure to Loss**
June 30, 2018			
LIHTC investments	**$6,176**	**$ 2,971**	**$ 1,583**

December 31, 2017			
LIHTC investments	$6,003	$ 2,943	$ 1,561

We amortize our LIHTC investments over the period that we expect to receive the tax benefits. During the first six months of 2018, we recognized $83 million of amortization and $81 million of tax credits associated with these investments within “income taxes” on our income statement. During the first six months of 2017, we recognized $81 million of amortization and $78 million of tax credits associated with these investments within “income taxes” on our income statement.

Principal investments. Through our principal investing entities, we have made investments in private equity funds engaged in venture- and growth-oriented investing. As a limited partner to these funds, we record these investments at fair value and receive distributions from the funds in accordance with the funds' partnership agreements. We are not the primary beneficiary of these investments as we do not hold the power to direct the activities that most significantly affect the funds' economic performance. Such power rests with the funds' general partners. In addition, we have neither the obligation to absorb the funds' expected losses nor the right to receive their residual returns. Our voting rights are also disproportionate to our economic interests, and substantially all of the funds' activities are conducted on behalf of investors with disproportionately few voting rights. Because we are not the primary beneficiary of these investments, we do not consolidate them.

Our maximum exposure to loss associated with indirect principal investments consists of the investments' fair value plus any unfunded equity commitments. The fair value of our indirect principal investments totaled $109 million and $124 million at June 30, 2018, and December 31, 2017, respectively. These investments are recorded in "other investments" on our balance sheet. Additional information on indirect principal investments is provided in Note 5 ("Fair Value Measurements"). The table below reflects the size of the private equity funds in which we were invested as well as our maximum exposure to loss in connection with these investments at June 30, 2018 and December 31, 2017.

	Unconsolidated VIEs		
in millions	**Total Assets**	**Total Liabilities**	**Maximum Exposure to Loss**
June 30, 2018			
Indirect investments	**$ 22,367**	**$ 426**	**$ 137**
December 31, 2017			
Indirect investments	$ 26,817	$ 292	$ 153

Through our principal investing entities, we have formed and funded operating entities that provide management and other related services to our investment company funds, which directly invest in portfolio companies. In return for providing services to our direct investment funds, these entities' receive a minority equity interest in the funds. This minority equity ownership is recorded at fair value on the entities' financial statements. Additional information on our direct principal investments is provided in Note 5 ("Fair Value Measurements"). While other equity investors manage the daily operations of these entities, we retain the power, through voting rights, to direct the activities of the entities that most significantly affect their economic performance. In addition, we have the obligation to absorb losses and the right to receive residual returns that could potentially be significant to these entities. As a result, we have determined that we are the primary beneficiary of these funds and have consolidated them since formation. The entities had no assets at June 30, 2018, that can only be used to settle the entities' obligations, and$4 million of such assets at December 31, 2017. These assets are recorded in "cash and due from banks" and "accrued income and other assets" on our balance sheet. The entities hadno liabilities at June 30, 2018, and December 31, 2017, and other equity investors have no recourse to our general credit.

Other unconsolidated VIEs. We are involved with other various entities in the normal course of business which we have determined to be VIEs. We have determined that we are not the primary beneficiary of these VIEs because we do not have the power to direct the activities that most significantly impact their economic performance. Our assets associated with these unconsolidated VIEs totaled $209 million at June 30, 2018, and $230 million at December 31, 2017. These assets are recorded in "accrued income and other assets," "other investments," "securities available for sale", and "loans, net of unearned income" on our balance sheet. We had liabilities totaling $4 million associated with these unconsolidated VIEs at both June 30, 2018, and December 31, 2017. These liabilities are recorded in "accrued expenses and other liabilities" on our balance sheet. We have excluded certain transactions with unconsolidated VIEs from the balances above where we determine our continuing involvement is not significant. In addition, where we only have a lending arrangement in the normal course of business with unconsolidated VIEs we present the balances related to the lending arrangements in Note 4 (“Asset Quality”).

10. Income Taxes

Bipartisan Budget Act of 2018

On February 9, 2018, the Bipartisan Budget Act (“BBA”) of 2018 was signed into law. The BBA includes a retroactive one year tax extenders package back to January 1, 2017, that reinstated several energy investment tax credits that had expired on December 31, 2016. Due to these retroactive provisions, Key recognized additional net investment tax credits in the first quarter of 2018 of $14 million, or a 2.8% reduction to our income tax provision, for energy tax credit transactions entered into during 2017.

TCJ Act

On December 22, 2017, the TCJ Act was signed into law. This comprehensive tax legislation provides for significant changes to the U.S. Internal Revenue Code of 1986, as amended, that impact corporate taxation requirements, such as the reduction in the federal corporate income tax rate from 35% to 21% effective January 1, 2018. The TCJ Act retains the low-income housing and research and development credits and repeals the corporate alternative minimum tax. Other relevant corporate changes include earlier recognition of certain revenue; accelerating expensing of investments in tangible property, including leasing assets; and limiting several deductions such as FDIC premiums, certain executive compensation, and meals and entertainment expenses.

Key was required to re-value certain tax-related assets under the provisions of the TCJ Act at December 31, 2017. Under current U.S. GAAP, deferred tax assets and liabilities are to be adjusted for the effect of a change in tax laws or rates with the effect included in income from continuing operations in the reporting period that includes the enactment date. The tax-related assets consist primarily of deferred tax assets and liabilities and investments in low-income housing transactions. Due to the close proximity of our year end to the date the TCJ Act was signed into law, we estimated the impact of the income tax effects as of December 31, 2017, based upon currently available information which resulted in a reduction to our net income of $161 million. The significant components of this reduction included a $14 million reduction in our investments in certain low-income housing that is reflected in other expenses and a $147 million, or 7.6%, increase in our income tax provision for the twelve months ended December 31, 2017, due to the reduction to our net deferred tax asset and related actions. This reduction is primarily the result of the lower federal corporate income tax rate, is based on information available at this time, and is subject to change due to a variety of factors, including among others: (i) completion of Key’s 2017 federal and state income tax returns, and (ii) management’s further assessment of the TCJ Act and related regulatory guidance. Adjustments may be made in future periods to these estimates as we continue to obtain, prepare and analyze information about facts and circumstances that existed as of the enactment date that, if known, would have affected the income tax effects reported as provisional amounts. Key expects to finalize this impact in the quarter ending September 30, 2018.

The accounting for the changes in tax law resulted in stranded tax effects within accumulated other comprehensive income for items that were originally recognized in other comprehensive income rather than in net income. The FASB issued an accounting standard update allowing companies to reclassify stranded tax effects resulting from the TCJ Act from accumulated other comprehensive income to retained earnings. We early adopted this guidance during the quarter ended December 31, 2017, and utilizing the portfolio method reclassified $141 million from accumulated other comprehensive income to retained earnings to eliminate the stranded tax effects.

Income Tax Provision

In accordance with the applicable accounting guidance, the principal method established for computing the provision for income taxes in interim periods requires us to make our best estimate of the effective tax rate expected to be applicable for the full year. This estimated effective tax rate is then applied to interim consolidated pre-tax operating income to determine the interim provision for income taxes.

The effective tax rate, which is the provision for income taxes as a percentage of income from continuing operations before income taxes, was 17.6% for the second quarter of 2018 and 28.0% for the second quarter of 2017. The effective tax rates are below our combined federal and state statutory tax rate of 23.7% for the second quarter of 2018 and 37.2% for the second quarter of 2017, primarily due to income from investments in tax-advantaged assets such as corporate-owned life insurance and credits associated with renewable energy and low-income housing investments. The effective tax rates for the three months ended June 30, 2018, and June 30, 2017, were affected by net discrete income tax expense of .5% and net discrete income tax benefits of .5%, respectively.

Deferred Tax Asset

At June 30, 2018, from continuing operations we had a net deferred tax asset of $389 million, compared to a net deferred tax asset of $320 million at December 31, 2017, included in “accrued income and other assets” on the balance sheet.

To determine the amount of deferred tax assets that are more likely than not to be realized, and therefore recorded, we conduct a quarterly assessment of all available evidence. This evidence includes, but is not limited to, taxable income in prior periods, projected future taxable income, and projected future reversals of deferred tax items. These assessments involve a degree of subjectivity and may undergo change. Based on these criteria, we had a valuation allowance of $11 million at June 30, 2018, and $15 million at December 31, 2017. The valuation allowance is associated with certain state net operating loss carryforwards, state credit carryforwards, and federal and state capital loss carryforwards.

Unrecognized Tax Benefits

As permitted under the applicable accounting guidance for income taxes, it is our policy to recognize interest and penalties related to unrecognized tax benefits in "income tax expense." At June 30, 2018, Key's unrecognized tax benefits were $38 million.

Pre-1988 Bank Reserves Acquired in a Business Combination

Retained earnings of KeyBank included approximately $92 million of allocated bad debt deductions for which no income taxes have been recorded. Under current federal law, these reserves are subject to recapture into taxable income if KeyBank, or any successor, fails to maintain its bank status under the Internal Revenue Code or makes non-dividend distributions or distributions greater than its accumulated earnings and profits. No deferred tax liability has been established as these events are not expected to occur in the foreseeable future.

11. Acquisitions, Divestiture, and Discontinued Operations

Acquisitions

Cain Brothers & Company, LLC. On October 2, 2017, KBCM acquired all outstanding interests in Cain Brothers, a healthcare-focused investment banking and public finance firm. This acquisition expands KBCM's investment banking group in the healthcare vertical by adding distinctive capabilities and broadening KBCM's existing healthcare investment banking network. The acquisition was accounted for as a business combination. As a result of the acquisition, Key recognized identifiable intangible assets with a fair value of $30 million and goodwill of $53 million, which are deductible for tax purposes. The valuation of the acquired assets and liabilities of Cain Brothers was final at March 31, 2018.

HelloWallet Holdings, Inc. On July 1, 2017, KeyBank acquired all of the outstanding capital stock of HelloWallet Holdings, Inc., the sole owner of HelloWallet, LLC, a digital financial wellness company. Key's retail banking franchise is leveraging HelloWallet's technology to provide data-driven insights to clients, allowing clients to better understand and improve their personal finances. The acquisition was accounted for as a business combination. As a result of the acquisition, Key recognized identifiable intangible assets with a fair value of $12 million, comprised primarily of propriety software, and goodwill of $17 million, which are not deductible for tax purposes. The valuation of the acquired assets and liabilities of HelloWallet was final at March 31, 2018.

Key Merchant Services, LLC. On June 30, 2017, KeyBank (consolidated) acquired an additional 51% interest in Key Merchant Services, LLC ("KMS"), increasing our ownership interest from 49% to 100%. This acquisition enables us to grow our merchant services business and enhance our merchant product offerings. This transaction is accounted for as a business combination achieved in stages. Prior to the acquisition, KMS was operated as a merchant services joint venture and accounted for as an equity method investment in our consolidated financial statements.

As of June 30, 2017, the provisional estimated fair value of our equity interest in KMS immediately before the acquisition was $74 million. The fair value of our previously held equity interest was measured using discounted cash flow modeling that incorporates an appropriate risk premium and forecast earnings information. On June 30, 2017, we recognized a provisional non-cash holding gain of $64 million for the difference between the fair value and the book value of our previously held equity interest. In the third quarter of 2017, we recognized a measurement-period adjustment of $5 million to reduce the provisional estimated fair value of our equity interest immediately before the acquisition to $69 million, which reduced the total non-cash holding gain to $59 million. The initial gain and subsequent adjustment were included in “other income” on the income statement for the three months ended September 30, 2017. Upon acquisition, we recorded estimated identifiable intangible assets of $95 million and

Table of Contents

goodwill of less than $1 million. In the third quarter of 2017, we recognized a measurement-period adjustment of $10 million to reduce the fair value of acquired intangible assets to $85 million. In the fourth quarter of 2017, we recognized a measurement period adjustment increasing deferred tax assets and decreasing goodwill by $2 million. In aggregate, the measurement-period adjustments recognized as of December 31, 2017, increased goodwill recorded in connection with the KMS acquisition to $4 million. The valuation of the acquired assets and liabilities of Key Merchant Services, LLC was final at June 30, 2018.

Divestiture

Key Insurance & Benefits Services, Inc. On March 29, 2018, we announced that we had entered into a definitive agreement to sell Key Insurance & Benefits Services, Inc. to USI Insurance Services. We acquired Key Insurance & Benefits Services, Inc. as a part of the 2016 merger with First Niagara. We completed the sale to USI Insurance Services on May 4, 2018. At the close of the sale, we recognized a $73 million net gain on sale.

Discontinued operations

Discontinued operations primarily includes our government-guaranteed education lending business. At June 30, 2018, and December 31, 2017, approximately $1.2 billion and $1.3 billion, respectively, of education loans are included in discontinued assets on the consolidated balance sheets. Net interest income after provision for credit losses for this business is not material and is included in income (loss) from discontinued operations, net of taxes on the consolidated statements of income.

12. Securities Financing Activities

We enter into repurchase agreements to finance overnight customer sweep deposits. We also enter into repurchase and reverse repurchase agreements to settle other securities obligations. We account for these securities financing agreements as collateralized financing transactions. Repurchase and reverse repurchase agreements are recorded on the balance sheet at the amounts for which the securities will be subsequently sold or repurchased. Securities borrowed transactions are recorded on the balance sheet at the amounts of cash collateral advanced. While our securities financing agreements incorporate a right of set off, the assets and liabilities are reported on a gross basis. Reverse repurchase agreements and securities borrowed transactions are included in “short-term investments” on the balance sheet; repurchase agreements are included in “federal funds purchased and securities sold under repurchase agreements.” Additional information regarding our securities financing activities, including risk management activities, is provided in Note 16. Securities Financing Activities beginning on page 160 of our 2017 Form 10-K.

The following table summarizes our securities financing agreements at June 30, 2018, and December 31, 2017:

	June 30, 2018				**December 31, 2017**			
in millions	**Gross Amount Presented in Balance Sheet**	**Netting Adjustments** [(a)]	**Collateral** [(b)]	**Net Amounts**	**Gross Amount Presented in Balance Sheet**	**Netting Adjustments** [(a)]	**Collateral** [(b)]	**Net Amounts**
Offsetting of financial assets:								
Reverse repurchase agreements	**$11**	**$ (11)**	**$ —**	**—**	**$3**	**$ (3)**	**—**	**—**
Total	**$11**	**$ (11)**	**$ —**	**—**	**$3**	**$ (3)**	**—**	**—**

Offsetting of financial liabilities:								
Repurchase agreements [c]	**$266**	**$ (14)**	**$ (252)**	**—**	**$374**	**$ (4)**	**$ (370)**	**—**
Total	**$266**	**$ (14)**	**$ (252)**	**—**	**$374**	**$ (4)**	**$ (370)**	**—**

(a) Netting adjustments take into account the impact of master netting agreements that allow us to settle with a single counterparty on a net basis.

(b) These adjustments take into account the impact of bilateral collateral agreements that allow us to offset the net positions with the related collateral. The application of collateral cannot reduce the net position below zero. Therefore, excess collateral, if any, is not reflected above.

(c) Repurchase agreements are collateralized by mortgaged-backed agency securities and are contracted on an overnight or continuous basis.

As of June 30, 2018, the carrying amount of assets pledged as collateral against repurchase agreements totaled $409 million. Assets pledged as collateral are reported in “securities available for sale” and “held-to-maturity securities” on our balance sheet. At June 30, 2018, the liabilities associated with collateral pledged were solely comprised of customer sweep financing activity and had a carrying value of $252 million. The collateral pledged under customer sweep repurchase agreements is posted to a third-party custodian and cannot be sold or repledged by the secured party. The risk related to a decline in the market value of collateral pledged is minimal given the collateral's high credit quality and the overnight duration of the repurchase agreements.

13. Employee Benefits

Pension Plans

Effective December 31, 2009, we amended our cash balance pension plan and other defined benefit plans to freeze all benefit accruals and close the plans to new employees. We will continue to credit participants' existing account balances for interest until they receive their plan benefits. We changed certain pension plan assumptions after freezing the plans.

The components of net pension cost (benefit) for all funded and unfunded plans are as follows:

	Three months ended June 30,		**Six months ended June 30,**	
in millions	**2018**	**2017**	**2018**	**2017**
Interest cost on PBO	**$10**	$12	**$20**	$24
Expected return on plan assets	**(13)**	(17)	**(26)**	(34)
Amortization of losses	**4**	4	**8**	8
Net pension cost	**$1**	$(1)	**$2**	$(2)

Other Postretirement Benefit Plans

We sponsor a retiree healthcare plan in which all employees age 55 with five years of service (or employees age 50 with 15 years of service who are terminated under conditions that entitle them to a severance benefit) are eligible to participate. Participant contributions are adjusted annually. Key may provide a subsidy toward the cost of coverage for certain employees hired before 2001 with a minimum of 15 years of service at the time of termination. We use a separate VEBA trust to fund the retiree healthcare plan.

14. Trust Preferred Securities Issued by Unconsolidated Subsidiaries

We own the outstanding common stock of business trusts formed by us that issued corporation-obligated, mandatorily redeemable, trust preferred securities. The trusts used the proceeds from the issuance of their trust preferred securities and common stock 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 mandatorily redeemable trust preferred securities. The outstanding common stock of these business trusts is recorded in "other investments" on our balance sheet.

We unconditionally guarantee the following payments or distributions on behalf of the trusts:

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

The Regulatory Capital Rules, discussed in “Supervision and regulation” in Item 2 of this report, require us to treat our mandatorily redeemable trust preferred securities as Tier 2 capital.

The trust preferred securities, common stock, and related debentures are summarized as follows:

dollars in millions	**Trust Preferred Securities, Net of Discount [a]**	**Common Stock**	**Principal Amount of Debentures, Net of Discount [b]**	**Interest Rate of Trust Preferred Securities and Debentures [c]**	**Maturity of Trust Preferred Securities and Debentures**
June 30, 2018					
KeyCorp Capital I	**$ 155**	**$ 6**	**$ 161**	**3.052 %**	**2028**
KeyCorp Capital II	**101**	**4**	**105**	**6.875**	**2029**
KeyCorp Capital III	**130**	**4**	**134**	**7.750**	**2029**
HNC Statutory Trust III	**18**	**1**	**19**	**3.730**	**2035**
Willow Grove Statutory Trust I	**18**	**1**	**19**	**3.651**	**2036**
HNC Statutory Trust IV	**16**	**1**	**17**	**3.639**	**2037**
Westbank Capital Trust II	**7**	**—**	**7**	**4.515**	**2034**
Westbank Capital Trust III	**7**	**—**	**7**	**4.515**	**2034**
Total	**$ 452**	**$ 17**	**$ 469**	**5.374 %**	**—**
December 31, 2017	$ 463	$ 17	$ 480	4.977 %	—

[a] The trust preferred securities must be redeemed when the related debentures mature, or earlier if provided in the governing indenture. Each issue of trust preferred securities carries an interest rate identical to that of the related debenture. Certain trust preferred securities include basis adjustments related to fair value hedges totaling $44 million at June 30, 2018, and $55 million at December 31, 2017. See Note 7 ("Derivatives and Hedging Activities") for an explanation of fair value hedges.

[b] We have the right to redeem these debentures. If the debentures purchased by KeyCorp Capital I, HNC Statutory Trust III, Willow Grove Statutory Trust I, HNC Statutory Trust IV, Westbank Capital Trust II, or Westbank Capital Trust III are redeemed before they mature, the redemption price will be the principal amount, plus any accrued but unpaid interest. If the debentures purchased by KeyCorp Capital II or KeyCorp Capital III are redeemed before they mature, the redemption price will be the greater of: (i) the principal amount, plus any accrued but unpaid interest, or (ii) 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 for KeyCorp Capital II or 25 basis points for KeyCorp Capital III, or 50 basis points in the case of redemption upon either a tax or a capital treatment event for either KeyCorp Capital II or KeyCorp Capital III, plus any accrued but unpaid interest. The principal amount of certain debentures includes basis adjustments related to fair value hedges totaling $44 million at June 30, 2018, and $55 million at December 31, 2017. See Note 7 ("Derivatives and Hedging Activities") for an explanation of fair value hedges. The principal amount of debentures, net of discounts, is included in "long-term debt" on the balance sheet.

[c] The interest rates for the trust preferred securities issued by KeyCorp Capital II and KeyCorp Capital III are fixed. The trust preferred securities issued by KeyCorp Capital I have a floating interest rate, equal to three-month LIBOR plus 74 basis points, that reprices quarterly. The trust preferred securities issued by HNC Statutory Trust III have a floating interest rate, equal to three-month LIBOR plus 140 basis points, that reprices quarterly. The trust preferred securities issued by Willow Grove Statutory Trust I have a floating interest rate, equal to three-month LIBOR plus 131 basis points, that reprices quarterly. The trust preferred securities issued by HNC Statutory Trust IV have a floating interest rate, equal to three-month LIBOR plus 128 basis points, that reprices quarterly. The trust preferred securities issued by Westbank Capital Trust II and Westbank Capital Trust III each have a floating interest rate, equal to three-month LIBOR plus 219 basis points, that reprices quarterly. The total interest rates are weighted-average rates.

15. Contingent Liabilities and Guarantees

Legal Proceedings

Litigation. From time to time, in the ordinary course of business, we and our subsidiaries are subject to various litigation, investigations, and administrative proceedings. Private, civil litigations may range from individual actions involving a single plaintiff to putative class action lawsuits with potentially thousands of class members. Investigations may involve both formal and informal proceedings, by both government agencies and self-regulatory bodies. These matters may involve claims for substantial monetary relief. At times, these matters may present novel claims or legal theories. Due to the complex nature of these various other matters, it may be years before some matters are resolved. While it is impossible to ascertain the ultimate resolution or range of financial liability, based on information presently known to us, we do not believe there is any matter to which we are a party, or involving any of our properties that, individually or in the aggregate, would reasonably be expected to have a material adverse effect on our financial condition. We continually monitor and reassess the potential materiality of these litigation matters. We note, however, that in light of the inherent uncertainty in legal proceedings there can be no assurance that the ultimate resolution will not exceed established reserves. As a result, the outcome of a particular matter, or a combination of matters, may be material to our results of operations for a particular period, depending upon the size of the loss or our income for that particular period.

Guarantees

We are a guarantor in various agreements with third parties. The following table shows the types of guarantees that we had outstanding at June 30, 2018. 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" beginning on page 108 of our 2017 Form 10-K.

June 30, 2018 *in millions*	**Maximum Potential Undiscounted Future Payments**	**Liability Recorded**
Financial guarantees:		
Standby letters of credit	$ 3,124	$ 72
Recourse agreement with FNMA	3,547	7
Residential mortgage reserve	1,454	6
Return guarantee agreement with LIHTC investors	3	3
Written put options [(a)]	2,764	88
Total	$ 10,892	$ 176

(a) The maximum potential undiscounted future payments represent notional amounts of derivatives qualifying as guarantees.

We determine the payment/performance risk associated with each type of guarantee described below based on the probability that we could be required to make the maximum potential undiscounted future payments shown in the preceding table. We use a scale of low (0% to 30% probability of payment), moderate (greater than 30% to 70% probability of payment), or high (greater than 70% probability of payment) to assess the payment/performance risk, and have determined that the payment/performance risk associated with each type of guarantee outstanding at June 30, 2018, is low.

Standby letters of credit. KeyBank issues standby letters of credit to address clients’ financing needs. These instruments obligate us 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. Any amounts drawn under standby letters of credit are treated as loans to the client; they bear interest (generally at variable rates) and pose the same credit risk to us as a loan. At June 30, 2018, our standby letters of credit had a remaining weighted-average life of two years, with remaining actual lives ranging from less than one year to as many as 16 years.

Recourse agreement with FNMA. We participate as a lender in the FNMA Delegated Underwriting and Servicing program. FNMA delegates responsibility for originating, underwriting, and servicing mortgages, and we assume a limited portion of the risk of loss during the remaining term on each commercial mortgage loan that we sell to FNMA. We maintain a reserve for such potential losses in an amount that we believe approximates the fair value of our liability. At June 30, 2018, the outstanding commercial mortgage loans in this program had a weighted-average remaining term of 7.9 years, and the unpaid principal balance outstanding of loans sold by us as a participant was $12.5 billion. The maximum potential amount of undiscounted future payments that we could be required to make under this program, as shown in the preceding table, is equal to approximately 28% of the principal balance of loans outstanding at June 30, 2018. If we are required to make a payment, we would have an interest in the collateral underlying the related commercial mortgage loan; any loss we incur could be offset by the amount of any recovery from the collateral.

Residential Mortgage Banking. We often originate and sell residential mortgage loans with servicing retained. Our loan sales activity is generally conducted through loan sales in a secondary market sponsored by FNMA and FHLMC. Subsequent to the sale of mortgage loans, we do not typically retain any interest in the underlying loans except through our relationship as the servicer of the loans.

As is customary in the mortgage banking industry, we, or banks we have acquired, have made certain representations and warranties related to the sale of residential mortgage loans (including loans sold with servicing released) and to the performance of our obligations as servicer. The breach of any such representations or warranties could result in losses for us. Our maximum exposure to loss is equal to the outstanding principal balance of the sold loans; however, any loss would be reduced by any payments received on the loans or through the sale of collateral.

At June 30, 2018, the outstanding residential mortgage loans in this program had a weighted-average LTV ratio of 72%, and the unpaid principal balance outstanding of loans sold by us was $4.8 billion. The risk assessment is low for the residential mortgage product. The maximum potential amount of undiscounted future payments that we could be required to make under this program, as shown in the preceding table, is equal to approximately 30% of the principal balance of loans outstanding at June 30, 2018.

Our liability for estimated repurchase obligations on loans sold, which is included in other liabilities on our balance sheet, was $6 million at June 30, 2018.

Table of Contents

Return guarantee agreement with LIHTC investors. KAHC, a subsidiary of KeyBank, offered limited partnership interests to qualified investors. Partnerships formed by KAHC invested in low-income residential rental properties that qualify for federal low-income housing tax credits under Section 42 of the Internal Revenue Code. In certain partnerships, investors paid 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 15-year compliance period. Typically, KAHC fulfills these guaranteed returns by distributing tax credits and deductions associated with the specific properties. If KAHC defaults on its obligation to provide the guaranteed return, KeyBank is obligated to make any necessary payments to investors. No recourse or collateral is available to offset our guarantee obligation other than the underlying income streams from the properties and the residual value of the operating partnership interests.

As shown in the previous table, KAHC maintained a reserve in the amount of $3 million at June 30, 2018, which is 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.

These guarantees have expiration dates that extend through 2018, but KAHC has not formed any new partnerships under this program since October 2003. Additional information regarding these partnerships is included in Note 9 ("Variable Interest Entities").

Written put options. In the ordinary course of business, we "write" put options for clients that wish to mitigate their exposure to changes in interest rates and commodity prices. At June 30, 2018, our written put options had an average life of three years. These instruments are considered to be guarantees, as we are required to make payments to the counterparty (the client) based on changes in an underlying variable that is related to an asset, a liability, or an equity security that the client holds. We are obligated to pay the client if the applicable benchmark interest rate or commodity price is above or below a specified level (known as the "strike rate"). These written put options are accounted for as derivatives at fair value, as further discussed in Note 7 ("Derivatives and Hedging Activities"). We mitigate our potential future payment obligations by entering into offsetting positions with third parties.

Written put options where the counterparty is a broker-dealer or bank are accounted for as derivatives at fair value but are not considered guarantees since these counterparties typically do not hold the underlying instruments. In addition, we are a purchaser and seller of credit derivatives, which are further discussed in Note 7 ("Derivatives and Hedging Activities").

Default guarantees. Some lines of business participate in guarantees that obligate us to perform if the debtor (typically a client) fails to satisfy all of its payment obligations to third parties. We generally undertake these guarantees for one of two possible reasons: (i) either the risk profile of the debtor should provide an investment return, or (ii) we are supporting our underlying investment in the debtor. We do not hold collateral for the default guarantees. If we were required to make a payment under a guarantee, we would receive a *pro rata* share should the third party collect some or all of the amounts due from the debtor. At June 30, 2018, we had less than $1 million of default guarantees.

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 the applicable accounting guidance, and from other relationships.

Indemnifications provided in the ordinary course of business. We provide certain indemnifications, primarily through representations and warranties in contracts that we execute in the ordinary course of business in connection with loan and lease sales and other ongoing activities, as well as in connection with purchases and sales of businesses. We maintain reserves, when appropriate, with respect to liability that reasonably could arise as a result of these indemnities.

Intercompany guarantees. KeyCorp, KeyBank, and certain of our affiliates are parties to various guarantees that facilitate the ongoing business activities of other affiliates. These business activities include issuing debt, assuming certain lease and insurance obligations, purchasing or issuing investments and securities, and engaging in certain leasing transactions involving clients.

16. Accumulated Other Comprehensive Income

Our changes in AOCI for the three and six months ended June 30, 2018, and June 30, 2017, are as follows:

in millions	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative financial instruments	Foreign currency translation adjustment	Net pension and postretirement benefit costs	Total
Balance at December 31, 2017	$ (311)	$ (86)	$ 9	$ (391)	$ (779)
Other comprehensive income before reclassification, net of income taxes	**(216)**	**(100)**	**(11)**	**—**	**(327)**
Amounts reclassified from AOCI, net of income taxes [a]	—	**20**	**—**	**6**	**26**
Other amounts reclassified from AOCI, net of income taxes	**—**	**—**	**(5)**	**—**	**(5)**
Net current-period other comprehensive income, net of income taxes	**(216)**	**(80)**	**(16)**	**6**	**(306)**
Balance at June 30, 2018	**$ (527)**	**$ (166)**	**$ (7)**	**$ (385)**	**$ (1,085)**
Balance at March 31, 2018	$ (461)	$ (149)	$ 7	$ (388)	$ (991)
Other comprehensive income before reclassification, net of income taxes	**(66)**	**(35)**	**(9)**	**—**	**(110)**
Amounts reclassified from AOCI, net of income taxes [a]	—	**18**	—	**3**	**21**
Other amounts reclassified from AOCI, net of income taxes	**—**	**—**	**(5)**	**—**	**(5)**
Net current-period other comprehensive income, net of income taxes	**(66)**	**(17)**	**(14)**	**3**	**(94)**
Balance at June 30, 2018	**$ (527)**	**$ (166)**	**$ (7)**	**$ (385)**	**$ (1,085)**
Balance at December 31, 2016	$ (185)	$ (14)	$ (3)	$ (339)	$ (541)
Other comprehensive income before reclassification, net of income taxes	40	(6)	7	—	41
Amounts reclassified from AOCI, net of income taxes [a]	—	(11)	—	5	(6)
Net current-period other comprehensive income, net of income taxes	40	(17)	7	5	35
Balance at June 30, 2017	$ (145)	$ (31)	$ 4	$ (334)	$ (506)
Balance at March 31, 2017	(179)	$ (38)	$ (2)	$ (335)	$ (554)
Other comprehensive income before reclassification, net of income taxes	34	9	6	(1)	48
Amounts reclassified from AOC, net of income taxes [a]	—	(2)	—	2	—
Net current-period other comprehensive income, net of income taxes	34	7	6	1	48
Balance at June 30, 2017	$ (145)	$ (31)	$ 4	$ (334)	$ (506)

[a] See table below for details about these reclassifications.

Our reclassifications out of AOCI for the three and six months ended June 30, 2018, and June 30, 2017, are as follows:

	Six months ended June 30,		**Affected Line Item in the Statement Where Net Income is Presented**
in millions	**2018**	**2017**	
Unrealized gains (losses) on derivative financial instruments			
Interest rate	**$ (27)**	$ 20	Interest income — Loans
Interest rate	**—**	(2)	Interest expense — Long-term debt
	(27)	18	Income (loss) from continuing operations before income taxes
	(7)	7	Income taxes
	$ (20)	$ 11	Income (loss) from continuing operations

Net pension and postretirement benefit costs			
Amortization of losses	**$(8)**	$(8)	Personnel expense
	(8)	(8)	Income (loss) from continuing operations before income taxes
	(2)	(3)	Income taxes
	$(6)	$(5)	Income (loss) from continuing operations

in millions	**Three months ended June 30,**		**Affected Line Item in the Statement Where Net Income is Presented**
	2018	**2017**	
Unrealized gains (losses) on derivative financial instruments			
Interest rate	**$(25)**	$5	Interest income — Loans
Interest rate	**1**	(1)	Interest expense — Long-term debt
	(24)	4	Income (loss) from continuing operations before income taxes
	(6)	2	Income taxes
	$(18)	2	Income (loss) from continuing operations
Net pension and postretirement benefit costs			
Amortization of losses	**$(4)**	(4)	Personnel expense
	(4)	(4)	Income (loss) from continuing operations before income taxes
	(1)	(2)	Income taxes
	$(3)	$(2)	Income (loss) from continuing operations

Table of Contents

17. Shareholders' Equity

Comprehensive Capital Plan

As previously reported and as authorized by the Board and pursuant to our 2017 capital plan (which was effective through the second quarter of 2018) submitted and not objected to by the Federal Reserve, we had authority to repurchase up to $800 million of our Common Shares. We completed $126 million of Common Share repurchases, including $123 million of Common Share repurchases in the open market and $3 million of Common Share repurchases related to employee equity compensation programs, in the second quarter of 2018 under this authorization.

Consistent with our 2017 capital plan, the Board declared a quarterly dividend of $.12 per Common Share for the second quarter of 2018.

On June 28, 2018, the Federal Reserve announced that it did not object to our 2018 capital plan submitted as part of the annual CCAR process. Share repurchases of up to $1.225 billion were included in the 2018 capital plan, which is effective from the third quarter of 2018 through the second quarter of 2019. Also included was a dividend increase to $.17 per Common Share which was approved and declared by our Board on July 11, 2018, for the third quarter of 2018.

Preferred Stock

We have $525 million of depositary shares, each representing a 1/25th ownership interest in a share of our Fixed-to-Floating Rate Perpetual Noncumulative Series D Preferred Stock outstanding at June 30, 2018, and December 31, 2017. Our Series D Preferred Stock has a $1 par value with a $25,000 liquidation preference (equivalent to $1,000 per depositary share). There are 21,000 shares of Series D Preferred Stock authorized and outstanding at June 30, 2018, and December 31, 2017. We made payments of $12.50 per depositary share on the depositary shares related to our Series D Preferred Stock during the second quarter of 2018.

We have $500 million of depositary shares, each representing a 1/40th ownership interest in a share of our Fixed-to-Floating Rate Perpetual Noncumulative Series E Preferred Stock outstanding at June 30, 2018, and December 31, 2017. Our Series E Preferred Stock has a $1 par value with a $1,000 liquidation preference (equivalent to $25 per depositary share). There are 500,000 shares of Series E Preferred Stock authorized and outstanding at June 30, 2018, and December 31, 2017. We made payments of $.382813 per depositary share on the depositary shares related to our Series E Preferred Stock during the second quarter of 2018.

On July 30, 2018, we issued $425 million of depositary shares, each representing a 1/40th ownership interest in a share of our Fixed Rate Perpetual Noncumulative Series F Preferred Stock. Our Series F Preferred Stock has a $1 par value with a $1,000 liquidation preference (equivalent to $25 per depositary share).

18. Line of Business Results

The specific lines of business that constitute each of the major business segments (operating segments) align with how management reviews performance and makes business decisions. We have two major business segments, Key Community Bank and Key Corporate Bank. We also have Other Segments that consists of corporate treasury, our principal investing unit, and various exit portfolios. Total assets included under “Reconciling Items” primarily represents 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. For more information on our business segments, see Note 25 ("Line of Business Results") on page 183 of our 2017 Form 10-K.

The development and application of the methodologies that we use to allocate items among our lines of business is a dynamic process. Accordingly, financial results may be revised periodically to reflect enhanced alignment of expense base allocations drivers, changes in the risk profile of a particular business, or changes in our organizational structure.

The table on the following pages shows selected financial data for our major business segments for the three- and six-month periods ended June 30, 2018, and June 30, 2017.

Three months ended June 30,	**Key Community Bank**		**Key Corporate Bank**	
dollars in millions	**2018**	**2017**	**2018**	**2017**
SUMMARY OF OPERATIONS				
Net interest income (TE)	**$ 715**	$ 676	**$ 277**	$ 312
Noninterest income	**281**	322	**265**	285
Total revenue (TE) [(a)]	**996**	998	**542**	597
Provision for credit losses	**38**	47	**28**	19
Depreciation and amortization expense	**28**	28	**33**	22
Other noninterest expense	**611**	607	**293**	275
Income (loss) from continuing operations before income taxes (TE)	**319**	316	**188**	281
Allocated income taxes and TE adjustments	**75**	118	**21**	57
Income (loss) from continuing operations	**244**	198	**167**	224
Income (loss) from discontinued operations, net of taxes	**—**	—	**—**	—
Net income (loss)	**244**	198	**167**	224
Less: Net income (loss) attributable to noncontrolling interests	**—**	—	**—**	—
Net income (loss) attributable to Key	**$ 244**	$ 198	**$ 167**	$ 224
AVERAGE BALANCES [(b)]				
Loans and leases	**$ 47,984**	$ 47,477	**$ 39,710**	$ 37,704
Total assets [(a)]	**51,866**	51,441	**47,213**	44,131
Deposits	**80,930**	79,601	**21,057**	21,145
OTHER FINANCIAL DATA				
Net loan charge-offs [(b)]	**$ 34**	$ 47	**$ 26**	$ 19
Return on average allocated equity [(b)]	**20.22** %	16.59 %	**23.07** %	31.66 %
Return on average allocated equity	**20.22**	16.59	**23.07**	31.66
Average full-time equivalent employees [(c)]	**10,619**	10,558	**2,537**	2,364

Six months ended June 30,	**Key Community Bank**		**Key Corporate Bank**	
dollars in millions	**2018**	**2017**	**2018**	**2017**
SUMMARY OF OPERATIONS				
Net interest income (TE)	**$ 1,403**	$ 1,305	**$ 549**	$ 616
Noninterest income	**551**	583	**552**	559
Total revenue (TE) [(a)]	**1,954**	1,888	**1,101**	1,175
Provision for credit losses	**86**	94	**42**	36
Depreciation and amortization expense	**57**	56	**67**	42
Other noninterest expense	**1,233**	1,185	**573**	561
Income (loss) from continuing operations before income taxes (TE)	**578**	553	**419**	536
Allocated income taxes and TE adjustments	**137**	206	**45**	133
Income (loss) from continuing operations	**441**	347	**374**	403
Income (loss) from discontinued operations, net of taxes	**—**	—	**—**	—
Net income (loss)	**441**	347	**374**	403
Less: Net income (loss) attributable to noncontrolling interests	**—**	—	**—**	(1)
Net income (loss) attributable to Key	**$ 441**	$ 347	**$ 374**	$ 404
AVERAGE BALANCES [(b)]				
Loans and leases	**$ 47,833**	$ 47,282	**$ 38,989**	$ 37,696
Total assets [(a)]	**51,736**	51,215	**46,386**	44,128
Deposits	**80,440**	79,375	**20,937**	21,074

OTHER FINANCIAL DATA				
Net loan charge-offs [b]	**$ 76**	$ 90	**$ 38**	$ 33
Return on average allocated equity [b]	**18.43 %**	14.70 %	**26.21 %**	28.27 %
Return on average allocated equity	**18.43**	14.70	**26.21**	28.27
Average full-time equivalent employees [c]	**10,642**	10,511	**2,540**	2,374

[a] Substantially all revenue generated by our major business segments is derived from clients that reside in the United States. Substantially all long-lived assets, including premises and equipment, capitalized software, and goodwill held by our major business segments, are located in the United States.

[b] From continuing operations.

[c] The number of average full-time equivalent employees was not adjusted for discontinued operations.

Table of Contents

Other Segments		Total Segments		Reconciling Items		Key	
2018	2017	2018	2017	2018	2017	2018	2017
$(12)	$(8)	$980	$980	$7	$7	$987	$987
50	54	596	661	64	(8)	660	653
38	46	1,576	1,641	71	(1)	1,647	1,640
(1)	—	65	66	(1)	—	64	66
—	1	61	51	38	42	99	93
16	26	920	908	(26)	(6)	894	902
23	19	530	616	60	(37)	590	579
(2)	(5)	94	170	17	2	111	172
25	24	436	446	43	(39)	479	407
—	—	—	—	3	5	3	5
25	24	436	446	46	(34)	482	412
—	—	—	—	—	—	—	—
$25	$24	$436	$446	$46	$(34)	$482	$412
$934	$1,288	$88,628	$86,469	$16	$33	$88,644	$86,502
36,932	36,181	136,011	131,753	367	738	136,378	132,491
1,960	2,050	103,947	102,796	56	(17)	104,003	102,779
1	—	$60	$66	—	$—	$60	$66
78.96%	61.31%	22.22%	22.99%	2.41%	(2.11)%	12.78%	10.74%
78.96	61.31	22.22	22.99	2.58	(1.84)	12.86	10.87
195	342	13,351	13,264	5,025	5,080	18,376	18,344

Other Segments		Total Segments		Reconciling Items		Key	
2018	2017	2018	2017	2018	2017	2018	2017
$(26)	$(12)	$1,926	$1,909	$13	$7	$1,939	$1,916
101	102	1,204	1,244	57	(14)	1,261	1,230
75	90	3,130	3,153	70	(7)	3,200	3,146
(2)	—	126	130	(1)	(1)	125	129
1	1	125	99	78	87	203	186
39	52	1,845	1,798	(49)	24	1,796	1,822
37	37	1,034	1,126	42	(117)	1,076	1,009
(7)	(10)	175	329	6	(52)	181	277
44	47	859	797	36	(65)	895	732
—	—	—	—	5	5	5	5
44	47	859	797	41	(60)	900	737
—	2	—	1	—	—	—	1
$44	$45	$859	$796	$41	$(60)	$900	$736
$963	$1,308	$87,785	$86,286	$5	$32	$87,790	$86,318
37,130	36,403	135,252	131,746	399	869	135,651	132,615

1,840	2,040	**103,217**	102,489	**66**	(59)	**103,283**	102,430
1	$1	**$114**	$124	**—**	—	**$114**	$124
66.22%	56.36 %	**22.10 %**	20.57 %	**1.02%**	(1.77)%	**12.06 %**	9.70 %
66.22	56.36	**22.10**	20.57	**1.16**	(1.64)	**12.13**	9.77
259	343	**13,441**	13,228	**5,017**	5,137	**18,458**	18,365

19. Revenue from Contracts with Customers

The following table represents a disaggregation of revenue from contracts with customers, by line of business, for the three- and six-month periods ended June 30, 2018:

Three months ended June 30, 2018

dollars in millions	**Key Community Bank**	**Key Corporate Bank**	**Total Contract Revenue**
NONINTEREST INCOME			
Trust and investment services income	$ 91	$ 18	$ 109
Investment banking and debt placement fees	1	67	68
Services charges on deposit accounts	78	13	91
Cards and payments income	40	29	69
Other noninterest income	5	—	5
Total revenue from contracts with customers	$ 215	$ 127	$ 342
Other noninterest income (a)			$ 204
Noninterest income from other segments (b)			50
Reconciling items (c)			64
Total noninterest income			$ 660

(a) Noninterest income considered earned outside the scope of contracts with customers.
(b) Other Segments consist of corporate treasury, our principle investing unit, and various exit portfolios.
(c) Reconciling items consists primarily of the gain on the sale of, and contract revenue recognized prior to the sale of, Key Insurance and Benefits Services for the second quarter of 2018, intercompany eliminations, and items not allocated to the business segments because they do not reflect their normal operations. Refer to the Line of Business Results footnote for more information.

Six months ended June 30, 2018

dollars in millions	**Key Community Bank**	**Key Corporate Bank**	**Total Contract Revenue**
NONINTEREST INCOME			
Trust and investment services income	$ 179	$ 33	$ 212
Investment banking and debt placement fees	1	114	115
Services charges on deposit accounts	153	26	179
Cards and payments income	75	55	130
Other noninterest income	10	—	10
Total revenue from contracts with customers	$ 418	$ 228	$ 646
Other noninterest income (a)			$ 457
Noninterest income from other segments (b)			101
Reconciling items (c)			57
Total noninterest income			$ 1,261

(a) Noninterest income considered earned outside the scope of contracts with customers.
(b) Other Segments consist of corporate treasury, our principle investing unit, and various exit portfolios.
(c) Reconciling items consists primarily of the gain on the sale of, and contract revenue recognized prior to the sale of, Key Insurance and Benefits Services for the second quarter of 2018, intercompany eliminations, and items not allocated to the business segments because they do not reflect their normal operations. Refer to the Line of Business Results footnote for more information.

We have no material contract assets or contract liabilities for the three- and six-month periods ended June 30, 2018.

Table of Contents

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of KeyCorp

Results of Review of Interim Financial Statements

We have reviewed the accompanying consolidated balance sheet of KeyCorp as of June 30, 2018, the related consolidated statements of income and comprehensive income for the three- and six-month periods ended June 30, 2018 and 2017, and consolidated statements of changes in equity and cash flows for the six-month periods ended June 30, 2018 and 2017, and the related notes (collectively referred to as the “consolidated interim financial statements”). Based on our reviews, we are not aware of any material modifications that should be made to the consolidated interim financial statements 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) (PCAOB), the consolidated balance sheet of KeyCorp as of December 31, 2017, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and the related notes (not presented herein); and in our report dated February 26, 2018, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2017 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to KeyCorp in accordance with the U.S. federal securities laws and the applicable rules and regulations of the SEC and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial statements 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 PCAOB, 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.

Cleveland, Ohio
August 2, 2018

Item 3. Quantitative and Qualitative Disclosure about Market Risk

The information presented in the "Market risk management" section of the Management's Discussion & Analysis of Financial Condition & Results of Operations is incorporated herein by reference.

Item 4. Controls and Procedures

As of the end of the period covered by this report, KeyCorp carried out an evaluation, under the supervision and with the participation of KeyCorp's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of KeyCorp's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")), to ensure that information required to be disclosed by KeyCorp in reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to KeyCorp's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. Based upon that evaluation, KeyCorp's Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective, in all material respects, as of the end of the period covered by this report.

No changes were made to KeyCorp's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the last quarter that materially affected, or are reasonably likely to materially affect, KeyCorp's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information presented in the Legal Proceedings section of Note 15 ("Contingent Liabilities and Guarantees") of the Notes to Consolidated Financial Statements (Unaudited) is incorporated herein by reference.

On at least a quarterly basis, we assess our liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that we will incur a loss and the amount of the loss can be reasonably estimated, we record a liability in our consolidated financial statements. These legal reserves may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of the loss is not estimable, we have not accrued legal reserves, consistent with applicable accounting guidance. Based on information currently available to us, advice of counsel, and available insurance coverage, we believe that our established reserves are adequate and the liabilities arising from the legal proceedings will not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the inherent uncertainty in legal proceedings there can be no assurance that the ultimate resolution will not exceed established reserves. As a result, the outcome of a particular matter or a combination of matters may be material to our results of operations for a particular period, depending upon the size of the loss or our income for that particular period.

Item 1A. Risk Factors

For a discussion of certain risk factors affecting us, see the section titled “Supervision and Regulation” in Part I, Item 1. Business, on pages 8-20 of our 2017 Form 10-K; Part I, Item 1A. Risk Factors, on pages 20-29 of our 2017 Form 10-K; the section titled “Supervision and regulation” in this Form 10-Q; and our disclosure regarding forward-looking statements in this Form 10-Q.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

From time to time, KeyCorp or its principal subsidiary, KeyBank, may seek to retire, repurchase, or exchange outstanding debt of KeyCorp or KeyBank, and capital securities or preferred stock of KeyCorp, through cash purchase, privately negotiated transactions, or otherwise. Such transactions, if any, depend on prevailing market conditions, our liquidity and capital requirements, contractual restrictions, and other factors. The amounts involved may be material.

Table of Contents

We completed $126 million of Common Share repurchases, including $123 million of Common Share repurchases in the open market and $3 million of Common Share repurchases related to employee equity compensation programs, in the second quarter of 2018 under our 2017 capital plan authorization. The 2017 capital plan authorization expired on June 30, 2018.

In April 2018, we submitted to the Federal Reserve and provided to the OCC our 2018 capital plan under the annual CCAR process. On June 28, 2018, the Federal Reserve announced that it did not object to our 2018 capital plan. Share repurchases of up to $1.225 billion were included in the 2018 capital plan, which is effective from the third quarter of 2018 through the second quarter of 2019.

The following table summarizes our repurchases of our Common Shares for the three months ended June 30, 2018.

Calendar month	Total number of shares purchased [(a)]	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased as part of publicly announced plans or programs [(b)]
April 1-30	3,273,028	20.18	3,273,028	7,298,667
May 1-31	1,518,275	19.78	1,518,275	5,934,115
June 1-30	1,313,768	20.57	1,313,768	4,315,761
Total	6,105,071	20.17	6,105,071	

(a) Includes Common Shares deemed surrendered by employees in connection with our stock compensation and benefit plans to satisfy tax obligations.

(b) Calculated using the remaining general repurchase amount divided by the closing price of KeyCorp Common Shares as follows: on April 30, 2018 at $19.92; on May 31, 2018, at $19.44; and on June 30, 2018, at $19.54

Item 6. Exhibits

12 Computation of Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.

15 Acknowledgment of Independent Registered Public Accounting Firm.

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

101 The following materials from KeyCorp’s Form 10-Q Report for the quarterly period ended June 30, 2018, formatted in XBRL: (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Income and Consolidated Statements of Comprehensive Income; (iii) the Consolidated Statements of Changes in Equity; (iv) the Consolidated Statements of Cash Flows; and (v) the Notes to Consolidated Financial Statements.

* Furnished herewith.

Information Available on Website

KeyCorp makes available free of charge on its website, www.key.com, its 2017 Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to these reports as soon as reasonably practicable after KeyCorp electronically files such material with, or furnishes it to, the SEC. We also make available a summary of filings made with the SEC of statements of beneficial ownership of our equity securities filed by our directors and officers under Section 16 of the Exchange Act. The “Regulatory Disclosures and Filings” tab of the investor relations section of our website includes public disclosures concerning our annual and mid-year stress-testing activities under the Dodd-Frank Act. Information contained on or accessible through our website or any other website referenced in this report is not part of this report.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the date indicated.

KEYCORP
(Registrant)

Date: August 2, 2018 /s/ Douglas M. Schosser
By: Douglas M. Schosser
Chief Accounting Officer
(Principal Accounting Officer)