

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: ☐ a multiemployer plan; ☒ a single-employer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan KEYCORP CASH BALANCE PLAN	1b Three-digit plan number (PN) ▶ 003
		1c Effective date of plan 01/01/1951
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	2b Employer Identification Number (EIN) 34-6542451
		2c Sponsor's telephone number 216-813-6569
		2d Business code (see instructions) 522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	KATHLEEN EAGAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

KEYCORP

127 PUBLIC SQUARE
CLEVELAND, OH 44114**3b** Administrator's EIN

34-6542451

3c Administrator's telephone number

216-813-6569

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

30058

6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

14630

b Retired or separated participants receiving benefits.....**6b**

5132

c Other retired or separated participants entitled to future benefits.....**6c**

9616

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

29378

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

416

f Total. Add lines **6d** and **6e**.....**6f**

29794

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

1560

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1C 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☒**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information – Small Plan)(3) ☒**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan KEYCORP CASH BALANCE PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500. KEYCORP	D Employer Identification Number (EIN) 34-6542451	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	365407	29794	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	4595056
5 Current value of plan's interest under this contract in separate accounts at year end	5	1341579

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	4428801
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	216668	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions **7c(6)** 216668**d** Total of balance and additions (add **b** and **c(6)**). **7d** 4645469**e Deductions:**

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2774	
(2) Administration charge made by carrier	7e(2)	13050	
(3) Transferred to separate account	7e(3)	18652	
(4) Other (specify below)	7e(4)	15937	

▶ RECLASS TO SEP ACCT; ALLOC FUND ADJ

(5) Total deductions **7e(5)** 50413**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 4595056

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan KEYCORP CASH BALANCE PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500. KEYCORP	D Employer Identification Number (EIN) 34-6542451	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
MONY LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-1632487	66370	EV-30177 00	29794	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 4521031**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 4373958**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)** 15914(3) Interest credited during the year **7c(3)** 131159(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 147073**d** Total of balance and additions (add **b** and **c(6)**). **7d** 4521031**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 0**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 4521031

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan KEYCORP CASH BALANCE PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500. KEYCORP	D Employer Identification Number (EIN) 34-6542451	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
BENEFICIAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
87-0115120	61395	20947; 20718	8	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	
6 Contracts With Allocated Funds:		
a State the basis of premium rates ▶		
b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐		
7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶		
b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
(6) Total additions	7c(6)	0
d Total of balance and additions (add b and c(6)).	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☒ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	8943
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☒ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A NOT PROVIDED, INFORMATION REPORTED ON RTN

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>KEYCORP CASH BALANCE PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>KEYCORP</u>	D Employer Identification Number (EIN) <u>34-6542451</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>721691771</u>
b	Actuarial value 2b <u>793860948</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>5616</u> <u>246707133</u>
b	For terminated vested participants 3b <u>9362</u> <u>204865364</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>2557290</u>
(2)	Vested benefits 3c(2) <u>373355820</u>
(3)	Total active 3c(3) <u>15080</u> <u>375913110</u>
d	Total 3d <u>30058</u> <u>827485607</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>0.08</u> %
6	Target normal cost 6 <u>39618408</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/06/2010</u>
Signature of actuary	Date
<u>GREGORY H. REYNOLDS</u>	<u>08-06401</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>216-573-9700</u>
Firm name	Telephone number (including area code)
<u>5005 ROCKSIDE ROAD</u> <u>INDEPENDENCE, OH 44131</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	193857120	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	47205683	
9	Amount remaining (Item 7 minus item 8).....	146651437	
10	Interest on item 9 using prior year's actual return of <u>0.30</u> %	-43291504	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		
b	Interest on (a) using prior year's effective rate of <u>0.06</u> %		
c	Total available at beginning of current plan year to add to prefunding balance		
d	Portion of (c) to be added to prefunding balance.....		
12	Reduction in balances due to elections or deemed elections.....		
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	103359933	

Part III Funding percentages			
14	Funding target attainment percentage.....	14	83.44 %
15	Adjusted funding target attainment percentage.....	15	0.96 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	1.20 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/13/2010	57796000				
			Totals ►	18(b)	57796000
				18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 50506743
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	39618408
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment		
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	39618408
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	33842741	
36 Additional cash requirement (item 34 minus item 35).....	36	5775667
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	50506743
38 Interest-adjusted excess contributions for current year (see instructions).....	38	44731076
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan KEYCORP CASH BALANCE PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 KEYCORP	D Employer Identification Number (EIN) 34-6542451	

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES LLC

36-3943169

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15	NONE	2365032	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

KEYBANK NA

34-1974250

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	AFFILIATE OF PLAN SPONSOR	92277	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MEADEN & MOORE LTD

34-1818258

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	23600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STANDARD REGISTER COMPANY

31-0455440

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
36	NONE	7072	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan KEYCORP CASH BALANCE PLAN		B Three-digit plan number (PN) ▶ 003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 KEYCORP		D Employer Identification Number (EIN) 34-6542451
Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)	
a Name of MTIA, CCT, PSA, or 103-12 IE: KEY TRUST MULTIPLE INVESTMENT TRUST		
b Name of sponsor of entity listed in (a): KEYBANK NATIONAL ASSOCIATION		
c EIN-PN 34-6514544-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93734907
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN FIN GRP STK SEP ACCOUNT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-086	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 787598
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGE CAP BLEND I SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-017	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 553981
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan KEYCORP CASH BALANCE PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 KEYCORP	D Employer Identification Number (EIN) 34-6542451	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	219873059	266662605
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)	83344887	54963441
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	68754316	54197727
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	347441705	429019311
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	95798783	93734907
(10) Value of interest in pooled separate accounts.....	1c(10)	1176803	1341579
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	61706706	127684779
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	8802759	9116087
(15) Other	1c(15)	55656646	31566831

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	942555664	1068287267

Liabilities

g Benefit claims payable	1g	1074113	1512670
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	225413621	274181590
k Total liabilities (add all amounts in lines 1g through 1j)	1k	226487734	275694260

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	716067930	792593007
---	----	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	2623954	
(C) Corporate debt instruments	2b(1)(C)	5292171	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	918683	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8834808
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	7255572	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2697599	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9953171
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1320273735	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1296107244	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		24166491

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	77790221	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		77790221
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15473576
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		397506
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		19104201
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		155719974

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	74741722	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		74741722
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	2480909	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1972266	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4453175
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		79194897

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		76525077
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MEADEN & MOORE, LTD

(2) EIN: 34-1818258

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		125000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>KEYCORP CASH BALANCE PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KEYCORP</u>	D Employer Identification Number (EIN) <u>34-6542451</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>34-1974250</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>1718</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☒ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 70.0% Investment-Grade Debt: 23.0% High-Yield Debt: _____% Real Estate: _____% Other: 7.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☒ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☒ Other (specify):

KEYCORP
CASH BALANCE PENSION PLAN

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT

December 31, 2009

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INDEPENDENT AUDITORS' REPORT

KeyCorp, as Plan Sponsor of the KeyCorp Cash Balance Pension Plan
Cleveland, Ohio

We have audited the accompanying Statement of Net Assets Available for Benefits of the KeyCorp Cash Balance Pension Plan as of December 31, 2009 and 2008 and the related Statement of Changes in Net Assets Available for Benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the KeyCorp Cash Balance Pension Plan as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) and reportable transactions as of December 31, 2009, are presented for the purposes of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

MEADEN & MOORE, LTD.
Certified Public Accountants

September 25, 2010
Cleveland, Ohio



Meaden & Moore, Ltd.

(A Meaden & Moore Company)

1100 Superior Avenue Suite 1100 Cleveland, Ohio 44114-2523 216-241-3272 FAX 216-771-4511
Akron Atlanta Charlotte Chicago Cleveland Columbus Los Angeles Naperville New York Orlando Phoenix Pittsburgh Wooster

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

KeyCorp Cash Balance Pension Plan

	December 31	
	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at Fair Value:		
Common and preferred stocks	\$ 429,019,311	\$ 347,441,705
Collective investment funds	93,734,907	95,798,783
Mutual funds	127,684,779	61,706,706
U.S. Government and agency issues	54,963,441	83,344,887
Corporate bonds	54,197,727	68,754,316
Foreign bonds	4,472,707	7,373,869
State and municipal bonds	267,478	4,871,834
Insurance investment contracts	9,301,351	9,665,491
Pooled separate accounts	1,341,579	1,176,803
Other Assets	<u>26,530,471</u>	<u>43,123,377</u>
 Total Investments	 801,513,751	 723,257,771
 Securities lending	 250,612,178	 206,630,843
Securities sold, not settled	14,612,261	10,908,726
Cash surrender value of life insurance policies	296,175	287,566
Accrued interest and dividends	<u>1,438,166</u>	<u>2,333,490</u>
 Total Assets	 1,068,472,531	 943,418,396
 LIABILITIES		
Securities lending	250,612,178	206,630,843
Securities purchased, not settled	22,925,618	15,825,369
Payable for mortgage-related securities sold	<u>643,794</u>	<u>2,957,409</u>
 Total Liabilities	 <u>274,181,590</u>	 <u>225,413,621</u>
 Net Assets Available for Benefits	 <u>\$ 794,290,941</u>	 <u>\$ 718,004,775</u>

See accompanying notes.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

KeyCorp Cash Balance Pension Plan

	Year Ended December 31	
	<u>2009</u>	<u>2008</u>
Investment Income (Loss):		
Interest	\$ 8,751,471	\$ 12,761,103
Dividends	9,958,012	12,506,010
Net realized gain (loss) and unrealized appreciation (depreciation)	136,013,389	(347,602,942)
Other income	<u>319,634</u>	<u>425,174</u>
Total Investment Income (Loss)	155,042,506	(321,910,655)
Deductions from Net Assets Attributed to:		
Benefits paid to participants	74,303,165	85,433,686
Administrative expenses	<u>4,453,175</u>	<u>3,546,740</u>
Total Deductions	<u>78,756,340</u>	<u>88,980,426</u>
Net Increase (Decrease)	76,286,166	(410,891,081)
Net Assets Available for Benefits:		
Beginning of Year	<u>718,004,775</u>	<u>1,128,895,856</u>
End of Year	<u>\$ 794,290,941</u>	<u>\$ 718,004,775</u>

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

1 Description of the Plan

Effective January 1, 1995, the KeyCorp Pension Plan was amended and restated as the KeyCorp Cash Balance Pension Plan (the Plan).

On and after January 1, 1995, Plan participants' benefits accrued based on the Plan benefit formula which provides for pay credits, transition credits, if applicable, and interest credits to be credited to participants' Plan accounts quarterly in accordance with the Plan formula. The Plan was amended and restated in its entirety in 2001 and again on January 1, 2007, to conform to various changes in the law. As of December 31, 2009, KeyCorp amended the Plan to freeze all benefit accruals. Participants' account balances will continue to be credited with interest until Plan benefits are received. The Plan was closed to new employees as of December 31, 2009.

The Plan is a noncontributory defined benefit plan that, prior to its being frozen, covered substantially all employees of KeyCorp and its subsidiaries. KeyCorp contributes such amounts, in cash only, as is actuarially deemed necessary to meet the funding requirements mandated under the Employee Retirement Income Security Act of 1974 (ERISA).

For details concerning eligibility, vesting and benefit provisions of the Plan, please see the summary Plan document titled *KeyCorp Cash Balance Pension Plan*.

KeyCorp maintains the right to amend or terminate the Plan at all times and for any reason, including, but not limited to, changes in applicable law. In the event of the termination of the Plan, the assets in the fund will be used to provide benefits under the Plan, subject to provisions of ERISA.

The Pension Benefit Guaranty Corporation (PBGC) insures benefits under the Plan. The PBGC does not guarantee all types of benefits under covered plans, and the amount of benefit protection is subject to certain limitations. The PBGC guarantees vested benefits at the level in effect on the date of Plan termination. However, if benefits have been increased within the five-year period before Plan termination, the benefit increase may not be guaranteed. In addition, there is a ceiling, which is adjusted periodically, on the amount of monthly benefits the PBGC guarantees.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

2 Significant Accounting Policies

The accounting records of the Plan are maintained on the accrual basis.

Subsequent Events:

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements.

Subsequent events have been evaluated through September 25, 2010, which is the date the financial statements were available to be issued.

Investment Valuation:

All investments are recorded at fair value. For information related to the Plan's valuation methodologies for its investments, see Note 5 of these financial statements.

To Be Announced (TBA) Purchase Commitments

TBA purchase commitments are commitments to purchase securities for a fixed unit price at a future date beyond customary settlement time. Unsettled TBA purchase commitments are valued at the current fair value of the underlying securities. The change in fair value of commitments is recorded by the Plan as an unrealized gain or loss. The cost of TBA purchase commitments pending as of year end is included in the securities purchased, not settled line on the Statement of Net Assets Available for Benefits.

To Be Announced (TBA) Sale Commitments

TBA sale commitments are commitments to sell mortgage-backed securities owned under delayed delivery arrangements. Proceeds of TBA sale commitments are not received until the contractual settlement date. If the TBA sale commitment is closed through the acquisition of an offsetting purchase commitment, the Plan realizes a gain or loss on the commitment without regard to any unrealized gain or loss on the underlying security. If the Plan delivers securities under the commitment, the Plan realizes a gain or loss from the sale of the securities based upon the unit price established at the date the commitment was entered into.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

2 Significant Accounting Policies, Continued

Investment Valuation, Continued

To Be Announced (TBA) Sale Commitments, Continued

Unsettled TBA sale commitments are valued at the fair value of the underlying securities. The change in fair value of the commitments is recorded by the Plan as an unrealized gain or loss. The proceeds of TBA sale commitments pending as of year end are included in the securities sold, not settled line on the Statement of Net Assets Available for Benefits. The fair value of negative TBA positions as of year end, resulting from pending TBA sales paired off with an underlying pool within the Plan's portfolio, is recorded in the payable for mortgage-related securities sold line on the Statement of Net Assets Available for Benefits.

Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments

The change in the difference between the fair value and the cost of investments is reflected in the Statement of Changes in Net Assets Available for Benefits as a component of net realized gain (loss) and unrealized appreciation (depreciation) in fair value of investments.

Investment Transactions:

Purchases and sales of securities are accounted for on the trade date. Brokerage commissions are added to the cost of securities purchased and subtracted from the proceeds of securities sold. Gains or losses on sales of securities are based on the average cost method. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded on an accrual basis.

Administrative Expenses:

Reasonable expenses incident to the operation of the Plan, including PBGC insurance premiums, actuarial fees and other professional fees, are paid by the Plan and recorded as incurred.

Use of Estimates:

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

2 Significant Accounting Policies, Continued

Fair Value Measurement:

Effective January 1, 2008, the Plan adopted the applicable accounting guidance for fair value measurements and disclosures. This accounting guidance defines fair value, establishes a framework for measuring fair value, expands disclosures about fair value measurements and applies only when other guidance requires or permits assets or liabilities to be measured at fair value; it does not expand the use of fair value in any new circumstances.

As defined in this guidance, fair value is the price to sell an asset or transfer a liability in an orderly transaction between market participants in the principal market. It represents an exit price at the measurement date. Market participants are buyers and sellers who are independent, knowledgeable, and willing and able to transact in the principal (or most advantageous) market for the asset or liability being measured. Current market conditions, including imbalances between supply and demand, are considered in determining fair value.

The Plan's assets are valued based on the principal market where it sells the particular asset or transfers the liability with the greatest volume and level of activity. In the absence of a principal market, the valuation is based on the most advantageous market for the asset (i.e., the market where the asset could be sold at a price that maximizes the amount to be received.)

Valuation inputs refer to the assumptions market participants would use in pricing a given asset or liability. Inputs can be observable or unobservable. Observable inputs are assumptions that are based on market data and obtained from a source independent of the Plan. Unobservable inputs are assumptions based on the Trustee's own information or assessment of assumptions used by other market participants in pricing the asset or liability. Unobservable inputs are based on the best and most current information available on the measurement date. All inputs, whether observable or unobservable, are ranked in accordance with a prescribed fair value hierarchy.

Additional information regarding fair value measurements and disclosures is provided in Note 5 ("Fair Value Measurement").

Reclassifications:

Certain prior year amounts have been reclassified to conform with the current year's presentation.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

3 Employer Contributions

Employer contributions are based on amounts actuarially computed and comply with the funding requirements established by ERISA. No minimum contributions were required for the 2009 and 2008 Plan years.

4 Investments

During the years ended December 31, 2009 and 2008, fair value of the Plan's investments appreciated (depreciated) (including realized gains and losses on investments held for any portion of the Plan year) \$136,013,389 and \$(347,602,942), respectively, as follows:

	<u>2009</u>	<u>2008</u>
Fair Value as Determined by Trustee:		
Common and preferred stocks	\$ 93,164,299	\$ (237,637,947)
Collective investment funds	15,641,261	(24,394,257)
Mutual funds	19,102,244	(53,625,424)
U.S. government and agency issues	(2,444,514)	3,960,507
Corporate bonds	3,730,796	(22,814,194)
Foreign bonds	1,684,961	239,672
State and municipal bonds	169,198	(593,155)
	<u>131,048,245</u>	<u>(334,864,798)</u>
Fair Value as Determined by Independent Appraisal, Trustee, and Other Third Parties -- Other investments	<u>4,965,144</u>	<u>(12,738,144)</u>
Net realized and unrealized appreciation (depreciation)	<u>\$ 136,013,389</u>	<u>\$ (347,602,942)</u>

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	<u>December 31</u>	
	<u>2009</u>	<u>2008</u>
Vanguard Inflation-Protected Open-End Fund	\$ 50,098,919	N/A
EB Convertible Securities Fund	\$ 64,298,403	\$ 61,657,143
Ishares Msci Eafe Index Fund Closed-End Fund	\$ 63,666,805	\$ 51,665,935
Austin Cap Safe Harbor ERISA Dedicated Fund, Ltd.	N/A	\$ 43,123,377

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

5 Fair Value Measurement

The applicable accounting guidance for fair value measurements and disclosures establishes a three-level valuation hierarchy for determining fair value that is based on the transparency of the inputs used in the valuation process. The inputs used in determining fair value in each of the three levels of the hierarchy are as follows:

Level 1. Quoted prices in active markets for identical assets.

Level 2. Either: (i) quoted market prices for similar assets; (ii) quoted prices for identical or similar assets in inactive markets; (iii) observable inputs, such as interest rates or yield curves; or (iv) inputs derived principally from or corroborated by observable market data.

Level 3. Unobservable inputs.

The hierarchy gives the highest ranking to Level 1 inputs and the lowest ranking to Level 3 inputs. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the overall fair value measurement. The Plan considers an input to be significant if it drives 10% or more of the total fair value of a particular asset. If the asset has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset.

The following is a description of the valuation methodologies used to measure fair value of assets held in the Plan:

Equity Securities. This category includes domestic and foreign common stocks and American Depositary Receipts (ADRs). Securities listed or traded on securities exchanges are valued at the closing price on the exchange or system where the security is principally traded. These securities are classified as Level 1 because quoted prices for identical securities in active markets are available.

Collective Investment Funds. Investments in KeyBank collective investment funds are valued at their closing net asset value. Because net asset values are based primarily on observable inputs, most notably quoted prices for the underlying assets, these investments are classified as Level 2.

Mutual Funds. Investments in mutual funds are valued at their closing net asset value. Exchange-traded mutual funds listed or traded on securities exchanges are valued at the closing price on the exchange or system where the security is principally traded. These securities are generally classified as Level 1 because quoted prices for identical securities in active markets are available.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

5 Fair Value Measurement, Continued

Debt Securities. Debt securities include U.S. and foreign-issued corporate notes and bonds, government agency obligations, government obligations, and municipal bonds. These securities are valued using evaluated prices provided by Interactive Data. Because the evaluated prices are based on observable inputs, such as dealer quotes, available trade information, spreads, bids and offers, prepayment speeds, U.S. Treasury curves and interest rate movements, securities in this category are classified as Level 2.

Insurance Investment Contracts. Deposits under investment contracts with insurance companies are valued by the insurance companies. As these valuations are determined using a significant amount of unobservable inputs, these investments are classified as Level 3.

Pooled Separate Accounts. Pooled separate accounts with insurance companies are valued by the insurance companies. As these valuations are determined using a significant amount of unobservable inputs, these investments are classified as Level 3.

Other Assets. This is an investment in a multi-manager, multi-strategy investment fund commonly known as a fund of funds. The investment is valued by the investment managers based on the fair value of the underlying investments. As this valuation is determined using a significant amount of unobservable inputs, this investment is classified as Level 3.

Assets are considered to be fair valued on a recurring basis if fair value is measured regularly (i.e., daily, weekly, monthly or quarterly). The following is a summary of the Plans' investments as of December 31, 2009 and 2008, by level in the fair value hierarchy.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

5 Fair Value Measurement, Continued

<u>December 31, 2009</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity securities:				
U.S.	\$ 373,827,192	\$ -	\$ -	\$ 373,827,192
International	55,192,119	-	-	55,192,119
Debt securities:				
Corporate bonds - U.S.	-	54,197,727	-	54,197,727
Corporate bonds - International	-	4,472,707	-	4,472,707
U.S. government and agency	-	54,963,441	-	54,963,441
State and municipal bonds	-	267,478	-	267,478
Mutual funds:				
U.S. equity	334,166	-	-	334,166
International equity	76,567,700	683,994	-	77,251,694
U.S. government and agency	50,098,919	-	-	50,098,919
Collective investment funds:				
Convertible securities	-	29,436,504	-	29,436,504
Short-term investments	-	64,298,403	-	64,298,403
Insurance Investment Contracts	-	-	9,301,351	9,301,351
Pooled Separate Accounts	-	-	1,341,579	1,341,579
Other Assets	-	-	26,530,471	26,530,471
	<u>\$ 556,020,096</u>	<u>\$ 208,320,254</u>	<u>\$ 37,173,401</u>	<u>\$ 801,513,751</u>

<u>December 31, 2008</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity Securities	\$ 347,441,705	\$ -	\$ -	\$ 347,441,705
Collective Investment Funds	-	95,798,783	-	95,798,783
Mutual Funds	61,706,706	-	-	61,706,706
Debt Securities	-	164,344,906	-	164,344,906
Insurance Investment Contracts	-	-	9,665,491	9,665,491
Pooled Separate Accounts	-	-	1,176,803	1,176,803
Other Assets	-	-	43,123,377	43,123,377
	<u>\$ 409,148,411</u>	<u>\$ 260,143,689</u>	<u>\$ 53,965,671</u>	<u>\$ 723,257,771</u>

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

5 Fair Value Measurement, Continued

The following table shows the changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008.

	Insurance		
	Investment	Pooled Separate	
	Contracts	Accounts	Other Assets
Balance at December 31, 2008	\$ 9,665,491	\$ 1,176,803	\$ 43,123,377
Unrealized appreciation (depreciation)	(677,468)	164,776	5,477,836
Purchases, sales, issuances and settlements, net	313,328	-	(22,070,742)
Balance at December 31, 2009	<u>\$ 9,301,351</u>	<u>\$ 1,341,579</u>	<u>\$ 26,530,471</u>
Balance at December 31, 2007	\$ 8,565,380	\$ 2,815,620	\$ 10,992,929
Unrealized appreciation (depreciation)	770,225	(1,638,817)	(11,869,552)
Purchases, sales, issuances and settlements, net	329,886	-	44,000,000
Balance at December 31, 2008	<u>\$ 9,665,491</u>	<u>\$ 1,176,803</u>	<u>\$ 43,123,377</u>

6 Actuarial Valuation

The present value of vested benefits (benefits to which participants are entitled regardless of future service with KeyCorp and its subsidiaries) under the Plan and the accrued benefits not vested were calculated by consulting actuaries based on personnel information provided by KeyCorp as of the end of each Plan year.

The actuarial present value of accumulated plan benefits as of December 31, 2009 and 2008 is as follows:

	2009	2008
Vested benefits of participants currently receiving benefits	\$ 300,491,069	\$ 292,196,361
Other vested benefits	<u>704,208,931</u>	<u>576,317,399</u>
	1,004,700,000	868,513,760
Non-vested benefits	<u>1,974,259</u>	2,290,086
Total Accumulated Plan Benefits	<u>\$ 1,006,674,259</u>	<u>\$ 870,803,846</u>

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

6 Actuarial Valuation, Continued

Changes in the accumulated Plan benefits during the years ended December 31, 2009 and 2008 are as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits at the beginning of the year	\$ 870,803,846	\$ 899,411,206
Increase (Decrease) during the year attributable to:		
Benefit payments	(74,303,165)	(85,433,686)
Benefits accumulated, increase for interest due to passage of time, and actuarial gains and losses	87,741,836	108,490,635
Change in assumptions	<u>122,431,742</u>	<u>(51,664,309)</u>
Net Increase (Decrease)	<u>135,870,413</u>	<u>(28,607,360)</u>
Actuarial present value of accumulated plan benefits at the end of the year	<u>\$ 1,006,674,259</u>	<u>\$ 870,803,846</u>

Listed below are the more significant assumptions underlying the actuarial computations for 2009 and 2008:

Actuarial cost method	Unit Credit cost method.
Mortality basis	The RP-2000 Generational Mortality Table.
Withdrawal	Decrease from 37.0% at age 21 to 6.2% at age 65 and over, adjusted for years of service.
Retirement age	An assumed incidence of retirement ranging from 10% at age 55 to 100% at age 70 and older.
Discount rate	5.25% and 5.75% for 2009 and 2008, respectively, compounded annually, net of expenses.
Salary scale	Not applicable for 2009 due to freezing of the Plan as of December 31, 2009

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

6 Actuarial Valuation, Continued

For 2008, salaries are assumed to increase by the sum of 2.5% per year plus a scaled percent of merit increases stratified by age ranging from 0.0% to 4.67%.

Cash balance interest
crediting rate

4.63% and 2.61% for 2009 and 2008, respectively,
compounded quarterly.

7 Annuity Contracts With Insurance Companies

Under the terms of several annuity contracts, Allstate Life Insurance Company (Allstate) assumed all future benefit liabilities for substantially all Ameritrust Retirement Income Plan participants that retired on or prior to February 23, 1988. Allstate reimburses the Plan for periodic benefit payments paid by the Plan to participants covered under the annuity contracts. Assets and liabilities pertaining to the annuity contracts, as well as the associated earnings and benefit payments, are excluded from these financial statements.

8 Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated December 17, 2008 stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

9 Transactions With Parties in Interest

KeyBank, an affiliate of KeyCorp, serves as trustee to the Plan's trust. Victory Capital Management, Inc. (Victory Capital), also an affiliate of KeyCorp, serves as the investment advisor to the Plan's trust. Neither KeyBank nor Victory Capital receives compensation from the trust for their services rendered to the trust. The fees relating to Victory Capital's services are paid for by KeyCorp, and totaled \$2,522,119 and \$3,887,281 for the years ended December 31, 2009 and 2008, respectively.

The Plan invests in the Austin Capital Safe Harbor ERISA Dedicated Fund, Ltd. (SHED). Austin Capital Management, Ltd. (ACM), an investment subsidiary of KeyCorp that specialized in managing hedge fund investments for its institutional customer base, manages the SHED. In April 2009, KeyCorp made the strategic decision to curtail the operations of ACM. Accordingly, the SHED will be liquidated, and redemptions will be made to all investors, including the Plan, on a pro-rata basis. At December 31, 2009 and 2008, the fair value of the Plan's investment in the SHED was \$26,530,471 and \$43,123,377, respectively. The fees related to the Plan's investment in the SHED are paid for by KeyCorp, and totaled \$617,584 and \$453,439 for the years ended December 31, 2009 and 2008, respectively.

During 2009 and 2008, the Plan received interest income of \$226,657 and \$1,014,177, respectively, and dividend income and capital gains of \$1,814,889 and \$2,988,399, respectively, from collective investment and mutual funds, which are advised by Victory Capital, and the SHED investment.

KeyBank serves as agent to the Plan in a securities lending agreement entered into in September 1997. See Note 11 ("Securities Lending") for details.

10 Reconciliation Between Financial Statements and Form 5500

The following is a reconciliation of the net assets available for Plan benefits per the financial statements to the Form 5500:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 794,290,941	\$ 718,004,775
Amounts allocated to terminated vested participants	(1,512,670)	(1,074,113)
Adjustment for investment contracts valued at fair value in the financial statements and at contract value in the Form 5500	<u>(185,264)</u>	<u>(862,732)</u>
Net assets available for benefits per Form 5500	<u>\$ 792,593,007</u>	<u>\$ 716,067,930</u>

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

10 Reconciliation Between Financial Statements and Form 5500, Continued

Amounts allocated to terminated vested participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year-end, but which had not been paid by year-end.

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	<u>2009</u>
Distributions to participants per the financial statements	\$ 74,303,165
Add amounts allocated to terminated vested participants in current year	1,512,670
Less amounts allocated to terminated vested participants in the prior year	<u>(1,074,113)</u>
Benefits paid to participants per the Form 5500	<u>\$ 74,741,722</u>

The following is a reconciliation of net realized and unrealized appreciation (depreciation) in fair value of investments per the financial statements to the Form 5500:

	<u>2009</u>
Net realized and unrealized appreciation (depreciation) in fair value of investments	\$ 136,013,389
Add current year adjustment for investment contracts valued at fair value in the financial statements and at contract value in the Form 5500	(185,264)
Less prior year adjustment for investment contracts valued at fair value in the financial statements and at contract value in the Form 5500	862,732
Reclassification of earnings related to the presentation of common collective trusts in the Form 5500	<u>241,138</u>
	<u>\$ 136,931,995</u>

NOTES TO FINANCIAL STATEMENTS

KeyCorp Cash Balance Pension Plan

11 Securities Lending

The Plan engages in securities lending, whereby certain securities in its portfolio are loaned to other institutions, generally for a short period of time. The Plan receives negotiated fees from securities lending activities, which are included in interest income on the Statement of Changes in Net Assets Available for Benefits. KeyBank, as agent for the Plan, receives U.S. Treasury obligations, cash, or other Federal- or state-backed government securities as collateral against the loaned securities in an amount equal to at least 102% of the fair value of the loaned securities at the inception of each loan. The collateral must be maintained at not less than 100% of the fair value of the loaned securities during the period of the loan.

At December 31, 2009 and 2008, the fair value of outstanding securities lent by the Plan were \$239,517,292 and \$201,805,268, respectively. During 2009 and 2008, the Plan received income related to its securities lending activities of \$154,720 and \$213,441, respectively.

In accordance with the applicable accounting guidance for transfers of financial assets, the Plan records the collateral received as both an asset and liability since the Plan is obligated to return the collateral upon receipt of the borrowed securities.

12 Risks and Uncertainties

The Plan invests in various investments, including interests in collective investment funds, insurance investment contracts and a fund of funds. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statement of Net Assets Available for Benefits.

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common Stock			
	Acergy S A	Common Stock	\$ 240,724	\$ 376,465
**	Administaff Inc	Common Stock	366,734	330,260
	Aegis Group PLC	Common Stock	221,814	323,339
**	Affiliated Managers Group Inc	Common Stock	1,038,035	1,203,544
**	Agnico Eagle Mines Ltd	Common Stock	623,221	623,970
	Aixtron AG	Common Stock	131,186	370,476
**	Alexander & Baldwin Inc	Common Stock	320,538	376,530
	Alcon Inc Fgn	Common Stock	2,924,936	5,655,612
**	Allete Inc	Common Stock	586,562	457,520
	Almirall SA	Common Stock	112,793	173,924
	Alten	Common Stock	252,587	309,206
**	Altera Corp	Common Stock	4,535,571	5,442,062
**	American Financial Group Inc	Common Stock	333,778	424,150
**	American Superconductor Corp	Common Stock	368,262	620,862
	Ameriprise Financial Inc	Common Stock	635,487	758,931
**	American Woodmark Corp	Common Stock	323,643	334,560
**	Amerisourcebergen Corp	Common Stock	1,088,611	1,309,105
	Ametek Inc	Common Stock	985,156	1,083,913
**	Amgen Inc	Common Stock	2,791,116	3,281,060

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	AMN Healthcare Services Inc	Common Stock	620,924	398,640
	Anadarko Pete Corp	Common Stock	3,596,538	6,012,544
	Andritz AG	Common Stock	217,340	324,862
**	Anixter International Inc	Common Stock	361,882	376,800
	Apache Corp	Common Stock	1,399,366	1,650,720
**	Applied Materials Inc	Common Stock	7,880,009	8,626,839
**	Aptargroup Inc	Common Stock	230,700	321,660
**	Arkansas Best Corp Del	Common Stock	521,627	509,139
	ASOS PLC	Common Stock	223,498	234,409
**	Astec Inds Inc	Common Stock	351,108	325,974
	ATC Technology Corp	Common Stock	263,582	357,750
	ATMI Inc	Common Stock	623,729	456,190
	Ausenco Ltd	Common Stock	181,239	225,761
	Autogrill S P A	Common Stock	217,677	346,250
**	Avon Products Inc	Common Stock	1,074,603	1,039,500
	Azimut Holding S P A	Common Stock	282,823	406,509
	Babcock International Group PLC Fgn	Common Stock	321,253	277,474
**	Bank Of America Corp	Common Stock	8,053,507	8,636,910
	Barrick Gold Corp Fgn	Common Stock	5,305,732	5,826,113
**	Bed Bath & Beyond Inc	Common Stock	803,975	1,115,134

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Bekaert N V	Common Stock	247,551	290,946
	Benchmark Electrs Inc	Common Stock	373,358	359,290
	Binckbank N V	Common Stock	265,146	273,078
**	BJs Wholesale Club Inc	Common Stock	415,140	408,875
**	Block H & R Inc	Common Stock	1,063,540	1,368,284
	Bob Evans Farms Inc	Common Stock	301,690	333,040
	Borg Warner Inc	Common Stock	924,145	995,205
	Boskalis Westminster	Common Stock	262,837	380,257
	Bradken Ltd	Common Stock	261,849	276,901
	Brocade Communications Sys Inc	Common Stock	769,203	737,409
**	Brown Shoe Co Inc	Common Stock	409,933	296,100
	Burckhardt Compression Hldg A G Fgn	Common Stock	171,548	181,466
**	CACI International Inc	Common Stock	455,366	464,075
	Cal Dive International Inc	Common Stock	510,448	365,148
**	Callaway Golf Co	Common Stock	350,167	392,080
	Cameron International Corp	Common Stock	996,623	1,224,740
**	Cato Corp New	Common Stock	439,408	486,455
	C & C Group PLC	Common Stock	316,411	331,135
**	Celadon Group Inc	Common Stock	266,783	341,406
**	Cerner Corp	Common Stock	653,657	939,816

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Charles Schwab Corp	Common Stock	7,127,961	7,756,400
**	Checkpoint Systems Inc	Common Stock	258,866	336,567
**	Church & Dwight Inc	Common Stock	471,211	465,465
**	Ciena Corp	Common Stock	527,032	579,290
**	Cimarex Energy Co	Common Stock	202,276	328,414
**	Cintas Corp	Common Stock	842,388	803,295
**	Citrix Sys Inc	Common Stock	458,626	632,472
	CKD Corp	Common Stock	269,115	233,008
**	Cliffs Natural Resources Inc	Common Stock	593,828	723,613
**	Coca Cola Enterprises Inc	Common Stock	697,520	718,680
	Colgate Palmolive Co	Common Stock	1,571,637	2,135,900
**	Comerica Inc	Common Stock	882,620	1,234,252
**	Comfort Systems USA Inc	Common Stock	346,540	481,260
**	Commercial Metals Co	Common Stock	365,837	305,175
**	Conmed Corp	Common Stock	232,871	353,400
	Consolidated Graphics Inc	Common Stock	163,086	280,160
**	Cooper Cos Inc	Common Stock	279,959	362,140
	Corn Products International Inc	Common Stock	271,665	379,990
**	Corporate Office Pptys Trust	Common Stock	764,280	871,794
	Cosmos Pharmaceutical Corp	Common Stock	241,351	239,391

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CSE Global Ltd	Common Stock	244,145	258,146
	CVS/Caremark Corp	Common Stock	7,136,594	6,220,427
**	Cypress Semiconductor Corp	Common Stock	396,237	640,781
	Daiseki Co Ltd Fgn	Common Stock	228,364	260,230
	Demap Cranes AG	Common Stock	264,702	244,513
	Denki Kagaku Kogyo K K	Common Stock	289,229	285,299
**	Dick's Sporting Goods Inc	Common Stock	689,372	867,714
**	Diebold Inc	Common Stock	376,871	412,525
	Digital Realty Trust Inc	Common Stock	740,932	1,010,628
	Disco Corp	Common Stock	258,300	254,117
	Discovery Communications Inc Ser A	Common Stock	633,666	978,986
**	Dolby Laboratories Inc	Common Stock	169,921	170,873
	DSV A/S	Common Stock	307,977	428,253
	Electronics for Imaging Inc	Common Stock	606,344	520,097
**	EMC Corp	Common Stock	8,970,690	10,709,110
**	Emcor Group Inc	Common Stock	330,652	403,500
	Energen Corp	Common Stock	303,687	444,600
	EnSCO Intl PLC	Common Stock	2,862,105	2,695,950
**	Estee Lauder Cos Inc	Common Stock	1,630,501	1,941,654
	Euler Hermes S A	Common Stock	263,826	414,350

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Eurofins Scientific Fgn	Common Stock	161,177	161,639
	Exedy Corp	Common Stock	206,200	258,368
	Exelon Corp	Common Stock	415,532	296,348
**	Expeditors Intl Wash Inc	Common Stock	3,470,117	3,828,177
	Ezra Holdings Ltd	Common Stock	265,049	342,783
**	Fair Isaac Corp	Common Stock	358,854	447,510
	Fairchild Semiconductor Intl Cl A	Common Stock	355,700	352,717
	First Niagara Finl Group Inc	Common Stock	457,793	496,587
**	Ford Motor Co	Common Stock	1,655,306	2,085,000
	Forest Labs Inc	Common Stock	1,054,141	1,138,299
**	Franklin Street Pptys Corp	Common Stock	320,234	372,555
**	G & K Services Inc	Common Stock	341,254	389,515
	Gallagher Arthur J & Co	Common Stock	306,849	292,630
**	GATX Corp	Common Stock	447,699	445,625
	General Elec Co	Common Stock	2,659,821	2,839,220
**	Genesee & Wyo Inc	Common Stock	257,552	326,400
	Gildemeister AG	Common Stock	275,139	268,624
	Golden Eagle Retail Group	Common Stock	136,817	308,463
	Greatbatch Inc	Common Stock	287,113	288,450
	Grupo Catalana Occidente SA	Common Stock	250,588	267,976

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

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Plan Number 003

December 31, 2009

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**	Halliburton Co	Common Stock	7,930,278	8,971,725
	Halma PLC	Common Stock	235,589	279,800
	Hana Tour Service Inc	Common Stock	306,729	303,190
**	Hanover Insurance Group Inc	Common Stock	187,893	199,935
	Harris Corp Del	Common Stock	844,095	924,847
	Harris Stratex Networks Inc	Common Stock	441,603	457,442
**	Hasbro Inc	Common Stock	995,558	1,292,659
	Hastie Group Ltd	Common Stock	223,890	204,644
**	HCP Inc Reit	Common Stock	910,171	1,079,436
**	Healthcare Rlty Tr Reit	Common Stock	409,193	364,820
**	Heidrick & Struggles Intl	Common Stock	293,587	359,260
	Hellenic Exchanges S A Holdings	Common Stock	64,359	45,654
	Hess Corp	Common Stock	3,020,533	3,478,750
	Hexagon AB	Common Stock	287,443	473,868
**	Hexcel Corp New	Common Stock	592,280	535,100
	Hill-Rom Holdings Inc	Common Stock	349,620	419,825
**	H J Heinz Co	Common Stock	1,280,379	1,667,640
**	Holly Corp	Common Stock	540,329	458,777
**	Iberiabank Corp	Common Stock	245,931	322,860
**	Illinois Tool Wks Inc	Common Stock	720,985	1,247,740

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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**	Independent Bk Corp	Common Stock	509,102	425,544
	Ingersoll Rand PLC	Common Stock	1,918,541	2,233,750
	Innophos Holdings Inc	Common Stock	301,142	373,425
	Invesco Ltd	Common Stock	4,679,118	5,010,769
**	Intel Corp	Common Stock	10,124,186	10,238,842
	Intermediate Capital Group PLC	Common Stock	262,739	242,434
	Intralot S A	Common Stock	268,788	219,290
**	Jack in the Box Inc	Common Stock	368,457	354,060
	JB Hi-Fi Limited	Common Stock	232,725	386,101
**	J M Smucker Co	Common Stock	881,191	1,209,374
**	Johnson & Johnson	Common Stock	6,700,652	6,956,280
**	Juniper Networks Inc	Common Stock	267,384	426,720
**	Kadant Inc	Common Stock	464,468	439,586
**	Kellogg Co	Common Stock	2,486,737	2,527,000
	Kendle Intl Inc	Common Stock	272,429	371,968
	Kennametal Inc	Common Stock	370,053	401,760
	Kingboard Laminates Holding	Common Stock	158,364	162,323
**	Knight Capital Group Inc Cl A	Common Stock	346,760	361,900
**	Kohls Corp	Common Stock	916,900	1,068,623
**	Korn Ferry International	Common Stock	281,661	305,250

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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December 31, 2009

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	Kroger Co	Common Stock	4,134,677	4,188,120
**	Laboratory Corp Amer Hldgs	Common Stock	884,908	1,028,302
**	Lam Resh Corp	Common Stock	3,279,925	5,175,720
**	Lasalle Hotel Properties Reit	Common Stock	339,789	295,097
**	Layne Christensen Co	Common Stock	179,536	287,100
**	Lazard Ltd	Common Stock	360,862	436,617
	LG Innotek Co Ltd	Common Stock	317,123	266,371
	Lincoln Electric Holdings Inc	Common Stock	314,335	427,680
**	Lincoln National Corp Ind	Common Stock	1,103,843	1,150,949
	Lockheed Martin Corp	Common Stock	4,481,782	4,370,300
**	Lowes Cos Inc	Common Stock	12,018,461	12,530,608
**	Maidenform Brands Inc	Common Stock	291,536	350,490
**	Manhattan Associates Inc	Common Stock	350,328	432,720
**	Mariner Energy Inc	Common Stock	456,660	394,740
**	Mastec Inc	Common Stock	464,965	475,375
**	Max Capital Group Ltd Fgn	Common Stock	267,151	379,100
**	Maxim Integrated Prods Inc	Common Stock	1,020,061	1,300,480
	McAfee Inc	Common Stock	1,204,106	1,237,385
	MDU Resources Group Inc	Common Stock	1,157,694	1,120,339
	Mead Johnson Nutrition Co	Common Stock	1,757,753	1,791,700

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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December 31, 2009

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	Megane Top Co Ltd	Common Stock	128,454	163,941
**	Merck & Co Inc	Common Stock	5,654,493	5,535,810
	Meyer Burger Technology AG Fgn	Common Stock	275,712	288,070
**	Micron Technology Inc	Common Stock	634,717	1,135,200
**	Microsemi Corporation	Common Stock	614,578	799,573
**	Microsoft Corp	Common Stock	10,153,287	11,399,520
	Midas Holdings LTD	Common Stock	270,109	342,067
**	MKS Instruments Inc	Common Stock	478,962	478,500
**	Monster Worldwide Inc	Common Stock	267,369	356,700
**	Motorola Inc	Common Stock	5,466,059	5,564,005
**	MTS Sys Corp	Common Stock	369,496	482,775
**	Mueller Inds Inc	Common Stock	659,485	534,060
	Nabtesco Corp	Common Stock	164,725	261,388
	Nestle S A	Common Stock	4,405,192	4,443,332
	Newfield Expl Co	Common Stock	910,067	1,048,038
**	Newmont Mining Corp	Common Stock	3,166,022	3,770,607
**	News Corp Inc Cl A	Common Stock	1,039,360	1,925,088
	New York Community Bancorp Inc	Common Stock	1,397,401	1,451,000
	Nexans S A	Common Stock	269,905	259,723
	Nifco Inc	Common Stock	186,422	282,057

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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December 31, 2009

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	Niscayah Group AB	Common Stock	290,289	267,843
**	Noble Energy Inc	Common Stock	995,131	1,227,121
**	Nordstrom Inc	Common Stock	434,011	695,230
	Northern TR Corp	Common Stock	6,017,435	5,694,780
	Northwestern Corp	Common Stock	316,479	312,240
**	NRG Energy Inc	Common Stock	1,097,449	1,077,560
**	Nucor Corp	Common Stock	6,131,095	7,440,675
**	Olin Corp	Common Stock	461,080	539,616
**	Open Text Corp	Common Stock	738,497	783,732
**	Oracle Corp	Common Stock	4,507,736	5,959,122
	Orbotech Ltd	Common Stock	266,548	134,029
	Outotec OYJ	Common Stock	265,833	334,261
**	Owens Ill Inc	Common Stock	958,953	883,710
**	Pacwest Bancorp	Common Stock	458,348	503,750
**	Panera Bread Co	Common Stock	616,585	663,041
	Parkway Holdings Limited Fgn Com	Common Stock	261,794	374,364
**	Patterson Cos Inc	Common Stock	829,779	858,706
	Patterson-Uti Energy Co	Common Stock	445,420	445,150
**	Paychex Inc	Common Stock	2,842,470	2,910,800
**	Penn Va Corp	Common Stock	543,940	521,605

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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**	Perkinelmer Inc	Common Stock	294,807	360,325
	Persimmon PLC	Common Stock	227,094	300,914
**	Petmed Express Inc	Common Stock	343,949	370,860
	Pfizer Inc	Common Stock	8,866,927	10,422,870
**	Pharmaceutical Prod Dev Inc	Common Stock	510,966	574,280
	Pharmerica Corp	Common Stock	63,187	63,520
	Pigeon Corp	Common Stock	186,178	289,339
**	Platinum Underwriters Hldgs Ltd Fgn	Common Stock	334,298	440,335
**	PNC Financial Services Group Inc	Common Stock	440,422	670,116
	Portec Rail Products Inc	Common Stock	219,848	223,839
**	PPG Inds Inc	Common Stock	993,114	1,123,968
**	Precision Castparts Corp	Common Stock	1,012,372	1,097,983
**	Prosperity Bancshares Inc	Common Stock	296,195	424,935
	PS Business Parks Inc REIT	Common Stock	246,472	250,250
**	Pulte Homes Inc	Common Stock	931,467	775,340
	Ramirent Oyj	Common Stock	273,990	240,158
	Raytheon Co	Common Stock	3,842,071	4,224,640
**	Regal Beloit Corp	Common Stock	298,070	363,580
	Rheinmetall AG	Common Stock	204,447	349,773
	Rhoen-Klinikum AG	Common Stock	279,196	338,770

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

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**	Robert Half Intl Inc	Common Stock	693,209	870,863
	Rockwool International A/S	Common Stock	189,774	213,220
**	Roper Inds Inc New	Common Stock	794,006	951,825
	Rotork PLC Fgn	Common Stock	294,685	317,409
**	RPC Inc	Common Stock	429,655	446,160
	RRI Energy Inc	Common Stock	362,900	311,740
**	Rush Enterprises Inc	Common Stock	311,638	350,755
	Safety Insurance Group Inc	Common Stock	407,543	434,760
	Schibsted ASA	Common Stock	96,014	99,093
**	Schlumberger Ltd Fgn	Common Stock	12,966,476	12,624,726
**	Schulman A Inc	Common Stock	476,662	492,291
	Seek Ltd	Common Stock	272,860	315,301
**	Sensient Technologies Corp	Common Stock	293,613	302,450
**	Sherwin Williams Co	Common Stock	1,507,556	1,911,150
	SIG PLC	Common Stock	321,976	281,462
**	Sigma Designs Inc	Common Stock	462,712	369,150
	Sika AG	Common Stock	267,955	415,565
	Singapore Airport Terminal Services	Common Stock	284,018	306,401
**	Smith A O	Common Stock	382,709	433,900
	Southern Un Co New	Common Stock	920,885	805,850

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**	Southwest Airlines Co	Common Stock	3,782,919	4,904,853
**	Spartan Stores Inc	Common Stock	409,414	435,845
**	SRA International Inc	Common Stock	562,320	458,400
**	St Jude Med Inc	Common Stock	545,459	525,733
	St Mary Land & Exploration Co	Common Stock	179,547	272,653
**	Stancorp Financial Group Inc	Common Stock	936,507	1,220,610
	Standard Microsystems Corp	Common Stock	461,223	342,870
**	Starwood Hotels & Resorts WW Inc	Common Stock	688,151	967,167
**	Steiner Leisure Ltd	Common Stock	370,302	417,480
	Sterling Construction Co Inc	Common Stock	287,258	334,950
	Sung Kwang Bend Co Ltd	Common Stock	285,390	306,045
	Suntrust Banks Inc	Common Stock	166,969	167,393
**	Superior Energy Services Inc	Common Stock	357,713	473,655
	Symantec Corp	Common Stock	1,059,975	1,221,511
	Symmetry Medical Inc	Common Stock	156,677	165,230
	Sysmex Corp Fgn	Common Stock	274,461	328,213
**	Taiwan Semiconductor Mfg Co Spons ADR	Common Stock	7,059,980	7,880,673
**	Target Corp	Common Stock	5,303,751	6,739,489
**	TD Ameritrade Holding Corp	Common Stock	991,153	979,078
	Tecan Group AG	Common Stock	81,799	84,281

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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	Techtronic Industries Co Ltd	Common Stock	251,855	348,611
	Teleflex Inc	Common Stock	354,587	377,230
	Tesco Corp	Common Stock	212,967	293,703
**	Teva Pharmaceutical Inds Ltd Spons ADR	Common Stock	5,588,509	6,797,780
**	Texas Inds Inc	Common Stock	378,904	279,920
	TGS Nopec Geophysical Co ASA	Common Stock	247,779	299,661
**	Thomas & Betts Corp	Common Stock	278,708	340,005
	Tognum AG	Common Stock	251,910	271,314
**	Toll Brothers Inc	Common Stock	2,330,293	2,070,022
	Toshiba Plant Sys & Svcs Corp	Common Stock	261,687	302,143
	Transpacific Inds Group Ltd	Common Stock	327,180	302,756
	Trevi Finanziaria S P A	Common Stock	254,709	270,769
**	Trinity Inds Inc	Common Stock	412,645	283,487
	Tsubakimoto Chain Co	Common Stock	247,535	220,282
	Tubacex SA	Common Stock	214,739	184,069
	Tyco International Ltd Fgn	Common Stock	3,822,837	6,186,412
	Ultra Electronics Hldgs Plc Fgn	Common Stock	266,350	247,245
	Unicharm Petcare Corp	Common Stock	155,033	232,258
**	United Parcel Service Inc	Common Stock	9,134,154	9,870,566
**	Universal Technical Institute	Common Stock	260,369	373,700

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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	URS Corp	Common Stock	1,220,638	1,326,251
**	Verizon Communications Inc	Common Stock	3,777,438	4,174,380
**	Viad Corp	Common Stock	290,476	350,710
**	Washington Reit	Common Stock	333,376	399,475
**	Waste Management	Common Stock	2,307,675	2,417,415
**	Waters Corp	Common Stock	716,679	1,081,512
	Weatherford International LTD	Common Stock	5,905,823	5,576,279
**	WGL Holdings Inc	Common Stock	448,720	452,790
**	White Mountains Insurance Group	Common Stock	297,576	449,091
	Wirecard AG	Common Stock	272,276	293,186
**	Wisconsin Energy Corp	Common Stock	591,484	676,442
	XTEP International Holdings Ltd	Common Stock	35,033	46,846
**	Yahoo! Inc	Common Stock	6,035,589	5,940,707
**	Zenith Natl Ins Corp	Common Stock	529,443	416,640
	Total Common Stock		<u>\$ 382,305,827</u>	<u>\$ 429,019,311</u>
Collective Investment Funds				
*	EB Money Market Fund	Money Market Fund	\$ 29,436,504	\$ 29,436,504
*	EB Convertible Securities Fund	Convertible Securities Fund	29,627,719	64,298,403
	Total Collective Investment Funds		<u>\$ 59,064,223</u>	<u>\$ 93,734,907</u>

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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	Mutual Funds			
	Fidelity Inst Treasury III Fund	Money Market Fund	\$ 683,994	\$ 683,994
*	Ishares Msci Eafe Index Fund Closed-End Fund	Index Fund	79,210,191	63,666,805
*/**	Ishares Russell Midcap Index Fd Closed-End Fu	Index Fund	318,987	334,166
	Vanguard Inflation-Protected Open-End Fund	Inflation-Protected Fund	48,382,353	50,098,919
*	William Blair Emer Mkts Grwth Fd Open-End F	Growth Fund	16,403,340	12,900,895
	Total Mutual Funds		<u>\$ 144,998,865</u>	<u>\$ 127,684,779</u>
	U.S. Government and Agency Issues			
***	FNMA Single Family 4.500%	Pool TBA 4.500% 15 yr maturity	772,491	761,046
***	GNMA II Jumbos	Pool TBA 4.500% 15 yr maturity	755,956	739,304
	Freddie Mac Gold	Pool D070285 6.00% Due 04/01/26	-	23,913
	Freddie Mac Gold	Pool G01947 7.00% Due 05/01/35	448,151	440,309
	Freddie Mac Gold	Pool G13020 5.50% Due 11/01/22	271,709	272,392
	Freddie Mac Gold	Pool G08023 6.50% Due 11/01/34	124,125	131,930
	Freddie Mac Gold	Pool G08086 5.50% Due 10/01/35	162,215	174,443
**	Freddie Mac Gold	Pool G12399 6.00% Due 09/01/21	514,291	529,036
	Freddie Mac Gold	Pool G02554 6.50% Due 11/01/34	144,542	149,723
	Freddie Mac Gold	Pool G05467 6.50% Due 06/01/34	907,591	896,607

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	Freddie Mac Gold	Pool J05796 5.50% Due 10/01/22	125,674	125,662
	Freddie Mac Gold	Pool P10020 5.50% Due 11/01/17	190,597	189,072
	Freddie Mac Gold	Pool C77935 8.00% Due 06/01/30	107,334	29,952
	Freddie Mac Gold	Pool C00653 6.50% Due 07/01/28	13,354	34,117
	Freddie Mac Gold	Pool C00785 6.50% Due 06/01/29	19,884	29,434
	Freddie Mac Gold	Pool C01649 5.50% Due 10/01/33	238,158	246,343
	Freddie Mac Gold	Pool A90303 4.50% Due 12/01/39	1,169,688	1,151,872
	Freddie Mac Gold	Pool A11986 5.00% Due 08/01/33	211,540	220,634
	Freddie Mac Gold	Pool A12329 5.00% Due 08/01/33	60,542	65,099
**	Freddie Mac Gold	Pool A12894 5.00% Due 08/01/33	365,744	414,663
**	Freddie Mac Gold	Pool A16175 6.50% Due 08/01/29	375,990	397,636
	Freddie Mac Gold	Pool C80398 6.50% Due 05/01/26	2,194	47,323
	Fannie Mae	Pool 100254 8.00% Due 12/15/24	369,557	219,652
	Fannie Mae	Pool 251967 6.50% Due 09/01/28	-	46,384
	Fannie Mae	Pool 252162 6.50% Due 12/01/28	104,181	83,143
	Fannie Mae	Pool 252874 7.50% Due 11/01/29	50,733	52,899
**	Fannie Mae	Pool 254145 5.50% Due 01/01/32	263,886	269,195
	Fannie Mae	Pool 323925 6.00% Due 09/01/29	97,681	129,296
	Fannie Mae	Pool 323995 6.00% Due 10/01/29	96,736	101,411
	Fannie Mae	Pool 357140 6.00% Due 07/01/31	80,980	79,133

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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Key Corp
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December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Fannie Mae	Pool 399910 7.00% Due 12/01/27	5,097	4,360
	Fannie Mae	Pool 426861 8.50% Due 11/01/17	17,330	7,539
	Fannie Mae	Pool 447808 6.50% Due 05/01/29	40,961	38,570
	Fannie Mae	Pool 523829 8.00% Due 11/01/19	77,401	54,582
	Fannie Mae	Pool 523849 10.00% Due 11/01/13	102,237	13,666
	Fannie Mae	Pool 523851 10.50% Due 11/01/13	55,581	7,768
	Fannie Mae	Pool 523853 11.00% Due 11/01/13	125,632	14,805
	Fannie Mae	Pool 535441 8.00% Due 03/01/30	21,852	18,176
	Fannie Mae	Pool 545382 8.00% Due 11/01/28	79,572	48,444
	Fannie Mae	Pool 567835 6.00% Due 10/01/30	179,959	183,220
	Fannie Mae	Pool 677279 5.50% Due 01/01/33	244,408	248,736
**	Fannie Mae	Pool 677442 5.50% Due 01/01/33	558,904	594,073
	Fannie Mae	Pool 678132 6.00% Due 01/01/33	203,022	211,624
	Freddie Mac	CMO T-42 A5 7.50% Due 02/25/42	467,712	380,373
	Fannie Mae	Pool 683951 5.50% Due 02/01/33	233,037	228,090
	Fannie Mae	Pool 688983 6.00% Due 05/01/33	215,102	193,655
**	Fannie Mae	Pool 694943 5.50% Due 04/01/33	325,290	314,874
	Fannie Mae	Pool 713706 5.50% Due 08/01/33	34,319	34,331
**	Fannie Mae	Pool 713735 5.00% Due 09/01/33	80,268	88,907
	Fannie Mae	Pool 723258 6.50% Due 07/01/32	72,367	58,765

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**	Fannie Mae	Pool 725027 5.00% Due 11/01/33	1,705,603	1,698,224
**	Fannie Mae	Pool 725205 5.00% Due 03/01/34	1,253,117	1,404,568
**	Fannie Mae	Pool 725232 5.00% Due 03/01/34	646,806	685,409
	Fannie Mae	Pool 725705 5.00% Due 08/01/34	1,015,619	1,005,485
	Fannie Mae	Pool 733868 6.00% Due 12/01/32	370,377	389,421
**	Fannie Mae	Pool 735036 5.50% Due 12/01/34	1,101,845	1,202,908
**	Fannie Mae	Pool 735455 5.00% Due 03/01/34	646,822	699,352
**	Fannie Mae	Pool 735989 5.50% Due 02/01/35	468,440	504,752
	Fannie Mae	Pool 735997 5.50% Due 11/01/35	336,925	334,571
**	Fannie Mae	Pool 737574 5.50% Due 09/01/33	616,760	654,788
	Fannie Mae	Pool 745275 5.00% Due 02/01/36	974,765	964,266
	Fannie Mae	Pool 756181 5.50% Due 12/01/33	99,347	102,092
**	Fannie Mae	Pool 762505 5.50% Due 11/01/33	726,829	748,902
**	Fannie Mae	Pool 762620 5.50% Due 12/01/33	411,086	420,654
	Fannie Mae	Pool 763626 5.50% Due 01/01/34	145,421	158,591
	Fannie Mae	Pool 823753 6.50% Due 11/01/31	243,680	244,707
**	Fannie Mae	Pool 838927 6.00% Due 08/01/35	232,247	242,643
	Fannie Mae	Pool 888430 5.00% Due 11/01/33	383,488	400,901
**	Fannie Mae	Pool 888606 4.50% Due 01/01/35	1,193,637	1,242,738
	Fannie Mae	Pool 888651 6.00% Due 07/01/36	1,734,309	1,710,298

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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	Fannie Mae	Pool 889297 5.50% Due 02/01/22	916,219	943,536
	Fannie Mae	Pool 889307 5.00% Due 07/01/37	337,065	352,600
	Fannie Mae	Pool 891805 6.00% Due 06/01/36	154,570	162,337
	Fannie Mae	Pool 896867 5.50% Due 04/01/22	242,206	242,222
**	Fannie Mae	Pool 900852 6.00% Due 01/01/37	1,412,730	1,486,308
	Fannie Mae	Pool 902340 5.50% Due 11/01/36	27,658	30,095
**	Fannie Mae	Pool 902551 6.00% Due 11/01/36	457,763	479,457
	Fannie Mae	Pool 918508 6.00% Due 05/01/37	101,105	106,954
	Fannie Mae	Pool 931125 4.00% Due 05/01/39	1,526,807	1,498,053
	Fannie Mae	Pool 940617 6.00% Due 08/01/22	169,115	169,066
	Fannie Mae	Pool 944405 6.00% Due 08/01/22	277,188	274,520
	Fannie Mae	Pool 979576 Due 10/01/23	282,915	284,668
	Fannie Mae	Pool 988957 Due 08/01/23	202,430	201,567
	Government Natl Mtg Assn	Pool 782547 7.50% Due 02/15/35	970,316	974,369
	International Bk For Recon&Dev	Deb 7.625% Due 01/19/23	86,040	80,345
**	United States Treasury	Bonds 4.50% Due 08/15/39	402,342	395,823
**	United States Treasury	Notes 4.25% Due 01/15/11	5,725,486	5,621,175
**	United States Treasury	Notes 2.125% Due 04/30/10	11,531,894	11,503,724
**	United States Treasury	Notes 1.50% Due 07/15/12	461,482	463,722
**	United States Treasury	Notes 3.375% Due 11/15/19	1,949,293	1,923,760

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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**	United States Treasury Total U.S. Government and Agency Issues	Notes 2.125% Due 11/30/14	2,190,949 \$ 54,918,271	2,157,689 \$ 54,963,441
Corporate Bonds				
	Agilent Technologies Inc	Note 6.50% Due 11/01/17	\$ 1,213,268	\$ 1,232,861
	Alcoa Inc	Note 5.72% Due 02/23/19	1,444,750	1,571,099
	Alliant Energy Corp	Senior Note 4.00% Due 10/15/14	428,499	430,107
	Ameren Corp	Senior Note 8.875% Due 05/15/14	1,363,266	1,353,480
	American Home Prods Corp	Note 6.950% Due 03/15/11	96,235	96,143
	AT&T Wireless Services Inc	Note 8.125% Due 05/01/12	82,227	80,225
**	Bank Of America Corp	Senior Note 6.25% Due 04/15/12	209,970	214,264
	Bear Stearns Coml Mtg Secs Inc	CMO SEQ PYR 2001-TOP4 A3 5.61% Due 11/15/33	462,569	502,320
	Boeing Capital Corp	Senior Note 6.10% Due 03/01/11	64,472	63,422
	Boeing Capital Corp	Bond 5.80% Due 01/15/13	63,946	65,340
**	Boston Scientific Corp	Senior Note 4.50% Due 01/15/15	932,139	936,907
	Boston Scientific Corp	Senior Note 6.00% Due 01/15/20	2,911,700	2,912,073
	Burlington Northern Santa Fe	Senior Bond 7.082% Due 05/13/29	765,632	738,274
	Burlington Northern Santa Fe	Note 7.125% Due 12/15/10	58,758	58,374
**	Burlington Northern Santa Fe	Senior Note 5.75% Due 03/15/18	86,315	90,291
**	Caterpillar Financial Svcs Corp	Med Term Note Ser F 4.60% Due 01/15/14	47,573	52,662

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	Chase Mortgage Finance Corp	CMO 2005-A1 M Fl Rt% Due 12/25/35	936,551	79,149
	Chase Mortgage Finance Corp	CMO 2007-S1 AM 6.00% Due 02/25/37	393,813	39,542
	Chase Mortgage Finance Corp	CMO 2007-A1 1M Fl Rt% Due 02/25/37	744,067	195,369
	Chase Mortgage Finance Corp	CMO 2007-A1 2B1 Fl Rt% Due 03/25/37	178,248	1,798
	Chase Mortgage Finance Corp	CMO 2007-A1 1B2 Fl Rt% Due 02/25/37	326,908	49,901
	Chase Mortgage Finance Trust	CMO 2007-A2 1M Fl Rt% Due 07/25/37	270,579	76,505
	Cincinnati Financial Corp	Senior Note 6.125% Due 11/01/34	100,233	88,281
	Citigroup Inc	Sub Note 5.00% Due 09/15/14	95,341	96,402
	Citigroup Commercial Mtg Tr	CMO 2006-C4 AM Fl Rt% Due 03/15/49	394,187	422,102
	Citigroup/Deutsche Comm'l Mtg	CMO SEQ PRY 2007-CD5 A4 5.886% Due 11/15/44	110,359	104,742
**	City National Capital Trust I	Sub Deb 9.625% Due 02/01/40	478,933	515,123
	Coca Cola Enterprises Inc	Deb 8.500% Due 02/01/22	94,860	91,187
**	Comcast Corp	Note 4.95% Due 16/15/16	180,159	195,126
	Comcast Corp	Note 6.45% Due 03/15/37	118,488	123,728
	Constellation Energy Group Inc	Bond 7.60% Due 04/01/32	1,560,158	1,634,325
	Constellation Energy Group Inc	Note 4.55% Due 06/15/15	628,425	666,796
	Cox Communications Inc	Note 7.125% Due 10/01/12	258,073	269,934
	Credit Suisse First Boston USA	Note 6.50% Due 01/15/12	281,583	288,370
**	CVS Caremark Corp	Senior Bond 6.125% Due 09/15/39	2,463,859	2,482,705
**	Daimlerchrysler N A Hldg Corp	Bond 8.50% Due 01/18/31	113,208	113,053

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	Daimlerchrysler N A Hldg Corp	Senior Note 7.30% Due 01/15/12	190,727	190,250
	Dominion Resources Inc	Senior Note Ser C 5.15% Due 07/15/15	149,549	164,047
	Dominion Resources Inc	Senior Note 5.60% Due 11/15/16	233,754	243,874
	Donnelley R R & Sons Co	Senior Note 5.50% Due 05/15/15	1,421,675	1,413,601
	Dow Chemical Co	Note 6.00% Due 10/01/12	5,229	5,379
	Enterprise Products Partners LP	Senior Note 7.50% Due 02/01/11	205,201	222,510
	General Elect Cap Corp	Med Term Note Ser A 6.15% Due 08/07/37	135,540	127,483
	Goldman Sachs Group Inc	Bond 6.875% Due 01/15/11	134,289	132,554
	Goldman Sachs Group Inc	Senior Note 5.75% Due 10/01/16	239,281	247,690
	GSR Mortgage Loan Trust	CMO 2006-9F M1 Fl Rt% Due 10/25/36	245,426	60,158
	HSBC Finance Corp	Note 6.75% Due 05/15/11	223,286	220,888
	IBM Corp	Deb 6.50% Due 01/15/28	127,998	125,278
**	Incitec Pivot Finance LLC	Note Ser 144a 6.00% Due 12/10/19	2,029,337	1,988,754
	Inter Amern Dev Bk	Senior Unsub Note 4.50% Due 09/15/14	341,072	366,577
	International Business Machines	Note 4.75% Due 11/29/12	1,005	1,074
	JP Morgan Mortgage Trust	CMO 2006-A1 B1 Fl Rt% Due 02/25/36	779,221	72,490
	JP Morgan Mortgage Trust	CMO 2006-A2 IB1 Fl Rt% Due 04/25/36	1,517,613	87,572
	JP Morgan Mortgage Trust	CMO 2005-A1 IB1 Fl Rt% Due 02/25/35	913,215	496,579
	JP Morgan Mortgage Trust	CMO 2005-A2 B1 Fl Rt% Due 04/25/35	1,211,243	401,258
	JP Morgan Mortgage Trust	CMO 2005-A3 1B1 Fl Rt% Due 06/25/35	2,132,793	384,489

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	JP Morgan Mortgage Trust	CMO 2005-A4 B1 Fl Rt% Due 07/25/35	906,800	197,009
	JP Morgan Mortgage Trust	CMO 2005-A5 IB1 Fl Rt% Due 08/25/35	555,119	122,038
	JP Morgan Mortgage Trust	CMO 2005-A6 IB1 Fl Rt% Due 09/25/35	861,855	141,954
	JP Morgan Mortgage Trust	CMO 2006-S4 B1 Fl Rt% Due 01/25/37	552,323	31,105
	JP Morgan Mortgage Trust	CMO 2007-A1 B1 Fl Rt% Due 07/25/35	638,785	77,249
	JP Morgan Mortgage Trust	CMO 2007-A2 B2 Fl Rt% Due 04/25/37	638,112	13,846
	JP Morgan Mortgage Trust	CMO 2007-A4 B1 Fl Rt% Due 06/25/37	963,307	62,995
	JP Morgan Mortgage Trust	CMO 2007-A4 B2 Fl Rt% Due 06/25/37	560,730	11,174
	JP Morgan Mortgage Trust	CMO 2007-A4 B3 Fl Rt% Due 06/25/37	60,661	4
	Kimberly Clark Corp	Bond 6.250% Due 07/15/18	81,250	83,701
**	Kimberly Clark Corp	Note 5.00% Due 08/15/13	94,900	103,210
	Kroger Co	Note 7.50% Due 04/01/31	129,135	130,366
**	L-3 Communications Corp	Senior Note Ser 144a 5.20% Due 10/15/19	1,077,083	1,063,326
	Macmillan Bloedel Ltd	Yankee Deb 7.700% Due 02/15/26	213,263	212,165
	Marsh & McLennan Cos Inc	Senior Note 5.75% Due 09/15/15	107,789	114,760
	Mead Johnson Nutrition Co	Senior Note Ser 144a 4.90% Due 11/01/19	1,495,148	1,477,320
	Mead Johnson Nutrition Co	Senior Bond Ser 144a 5.90% Due 11/01/39	979,902	945,350
	Merey Sweeny L P	Senior Note Ser 144A 8.85% Due 12/18/19	1,062,133	1,011,162
	Merrill Lynch Mortgage Trust	CMO 2005-LC1 A4 Fl Rt% Due 01/12/44	564,413	578,000
	Metlife Inc	Senior Note 5.375% Due 12/15/12	100,840	106,278

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	Midamerican Energy Hldgs	Senior Deb 6.50% Due 09/15/37	149,048	155,930
	Morgan Stanley	Medium Term Note Ser F 5.625% Due 09/23/19	717,012	725,263
	Morgan Stanley Capital I Trust	CMO SEQ PYR 2007-T27 A4 Fl Rt% Due 06/13/42	941,520	1,090,987
	Morgan Stanley Mtg Loan Trust	CMO 2004-6AR CB2 Fl Rt% Due 08/25/34	394,987	43,346
	Motorola Inc	Note 7.625% Due 11/15/10	63,179	60,089
**	National Semiconductor Corp	Senior Note 6.60% Due 06/15/17	929,625	947,533
**	News America Inc	Deb 6.20% Due 12/15/34	81,397	82,411
**	Nisource Finance Corp	Senior Bond 6.125% Due 03/01/22	2,298,629	2,311,546
**	Oracle Corp	Note 5.75% Due 04/15/18	154,123	167,584
	Pacific Gas & Elec Co	Bond 6.05% Due 03/01/34	110,704	114,843
**	Pacific Gas & Elec Co	Note 4.80% Due 03/01/14	123,944	134,874
	Phillips Petroleum Co	Note 8.75% Due 05/25/10	141,158	129,165
	Procter & Gamble Co	Note 4.95% Due 08/15/14	142,620	157,759
	Progress Energy Inc	Senior Note 6.85% Due 04/15/12	132,555	132,430
**	Prudential Holdings LLC	Senior Note 7.245% Due 12/18/23	301,767	288,734
**	Reynolds American Inc	Senior Note 7.625% Due 06/01/16	1,288,844	1,313,667
	Sempra Energy	Senior Bond 6.00% Due 10/15/39	2,611,089	2,587,119
	Southern Calif Edison Co	Bond 5.625% Due 02/01/36	150,155	158,725
	Steelcase Inc	Senior Note 6.50% Due 08/15/11	485,171	495,966
	Structured Asset Securities Corp	CMO 2004-4 B1 Fl Rt% Due 04/25/34	574,175	115,840

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	Suntrust Bank	Medium Term Note 5.20% Due 01/17/17	1,032,896	1,017,697
**	Target Corp	Note 5.875% Due 03/01/12	119,657	122,438
**	Textron Inc	Note 7.25% Due 10/01/19	3,453,888	3,529,589
	Time Warner Inc	Note 6.875% Due 05/01/12	57,775	58,021
	Time Warner Cable Inc	Senior Note 8.25% Due 04/01/19	1,652,742	1,625,838
	Toyota Motor Credit Corp	Note 4.25% Due 03/15/10	88,245	89,674
**	Unilever Capital Corp	Senior Note 5.90% Due 11/15/32	58,777	60,782
	Union Carbide Corp	Deb 7.75% Due 10/01/2096	739,490	777,032
	Unitedhealth Group Inc	Senior Note 4.875% Due 03/15/15	114,638	123,046
	Utilicorp United Inc	Note 7.950% Due 02/01/11	999,042	1,013,873
	Wachovia Bank Commercial Mtg Tr	CMO 2006-C25 A-2 5.684% Due 05/15/43	328,704	333,276
	Wal Mart Stores Inc	Note 4.125% Due 02/15/11	110,132	117,051
**	Wellpoint Inc	Bond 6.80% Due 08/01/12	106,870	110,332
	Wellpoint Inc	Note 5.95% Due 12/15/34	77,592	80,565
	Wells Fargo Co	Sub Note 5.125% Due 09/15/16	4,887	4,989
	Weyerhaeuser Co	Deb 7.375% Due 03/15/32	1,520,344	1,525,715
	Williams Cos Inc	Senior Note 8.75% Due 01/15/20	796,488	882,798
	Wyeth	Senior Note 6.50% Due 02/01/34	136,514	143,703
	Total Corporate Bonds		<u>\$ 67,030,736</u>	<u>\$ 54,197,727</u>

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	Foreign Bonds			
**	Arcelormittal S A Fgn	Senior Note 9.85% Due 06/01/19	1,570,848	2,037,105
**	Arcelormittal S A Fgn	Bond 7.00% Due 10/15/39	952,020	1,052,910
	Cenovus Energy Inc Fgn	Senior Note Ser 144a 5.70% Due 10/15/19	349,766	365,074
**	Iberdrola Fin Ireland Ltd Fgn	Note Ser 144a 5.00% Due 09/11/19	839,617	840,902
	United Mexican States	Med Term Note 6.75% Due 09/27/34	13,819	13,715
**	Vodafone Group Plc Fgn	Note 5.625% Due 02/27/17	66,603	79,663
**	Vodafone Group Plc Fgn	Bond 6.15% Due 02/27/37	63,474	83,338
	Total Foreign Bonds		\$ 3,856,147	\$ 4,472,707
	State and Municipal Bonds			
	Illinois St	General Obligation 5.10% Due 06/01/33	317,917	267,478
	Total State and Municipal Bonds		\$ 317,917	\$ 267,478
	Insurance Company Contracts			
	Mutual Of New York Insurance Co	EV-30177 Var RT%	4,521,031	4,742,652
	Principal Mutual Life Ins Co	GA #3-65407 Fl Rt% Due 12/31/20	4,595,056	4,558,699
	Total Insurance Company Contracts		\$ 9,116,087	\$ 9,301,351

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Pooled Separate Accounts				
	Principal Finl Grp Ptr L/C BL I	GAC #3-65407 Due 12/31/20	661,348	553,981
	Principal Finl Grp Stk Separate	GAC #3-65407 Due 12/31/20	551,522	787,598
	Total Pooled Separate Accounts		<u>\$ 1,212,870</u>	<u>\$ 1,341,579</u>
Other Assets				
*	Austin Cap Safe Harbor ERISA Dedicated Fund, Ltd. Cl C	Multi-strategy Private Investment Fund	<u>\$ 30,179,025</u>	<u>\$ 26,530,471</u>
	Total Other Assets		<u>30,179,025</u>	<u>26,530,471</u>
Total Investments			<u>\$ 752,999,968</u>	<u>\$ 801,513,751</u>

* Indicates party in interest in relation to investment advisory services

** Indicates party in interest in relation to securities lending

*** Securities purchased on a To Be Announced/delayed delivery basis

SCHEDULE OF REPORTABLE TRANSACTIONS
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(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (i)--Individual transactions in excess of 5 percent of plan assets.								
*	EB Money Market Fund	\$ 46,337,163	\$ -	\$ -	\$ -	\$ 46,337,163	\$ 46,337,163	\$ -
*	EB Money Market Fund	\$ 47,500,000	\$ -	\$ -	\$ -	\$ 47,500,000	\$ 47,500,000	\$ -
*	EB Money Market Fund	\$ -	\$ 47,406,929	\$ -	\$ -	\$ 47,406,929	\$ 47,406,929	\$ -
*	EB Money Market Fund	\$ -	\$ 47,497,121	\$ -	\$ -	\$ 47,497,121	\$ 47,497,121	\$ -
	Vanguard Inflation-Protected Open-End Fund	\$ 47,500,000	\$ -	\$ -	\$ -	\$ 47,500,000	\$ 47,500,000	\$ -
	United States Treas Notes 1.875% Dtd 04/30/09 Due 4/30/14	\$ 40,013,438	\$ -	\$ -	\$ -	\$ 40,013,438	\$ 40,013,438	\$ -
	United States Treas Notes 1.875% Dtd 04/30/09 Due 4/30/14	\$ -	\$ 37,210,313	\$ -	\$ -	\$ 37,101,955	\$ 37,210,313	\$ 108,358

Category (iii)--Series of transactions in excess of 5 percent of plan assets.

*	EB Money Market Fund	\$ 406,576,814	\$ -	\$ -	\$ -	\$ 406,576,814	\$ 406,576,814	\$ -
*	EB Money Market Fund	\$ -	\$ 411,281,950	\$ -	\$ -	\$ 411,281,950	\$ 411,281,950	\$ -
	Vanguard Inflation-Protected Open-End Fund	\$ 48,382,353	\$ -	\$ -	\$ -	\$ 48,382,353	\$ 48,382,353	\$ -
	United States Treas Notes 3.875%							

SCHEDULE OF REPORTABLE TRANSACTIONS

Form 5500, Schedule H, Part IV, Line 4j

KeyCorp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
	Dtd 05/17/04 Due 05/15/09	\$ 39,107,243	\$ -	\$ -	\$ -	\$ 39,107,243	\$ 39,107,243	\$ -
	United States Treas Notes 3.875%							
	Dtd 05/17/04 Due 05/15/09	\$ -	\$ 45,118,577	\$ -	\$ -	\$ 45,344,210	\$ 45,118,577	\$ (225,633)
	United States Treas Notes 2.125%							
	Dtd 04/30/08 Due 04/30/10	\$ 82,090,741	\$ -	\$ -	\$ -	\$ 82,090,741	\$ 82,090,741	\$ -
	United States Treas Notes 2.125%							
	Dtd 04/30/08 Due 04/30/10	\$ -	\$ 70,498,662	\$ -	\$ -	\$ 70,558,846	\$ 70,498,662	\$ (60,184)
	United States Treas Notes 2.75%							
	Dtd 02/17/09 Due 02/15/19	\$ 38,336,579	\$ -	\$ -	\$ -	\$ 38,336,579	\$ 38,336,579	\$ -
	United States Treas Notes 2.75%							
	Dtd 02/17/09 Due 02/15/19	\$ -	\$ 37,726,096	\$ -	\$ -	\$ 38,336,579	\$ 37,726,096	\$ (610,483)
	United States Treas Notes 1.875%							
	Dtd 04/30/09 Due 4/30/14	\$ 46,893,356	\$ -	\$ -	\$ -	\$ 46,893,356	\$ 46,893,356	\$ -
	United States Treas Notes 1.875%							
	Dtd 04/30/09 Due 4/30/14	\$ -	\$ 46,972,430	\$ -	\$ -	\$ 46,893,356	\$ 46,972,430	\$ 79,074

SCHEDULE OF REPORTABLE TRANSACTIONS
Form 5500, Schedule H, Part IV, Line 4j

KeyCorp
Cash Balance Pension Plan

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December 31, 2009

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
United States Treas Notes 3.125%								
Dtd 05/15/09 Due 05/15/19		\$ 37,625,140	\$ -	\$ -	\$ -	\$ 37,625,140	\$ 37,625,140	\$ -
United States Treas Notes 3.125%								
Dtd 05/15/09 Due 05/15/19		\$ -	\$ 37,534,807	\$ -	\$ -	\$ 37,625,140	\$ 37,534,807	\$ (90,333)

The purchase price of securities acquired represented the fair value at the dates of the above transactions.

There were no category (ii) or (iv) reportable transactions during 2009.

* Indicates party in interest in relation to investment advisory services.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common Stock			
	Acergy S A	Common Stock	\$ 240,724	\$ 376,465
**	Administaff Inc	Common Stock	366,734	330,260
	Aegis Group PLC	Common Stock	221,814	323,339
**	Affiliated Managers Group Inc	Common Stock	1,038,035	1,203,544
**	Agnico Eagle Mines Ltd	Common Stock	623,221	623,970
	Aixtron AG	Common Stock	131,186	370,476
**	Alexander & Baldwin Inc	Common Stock	320,538	376,530
	Alcon Inc Fgn	Common Stock	2,924,936	5,655,612
**	Allete Inc	Common Stock	586,562	457,520
	Almirall SA	Common Stock	112,793	173,924
	Alten	Common Stock	252,587	309,206
**	Altera Corp	Common Stock	4,535,571	5,442,062
**	American Financial Group Inc	Common Stock	333,778	424,150
**	American Superconductor Corp	Common Stock	368,262	620,862
	Ameriprise Financial Inc	Common Stock	635,487	758,931
**	American Woodmark Corp	Common Stock	323,643	334,560
**	Amerisourcebergen Corp	Common Stock	1,088,611	1,309,105
	Ametek Inc	Common Stock	985,156	1,083,913
**	Amgen Inc	Common Stock	2,791,116	3,281,060

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

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December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	AMN Healthcare Services Inc	Common Stock	620,924	398,640
	Anadarko Pete Corp	Common Stock	3,596,538	6,012,544
	Andritz AG	Common Stock	217,340	324,862
**	Anixter International Inc	Common Stock	361,882	376,800
	Apache Corp	Common Stock	1,399,366	1,650,720
**	Applied Materials Inc	Common Stock	7,880,009	8,626,839
**	Aptargroup Inc	Common Stock	230,700	321,660
**	Arkansas Best Corp Del	Common Stock	521,627	509,139
	ASOS PLC	Common Stock	223,498	234,409
**	Astec Inds Inc	Common Stock	351,108	325,974
	ATC Technology Corp	Common Stock	263,582	357,750
	ATMI Inc	Common Stock	623,729	456,190
	Ausenco Ltd	Common Stock	181,239	225,761
	Autogrill S P A	Common Stock	217,677	346,250
**	Avon Products Inc	Common Stock	1,074,603	1,039,500
	Azimut Holding S P A	Common Stock	282,823	406,509
	Babcock International Group PLC Fgn	Common Stock	321,253	277,474
**	Bank Of America Corp	Common Stock	8,053,507	8,636,910
	Barrick Gold Corp Fgn	Common Stock	5,305,732	5,826,113
**	Bed Bath & Beyond Inc	Common Stock	803,975	1,115,134

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

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December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Bekaert N V	Common Stock	247,551	290,946
	Benchmark Electrs Inc	Common Stock	373,358	359,290
	Binckbank N V	Common Stock	265,146	273,078
**	BJs Wholesale Club Inc	Common Stock	415,140	408,875
**	Block H & R Inc	Common Stock	1,063,540	1,368,284
	Bob Evans Farms Inc	Common Stock	301,690	333,040
	Borg Warner Inc	Common Stock	924,145	995,205
	Boskalis Westminster	Common Stock	262,837	380,257
	Bradken Ltd	Common Stock	261,849	276,901
	Brocade Communications Sys Inc	Common Stock	769,203	737,409
**	Brown Shoe Co Inc	Common Stock	409,933	296,100
	Burckhardt Compression Hldg A G Fgn	Common Stock	171,548	181,466
**	CACI International Inc	Common Stock	455,366	464,075
	Cal Dive International Inc	Common Stock	510,448	365,148
**	Callaway Golf Co	Common Stock	350,167	392,080
	Cameron International Corp	Common Stock	996,623	1,224,740
**	Cato Corp New	Common Stock	439,408	486,455
	C & C Group PLC	Common Stock	316,411	331,135
**	Celadon Group Inc	Common Stock	266,783	341,406
**	Cerner Corp	Common Stock	653,657	939,816

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
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December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Charles Schwab Corp	Common Stock	7,127,961	7,756,400
**	Checkpoint Systems Inc	Common Stock	258,866	336,567
**	Church & Dwight Inc	Common Stock	471,211	465,465
**	Ciena Corp	Common Stock	527,032	579,290
**	Cimarex Energy Co	Common Stock	202,276	328,414
**	Cintas Corp	Common Stock	842,388	803,295
**	Citrix Sys Inc	Common Stock	458,626	632,472
	CKD Corp	Common Stock	269,115	233,008
**	Cliffs Natural Resources Inc	Common Stock	593,828	723,613
**	Coca Cola Enterprises Inc	Common Stock	697,520	718,680
	Colgate Palmolive Co	Common Stock	1,571,637	2,135,900
**	Comerica Inc	Common Stock	882,620	1,234,252
**	Comfort Systems USA Inc	Common Stock	346,540	481,260
**	Commercial Metals Co	Common Stock	365,837	305,175
**	Conmed Corp	Common Stock	232,871	353,400
	Consolidated Graphics Inc	Common Stock	163,086	280,160
**	Cooper Cos Inc	Common Stock	279,959	362,140
	Corn Products International Inc	Common Stock	271,665	379,990
**	Corporate Office Pptys Trust	Common Stock	764,280	871,794
	Cosmos Pharmaceutical Corp	Common Stock	241,351	239,391

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
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December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CSE Global Ltd	Common Stock	244,145	258,146
	CVS/Caremark Corp	Common Stock	7,136,594	6,220,427
**	Cypress Semiconductor Corp	Common Stock	396,237	640,781
	Daiseki Co Ltd Fgn	Common Stock	228,364	260,230
	Demap Cranes AG	Common Stock	264,702	244,513
	Denki Kagaku Kogyo K K	Common Stock	289,229	285,299
**	Dick's Sporting Goods Inc	Common Stock	689,372	867,714
**	Diebold Inc	Common Stock	376,871	412,525
	Digital Realty Trust Inc	Common Stock	740,932	1,010,628
	Disco Corp	Common Stock	258,300	254,117
	Discovery Communications Inc Ser A	Common Stock	633,666	978,986
**	Dolby Laboratories Inc	Common Stock	169,921	170,873
	DSV A/S	Common Stock	307,977	428,253
	Electronics for Imaging Inc	Common Stock	606,344	520,097
**	EMC Corp	Common Stock	8,970,690	10,709,110
**	Emcor Group Inc	Common Stock	330,652	403,500
	Energen Corp	Common Stock	303,687	444,600
	Enesco Intl PLC	Common Stock	2,862,105	2,695,950
**	Estee Lauder Cos Inc	Common Stock	1,630,501	1,941,654
	Euler Hermes S A	Common Stock	263,826	414,350

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Eurofins Scientific Fgn	Common Stock	161,177	161,639
	Exedy Corp	Common Stock	206,200	258,368
	Exelon Corp	Common Stock	415,532	296,348
**	Expeditors Intl Wash Inc	Common Stock	3,470,117	3,828,177
	Ezra Holdings Ltd	Common Stock	265,049	342,783
**	Fair Isaac Corp	Common Stock	358,854	447,510
	Fairchild Semiconductor Intl Cl A	Common Stock	355,700	352,717
	First Niagara Finl Group Inc	Common Stock	457,793	496,587
**	Ford Motor Co	Common Stock	1,655,306	2,085,000
	Forest Labs Inc	Common Stock	1,054,141	1,138,299
**	Franklin Street Pptys Corp	Common Stock	320,234	372,555
**	G & K Services Inc	Common Stock	341,254	389,515
	Gallagher Arthur J & Co	Common Stock	306,849	292,630
**	GATX Corp	Common Stock	447,699	445,625
	General Elec Co	Common Stock	2,659,821	2,839,220
**	Genesee & Wyo Inc	Common Stock	257,552	326,400
	Gildemeister AG	Common Stock	275,139	268,624
	Golden Eagle Retail Group	Common Stock	136,817	308,463
	Greatbatch Inc	Common Stock	287,113	288,450
	Grupo Catalana Occidente SA	Common Stock	250,588	267,976

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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Key Corp
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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Halliburton Co	Common Stock	7,930,278	8,971,725
	Halma PLC	Common Stock	235,589	279,800
	Hana Tour Service Inc	Common Stock	306,729	303,190
**	Hanover Insurance Group Inc	Common Stock	187,893	199,935
	Harris Corp Del	Common Stock	844,095	924,847
	Harris Stratex Networks Inc	Common Stock	441,603	457,442
**	Hasbro Inc	Common Stock	995,558	1,292,659
	Hastie Group Ltd	Common Stock	223,890	204,644
**	HCP Inc Reit	Common Stock	910,171	1,079,436
**	Healthcare Rlty Tr Reit	Common Stock	409,193	364,820
**	Heidrick & Struggles Intl	Common Stock	293,587	359,260
	Hellenic Exchanges S A Holdings	Common Stock	64,359	45,654
	Hess Corp	Common Stock	3,020,533	3,478,750
	Hexagon AB	Common Stock	287,443	473,868
**	Hexcel Corp New	Common Stock	592,280	535,100
	Hill-Rom Holdings Inc	Common Stock	349,620	419,825
**	H J Heinz Co	Common Stock	1,280,379	1,667,640
**	Holly Corp	Common Stock	540,329	458,777
**	Iberiabank Corp	Common Stock	245,931	322,860
**	Illinois Tool Wks Inc	Common Stock	720,985	1,247,740

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Independent Bk Corp	Common Stock	509,102	425,544
	Ingersoll Rand PLC	Common Stock	1,918,541	2,233,750
	Innophos Holdings Inc	Common Stock	301,142	373,425
	Invesco Ltd	Common Stock	4,679,118	5,010,769
**	Intel Corp	Common Stock	10,124,186	10,238,842
	Intermediate Capital Group PLC	Common Stock	262,739	242,434
	Intralot S A	Common Stock	268,788	219,290
**	Jack in the Box Inc	Common Stock	368,457	354,060
	JB Hi-Fi Limited	Common Stock	232,725	386,101
**	J M Smucker Co	Common Stock	881,191	1,209,374
**	Johnson & Johnson	Common Stock	6,700,652	6,956,280
**	Juniper Networks Inc	Common Stock	267,384	426,720
**	Kadant Inc	Common Stock	464,468	439,586
**	Kellogg Co	Common Stock	2,486,737	2,527,000
	Kendle Intl Inc	Common Stock	272,429	371,968
	Kennametal Inc	Common Stock	370,053	401,760
	Kingboard Laminates Holding	Common Stock	158,364	162,323
**	Knight Capital Group Inc Cl A	Common Stock	346,760	361,900
**	Kohls Corp	Common Stock	916,900	1,068,623
**	Korn Ferry International	Common Stock	281,661	305,250

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Kroger Co	Common Stock	4,134,677	4,188,120
**	Laboratory Corp Amer Hldgs	Common Stock	884,908	1,028,302
**	Lam Resh Corp	Common Stock	3,279,925	5,175,720
**	Lasalle Hotel Properties Reit	Common Stock	339,789	295,097
**	Layne Christensen Co	Common Stock	179,536	287,100
**	Lazard Ltd	Common Stock	360,862	436,617
	LG Innotek Co Ltd	Common Stock	317,123	266,371
	Lincoln Electric Holdings Inc	Common Stock	314,335	427,680
**	Lincoln National Corp Ind	Common Stock	1,103,843	1,150,949
	Lockheed Martin Corp	Common Stock	4,481,782	4,370,300
**	Lowes Cos Inc	Common Stock	12,018,461	12,530,608
**	Maidenform Brands Inc	Common Stock	291,536	350,490
**	Manhattan Associates Inc	Common Stock	350,328	432,720
**	Mariner Energy Inc	Common Stock	456,660	394,740
**	Mastec Inc	Common Stock	464,965	475,375
**	Max Capital Group Ltd Fgn	Common Stock	267,151	379,100
**	Maxim Integrated Prods Inc	Common Stock	1,020,061	1,300,480
	McAfee Inc	Common Stock	1,204,106	1,237,385
	MDU Resources Group Inc	Common Stock	1,157,694	1,120,339
	Mead Johnson Nutrition Co	Common Stock	1,757,753	1,791,700

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Megane Top Co Ltd	Common Stock	128,454	163,941
**	Merck & Co Inc	Common Stock	5,654,493	5,535,810
	Meyer Burger Technology AG Fgn	Common Stock	275,712	288,070
**	Micron Technology Inc	Common Stock	634,717	1,135,200
**	Microsemi Corporation	Common Stock	614,578	799,573
**	Microsoft Corp	Common Stock	10,153,287	11,399,520
	Midas Holdings LTD	Common Stock	270,109	342,067
**	MKS Instruments Inc	Common Stock	478,962	478,500
**	Monster Worldwide Inc	Common Stock	267,369	356,700
**	Motorola Inc	Common Stock	5,466,059	5,564,005
**	MTS Sys Corp	Common Stock	369,496	482,775
**	Mueller Inds Inc	Common Stock	659,485	534,060
	Nabtesco Corp	Common Stock	164,725	261,388
	Nestle S A	Common Stock	4,405,192	4,443,332
	Newfield Expl Co	Common Stock	910,067	1,048,038
**	Newmont Mining Corp	Common Stock	3,166,022	3,770,607
**	News Corp Inc Cl A	Common Stock	1,039,360	1,925,088
	New York Community Bancorp Inc	Common Stock	1,397,401	1,451,000
	Nexans S A	Common Stock	269,905	259,723
	Nifco Inc	Common Stock	186,422	282,057

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Niscayah Group AB	Common Stock	290,289	267,843
**	Noble Energy Inc	Common Stock	995,131	1,227,121
**	Nordstrom Inc	Common Stock	434,011	695,230
	Northern TR Corp	Common Stock	6,017,435	5,694,780
	Northwestern Corp	Common Stock	316,479	312,240
**	NRG Energy Inc	Common Stock	1,097,449	1,077,560
**	Nucor Corp	Common Stock	6,131,095	7,440,675
**	Olin Corp	Common Stock	461,080	539,616
**	Open Text Corp	Common Stock	738,497	783,732
**	Oracle Corp	Common Stock	4,507,736	5,959,122
	Orbotech Ltd	Common Stock	266,548	134,029
	Outotec OYJ	Common Stock	265,833	334,261
**	Owens Ill Inc	Common Stock	958,953	883,710
**	Pacwest Bancorp	Common Stock	458,348	503,750
**	Panera Bread Co	Common Stock	616,585	663,041
	Parkway Holdings Limited Fgn Com	Common Stock	261,794	374,364
**	Patterson Cos Inc	Common Stock	829,779	858,706
	Patterson-Uti Energy Co	Common Stock	445,420	445,150
**	Paychex Inc	Common Stock	2,842,470	2,910,800
**	Penn Va Corp	Common Stock	543,940	521,605

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Perkinelmer Inc	Common Stock	294,807	360,325
	Persimmon PLC	Common Stock	227,094	300,914
**	Petmed Express Inc	Common Stock	343,949	370,860
	Pfizer Inc	Common Stock	8,866,927	10,422,870
**	Pharmaceutical Prod Dev Inc	Common Stock	510,966	574,280
	Pharmerica Corp	Common Stock	63,187	63,520
	Pigeon Corp	Common Stock	186,178	289,339
**	Platinum Underwriters Hldgs Ltd Fgn	Common Stock	334,298	440,335
**	PNC Financial Services Group Inc	Common Stock	440,422	670,116
	Portec Rail Products Inc	Common Stock	219,848	223,839
**	PPG Inds Inc	Common Stock	993,114	1,123,968
**	Precision Castparts Corp	Common Stock	1,012,372	1,097,983
**	Prosperity Bancshares Inc	Common Stock	296,195	424,935
	PS Business Parks Inc REIT	Common Stock	246,472	250,250
**	Pulte Homes Inc	Common Stock	931,467	775,340
	Ramirent Oyj	Common Stock	273,990	240,158
	Raytheon Co	Common Stock	3,842,071	4,224,640
**	Regal Beloit Corp	Common Stock	298,070	363,580
	Rheinmetall AG	Common Stock	204,447	349,773
	Rhoen-Klinikum AG	Common Stock	279,196	338,770

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
**	Robert Half Intl Inc	Common Stock	693,209	870,863
	Rockwool International A/S	Common Stock	189,774	213,220
**	Roper Inds Inc New	Common Stock	794,006	951,825
	Rotork PLC Fgn	Common Stock	294,685	317,409
**	RPC Inc	Common Stock	429,655	446,160
	RRI Energy Inc	Common Stock	362,900	311,740
**	Rush Enterprises Inc	Common Stock	311,638	350,755
	Safety Insurance Group Inc	Common Stock	407,543	434,760
	Schibsted ASA	Common Stock	96,014	99,093
**	Schlumberger Ltd Fgn	Common Stock	12,966,476	12,624,726
**	Schulman A Inc	Common Stock	476,662	492,291
	Seek Ltd	Common Stock	272,860	315,301
**	Sensient Technologies Corp	Common Stock	293,613	302,450
**	Sherwin Williams Co	Common Stock	1,507,556	1,911,150
	SIG PLC	Common Stock	321,976	281,462
**	Sigma Designs Inc	Common Stock	462,712	369,150
	Sika AG	Common Stock	267,955	415,565
	Singapore Airport Terminal Services	Common Stock	284,018	306,401
**	Smith A O	Common Stock	382,709	433,900
	Southern Un Co New	Common Stock	920,885	805,850

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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**	Southwest Airlines Co	Common Stock	3,782,919	4,904,853
**	Spartan Stores Inc	Common Stock	409,414	435,845
**	SRA International Inc	Common Stock	562,320	458,400
**	St Jude Med Inc	Common Stock	545,459	525,733
	St Mary Land & Exploration Co	Common Stock	179,547	272,653
**	Stancorp Financial Group Inc	Common Stock	936,507	1,220,610
	Standard Microsystems Corp	Common Stock	461,223	342,870
**	Starwood Hotels & Resorts WW Inc	Common Stock	688,151	967,167
**	Steiner Leisure Ltd	Common Stock	370,302	417,480
	Sterling Construction Co Inc	Common Stock	287,258	334,950
	Sung Kwang Bend Co Ltd	Common Stock	285,390	306,045
	Suntrust Banks Inc	Common Stock	166,969	167,393
**	Superior Energy Services Inc	Common Stock	357,713	473,655
	Symantec Corp	Common Stock	1,059,975	1,221,511
	Symmetry Medical Inc	Common Stock	156,677	165,230
	Sysmex Corp Fgn	Common Stock	274,461	328,213
**	Taiwan Semiconductor Mfg Co Spons ADR	Common Stock	7,059,980	7,880,673
**	Target Corp	Common Stock	5,303,751	6,739,489
**	TD Ameritrade Holding Corp	Common Stock	991,153	979,078
	Tecan Group AG	Common Stock	81,799	84,281

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	Techtronic Industries Co Ltd	Common Stock	251,855	348,611
	Teleflex Inc	Common Stock	354,587	377,230
	Tesco Corp	Common Stock	212,967	293,703
**	Teva Pharmaceutical Inds Ltd Spons ADR	Common Stock	5,588,509	6,797,780
**	Texas Inds Inc	Common Stock	378,904	279,920
	TGS Nopec Geophysical Co ASA	Common Stock	247,779	299,661
**	Thomas & Betts Corp	Common Stock	278,708	340,005
	Tognum AG	Common Stock	251,910	271,314
**	Toll Brothers Inc	Common Stock	2,330,293	2,070,022
	Toshiba Plant Sys & Svcs Corp	Common Stock	261,687	302,143
	Transpacific Inds Group Ltd	Common Stock	327,180	302,756
	Trevi Finanziaria S P A	Common Stock	254,709	270,769
**	Trinity Inds Inc	Common Stock	412,645	283,487
	Tsubakimoto Chain Co	Common Stock	247,535	220,282
	Tubacex SA	Common Stock	214,739	184,069
	Tyco International Ltd Fgn	Common Stock	3,822,837	6,186,412
	Ultra Electronics Hldgs Plc Fgn	Common Stock	266,350	247,245
	Unicharm Petcare Corp	Common Stock	155,033	232,258
**	United Parcel Service Inc	Common Stock	9,134,154	9,870,566
**	Universal Technical Institute	Common Stock	260,369	373,700

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	URS Corp	Common Stock	1,220,638	1,326,251
**	Verizon Communications Inc	Common Stock	3,777,438	4,174,380
**	Viad Corp	Common Stock	290,476	350,710
**	Washington Reit	Common Stock	333,376	399,475
**	Waste Management	Common Stock	2,307,675	2,417,415
**	Waters Corp	Common Stock	716,679	1,081,512
	Weatherford International LTD	Common Stock	5,905,823	5,576,279
**	WGL Holdings Inc	Common Stock	448,720	452,790
**	White Mountains Insurance Group	Common Stock	297,576	449,091
	Wirecard AG	Common Stock	272,276	293,186
**	Wisconsin Energy Corp	Common Stock	591,484	676,442
	XTEP International Holdings Ltd	Common Stock	35,033	46,846
**	Yahoo! Inc	Common Stock	6,035,589	5,940,707
**	Zenith Natl Ins Corp	Common Stock	529,443	416,640
	Total Common Stock		\$ 382,305,827	\$ 429,019,311
Collective Investment Funds				
*	EB Money Market Fund	Money Market Fund	\$ 29,436,504	\$ 29,436,504
*	EB Convertible Securities Fund	Convertible Securities Fund	29,627,719	64,298,403
	Total Collective Investment Funds		\$ 59,064,223	\$ 93,734,907

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Mutual Funds				
	Fidelity Inst Treasury III Fund	Money Market Fund	\$ 683,994	\$ 683,994
*	Ishares Msci Eafe Index Fund Closed-End Fund	Index Fund	79,210,191	63,666,805
*/**	Ishares Russell Midcap Index Fd Closed-End Fu	Index Fund	318,987	334,166
	Vanguard Inflation-Protected Open-End Fund	Inflation-Protected Fund	48,382,353	50,098,919
*	William Blair Emer Mkts Grwth Fd Open-End F	Growth Fund	16,403,340	12,900,895
	Total Mutual Funds		<u>\$ 144,998,865</u>	<u>\$ 127,684,779</u>
U.S. Government and Agency Issues				
***	FNMA Single Family 4.500%	Pool TBA 4.500% 15 yr maturity	772,491	761,046
***	GNMA II Jumbos	Pool TBA 4.500% 15 yr maturity	755,956	739,304
	Freddie Mac Gold	Pool D070285 6.00% Due 04/01/26	-	23,913
	Freddie Mac Gold	Pool G01947 7.00% Due 05/01/35	448,151	440,309
	Freddie Mac Gold	Pool G13020 5.50% Due 11/01/22	271,709	272,392
	Freddie Mac Gold	Pool G08023 6.50% Due 11/01/34	124,125	131,930
	Freddie Mac Gold	Pool G08086 5.50% Due 10/01/35	162,215	174,443
**	Freddie Mac Gold	Pool G12399 6.00% Due 09/01/21	514,291	529,036
	Freddie Mac Gold	Pool G02554 6.50% Due 11/01/34	144,542	149,723
	Freddie Mac Gold	Pool G05467 6.50% Due 06/01/34	907,591	896,607

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	Freddie Mac Gold	Pool J05796 5.50% Due 10/01/22	125,674	125,662
	Freddie Mac Gold	Pool P10020 5.50% Due 11/01/17	190,597	189,072
	Freddie Mac Gold	Pool C77935 8.00% Due 06/01/30	107,334	29,952
	Freddie Mac Gold	Pool C00653 6.50% Due 07/01/28	13,354	34,117
	Freddie Mac Gold	Pool C00785 6.50% Due 06/01/29	19,884	29,434
	Freddie Mac Gold	Pool C01649 5.50% Due 10/01/33	238,158	246,343
	Freddie Mac Gold	Pool A90303 4.50% Due 12/01/39	1,169,688	1,151,872
	Freddie Mac Gold	Pool A11986 5.00% Due 08/01/33	211,540	220,634
	Freddie Mac Gold	Pool A12329 5.00% Due 08/01/33	60,542	65,099
**	Freddie Mac Gold	Pool A12894 5.00% Due 08/01/33	365,744	414,663
**	Freddie Mac Gold	Pool A16175 6.50% Due 08/01/29	375,990	397,636
	Freddie Mac Gold	Pool C80398 6.50% Due 05/01/26	2,194	47,323
	Fannie Mae	Pool 100254 8.00% Due 12/15/24	369,557	219,652
	Fannie Mae	Pool 251967 6.50% Due 09/01/28	-	46,384
	Fannie Mae	Pool 252162 6.50% Due 12/01/28	104,181	83,143
	Fannie Mae	Pool 252874 7.50% Due 11/01/29	50,733	52,899
**	Fannie Mae	Pool 254145 5.50% Due 01/01/32	263,886	269,195
	Fannie Mae	Pool 323925 6.00% Due 09/01/29	97,681	129,296
	Fannie Mae	Pool 323995 6.00% Due 10/01/29	96,736	101,411
	Fannie Mae	Pool 357140 6.00% Due 07/01/31	80,980	79,133

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	Fannie Mae	Pool 399910 7.00% Due 12/01/27	5,097	4,360
	Fannie Mae	Pool 426861 8.50% Due 11/01/17	17,330	7,539
	Fannie Mae	Pool 447808 6.50% Due 05/01/29	40,961	38,570
	Fannie Mae	Pool 523829 8.00% Due 11/01/19	77,401	54,582
	Fannie Mae	Pool 523849 10.00% Due 11/01/13	102,237	13,666
	Fannie Mae	Pool 523851 10.50% Due 11/01/13	55,581	7,768
	Fannie Mae	Pool 523853 11.00% Due 11/01/13	125,632	14,805
	Fannie Mae	Pool 535441 8.00% Due 03/01/30	21,852	18,176
	Fannie Mae	Pool 545382 8.00% Due 11/01/28	79,572	48,444
	Fannie Mae	Pool 567835 6.00% Due 10/01/30	179,959	183,220
	Fannie Mae	Pool 677279 5.50% Due 01/01/33	244,408	248,736
**	Fannie Mae	Pool 677442 5.50% Due 01/01/33	558,904	594,073
	Fannie Mae	Pool 678132 6.00% Due 01/01/33	203,022	211,624
	Freddie Mac	CMO T-42 A5 7.50% Due 02/25/42	467,712	380,373
	Fannie Mae	Pool 683951 5.50% Due 02/01/33	233,037	228,090
	Fannie Mae	Pool 688983 6.00% Due 05/01/33	215,102	193,655
**	Fannie Mae	Pool 694943 5.50% Due 04/01/33	325,290	314,874
	Fannie Mae	Pool 713706 5.50% Due 08/01/33	34,319	34,331
**	Fannie Mae	Pool 713735 5.00% Due 09/01/33	80,268	88,907
	Fannie Mae	Pool 723258 6.50% Due 07/01/32	72,367	58,765

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**	Fannie Mae	Pool 725027 5.00% Due 11/01/33	1,705,603	1,698,224
**	Fannie Mae	Pool 725205 5.00% Due 03/01/34	1,253,117	1,404,568
**	Fannie Mae	Pool 725232 5.00% Due 03/01/34	646,806	685,409
	Fannie Mae	Pool 725705 5.00% Due 08/01/34	1,015,619	1,005,485
	Fannie Mae	Pool 733868 6.00% Due 12/01/32	370,377	389,421
**	Fannie Mae	Pool 735036 5.50% Due 12/01/34	1,101,845	1,202,908
**	Fannie Mae	Pool 735455 5.00% Due 03/01/34	646,822	699,352
**	Fannie Mae	Pool 735989 5.50% Due 02/01/35	468,440	504,752
	Fannie Mae	Pool 735997 5.50% Due 11/01/35	336,925	334,571
**	Fannie Mae	Pool 737574 5.50% Due 09/01/33	616,760	654,788
	Fannie Mae	Pool 745275 5.00% Due 02/01/36	974,765	964,266
	Fannie Mae	Pool 756181 5.50% Due 12/01/33	99,347	102,092
**	Fannie Mae	Pool 762505 5.50% Due 11/01/33	726,829	748,902
**	Fannie Mae	Pool 762620 5.50% Due 12/01/33	411,086	420,654
	Fannie Mae	Pool 763626 5.50% Due 01/01/34	145,421	158,591
	Fannie Mae	Pool 823753 6.50% Due 11/01/31	243,680	244,707
**	Fannie Mae	Pool 838927 6.00% Due 08/01/35	232,247	242,643
	Fannie Mae	Pool 888430 5.00% Due 11/01/33	383,488	400,901
**	Fannie Mae	Pool 888606 4.50% Due 01/01/35	1,193,637	1,242,738
	Fannie Mae	Pool 888651 6.00% Due 07/01/36	1,734,309	1,710,298

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	Fannie Mae	Pool 889297 5.50% Due 02/01/22	916,219	943,536
	Fannie Mae	Pool 889307 5.00% Due 07/01/37	337,065	352,600
	Fannie Mae	Pool 891805 6.00% Due 06/01/36	154,570	162,337
	Fannie Mae	Pool 896867 5.50% Due 04/01/22	242,206	242,222
**	Fannie Mae	Pool 900852 6.00% Due 01/01/37	1,412,730	1,486,308
	Fannie Mae	Pool 902340 5.50% Due 11/01/36	27,658	30,095
**	Fannie Mae	Pool 902551 6.00% Due 11/01/36	457,763	479,457
	Fannie Mae	Pool 918508 6.00% Due 05/01/37	101,105	106,954
	Fannie Mae	Pool 931125 4.00% Due 05/01/39	1,526,807	1,498,053
	Fannie Mae	Pool 940617 6.00% Due 08/01/22	169,115	169,066
	Fannie Mae	Pool 944405 6.00% Due 08/01/22	277,188	274,520
	Fannie Mae	Pool 979576 Due 10/01/23	282,915	284,668
	Fannie Mae	Pool 988957 Due 08/01/23	202,430	201,567
	Government Natl Mtg Assn	Pool 782547 7.50% Due 02/15/35	970,316	974,369
	International Bk For Recon&Dev	Deb 7.625% Due 01/19/23	86,040	80,345
**	United States Treasury	Bonds 4.50% Due 08/15/39	402,342	395,823
**	United States Treasury	Notes 4.25% Due 01/15/11	5,725,486	5,621,175
**	United States Treasury	Notes 2.125% Due 04/30/10	11,531,894	11,503,724
**	United States Treasury	Notes 1.50% Due 07/15/12	461,482	463,722
**	United States Treasury	Notes 3.375% Due 11/15/19	1,949,293	1,923,760

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**	United States Treasury Total U.S. Government and Agency Issues	Notes 2.125% Due 11/30/14	2,190,949 \$ 54,918,271	2,157,689 \$ 54,963,441
Corporate Bonds				
	Agilent Technologies Inc	Note 6.50% Due 11/01/17	\$ 1,213,268	\$ 1,232,861
	Alcoa Inc	Note 5.72% Due 02/23/19	1,444,750	1,571,099
	Alliant Energy Corp	Senior Note 4.00% Due 10/15/14	428,499	430,107
	Ameren Corp	Senior Note 8.875% Due 05/15/14	1,363,266	1,353,480
	American Home Prods Corp	Note 6.950% Due 03/15/11	96,235	96,143
	AT&T Wireless Services Inc	Note 8.125% Due 05/01/12	82,227	80,225
**	Bank Of America Corp	Senior Note 6.25% Due 04/15/12	209,970	214,264
	Bear Stearns Coml Mtg Secs Inc	CMO SEQ PYR 2001-TOP4 A3 5.61% Due 11/15/33	462,569	502,320
	Boeing Capital Corp	Senior Note 6.10% Due 03/01/11	64,472	63,422
	Boeing Capital Corp	Bond 5.80% Due 01/15/13	63,946	65,340
**	Boston Scientific Corp	Senior Note 4.50% Due 01/15/15	932,139	936,907
	Boston Scientific Corp	Senior Note 6.00% Due 01/15/20	2,911,700	2,912,073
	Burlington Northern Santa Fe	Senior Bond 7.082% Due 05/13/29	765,632	738,274
	Burlington Northern Santa Fe	Note 7.125% Due 12/15/10	58,758	58,374
**	Burlington Northern Santa Fe	Senior Note 5.75% Due 03/15/18	86,315	90,291
**	Caterpillar Financial Svcs Corp	Med Term Note Ser F 4.60% Due 01/15/14	47,573	52,662

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	Chase Mortgage Finance Corp	CMO 2005-A1 M Fl Rt% Due 12/25/35	936,551	79,149
	Chase Mortgage Finance Corp	CMO 2007-S1 AM 6.00% Due 02/25/37	393,813	39,542
	Chase Mortgage Finance Corp	CMO 2007-A1 1M Fl Rt% Due 02/25/37	744,067	195,369
	Chase Mortgage Finance Corp	CMO 2007-A1 2B1 Fl Rt% Due 03/25/37	178,248	1,798
	Chase Mortgage Finance Corp	CMO 2007-A1 1B2 Fl Rt% Due 02/25/37	326,908	49,901
	Chase Mortgage Finance Trust	CMO 2007-A2 1M Fl Rt% Due 07/25/37	270,579	76,505
	Cincinnati Financial Corp	Senior Note 6.125% Due 11/01/34	100,233	88,281
	Citigroup Inc	Sub Note 5.00% Due 09/15/14	95,341	96,402
	Citigroup Commercial Mtg Tr	CMO 2006-C4 AM Fl Rt% Due 03/15/49	394,187	422,102
	Citigroup/Deutsche Comm'l Mtg	CMO SEQ PRY 2007-CD5 A4 5.886% Due 11/15/44	110,359	104,742
**	City National Capital Trust I	Sub Deb 9.625% Due 02/01/40	478,933	515,123
	Coca Cola Enterprises Inc	Deb 8.500% Due 02/01/22	94,860	91,187
**	Comcast Corp	Note 4.95% Due 16/15/16	180,159	195,126
	Comcast Corp	Note 6.45% Due 03/15/37	118,488	123,728
	Constellation Energy Group Inc	Bond 7.60% Due 04/01/32	1,560,158	1,634,325
	Constellation Energy Group Inc	Note 4.55% Due 06/15/15	628,425	666,796
	Cox Communications Inc	Note 7.125% Due 10/01/12	258,073	269,934
	Credit Suisse First Boston USA	Note 6.50% Due 01/15/12	281,583	288,370
**	CVS Caremark Corp	Senior Bond 6.125% Due 09/15/39	2,463,859	2,482,705
**	Daimlerchrysler N A Hldg Corp	Bond 8.50% Due 01/18/31	113,208	113,053

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	Daimlerchrysler N A Hldg Corp	Senior Note 7.30% Due 01/15/12	190,727	190,250
	Dominion Resources Inc	Senior Note Ser C 5.15% Due 07/15/15	149,549	164,047
	Dominion Resources Inc	Senior Note 5.60% Due 11/15/16	233,754	243,874
	Donnelley R R & Sons Co	Senior Note 5.50% Due 05/15/15	1,421,675	1,413,601
	Dow Chemical Co	Note 6.00% Due 10/01/12	5,229	5,379
	Enterprise Products Partners LP	Senior Note 7.50% Due 02/01/11	205,201	222,510
	General Elect Cap Corp	Med Term Note Ser A 6.15% Due 08/07/37	135,540	127,483
	Goldman Sachs Group Inc	Bond 6.875% Due 01/15/11	134,289	132,554
	Goldman Sachs Group Inc	Senior Note 5.75% Due 10/01/16	239,281	247,690
	GSR Mortgage Loan Trust	CMO 2006-9F M1 Fl Rt% Due 10/25/36	245,426	60,158
	HSBC Finance Corp	Note 6.75% Due 05/15/11	223,286	220,888
	IBM Corp	Deb 6.50% Due 01/15/28	127,998	125,278
**	Incitec Pivot Finance LLC	Note Ser 144a 6.00% Due 12/10/19	2,029,337	1,988,754
	Inter Amern Dev Bk	Senior Unsub Note 4.50% Due 09/15/14	341,072	366,577
	International Business Machines	Note 4.75% Due 11/29/12	1,005	1,074
	JP Morgan Mortgage Trust	CMO 2006-A1 B1 Fl Rt% Due 02/25/36	779,221	72,490
	JP Morgan Mortgage Trust	CMO 2006-A2 IB1 Fl Rt% Due 04/25/36	1,517,613	87,572
	JP Morgan Mortgage Trust	CMO 2005-A1 IB1 Fl Rt% Due 02/25/35	913,215	496,579
	JP Morgan Mortgage Trust	CMO 2005-A2 B1 Fl Rt% Due 04/25/35	1,211,243	401,258
	JP Morgan Mortgage Trust	CMO 2005-A3 1B1 Fl Rt% Due 06/25/35	2,132,793	384,489

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(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	JP Morgan Mortgage Trust	CMO 2005-A4 B1 Fl Rt% Due 07/25/35	906,800	197,009
	JP Morgan Mortgage Trust	CMO 2005-A5 IB1 Fl Rt% Due 08/25/35	555,119	122,038
	JP Morgan Mortgage Trust	CMO 2005-A6 IB1 Fl Rt% Due 09/25/35	861,855	141,954
	JP Morgan Mortgage Trust	CMO 2006-S4 B1 Fl Rt% Due 01/25/37	552,323	31,105
	JP Morgan Mortgage Trust	CMO 2007-A1 B1 Fl Rt% Due 07/25/35	638,785	77,249
	JP Morgan Mortgage Trust	CMO 2007-A2 B2 Fl Rt% Due 04/25/37	638,112	13,846
	JP Morgan Mortgage Trust	CMO 2007-A4 B1 Fl Rt% Due 06/25/37	963,307	62,995
	JP Morgan Mortgage Trust	CMO 2007-A4 B2 Fl Rt% Due 06/25/37	560,730	11,174
	JP Morgan Mortgage Trust	CMO 2007-A4 B3 Fl Rt% Due 06/25/37	60,661	4
	Kimberly Clark Corp	Bond 6.250% Due 07/15/18	81,250	83,701
**	Kimberly Clark Corp	Note 5.00% Due 08/15/13	94,900	103,210
	Kroger Co	Note 7.50% Due 04/01/31	129,135	130,366
**	L-3 Communications Corp	Senior Note Ser 144a 5.20% Due 10/15/19	1,077,083	1,063,326
	Macmillan Bloedel Ltd	Yankee Deb 7.700% Due 02/15/26	213,263	212,165
	Marsh & McLennan Cos Inc	Senior Note 5.75% Due 09/15/15	107,789	114,760
	Mead Johnson Nutrition Co	Senior Note Ser 144a 4.90% Due 11/01/19	1,495,148	1,477,320
	Mead Johnson Nutrition Co	Senior Bond Ser 144a 5.90% Due 11/01/39	979,902	945,350
	Merey Sweeny L P	Senior Note Ser 144A 8.85% Due 12/18/19	1,062,133	1,011,162
	Merrill Lynch Mortgage Trust	CMO 2005-LC1 A4 Fl Rt% Due 01/12/44	564,413	578,000
	Metlife Inc	Senior Note 5.375% Due 12/15/12	100,840	106,278

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Midamerican Energy Hldgs	Senior Deb 6.50% Due 09/15/37	149,048	155,930
	Morgan Stanley	Medium Term Note Ser F 5.625% Due 09/23/19	717,012	725,263
	Morgan Stanley Capital I Trust	CMO SEQ PYR 2007-T27 A4 Fl Rt% Due 06/13/42	941,520	1,090,987
	Morgan Stanley Mtg Loan Trust	CMO 2004-6AR CB2 Fl Rt% Due 08/25/34	394,987	43,346
	Motorola Inc	Note 7.625% Due 11/15/10	63,179	60,089
**	National Semiconductor Corp	Senior Note 6.60% Due 06/15/17	929,625	947,533
**	News America Inc	Deb 6.20% Due 12/15/34	81,397	82,411
**	Nisource Finance Corp	Senior Bond 6.125% Due 03/01/22	2,298,629	2,311,546
**	Oracle Corp	Note 5.75% Due 04/15/18	154,123	167,584
	Pacific Gas & Elec Co	Bond 6.05% Due 03/01/34	110,704	114,843
**	Pacific Gas & Elec Co	Note 4.80% Due 03/01/14	123,944	134,874
	Phillips Petroleum Co	Note 8.75% Due 05/25/10	141,158	129,165
	Procter & Gamble Co	Note 4.95% Due 08/15/14	142,620	157,759
	Progress Energy Inc	Senior Note 6.85% Due 04/15/12	132,555	132,430
**	Prudential Holdings LLC	Senior Note 7.245% Due 12/18/23	301,767	288,734
**	Reynolds American Inc	Senior Note 7.625% Due 06/01/16	1,288,844	1,313,667
	Sempra Energy	Senior Bond 6.00% Due 10/15/39	2,611,089	2,587,119
	Southern Calif Edison Co	Bond 5.625% Due 02/01/36	150,155	158,725
	Steelcase Inc	Senior Note 6.50% Due 08/15/11	485,171	495,966
	Structured Asset Securities Corp	CMO 2004-4 B1 Fl Rt% Due 04/25/34	574,175	115,840

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Suntrust Bank	Medium Term Note 5.20% Due 01/17/17	1,032,896	1,017,697
**	Target Corp	Note 5.875% Due 03/01/12	119,657	122,438
**	Textron Inc	Note 7.25% Due 10/01/19	3,453,888	3,529,589
	Time Warner Inc	Note 6.875% Due 05/01/12	57,775	58,021
	Time Warner Cable Inc	Senior Note 8.25% Due 04/01/19	1,652,742	1,625,838
	Toyota Motor Credit Corp	Note 4.25% Due 03/15/10	88,245	89,674
**	Unilever Capital Corp	Senior Note 5.90% Due 11/15/32	58,777	60,782
	Union Carbide Corp	Deb 7.75% Due 10/01/2096	739,490	777,032
	Unitedhealth Group Inc	Senior Note 4.875% Due 03/15/15	114,638	123,046
	Utilicorp United Inc	Note 7.950% Due 02/01/11	999,042	1,013,873
	Wachovia Bank Commercial Mtg Tr	CMO 2006-C25 A-2 5.684% Due 05/15/43	328,704	333,276
	Wal Mart Stores Inc	Note 4.125% Due 02/15/11	110,132	117,051
**	Wellpoint Inc	Bond 6.80% Due 08/01/12	106,870	110,332
	Wellpoint Inc	Note 5.95% Due 12/15/34	77,592	80,565
	Wells Fargo Co	Sub Note 5.125% Due 09/15/16	4,887	4,989
	Weyerhaeuser Co	Deb 7.375% Due 03/15/32	1,520,344	1,525,715
	Williams Cos Inc	Senior Note 8.75% Due 01/15/20	796,488	882,798
	Wyeth	Senior Note 6.50% Due 02/01/34	136,514	143,703
	Total Corporate Bonds		<u>\$ 67,030,736</u>	<u>\$ 54,197,727</u>

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Foreign Bonds				
**	Arcelormittal S A Fgn	Senior Note 9.85% Due 06/01/19	1,570,848	2,037,105
**	Arcelormittal S A Fgn	Bond 7.00% Due 10/15/39	952,020	1,052,910
	Cenovus Energy Inc Fgn	Senior Note Ser 144a 5.70% Due 10/15/19	349,766	365,074
**	Iberdrola Fin Ireland Ltd Fgn	Note Ser 144a 5.00% Due 09/11/19	839,617	840,902
	United Mexican States	Med Term Note 6.75% Due 09/27/34	13,819	13,715
**	Vodafone Group Plc Fgn	Note 5.625% Due 02/27/17	66,603	79,663
**	Vodafone Group Plc Fgn	Bond 6.15% Due 02/27/37	63,474	83,338
	Total Foreign Bonds		<u>\$ 3,856,147</u>	<u>\$ 4,472,707</u>
State and Municipal Bonds				
	Illinois St	General Obligation 5.10% Due 06/01/33	317,917	267,478
	Total State and Municipal Bonds		<u>\$ 317,917</u>	<u>\$ 267,478</u>
Insurance Company Contracts				
	Mutual Of New York Insurance Co	EV-30177 Var RT%	4,521,031	4,742,652
	Principal Mutual Life Ins Co	GA #3-65407 Fl Rt% Due 12/31/20	4,595,056	4,558,699
	Total Insurance Company Contracts		<u>\$ 9,116,087</u>	<u>\$ 9,301,351</u>

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Key Corp
Cash Balance Pension Plan

EIN 34-6542451

Plan Number 003

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Pooled Separate Accounts				
	Principal Finl Grp Ptr L/C BL I	GAC #3-65407 Due 12/31/20	661,348	553,981
	Principal Finl Grp Stk Separate	GAC #3-65407 Due 12/31/20	551,522	787,598
	Total Pooled Separate Accounts		<u>\$ 1,212,870</u>	<u>\$ 1,341,579</u>
Other Assets				
*	Austin Cap Safe Harbor ERISA Dedicated Fund, Ltd. Cl C	Multi-strategy Private Investment Fund	<u>\$ 30,179,025</u>	<u>\$ 26,530,471</u>
	Total Other Assets		<u>30,179,025</u>	<u>26,530,471</u>
Total Investments			<u>\$ 752,999,968</u>	<u>\$ 801,513,751</u>

* Indicates party in interest in relation to investment advisory services

** Indicates party in interest in relation to securities lending

*** Securities purchased on a To Be Announced/delayed delivery basis

SCHEDULE OF REPORTABLE TRANSACTIONS
Form 5500, Schedule H, Part IV, Line 4j

KeyCorp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (i)--Individual transactions in excess of 5 percent of plan assets.								
*	EB Money Market Fund	\$ 46,337,163	\$ -	\$ -	\$ -	\$ 46,337,163	\$ 46,337,163	\$ -
*	EB Money Market Fund	\$ 47,500,000	\$ -	\$ -	\$ -	\$ 47,500,000	\$ 47,500,000	\$ -
*	EB Money Market Fund	\$ -	\$ 47,406,929	\$ -	\$ -	\$ 47,406,929	\$ 47,406,929	\$ -
*	EB Money Market Fund	\$ -	\$ 47,497,121	\$ -	\$ -	\$ 47,497,121	\$ 47,497,121	\$ -
	Vanguard Inflation-Protected Open-End Fund	\$ 47,500,000	\$ -	\$ -	\$ -	\$ 47,500,000	\$ 47,500,000	\$ -
	United States Treas Notes 1.875% Dtd 04/30/09 Due 4/30/14	\$ 40,013,438	\$ -	\$ -	\$ -	\$ 40,013,438	\$ 40,013,438	\$ -
	United States Treas Notes 1.875% Dtd 04/30/09 Due 4/30/14	\$ -	\$ 37,210,313	\$ -	\$ -	\$ 37,101,955	\$ 37,210,313	\$ 108,358

Category (iii)--Series of transactions in excess of 5 percent of plan assets.

*	EB Money Market Fund	\$ 406,576,814	\$ -	\$ -	\$ -	\$ 406,576,814	\$ 406,576,814	\$ -
*	EB Money Market Fund	\$ -	\$ 411,281,950	\$ -	\$ -	\$ 411,281,950	\$ 411,281,950	\$ -
	Vanguard Inflation-Protected Open-End Fund	\$ 48,382,353	\$ -	\$ -	\$ -	\$ 48,382,353	\$ 48,382,353	\$ -
	United States Treas Notes 3.875%							

SCHEDULE OF REPORTABLE TRANSACTIONS

Form 5500, Schedule H, Part IV, Line 4j

KeyCorp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
	Dtd 05/17/04 Due 05/15/09	\$ 39,107,243	\$ -	\$ -	\$ -	\$ 39,107,243	\$ 39,107,243	\$ -
	United States Treas Notes 3.875%							
	Dtd 05/17/04 Due 05/15/09	\$ -	\$ 45,118,577	\$ -	\$ -	\$ 45,344,210	\$ 45,118,577	\$ (225,633)
	United States Treas Notes 2.125%							
	Dtd 04/30/08 Due 04/30/10	\$ 82,090,741	\$ -	\$ -	\$ -	\$ 82,090,741	\$ 82,090,741	\$ -
	United States Treas Notes 2.125%							
	Dtd 04/30/08 Due 04/30/10	\$ -	\$ 70,498,662	\$ -	\$ -	\$ 70,558,846	\$ 70,498,662	\$ (60,184)
	United States Treas Notes 2.75%							
	Dtd 02/17/09 Due 02/15/19	\$ 38,336,579	\$ -	\$ -	\$ -	\$ 38,336,579	\$ 38,336,579	\$ -
	United States Treas Notes 2.75%							
	Dtd 02/17/09 Due 02/15/19	\$ -	\$ 37,726,096	\$ -	\$ -	\$ 38,336,579	\$ 37,726,096	\$ (610,483)
	United States Treas Notes 1.875%							
	Dtd 04/30/09 Due 4/30/14	\$ 46,893,356	\$ -	\$ -	\$ -	\$ 46,893,356	\$ 46,893,356	\$ -
	United States Treas Notes 1.875%							
	Dtd 04/30/09 Due 4/30/14	\$ -	\$ 46,972,430	\$ -	\$ -	\$ 46,893,356	\$ 46,972,430	\$ 79,074

SCHEDULE OF REPORTABLE TRANSACTIONS
Form 5500, Schedule H, Part IV, Line 4j

KeyCorp
Cash Balance Pension Plan

EIN 34-6542451
Plan Number 003

December 31, 2009

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
United States Treas Notes 3.125%								
Dtd 05/15/09 Due 05/15/19		\$ 37,625,140	\$ -	\$ -	\$ -	\$ 37,625,140	\$ 37,625,140	\$ -
United States Treas Notes 3.125%								
Dtd 05/15/09 Due 05/15/19		\$ -	\$ 37,534,807	\$ -	\$ -	\$ 37,625,140	\$ 37,534,807	\$ (90,333)

The purchase price of securities acquired represented the fair value at the dates of the above transactions.

There were no category (ii) or (iv) reportable transactions during 2009.

* Indicates party in interest in relation to investment advisory services.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan KeyCorp Cash Balance Pension Plan	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF KeyCorp	D Employer Identification Number (EIN) 34-6542451
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value	2a	721,691,771	
b Actuarial value	2b	793,860,948	
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	5,616	246,707,133
b For terminated vested participants	3b	9,362	204,865,364
c For active participants:			
(1) Non-vested benefits	3c(1)		2,557,290
(2) Vested benefits	3c(2)		373,355,820
(3) Total active	3c(3)	15,080	375,913,110
d Total	3d	30,058	827,485,607
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	8.26 %	
6 Target normal cost	6	39,618,408	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**GREGORY H. REYNOLDS GHR

Signature of actuary

Gregory H. Reynolds

Type or print name of actuary

Hewitt Associates LLC

Firm name

5005 Rockside Road

Independence

Address of the firm

OH 44131

10/06/2010

Date

08-06401

Most recent enrollment number

(216) 573-9700

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	193,857,120	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	47,205,683	0
9 Amount remaining (Item 7 minus item 8).....	146,651,437	0
10 Interest on item 9 using prior year's actual return of <u>(29.52)%</u>	(43,291,504)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>5.97</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	103,359,933	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	83.44 %
15 Adjusted funding target attainment percentage.....	15	95.93 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	120.06 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/13/2010	57,796,000				
Totals ▶			18(b)	57,796,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	50,506,743

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Discount rate:

Segment rates:

1st segment:
%2nd segment:
%3rd segment:
%☒ N/A, full yield curve used

Applicable month (enter code).....

2

Weighted average retirement age

61

Mortality table(s) (see instructions)

☐

Prescribed - combined

☒

Prescribed - separate

☐

Substitute

Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....

☒

Yes

☐

No

Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.

☒

Yes

☐

No

Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....

☒

Yes

☐

No

If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....

Unpaid minimum required contribution for all prior years

0

Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....

0

Remaining amount of unpaid minimum required contributions (item 28 minus item 29).....

0

Target normal cost, adjusted, if applicable (see instructions).....

39,618,408

Amortization installments:

Outstanding Balance

Installment

Net shortfall amortization installment

0

0

Waiver amortization installment

0

0

If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount

Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....

39,618,408

Carryover balance

Prefunding balance

Total balance

Balances used to offset funding requirement

33,842,741

33,842,741

Additional cash requirement (item 34 minus item 35).....

5,775,667

Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....

50,506,743

Interest-adjusted excess contributions for current year (see instructions).....

44,731,076

Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....

0

Unpaid minimum required contribution for all years

0

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
EIN: 34-6542451 PN: 003

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2009

Date	Amount	Interest Rate	Interest Adjusted Contribution
September 13, 2009	\$ 57,796,000	8.26%	\$ 50,506,743
Total Contribution	\$ 57,796,000		\$ 50,506,743

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
EIN: 34-6542451 PN: 003

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	10.00%	1.0000	5.55
56.5	10.00%	0.9000	5.09
57.5	10.00%	0.8100	4.66
58.5	11.00%	0.7290	4.69
59.5	13.00%	0.6488	5.02
60.5	13.00%	0.5645	4.44
61.5	17.00%	0.4911	5.13
62.5	23.00%	0.4076	5.86
63.5	17.00%	0.3139	3.39
64.5	26.00%	0.2605	4.37
65.5	31.00%	0.1928	3.91
66.5	27.00%	0.1330	2.39
67.5	17.00%	0.0971	1.11
68.5	25.00%	0.0806	1.38
69.5	10.00%	0.0604	0.42
70	100.00%	0.0544	3.81
Weighted Average			61.22

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
EIN: 34-6542451 PN: 003

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates

Based on the full Yield Curve with a two month look-back (October 2008 yield curve), with sample rates as follows:

Yield Curve

Duration 0.5–5.45%
Duration 5.5–8.25%
Duration 10.5–8.87%
Duration 15.5–8.65%
Duration 20.5–8.11%
Duration 25.5–7.71%
Duration 30.5–7.46%

Salary Increases

Minimum Funding Target Normal Cost
Maximum Tax Expected Benefit Increase

See Table 1.

See Table 1.

Cash Balance Interest Crediting Rate

4.46% per year, compounded quarterly.

Cash Balance Annuity Conversion Rate and Lump Sum Interest Rate

Same as Funding Interest Rates.

Social Security Wage Base Increases

Future wage indices are based on a national wage increase of 4.00% per year.

Benefit Election at Retirement

For grandfathered actives, it has been assumed that 60% will elect the cash balance benefit and 40% will elect the grandfathered benefit.

Lump Sum Conversion Mortality

Current 417(e) table for lump sums.

Retirement Age

Active Participants
Terminated Vested Participants

See Table 2.

4 years after termination.

Mortality Rates

Healthy and Disabled

2009 Generational Mortality Table for Annuitants and Non-Annuitants Per §1.430(h)(3)-1(d).

Withdrawal Rates

See Table 3.

Disability Rates

See Table 4.

Surviving Spouse Benefit

It is assumed that 25% of males and 25% of females have an eligible spouse, and that males are three years older than their spouses.

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Valuation Compensation

2008 Pensionable Earnings rolled forward one year with the salary increase assumption.

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$195,000 and the 401(a)(17) compensation limit of \$245,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2007 Plan Year

6.09%

2008 Plan Year

6.43%

Trustee Expenses Included in Target Normal Cost

\$2,551,997. Equal to the prior fiscal year actual plan expenses.

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2009.

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Table 1
Salary Merit Increase Rates—Funding

Age	Rate	Age	Rate
15	10.00%	45	5.00%
16	10.00%	46	5.00%
17	10.00%	47	5.00%
18	10.00%	48	5.00%
19	10.00%	49	5.00%
20	10.00%	50	5.00%
21	10.00%	51	5.00%
22	10.00%	52	5.00%
23	10.00%	53	5.00%
24	10.00%	54	5.00%
25	10.00%	55	3.00%
26	10.00%	56	3.00%
27	10.00%	57	3.00%
28	10.00%	58	3.00%
29	10.00%	59	3.00%
30	10.00%	60	3.00%
31	10.00%	61	3.00%
32	10.00%	62	3.00%
33	10.00%	63	3.00%
34	10.00%	64	3.00%
35	5.00%	65+	3.00%
36	5.00%		
37	5.00%		
38	5.00%		
39	5.00%		
40	5.00%		
41	5.00%		
42	5.00%		
43	5.00%		
44	5.00%		

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Table 2
Retirement Rates

Age	Rate
55	10.00%
56	10.00%
57	10.00%
58	11.00%
59	13.00%
60	13.00%
61	17.00%
62	23.00%
63	17.00%
64	26.00%
65	31.00%
66	27.00%
67	17.00%
68	25.00%
69	10.00%
70+	100.00%

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Table 3—Page 1 of 2
Termination Rates

Age	Years of Service					
	0	1	2	3	4	5+
15	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%
16	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%
17	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%
18	50.00%	50.00%	50.00%	50.00%	50.00%	47.50%
19	50.00%	50.00%	50.00%	50.00%	50.00%	42.40%
20	37.00%	37.00%	37.00%	37.00%	28.00%	37.30%
21	37.00%	37.00%	37.00%	37.00%	28.00%	32.20%
22	37.00%	37.00%	37.00%	37.00%	28.00%	27.10%
23	37.00%	37.00%	37.00%	37.00%	28.00%	23.80%
24	37.00%	37.00%	37.00%	37.00%	28.00%	22.40%
25	30.00%	30.00%	30.00%	24.00%	23.00%	21.10%
26	30.00%	30.00%	30.00%	24.00%	23.00%	19.70%
27	30.00%	30.00%	30.00%	24.00%	23.00%	18.30%
28	30.00%	30.00%	30.00%	24.00%	23.00%	17.30%
29	30.00%	30.00%	30.00%	24.00%	23.00%	16.80%
30	26.00%	26.00%	26.00%	24.00%	20.00%	16.20%
31	26.00%	26.00%	26.00%	24.00%	20.00%	15.60%
32	26.00%	26.00%	26.00%	24.00%	20.00%	15.10%
33	26.00%	26.00%	26.00%	24.00%	20.00%	14.60%
34	26.00%	26.00%	26.00%	24.00%	20.00%	14.20%
35	21.00%	26.00%	22.00%	19.00%	16.00%	13.80%
36	21.00%	26.00%	22.00%	19.00%	16.00%	13.40%
37	21.00%	26.00%	22.00%	19.00%	16.00%	13.00%
38	21.00%	26.00%	22.00%	19.00%	16.00%	12.60%
39	21.00%	26.00%	22.00%	19.00%	16.00%	12.10%
40	18.00%	18.00%	18.00%	17.00%	16.00%	11.70%
41	18.00%	18.00%	18.00%	17.00%	16.00%	11.30%
42	18.00%	18.00%	18.00%	17.00%	16.00%	10.80%
43	18.00%	18.00%	18.00%	17.00%	16.00%	10.40%
44	18.00%	18.00%	18.00%	17.00%	16.00%	10.00%

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Table 3—Page 2 of 2
Termination Rates

Age	Years of Service					
	0	1	2	3	4	5+
45	18.00%	18.00%	18.00%	17.00%	16.00%	9.60%
46	18.00%	18.00%	18.00%	17.00%	16.00%	9.10%
47	18.00%	18.00%	18.00%	17.00%	16.00%	8.70%
48	18.00%	18.00%	18.00%	17.00%	16.00%	8.50%
49	18.00%	18.00%	18.00%	17.00%	16.00%	8.40%
50	18.00%	18.00%	18.00%	17.00%	16.00%	8.30%
51	18.00%	18.00%	18.00%	17.00%	16.00%	8.20%
52	18.00%	18.00%	18.00%	17.00%	16.00%	8.10%
53	18.00%	18.00%	18.00%	17.00%	16.00%	7.90%
54	18.00%	18.00%	18.00%	17.00%	16.00%	7.70%
55	18.00%	18.00%	18.00%	17.00%	16.00%	7.50%
56	18.00%	18.00%	18.00%	17.00%	16.00%	7.30%
57	18.00%	18.00%	18.00%	17.00%	16.00%	7.10%
58	18.00%	18.00%	18.00%	17.00%	16.00%	7.00%
59	18.00%	18.00%	18.00%	17.00%	16.00%	6.80%
60	18.00%	18.00%	18.00%	17.00%	16.00%	6.70%
61	18.00%	18.00%	18.00%	17.00%	16.00%	6.60%
62	18.00%	18.00%	18.00%	17.00%	16.00%	6.50%
63	18.00%	18.00%	18.00%	17.00%	16.00%	6.40%
64	18.00%	18.00%	18.00%	17.00%	16.00%	6.30%
65+	18.00%	18.00%	18.00%	17.00%	16.00%	6.20%

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Table 4
Disability Rates

Age	Male	Female	Age	Male	Female
15	0.03%	0.03%	45	0.15%	0.23%
16	0.03%	0.03%	46	0.17%	0.26%
17	0.03%	0.03%	47	0.20%	0.29%
18	0.03%	0.03%	48	0.24%	0.31%
19	0.03%	0.03%	49	0.27%	0.34%
20	0.03%	0.03%	50	0.31%	0.38%
21	0.03%	0.03%	51	0.37%	0.42%
22	0.03%	0.03%	52	0.44%	0.47%
23	0.03%	0.03%	53	0.50%	0.51%
24	0.03%	0.03%	54	0.58%	0.56%
25	0.03%	0.03%	55	0.66%	0.61%
26	0.03%	0.03%	56	0.73%	0.66%
27	0.03%	0.03%	57	0.82%	0.70%
28	0.03%	0.04%	58	0.90%	0.76%
29	0.03%	0.04%	59	1.00%	0.81%
30	0.03%	0.04%	60	1.09%	0.86%
31	0.03%	0.05%	61	1.20%	0.91%
32	0.03%	0.05%	62	1.31%	0.96%
33	0.03%	0.06%	63	1.43%	1.00%
34	0.03%	0.06%	64	1.56%	1.04%
35	0.04%	0.07%	65+	0.00%	0.00%
36	0.04%	0.08%			
37	0.05%	0.09%			
38	0.06%	0.10%			
39	0.07%	0.11%			
40	0.08%	0.12%			
41	0.09%	0.14%			
42	0.10%	0.16%			
43	0.11%	0.18%			
44	0.13%	0.21%			

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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following changes:

- A change in the interest crediting rate from 4.95% to 4.46%.
- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.
- The salary increase assumption was updated to better reflect recent plan experience.

Approval of the Commissioner was not required.

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Schedule SB, line 25—Change in Funding Method

The implementation of PPA required certain changes to the methods used in the funding valuation:

- A change in the asset valuation method from a Market Value method to the 3-point smoothed value method as of January 1, 2009.
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by WRERA.
- A change in the interest rate assumption from the full yield curve with a zero month lookback (January 2008 yield curve) to the full yield curve with a two month look-back (October 2008 yield curve).

Note that these changes will affect the comparability of the funding valuation results for the 2009 plan year and the funding valuation results for prior plan years. These changes have automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2009
Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	78	517	14							
	\$19,896	\$29,895								
	\$790	\$827								
25-29	172	1,234	190	11						
	\$31,225	\$45,984	\$51,941							
	\$2,808	\$2,816	\$8,351							
30-34	182	1,115	327	131	5					
	\$45,309	\$58,976	\$69,577	\$60,591						
	\$7,045	\$5,639	\$16,857	\$22,947						
35-39	189	1,043	367	280	143	15				
	\$43,487	\$67,460	\$80,281	\$77,300	\$70,999					
	\$11,246	\$11,467	\$22,640	\$35,165	\$42,813					
40-44	153	952	336	268	227	185	13			
	\$46,264	\$71,274	\$81,234	\$83,076	\$74,024	\$67,777				
	\$16,889	\$13,990	\$26,832	\$44,318	\$53,174	\$54,554				
45-49	162	828	331	306	219	248	193	33		
	\$46,190	\$71,871	\$83,069	\$81,801	\$88,696	\$92,430	\$68,819	\$58,881		
	\$22,515	\$17,382	\$29,826	\$44,316	\$70,457	\$84,029	\$76,239	\$60,961		
50-54	125	678	295	269	158	158	175	152	32	
	\$45,199	\$66,862	\$73,757	\$80,783	\$78,272	\$82,878	\$87,244	\$69,916	\$59,418	
	\$31,090	\$21,805	\$30,483	\$45,269	\$66,728	\$84,966	\$112,076	\$104,652	\$99,883	
55-59	114	505	184	144	133	138	111	88	77	11
	\$40,944	\$59,486	\$75,709	\$71,249	\$70,116	\$68,191	\$76,708	\$81,600	\$66,432	
	\$32,940	\$28,031	\$31,531	\$43,159	\$60,806	\$69,745	\$113,064	\$150,534	\$162,375	
60-64	74	280	95	90	57	64	64	38	36	23
	\$39,581	\$58,384	\$59,070	\$62,992	\$61,944	\$57,417	\$68,752	\$64,025	\$77,615	\$50,083
	\$32,746	\$36,411	\$23,475	\$35,471	\$55,498	\$75,584	\$122,453	\$127,033	\$220,804	\$156,906
65-69	17	86	22	12	19	10	8	7	6	7
		\$42,864	\$50,406							
		\$26,973	\$14,125							
70+	6	15	9	6	5	4		2	1	3

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Schedule SB, Part V—Summary of Plan Provisions—Cash Balance Plan

Eligibility for Participation

Must be 21 with at least 12 months of service (during which employee was credited with 1,000 hours of service).

Normal Retirement

Eligibility

Age 65 and 3 years of vesting service.

Benefit

A participant's Opening Balance plus Pay, Interest, and Transition Credits, as applicable.

Service ranges and rates for the Cash Balance formula are illustrated below:

Minimum Service Breakpoint	Maximum Service Breakpoint	Contribution Rate— All Pay	Contribution Rate— Over Limit
0	<5	3.0%	3.0%
5	<10	3.5%	3.5%
10	<15	4.0%	4.0%
15	<20	4.5%	4.5%
20	99	5.0%	5.0%

Transition Credits are provided to participants who meet the following criteria as of 01/01/1995: Age 40, Vesting Service—10, and Points 55. The amount of the transition credits is determined as of 01/01/1995 and does not change. The rates for transition credits are shown below:

Minimum Points Breakpoint	Maximum Points Breakpoint	Contribution Rate— All Pay	Contribution Rate— Over Limit
55	<65	1	1
65	99	2	2

The Opening Balance for each participant in a Predecessor Plan is equal to the actuarial present value of the accrued benefit earned in that Plan.

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Early Retirement

Eligibility Age 55 and 3 years vesting service. Additional optional forms available at age 55 and 10 years of vesting service.

Benefit Cash Balance as of the Early Retirement Date.

Terminated Vested

Eligibility 100% vested after 3 years of service.

Benefit Cash Balance as of the date of termination if payment is deferred, interest credits accrue.

Early Commencement of Terminated Vested Benefits

Eligibility Same as Early Retirement.

Benefit Cash Balance as of date of commencement.

Disability

Eligibility Age 21 and 1 year of vesting service.

Benefit Cash Balance, credited with Interest, payable at the Normal Retirement Date.

Pre-Retirement Spouse's Death Benefit Cash Balance as of date of death.

Post-Retirement Spouse's Death Benefit Based on the form of annuity chosen at retirement.

Normal Form of Benefit Single Life Annuity. For married participants, the 50% Joint and Survivor Annuity actuarially reduced for payment form.

Optional Forms of Payment Single Life Annuity; 50%, 75%, or 100% Joint and Survivor Annuities; 10-Year Certain and Life Annuity; Level Income Annuity; Lump Sum.

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KeyCorp Grandfathered Plans (AP0)

Eligibility for Participation

Age 21 with 12 consecutive months of service during which the employee was credited with 1,000 hours of service.

Normal Retirement

Eligibility

Age 65.

Benefit

The sum of (1) and (2) multiplied by (3) and (4), but not less than (5):

- (1) 25% of Final Average Pay.
- (2) 0.5% of Final Average Pay in excess of Covered Compensation.
- (3) The lesser of service to Normal Retirement Date, or 40.
- (4) Service to Termination divided by service projected to Normal Retirement Date.
- (5) \$25 per month.

Early Retirement

Eligibility

Age 60; or Age 50 and 15 years of service.

Benefit

Accrued Normal Retirement Benefit with the reduction factors below:

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Reduction Factors

Age	Normal Retirement Average 65	Normal Retirement Average 62
47	N/A	31.6%
48	N/A	32.8%
49	N/A	35.2%
50	31.6%	37.6%
51	32.8%	41.2%
52	35.2%	44.8%
53	37.6%	48.4%
54	41.2%	53.2%
55	44.8%	58.0%
56	48.4%	62.8%
57	53.2%	67.6%
58	58.0%	73.6%
59	62.8%	79.6%
60	67.6%	85.6%
61	73.6%	92.8%
62	79.6%	100.0%
63	85.6%	100.0%
64	92.8%	100.0%

Terminated Vested

Eligibility

Participants in grandfathered plans are assumed to be vested.

Benefit

Accrual normal retirement at date of termination payable at age 65.

Early Commencement of Terminated Vested Benefits

Eligibility

Same as Early Retirement.

Benefit

Same as Early Retirement.

Disability

Provided under Cash Balance provisions.

Pre-Retirement Spouse's Death Benefit

Provided under Cash Balance provisions.

Optional Forms of Payment

Single Life Annuity; 50%, 75%, or 100% Joint and Survivor Annuities; 5-, 10-, or 15-Year Certain Only Annuities; 5-, 10-, or 15-Year Certain and Life Annuities.

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Society Grandfathered Pension Plan

Eligibility for Participation

No age requirement prior to 1993. Participation begins on date of hire (after 1992: Age 23 with 5 years of service).

Normal Retirement

Eligibility

Age 65 and 5 years vesting service.

Benefit

The sum of (1), (2), and (3):

(1) 1.3% Final Average Pay times service up to 30 years.

(2) 0.5% Final Average Pay in excess of Covered Compensation times service up to 30 years.

(3) 0.5% Final Average Pay times service over 30 years.

Early Retirement

Eligibility

Age 55 with 10 years of service.

Benefit

Normal accrued benefit with the following reductions:

Reduction Factors

- Reduced .30% per month from age 60 to 65; and
- .40% per month from age 55 to 60.

Terminated Vested

Eligibility

After 1993, age 23 with 5 years of service.

Benefit

Accrued normal retirement benefit at date of termination, payable at 65.

Early Commencement of Terminated Vested Benefits

Eligibility

Same as Early Retirement.

Benefit

Same as Early Retirement.

Disability

Provided under Cash Balance provisions.

Pre-Retirement Spouse's Death Benefit

Provided under Cash Balance provisions.

Optional Forms of Payment

Single Life Annuity; 10-Year Certain and Life Annuity; Level Income Annuity; 50%, 75%, 100% Joint and Survivor Annuities.

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TrustCorp Grandfathered Formula

Eligibility for Participation

Age 21 with 12 consecutive months of service.

Normal Retirement

Eligibility

Age 65 and 5 years of vesting service.

Benefit

The greater of (1); and (2) plus (3) minus (4):

- (1) 1.0% Final Average Pay plus .5% Final Average Pay in excess of Covered Compensation, multiplied by service through 01/01/1991 offset by the TrustCorp DC benefit.
- (2) 1.0% Final Average Pay plus .5% Final Average Pay in excess of Covered Compensation, multiplied by service from 01/01/1989 through 12/31/1990 plus the Frozen 12/31/1988 TrustCorp benefit.
- (3) Society Grandfathered Plan for Service after 12/31/1990.
- (4) TrustCorp Travelers Annuity.

Early Retirement

Eligibility

Age 55 with 10 years of service.

Benefit

Accrued Normal benefit with the reductions below applied only to the portion of the benefit under Covered Compensation.

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Reduction Factors

Age	Factor
45	56.3%
46	58.3%
47	60.2%
48	62.1%
49	63.8%
50	65.4%
51	66.8%
52	68.2%
53	69.3%
54	70.3%
55	71.0%
56	74.0%
57	77.0%
58	80.0%
59	83.0%
60	86.0%
61	93.0%
62	100.0%

Terminated Vested

Eligibility

5 years of vesting service.

Benefit

Accrued Normal Retirement Benefit at date of termination, payable at age 65.

Early Commencement of Terminated Vested Benefits

Eligibility

Same as Early Retirement.

Benefit

Same as Early Retirement.

Disability

Provided under Cash Balance provisions.

Pre-Retirement Spouse's Death Benefit

Provided under Cash Balance provisions.

Optional Forms of Payment

Single Life Annuity; Lump Sum (Terminated Vested participants only, up to \$15,000); 5-, 10-, or 15-Year Certain and Life Annuities; Level Income Annuity; 50%, 75%, or 100% Joint and Survivor Annuities.

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New Affiliated Plan

Eligibility for Participation

Age 21 with 12 consecutive months of service.

Normal Retirement

Eligibility

Age 65 and 5 years vesting service, if participant was age 50 or had 10 years of service on 1/1/1990, Normal Retirement Date is 62 and 15 years of service.

Benefit

The sum of (1) and (2) multiplied by (3):

- (1) 1.9% of Final Average Pay.
- (2) .65% of Final Average Pay in excess of Covered Compensation.
- (3) The lesser of service to Normal Retirement Date, or 20.

For participants prior to 01/01/1979, multiply above by the ratio of projected to Normal Retirement Date.

Early Retirement

Eligibility

Age 55 and 10 years of vesting service.

Benefit

Accrued normal retirement benefit with the reduction factors below:

Reduction Factors

Age	Factor
55	50.00%
56	53.33%
57	56.67%
58	60.00%
59	63.33%
60	66.67%
61	73.33%
62	80.00%
63	86.67%
64	93.33%
65	100.00%

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Terminated Vested

Eligibility 5 years of service of vesting service.

Benefit Accrued Normal Retirement Benefit at date of termination,
payable at age 65.

**Early Commencement of Terminated
Vested Benefits**

Eligibility Same as Early Retirement.

Benefit Same as Early Retirement.

Disability Provided under Cash Balance provisions.

Pre-Retirement Spouse's Death Benefit Provided under Cash Balance provisions.

Optional Forms of Payment Single Life Annuity; 5-, 10-, or 15-Year Certain Only
Annuities; 5-, 10-, or 15-Year Certain and Life Annuities;
50%, 75%, or 100% Joint and Survivor Annuities.

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Bank of New York (AP2)

Eligibility for Participation

Age 21 with 12 consecutive months of service.

Normal Retirement

Eligibility

Age 60.

Benefit

The sum of (1) and (2) minus (3):

(1) 1.5% Final Average Pay times service.

(2) 0.3% Final Average Pay in excess of Covered Compensation times service.

(3) Bank of New York offset.

Early Retirement

Eligibility

Age 55 and 5 years of vesting service.

Benefit

Accrued Normal Retirement benefit reduced for early retirement.

Reduction Factors

Reduce by 6% per year from age 60 to 55.

Terminated Vested

Eligibility

5 years of vesting service.

Benefit

Accrued Normal Retirement Benefit at termination date, payable at 60.

Early Commencement of Terminated Vested Benefits

Eligibility

Same as Early Retirement.

Benefit

Same as Early Retirement.

Disability

Provided under Cash Balance provisions.

Pre-Retirement Spouse's

Death Benefit

Provided under Cash Balance provisions.

Optional Forms of Payment

Single Life Annuity; 5-, 10-, or 15-Year Certain Only Annuities; 5-, 10-, or 15-Year Certain and Life Annuities; 50%, 75%, or 100% Joint and Survivor Annuities.

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
EIN: 34-6542451 PN: 003

Pacwest Bancorp Plan (AP3)

Eligibility for Participation

Age 21 with 12 consecutive months of service.

Normal Retirement

Eligibility

Age 65 and 5 years vesting service.

Benefit

The greater of (A) and (B).

(A) The sum of (1) and (2) multiplied by (3) and (4) offset by (5):

(1) 1.25% Final Average Pay.

(2) .5% Final Average Pay in excess of Covered Compensation.

(3) The lesser of service to Normal Retirement Date, or 40.

(4) Service to termination divided by service, projected to Normal Retirement Date.

(5) Pacwest Bancorp Retirement Security Plan benefit projected to Normal Retirement Date.

(B) The sum of (1) and (2) multiplied by (3) and (4) plus (5):

(1) 1.25% Final Average Pay.

(2) .5% Final Average Pay in excess of Covered Compensation.

(3) The lesser of service from 01/01/1989 to Normal Retirement Date, or 40.

(4) Service from 01/01/1989 to termination divided by service from 01/01/1989 projected to Normal Retirement Date.

(5) Frozen Pacwest benefit.

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
EIN: 34-6542451 PN: 003

Early Retirement

Eligibility

Age 60 or age 50 with 10 years vesting service.

Benefit

Normal Retirement Benefit with the reduction factors below:

Reduction Factors

Age	Normal	Normal
	Retirement	Retirement
	Age 65	Age 62
47	N/A	31.6%
48	N/A	32.8%
49	N/A	35.2%
50	31.6%	37.6%
51	32.8%	41.2%
52	35.2%	44.8%
53	37.6%	48.4%
54	41.2%	53.2%
55	44.8%	58.0%
56	48.4%	62.8%
57	53.2%	67.6%
58	58.0%	73.6%
59	62.8%	79.6%
60	67.6%	85.6%
61	73.6%	92.8%
62	79.6%	100.0%
63	85.6%	100.0%
64	92.8%	100.0%

Terminated Vested

Eligibility

5 years of vesting service.

Benefit

Accrued Normal Retirement Benefit at termination date, payable at 65.

Early Commencement of Terminated Vested Benefits

Eligibility

Same as Early Retirement.

Benefit

Same as Early Retirement.

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
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Disability

Provided under Cash Balance provisions.

Pre-Retirement Spouse's

Provided under Cash Balance provisions.

Death Benefit

Optional Forms of Payment

Single Life Annuity; 5-, 10-, or 15-Year Certain Only
Annuities, 5-, 10-, or 15-Year Certain and Life Annuities;
50%, 75%, or 100% Joint and Survivor Annuities.

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
EIN: 34-6542451 PN: 003

Ameritrust Frozen Grandfathered

Eligible for Participation

Age 21 with 12 consecutive months of service.

Normal Retirement

Eligibility

Age 65.

Benefit

The greater of (A) and (B), but not less than (C):

(A) Frozen Ameritrust Benefit as of 12/31/1992.

(B) The sum of:

(1) 1.875% Final Average Pay times service up to 20 years.

(2) 2.5% Final Average Pay times service over 20 years.

(C) \$6.50 times credited service.

Early Retirement

Eligibility

Age 55 and 5 years of service.

Benefit

Accrued Normal Retirement Benefit with reduction factors below.

Reduction Factors

Service	Reduction
Less than 24 months	.6%
25–60 months	.5%
61–108 months	.4%
109–144 months	.3%
145–168 months	.2%
169–180 months	.1%

Terminated Vested

Eligibility

5 years of vesting service.

Benefit

Accrued Normal benefit at termination date, payable at age 65.

Early Commencement of Terminated Vested Benefits

Eligibility

Same as Early Retirement.

Benefit

Same as Early Retirement.

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
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Disability	Provided under Cash Balance Provisions.
Pre-Retirement Spouse's Death Benefit	Provided under Cash Balance Provisions.
Optional Forms of Payment	Single Life Annuity; Lump Sum; 5-, 10-, or 15-Year Certain and Life Annuities; 50%, 75%, or 100% Joint and Survivor Annuities.

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
EIN: 34-6542451 PN: 003

Puget Sound (AP4)

Eligibility for Participation

Age 21 with 12 consecutive years of service.

Normal Retirement

Eligibility

Age 65.

Benefit

The sum of (1) and (2) times (3) and (4):

- (1) 1.25% Final Average Pay.
- (2) .5% Final Average Pay in excess of Covered Compensation.
- (3) The lesser of service to Normal Retirement Date, and 40.
- (4) Service to termination divided by service projected to Normal Retirement Date.

Early Retirement

Eligibility

Age 60 or age 58 with 10 years vesting service.

Benefit

Accrued Normal Benefit with the reduction factors below:

Reduction Factors

Age	Factor With	Factor With
	Less Than 30 Years of Service	More Than 30 Years of Service
55	50%	56%
56	56%	62%
57	62%	68%
58	68%	74%
59	74%	80%
60	80%	86%
61	84%	93%
62	88%	100%
63	92%	100%
64	96%	100%
65	100%	100%

Terminated Vested

Eligibility

5 years of vesting service.

Benefit

Accrued Normal Benefit at termination date, payable at age 65.

Schedule SB Attachment (Form 5500)—2009 Plan Year
KeyCorp Cash Balance Pension Plan
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Early Commencement of Terminated

Vested Benefits

Eligibility Same as Early Retirement.

Benefit Same as Early Retirement.

Disability Provided under Cash Balance provisions.

Pre-Retirement Spouse's Death Benefit Provided under Cash Balance provisions.

Optional Forms of Payment Single Life Annuity; Lump Sum (up to \$7,000); 5-, 10-, or 15-Year Certain Only Annuities; 10-Year Certain and Life Annuity; 50%, 75%, or 100% Joint and Survivor Annuities.

Changes in Plan Provisions since the Prior Year

The January 1, 2009 funding valuation reflects the following plan changes:

- An increase in the annual pay limit under IRC Section 401(a)(17) from \$230,000 in 2008 to \$245,000 in 2009.
- An increase in the annual maximum benefit limit under IRC Section 415 from \$185,000 in 2008 to \$195,000 in 2009.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

The target liability was calculated using the full yield curve based on corporate bonds rates for October. As such, "2" was entered on line 21b as the applicable lookback month.