MARSHALL & ILSLEY CORP/WI/
Form 10-Q
August 09, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2004

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission file number 1-15403

MARSHALL & ILSLEY CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin (State or other jurisdiction of Incorporation or organization)	39-0968604 (I.R.S. Employer Identification No.)
770 North Water Street Milwaukee, Wisconsin (Address of principal executive offices)	53202 (Zip Code)

Registrant's telephone number, including area code: (414) 765-7801

None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Exchange Act).
Yes [X] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 31, 2004

Common Stock, $1.00 Par Value	222,837,584

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MARSHALL & ILSLEY CORPORATION
CONSOLIDATED BALANCE SHEETS (Unaudited)
($000's except share data)

	June 30, 2004	December 31, 2003	June 20
Assets			
Cash and cash equivalents:			
Cash and due from banks	$ 823,790	$ 810,088	$ 988
Federal funds sold and security resale agreements	259,964	44,076	34
Money market funds	52,144	57,462	95
Total cash and cash equivalents	1,135,898	911,626	1,118
Investment securities:			
Trading securities, at market value	27,982	16,197	30
Short-term investments, at cost which approximates market value	24,091	45,551	133
Available for sale at market value	5,144,611	4,786,446	4,471
Held to maturity at amortized cost, market value $802,354 ($873,949 December 31, and $963,801 June 30, 2003)	769,899	820,886	891
Total investment securities	5,966,583	5,669,080	5,526
Mortgage loans held for sale	84,301	34,623	298
Loans and leases			
Loans and leases, net of unearned income	27,111,014	25,150,317	24,600
Less: Allowance for loan and lease losses	357,898	349,561	348
Net loans and leases	26,753,116	24,800,756	24,252
Premises and equipment	433,562	438,485	438
Goodwill and other intangibles	1,269,059	1,104,552	1,084
Accrued interest and other assets	1,429,099	1,413,521	1,348
Total Assets	$ 37,071,618	$ 34,372,643	$ 34,066
Liabilities and Shareholders' Equity			
Deposits:			
Noninterest bearing	$ 4,709,873	$ 4,715,283	$ 4,652
Interest bearing	20,515,413	17,554,822	17,617
Total deposits	25,225,286	22,270,105	22,270
Funds purchased and security repurchase agreements	1,263,129	765,072	2,152
Other short-term borrowings	2,298,987	4,167,929	3,144

Accrued expenses and other liabilities	1,149,379	1,106,221	983
Long-term borrowings	3,700,674	2,734,623	2,271
Total liabilities	33,637,455	31,043,950	30,822
Shareholders' equity:			
Series A convertible preferred stock, $1.00 par value; 2,000,000 shares authorized	--	--	
Common stock, $1.00 par value; 240,832,522 shares issued	240,833	240,833	240
Additional paid-in capital	549,579	564,269	561
Retained earnings	3,272,646	3,061,246	2,860
Accumulated other comprehensive income, net of related taxes	(51,912)	2,694	(41
Less: Treasury common stock, at cost: 18,056,286 shares (17,606,489 December 31, and 13,693,706 June 30,2003)	547,469	513,562	358
Deferred compensation	29,514	26,787	20
Total shareholders' equity	3,434,163	3,328,693	3,243
Total Liabilities and Shareholders' Equity	$ 37,071,618	$ 34,372,643	$ 34,066

See notes to financial statements.

MARSHALL & ILSLEY CORPORATION
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
($000's except share data)

	Three Months Ended June 30,	
	2004	2003
Interest income		
Loans and leases	$ 334,525	$ 331,009
Investment securities:		
Taxable	48,623	41,253
Exempt from federal income taxes	14,422	14,452
Trading securities	55	57
Short-term investments	404	708
Total interest income	398,029	387,479
Interest expense		
Deposits	57,999	60,274
Short-term borrowings	14,260	20,974
Long-term borrowings	41,762	42,288
Total interest expense	114,021	123,536
Net interest income	284,008	263,943
Provision for loan and lease losses	9,227	19,642
Net interest income after provision for loan and lease losses	274,781	244,301

Other income		
Data processing services	197,344	157,990
Item processing	10,902	9,570
Trust services	37,922	31,183
Service charges on deposits	25,083	25,191
Gains on sale of mortgage loans	8,976	17,002
Other mortgage banking revenue	2,725	4,762
Net investment securities gains (losses)	77	(2,616)
Life insurance revenue	7,096	8,518
Other	39,860	43,139
Total other income	329,985	294,739
Other expense		
Salaries and employee benefits	211,881	193,456
Net occupancy	18,238	18,201
Equipment	26,244	27,973
Software expenses	12,481	10,371
Processing charges	11,812	10,606
Supplies and printing	5,806	5,885
Professional services	10,288	10,540
Shipping and handling	18,087	11,259
Amortization of intangibles	5,438	7,495
Other	54,403	39,887
Total other expense	374,678	335,673
Income before income taxes	230,088	203,367
Provision for income taxes	78,379	68,715
Net income	$ 151,709	$ 134,652
Net income per common share		
Basic	$ 0.68	$ 0.59
Diluted	0.67	0.59
Dividends paid per common share	$ 0.210	$ 0.180
Weighted average common shares outstanding:		
Basic	221,950	226,483
Diluted	225,502	228,394

See notes to financial statements.

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MARSHALL & ILSLEY CORPORATION
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
($000's except share data)

	Six Months Ended June 30,	
	2004	2003
Interest income		
Loans and leases	$ 660,477	$ 661,194

Investment securities:		
Taxable	96,940	87,072
Exempt from federal income taxes	28,593	29,239
Trading securities	145	122
Short-term investments	947	1,441
Total interest income	787,102	779,068
Interest expense		
Deposits	113,548	123,101
Short-term borrowings	30,096	43,024
Long-term borrowings	80,814	84,515
Total interest expense	224,458	250,640
Net interest income	562,644	528,428
Provision for loan and lease losses	18,254	45,334
Net interest income after provision for loan and lease losses	544,390	483,094
Other income		
Data processing services	383,468	315,078
Item processing	22,334	19,844
Trust services	74,172	61,223
Service charges on deposits	50,606	51,429
Gains on sale of mortgage loans	14,175	30,315
Other mortgage banking revenue	4,490	8,977
Net investment securities losses	(452)	(1,047)
Life insurance revenue	13,776	15,761
Other	80,845	83,591
Total other income	643,414	585,171
Other expense		
Salaries and employee benefits	415,809	390,681
Net occupancy	37,433	36,836
Equipment	54,412	56,669
Software expenses	23,706	20,681
Processing charges	24,861	22,624
Supplies and printing	11,512	11,140
Professional services	19,360	21,236
Shipping and handling	34,511	25,211
Amortization of intangibles	10,890	14,414
Other	104,512	71,771
Total other expense	737,006	671,263
Income before income taxes	450,798	397,002
Provision for income taxes	152,980	134,320
Net income	$ 297,818	$ 262,682
Net income per common share		
Basic	$ 1.34	$ 1.16
Diluted	1.32	1.15
Dividends paid per common share	$ 0.390	$ 0.340
Weighted average common shares outstanding:		

Basic	222,125	226,355
Diluted	225,764	228,022

See notes to financial statements.

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MARSHALL & ILSLEY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
($000's)

	Six Months Ended June 30,	
	2004	2003
Net Cash Provided by Operating Activities	$ 418,748	$ 367,644
Cash Flows From Investing Activities:		
Proceeds from sales of securities available for sale	8,890	7,801
Proceeds from maturities of securities available for sale	740,921	1,453,731
Proceeds from maturities of securities held to maturity	51,142	52,636
Purchases of securities available for sale	(1,183,926)	(1,749,825)
Purchases of securities held to maturity	--	(1,000)
Net increase in loans	(2,118,630)	(1,241,192)
Purchases of assets to be leased	(104,414)	(294,929)
Principal payments on lease receivables	151,108	399,961
Fixed asset purchases, net	(28,519)	(31,820)
Purchase acquisitions, net of cash equivalents acquired	(165,673)	(3,041)
Other	11,207	8,821
Net cash used in investing activities	(2,637,894)	(1,398,857)
Cash Flows From Financing Activities:		
Net increase in deposits	2,970,412	1,869,039
Proceeds from issuance of commercial paper	3,029,442	3,884,534
Payments for maturity of commercial paper	(3,027,527)	(3,884,786)
Net decrease in other short-term borrowings	(1,444,961)	(566,006)
Proceeds from issuance of long-term debt	1,178,185	13,227
Payments of long-term debt	(117,094)	(243,907)
Dividends paid	(86,417)	(76,836)
Purchases of treasury stock	(98,381)	(4,360)
Other	39,759	11,918
Net cash provided by financing activities	2,443,418	1,002,823
Net increase (decrease) in cash and cash equivalents	224,272	(28,390)
Cash and cash equivalents, beginning of year	911,626	1,146,532
Cash and cash equivalents, end of period	$ 1,135,898	$ 1,118,142
Supplemental cash flow information:		
Cash paid during the period for:		
Interest	$ 194,136	$ 253,154
Income taxes	138,953	149,364

See notes to financial statements.

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2004 & 2003 (Unaudited)

1. The accompanying unaudited consolidated financial statements should be read in conjunction with Marshall & Ilsley Corporation's ("M&I" or "Corporation") 2003 Annual Report on Form 10-K. The unaudited financial information included in this report reflects all adjustments consisting only of normal recurring accruals and adjustments which are necessary for a fair statement of the financial position and results of operations as of and for the three and six months ended June 30, 2004 and 2003. The results of operations for the three and six months ended June 30, 2004 and 2003 are not necessarily indicative of results to be expected for the entire year. Certain amounts in the 2003 consolidated financial statements and analyses have been reclassified to conform with the 2004 presentation.

2. New Accounting Pronouncement

On March 31, 2004, the Financial Accounting Standards Board ("FASB") ratified the consensuses reached by the Emerging Issues Task Force ("EITF") in EITF Issue No. 03-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" ("Issue 03-1"). Issue 03-1 provides guidance that should be used to determine when an investment is considered impaired, whether that impairment is other than temporary, and the measurement of an impairment loss. The guidance also includes accounting considerations subsequent to recognition of an other-than-temporary impairment and requires certain disclosures about unrealized losses that have not been recognized as other-than-temporary impairments.

For equity securities (including cost method investments) and debt securities that can be contractually prepaid or otherwise settled in such a way that the investor would not recover substantially all of its cost, an impairment should be deemed other than temporary unless (a) the investor has the ability and intent to hold an investment for a reasonable period of time sufficient for a forecasted recovery of fair value up to the cost of the investment, and (b) evidence indicating the cost of the investment is recoverable within a reasonable period of time outweighs evidence to the contrary.

For debt securities that can not be contractually prepaid or otherwise settled in such a way that the investor would not recover substantially all of its cost, an impairment should be deemed other than temporary if (a) the investor does not have the ability and intent to hold an investment until a forecasted recovery of fair value up to the cost of the investment, which in certain cases may mean until maturity, or (b) it is probable that the investor will be unable to collect all amounts due according to the contractual terms of the debt security.

Although not presumptive, a pattern of selling investments prior to the forecasted recovery of fair value may call into question the investors' intent.

The guidance for evaluating whether an investment is other-than-temporarily impaired should be applied to other-than-temporary

impairment evaluations made in reporting periods beginning after June 15, 2004. The disclosures were effective in annual financial statements for fiscal years ending after December 15, 2003, for investments accounted for under FASB Statements 115 and 124.

As shown in Note 6 in Notes to Financial Statements, at June 30, 2004 the Corporation had gross unrealized losses associated with its investment securities portfolios of $67.4 million. Of that amount, $60.8 million has been in a continuous unrealized loss position for less than twelve months. The Corporation believes that the unrealized losses are the result of increases in market interest rates and it is probable that the Corporation will collect all amounts due according to the contractual terms of the investment securities. The Corporation currently expects that it will be able to appropriately demonstrate the requisite ability and intent to hold the investments through a forecasted recovery of fair value up to the cost of the investments, which in certain cases may mean until maturity.

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MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

3. Comprehensive Income

The following tables present the Corporation's comprehensive income ($000's):

	Three Months Ended June 30, 200		
	Before-Tax Amount	Tax (Expense) Benefit	Net-o Amou
Net income			$ 151
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ (142,839)	$ 50,282	(92
Reclassification for securities transactions included in net income	10	(3)	
Unrealized gains (losses)	(142,829)	50,279	(92
Net gains (losses) on derivatives hedging variability of cash flows:			
Arising during the period	(4,286)	1,500	(2
Reclassification adjustments for hedging activities included in net income	7,991	(2,797)	5
Net gains (losses)	$ 3,705	$ (1,297)	2
Other comprehensive income (loss)			(90
Total comprehensive income			$ 61

	Three Months Ended June 30, 200		
	Before-Tax Amount	Tax (Expense) Benefit	Net-o Amou
Net income			$ 134
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ 4,178	$ (1,456)	2
Reclassification for securities transactions included in net income	--	--	
Unrealized gains (losses)	4,178	(1,456)	2
Net gains (losses) on derivatives hedging variability of cash flows:			
Arising during the period	(8,998)	3,149	(5
Reclassification adjustments for hedging activities included in net income	18,783	(6,574)	12
Net gains (losses)	$ 9,785	$ (3,425)	6
Other comprehensive income (loss)			9
Total comprehensive income			$ 143

	Six Months Ended June 30, 2004		
	Before-Tax Amount	Tax (Expense) Benefit	Net-o Amou
Net income			$ 297
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ (100,395)	$ 35,385	(65
Reclassification for securities transactions included in net income	10	(3)	
Unrealized gains (losses)	(100,385)	35,382	(65
Net gains (losses) on derivatives hedging variability of cash flows:			
Arising during the period	(989)	346	
Reclassification adjustments for hedging activities included in net income	16,985	(5,945)	11
Net gains (losses)	$ 15,996	$ (5,599)	10
Other comprehensive income (loss)			(54

Total comprehensive income			$ 243

	Six Months Ended June 30, 2003		
	Before-Tax Amount	Tax (Expense) Benefit	Net-o Amou
Net income			$ 262
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ (7,629)	$ 2,679	(4
Reclassification for securities transactions included in net income	(1,675)	586	(1
Unrealized gains (losses)	(9,304)	3,265	(6
Net gains (losses) on derivatives hedging variability of cash flows:			
Arising during the period	(22,853)	7,998	(14
Reclassification adjustments for hedging activities included in net income	37,221	(13,027)	24
Net gains (losses)	$ 14,368	$ (5,029)	9
Other comprehensive income (loss)			3
Total comprehensive income			$ 265

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MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

4. A reconciliation of the numerators and denominators of the basic and diluted per share computations are as follows (dollars and shares in thousands, except per share data):

	Three Months Ended June 30, 200		
	Income (Numerator)	Average Shares (Denominator)	Per Amo
Basic Earnings Per Share			
Income Available to Common Shareholders	$ 151,709	221,950	$
Effect of Dilutive Securities			
Stock Options, Restricted Stock and Other Plans	--	3,552	
Diluted Earnings Per Share			
Income Available to Common Shareholders	$ 151,709	225,502	$

	Three Months Ended June 30, 200		
	Income (Numerator)	Average Shares (Denominator)	Per Amo
Basic Earnings Per Share Income Available to Common Shareholders	$ 134,652	226,483	$
Effect of Dilutive Securities Stock Options, Restricted Stock and Other Plans	--	1,911	
Diluted Earnings Per Share Income Available to Common Shareholders	$ 134,652	228,394	$

	Six Months Ended June 30, 2004		
	Income (Numerator)	Average Shares (Denominator)	Per Amo
Basic Earnings Per Share Income Available to Common Shareholders	$ 297,818	222,125	$
Effect of Dilutive Securities Stock Options, Restricted Stock and Other Plans	--	3,639	
Diluted Earnings Per Share Income Available to Common Shareholders	$ 297,818	225,764	$

	Six Months Ended June 30, 2003		
	Income (Numerator)	Average Shares (Denominator)	Per Amo
Basic Earnings Per Share Income Available to Common Shareholders	$ 262,682	226,355	$
Effect of Dilutive Securities Stock Options, Restricted Stock and Other Plans	--	1,667	
Diluted Earnings Per Share Income Available to Common Shareholders	$ 262,682	228,022	$

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued

June 30, 2004 & 2003 (Unaudited)

Options to purchase shares of common stock not included in the computation of diluted net income per share because the exercise prices of the options were greater than the average market price of the common shares are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Shares	32,500	6,357,146	32,500	11,932,304
Price Range	$39.090 - $41.150	$29.600 - $33.938	$39.090 - $41.150	$28.275 - $33

Statement of Financial Accounting Standards No. 123 (SFAS 123), "Accounting for Stock-Based Compensation," establishes financial accounting and reporting standards for stock based employee compensation plans.

SFAS 123 defines a fair value based method of accounting for employee stock options or similar equity instruments. Under the fair value based method, compensation cost is measured at the grant date based on the fair value of the award using an option-pricing model that takes into account the stock price at the grant date, the exercise price, the expected life of the option, the volatility of the underlying stock, expected dividends and the risk-free interest rate over the expected life of the option. The resulting compensation cost is recognized over the service period, which is usually the vesting period.

Compensation cost can also be measured and accounted for using the intrinsic value based method of accounting prescribed in Accounting Principles Board Opinion No. 25 (APBO 25), "Accounting for Stock Issued to Employees." Under the intrinsic value based method, compensation cost is the excess, if any, of the quoted market price of the stock at grant date or other measurement date over the amount paid to acquire the stock.

The largest difference between SFAS 123 and APBO 25 as they relate to the Corporation is the amount of compensation cost attributable to the Corporation's fixed stock option plans and employee stock purchase plan (ESPP). Under APBO 25 no compensation cost is recognized for fixed stock option plans because the exercise price is equal to the quoted market price at the date of grant and therefore there is no intrinsic value. SFAS 123 compensation cost would equal the calculated fair value of the options granted. Under APBO 25 no compensation cost is recognized for the ESPP because the discount (15%) and the plan meets the definition of a qualified plan of the Internal Revenue Code and meets the requirements of APBO 25. Under SFAS 123 the safe-harbor discount threshold is 5% for a plan to be non-compensatory. SFAS 123 compensation cost would equal the initial discount (15% of beginning of plan period price per share) plus the value of a one year call option on 85% of a share of stock for each share purchased.

As permitted by SFAS 123, the Corporation continues to measure compensation cost for such plans using the accounting method prescribed by APBO 25.

Had compensation cost for the Corporation's ESPP and options granted after January 1, 1995 been determined consistent with SFAS 123, the Corporation's net income and earnings per share would have been reduced to the following estimated pro forma amounts:

	Three Months Ended June 30,		Six Months Ende June 30,	
	2004	2003	2004	2
Net Income, as reported	$ 151,709	$ 134,652	$ 297,818	$ 262
Add: Stock-based employee compensation expense included in reported net income, net of tax	1,432	1,018	2,854	2
Less: Total stock-based employee compensation expense determined under fair value based method for all awards, net of tax	(6,784)	(6,090)	(12,972)	(12
Pro forma net income	$ 146,357	$ 129,580	$ 287,700	$ 252
Basic earnings per share:				
As reported	$ 0.68	$ 0.59	$ 1.34	$
Pro forma	0.66	0.57	1.30	
Diluted earnings per share:				
As reported	$ 0.67	$ 0.59	$ 1.32	$
Pro forma	0.65	0.57	1.27	

5. Business Combinations

The following acquisition, which was not considered a material business combination, was completed during the second quarter of 2004:

On May 27, 2004, the data processing segment, Metavante, completed the purchase of certain assets and the assumption of certain liabilities of the privately held Kirchman Corporation ("Kirchman"), of Orlando, Florida for $157.4 million in cash, subject to certain adjustments. Kirchman is a provider of automation software and compliance services to the banking industry. The acquisition of Kirchman provides Metavante with core-processing software that financial institutions can run in-house, a solution that Metavante previously did not offer. Initial goodwill, subject to the completion of appraisals and valuations of the assets acquired and liabilities assumed, amounted to $144.9 million. The estimated identifiable intangible asset to be amortized (customer relationships) with an estimated useful life of 10 years amounted to $25.0 million. The goodwill and intangibles resulting from this transaction are deductible for tax purposes.

Recently Announced Acquisitions

On May 17, 2004, Metavante announced it had entered into a definitive agreement to acquire substantially all of the outstanding common stock of the NYCE Corporation ("NYCE"), of Montvale, New Jersey, for approximately $610 million in cash, subject to certain adjustments. NYCE owns and operates one of the largest electronic funds transfer networks in the United States and provides debit card authorization processing services for automated teller machines (ATM), on-line and off-line signature based debit card transactions. It is expected that this acquisition will enable Metavante to significantly expand its electronic funds transfer (EFT) business. NYCE's annual revenue and net income in 2003 amounted to $142.8 million and $30.7 million, respectively. These results are not necessarily indicative of results to be expected by Metavante. The acquisition was completed July 30, 2004. See Note 14 Subsequent Events in the Notes to Financial Statements.

6. Selected investment securities, by type, held by the Corporation are as follows ($000's):

	June 30, 2004	December 31, 2003	June 30, 2003
Investment securities available for sale:			
U.S. treasury and government agencies	$ 4,096,353	$ 3,886,278	$ 3,585,172
State and political subdivisions	397,764	299,321	285,562
Mortgage backed securities	141,448	149,990	141,925
Other	509,046	450,857	459,197
Total	$ 5,144,611	$ 4,786,446	$ 4,471,856
Investment securities held to maturity:			
U.S. treasury and government agencies	$ --	$ --	$ 30
State and political subdivisions	767,580	818,065	888,089
Other	2,319	2,821	3,026
Total	$ 769,899	$ 820,886	$ 891,145

The following table provides the gross unrealized losses and fair value, aggregated by investment category and the length of time the individual securities have been in a continuous unrealized loss position, at June 30, 2004 ($000's):

	Less than 12 Months		12 Months or More		
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
U.S. treasury and government agencies	$ 2,827,451	$ 53,373	$ 146,552	$ 5,961	$ 2,974,0
State and political subdivisions	139,520	6,772	6,177	592	145,6
Other	61,601	703	6,302	35	67,9

Total	$ 3,028,572	$ 60,848	$ 159,031	$ 6,588	$ 3,187,6

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

The Corporation believes that the unrealized losses in the investment securities portfolio resulted from increases in market interest rates and not from deterioration in the creditworthiness of the issuer.

7. The Corporation's loan and lease portfolio, including mortgage loans held for sale, consists of the following ($000's):

	June 30, 2004	December 31, 2003	June 30, 2003
Commercial, financial and agricultural	$ 7,785,955	$ 7,104,844	$ 7,129,832
Cash flow hedging instruments at fair value	(26,772)	5,830	16,276
Total commercial, financial and agricultural	7,759,183	7,110,674	7,146,108
Real estate:			
Construction	1,393,890	1,330,526	1,187,777
Residential mortgage	8,202,603	7,270,531	6,924,069
Commercial mortgage	7,696,070	7,149,149	6,941,263
Total real estate	17,292,563	15,750,206	15,053,109
Personal	1,590,166	1,747,738	2,011,826
Lease financing	553,403	576,322	687,776
Total loans and leases	$ 27,195,315	$ 25,184,940	$ 24,898,819

8. Sale of Receivables

During the second quarter of 2004, $296.6 million of automobile loans were sold in securitization transactions. Losses of $3.2 million were recognized and are reported in Other income in the Consolidated Statements of Income. Other income associated with auto securitizations, primarily servicing fees, amounted to $1.2 million in the current quarter.

Key economic assumptions used in measuring the retained interests at the date of securitization resulting from securitizations completed during the second quarter were as follows (rate per annum):

Prepayment speed (CPR)	19-35 %
Weighted average life (in months)	15.4
Expected credit losses (based on original balance)	0.22-0.72 %
Residual cash flow discount rate	12.0 %
Variable returns to transferees	Forward one month

LIBOR yield curve

At June 30, 2004, securitized automobile loans and other automobile loans managed together with them, along with delinquency and credit loss information consisted of the following ($000's):

	Securitized	Portfolio	Total Manage
Loan balances	$ 1,176,107	$ 82,114	$ 1,258,2
Principal amounts of loans 60 days or more past due	794	71	8
Net credit losses year to date	1,205	37	1,2

9. Goodwill and Other Intangibles:

The changes in the carrying amount of goodwill for the six months ended June 30, 2004 are as follows ($000's):

	Banking	Metavante	Others	Tot
Goodwill balance as of January 1, 2004	$ 809,772	$ 155,329	$ 4,687	$ 969
Goodwill acquired during the period	4,986	144,913	--	149
Purchase accounting adjustments	--	1,458	--	1
Goodwill balance as of June 30, 2004	$ 814,758	$ 301,700	$ 4,687	$ 1,121

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Notes to Financial Statements - Continued
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Goodwill acquired for the Metavante segment in the second quarter of 2004 was the initial goodwill associated with the Kirchman acquisition.

Goodwill acquired for the Banking segment in the first quarter of 2004 was the initial goodwill associated with the AmerUs Home Lending, Inc. acquisition.

Purchase accounting adjustments for Metavante in the first quarter of 2004 represent the effect of adjustments made to the initial estimates of fair value associated with the November 2003 acquisition of Printing For Systems, Inc.

At June 30, 2004, the Corporation's other intangible assets consisted of the following ($000's):

June 30, 2004		
Gross Carrying Amount	Accum-ulated Amort	Net Carry Valu

Other intangible assets:			
Core deposit intangible	$ 159,474	$ 69,738	$ 89,
Data processing contract rights/customer lists	60,265	12,519	47,
Trust customers	5,475	625	4,
Tradename	2,775	1,504	1,
	$ 227,989	$ 84,386	$ 143,
Mortgage loan servicing rights			$ 4,

10. The Corporation's deposit liabilities consists of the following ($000's):

	June 30, 2004	December 31, 2003	June 30, 2003
Noninterest bearing demand	$ 4,709,873	$ 4,715,283	$ 4,652,703
Savings and NOW	9,101,821	9,301,744	9,392,962
CD's $100,000 and over	5,374,731	4,480,111	3,713,100
Cash flow hedge-Institutional CDs	(8,613)	13,071	21,584
Total CD's $100,000 and over	5,366,118	4,493,182	3,734,684
Other time deposits	2,637,467	2,646,639	2,756,922
Foreign deposits	3,410,007	1,113,257	1,732,869
Total deposits	$ 25,225,286	$ 22,270,105	$ 22,270,140

11. Derivative Financial Instruments and Hedging Activities

Trading Instruments and Other Free Standing Derivatives

The Corporation enters into various derivative contracts primarily to focus on providing derivative products to customers which enable them to manage their exposures to interest rate risk. The Corporation's market risk from unfavorable movements in interest rates is generally economically hedged by concurrently entering into offsetting derivative contracts. The offsetting derivative contracts generally have nearly identical notional values, terms and indices.

Interest rate lock commitments on residential mortgage loans intended to be held for sale are considered free-standing derivative instruments. For purposes of estimating the fair value of the free-standing derivative at the balance sheet date, the Corporation assumes the fair value of the written option at inception is zero and measures the change in market interest rates from the date of commitment to the balance sheet date. The change in market rates and the expected duration of the loan form the basis for estimating fair value, which may result in an asset or liability. The option to sell the mortgage loans at the time the commitments are made are also free-standing derivative instruments. The change in fair value

of these derivative instruments due to changes in interest rates tend to offset each other and act as economic hedges. Loan commitments accounted for as derivatives are not material to the Corporation and the Corporation does not employ any formal hedging strategies.

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Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

Trading and free-standing derivative contracts are not linked to specific assets and liabilities on the balance sheet or to forecasted transactions in an accounting hedge relationship and, therefore, do not qualify for hedge accounting under SFAS 133. They are carried at fair value with changes in fair value recorded as a component of other noninterest income.

At June 30, 2004, free standing interest rate swaps consisted of $0.9 billion in notional amount of receive fixed/pay floating with an aggregate negative fair value of $12.5 million and $0.9 billion in notional amount of pay fixed/receive floating with an aggregate positive fair value of $11.3 million.

At June 30, 2004, interest rate caps purchased amounted to $13.8 million in notional amount with a positive fair value of $0.2 million and interest rate caps sold amounted to $13.8 million in notional amount with a negative fair value of $0.2 million.

At June 30, 2004, the notional value of interest rate futures designated as trading was $2.2 billion with a negative fair value of $0.5 million.

Fair Value Hedges

The Corporation has fixed rate callable and institutional CDs and fixed rate long-term debt which expose the Corporation to variability in fair values due to changes in market interest rates.

To limit the Corporation's exposure to changes in fair value due to changes in interest rates, the Corporation has entered into receive-fixed / pay-floating interest rate swaps with identical call features, thereby creating the effect of floating rate deposits and floating rate long-term debt. The Corporation has determined that the hedges on the long-term debt qualify for the special short-cut accounting prescribed by SFAS 133, resulting in no ineffectiveness.

The following table presents additional information with respect to selected fair value hedges.

Fair Value Hedges
June 30, 2004

Hedged Item	Hedging Instrument	Notional Amount ($ in mil)	Fair Value ($ in mil)	Weighted Average Remaining Term (Yrs)
Fixed Rate CDs	Receive Fixed Swap	$ 510.0	$ (13.2)	10.9
Medium Term Notes	Receive Fixed Swap	371.7	0.8	9.0

Fixed Rate Bank Notes	Receive Fixed Swap	225.0	(5.3)	5.6
Institutional CDs	Receive Fixed Swap	5.0	(0.3)	14.8

The impact from fair value hedges to total net interest income for the three and six months ended June 30, 2004 was a positive $10.9 million and $20.4 million, respectively. The impact to net interest income due to ineffectiveness was immaterial.

Cash Flow Hedges

The Corporation has variable rate loans, variable rate deposits and variable rate borrowings, which expose the Corporation to variability in interest payments due to changes in interest rates. The Corporation believes it is prudent to limit the variability of a portion of its interest receipts and payments. To meet this objective, the Corporation enters into various types of derivative financial instruments to manage fluctuations in cash flows resulting from interest rate risk.

The Corporation regularly originates and holds floating rate commercial loans that reprice monthly on the first business day to one-month LIBOR. As a result, the Corporation's interest receipts are exposed to variability in cash flows due to changes in one-month LIBOR.

In order to hedge the interest rate risk associated with the floating rate commercial loans indexed to one-month LIBOR, the Corporation has entered into receive fixed/pay LIBOR-based floating interest rate swaps designated as cash flow hedges against the first LIBOR-based interest payments received that, in the aggregate for each period, are interest payments on such principal amount of its then existing LIBOR-indexed floating-rate commercial loans equal to the notional amount of the interest rate swaps outstanding.

Hedge effectiveness is assessed at inception and each quarter on an on-going basis using regression analysis that takes into account reset date differences for certain designated interest rate swaps that reset quarterly. Each month the Corporation makes a determination that it is probable that the Corporation will continue to receive interest payments on at least that amount of principal of its existing LIBOR-indexed floating-rate commercial loans that reprice monthly on the first business day of each month to one-month LIBOR equal to the notional amount of the interest rate swaps outstanding. Ineffectiveness is measured using the hypothetical derivative method and is recorded as a component of interest income on loans.

The interest rate swaps change the variable-rate cash flow exposure on the loans, deposits and borrowings to fixed-rate cash flows.

Changes in the fair value of the interest rate swaps designated as cash flow hedges are reported in accumulated other comprehensive income. These amounts are subsequently reclassified to interest income or interest expense as a yield adjustment in the same period in which the related interest on the variable rate loans, variable

rate deposits and variable rate borrowings affects earnings. Ineffectiveness arising from differences between the critical terms of the hedging instrument and hedged item is recorded in interest income or expense.

The following table summarizes the Corporation's cash flow hedges.

Cash Flow Hedges
June 30, 2004

Hedged Item	Hedging Instrument	Notional Amount ($ in mil)	Fair Value ($ in mil)	Weighted Average Remaining Term (Yrs)
Variable Rate Loans	Receive Fixed Swap	$ 1,150.0	$ (26.8)	5.4
Institutional CDs	Pay Fixed Swap	2,430.0	8.6	1.5
Fed Funds Purchased	Pay Fixed Swap	360.0	(12.3)	2.5
FHLB Advances	Pay Fixed Swap	610.0	7.2	3.4
Medium Term Notes	Pay Fixed Swap	350.0	(1.7)	5.0

The impact to total net interest income from cash flow hedges, including amortization of terminated cash flow hedges, for the three and six months ended June 30, 2004 was a negative $8.0 million and $17.0 million, respectively. The impact due to ineffectiveness was immaterial.

12. Postretirement Health Plan

The Corporation sponsors a defined benefit health plan that provides health care benefits to eligible current and retired employees. Eligibility for retiree benefits is dependent upon age, years of service, and participation in the health plan during active service. The plan is contributory and in 1997 and 2002 the plan was amended. Employees hired or retained from mergers after September 1, 1997 will be granted access to the Corporation's plan upon becoming an eligible retiree; however, such retirees must pay 100% of the cost of health care benefits. The plan continues to contain other cost-sharing features such as deductibles and coinsurance.

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MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

Net periodic postretirement benefit costs for the three and six month period ended June 30, 2004 and 2003 includes the following components ($000's):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Service cost	$ 631	$ 535	$ 1,262	$ 1,070

Interest on APBO	1,366	1,335	2,732	2,670
Prior service amortization	(680)	(680)	(1,360)	(1,361)
Actuarial loss amortization	562	501	1,125	1,003
Other	--	165	--	330
	$ 1,879	$ 1,856	$ 3,759	$ 3,712

Benefit payments and expenses, net of participant contributions for the three and six months ended June 30, 2004 amounted to $0.9 million and $1.9 million, respectively. In addition, in the first quarter of 2004, the Corporation made a discretionary contribution to the retirement health benefit trust in the amount of $7.2 million. The expected benefit payments and expenses, net of participant contributions, and excluding discretionary contributions, for the year ended December 31, 2004 is $3.4 million.

On December 8, 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") was signed into law. The Act introduces a prescription drug benefit program under Medicare (Medicare Part D) as well as a 28% federal subsidy to sponsors of retiree health care benefit plans that provide a benefit that is at least actuarially equivalent to Medicare Part D.

At December 31, 2003, the Corporation had elected to defer recognition of the effect of the Act in accordance with Financial Accounting Standards Board Staff Position (FSP) 106-1, Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003, until such time as specific authoritative guidance on the accounting for the federal subsidy was issued.

In March 2004, the Financial Accounting Standards Board issued proposed FSP 106-b, Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003. FSP 106-b addresses the employers' accounting for the effects of the Act. The accounting for the subsidy applies only to the sponsor of a single-employer defined benefit postretirement health care plan. The proposed rule would be effective for fiscal quarters beginning after June 15, 2004 with retroactive application of the guidance generally required.

As of and for the three and six months ended June 30, 2004, any measures of the accumulated postretirement benefit obligation or net periodic postretirement benefit cost do not reflect the effects of the Act. The Corporation estimates that financial statement impact of the Act will not be material.

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MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

13. Segments

The following represents the Corporation's operating segments as of and for the three and six months ended June 30, 2004 and 2003. There have not been any changes to the way the Corporation organizes its segments. Charges for services from the holding company had previously been excluded from segment income. Beginning with the presentation of segment information in the Corporation's Annual

Report on Form 10-K for the year ended December 31, 2003, management determined that it was more meaningful to include such charges in evaluating the performance of its segments. Prior year segment information has been restated to include such costs and conform to the current year presentation. Fees - Intercompany represent intercompany revenues charged to other segments for providing certain services. Expenses - Intercompany represent fees charged by other segments for certain services received. For each segment, Expenses - Intercompany are not the costs of that segment's reported intercompany revenues. Intersegment expenses and assets have been eliminated. ($ in millions):

	Three Months Ended June 30, 2004						
	Banking	Metavante	Others	Corporate Overhead	Reclassifications & Eliminations	Sub-total	
Revenues:							
Net interest income	$ 280.2	$ (0.9)	$ 6.6	$ (1.9)	$ --	$ 284.0	$
Fees - Other	85.6	197.4	45.8	1.2	--	330.0	
Fees - Intercompany	16.6	19.2	7.0	17.6	(60.4)	--	
Total revenues	382.4	215.7	59.4	16.9	(60.4)	614.0	
Expenses:							
Expenses - Other	152.4	171.3	29.7	21.0	0.3	374.7	
Expenses - Intercompany	38.5	12.2	11.5	(1.5)	(60.7)	--	
Total expenses	190.9	183.5	41.2	19.5	(60.4)	374.7	
Provision for loan and lease losses	8.5	--	0.7	--	--	9.2	
Income before taxes	183.0	32.2	17.5	(2.6)	--	230.1	
Income tax expense	60.0	12.6	6.9	(1.1)	--	78.4	
Segment income	$ 123.0	$ 19.6	$ 10.6	$ (1.5)	$ --	$ 151.7	$
Identifiable assets	$ 35,778.8	$ 1,218.0	$ 610.0	$ 624.2	$(1,159.4)	$ 37,071.6	$
Return on average equity	16.4%	19.3%	16.8%				

	Three Months Ended June 30, 2003						
	Banking	Metavante	Others	Corporate Overhead	Reclassifications & Eliminations	Sub-total	
Revenues:							
Net interest income	$ 261.9	$ (0.5)	$ 8.0	$ (5.4)	$ --	$ 264.0	$
Fees - Other	94.0	158.0	40.7	2.0	--	294.7	
Fees - Intercompany	14.7	18.0	9.2	15.5	(57.4)	--	

Total revenues	370.6	175.5	57.9	12.1	(57.4)	558.7	
Expenses:							
Expenses - Other	145.1	142.5	31.8	16.8	(0.5)	335.7	
Expenses - Intercompany	37.5	10.5	10.2	(1.3)	(56.9)	--	
Total expenses	182.6	153.0	42.0	15.5	(57.4)	335.7	
Provision for loan and lease losses	19.0	--	0.6	--	--	19.6	
Income before taxes	169.0	22.5	15.3	(3.4)	--	203.4	
Income tax expense	55.0	9.3	5.6	(1.2)	--	68.7	
Segment income	$ 114.0	$ 13.2	$ 9.7	$ (2.2)	$ --	$ 134.7	$
Identifiable assets	$ 32,991.3	$ 879.6	$ 715.5	$ 476.4	$ (996.7)	$ 34,066.1	$
Return on average equity	15.7%	15.3%	16.6%				

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MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

	Six Months Ended June 30, 2004						
	Banking	Metavante	Others	Corporate Overhead	Reclass-ifications & Elimi-nations	Sub-total	
Revenues:							
Net interest income	$ 555.1	$ (1.1)	$ 13.0	$ (4.3)	$ --	$ 562.7	$
Fees - Other	168.7	383.5	89.1	2.1	--	643.4	
Fees - Intercompany	32.2	38.1	11.8	35.1	(117.2)	--	
Total revenues	756.0	420.5	113.9	32.9	(117.2)	1,206.1	
Expenses:							
Expenses - Other	304.6	335.3	59.6	37.8	(0.3)	737.0	
Expenses - Intercompany	71.6	23.1	23.6	(1.4)	(116.9)	--	
Total expenses	376.2	358.4	83.2	36.4	(117.2)	737.0	
Provision for loan and lease losses	16.9	--	1.4	--	--	18.3	
Income before taxes	362.9	62.1	29.3	(3.5)	--	450.8	
Income tax expense	118.9	24.4	11.4	(1.7)	--	153.0	
Segment income	$ 244.0	$ 37.7	$ 17.9	$ (1.8)	$ --	$ 297.8	$
Identifiable assets	$ 35,778.8	$ 1,218.0	$ 610.0	$ 624.2	$(1,159.4)	$ 37,071.6	$

Return on average equity	16.3%	19.1%	14.2%

	Six Months Ended June 30, 2003						
	Banking	Metavante	Others	Corporate Overhead	Reclassifications & Eliminations	Sub-total	
Revenues:							
Net interest income	$ 524.4	$ (1.5)	$ 15.7	$ (10.2)	$ --	$ 528.4	$
Fees - Other	185.6	315.1	81.9	2.7	(0.1)	585.2	
Fees - Intercompany	28.1	34.9	16.4	31.1	(110.5)	--	
Total revenues	738.1	348.5	114.0	23.6	(110.6)	1,113.6	
Expenses:							
Expenses - Other	288.2	284.1	62.4	34.1	--	668.8	
Expenses - Intercompany	70.9	19.8	20.9	(1.0)	(110.6)	--	
Total expenses	359.1	303.9	83.3	33.1	(110.6)	668.8	
Provision for loan and lease losses	36.7	--	8.6	--	--	45.3	
Income before taxes	342.3	44.6	22.1	(9.5)	--	399.5	
Income tax expense	111.5	18.5	8.8	(3.5)	--	135.3	
Segment income	$ 230.8	$ 26.1	$ 13.3	$ (6.0)	$ --	$ 264.2	$
Identifiable assets	$ 32,991.3	$ 879.6	$ 715.5	$ 476.4	$ (996.7)	$ 34,066.1	$
Return on average equity	16.1%	15.6%	11.6%				

Metavante's segment income for the six months ended June 30, 2003 excludes certain transition expenses associated with the integration of the July 2002 acquisition of Paytrust, Inc. Such expenses are included in 'Excluded Charges."

Total Revenue by type in Others consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Trust Services	$ 37.2	$ 31.3	$ 72.7	$ 61.2
Residential Mortgage Banking	9.0	14.9	15.2	27.6
Capital Markets	0.3	0.2	(0.4)	2.0
Brokerage and Insurance	6.7	5.8	13.5	11.6
Commercial Leasing	4.2	3.7	8.2	7.5
Commercial Mortgage Banking	1.4	1.3	3.0	2.6
Others	0.6	0.7	1.7	1.5

Total revenue	$ 59.4	$ 57.9	$ 113.9	$ 114.0

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements - Continued
June 30, 2004 & 2003 (Unaudited)

14. Subsequent Events

On July 1, 2004, Metavante completed the acquisition of all of the outstanding common stock of the privately held Advanced Financial Solutions, Inc. and its affiliated companies (collectively "AFS"), of Oklahoma City, Oklahoma for $140.3 million in cash, subject to adjustment. AFS is a provider of image-based payment, transaction and document software technologies. AFS also operates an electronic check-clearing network through one of its affiliates. It is expected that this acquisition will allow Metavante to expand its current product offerings in payment and transaction processing and image related services, provide the technology and expertise to help banks facilitate the necessary change to comply with the Check Clearing for the 21st Century Act (known as Check 21) and capture another leg in the payments segment-electronic check image exchange. Additional contingent consideration may be paid based on the attainment of certain performance objectives each year, beginning on the date of closing and ending December 31, 2004, and each year thereafter through 2007. Contingent payments, if made, would be reflected as adjustments to goodwill. Initial goodwill, subject to the completion of appraisals and valuations of the assets acquired and liabilities assumed, amounted to $96.3 million. The estimated identifiable intangible asset to be amortized (customer relationships) with an estimated useful life of 12 years amounted to $22.9 million. The goodwill and intangibles resulting from this transaction are partially deductible for tax purposes.

On July 29, 2004, the Corporation completed two financing transactions aggregating $1.0 billion. The net proceeds will be used for general corporate purposes, including to provide long-term financing for the two recently completed Metavante acquisitions and to fund the acquisition of the NYCE Corporation. The financing transactions consisted of the following:

The Corporation issued $600.0 million of 4.375% Senior Notes due August 1, 2009. Interest is payable semi-annually each February 1st and August 1st with the first payment due February 1, 2005.

The Corporation and M&I Capital Trust B also issued 16,000,000 units of Common SPACESSM. Each unit has a stated value of $25.00 for an aggregate value of $400.0 million. Each Common SPACES consists of (i) a stock purchase contract under which the investor agrees to purchase for $25, a fraction of a share of the Corporation's common stock on the stock purchase date and (ii) a 1/40, or 2.5%, undivided beneficial interest in a preferred security of M&I Capital Trust B, also referred to as the STACKSSM, with an initial liquidation amount of $1,000. The stock purchase date is expected to be August 15, 2007, but could be deferred for quarterly periods until August 15, 2008.

The Corporation will make quarterly contract payments under the stock purchase contract at the annual rate of 2.60% of the stated

amount of $25 per stock purchase contract. Until the stock purchase date, M&I Capital Trust B will make quarterly distributions on the STACKS at the annual rate of 3.90%.

The STACKS will be remarketed for settlement on the stock purchase date. Following a successful remarketing, the distribution rate on the STACKS will be reset. The Corporation may elect, in connection with the remarketing, that the STACKS will be redeemable at the Corporation's option at any time on or after the second anniversary of the stock purchase date.

On the stock purchase date, the number of shares of common stock the Corporation will issue upon settlement of the stock purchase contracts depends on the applicable market value per share of the Corporation's common stock, which will be determined just prior to the stock purchase date, and other factors. The Corporation currently estimates that it will issue approximately 8.8 million to 10.9 million common shares to settle the stock purchase contracts.

The Common SPACES will qualify as tier 1 capital for regulatory capital purposes.

For accounting purposes, the Corporation will recognize the present value of the quarterly contract payments under the stock purchase contract as a liability with an offsetting reduction in shareholders' equity. The liability will increase over three years by charges to the consolidated statement of income and be reduced by the contract payments. M&I Capital Trust B will not be consolidated in the Corporation's financial statements, however, the aggregate principal amount of the subordinated debt securities the Corporation issued to M&I Capital Trust B, which is the sole asset of M&I Capital Trust B, will be reported in long-term borrowings in the Corporation's consolidated balance sheet. The interest paid on the subordinated debt securities, initially at an annual rate of 3.90%, will be reported as interest expense on long-term borrowings in the consolidated statement of income. Fees and expenses incurred for the offering of Common SPACES will be allocated between the subordinated debt securities and stock purchase contracts. The amount allocated to the subordinated debt securities will be amortized and recognized as a component of interest expense based on a level constant rate. The amount allocated to the stock purchase contracts will be a charge (reduction) to shareholders' equity. Before issuance of the common shares upon settlement of the stock purchase contracts, the stock purchase contracts will be reflected in diluted earnings per share calculations using the treasury stock method. The Corporation expects there will be some dilutive effect on earnings per share for periods when the average market price of the Corporation's common stock for the reporting period is above $46.28 but no dilutive effect on diluted earnings per share in periods when the average market price is equal to or below $46.28.

On July 30, 2004, Metavante completed the acquisition of all of the outstanding common stock of the NYCE Corporation, for $610.7 million in cash, subject to certain adjustments. Initial goodwill, subject to the completion of appraisals and valuations of the assets acquired and liabilities assumed, amounted to $440.4 million. The estimated identifiable intangible asset to be amortized (customer

relationships) with an estimated useful life of 15 years amounted to $172.0 million. The goodwill and intangibles resulting from this transaction are not deductible for tax purposes.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

MARSHALL & ILSLEY CORPORATION
CONSOLIDATED AVERAGE BALANCE SHEETS (Unaudited)
($000's)

	Three Months Ended June 30,	
	2004	2003
Assets		
Cash and due from banks	$ 801,986	$ 746,737
Investment securities:		
Trading securities	22,138	24,729
Short-term investments	164,685	282,557
Other investment securities:		
Taxable	4,671,113	4,041,583
Tax-exempt	1,171,209	1,176,175
Total investment securities	6,029,145	5,525,044
Loans and leases:		
Loans and leases, net of unearned income	26,507,894	24,398,674
Less: Allowance for loan and lease losses	359,856	345,233
Net loans and leases	26,148,038	24,053,441
Premises and equipment, net	434,888	441,803
Accrued interest and other assets	2,757,888	2,531,549
Total Assets	$ 36,171,945	$ 33,298,574
Liabilities and Shareholders' Equity		
Deposits:		
Noninterest bearing	$ 4,513,599	$ 4,072,645
Interest bearing	18,995,645	18,069,128
Total deposits	23,509,244	22,141,773
Funds purchased and security repurchase agreements	2,279,498	2,634,792
Other short-term borrowings	979,383	569,678
Long-term borrowings	4,703,870	3,699,813
Accrued expenses and other liabilities	1,294,056	1,052,205
Total liabilities	32,766,051	30,098,261
Shareholders' equity	3,405,894	3,200,313
Total Liabilities and Shareholders' Equity	$ 36,171,945	$ 33,298,574

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MARSHALL & ILSLEY CORPORATION
CONSOLIDATED AVERAGE BALANCE SHEETS (Unaudited)
($000's)

	Six Months Ended June 30, 2004	Six Months Ended June 30, 2003
Assets		
Cash and due from banks	$ 786,580	$ 755,183
Investment securities:		
Trading securities	22,703	21,569
Short-term investments	188,598	270,039
Other investment securities:		
Taxable	4,602,099	3,962,950
Tax-exempt	1,158,940	1,186,673
Total investment securities	5,972,340	5,441,231
Loans and leases:		
Loans and leases, net of unearned income	25,967,707	24,150,954
Less: Allowance for loan and lease losses	358,001	345,145
Net loans and leases	25,609,706	23,805,809
Premises and equipment, net	436,637	442,656
Accrued interest and other assets	2,702,534	2,523,553
Total Assets	$ 35,507,797	$ 32,968,432
Liabilities and Shareholders' Equity		
Deposits:		
Noninterest bearing	$ 4,414,879	$ 3,967,157
Interest bearing	18,597,021	17,679,972
Total deposits	23,011,900	21,647,129
Funds purchased and security repurchase agreements	2,400,570	2,826,174
Other short-term borrowings	943,148	579,773
Long-term borrowings	4,473,229	3,698,908
Accrued expenses and other liabilities	1,288,997	1,065,982
Total liabilities	32,117,844	29,817,966
Shareholders' equity	3,389,953	3,150,466
Total Liabilities and Shareholders' Equity	$ 35,507,797	$ 32,968,432

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OVERVIEW

Earnings growth in the second quarter of 2004 was in many respects driven by the same factors that affected earnings growth in the first quarter of 2004. Loan and deposit growth, lower provisions for loan and lease losses resulting from the continued improvement in credit quality, revenue and earnings growth by both the data processing segment ("Metavante") and trust services reporting unit and continued expense management resulted in double-digit earnings growth in the three and six months ended June 30, 2004 compared to the three and six months ended June 30, 2003. During the second quarter and first half of 2004, the Corporation experienced lower revenue from mortgage loan sales compared to the same period last year.

Net income for the second quarter of 2004 amounted to $151.7 million compared to $134.7 million for the same period in the prior year, an increase of $17.0 million, or 12.7%. Diluted earnings per share was $0.67 for the three months ended June 30, 2004, compared with $0.59 for the three months ended June 30, 2003, an increase of 13.6%. The return on average assets and average equity was 1.69% and 17.92% for the quarter ended June 30, 2004, and 1.62% and 16.88%, respectively, for the quarter ended June 30, 2003.

Net income for the first half of 2004 amounted to $297.8 million compared to $262.7 million for the first half of 2003, an increase of $35.1 million, or 13.4%. Diluted earnings per share was $1.32 for the six months ended June 30, 2004, compared with $1.15 for the six months ended June 30, 2003, an increase of 14.8%. The return on average assets and average equity was 1.69% and 17.67% for the first half of 2004, and 1.61% and 16.81%, respectively, for the first half of 2003.

The Corporation has experienced strong earnings growth in the first half of 2004. Management continues to believe that low double digit earnings growth in 2004 is achievable, however, with the economy recovering slowly and modest evidence of job growth in the markets the Corporation serves, management remains cautious in its expectations that each positive attribute experienced in the first and second quarters will continue or improve in future quarters. The Corporation's actual results for the year ended December 31, 2004 could differ materially from those expected by management. See "Forward-Looking Statements" in this Form 10-Q and the Corporation's 2003 Annual Report on Form 10-K for a discussion of the various risk factors that could cause actual results to be different than expected results.

NOTEWORTHY TRANSACTIONS AND EVENTS

Some of the more notable transactions and events that occurred in the first half of 2004 and 2003 consisted of the following:

Second Quarter 2004

On May 17, 2004, Metavante announced it had entered into a definitive agreement to acquire substantially all of the outstanding common stock of the privately held NYCE Corporation ("NYCE"), of Montvale, New Jersey, for approximately $610 million in cash, subject to certain adjustments. NYCE owns and operates one of the largest electronic funds transfer networks in the United States and provides debit card authorization processing services for automated teller machines (ATM), on-line and off-line signature based debit card transactions. It is expected that this acquisition will enable Metavante to significantly expand its electronic funds transfer (EFT) business. NYCE's annual revenue and net income in

2003 amounted to $142.8 million and $30.7 million, respectively. These results are not necessarily indicative of results to be expected by Metavante. Shareholder and regulatory approvals have been obtained and the transaction closed on July 30, 2004. See Note 14 Subsequent Events in the Notes to Financial Statements.

On May 27, 2004, Metavante completed the purchase of certain assets and the assumption of certain liabilities for $157.4 million in cash of the privately held Kirchman Corporation ("Kirchman") of Orlando, Florida. Kirchman provides automation software and compliance services to the banking industry. The acquisition of Kirchman provides Metavante with core processing software that financial institutions can run in-house, a solution that Metavante previously did not offer. One month of Kirchman's results of operations are included in the consolidated statements of income for the three and six months ended June 30, 2004. See Note 5 Business Combinations in the Notes to Financial Statements.

During the second quarter of 2004, the Corporation filed a shelf registration statement with the Securities and Exchange Commission which will enable the Corporation to issue various securities, including debt securities, common stock, preferred stock, depositary shares, purchase contracts, units, warrants, and trust preferred securities, up to an aggregate amount of $3.0 billion. On July 29, 2004, the Corporation issued $600 million of senior notes and $400 million of Common SPACESSM under the shelf registration statement. See Note 14 Subsequent Events in the Notes to Financial Statements.

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First Quarter 2004

During the first quarter of 2004, the Corporation's Banking segment completed the purchase for cash of certain assets and the assumption of certain liabilities of AmerUs Home Lending, Inc. ("AmerUs"), an Iowa-based corporation engaged in the business of brokering and servicing mortgage and home equity loans. Although not material to the Corporation, this acquisition enhances the Corporation's wholesale lending activities by expanding its broker network and acquiring technology that enhances the efficiency of the wholesale lending process.

During the first quarter of 2004, the Corporation prepaid and retired $55.0 million of higher cost fixed rate debt that resulted in a charge to earnings of $4.9 million. The loss is reported in other in Other expense in the Consolidated Statements of Income.

During the first quarter of 2004, Metavante announced the signing of a definitive agreement to acquire all of the outstanding common stock of the privately held Advanced Financial Solutions, Inc. and its affiliated companies (collectively "AFS"), of Oklahoma City, Oklahoma. AFS is a provider of image-based payment, transaction and document software technologies. AFS also operates an electronic check-clearing network through one of its affiliates. It is expected that this acquisition will allow Metavante to expand its current product offerings in payment and transaction processing and image related services, provide the technology and expertise to help banks facilitate the necessary change to comply with the Check Clearing for the 21st Century Act (known as Check 21) and capture another leg in the payments segment-electronic check image exchange. Metavante completed this acquisition on July 1, 2004. See Note 14, Subsequent Events in Notes to Financial Statements.

Second Quarter 2003

During the second quarter of 2003, the Corporation announced it would

redeem all of the Floating Rate Debentures held by its subsidiary, MVBI Capital Trust, and MVBI Capital Trust would redeem all of its currently outstanding Floating Rate Trust Preferred Securities at an aggregate redemption price of $14.95 million. In conjunction with the redemption, the Corporation terminated the associated interest rate swap designated as a cash flow hedge. The loss in accumulated other comprehensive income and unamortized debt issuance costs aggregating $2.0 million were charged to Other expense in the Consolidated Statements of Income during the second quarter of 2003.

During the second quarter of 2003, the Corporation recognized impairment losses on the interest-only strips which represent retained interests associated with its auto securitization activities in the amount of $4.1 million. The loss is reported in net investment securities gains (losses) in the Consolidated Statements of Income.

First Quarter 2003

During the first quarter of 2003, Metavante completed the integration of its acquisition of Paytrust, Inc. ("Paytrust"). Acquisition-related transition expenses amounted to $2.5 million and are reported in various line items in Other expense in the Consolidated Statements of Income.

NET INTEREST INCOME

Net interest income for the second quarter of 2004 amounted to $284.0 million compared to $263.9 million reported for the second quarter of 2003. For the six months ended June 30, 2004, net interest income amounted to $562.6 million compared to $528.4 million for the six months ended June 30, 2003. Loan growth, slower prepayment activity across all asset classes, growth in noninterest bearing deposits and the impact of prepaying higher cost debt in the latter part of 2003 all contributed to the increase in net interest income. Factors negatively affecting net interest income included the impact of lengthening liabilities in order to reduce future volatility in net interest income due to interest rate movements, cash expenditures for current year acquisitions and cash expenditures for repurchases of common stock and acquisitions in the prior year.

Average earning assets in the second quarter of 2004 amounted to $32.5 billion compared to $29.9 billion in the second quarter of 2003, an increase of $2.6 billion or 8.7%. Average loans and leases accounted for $2.1 billion of the quarter over quarter growth. Average investment securities increased $0.6 billion. Average other short-term investments and trading securities decreased $0.1 billion in the second quarter of 2004 compared to the second quarter of 2003. Average earning assets for the six months ended June 30, 2004 amounted to $31.9 billion compared to $29.6 billion for the six months ended June 30, 2003, an increase of $2.3 billion or 7.9%. Average loans and leases accounted for $1.8 billion of the growth over the respective periods. Average investment securities increased $0.6 billion. Average other short-term investments and trading securities decreased $0.1 billion in the first half of 2004 compared to the same period in 2003.

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Average interest bearing liabilities increased $2.0 billion or 7.9% in the second quarter of 2004 compared to the same period in 2003. Average interest bearing deposits increased $0.9 billion or 5.1% in the second quarter of 2004 compared to the second quarter of last year. Average total borrowings increased $1.1 billion or 15.3% in the second quarter of

2004 compared to the same period in 2003. For the six months ended June 30, 2004, average interest bearing liabilities increased $1.6 billion or 6.6% compared to the same period in 2003. Average interest bearing deposits increased $0.9 billion or 5.2% in the first six months of 2004 compared to the first six months of last year. Average total borrowings increased $0.7 billion or 10.0% in the first half of 2004 compared to the same period in 2003.

Average noninterest bearing deposits increased $0.4 billion or 10.8% in the three months ended June 30, 2004 compared to the same period last year. On a year-to-date basis, average noninterest bearing deposits increased $0.4 billion or 11.3% in the first six months of 2004 compared to the first six months of 2003.

The growth and composition of the Corporation's quarterly average loan and lease portfolio for the current quarter and previous four quarters are reflected in the following table. ($ in millions):

Consolidated Average Loans and Leases

	2004		2003			Growth Pct.	
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	Annual	Pri Quar
Commercial							
Commercial	$ 7,463	$ 7,142	$ 6,839	$ 6,912	$ 7,043	6.0%	
Commercial real estate							
Commercial mortgages	7,512	7,246	7,076	6,986	6,859	9.5	3
Construction	1,071	1,075	1,071	1,014	977	9.6	(
Total commercial real estate	8,583	8,321	8,147	8,000	7,836	9.5	
Commercial lease financing	393	399	384	392	390	0.8	(
Total Commercial	16,439	15,862	15,370	15,304	15,269	7.7	
Personal							
Residential real estate							
Residential mortgages	3,210	2,958	2,811	2,751	2,705	18.6	
Construction	292	269	246	210	189	54.7	
Total residential real estate	3,502	3,227	3,057	2,961	2,894	21.0	
Personal loans							
Student	83	102	95	84	97	(15.1)	(1
Credit card	244	230	213	200	191	28.1	
Home equity loans and lines	4,688	4,439	4,215	4,100	4,075	15.1	
Other	1,388	1,391	1,516	1,692	1,551	(10.6)	(
Total personal loans	6,403	6,162	6,039	6,076	5,914	8.3	
Personal lease financing	164	177	198	255	322	(48.9)	(
Total Personal	10,069	9,566	9,294	9,292	9,130	10.3	
Total Consolidated Average Loans and Leases	$ 26,508	$ 25,428	$ 24,664	$ 24,596	$ 24,399	8.6%	

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Total consolidated average loans and leases increased $2.1 billion or 8.6% in the second quarter of 2004 compared to the second quarter of 2003. Total average commercial loan and lease growth amounted to $1.2 billion or 7.7% in the current quarter compared to the second quarter of the prior year. The growth in average commercial loans and leases in the second quarter of 2004 compared to the second quarter of 2003 was primarily due to the growth in average commercial real estate loans which increased $0.7 billion. Total average personal loans and leases increased $1.0 billion or 10.3% in the second quarter of 2004 compared to the second quarter of 2003. This growth was driven primarily by growth in home equity loans and lines and residential real estate loans which each increased approximately $0.6 billion. Average indirect auto loans and leases declined approximately $0.3 billion in the current quarter compared to the second quarter of the prior year. From a production standpoint, residential real estate loan closings in the second quarter of 2004 were $0.5 billion or 59.2% ahead of loan closings in the first quarter of 2004 but were approximately $0.5 billion or 27.3% lower in the second quarter of 2004 compared to the second quarter of 2003. Early indications, as measured by application volume, suggest that loan closings in the third quarter of 2004 may approximate first quarter production.

For the six month period, total consolidated average loans and leases increased $1.8 billion or 7.5% in the first half of 2004 compared to the first half of 2003. Total average commercial loan and lease growth amounted to $1.1 billion or 7.3% in the six months ended June 30, 2004 compared to the six months ended June 30, 2003. The growth in average commercial loans and leases in the first half of 2004 compared to the same period in 2003 was primarily due to the growth in average commercial real estate loans which increased $0.7 billion. Total average personal loans and leases increased $0.7 billion or 7.9% in the first six months of 2004 compared to the first six months of 2003. This growth was driven primarily by growth in home equity loans and lines and residential real estate loans which each increased approximately $0.5 billion. Average indirect auto loans and leases declined approximately $0.3 billion in the six months ended June 30, 2004 compared to the six months ended June 30, 2003. From a production standpoint, residential real estate loan closings declined approximately $1.0 billion or 32.6% in the first half of 2004 compared to the first half of 2003.

The growth in average commercial loans since the fourth quarter of 2003 has been a combination of loans to new customers and increased activity from existing customers whose businesses are in a variety of industries located in Wisconsin and generally throughout the Corporation's markets outside of the state. While it may be too early to determine if this is the early stage of more robust business loan demand, the Corporation's commercial lending activities have historically fared well as the economy strengthens in its markets. Home equity loans and lines, which includes M&I's wholesale activity, continue to be the primary consumer loan product. The Corporation anticipates these products will continue to drive growth in the consumer side of its banking activities.

Generally, the Corporation sells residential real estate production in the secondary market, although selected loans with adjustable rate characteristics are periodically retained in the portfolio. Residential real estate loans sold to investors amounted to $0.5 billion in the second quarter of 2004 compared to $1.1 billion in the second quarter of the prior year. Approximately $58.6 million of loans sold were attributable to the AmerUs acquisition. For the six months ended June 30, 2004

residential real estate loans sold to investors amounted to $0.8 billion compared to $2.1 billion in the six months ended June 30, 2003. Approximately $117.0 million of loans sold in the first half of 2004 were attributable to the AmerUs acquisition. At June 30, 2004 and 2003, the Corporation had approximately $84.3 million and $298.5 million of mortgage loans held for sale, respectively. Gains from the sale of mortgage loans amounted to $9.0 million in the second quarter of 2004 compared to $17.0 million in the second quarter of last year. For the six months ended June 30, 2004 and 2003, gains from the sale of mortgage loans amounted to $14.2 million and $30.3 million, respectively. Approximately $1.1 million and $2.7 million of the gain in the second quarter and first half of 2004, respectively, was attributable to the AmerUs acquisition.

Auto loans securitized and sold in the second quarter of 2004 amounted to $0.3 billion compared to $0.2 billion in the second quarter of last year. For the six months ended June 30, 2004, auto loans securitized and sold amounted to $0.4 billion compared to $0.3 billion for the six months ended June 30, 2003. For the three and six months ended June 30, 2004, losses from the sale and securitization of auto loans amounted to $3.2 million and $2.2 million, respectively. For the three and six months ended June 30, 2003, gains from the sale and securitization of auto loans amounted to $3.0 million and $5.3 million, respectively. The losses incurred in 2004 are primarily due to lower loan interest spreads associated with new auto loan production in a rising interest rate environment.

The Corporation anticipates that it will continue to divest itself of selected assets through sale or securitization in future periods.

The growth and composition of the Corporation's quarterly average deposits for the current and previous four quarters are as follows ($ in millions):

Consolidated Average Deposits

	2004		2003			Growth Pct.	
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	Annual	Pri Quar
Bank issued deposits							
Noninterest bearing deposits							
Commercial	$ 3,129	$ 2,976	$ 3,112	$ 2,991	$ 2,799	11.8 %	
Personal	908	855	855	828	818	10.9	
Other	477	485	502	530	456	4.8	(
Total noninterest bearing deposits	4,514	4,316	4,469	4,349	4,073	10.8	
Interest bearing deposits							
Savings and NOW	3,395	3,303	3,282	3,273	3,139	8.2	
Money market	5,657	5,780	6,015	6,040	6,135	(7.8)	(
Foreign activity	943	909	799	759	861	9.5	
Total interest bearing deposits	9,995	9,992	10,096	10,072	10,135	(1.4)	
Time deposits							
Other CDs and time deposits	2,582	2,611	2,659	2,707	2,791	(7.5)	(
CDs greater than $100,000	660	632	633	617	628	5.1	

Total time deposits	3,242	3,243	3,292	3,324	3,419	(5.2)	
Total bank issued deposits	17,751	17,551	17,857	17,745	17,627	0.7	
Wholesale deposits							
Money market	72	75	74	73	75	(3.8)	(
Brokered CDs	4,498	3,854	3,270	2,938	3,048	47.6	1
Foreign time	1,188	1,035	1,282	1,399	1,392	(14.7)	1
Total wholesale deposits	5,758	4,964	4,626	4,410	4,515	27.5	1
Total consolidated average deposits	$ 23,509	$ 22,515	$ 22,483	$ 22,155	$ 22,142	6.2 %	

Total consolidated average deposits increased $1.4 billion or 6.2% in the second quarter of 2004 compared to the second quarter of 2003. Average noninterest bearing deposits increased $0.4 billion or 10.8% while average bank-issued interest bearing activity accounts were relatively unchanged in the current quarter compared to the second quarter of the prior year. Average bank-issued time deposits declined $0.1 billion in the second quarter of 2004 compared to the second quarter of 2003, but recently has shown some signs of growth.

For the six months ended June 30, 2004, total average consolidated deposits increased $1.4 billion or 6.3% compared to the six months ended June 30, 2003. Average noninterest bearing deposits increased $0.4 billion or 11.3% while average bank-issued interest bearing activity accounts were relatively unchanged in the first half of 2004 compared to the first half of 2003.

The growth in bank issued deposits, especially noninterest bearing deposits, includes both commercial and retail banking and was influenced by the lower interest rate environment. In commercial banking, the focus remains on developing deeper relationships through the sale of treasury management products and services along with revised incentive plans focused on growing deposits. The retail banking strategy continues to focus on aggressively selling the right products to meet the needs of customers and enhance the Corporation's profitability. The Corporation continues to emphasize the sale of checking products. However, management expects the annual growth in noninterest bearing balances in 2004 to be more modest than that experienced in 2003.

For the three and six months ended June 30, 2004, average wholesale deposits increased $1.2 billion and $1.3 billion, respectively compared to the three and six months ended June 30, 2003. The Corporation continues to make greater use of wholesale funding alternatives, especially institutional certificates of deposits. These deposits are funds in the form of deposits generated through distribution channels other than M&I's own banking branches. These deposits allow the Corporation's bank subsidiaries to gather funds across a wider geographic base and at pricing levels considered attractive, where the underlying depositor may be retail or institutional. Access to and use of these funding sources also provide the Corporation with the flexibility to not pursue unprofitable single service time deposit relationships.

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During the first quarter of 2004, a fixed rate advance from the Federal Home Loan Bank ("FHLB") aggregating $55.0 million with an annual coupon interest rate of 5.06% was prepaid and retired resulting in a charge to

earnings of $4.9 million. In addition, $45.0 million of FHLB fixed rate advances with an annual coupon interest rate of 5.48% matured. During the first quarter of 2004, $225.0 million of senior bank notes with an annual weighted average coupon interest rate of 2.81% were issued. In addition, $200.0 million of amortizing senior bank notes with a semi-annual coupon interest rate of 2.90% were issued. New FHLB advances amounted to $150.0 million with an annual coupon interest rate of 2.07% in the first quarter of 2004 and $500.0 million with an annual weighted coupon interest rate of 3.29% in the second quarter of 2004. During the second quarter of 2004, the Corporation issued $100.0 million of Series E medium term notes with an annual coupon rate of 1.72% and $2.6 million of MiNotes with an annual weighted average coupon interest rate of 4.97%.

The Corporation's consolidated average interest earning assets and interest bearing liabilities, interest earned and interest paid for the three and six months ended June 30, 2004 and 2003, are presented in the following tables ($ in millions):

Consolidated Yield and Cost Analysis

	Three Months Ended June 30, 2004			Three Months Ended June 30, 2003		
	Average Balance	Interest	Average Yield or Cost (b)	Average Balance	Interest	Aver Yiel Cost
Loans and leases: (a)						
Commercial loans and leases	$ 7,855.9	$ 89.7	4.59 %	$ 7,432.7	$ 86.6	4.
Commercial real estate loans	8,582.9	113.9	5.34	7,835.8	112.4	5.
Residential real estate loans	3,501.8	47.2	5.42	2,894.0	43.8	6.
Home equity loans and lines	4,688.6	61.1	5.24	4,074.8	59.0	5.
Personal loans and leases	1,878.7	23.3	5.00	2,161.4	29.8	5.
Total loans and leases	26,507.9	335.2	5.09	24,398.7	331.6	5.
Investment securities (b):						
Taxable	4,671.1	48.6	4.19	4,041.6	41.3	4.
Tax Exempt (a)	1,171.2	21.7	7.59	1,176.2	21.7	7.
Total investment securities	5,842.3	70.3	4.87	5,217.8	63.0	4.
Trading securities (a)	22.1	0.1	1.05	24.7	0.1	0.
Other short-term investments	164.7	0.4	1.00	282.5	0.7	1.
Total interest earning assets	$ 32,537.0	$ 406.0	5.02 %	$ 29,923.7	$ 395.4	5.
Interest bearing deposits:						
Bank issued deposits:						
Bank issued interest bearing activity deposits	$ 9,995.5	$ 15.8	0.64 %	$ 10,134.8	$ 20.7	0.
Bank issued time deposits	3,241.8	19.2	2.38	3,418.9	21.6	2.
Total bank issued deposits	13,237.3	35.0	1.06	13,553.7	42.3	1.
Wholesale deposits	5,758.3	23.0	1.61	4,515.4	18.0	1.
Total interest bearing deposits	18,995.6	58.0	1.23	18,069.1	60.3	1.

Short-term borrowings	3,258.9	14.2	1.76	3,204.5	21.0	2.
Long-term borrowings	4,703.9	41.8	3.57	3,699.8	42.3	4.
Total interest bearing liabilities	$ 26,958.4	$ 114.0	1.70 %	$ 24,973.4	$ 123.6	1.
Net interest margin (FTE) as a percent of average earning assets		$ 292.0	3.61 %		$ 271.8	3.
Net interest spread (FTE)			3.32 %			3.

(a) Fully taxable equivalent basis (FTE), assuming a Federal income tax rate of 35%, and excluding disallowed interest expense.
(b) Based on average balances excluding fair value adjustments for available for sale securities.

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Consolidated Yield and Cost Analysis

	Six Months Ended June 30, 2004			Six Months Ended June 30, 2003		
	Average Balance	Interest	Average Yield or Cost (b)	Average Balance	Interest	Aver Yiel Cost
Loans and leases: (a)						
Commercial loans and leases	$ 7,698.4	$ 177.2	4.63 %	$ 7,327.3	$ 170.4	4.
Commercial real estate loans	8,452.1	225.0	5.35	7,724.4	224.3	5.
Residential real estate loans	3,364.2	91.9	5.49	2,846.1	87.9	6.
Home equity loans and lines	4,563.4	120.1	5.29	4,061.6	118.5	5.
Personal loans and leases	1,889.6	47.6	5.07	2,191.5	61.3	5.
Total loans and leases	25,967.7	661.8	5.13	24,150.9	662.4	5.
Investment securities (b):						
Taxable	4,602.1	96.9	4.26	3,963.0	87.1	4.
Tax Exempt (a)	1,158.9	43.1	7.64	1,186.7	43.9	7.
Total investment securities	5,761.0	140.0	4.93	5,149.7	131.0	5.
Trading securities (a)	22.7	0.2	1.33	21.6	0.1	1.
Other short-term investments	188.6	0.9	1.01	270.0	1.5	1.
Total interest earning assets	$ 31,940.0	$ 802.9	5.06 %	$ 29,592.2	$ 795.0	5.
Interest bearing deposits:						
Bank issued deposits:						
Bank issued interest bearing activity deposits	$ 9,993.7	$ 31.3	0.63 %	$ 10,085.8	$ 43.1	0.
Bank issued time deposits	3,242.0	38.4	2.38	3,492.7	45.4	2.
Total bank issued deposits	13,235.7	69.7	1.06	13,578.5	88.5	1.
Wholesale deposits	5,361.3	43.8	1.65	4,101.5	34.7	1.
Total interest bearing deposits	18,597.0	113.5	1.23	17,680.0	123.2	1.

Short-term borrowings	3,343.7	30.1	1.81	3,405.9	43.0	2.
Long-term borrowings	4,473.3	80.8	3.63	3,698.9	84.5	4.
Total interest bearing liabilities	$ 26,414.0	$ 224.4	1.71 %	$ 24,784.8	$ 250.7	2.
Net interest margin (FTE) as a percent of average earning assets		$ 578.5	3.65 %		$ 544.3	3.
Net interest spread (FTE)			3.35 %			3.

(a) Fully taxable equivalent basis (FTE), assuming a Federal income tax rate of 35%, and excluding disallowed interest expense.
(b) Based on average balances excluding fair value adjustments for available for sale securities.

The net interest margin, as a percent of average earning assets on a fully taxable equivalent basis ("FTE"), decreased 4 basis points from 3.65 percent in the second quarter of 2003 to 3.61 percent in the second quarter of 2004. The yield on average interest earning assets decreased 29 basis points in the second quarter of 2004 compared to the second quarter of the prior year. The cost of bank issued interest bearing deposits in the current quarter decreased 19 basis points from the same quarter of the previous year. The increase in noninterest bearing deposits as previously discussed provided a benefit to the net interest margin. The cost of other funding sources (wholesale deposits and total borrowings) decreased 54 basis points in the current quarter compared to the second quarter of last year.

On a year to date basis, the net interest margin, as a percent of average earning assets on a FTE basis, decreased 7 basis points from 3.72 percent in the six months ended June 30, 2003 to 3.65 percent in the six months ended June 30, 2004. The yield on average interest earning assets decreased 37 basis points in the first half of 2004 compared to the first six months of the prior year. The cost of bank issued interest bearing deposits in the six months ended June 30, 2004, decreased 25 basis points from the same period of the previous year. As previously discussed, the increase in noninterest bearing deposits provided a benefit to the net interest margin. The cost of other funding sources (wholesale deposits and total borrowings) decreased 56 basis points in the six months ended June 30, 2004, compared to the six months ended June 30, 2003.

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Net interest income for the quarter and first six months of 2004 was affected by a number of factors. Loan growth, the early retirement of higher cost debt in the latter part of 2003, and lower levels of prepayment activity were beneficial to net interest income in 2004. The low absolute level of interest rates and increased level of prepayments experienced in the first three quarters of 2003 shortened the expected life of many of the Corporation's financial assets. Lower reinvestment rates and a conscious slowing in deposit repricing resulting from selectively lowering deposit rates, has adversely impacted net interest income.

Management expects the net interest margin as a percent of average earning assets will likely trend down over the remainder of 2004 as a result of the following: loan spreads tend to be more narrow, particularly as interest rates increase; as the economy improves, the Corporation's capacity to generate loans will likely exceed its ability to generate appropriately priced deposits; and the cost of funding Metavante's recent acquisitions will result in additional interest expense in future periods. See Note 14, Subsequent Events, in Notes to Financial Statements for a

description of recently completed debt offerings. Net interest income and the net interest margin can vary and continue to be influenced by loan and deposit growth, product spreads, pricing competition in the Corporation's markets, prepayment activity, future interest rate changes and various other factors.

PROVISION FOR LOAN AND LEASE LOSSES AND CREDIT QUALITY

The following tables present comparative consolidated credit quality information as of June 30, 2004, and the prior four quarters.

Nonperforming Assets

($000's)

	2004		2003		
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Sec Qua
Nonaccrual	$ 137,845	$ 149,550	$ 166,387	$ 180,535	$ 19
Renegotiated	253	261	278	286	
Past due 90 days or more	6,902	6,296	6,111	6,479	
Total nonperforming loans and leases	145,000	156,107	172,776	187,300	20
Other real estate owned	10,394	13,172	13,235	13,642	1
Total nonperforming assets	$ 155,394	$ 169,279	$ 186,011	$ 200,942	$ 21
Allowance for loan and lease losses	$ 357,898	$ 353,687	$ 349,561	$ 348,100	$ 34

Consolidated Statistics

	2004		2003		
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Sec Qua
Net charge-offs to average loans and leases annualized	0.08%	0.08%	0.13%	0.13%	
Total nonperforming loans and leases to total loans and leases	0.53	0.60	0.69	0.76	
Total nonperforming assets to total loans and leases and other real estate owned	0.57	0.65	0.74	0.82	
Allowance for loan and lease losses to total loans and leases	1.32	1.36	1.39	1.41	
Allowance for loan and lease losses to total nonperforming loans and leases	247	227	202	186	

Nonaccrual Loans and Leases By Type

($000's)

	2004		2003		
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Sec Qua
Commercial					
Commercial, financial and agricultural	$ 39,473	$ 45,714	$ 56,096	$ 66,571	$ 7
Lease financing receivables	6,398	7,381	13,308	4,538	
Total commercial	45,871	53,095	69,404	71,109	8
Real estate					
Construction and land development	1,724	78	800	353	
Commercial mortgage	38,561	46,172	42,857	47,012	4
Residential mortgage	50,776	49,528	52,098	60,287	6
Total real estate	91,061	95,778	95,755	107,652	11
Personal	913	677	1,228	1,774	
Total nonaccrual loans and leases	$ 137,845	$ 149,550	$ 166,387	$ 180,535	$ 19

Reconciliation of Allowance for Loan and Lease Losses

($000's)

	2004		2003		
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Sec Qua
Beginning balance	$ 353,687	$ 349,561	$ 348,100	$ 348,100	$ 33
Provision for loan and lease losses	9,227	9,027	9,807	7,852	1
Allowance of banks and loans acquired	--	27	--	--	
Loans and leases charged-off					
Commercial	4,015	2,904	4,497	4,317	
Real estate	2,765	3,138	5,142	3,238	
Personal	2,616	3,653	3,661	2,528	
Leases	536	1,001	2,494	880	
Total charge-offs	9,932	10,696	15,794	10,963	1
Recoveries on loans and leases					
Commercial	2,279	2,886	3,810	1,400	
Real estate	1,336	1,555	2,508	591	

Personal	906	756	762	831	
Leases	395	571	368	289	
Total recoveries	4,916	5,768	7,448	3,111	
Net loans and leases charge-offs	5,016	4,928	8,346	7,852	
Ending balance	$ 357,898	$ 353,687	$ 349,561	$ 348,100	$ 34

Nonperforming assets consist of nonperforming loans and leases and other real estate owned (OREO).

OREO is principally comprised of commercial and residential properties acquired in partial or total satisfaction of problem loans and amounted to $10.4 million at June 30, 2004, compared to $13.2 million at March 31, 2004 and December 31, 2003, respectively.

Nonperforming loans and leases consist of nonaccrual, renegotiated or restructured loans, and loans and leases that are delinquent 90 days or more and still accruing interest. The balance of nonperforming loans and leases can fluctuate widely based on the timing of cash collections, renegotiations and renewals.

Maintaining nonperforming assets at an acceptable level is important to the ongoing success of a financial services institution. The Corporation's comprehensive credit review and approval process are critical to ensuring that the amount of nonperforming assets on a long-term basis is minimized within the overall framework of acceptable levels of credit risk. In addition to the negative impact on net interest income and credit losses, nonperforming assets also increase operating costs due to the expense associated with collection efforts.

At June 30, 2004, nonperforming loans and leases amounted to $145.0 million or 0.53% of consolidated loans and leases compared to $156.1 million or 0.60% of consolidated loans and leases at March 31, 2004 and $172.8 million or 0.69% of consolidated loans and leases at December 31, 2003. Nonaccrual loans and leases have been the primary source of the decrease in nonperforming loans and leases since December 31, 2003. The net decrease was primarily due to continued reductions and positive resolutions in several portfolio segments and improving credit conditions throughout the loan and lease portfolios.

Net charge-offs amounted to $5.0 million or 0.08% of average loans and leases in the second quarter of 2004 compared to $4.9 million or 0.08% of average loans and leases in the first quarter of 2004 and $8.3 million or 0.13% of average loans and leases in the fourth quarter of 2003. The net charge-off activity experienced in the first and second quarters of 2004 are the lowest levels experienced in any individual quarter since the second quarter of 2000. This lower level of net charge-offs has to some extent been the result of higher than normal recoveries. Based on the status of some of the larger charge-offs recognized in recent quarters, management expects recoveries will likely return to a lower level in future periods.

Credit quality continued to show improvement as evidenced by the decline in nonperforming loans and leases and net charge-offs which were lower than expected based on the state of the economy in the markets the Corporation serves. At year-end 2003, the Corporation disclosed that it expects net charge-offs in 2004 to range from 0.15% to 0.20% for the year

and nonperfoming loans and leases as a percent of total loans and leases outstanding to be in the range of 70-80 basis points. Based on first and second quarter experience, it appears that the Corporation's credit quality ratios may be at the low end of these ranges in the near term. Management continues to believe that the long-term impact of the recent recession may still provide some unanticipated results within the loan and lease portfolio and some degree of stress and uncertainty continues to exist.

The provision for loan and lease losses amounted to $9.2 million for the three months ended June 30, 2004 compared to $9.0 million for the three months ended March 31, 2004 and $19.6 million for the three months ended June 30, 2003. The Corporation has not substantively changed any aspect to its overall approach in the determination of the allowance for loan and lease losses. There have been no material changes in assumptions or estimation techniques as compared to prior periods that impacted the determination of the current period allowance. The allowance for loan and lease losses as a percent of total loans and leases outstanding was 1.32% at June 30, 2004, 1.36% at March 31, 2004 and 1.39% at December 31, 2003.

OTHER INCOME

Total other income in the second quarter of 2004 amounted to $330.0 million compared to $294.7 million in the same period last year, an increase of $35.3 million or 12.0%. For the six months ended June 30, 2004, total other income amounted to $643.4 million compared to $585.2 million for the six months ended June 30, 2003, an increase of $58.2 million or 10.0%. The increase in other income was primarily due to growth in data processing services and trust services revenue and was partially offset by lower mortgage banking revenue.

Data processing services revenue amounted to $197.3 million in the second quarter of 2004 compared to $158.0 million in the second quarter of 2003, an increase of $39.3 million or 24.9%. For the six months ended June 30, 2004, data processing services revenue amounted to $383.5 million compared to $315.1 million for the six months ended June 30, 2003, an increase of $68.4 million or 21.7%. Revenue associated with Metavante's November 2003 acquisition of Printing For Systems, Inc. and the May 2004 acquisition of the Kirchman Corporation contributed approximately $14.9 million and $26.8 million to the revenue growth in the three and six months ended June 30, 2004, over the comparable three and six months ended June 30, 2003. Overall, revenue growth was generally strong throughout all aspects of the segment. Total buyout revenue, which varies from period to period, increased $1.3 million in the current quarter compared to the second quarter of last year. For the six months ended June 30, 2004 buyout revenue increased $2.2 million compared to the six months ended June 30, 2003. Management expects data processing services revenue will continue to demonstrate revenue growth over the comparative periods of the prior year. Management continues to believe that the revenue and segment income outlook that was provided in the 2003 Annual Report on Form 10-K for the year ended December 31, 2004 is achievable and will be enhanced by Metavante's recent acquisitions. See Note 14, Subsequent Events in Notes to Financial Statements for an update on Metavante's recently completed acquisitions.

For the three months ended June 30, 2004, item processing revenue amounted to $10.9 million compared to $9.6 million for the three months ended June 30, 2003, an increase of $1.3 million or 13.9%. For the six months ended June 30, 2004, item processing revenue amounted to $22.3 million compared to $19.8 million for the six months ended June 30, 2003, an increase of

$2.5 million or 12.5%. The increase in revenues is due to new customers and increased volumes processed.

Trust services revenue amounted to $37.9 million in the second quarter of 2004 compared to $31.2 million in the second quarter of 2003, an increase of $6.7 million or 21.6%. For the six months ended June 30, 2004, trust services revenue amounted to $74.2 million compared to $61.2 million for the six months ended June 30, 2003, an increase of $13.0 million or 21.2%. Revenue associated with the employee benefit plan business purchased from a national banking association located in Missouri contributed approximately $2.7 million and $4.3 million to the revenue growth in the three and six months ended June 30, 2004 compared to the same periods in the prior year. The remainder of the increase in revenue was due to sales efforts, positive equity market performance and some shifting of funds into equities. Assets under management were approximately $17.1 billion at June 30, 2004, compared to $15.7 billion at December 31, 2003, and $14.0 billion at June 30, 2003.

Total mortgage banking revenue was $11.7 million in the second quarter of 2004 compared with $21.8 million in the second quarter of 2003, a decrease of $10.1 million. For the six months ended June 30, 2004, total mortgage banking revenue was $18.7 million compared with $39.3 million for the six months ended June 30, 2003, a decrease of $20.6 million. For the three and six months ended June 30, 2004, the Corporation sold $0.5 billion and $0.8 billion of residential mortgage loans to the secondary market. Retained interests in the form of mortgage servicing rights amounted to $0.7 million for the six months ended June 30, 2004. By comparison, for the three and six months ended June 30, 2003, the Corporation sold $1.1 billion and $2.1 billion of residential mortgage loans to the secondary market. Retained interests in the form of mortgage servicing rights amounted to $1.0 million for the six months ended June 30, 2003. Approximately $58.6 million of the residential mortgage loans sold and $1.1 million of the reported gain recognized in the second quarter of 2004 and $117.0 million of the residential mortgage loans sold and $2.7 million of the reported gain recognized in the first half of 2004 was attributable to the AmerUs acquisition.

Net investment securities activities for the three and six months ended June 30, 2004 were not significant. For the three and six months ended June 30, 2003 net investment securities losses amounted to $2.6 million and $1.0 million, respectively. Impairment losses on the interest-only strips which represent retained interests associated with auto loan securitization activity amounted to $4.1 million in the second quarter of 2003. For the six months ended June 30, 2003, the Corporation's Capital Markets Group recognized gains, which can vary from period to period, of $1.8 million.

Other income in the second quarter of 2004 amounted to $39.9 million compared to $43.1 million in the second quarter of 2003, a decrease of $3.2 million. For the six months ended June 30, 2004, other income amounted to $80.8 million compared to $83.6 million for the six months ended June 30, 2003, a decrease of $2.8 million. For the three and six months ended June 30, 2004, auto securitization income decreased $5.7 million and $6.7 million compared to the same periods of the prior year as previously discussed. During the second quarter of 2003, the Corporation sold two bank branches at a gain of $0.9 million. Gains from the sale of other real estate decreased $0.8 million in the six months ended June 30, 2004 compared to the six months ended June 30, 2003. The decrease was primarily due to the sale of one large property in the first quarter of 2003. Growth in various other sources of fee income in the second quarter and first six months of 2004 compared to the respective periods of 2003,

offset the income declines previously discussed.

OTHER EXPENSE

Total other expense for the three months ended June 30, 2004 amounted to $374.7 million compared to $335.7 million for the three months ended June 30, 2003, an increase of $39.0 million or 11.6%. For the six months ended June 30, 2004, total other expense amounted to $737.0 million compared to $671.3 million for the six months ended June 30, 2003, an increase of $65.7 million or 9.8%. Total other expense for the second quarter of 2004 includes the product impairment charge by Metavante, the operating expenses associated with Metavante's acquisition of Printing For Systems, Inc. in November 2003 and the Kirchman Corporation in May 2004, the purchase of certain employee benefit plan segments beginning in the third quarter of 2003 by the Trust Services reporting unit and the purchase of AmerUs Home Lending, Inc. by the Banking segment on January 1, 2004. Such operating expenses have all been included in the Corporation's consolidated operating expenses since the acquisitions were completed. Total other operating expenses for the six months ended June 30, 2004, includes the aforementioned items as well as the charge in the first quarter of 2004 for the early retirement of some higher cost fixed rate debt. Total other expense for the six months ended June 30, 2003 includes the transition costs associated with the completion of Metavante's integration of Paytrust. For the three and six months ended June 30, 2004, the estimated aggregate impact of these items was an increase to total other expense over the comparative periods of approximately $20.8 million and $33.3 million, respectively. Excluding the impact of these items, total other expense growth in the second quarter of 2004 compared to the second quarter of 2003 was approximately $18.2 million or 5.4% and for the six months ended June 30, 2004 compared to the six months ended June 30, 2003, was approximately $32.4 million or 4.8%.

Expense control is sometimes measured in the financial services industry by the efficiency ratio statistic. The efficiency ratio is calculated by taking total other expense divided by the sum of total other income (including Capital Markets revenue but excluding investment securities gains or losses) and net interest income on a fully taxable equivalent basis. The Corporation's efficiency ratios for the three months ended June 30, 2004, and prior four quarters were:

Efficiency Ratios

	Three Months Ended				
	June 30, 2004	March 31, 2004	December 31, 2003	September 30, 2003	June 30, 2003
Consolidated Corporation	60.2 %	60.4 %	63.9 %	69.4 %	59.0 %
Consolidated Corporation Excluding Metavante	48.8 %	49.2 %	52.1 %	60.6 %	48.2 %

Salaries and employee benefits expense amounted to $211.9 million in the second quarter of 2004 compared to $193.5 million in the second quarter of 2003, an increase of $18.4 million or 9.5%. For the six months ended June

30, 2004, salaries and employee benefits expense amounted to $415.8 compared to $390.7 million for the six months ended June 30, 2003, an increase of $25.1 million or 6.4%. Salaries and benefits associated with acquisitions and increases in performance-based incentive compensation were the primary drivers of the growth in salaries and employee benefits expense in the second quarter and first six months of 2004 compared to the respective periods in 2003. Salaries and expense growth for the six months ended June 30, 2004 compared to the six months ended June 30, 2003 was offset by the salaries and benefits expense associated with the Paytrust integration activities in the first quarter of 2003.

For the three and six months ended June 30, 2004, occupancy and equipment expense amounted to $44.5 million and $91.8 million, respectively and was relatively unchanged over the comparative periods. Included in equipment expense for the three and six months ended June 30, 2004, was approximately $0.4 million of charges associated with a product impairment as previously discussed. Occupancy and equipment expense associated with the Paytrust integration activities in the first quarter of the 2003 was approximately $0.8 million.

Software expenses, processing charges, supplies and printing, professional services and shipping and handling expenses totaled $58.5 million in the second quarter of 2004 compared to $48.7 million in the second quarter of 2003, an increase of $9.8 million or 20.2%. Metavante contributed approximately $9.0 million to the expense growth, with a significant part of that expense growth due to its acquisitions. Expense growth in these areas by other segments and the holding company were offset by lower expenses associated with residential mortgage loan production which were approximately $1.8 million less in the second quarter of 2004 compared to the second quarter of the prior year. For the six months ended June 30, 2004, software expenses, processing charges, supplies and printing, professional services and shipping and handling expenses totaled $114.0 million compared to $100.9 million for the six months ended June 30, 2003, an increase of $13.1 million or 12.9%. Metavante's expense growth in these areas, including the effect of its acquisitions net of the applicable expenses associated with the Paytrust integration activities in the first quarter of 2003, was the primary contributor to the expense growth in the first six months of 2004 compared to the first six months in 2003. Expense growth in these areas by other segments and the holding company were offset by lower expenses associated with residential mortgage loan production which were approximately $3.5 million less in the six month ended June 30, 2004 compared to the six months ended June 30, 2003.

Amortization of intangibles amounted to $5.4 million in the second quarter of 2004 compared to $7.5 million in the second quarter of 2003, a decrease of $2.1 million. For the six months ended June 30, 2004, amortization of intangibles amounted to $10.9 million compared to $14.4 million for the six months ended June 30, 2003, a decrease of $3.5 million. Amortization and valuation reserve adjustments associated with mortgage servicing rights decreased amortization expense $2.1 million in the second quarter of 2004 compared to the second quarter of 2003 and decreased amortization expense $2.7 million in the first half of 2004 compared to the first half of 2003. The carrying value of the Corporation's mortgage servicing rights was $4.3 million at June 30, 2004. Amortization of core deposit intangibles, which is based on a declining balance method, decreased $0.6 million in the second quarter of 2004 compared to the second quarter of the prior year and decreased $1.7 million in the six months ended June 30, 2004 compared to the six months ended June 30, 2003. Included in amortization of intangibles for the three and six months ended June 30, 2004 is Metavante's $0.2 million write-off of a customer-related intangible associated with an impaired product as previously discussed.

Other expense amounted to $54.4 million in the second quarter of 2004 compared to $39.9 million in the second quarter of 2003, an increase of $14.5 million or 36.4%. For the six months ended June 30, 2004, other expense amounted to $104.5 million compared to $71.8 million for the six months ended June 20, 2003, an increase of $32.7 million or 45.6%. For the three and six months ended June 30, 2004, the cost associated with card plastic sales increased $3.6 million and $9.1 million, respectively compared to the respective periods of the prior year. This increase was primarily attributable to Metavante's acquisition of Printing For Systems, Inc. Other expense for the three and six months ended June 30, 2003 includes the $2.0 million charge associated with redemption of all of the Floating Rate Debentures held by its subsidiary, MVBI Capital Trust as previously discussed. Other expense for the six months ended June 30, 2004, includes the $4.9 million charge associated with the early retirement of $55.0 million of higher cost fixed rate debt which occurred during the first quarter of 2004.

Other expense is affected by the capitalization of costs, net of amortization and write-downs associated with software development and customer data processing conversions. Net software and conversion amortization was $6.7 million in the second quarter of 2004 and in the second quarter of 2003 net capitalization amounted to $5.2 million resulting in an increase to other expense over the comparative quarters of $11.9 million. For the six months ended June 30, 2004, net software and conversion amortization was $9.7 million and for the six months ended June 30, 2003, net capitalization amounted to $8.4 million resulting in an increase to other expense over the comparative six month periods of $18.1 million. Included in net software and conversion amortization for the three and six months ended June 30, 2004 is Metavante's $4.9 million write-off of capitalized software associated with an impaired product as previously discussed.

INCOME TAXES

The provision for income taxes for the three months ended June 30, 2004 amounted to $78.4 million or 34.1% of pre-tax income compared to $68.7 million or 33.8% of pre-tax income for the three months ended June 30, 2003. For the six months ended June 30, 2004, the provision for income taxes amounted to $153.0 million or 33.9% of pre-tax income compared to $134.3 million or 33.8% of pre-tax income for the six months ended June 30, 2003.

LIQUIDITY AND CAPITAL RESOURCES

Shareholders' equity was $3.43 billion or 9.3% of total consolidated assets at June 30, 2004, compared to $3.33 billion or 9.7% of total consolidated assets at December 31, 2003, and $3.24 billion or 9.5% of total consolidated assets at June 30, 2003. The increase at June 30, 2004 was primarily due to earnings net of dividends paid. At June 30, 2004, the net loss in accumulated other comprehensive income amounted to $51.9 million which represent a negative change in accumulated other comprehensive income of $54.6 million since December 31, 2003. Net accumulated other comprehensive income associated with available for sale investment securities was a net gain of $41.8 million at December 31, 2003, compared to a net loss of $23.2 million at June 30, 2004, resulting in a net loss of $65.0 million over the six month period. The unrealized loss associated with the change in fair value of the Corporation's

derivative financial instruments designated as cash flow hedges declined $10.4 million since December 31, 2003, resulting in the net increase in shareholders' equity.

The Corporation has a Stock Repurchase Program under which up to 12 million shares can be repurchased annually. During the second quarter of 2004, no common shares were acquired under the program. For the six months ended June 30, 2004, 2.3 million common shares were acquired at an aggregate cost of $88.5 million or an average price of $38.98 per common share. As a result of the Metavante acquisitions, the Corporation does not expect that it will acquire common shares under the Stock Repurchase Program in the near term. See Item 2 in Part II of this Form 10-Q for the monthly purchase activity relating to the Corporation's Stock Repurchase Program in 2004. For the three and six months ended June 30, 2003, 0.15 million common shares were acquired at an aggregate cost of $4.4 million or $29.66 per common share.

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The Corporation continues to have a strong capital base and its regulatory capital ratios are significantly above the minimum requirements as shown in the following tables.

RISK-BASED CAPITAL RATIOS

($ in millions)

	June 30, 2004		December 31, 2003	
	Amount	Ratio	Amount	Ratio
Tier 1 Capital	$ 2,526	8.33 %	$ 2,538	8.87 %
Tier 1 Capital Minimum Requirement	1,213	4.00	1,144	4.00
Excess	$ 1,313	4.33 %	$ 1,394	4.87 %
Total Capital	$ 3,509	11.57 %	$ 3,511	12.28 %
Total Capital Minimum Requirement	2,426	8.00	2,288	8.00
Excess	$ 1,083	3.57 %	$ 1,223	4.28 %
Risk-Adjusted Assets	$ 30,324		$ 28,601	

LEVERAGE RATIOS

($ in millions)

	June 30, 2004		December 31, 2003	
	Amount	Ratio	Amount	Ratio
Tier 1 Capital	$ 2,526	7.23 %	$ 2,538	7.80 %

Minimum Leverage Requirement	1,048	-	1,746	3.00 -	5.00		977	-	1,628	3.00 - 5.00
Excess	$ 1,478	-	780	4.23 -	2.23 %		$ 1,561	-	910	4.80 - 2.80 %
Adjusted Average Total Assets	$		34,915				$		32,553	

M&I manages its liquidity to ensure that funds are available to each of its banks to satisfy the cash flow requirements of depositors and borrowers and to ensure the Corporation's own cash requirements are met. M&I maintains liquidity by obtaining funds from several sources.

The Corporation's most readily available source of liquidity is its investment portfolio. Investment securities available for sale, which totaled $5.1 billion at June 30, 2004, represent a highly accessible source of liquidity. The Corporation's portfolio of held-to-maturity investment securities, which totaled $0.8 billion at June 30, 2004, provides liquidity from maturities and amortization payments. The Corporation's mortgage loans held-for-sale provide additional liquidity. These loans represent recently funded home mortgage loans that are prepared for delivery to investors, which generally occurs within thirty to ninety days after the loan has been funded.

Depositors within M&I's defined markets are another source of liquidity. Core deposits (demand, savings, money market and consumer time deposits) averaged $16.1 billion in the second quarter of 2004. The Corporation's banking affiliates may also access the federal funds markets or utilize collateralized borrowings such as treasury demand notes or FHLB advances.

The banking affiliates may use wholesale deposits. Wholesale deposits are funds in the form of deposits generated through distribution channels other than the Corporation's own banking branches. These deposits allow the Corporation's banking subsidiaries to gather funds across a national geographic base and at pricing levels considered attractive, where the underlying depositor may be retail or institutional. Access to wholesale deposits also provides the Corporation with the flexibility to not pursue single service time deposit relationships in markets that have experienced some unprofitable pricing levels. Wholesale deposits averaged $5.8 billion in the second quarter of 2004.

The Corporation utilizes certain financing arrangements to meet its balance sheet management, funding, liquidity, and market or credit risk management needs. The majority of these activities are basic term or revolving securitization vehicles. These vehicles are generally funded through term-amortizing debt structures or with short-term commercial paper designed to be paid off based on the underlying cash flows of the assets securitized. These vehicles provide access to funding sources substantially separate from the general credit risk of the Corporation and its subsidiaries. See Note 7 to the Consolidated Financial Statements for an update of the Corporation's securitization activities in the second quarter of 2004.

The Corporation's lead bank, M&I Marshall & Ilsley Bank ("the Bank"), has implemented a bank note program which permits it to issue up to $7.0 billion of short-term and medium-term notes which are offered and sold only to institutional investors. This program is intended to enhance liquidity by enabling the Bank to sell its debt instruments in private markets in the future without the delays which would otherwise be

incurred. Bank notes outstanding at June 30, 2004, amounted to $2.6 billion of which $0.6 billion is subordinated and qualifies as supplementary capital for regulatory capital purposes. There were no bank notes issued during the second quarter of 2004.

The national capital markets represent a further source of liquidity to M&I. M&I has filed a shelf registration statement which is intended to permit M&I to raise funds through sales of corporate debt securities with a relatively short lead time. Under the shelf registration statement, the Corporation may issue up to $0.5 billion of medium-term Series E notes with maturities ranging from 9 months to 30 years and at fixed or floating rates. At June 30, 2004, Series E notes issued amounted to $0.4 billion. The Corporation may issue up to $0.5 billion of medium-term MiNotes with maturities ranging from 9 months to 30 years and at fixed or floating rates. The MiNotes are issued in smaller denominations to attract retail investors. At June 30, 2004, MiNotes issued amounted to $0.1 billion. Approximately $2.6 million of MiNotes were issued during the second quarter of 2004. Additionally, the Corporation has a commercial paper program. At June 30, 2004, commercial paper outstanding amounted to $0.3 billion.

During the second quarter of 2004, the Corporation filed a shelf registration statement with the Securities and Exchange Commission which will enable the Corporation to issue various securities, including debt securities, common stock, preferred stock, depositary shares, purchase contracts, units, warrants, and trust preferred securities, up to an aggregate amount of $3.0 billion. On July 29, 2004, the Corporation issued $600 million of senior notes and $400 million of Common SPACES under the shelf registration statement. See Note 14 Subsequent Events in the Notes to Financial Statements.

Short-term borrowings represent contractual debt obligations with maturities of one year or less and amounted to $2.2 billion at June 30, 2004. Long-term borrowings amounted to $5.1 billion at June 30, 2004. The scheduled maturities of long-term borrowings at June 30, 2004 are as follows: $1.4 billion is due in less than one year; $1.6 billion is due in one to three years; $0.9 billion is due in three to five years; and $1.2 billion is due in more than five years. There have been no other substantive changes to the Corporation's contractual obligations as reported in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2003.

OFF-BALANCE SHEET ARRANGEMENTS

At June 30, 2004, there have been no substantive changes with respect to the Corporation's off-balance sheet activities. See Note 7 to the Consolidated Financial Statements for an update of the Corporation's securitization activities in the second quarter of 2004. Based on the off-balance sheet arrangements with which it is presently involved, the Corporation does not believe that such off-balance sheet arrangements either have, or are reasonably likely to have, a material impact to its current or future financial condition, results of operations, liquidity or capital.

CRITICAL ACCOUNTING POLICIES

The Corporation has established various accounting policies which govern the application of accounting principles generally accepted in the United States in the preparation of the Corporation's consolidated financial

statements. The significant accounting policies of the Corporation are described in the footnotes to the consolidated financial statements contained in the Corporation's Annual Report on Form 10-K and updated as necessary in its Quarterly Reports on Form 10-Q. Certain accounting policies involve significant judgments and assumptions by management that may have a material impact on the carrying value of certain assets and liabilities. Management considers such accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of judgments and assumptions made by management, actual results could differ from these judgments and estimates which could have a material impact on the carrying values of assets and liabilities and the results of the operations of the Corporation. Management continues to consider the following to be those accounting policies that require significant judgments and assumptions:

Allowance for Loan and Lease Losses

The allowance for loan and lease losses represents management's estimate of probable losses inherent in the Corporation's loan and lease portfolio. Management evaluates the allowance each quarter to determine that it is adequate to absorb these inherent losses. This evaluation is supported by a methodology that identifies estimated losses based on assessments of individual problem loans and historical loss patterns of homogeneous loan pools. In addition, environmental factors, including economic conditions and regulatory guidance, unique to each measurement date are also considered. This reserving methodology has the following components:

Specific Reserve. The Corporation's internal risk rating system is used to identify loans and leases rated "Classified" as defined by regulatory agencies. In general, these loans have been internally identified as credits requiring management's attention due to underlying problems in the borrower's business or collateral concerns. Subject to a minimum size, a quarterly review of these loans is performed to identify the specific reserve necessary to be allocated to each of these loans. This analysis considers expected future cash flows, the value of collateral and also other factors that may impact the borrower's ability to make payments when due. Included in this group are those nonaccrual or renegotiated loans that meet the criteria as being "impaired" under the definition in SFAS 114. A loan is impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. For impaired loans, impairment is measured using one of three alternatives: (1) the present value of expected future cash flows discounted at the loan's effective interest rate; (2) the loan's observable market price, if available; or (3) the fair value of the collateral for collateral dependent loans and loans for which foreclosure is deemed to be probable.

Collective Loan Impairment. This component of the allowance for loan and lease losses is comprised of two elements. First, the Corporation makes a significant number of loans and leases, which due to their underlying similar characteristics, are assessed for loss as homogeneous pools. Included in the homogeneous pools are loans and leases from the retail sector and commercial loans under a certain size, which have been excluded from the specific reserve allocation previously discussed. The Corporation segments the pools by type of loan or lease and using historical loss information, estimates a loss reserve for each pool.

The second element reflects management's recognition of the uncertainty and imprecision underlying the process of estimating losses. Based on

management's judgment, reserves are allocated to industry segments or product types due to environmental conditions unique to the measurement period. Consideration is given to both internal and external environmental factors such as economic conditions in certain geographic or industry segments of the portfolio, economic trends in the retail lending sector, risk profile, and portfolio composition. Reserves are allocated using estimates of loss exposure that management has identified based on these economic trends or conditions. The internal risk rating system is then used to identify those loans within these industry segments that based on financial, payment or collateral performance, warrant closer ongoing monitoring by management. The specific loans mentioned earlier are excluded from this analysis.

The following factors were taken into consideration in determining the adequacy of the allowance for loan and lease losses at June 30, 2004:

In general, the Corporation's borrowing customers appear to be successfully managing their businesses through the slower economic conditions. While there appear to be some signs of improvement in the economy and the Corporation's customer base is beginning to see some signs of increased business activity, the customers remain cautious of there being any substantive increase in revenues until later in the year. As a result, the recession's lagging impact may continue to affect the operating performance of M&I's customers in the near term.

At June 30, 2004, special reserves continue to be carried for exposures to manufacturing, healthcare, production agriculture (including dairy and cropping operations), truck transportation, and the airline and travel industries. The majority of the commercial charge-offs incurred during the past two years were in these industry segments. While most loans in these categories are still performing, the Corporation continues to believe these sectors have been more adversely affected by the economic slowdown. Reduced revenues causing a declining utilization of the industry's capacity levels have impacted manufacturing. As a result, collateral values and the amounts realized through the sale or liquidation of manufacturing plant and equipment have declined.

During the second quarter of 2004, the Corporation's commitments to Shared National Credits were approximately $2.4 billion with usage averaging around 37%. Many of these borrowers are in industries impacted by the recent months economic climate. In addition, many of the Corporation's largest charge-offs have come from Shared National Credits. Approximately $3.1 million of the net charge-offs in 2003 came from Shared National Credits. Although these factors result in an increased risk profile, as of June 30, 2004, Shared National Credit nonperforming loans were approximately 0.05% and 0.07% of this segment's total commitments and outstandings, respectively. The Corporation's exposure to Shared National Credits is monitored closely given the economic uncertainty as well as this segment's loss experience.

The Corporation's primary lending areas are Wisconsin, Arizona, Minnesota and Missouri. The acquisitions in Minnesota and Missouri continue to represent relatively new geographic regions for the Corporation. Each of the regions has cultural and environmental factors that are unique to them. Although mitigated by the implementation of the Corporation's credit underwriting and monitoring processes, the uncertainty regarding the inherent losses in their respective loan and lease portfolios continues to present increased risks.

At June 30, 2004, nonperforming loans and leases amounted to $145.0 million or 0.53% of consolidated loans and leases compared to $156.1 million or 0.60% of consolidated loans and leases at March 31, 2004 and $172.8 million or 0.69% of consolidated loans and leases at December 31, 2003. Nonaccrual loans and leases have been the primary source of the decrease in nonperforming loans and leases since December 31, 2003. The net decrease was primarily due to continued reductions and positive resolutions in several portfolio segments and improving credit conditions throughout the loan and lease portfolios.

Net charge-offs amounted to $5.0 million or 0.08% of average loans and leases in the second quarter of 2004 compared to $4.9 million or 0.08% of average loans and leases in the first quarter of 2004 and $8.3 million or 0.13% of average loans and leases in the fourth quarter of 2003. The net charge-off activity experienced in the first and second quarters of 2004 are the lowest levels experienced by the Corporation in any individual quarter since the second quarter of 2000. This lower level of net charge-offs in the first six months of 2004 has to some extent been the result of higher than normal recoveries. Based on the status of some of the larger charge-offs recognized in recent quarters, management expects recoveries will likely return to a lower level in future periods.

Credit quality continued to show improvement as evidenced by the decline in nonperforming loans and leases and net charge-offs which were lower than expected based on the state of the economy in the markets the Corporation serves. In the 2003 Annual Report on Form 10-K, the Corporation disclosed that it expects net charge-offs in 2004 to range from 0.15% to 0.20% for the year and nonperfoming loans and leases as a percent of total loans and leases outstanding to be in the range of 70-80 basis points. Based on the first six month's experience, it appears that the Corporation's credit quality ratios may be at the low end of these ranges in the near term. At the present time, there is no specific industry that is of immediate concern; however, management continues to believe that the long-term impact of the recent recession may still provide some unanticipated results within the loan and lease portfolio and some degree of stress and uncertainty continues to exist.

Based on the above loss estimates, senior lending and financial management determine their best estimate of the required reserve. Management's evaluation of the factors described above resulted in an allowance for loan and lease losses of $357.9 million or 1.32% of loans and leases outstanding at June 30, 2004 compared to $353.7 million or 1.36% of loans and leases outstanding at March 31, 2004. The resulting provision for loan and lease losses was the amount required to establish the allowance for loan and lease losses to the required level after considering charge-offs and recoveries. Management recognizes there are significant estimates in the process and the ultimate losses could be significantly different from those currently estimated.

The Corporation has not substantively changed any aspect to its overall approach in the determination of the allowance for loan and lease losses. There have been no material changes in assumptions or estimation techniques as compared to prior periods that impacted the determination of the current period allowance.

Capitalized Software and Conversion Costs

Direct costs associated with the production of computer software that will be licensed externally or used in a service bureau environment are capitalized. Capitalization of such costs is subject to strict accounting policy criteria, although the appropriate time to initiate capitalization requires management judgment. Once the specific capitalized project is put into production, the software cost is amortized over its estimated useful life, generally four years. Each quarter, the Corporation performs net realizable value tests to ensure the assets are recoverable. Such tests require management judgment as to the future sales and profitability of a particular product which involves, in some cases, multi-year projections. Technology changes and changes in customer requirements can have a significant impact on the recoverability of these assets and can be difficult to predict. Should significant adverse changes occur, estimates of useful life may have to be revised or write-offs would be required to recognize impairment. For the three months ended June 30, 2004 and 2003, the amount of software costs capitalized amounted to $10.4 million and $16.6 million, respectively. Amortization expense of software costs amounted to $16.7 million for the three months ended June 30, 2004 compared to $10.8 million for the three months ended June 30, 2003. For the six months ended June 30, 2004 and 2003, the amount of software costs capitalized amounted to $20.4 million and $32.0 million, respectively. Amortization expense of software costs amounted to $28.1 million for the six months ended June 30, 2004 compared to $21.5 million for the six months ended June 30, 2003.

Based on a strategic product review performed during the second quarter of 2004, Metavante determined that a certain product had limited growth potential and that future marketing of the product to new customers should be discontinued. As a result of the strategic product review and net realizable value test on this product, Metavante determined that the capitalized software associated with the product was impaired and recorded a write-down. Amortization expense of software costs for the three and six months ended June 30, 2004, includes $4.9 million for the write-down of the capitalized software costs associated with the impaired product.

Direct costs associated with customer system conversions to the data processing operations are capitalized and amortized on a straight-line basis over the terms, generally five to seven years, of the related servicing contracts.

Capitalization only occurs when management is satisfied that such costs are recoverable through future operations or penalties (buyout fees) in case of early termination. For the three months ended June 30, 2004 and 2003, the amount of conversion costs capitalized amounted to $2.8 million and $3.6 million, respectively. Amortization expense of conversion costs amounted to $3.2 million and $4.2 million for the three months ended June 30, 2004 and 2003, respectively. For the six months ended June 30, 2004 and 2003, the amount of conversion costs capitalized amounted to $4.4 million and $6.2 million, respectively. Amortization expense of conversion costs amounted to $6.5 million and $8.3 million for the six months ended June 30, 2004 and 2003, respectively.

Net unamortized costs were ($ in millions):

	June 30,	
	2004	2003

Software	$ 139.1	$ 153.1
Conversions	28.6	33.8
Total	$ 167.7	$ 186.9

The Corporation has not substantively changed any aspect to its overall approach in the determination of the amount of costs that are capitalized for software development or conversion activities. There have been no material changes in assumptions or estimation techniques as compared to prior periods that impacted the determination of the periodic amortization of such costs.

Financial Asset Sales and Securitizations

The Corporation utilizes certain financing arrangements to meet its balance sheet management, funding, liquidity, and market or credit risk management needs. The majority of these activities are basic term or revolving securitization vehicles. These vehicles are generally funded through term-amortizing debt structures or with short-term commercial paper designed to be paid off based on the underlying cash flows of the assets securitized. These financing entities are contractually limited to a narrow range of activities that facilitate the transfer of or access to various types of assets or financial instruments. In certain situations, the Corporation provides liquidity and/or loss protection agreements. In determining whether the financing entity should be consolidated, the Corporation considers whether the entity is a qualifying special-purpose entity (QSPE) as defined in Statement of Financial Accounting Standards (SFAS) No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. For non-consolidation a QSPE must be demonstrably distinct, have significantly limited permitted activities, hold assets that are restricted to transferred financial assets and related assets, and can sell or dispose of non-cash financial assets only in response to specified conditions.

In December 2003, the Corporation adopted FASB Interpretation No. 46 ("FIN 46R"), Consolidation of Variable Interest Entities (revised December 2003). This interpretation addresses consolidation by business enterprises of variable interest entities and explains how to identify variable interest entities and how an entity assesses its interests in a variable interest entity to decide whether to consolidate that entity. FIN 46R requires existing unconsolidated variable interest entities to be consolidated by their primary beneficiaries if the entities do not effectively disperse risks among parties involved. Variable interest entities that effectively disperse risks will not be consolidated unless a single party holds an interest or combination of interests that effectively recombines risks that were previously dispersed. Transferors to QSPEs and "grandfathered" QSPEs subject to the reporting requirements of SFAS 140 are outside the scope of FIN 46R and do not consolidate those entities.

With respect to its existing securitization activities, the Corporation does not believe FIN 46R impacts its consolidated financial statements because its transfers are generally to QSPEs.

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The Corporation sells financial assets in a two-step process that results

in a surrender of control over the assets as evidenced by true-sale opinions from legal counsel, to unconsolidated entities that securitize the assets. The Corporation retains interests in the securitized assets in the form of interest-only strips and a cash reserve account. Gain or loss on sale of the assets depends in part on the carrying amount assigned to the assets sold allocated between the asset sold and retained interests based on their relative fair values at the date of transfer. The value of the retained interests is based on the present value of expected cash flows estimated using management's best estimates of the key assumptions- credit losses, prepayment speeds, forward yield curves, and discount rates commensurate with the risks involved. Actual results can differ from expected results.

The Corporation reviews the carrying values of the retained interests monthly to determine if there is a decline in value that is other than temporary and periodically reviews the propriety of the assumptions used based on current historical experience as well as the sensitivities of the carrying value of the retained interests to adverse changes in the key assumptions. The Corporation believes that its estimates result in a reasonable estimate of fair value of the retained interests.

The Corporation periodically sells automobile loans to an unconsolidated multi-seller special purpose entity commercial paper conduit in securitization transactions in which servicing responsibilities and subordinated interests are retained. The outstanding balances of automobile loans sold in these securitization transactions were $1,176.1 million at June 30, 2004. At June 30, 2004, the carrying amount of retained interests amounted to $57.5 million.

The Corporation also sells, from time to time, debt securities classified as available for sale that are highly rated to an unconsolidated bankruptcy remote QSPE whose activities are limited to issuing highly rated asset-backed commercial paper with maturities up to 180 days which is used to finance the purchase of the investment securities. The Bank provides liquidity back-up in the form of Liquidity Purchase Agreements. In addition, the Bank acts as counterparty to interest rate swaps that enable the QSPE to hedge its interest rate risk. Such swaps are designated as free-standing derivative financial instruments in the Corporation's Consolidated Balance Sheet.

Under the terms of the Administration Agreement, the Bank, as administrator of the QSPE, is required to sell interests in the securities funded by the QSPE to the Bank as the liquidity purchaser under the liquidity agreements, if at any time (after giving effect to any issuance of new commercial paper notes and the receipt of payments under any swap agreement) the QSPE has insufficient funds to repay any maturing commercial paper note and the Bank, as liquidity agent, has received a notice of such deficiency. The Bank, as the liquidity provider, will be obligated to purchase interests in such securities under the terms of the liquidity agreement to repay the maturing commercial paper notes unless (i) after giving effect to such purchase, the aggregate of securities purchased under the relevant liquidity agreement would exceed the aggregate maximum liquidity purchase amount under such liquidity agreement or (ii) certain bankruptcy events with respect to the QSPE have occurred; provided that the Bank is not required to purchase any defaulted security. For this purpose, a defaulted security is any security that is rated below "Caa2" by Moody's and below "CCC" by Standard & Poors. To date, the Bank has never acquired interests in any securities under the terms of the liquidity agreements.

A subsidiary of the Bank has entered into interest rate swaps with the QSPE designed to counteract the interest rate risk associated with third

party beneficial interests (commercial paper) and the transferred assets. The beneficial interests in the form of commercial paper have been issued by the QSPE to parties other than the Bank and its subsidiary or any other affiliates. The notional amounts do not exceed the amount of beneficial interests. The swap agreements do not provide the QSPE or its administrative agent any decision-making authority other than those specified in the standard ISDA Master Agreement.

At June 30, 2004, highly rated investment securities in the amount of $314.0 million were outstanding in the QSPE to support the outstanding commercial paper.

Income Taxes

Income taxes are accounted for using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on tax assets and liabilities of a change in tax rates is recognized in the income statement in the period that includes the enactment date.

The determination of current and deferred income taxes is based on complex analyses of many factors, including interpretation of Federal and state income tax laws, the difference between tax and financial reporting basis of assets and liabilities (temporary differences), estimates of amounts currently due or owed such as the timing of reversals of temporary differences and current accounting standards. The Federal and state taxing authorities who make assessments based on their determination of tax laws periodically review the Corporation's interpretation of Federal and state income tax laws. Tax liabilities could differ significantly from the estimates and interpretations used in determining the current and deferred income tax liabilities based on the completion of taxing authority examinations.

FORWARD-LOOKING STATEMENTS

Items 2 and 3 of this Form 10-Q, "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Quantitative and Qualitative Disclosures about Market Risk," respectively, contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, without limitation, statements regarding expected financial and operating activities and results which are preceded by words such as "expects", "anticipates" or "believes". Such statements are subject to important factors that could cause the Corporation's actual results to differ materially from those anticipated by the forward-looking statements. These factors include those referenced in Item 1, Business, of the Corporation's Annual Report on Form 10-K for the period ending December 31, 2003 under the heading "Forward-Looking Statements" and as may be described from time to time in the Corporation's subsequent SEC filings, and such factors are incorporated herein by reference.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following updated information should be read in conjunction with the Corporation's 2003 Annual Report on Form 10-K. Updated information regarding the Corporation's use of derivative financial instruments is contained in Note 11, Notes to Financial Statements contained in Item 1 herein.

Market risk arises from exposure to changes in interest rates, exchange rates, commodity prices, and other relevant market rate or price risk. The Corporation faces market risk through trading and other than trading activities. While market risk that arises from trading activities in the form of foreign exchange and interest rate risk is immaterial to the Corporation, market risk from other than trading activities in the form of interest rate risk is measured and managed through a number of methods.

Interest Rate Risk

The Corporation uses financial modeling techniques to identify potential changes in income under a variety of possible interest rate scenarios. Financial institutions, by their nature, bear interest rate and liquidity risk as a necessary part of the business of managing financial assets and liabilities. The Corporation has designed strategies to limit these risks within prudent parameters and identify appropriate risk/reward tradeoffs in the financial structure of the balance sheet.

The financial models identify the specific cash flows, repricing timing and embedded option characteristics of the assets and liabilities held by the Corporation. Policies are in place to assure that neither earnings nor fair value at risk exceed appropriate limits. The use of a limited array of derivative financial instruments has allowed the Corporation to achieve the desired balance sheet repricing structure while simultaneously meeting the desired objectives of both its borrowing and depositing customers.

The models used include measures of the expected repricing characteristics of administered rate (NOW, savings and money market accounts) and non-rate related products (demand deposit accounts, other assets and other liabilities). These measures recognize the relative insensitivity of these accounts to changes in market interest rates, as demonstrated through current and historical experiences. However, during the second quarter of 2003, the Corporation increased the proportion of these accounts modeled as rate sensitive, in order to recognize the instability of some of the recent growth in balances in these accounts. This modeling treatment will be maintained until the incremental balances can be observed across a more complete interest rate cycle. In addition to contractual payment information for most other assets and liabilities, the models also include estimates of expected prepayment characteristics for those items that are likely to materially change their payment structures in different rate environments, including residential mortgage products, certain commercial and commercial real estate loans and certain mortgage-related securities. Estimates for these sensitivities are based on industry assessments and are substantially driven by the differential between the contractual coupon of the item and current market rates for similar products.

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This information is incorporated into a model that allows the projection of future income levels in several different interest rate environments. Earnings at risk is calculated by modeling income in an environment where rates remain constant, and comparing this result to income in a different rate environment, and then dividing this difference by the Corporation's budgeted operating income before taxes for the calendar year. Since future interest rate moves are difficult to predict, the following table presents two potential scenarios - a gradual increase of 100bp across the entire yield

curve over the course of a year (+25bp per quarter), and a gradual decrease of 100bp across the entire yield curve over the course of a year (-25bp per quarter) for the balance sheet as of the indicated dates:

	Impact to Annual Pretax Income as of				
	June 30, 2004	March 31, 2004	December 31, 2003	September 30, 2003	June 30, 2003
Hypothetical Change in Interest Rate					
100 basis point gradual:					
Rise in rates	(0.6)%	(0.7)%	(0.6)%	(1.1)%	(0.6)%
Decline in rates	0.6 %	(2.1)%	(1.8)%	(1.6)%	(2.0)%

These results are based solely on the modeled parallel changes in market rates, and do not reflect the earnings sensitivity that may arise from other factors such as changes in the shape of the yield curve and the changes in spread between key market rates. The gradual 100bp shift down changed from last quarter due primarily to the rise in short-term rates. In the modeling process, one of the significant assumptions in the repricing characteristics of administered rate accounts is that we would not be able to drop rates below a certain level. In the gradual decrease scenario, this had a negative impact. Now that short-term rates have risen, those floors have less of a negative impact on our position. These results also do not include any management action to mitigate potential income variances within the simulation process. Such action could potentially include, but would not be limited to, adjustments to the repricing characteristics of any on- or off-balance sheet item with regard to short-term rate projections and current market value assessments.

Actual results will differ from simulated results due to the timing, magnitude, and frequency of interest rate changes, as well as changes in market conditions and management strategies.

Another component of interest rate risk is measuring the fair value at risk for a given change in market interest rates. The Corporation also uses computer modeling techniques to determine the present value of all asset and liability cash flows (both on- and off-balance sheet), adjusted for prepayment expectations, using a market discount rate. The net change in the present value of the asset and liability cash flows in different market rate environments is the amount of fair value at risk from those rate movements. As of June 30, 2004, the fair value of equity at risk for a gradual 100bp shift in rates was no more than 2.0% of the market value of the Corporation.

Equity Risk

In addition to interest rate risk, the Corporation incurs market risk in the form of equity risk. M&I's Capital Markets Group invests in private, medium-sized companies to help establish new businesses or recapitalize existing ones. Exposure to the change in equity values for the companies that are held in their portfolio exists, however, fair values are difficult to determine until an actual sale or liquidation transaction actually occurs.

As of June 30, 2004, M&I Trust Services administered $70.1 billion in assets and directly managed a portfolio of $17.1 billion. Exposure exists to changes in equity values due to the fact that fee income is partially based

on equity balances. While this exposure is present, quantification remains difficult due to the number of other variables affecting fee income. Interest rate changes can also have an effect on fee income for the above stated reasons.

ITEM 4. CONTROLS AND PROCEDURES

We maintain a set of disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports filed by us under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and President and our Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 of the Exchange Act. Based on that evaluation, our Chief Executive Officer and President and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of the end of the period covered by this report.

There have been no changes in our internal control over financial reporting identified in connection with the evaluation discussed above that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES

E. Shares Purchased

The following table reflects the purchases of Marshall & Ilsley Corporation stock for the specified period:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 to January 31, 2004	634,313	$ 38.54	625,900	11,374,100
February 1 to February 29, 2004	1,319,864	$ 39.03	1,317,200	10,056,900
March 1 to March 31, 2004	326,900	$ 39.67	326,900	9,730,000
April 1 to April 30, 2004	1,214	$ 36.68	--	9,730,000
May 1 to May 31, 2004	--	$ --	--	9,730,000

June 1 to June 30, 2004	--	$ --	--	9,730,000

The Corporation's Share Repurchase Program was publicly reconfirmed in April 2003 and again in April 2004. The Share Repurchase Program authorizes the purchase of up to 12 million shares annually and renews each year at that level unless changed or terminated by subsequent Board action.

(1) Does not include 17,873 shares purchased by rabbi trusts, at an average price paid per share of $38.03, pursuant to nonqualified deferred compensation plans for the six months ended June 30, 2004.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

A. The Corporation held its Annual Meeting of Shareholders on April 27, 2004.

B. Votes cast for the election of seven directors to serve until the 2007 Annual Meeting of Shareholders are as follows:

Director	For	Withheld	Abstentions	Non-Vote
Jon F. Chait	177,958,877	2,610,692	--	--
Bruce E. Jacobs	178,028,873	2,540,696	--	--
Dennis J. Kuester	177,879,928	2,689,641	--	--
Edward L. Meyer, Jr.	178,100,030	2,469,539	--	--
San W. Orr, Jr.	175,748,780	4,820,789	--	--
Debra S. Waller	177,662,625	2,906,944	--	--
George E. Wardeberg	177,912,545	2,657,024	--	--

The continuing directors of the Corporation are as follows:

David L. Andreas	Richard A. Abdoo
Andrew N. Baur	Ted D. Kellner
John A. Mellowes	Katharine C. Lyall
Robert J. O'Toole	Peter M. Platten, III
Robert A. Schaefer	James A. Urdan
John S. Shiely	James B. Wigdale

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

A. Exhibits:

Exhibit 10 - Change of Control Agreement dated as of May 12, 2004 between the Corporation and Frank R. Martire.

Exhibit 11 - Statement Regarding Computation of Earnings Per Share, Incorporated by Reference to NOTE 4 of Notes to Financial Statements contained in Item 1 - Financial Statements (unaudited) of Part 1 - Financial Information herein.

Exhibit 12 – Statement Regarding Computation of Ratio of Earnings to Fixed Charges.

Exhibit 31(a) – Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.

Exhibit 31(b) – Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.

Exhibit 32(a) – Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.

Exhibit 32(b) – Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

B. Reports on Form 8-K:

On April 13, 2004, the Corporation filed Item 5 and furnished Items 7 and 12 in a Current Report on Form 8-K relating to the change of executive officers at M&I Marshall & Ilsley Bank and the release of earnings for the quarter ended March 31, 2004, respectively.

On May 17, 2004, the Corporation filed Items 5 and 7 (Exhibit 99.1), and furnished Items 7 (Exhibit 99.2) and 9, in a Current Report on Form 8-K relating to the announcement of the signing of a definitive agreement by Metavante Corporation, a wholly-owned subsidiary of M&I and NYCE Corporation.

SIGNATURES

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

MARSHALL & ILSLEY CORPORATION
(Registrant)

/s/ Patricia R. Justiliano

Patricia R. Justiliano
Senior Vice President and
Corporate Controller
(Chief Accounting Officer)

/s/ James E. Sandy

James E. Sandy

Vice President

August 9, 2004

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
(10)	Change of Control Agreement dated as of May 12, 2004 between the Corporation and Frank R. Martire.
(11)	Statement Regarding Computation of Earnings Per Share,Incorporated by Reference to NOTE 4 of Notes to Financial Statements contained in Item 1 - Financial Statements (unaudited) of Part 1 - Financial Information herein.
(12)	Statement Regarding Computation of Ratio of Earnings to Fixed Charges.
(31)(a)	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
(31)(b)	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
(32)(a)	Certification of Chief Executive Officer pursuant to 18 U.S.C .Section 1350.
(32)(b)	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.