



Parent Company Only Financial Statements for Large Holding Companies—FR Y-9LP

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)).

This report form is to be filed by the parent company of large holding companies. For purposes of this report, large holding companies are holding companies with total consolidated assets

of \$1 billion or more, or holding companies that meet certain criteria, regardless of size. When such holding companies are tiered holding companies, separate reports are also to be filed by each of the subsidiary holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: *The Parent Company Only Financial Statements for Large Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).*

Date of Report: **December 31, 2015**
Month / Day / Year (BHCP 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the *Parent Company Only Financial Statements for Large Holding Companies* for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Donald R. Kimble, Chief Financial Officer
Printed Name of Chief Financial Officer (or Equivalent) (BHCP C490)
02/12/2016
Signature of Chief Financial Officer (or Equivalent) (BHCP H321)
Date of Signature (MM/DD/YYYY) (BHPX J196)

KEYCORP
Legal Title of Holding Company (TEXT 9010)
127 PUBLIC SQUARE
(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)
CLEVELAND OH 441141306
City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Ronald S. Lewis, Senior Vice President
Name / Title (BHPX 8901)
216-689-5213
Area Code / Phone Number (BHPX 8902)
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Ronald S Lewis@KeyBank.com
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RSSD ID _____
C.I. _____ S.F. _____

Name of Holding Company

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

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RSSD ID:

1068025

Schedule PI—Parent Company Only Income StatementReport at the close of business 20151231

MM / DD / YYYY

Report the Income Statement on a calendar year-to-date basis.

Dollar Amounts in Thousands

	BHCP			
1. Operating Income:				
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:				
(1) Dividends	0508		1000000	1.a.(1)
(2) Interest.....	0512		3366	1.a.(2)
(3) Management and service fees	0515		0	1.a.(3)
(4) Other	0518		0	1.a.(4)
(5) Total (sum of items 1.a(1) through 1.a(4))	0520		1003366	1.a.(5)
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income:				
(1) Dividends	1275		729	1.b.(1)
(2) Interest.....	1276		6967	1.b.(2)
(3) Management and service fees	1277		0	1.b.(3)
(4) Other	1278		0	1.b.(4)
(5) Total (sum of items 1.b(1) through 1.b(4))	1279		7696	1.b.(5)
c. (This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)				
Income from subsidiary holding companies and associated holding companies, excluding equity in undistributed income:				
(1) Dividends	0206			1.c.(1)
(2) Interest.....	0207			1.c.(2)
(3) Management and service fees	0208			1.c.(3)
(4) Other	0209			1.c.(4)
(5) Total (sum of items 1.c(1) through 1.c(4)).....	0210			1.c.(5)
d. Securities gains/(losses).....	4091		-26	1.d.
e. All other operating income	0447		19899	1.e.
f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)	4000		1030935	1.f.
2. Operating expense:				
a. Salaries and employee benefits	4135		48209	2.a.
b. Interest expense	4073		51283	2.b.
c. Provision for loan and lease losses	4230		0	2.c.
d. All other expenses	0522		35482	2.d.
e. Total operating expense (sum of items 2.a through 2.d).....	4130		134974	2.e.
3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e).....	4250		895961	3.
4. Applicable income taxes	4302		-39371	4.
5. Extraordinary items, net of tax effect.....	4320		0	5.
6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of items 3 and 5 minus item 4).....	0496		935332	6.
7. Equity in undistributed income (losses) of subsidiaries and associated companies:				
a. Bank	3156		-31501	7.a.
b. Nonbank	3147		11904	7.b.
c. Subsidiary holding companies	3513		0	7.c.
8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)	4340		915735	8.

Schedule PI—Continued

Memoranda

	Dollar Amounts in Thousands			
	BHCP			
1. Noncash items included in operating expense	4647		1421	M.1.
2. Loan and lease financing receivables charged-off	4635		0	M.2.
3. Loan and lease financing receivables recoveries	4605		0	M.3.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above).....	C254		10874	M.4.
<i>Memorandum item 5 is to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>				
5. Net change in fair values of financial instruments accounted for under a fair value option	J980			M.5.

Schedule PI-A—Cash Flow Statement

	Dollar Amounts in Thousands	BHCP			
Part I. Cash Flows from Operating Activities:					
1. Net income (loss) (must equal Schedule PI, item 8).....		4340		915735	1.
2. Adjustments to reconcile net income to net cash provided by operating activities:					
a. Provision for deferred income taxes.....		3611		9871	2.a.
b. (Gain) or loss on sales of assets.....		3612		0	2.b.
c. Equity in undistributed (earnings) losses of subsidiaries.....		3613		19597	2.c.
d. Equity in extraordinary items of subsidiaries.....		3614		0	2.d.
e. Net change in other liabilities.....		3615		-6865	2.e.
f. Net change in other assets.....		3616		29449	2.f.
g. Other, net.....		3617		36795	2.g.
h. Total adjustments (sum of items 2.a through 2.g).....		3618		88847	2.h.
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h).....		3619		1004582	3.
Part II. Cash Flows from Investing Activities:					
1. Purchases of held-to-maturity and available-for-sale securities.....		6552		10741	1.
2. Sales and maturities of held-to-maturity and available-for-sale securities.....		6567		19380	2.
3. Payments for investments in and advances to subsidiaries.....		6571		2567100	3.
4. Sale or repayment of investments in and advances to subsidiaries.....		6573		2421042	4.
5. Outlays for business acquisitions.....		F737		0	5.
6. Proceeds from business divestitures.....		F817		0	6.
7. Other, net.....		6588		0	7.
8. Net cash provided (used) by investing activities (sum of Part II, items 2, 4, 6, and 7 minus items 1, 3, and 5).....		6589		-137419	8.
Part III. Cash Flows from Financing Activities:					
1. Net change in purchased funds and other short-term borrowings.....		F818		0	1.
2. Not applicable.....					
3. Proceeds from advances from subsidiaries.....		6592		0	3.
4. Repayment of advances from subsidiaries.....		6596		0	4.
5. Proceeds from issuance of long-term debt.....		6600		1000000	5.
6. Repayment of long-term debt.....		6604		750000	6.
7. Proceeds from issuance of common stock.....		6607		21915	7.
8. Payment to repurchase common stock.....		8518		448246	8.
9. Proceeds from issuance of preferred stock.....		6619		0	9.
10. Payment to repurchase preferred stock.....		6741		0	10.
11. Dividends paid.....		6742		263738	11.
12. Other, net.....		6743		0	12.
13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 4, 6, 8, 10, and 11).....		6744		-440069	13.
Part IV. Cash and Cash Equivalents:					
1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 8, and Part III, item 13).....		6758		427094	1.
2. Cash and cash equivalents at beginning of year.....		6773		2238165	2.
3. Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2).....		6775		2665259	3.

Schedule PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousands		BHCP			
Assets					
1. Cash and balances due from depository institutions:					
a. Balances with subsidiary or affiliated depository institutions	5993		2607612		1.a.
b. Balances with unrelated depository institutions	0010		57647		1.b.
2. Securities:					
a. U.S. Treasury securities	0400		0		2.a.
b. Securities of U.S. Government agencies and corporations and securities issued by states and political subdivisions	6791		0		2.b.
c. Other debt and equity securities	1299		10134		2.c.
3. Securities purchased under agreements to resell	0277		0		3.
4. Loans and lease financing receivables:					
a. Loans:					
(1) To U.S. addressees (domicile)	0362		0		4.a.(1)
(2) To non-U.S. addressees (domicile)	0363		0		4.a.(2)
b. LESS: Unearned income on loans	2123		0		4.b.
c. Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b)	0364		0		4.c.
d. Lease financing receivables, net of unearned income	2165		0		4.d.
e. LESS: Allowance for loan and lease losses	3123		0		4.e.
f. Loans and leases, net of unearned income and allowance for loan and lease losses (sum of items 4.c and 4.d minus item 4.e)	2125		0		4.f.
5. Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4)	0365		11270692		5.
6. Premises and fixed assets (including capitalized leases)	2145		7		6.
7. Intangible assets (other than reported in item 5 above):					
a. Goodwill	3163		0		7.a.
b. Mortgage servicing assets	3164		0		7.b.
c. Other identifiable intangibles	3165		0		7.c.
8. Other assets	2160		578728		8.
9. Balances due from related institutions, other than investments:					
a. Related banks	3602		0		9.a.
b. Related nonbank companies	3603		0		9.b.
c. Related holding companies	3604		0		9.c.
10. TOTAL ASSETS (sum of items 1.a through 3, and 4.f through 9.c above)	2170		14524820		10.

Schedule PC—Continued

Dollar Amounts in Thousands

	BHCP			
Liabilities and Equity Capital				
11. Deposits	2200		0	11.
12. Securities sold under agreements to repurchase.....	0279		0	12.
13. Borrowings with a remaining maturity of one year or less:				
a. Commercial paper.....	2309		0	13.a.
b. Other borrowings	2332		0	13.b.
14. Other borrowed money with a remaining maturity of more than one year	0368		2817220	14.
15. Not applicable				
16. Subordinated notes and debentures ¹	4062		0	16.
17. Other liabilities.....	2930		536394	17.
18. Balances due to subsidiaries and related institutions:				
a. Subsidiary banks	3605		3279	18.a.
b. Nonbank subsidiaries	3606		421726	18.b.
c. Related holding companies	3607		0	18.c.
19. Not applicable				
20. Equity Capital:				
a. Perpetual preferred stock (including related surplus)	3283		281323	20.a.
b. Common stock (par value)	3230		1016970	20.b.
c. Surplus (exclude all surplus related to preferred stock)	3240		3930926	20.c.
d. Retained earnings.....	3247		8922093	20.d.
e. Accumulated other comprehensive income ²	B530		-404637	20.e.
f. Other equity capital components ³	A130		-3000474	20.f.
g. Not applicable				
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f).....	3210		10746201	20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20.f)	3300		14524820	21.
Memoranda				
<i>Memoranda items 1.a and 1.b are to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>				
1. Financial assets and liabilities measured at fair value:				
a. Total assets	F819			M.1.a.
b. Total liabilities.....	F820			M.1.b.

1. Includes limited-life preferred stock and related surplus.

2. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule PC-A—Investments in Subsidiaries and Associated Companies

	Dollar Amounts in Thousands			
	BHCP			
1. a. Equity investments in bank subsidiaries and associated banks:				
(1) Common and preferred stock (net of amount reported in item 1.a(2))	3239		9955029	1.a.(1)
(2) Intangible assets:				
(a) Goodwill	3238		0	1.a.(2)(a)
(b) Other identifiable intangibles	4485		0	1.a.(2)(b)
b. Nonequity investments in and receivables due from bank subsidiaries and associated banks:				
(1) Loans, advances, notes, bonds, and debentures	0533		250000	1.b.(1)
(2) Other receivables	0534		2572	1.b.(2)
2. a. Equity investments in nonbank subsidiaries and associated nonbank companies:				
(1) Common and preferred stock (net of amount reported in items 2.a(2))	1273		702584	2.a.(1)
(2) Intangible assets:				
(a) Goodwill	0087		166778	2.a.(2)(a)
(b) Other identifiable intangibles	0536		0	2.a.(2)(b)
b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies:				
(1) Loans, advances, notes, bonds, and debentures	0537		187189	2.b.(1)
(2) Other receivables	0538		6540	2.b.(2)
3. <i>(This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)</i>				
a. Equity investments in subsidiary holding companies and associated holding companies:				
(1) Common and preferred stock (net of amount reported in Item 3.a(2))	0201			3.a.(1)
(2) Intangible assets:				
(a) Goodwill	0202			3.a.(2)(a)
(b) Other identifiable intangibles	0203			3.a.(2)(b)
b. Nonequity investments in and receivables due from subsidiary holding companies and associated holding companies:				
(1) Loans, advances, notes, bonds, and debentures	0204			3.b.(1)
(2) Other receivables	0205			3.b.(2)
	BHPA			
4. TOTAL (sum of items 1 through 3) (must equal Schedule PC, item 5)	0365		11270692	4.

Schedule PC-B—Memoranda

		Dollar Amounts in Thousands		BHCP			
1.	Amount of assets scheduled to mature within one year (including contractual payments to be repaid within one year).....	0543	3183958				1.
2.	Amount of borrowings included in Schedule PC, items 16 and 18 that is scheduled to mature within one year (exclude short-term debt)	3409	0				2.
3.	Amount of liabilities (other than borrowings) scheduled to mature within one year (including any contractual payments to be repaid within one year).....	3609	254756				3.
4.	Amount of borrowings from unaffiliated parties guaranteed by the parent with respect to the following subsidiaries:						
	a. Bank	0540	0				4.a.
	b. Nonbank	0541	0				4.b.
	c. Related holding companies	0542	0				4.c.
5.	Borrowing by the parent from subsidiaries and associated companies (included in Schedule PC, item 18):						
	a. Bank	0467	3279				5.a.
	b. Nonbank	1274	421726				5.b.
	c. Related holding companies	0539	0				5.c.
6.	Long-term debt that reprices within one year.....	3298	0				6.
7.	Loans and lease financing receivables of the parent:						
	a. Past due 90 days or more and still accruing.....	1407	0				7.a.
	b. Nonaccrual status	1403	0				7.b.
8.	Loans of the parent restructured in troubled debt restructurings that are in compliance with their modified terms.....	K297	0				8.
9.	Not applicable						
10.	Pledged securities ¹	0416	0				10.
11.	a. Fair value of securities classified as available-for-sale in Schedule PC, items 2.a through 2.c	8516	10134				11.a.
	b. Amortized cost of securities classified as held-to-maturity in Schedule PC, items 2.a through 2.c	8517	0				11.b.
12.	Balances held by subsidiary banks of the holding company due from:						
	a. Other bank subsidiaries of the holding company.....	6792	0				12.a.
	b. Nonbank subsidiaries of the holding company.....	6793	0				12.b.
13.	Balances held by subsidiary banks of the holding company due to:						
	a. Other bank subsidiaries of the holding company.....	6794	0				13.a.
	b. Nonbank subsidiaries of the holding company.....	6795	89378				13.b.
14.	Holding company (parent company only) borrowings not held by financial institutions or by insiders (including directors) and their interests.....	3152	2817220				14.
15.	<i>(To be completed only by the top-tier holding company for its consolidated nonbank and thrift subsidiaries.²)</i>						
	a. Total combined nonbank assets of nonbank subsidiaries	4778	1561048				15.a.
	b. Total combined loans and leases of nonbank subsidiaries	C427	57926				15.b.
	c. Total aggregate operating revenue of nonbank subsidiaries	C428	384664				15.c.
	d. Combined thrift assets included in 15.a <i>(to be completed only by a bank holding company)</i>	2792	0				15.d.
	e. Combined foreign nonbank subsidiary assets included in 15.a	2793	0				15.e.
	f. Number of nonbank subsidiaries included in 15.a	2794	49				15.f.
	g. Number of thrift subsidiaries included in 15.d <i>(to be completed only by a bank holding company)</i>	2796	0				15.g.
	h. Number of foreign nonbank subsidiaries included in 15.e	2831	0				15.h.
16.	Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in Schedule PC, item 18.b and item 5.b above)	C255	421482				16.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

2. A savings and loan holding company should not include its consolidated savings association in items 15(a) through 15(h). See the instructions for more details.

Notes to the Parent Company Only Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Also include any transactions which previously would have appeared as footnotes to Schedules PI through PC-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A parent holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$500 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

TEXT	BHC			
0000	Sch. PC, item 14, New loan to holding company's ESOP guaranteed			
	by holding company parent			
	0000			500

Notes to the Financial Statements

	TEXT	Dollar Amounts in Thousands	BHCP			
1.	5485					
			5485			1.
2.	5486					
			5486			2.
3.	5487					
			5487			3.
4.	5488					
			5488			4.
5.	5489					
			5489			5.