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**From:** Richard Kahn <richardkahn12@gmail.com>  
**Sent:** Tuesday, September 6, 2016 5:55 PM  
**To:** Jeffrey Epstein  
**Subject:** Fwd: KeyCorp Perp nc10 Fixed/Float Pfd

please advise  
thank you

Richard Kahn  
HBRK Associates Inc.  
575 Lexington Avenue 4th Floor  
New York, NY 10022  
tel =12-971-1306  
fax 646-350-0954  
cell =17-414-7584

Begin forwarded message:

From: =/b>"Atlas, Andrew S" <Andrew.Atlas@morganstanley.com>

Subject: =/b>KeyCorp Perp nc10 Fixed/Float Pfd

Date: September 6, 2016 at 11:28:23 AM EDT

To: =/b>"Richard Kahn (richardkahn12@gmail.com)" <richardkahn12@gmail.com>

Hi Rich,

I hope you had a nice holiday.

New issue preferred pricing today.

Due to the size of the offering, please manage expectations.

Details:

Price Whisper: 5.125% =rea

Issuer:     &n=sp; KeyCorp (Ticker: KEY)

Securities:     Depository =hares, each representing a

    &nb=p;     1/25th Interest in a Share of =ixed-to-Floating Rate

    &nb=p;     Perpetual Non-Cumulative =referred Stock, Series D Expected Ratings: Baa3/BB+

Size:     &nbs=; \$525mm WNG

Offering =rice: \$1,000 per depositary share

Maturity:    =nbsp; Perpetual

Dividends:    From =he date of issuance to, but excluding,

    &nb=p;     09/15/2026, dividends will be =calculated

    &nb=p;     at a fixed annual rate of [\_\_]%, =nd from,

    &nb=p;     and including, 09/26/2026, =ividends will be

    &nb=p;     calculated at a floating annual =ate equal to

    &nb=p;     three-month LIBOR plus, reset =uarterly, [\_\_]%

    &nb=p;     Non-Cumulative

Payment dates:   Quarterly for both the fixed =nd floating rate

    &nb=p;     periods, commencing on =2/15/2016, in each case

    &nb=p;     when, as and if declared

Redemption:    May be =edeemed at the issuer's option at par

    &nb=p;     plus any declared and unpaid =ividends:

    &nb=p;     (1) in whole or in part on any =ividend

    &nb=p;     payment date on or after =9/15/2026, or (2) in

    &nb=p;     whole but not in part at any =ime within 90

&nb=p; days following a Regulatory =apital Treatment

&nb=p; Event – see red

Listing: =one (TRACE)

DRD/QDI eligible: Yes, see red for tax and =ithholding details Use of Proceeds: General corporate purposes, =hich may include,

&nb=p; without limitation, working =apital, capital

&nb=p; expenditures, investments in or =oans to our

&nb=p; subsidiaries, refinancing of =utstanding

&nb=p; indebtedness, refinancing of =utstanding

&nb=p; capital securities, share =epurchases

&nb=p; (including, but not limited to, =epurchases

&nb=p; of our common stock), dividends, =unding potential

&nb=p; future acquisitions and =atisfaction of other

&nb=p; obligations.

Joint Books: MS, GS, JPM, =EY

Settlement: =nbsp; T+3, MS B&D

Thanks again,

Andrew

Andrew S. Atlas

First Vice President

Equity Sales/Middle Markets Group

Financial Advisor

Morgan Stanley Wealth Management

1290 Avenue of the =mericas, 12th Floor | New York, =Y 10104

Tel/Direct: +1 212 705 4521 | Fax: +1 212 705 4592  
andrew.atlas@morganstanley.com <mailto:andrew.atlas@morganstanley.com>

NMLS ID # 326736

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