MARSHALL & ILSLEY CORP/WI/
Form 10-Q
August 15, 2001

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, 2001

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	39-0968604
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)
770 North Water Street Milwaukee, Wisconsin	53202
(Address of principal executive offices)	(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 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, 2001
Common Stock, $1.00 Par Value	103,403,822

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

	June 30, 2001	December 31, 2000	June 200
Assets			
Cash and cash equivalents:			
Cash and due from banks	$ 873,991	$ 760,103	$ 699
Federal funds sold and security resale agreements	25,466	54,443	102
Money market funds	168,419	50,147	84
Total cash and cash equivalents	1,067,876	864,693	886
Investment securities:			
Trading securities, at market value	17,456	15,317	31
Short-term investments, at cost which approximates market value	45,105	43,528	7
Available for sale at market value	4,186,974	4,735,722	4,163
Held to maturity at amortized cost, market value $1,101,702 ($1,124,756 December 31, and $1,117,970 June 30, 2000)	1,075,242	1,112,545	1,140
Total investment securities	5,324,777	5,907,112	5,342
Loans and leases	17,803,111	17,587,087	17,394
Less: Allowance for loan and lease losses	244,486	235,115	234
Net loans and leases	17,558,625	17,351,972	17,160
Premises and equipment	390,181	392,995	372
Goodwill	332,111	295,784	307
Other intangibles	45,001	49,500	40
Accrued interest and other assets	1,177,084	1,215,683	1,110
Total Assets	$ 25,895,655	$ 26,077,739	$ 25,219
Liabilities and Shareholders' Equity			
Deposits:			
Noninterest bearing	$ 2,943,114	$ 3,129,834	$ 2,805
Interest bearing	13,306,539	16,118,793	14,101
Total deposits	16,249,653	19,248,627	16,906
Funds purchased and security repurchase agreements	1,189,660	1,092,723	934
Other short-term borrowings	4,204,956	1,722,008	3,596
Accrued expenses and other liabilities	849,853	850,916	652
Long-term borrowings	1,044,132	921,276	1,001
Total liabilities	23,538,254	23,835,550	23,091
Shareholders' Equity:			
Series A convertible preferred stock,			

$1.00 par value; 336,370 shares issued	336	336	
Common stock, $1.00 par value;			
112,757,546 shares issued	112,757	112,757	112
Additional paid-in capital	436,735	452,212	454
Retained earnings	2,203,803	2,117,759	2,038
Accumulated other comprehensive			
income, net of related taxes	64,923	38,127	(50
Less: Treasury common stock, at cost:			
9,475,724 shares (9,910,839 December 31,			
and 8,796,387 June 30, 2000)	440,458	458,472	407
Deferred compensation	20,695	20,530	19
Total shareholders' equity	2,357,401	2,242,189	2,128
Total Liabilities and Shareholders' Equity	$ 25,895,655	$ 26,077,739	$ 25,219

See notes to financial statements.

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

	Three Months Ended June 3	
	2001	2000
Interest income		
Loans and leases	$ 341,678	$ 344,68
Investment securities:		
Taxable	70,012	66,22
Exempt from federal income taxes	15,512	16,52
Trading securities	341	48
Short-term investments	3,904	4,67
Total interest income	431,447	432,58
Interest expense		
Deposits	155,954	185,60
Short-term borrowings	49,291	60,58
Long-term borrowings	24,968	21,34
Total interest expense	230,213	267,53
Net interest income	201,234	165,05
Provision for loan and lease losses	10,737	9,61
Net interest income after provision for loan and lease losses	190,497	155,43
Other income		
Data processing services:		
Account processing fees	108,069	94,51
Professional services fees	15,379	16,76
Software revenue	8,690	9,97
Other revenue	6,006	6,49

Total data processing services	138,144	127,73
Item processing	12,048	12,66
Trust services	30,571	29,96
Service charges on deposits	20,447	18,54
Mortgage banking	12,329	4,38
Capital Markets revenue	3,160	2,15
Net investment securities (losses)/gains	(16,176)	1,28
Life insurance revenue	6,695	7,36
Other	30,659	41,32
Total other income	237,877	245,42
Other expense		
Salaries and employee benefits	178,067	158,86
Net occupancy	15,329	13,67
Equipment	28,969	27,77
Software expenses	9,224	7,03
Processing charges	11,838	7,44
Supplies and printing	5,443	5,12
Professional services	6,642	9,58
Shipping and handling	10,926	9,64
Amortization of intangibles	9,002	7,15
Single charter	5,972	-
Other	61,144	20,67
Total other expense	342,556	266,98
Income before income taxes	85,818	133,88
Provision for income taxes	26,135	43,13
Net income	$ 59,683	$ 90,74
Net income per common share		
Basic:	$ 0.57	$ 0.8
Diluted:	0.55	0.8
Dividends paid per common share	$ 0.290	$ 0.26
Weighted average common shares outstanding:		
Basic	102,906	103,
Diluted	107,738	108,

See notes to financial statements.

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

	Six Months Ended June 30	
	2001	2000
Interest income		
Loans and leases	$ 695,668	$ 671,16
Investment securities:		
Taxable	147,963	134,11
Exempt from federal income taxes	31,412	32,97

Trading securities	669	1,01
Short-term investments	8,169	7,95
Total interest income	883,881	847,21
Interest expense		
Deposits	343,137	358,18
Short-term borrowings	103,392	117,61
Long-term borrowings	50,339	37,23
Total interest expense	496,868	513,03
Net interest income	387,013	334,17
Provision for loan and lease losses	21,800	15,43
Net interest income after provision for loan and lease losses	365,213	318,74
Other income		
Data processing services:		
Account processing fees	212,857	189,17
Professional services fees	30,884	35,04
Software revenue	16,713	19,28
Other revenue	10,682	14,22
Total data processing services	271,136	257,73
Item processing	24,505	25,11
Trust services	60,600	57,77
Service charges on deposits	41,273	37,06
Mortgage banking	20,100	7,72
Capital Markets revenue	9,494	17,26
Net investment securities (losses)/gains	(16,299)	1,28
Life insurance revenue	13,225	14,03
Other	60,804	68,86
Total other income	484,838	486,84
Other expense		
Salaries and employee benefits	345,989	316,17
Net occupancy	31,226	27,00
Equipment	57,601	55,17
Software expenses	17,294	13,89
Processing charges	20,788	14,99
Supplies and printing	10,393	9,98
Professional services	13,802	17,16
Shipping and handling	22,243	21,02
Amortization of intangibles	17,006	14,86
Single charter	11,952	-
Other	85,038	44,69
Total other expense	633,332	534,97
Income before income taxes and cumulative effect of changes in accounting principles	216,719	270,61
Provision for income taxes	70,434	89,15
Income before cumulative effect of changes in accounting principles	146,285	181,46
Cumulative effect of changes in accounting principles, net of income taxes	(436)	(2,27

Net income	$ 145,849	$ 179,18
Net income per common share		
Basic:		
Income before cumulative effect of changes in accounting principles	$ 1.40	$ 1.7
Cumulative effect of changes in accounting principles, net of income taxes	--	(0.0
Net income	$ 1.40	1.7
Diluted:		
Income before cumulative effect of changes in accounting principles	$ 1.35	$ 1.6
Cumulative effect of changes in accounting principles, net of income taxes	--	(0.0
Net income	$ 1.35	$ 1.6
Dividends paid per common share	$ 0.555	$ 0.50
Weighted average common shares outstanding:		
Basic	102,872	104,27
Diluted	107,772	109,15

See notes to financial statements.

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

	Six Months Ended June 30	
	2001	2000
Net Cash Provided/(Used) by Operating Activities	$ 206,780	$ 351,05
Cash Flows From Investing Activities:		
Proceeds from sales of securities available for sale	21,376	17,32
Proceeds from maturities of securities available for sale	803,255	316,40
Proceeds from maturities of securities held to maturity	36,048	30,18
Purchases of securities available for sale	(216,355)	(146,32
Net increase in loans	(327,881)	(1,123,85
Purchases of assets to be leased	(267,895)	(233,58
Principal payments on lease receivables	360,367	163,71
Fixed asset purchases, net	(18,410)	(29,45
Acquisitions and investments in joint ventures	(24,845)	(26
Other	12,486	5,80
Net cash provided/(used) in investing activities	378,146	(1,000,05
Cash Flows From Financing Activities:		
Net increase/(decrease) in deposits	(3,001,689)	479,76
Proceeds from issuance of commercial paper	1,252,765	1,615,80
Payments for maturity of commercial paper	(1,258,609)	(1,465,29

Net increase /(decrease) in other short-term borrowings	2,144,581	(144,73
Proceeds from issuance of long-term debt	627,029	381,64
Payments of long-term debt	(87,726)	(61,66
Dividends paid	(59,116)	(54,38
Purchases of treasury stock	(15,520)	(98,20
Other	16,542	2,32
Net cash provided/(used) by financing activities	(381,743)	655,23
Net increase in cash and cash equivalents	203,183	6,23
Cash and cash equivalents, beginning of year	864,693	879,85
Cash and cash equivalents, end of period	$ 1,067,876	$ 886,09
Supplemental cash flow information:		
Cash paid during the period for:		
Interest	$ 521,879	$ 465,85
Income taxes	66,931	67,34

See notes to financial statements.

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

1. The accompanying unaudited consolidated financial statements should be read in conjunction with Marshall & Ilsley Corporation's ("M&I" or "Corporation") 2000 Annual Report on Form 10-K. The unaudited financial information included in this report reflects all adjustments (consisting only of normal recurring accruals) 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, 2001 and 2000. The results of operations for the three and six months ended June 30, 2001 and 2000 are not necessarily indicative of results to be expected for the entire year. Certain amounts in the 2000 consolidated financial statements and analyses have been reclassified to conform with the 2001 presentation.

2. Change in Method of Accounting

During the fourth quarter of 2000, the Corporation adopted the Securities and Exchange Commission's Staff Accounting Bulletin No. 101 - REVENUE RECOGNITION IN FINANCIAL STATEMENTS (SAB 101). SAB 101 provides guidance on a variety of revenue recognition matters. The cumulative effect of change in accounting principles was retroactively recorded as of January 1, 2000. The financial position and results of operations as of and for the three and six months ended June 30, 2000 have been restated to reflect application of the guidance contained in SAB 101. See Note 2 of the Notes to Consolidated Financial Statements of Item 8 of the Corporation's 2000 Annual Report on Form 10-K.

On January 1, 2001, the Corporation adopted the Financial Accounting Standards Board SFAS No. 133, ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES. SFAS 133 establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivatives fair value be recognized currently in earnings unless specific hedge accounting criteria are met. The statement requires that a company must formally document, designate, and assess the effectiveness of transactions that receive hedge accounting. The effects of adopting SFAS 133 are as follows:

	Consolidated Income Statement	Comp I (E
Fair value hedges	$ (628)	$
Cash flow hedges	(43)	
	(671)	
Income tax benefit	235	
Cumulative effect of change in accounting principles	$ (436)	$

See Note 10 for additional information regarding the Corporation's use of derivative financial instruments.

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

3. New Accounting Pronouncements

In September, 2000, the FASB issued SFAS 140, ACCOUNTING FOR TRANSFERS AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES. SFAS 140 replaces SFAS 125, ACCOUNTING FOR TRANSFERS AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES. It revises the standards for accounting for securitizations and other transfers of financial assets and collateral and requires certain disclosures, but it carries over most of SFAS 125's provisions without reconsideration. SFAS 140 is generally effective for transfers and servicing of financial assets and extinguishments of liabilities occurring after March 31, 2001. The disclosure requirements are effective for financial statements for fiscal years ending after December 15, 2000. The adoption of SFAS 140 did not materially impact the Corporation's present securitization activities.

In June, 2001, the FASB issued SFAS 141, BUSINESS COMBINATIONS. SFAS 141 supercedes APB Opinion No. 16, BUSINESS COMBINATIONS, and SFAS 38, ACCOUNTING FOR PREACQUISTION CONTINGENCIES OF PURCHASED ENTERPRISES. All business combinations in the scope of this Statement are to be accounted for using the purchase method. This Statement carries forward without reconsideration portions of APB Opinion No. 16 that provide guidance related to the application of the purchase method. The provisions of this Statement shall apply to all business combinations initiated after June 30, 2001 and the provisions of this Statement also shall apply to all business combinations accounted for by the purchase method for which the date of acquisition is July 1, 2001, or later.

In June 2001, the FASB also issued SFAS 142, GOODWILL AND OTHER INTANGIBLE ASSETS. This Statement addresses financial accounting and reporting for acquired goodwill and other intangible assets and supercedes APB Opinion No. 17, INTANGIBLE ASSETS. It addresses how intangible assets that are acquired individually or with a group of other assets (but not those acquired in a business combination) should be accounted for in financial statements upon their acquisition. This Statement also addresses how goodwill and other intangible assets should be accounted for after they have been initially recognized in the financial statements. The provisions of this Statement are required to be applied starting with fiscal years beginning after December 15, 2001. Goodwill and intangible assets acquired after June 30, 2001, will be subject immediately to the provisions of this Statement.

With respect to the recent acquisitions of Derivion and Cyberbills, the provisions of SFAS 142 will be applicable beginning January 1, 2002. The provisions of both SFAS 141 and SFAS 142 will apply to the Corporation's merger with National City Bancorporation which was completed on August 1, 2001. For the three months ended June 30, 2001 and 2000, the estimated after-tax goodwill amortization which would cease under the provisions of SFAS 142 was approximately $4.7 million and $4.4 million, respectively, and for the six months ended June 30, 2001 and 2000, was approximately $9.2 million and $8.6 million, respectively. The Corporation is assessing whether SFAS 142 will result in a reduction of amortization of identifiable intangibles and has not yet determined how the impairment provisions of the standard will affect its financial statements.

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (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 Ju	
	Income (Numerator)	Average Sha (Denominat
Net Income	$ 59,683	
Convertible Preferred Dividends	(1,115)	
Basic Earnings Per Share Income Available to Common Shareholders	$ 58,568	102,90
Effect of Dilutive Securities		
Convertible Preferred Stock	1,115	3,84
Stock Options and Restricted Stock Plans	--	98
Diluted Earnings Per Share Income Available to Common Shareholders Plus Assumed Conversions	$ 59,683	107,73

	Three Months Ended Ju	
	Income (Numerator)	Average Sha (Denominat
Net Income	$ 90,747	

Convertible Preferred Dividends		(1,019)	
Basic Earnings Per Share			
Income Available to Common Shareholders	$	89,728	103,89
Effect of Dilutive Securities			
Convertible Preferred Stock		1,019	3,84
Stock Options and Restricted Stock Plans		--	1,00
Diluted Earnings Per Share			
Income Available to Common Shareholders			
Plus Assumed Conversions	$	90,747	108,74

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

		Six Months Ended Jun	
		Income (Numerator)	Average Sha (Denominat
Net Income	$	145,849	
Convertible Preferred Dividends		(2,133)	
Basic Earnings Per Share			
Income Available to Common Shareholders	$	143,716	102,87
Effect of Dilutive Securities			
Convertible Preferred Stock		2,133	3,84
Stock Options and Restricted Stock Plans		--	1,05
Diluted Earnings Per Share			
Income Available to Common Shareholders			
Plus Assumed Conversions	$	145,849	107,77

		Six Months Ended Jun	
		Income (Numerator)	Average Sha (Denominat
Net Income	$	179,183	
Convertible Preferred Dividends		(1,941)	
Basic Earnings Per Share			
Income Available to Common Shareholders	$	177,242	104,27
Effect of Dilutive Securities			
Convertible Preferred Stock		1,941	3,84
Stock Options and Restricted Stock Plans		--	1,03
Diluted Earnings Per Share			
Income Available to Common Shareholders			

Plus Assumed Conversions	$ 179,183	109,15

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

	June 30, 2001	December 31, 2000	J
Investment securities available for sale:			
U.S. treasury and government agencies	$ 2,941,326	$ 3,342,952	$ 3
State and political subdivisions	151,999	151,041	
Mortgage backed securities	278,779	342,171	
Other	814,870	899,558	
Total	$ 4,186,974	$ 4,735,722	$ 4
Investment securities held to maturity:			
State and political subdivisions	$ 1,070,665	$ 1,107,476	$ 1
Other	4,577	5,069	
Total	$ 1,075,242	$ 1,112,545	$ 1

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

6. The Corporation's loan and lease portfolio consists of the following ($000's):

	June 30, 2001	December 31, 2000	J
Commercial, financial & agricultural	$ 5,293,256	$ 5,289,537	$ 5
Real estate:			
Construction	675,881	619,281	
Residential mortgage	4,978,639	5,049,557	5
Commercial mortgage	4,692,009	4,359,812	4
Total real estate	10,346,529	10,028,650	10
Personal	1,129,611	1,174,248	1
Lease financing	1,018,677	1,094,652	
Cash flow hedging instruments at fair value	15,038	--	
Total	$ 17,803,111	$ 17,587,087	$ 17

7. Sale of Receivables

During the second quarter of 2001, $92.9 million of automobile loans were sold in securitization transactions and gains of $2.1 million were recognized. Other income associated with auto securitizations amounted to $0.7 million.

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	25.0 %
Weighted average life (in months)	30.2
Expected credit losses	0.18 %
Residual cash flow discount rate	12.0 %
Variable returns to transferees	Forward one month LIBOR yield cur

At June 30, 2001, securitized automobile loans and other automobile loans managed together with them along with delinquency and credit loss information consisted of the following:

	Securitized	Portfolio	M
Loan balances	$ 302,183	$ 280,730	$
Principal amounts of loans 60 days or more past due	461	871	
Net credit losses	136	416	

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

	June 30, 2001	December 31, 2000	J
Noninterest bearing demand	$ 2,943,114	$ 3,129,834	$ 2
Savings and NOW	7,129,347	7,486,094	6
CD's $100,000 and over	2,355,617	2,663,050	2
Other time deposits	3,143,204	3,532,310	3
Foreign deposits	671,656	2,437,339	1
Fair value hedging instruments	6,715	0	
	$ 16,249,653	$ 19,248,627	$ 16

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

9. Comprehensive Income

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

Three Months Ended June 30, 2		
Before-Tax	Tax (Expense)	Net-o

	Amount	Benefit	Amo
Net income			$ 5
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ 3,206	$ (353)	
Reclassification for securities transactions included in net income	(3,072)	1,075	(
Unrealized gains (losses)	134	722	
Net gains (losses) on derivatives hedging variability of cash flows:			
Arising during the period	5,082	(1,780)	
Reclassification adjustments for hedging activities included in net income	1,871	(654)	
Net gains (losses)	$ 6,953	$ (2,434)	
Other comprehensive income			
Total comprehensive income			$ 6

	Three Months Ended June 30, 2		
	Before-Tax Amount	Tax (Expense) Benefit	Net-o Amo
Net income			$ 9
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ (9,135)	$ 3,193	(
Reclassification for securities transactions included in net income	1,159	(406)	
Unrealized gains (losses)	(7,976)	2,787	(
Net gains (losses) on derivatives hedging variability of cash flows:			
Arising during the period	N/A	N/A	
Reclassification adjustments for hedging activities included in net income	N/A	N/A	
Net gains (losses)	$ N/A	$ N/A	
Other comprehensive income			(
Total comprehensive income			$ 8

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

	Six Months Ended June 30, 20		
	Before-Tax Amount	Tax (Expense) Benefit	Net-o Amo
Net income			$ 14
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ 57,576	$ (20,359)	3
Reclassification for securities transactions included in net income	(3,072)	1,075	(
Unrealized gains (losses)	54,504	(19,284)	3
Net gains (losses) on derivatives hedging variability of cash flows:			
Adoption of SFAS 133	(15,665)	5,483	(1
Arising during the period	(213)	74	
Reclassification adjustments for hedging activities included in net income	2,918	(1,021)	
Net gains (losses)	$ (12,960)	$ 4,536	(
Other comprehensive income			2
Total comprehensive income			$ 17

	Six Months Ended June 30, 20		
	Before-Tax Amount	Tax (Expense) Benefit	Net-o Amo
Net income			$ 17
Other comprehensive income:			
Unrealized gains (losses) on securities:			
Arising during the period	$ (40,344)	$ 14,127	(2
Reclassification for securities transactions included in net income	13,415	(4,695)	
Unrealized gains (losses)	(26,929)	9,432	(1
Net gains (losses) on derivatives hedging variability of cash flows:			
Arising during the period	N/A	N/A	
Reclassification adjustments for hedging activities included in net income	N/A	N/A	
Net gains (losses)	$ N/A	$ N/A	
Other comprehensive income			(1
Total comprehensive income			$ 16

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

10. Derivative Financial Instruments and Hedging Activities

TRADING INSTRUMENTS

The Corporation enters into interest rate swaps as part of its trading activities which enable its customers to manage their exposures to interest rate risk. The Corporation's market risk from unfavorable movements in interest rates is generally minimized by concurrently entering into offsetting positions with nearly identical notional values, terms and indices.

At June 30, 2001, interest rate swaps designated as trading consisted of $309.9 million in notional amount of receive fixed/pay floating with an aggregate positive fair value of $1.3 million and $309.9 million in notional amount of pay fixed/receive floating with an aggregate negative fair value of $1.1 million.

Interest rate swaps designated as trading are recorded at fair value. Gains and losses arising from changes in fair value are recorded in other income.

FAIR VALUE HEDGES

The following table presents information with respect to the Corporation's fair value hedges.

Fair Value Hedges
June 30, 2001

Hedged Item	Hedging Instrument	Notional Amount ($ in mil)	Fair Value ($ in mil)	Weighted Average Remaining Term (Yrs)
Callable CDs	Receive Fixed Swap	$ 310.2	$ (5.9)	6.7
Equity Index CDs	Receive Fixed Swap	14.3	(0.8)	3.8
Long-term Borrowings	Receive Fixed Swap	200.0	11.2	25.4
		$ 524.5	$ 4.5	

The following table presents the Corporation's fair value hedges' impact to net income.

Fair Value Hedges

Hedged Item	Three Months Ended June 30, 2001 Impact to Net Interest Income ($000's)			
	Ineffectiveness	Components Excluded from Ineffectiveness	Net Settlement	Total

Callable CDs	$ (159)	$ --	$ 1,865	$ 1,706
Equity Index CDs	--	--	(167)	(167)
Long-term Borrowings	--	--	1,789	1,789
CMO's (Prepay Option)	(269)	--	167	(102)
	$ (428)	$ --	$ 3,654	$ 3,226

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

CASH FLOW HEDGES

The following table summarizes the Corporation's cash flow hedges at June 30, 2001.

Cash Flow Hedges
June 30, 2001

Hedged Item	Hedging Instrument	Notional Amount ($ in mil)	Fair Value ($ in mil)	Weighted Average Remaining Term (Yrs)
Variable Rate Loans	Pay Fixed Swap	$ 683.7	$ 14.9	1.5
Commercial Paper	Pay Fixed Swap	200.0	(14.0)	5.4
Fed Funds Purchased	Pay Fixed Swap	500.0	(5.2)	2.6
Variable Rate Loans	Interest Rate Floor	25.0	0.1	0.5
		$ 1,408.7	$ (4.2)	

The following table presents the Corporation's cash flow hedges' impact to net income.

Cash Flow Hedges

Hedged Item	Three Months Ended June 30, 2001 Impact to Net Interest Income ($000's): Ineffectiveness	Components Excluded from Ineffectiveness	Reclass From AOCI	Total	Estima Reclass AOCI in 12 Mo ($000
Variable Rate Loans	$ --	$ --	$ 1,127	$ 1,127	$ 11,
Commercial Paper	1,123	--	(1,505)	(382)	(6,
Fed Funds Purchased	--	--	(1,522)	(1,522)	(4,
Variable Rate Loans	32	--	29	61	

	$ 1,155	$ --	$ (1,871)	$ (716)	$

For the three and six months ended June 30, 2000, the effect on net interest income resulting from derivative financial instruments was a negative $0.4 million and a negative $0.5 million, respectively.

MARSHALL & ILSLEY CORPORATION
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11. Acquisitions

The Corporation, through its Metavante Subsidiary, completed the following acquisitions during the second quarter of 2001:

Derivion Corporation, a privately held company based in Atlanta with operations in Toronto, Canada and London, is a provider of e-bill presentment and payment technology.

CyberBills, Inc. is also a privately held company. Based in San Jose, California with operations in Henderson, Nevada, CyberBills is an electronic bill presentment and payment application service provider.

In conjunction with these acquisitions, Metavante incurred approximately $7.2 million of charges to write-off other technologies replaced by these acquisitions. The Corporation estimates that an addition $7 million of nonrecurring charges will be incurred in the third and fourth quarters of 2001.

On August 1, 2001, the Corporation completed its merger with National City Bancorporation which will be included in the Corporation's financial statements beginning in the third quarter of 2001.

12. Segments

Generally, the Corporation organizes its segments based on legal entities. Each entity offers a variety of products and services to meet the needs of its customers and the particular market served. Each entity has its own president and is separately managed subject to adherence to Corporate policies. Discrete financial information is reviewed by senior management to assess performance on a monthly basis. Certain segments are combined and consolidated for purposes of assessing financial performance.

Prior period segment information for the Banking segment and Data Services segment have been restated for the transfer of certain assets and liabilities of the Data Services Division, which represent the payment services or item processing line of business. The transfer to the Banking segment occurred at the beginning of the third quarter of 2000.

The Corporation evaluates the profit or loss performance of its segments based on operating income. Operating income is after-tax income excluding nonrecurring charges and charges for services from the holding company. The accounting policies of the Corporation's segments are the same as those described in Note 1 to the Corporation's Annual Report on Form 10K, Item 8. Intersegment revenues may be based on cost, current market prices or negotiated prices between the providers and receivers of services.

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Based on the way the Corporation organizes its segments and the requirements of Statement of Financial Accounting Standards No. 131, "DISCLOSURES ABOUT SEGMENTS OF AN ENTERPRISE AND RELATED INFORMATION", the Corporation has determined that it has two reportable segments. Information with respect to M&I's segments is as follows:

Banking

Banking consists of two banks headquartered in Wisconsin, with branches in Wisconsin, Arizona. Nevada and Florida, one federally chartered thrift headquartered in Nevada and an operational support subsidiary which, beginning in the third quarter of 2000, includes item processing. Banking consists of accepting deposits, making loans and providing other services such as cash management, foreign exchange and correspondent banking to a variety of commercial and retail customers. Products and services are provided through a variety of delivery channels including traditional branches, supermarket branches, telephone centers, ATMs and the internet. Intrasegment revenues, expenses and assets have been eliminated in the following information and prior periods have been restated to include the item processing line of business. ($ in millions):

	Six Months Ended June 30,		Three Months Ended	
	2001	2000	2001	
Revenue:				
Net interest income	$ 388.3	$ 338.2	$ 200.8	$
Other revenues:				
Unaffiliated customers	140.7	134.4	72.1	
Affiliated customers	14.7	9.1	6.7	
Total revenues	543.7	481.7	279.6	
Expenses:				
Intersegment charges	35.9	26.9	20.2	
Other operating expense	229.1	210.8	115.0	
Total expenses	265.0	237.7	135.2	
Provision for loan and lease losses	21.4	15.3	10.6	
Income tax expense	83.2	72.1	43.2	
Operating income	$ 174.1	$ 156.6	$ 90.6	$
Identifiable assets	$ 24,923.7	$ 24,149.1	$ 24,923.7	$
Return on tangible equity	19.1%	19.6%	19.4%	

MARSHALL & ILSLEY CORPORATION

Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

The following tables present revenue and operating income by line of business for Banking. This information is based on the Corporation's product profitability measurement system and is an aggregation of the revenues and expenses associated with the products and services within each line of business. Net interest income is derived from the Corporation's internal funds transfer pricing system, expenses are allocated based on available transaction volumes and the provision for loan and lease losses is allocated based on credit risk. Equity is assigned to products and services on a basis that considers market, operational and reputation risk. ($ in millions):

	Six Months Ended June 30,		Three Months Ended	
	2001	2000	2001	
Banking revenues:				
Commercial Banking	$ 215.0	$ 200.2	$ 108.0	$
Retail Banking	218.4	201.0	114.0	
Investments and Other	110.3	80.5	57.6	
Total banking revenues	$ 543.7	$ 481.7	$ 279.6	$
Percent of total banking revenue:				
Commercial Banking	39.5%	41.6%	38.6%	
Retail Banking	40.2	41.7	40.8	
Investments and Other	20.3	16.7	20.6	
Total banking revenues	100.0%	100.0%	100.0%	
Operating banking income				
Commercial Banking	$ 95.7	$ 83.0	$ 48.4	$
Retail Banking	44.3	53.7	19.7	
Investments and Other	34.1	19.9	22.5	
Total operating banking income	$ 174.1	$ 156.6	$ 90.6	$
Percent of total operating banking income:				
Commercial Banking	55.0%	53.0%	53.4%	
Retail Banking	25.5	34.3	21.8	
Investments and Other	19.5	12.7	24.8	
Total operating banking income	100.0%	100.0%	100.0%	
Banking return on tangible equity				
Commercial Banking	23.5%	22.4%	23.3%	
Retail Banking	16.0	21.0	14.3	
Total banking return on tangible equity	19.1%	19.6%	19.4%	

Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

Data Services

Data Services includes Metavante and its nonbank subsidiaries. Metavante provides data processing services, develops and sells software and provides consulting services to M&I affiliates as well as banks, thrifts, credit unions, trust companies and other financial services companies throughout the world although its activities are primarily domestic. In addition, Metavante derives revenue from the Corporation's credit card merchant operations. The majority of Metavante revenue is derived from internal and external processing. Intrasegment revenues, expenses and assets have been eliminated in the following information and prior periods have been restated to exclude the item processing business. ($ in millions):

	Six Months Ended June 30,		Three Months Ended	
	2001	2000	2001	
Revenue:				
Net interest expense	$ (1.5)	$ (2.3)	$ (0.9)	$
Other revenues:				
Unaffiliated customers	268.9	256.1	137.3	
Affiliated customers	31.7	30.1	15.7	
Total revenues	299.1	283.9	152.1	
Expenses:				
Intersegment charges	8.2	2.1	5.0	
Other operating expense	256.3	243.6	127.2	
Total expenses	264.5	245.7	132.2	
Income tax expense	14.4	16.0	8.2	
Operating income	$ 20.2	$ 22.2	$ 11.7	$
Identifiable assets	$ 687.8	$ 558.6	$ 687.8	$
Return on equity	14.1%	17.9%	16.2%	

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

All Others

M&I's primary other operating segments includes Trust Services, Mortgage Banking (residential and commercial), Capital Markets Group, Brokerage and Insurance Services and Commercial Leasing. Trust Services provides investment management and advisory services as well as personal, commercial and corporate trust services in Wisconsin, Florida and Arizona. Capital Markets Group provide venture capital and advisory services. Intrasegment revenues, expenses and assets for the entities that comprise Trust Services and Capital Markets Group have been eliminated in the following information. ($ in millions):

	Six Months Ended June 30,		Three Months Ended
	2001	2000	2001
Revenue:			
Net interest income	$ 12.5	$ 10.4	$ 7.0
Other revenues:			
Unaffiliated customers	90.7	94.1	43.5
Affiliated customers	9.7	7.1	6.1
Total revenues	112.9	111.6	56.6
Expenses:			
Intersegment charges	14.5	15.2	7.1
Other operating expense	56.1	52.5	27.2
Total expenses	70.6	67.7	34.3
Provision for loan and lease losses	0.4	0.1	0.2
Income tax expense	16.7	17.5	8.8
Operating income	$ 25.2	$ 26.3	$ 13.3
Identifiable assets	$ 750.6	$ 724.2	$ 750.6
Return on tangible equity	21.0%	24.2%	21.4%

Total Revenues by type in All Others consist of the following:

	Six Months Ended June 30,		Three Months Ended
	2001	2000	2001
All Others Revenues:			
Trust Services	$ 61.3	$ 59.1	$ 31.0
Residential Mortgage Banking	18.5	12.5	11.1
Capital Markets	10.9	18.6	3.8
Brokerage and Insurance	10.5	12.0	5.0
Commercial Leasing	6.4	5.0	3.5
Commercial Mortgage Banking	1.3	0.8	0.7
Others	4.0	3.6	1.5
Total All Others revenues	$ 112.9	$ 111.6	$ 56.6

MARSHALL & ILSLEY CORPORATION
Notes to Financial Statements
June 30, 2001 & 2000 (Unaudited)

Segment information reconciled to the Consolidated Financial Statements is as follows ($ in millions):

	Six Months Ended June 30,		Three Months Ended
	2001	2000	2001

Revenues:				
Banking	$ 543.7	$ 481.7	$ 279.6	$
Data Services	299.1	283.9	152.1	
All Others	112.9	111.6	56.6	
Corporate overhead	(11.2)	(9.3)	(4.2)	
Nonrecurring securities losses	(16.1)	--	(16.1)	
Intersegment eliminations	(56.6)	(46.9)	(28.9)	
Consolidated revenues	$ 871.8	$ 821.0	$ 439.1	$
Expenses:				
Banking	$ 265.0	$ 237.7	$ 135.2	$
Data Services	264.5	245.7	132.2	
All Others	70.6	67.7	34.3	
Corporate overhead	38.0	30.8	23.9	
Nonrecurring	51.8	--	45.9	
Intersegment eliminations	(56.6)	(46.9)	(28.9)	
Consolidated expenses	$ 633.3	$ 535.0	$ 342.6	$
Net income (loss):				
Operating income:				
Banking	$ 174.1	$ 156.6	$ 90.6	$
Data Services	20.2	22.2	11.7	
All Others	25.2	26.3	13.3	
Corporate overhead	(30.4)	(23.6)	(17.6)	
Nonrecurring	(43.3)	(2.3)	(38.3)	
Consolidated net income	$ 145.8	$ 179.2	$ 59.7	$
Assets:				
Banking	$ 24,923.7	$ 24,149.1	$ 24,923.7	$
Data Services	687.8	558.6	687.8	
All Others	750.6	724.2	750.6	
Corporate overhead	241.6	288.8	241.6	
Intersegment eliminations	(708.0)	(501.0)	(708.0)	
Consolidated assets	$ 25,895.7	$ 25,219.7	$ 25,895.7	$

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

	Three Months Ended June 30,	
	2001	2000
Assets		
Cash and due from banks	$ 602,661	$ 614,749
Investment securities:		
Trading securities	30,272	38,874
Short-term investments	402,889	279,762

Other investment securities:		
Taxable	4,095,798	4,018,607
Tax-exempt	1,267,049	1,333,331
Total investment securities	5,796,008	5,670,574
Loans and leases:		
Commercial	5,328,255	5,013,395
Real estate	10,309,199	9,918,905
Personal	1,180,966	1,350,883
Lease financing	1,050,144	876,449
Total loans and leases	17,868,564	17,159,632
Less: Allowance for loan and lease losses	245,020	234,395
Net loans and leases	17,623,544	16,925,237
Premises and equipment, net	385,000	371,908
Accrued interest and other assets	1,580,144	1,454,088
Total Assets	$ 25,987,357	$ 25,036,556
Liabilities and Shareholders' Equity		
Deposits:		
Noninterest bearing	$ 2,727,725	$ 2,618,845
Interest bearing	14,471,737	14,573,829
Total deposits	17,199,462	17,192,674
Funds purchased and security repurchase agreements	2,343,424	1,862,392
Other short-term borrowings	1,591,153	1,944,267
Long-term borrowings	1,697,154	1,309,830
Accrued expenses and other liabilities	814,578	629,156
Total liabilities	23,645,771	22,938,319
Shareholders' equity	2,341,586	2,098,237
Total Liabilities and Shareholders' Equity	$ 25,987,357	$ 25,036,556

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

	Six Months Ended June 30,	
	2001	2000
Assets		
Cash and due from banks	$ 607,625	$ 622,431
Investment securities:		
Trading securities	30,097	40,214
Short-term investments	360,716	257,098
Other investment securities:		
Taxable	4,291,126	4,075,637

Tax-exempt	1,280,329	1,337,611
Total investment securities	5,962,268	5,710,560
Loans and leases:		
Commercial	5,293,561	4,955,041
Real estate	10,207,841	9,759,153
Personal	1,177,455	1,332,301
Lease financing	1,064,838	850,874
Total loans and leases	17,743,695	16,897,369
Less: Allowance for loan and lease losses	241,425	231,429
Net loans and leases	17,502,270	16,665,940
Premises and equipment, net	385,706	372,104
Accrued interest and other assets	1,552,615	1,447,700
Total Assets	$ 26,010,484	$ 24,818,735
Liabilities and Shareholders' Equity		
Deposits:		
Noninterest bearing	$ 2,692,949	$ 2,613,962
Interest bearing	14,744,553	14,498,268
Total deposits	17,437,502	17,112,230
Funds purchased and security repurchase agreements	2,131,319	2,306,975
Other short-term borrowings	1,675,081	1,543,886
Long-term borrowings	1,654,637	1,160,157
Accrued expenses and other liabilities	799,996	607,185
Total liabilities	23,698,535	22,730,433
Shareholders' equity	2,311,949	2,088,302
Total Liabilities and Shareholders' Equity	$ 26,010,484	$ 24,818,735

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

Three Months Ended June 30, 2001 and 2000

Net income for the second quarter of 2001 amounted to $59.7 million compared to $90.7 million for the same period in the prior year. Basic and diluted earnings per share were $.57 and $.55 respectively for the three months ended June 30, 2001, compared with $.86 and $.83 respectively for the three months ended June 30, 2000. The return on average assets and average equity were 0.92% and 10.22% for the quarter ended June 30, 2001 and 1.46% and 17.39% for the quarter ended June 30, 2000.

Net income for the current quarter includes certain losses and expenses incurred in connection with the previously announced structural changes and acquisitions at the Corporation's Metavante subsidiary, auto lease residual value write-downs and the final charge for the charter consolidation initiative announced a year ago. The impact of these items is shown in the following table ($000's):

	Pre-tax Effect	Three Months ended June 2001	2000
Income as Reported		$ 59,683	$ 90
Nonrecurring Losses and Expenses:			
Metavante Subsidiary			
Reduction in force and realignment	$ 11,028		
Investment losses	12,706		
Acquisition related	7,194		
Metavante Subsidiary	30,928	18,587	
Auto Lease Residual Value Write-downs	25,000	15,843	
Charter Consolidations	5,972	3,940	
Total Nonrecurring Losses and Expenses	$ 61,900	38,370	
Operating Income		$ 98,053	$ 90

The following tables present a summary of each of the major elements of the consolidated operating income statement, certain financial statistics and a summary of the major operating income statement elements stated as a percent of average consolidated assets converted to a fully taxable equivalent basis (FTE) where appropriate for the current quarter and previous four quarters. Operating income for the second quarter of 2001 excludes the items discussed above. Operating income for the first quarter of 2001 excludes expenses associated with charter consolidations and the cumulative effect of the change in accounting for derivatives and hedging activities while operating income in the third and fourth quarters of 2000 excludes certain nonrecurring losses and expenses associated with balance sheet restructuring, charter consolidations and the withdrawn Metavante IPO. "Cash operating income" and related statistics is operating income before amortization of intangibles. Amortization includes amortization of goodwill and core deposit premiums and is net of negative goodwill accretion and the income tax expense or benefit, if any related to each component. These calculations were specifically formulated by the Corporation and may not be comparable to similarly titled measures reported by other companies.

Summary Consolidated Operating Income Statements and Financial Statistics

($000's except per share data)

	2001 Second Quarter	2001 First Quarter	2000 Fourth Quarter	2000 Third Quarter
Interest income	$ 431,447	$ 452,434	$ 457,503	$ 443,265 $
Interest expense	(230,213)	(266,655)	(282,738)	(279,200)
Net interest income	201,234	185,779	174,765	164,065
Provision for loan and lease losses	(10,737)	(11,063)	(8,979)	(5,938)
Net investment securities gains (losses)	(119)	(123)	(120)	(110)

Other income	254,053	247,084	249,543	247,560
Other expense	(296,713)	(284,796)	(282,262)	(271,542)
Income before taxes	147,718	136,881	132,947	134,035
Income tax provision	(49,665)	(45,754)	(43,230)	(43,578)
Operating income	$ 98,053	$ 91,127	$ 89,717	$ 90,457 $
Cash operating income	$ 102,802	$ 95,828	$ 94,663	$ 95,606 $
Per Common Share				
Operating income				
Basic	$ 0.94	$ 0.88	$ 0.86	$ 0.86 $
Diluted	0.91	0.85	0.83	0.83
Cash Operating income				
Basic	$ 0.99	$ 0.92	$ 0.90	$ 0.91 $
Diluted	0.95	0.89	0.87	0.88
Dividends	0.290	0.265	0.265	0.265
Return on Average Equity				
Operating income	16.80%	16.20%	15.92%	16.57%
Cash Operating income	20.15	19.60	19.40	20.45

Summary Consolidated Operating Income Statement Components

as a Percent of Average Total Assets

	2001		2000	
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Interest income (FTE)	6.78%	7.16%	7.27%	7.16%
Interest expense	(3.55)	(4.15)	(4.42)	(4.43)
Net interest income	3.23	3.01	2.85	2.73
Provision for loan and lease losses	(0.17)	(0.17)	(0.14)	(0.10)
Net investment securities gains (losses)	0.00	0.00	0.00	0.00
Other income	3.92	3.85	3.90	3.93
Other expense	(4.58)	(4.45)	(4.41)	(4.31)
Income before taxes	2.40	2.24	2.20	2.25
Income tax provision	(0.89)	(0.82)	(0.80)	(0.81)
Return on average assets based on operating income	1.51%	1.42%	1.40%	1.44%
Return on tangible average assets based on cash operating income	1.61%	1.51%	1.50%	1.54%

NET INTEREST INCOME

Net interest income for the second quarter of 2001 amounted to $201.2 million compared to $165.1 million reported for the second quarter of 2000. The reduction in interest rates of 275 basis points since early January along with continued loan growth and increased spreads in loan products contributed to the $36.1 million increase in net interest income. Factors negatively affecting net interest income included the continued reliance on higher-cost wholesale funding sources, reduced spreads due to an adverse shift in the mix of bank-issued deposit types and the ongoing process of lengthening liabilities in order to reduce future volatility in net interest income due to interest rate movements.

Average earning assets in the second quarter of 2001 increased $0.8 billion or 3.7% compared to the same period a year ago. Average loans, including securitized adjustable rate mortgage loans (ARMs), accounted for $1.0 billion of the growth in earning assets compared to the second quarter of last year. Average investment securities, excluding securitized ARMs, declined $0.3 billion while other earning assets increased $0.1 billion for the three months ended June 30, 2001 compared with the same period in the prior year.

Average interest bearing liabilities increased $0.4 billion or 2.1% in the second quarter of 2001 compared to the same period in 2000. Since the second quarter of 2000, average interest bearing deposits decreased $0.1 billion while average total short-term borrowings increased $0.1 billion and average long-term borrowings increased $0.4 billion.

Average noninterest bearing deposits increased $0.1 billion or 4.2% compared to the same period last year.

The growth and composition of the Corporation's quarterly average loan portfolio for the current quarter and previous four quarters are reflected in the following table. Securitized ARM loans which are classified in the consolidated balance sheets as investment securities available for sale are included to provide a more meaningful comparison ($ in millions):

Consolidated Average Loans, Leases and Securitized ARMs

	2001		2000			Growt
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	Annual
Commercial	$ 5,328	$ 5,258	$ 5,042	$ 4,950	$ 5,013	6.3 %
Real Estate						
Construction						
Commercial	538	495	469	450	407	32.3
Residential	122	126	123	117	112	9.5
Total Construction	660	621	592	567	519	27.4
Commercial Mortgages	4,625	4,429	4,300	4,219	4,159	11.2
Residential						
Residential mortgages	2,384	2,409	2,740	3,168	3,011	(20.8)
Home equity loans and lines	2,641	2,647	2,462	2,261	2,230	18.4

Securitized ARM loans	734	828	523	375	403	82.0
Total Residential	5,759	5,884	5,725	5,804	5,644	2.0
Total Real Estate	11,044	10,934	10,617	10,590	10,322	7.0
Personal						
Student	133	134	119	108	254	(47.7)
Credit card	184	190	187	171	153	20.0
Other	864	850	852	883	944	(8.4)
Total Personal	1,181	1,174	1,158	1,162	1,351	(12.6)
Lease financing						
Commercial	382	385	377	360	341	12.1
Personal	668	695	698	616	536	24.8
Total Lease Financing	1,050	1,080	1,075	976	877	19.8
Total Consolidated Average Loans, Leases and ARMs	$ 18,603	$ 18,446	$ 17,892	$ 17,678	$ 17,563	5.9 %
Total Consolidated Average Loans, Leases and ARMs						
Commercial Banking	$ 10,873	$ 10,567	$ 10,188	$ 9,979	$ 9,920	9.6 %
Retail Banking	7,730	7,879	7,704	7,699	7,643	1.1
Total Consolidated Average Loans, Leases and ARMs	$ 18,603	$ 18,446	$ 17,892	$ 17,678	$ 17,563	5.9 %
Total Consolidated Average Loans and Leases	$ 17,869	$ 17,618	$ 17,369	$ 17,303	$ 17,160	4.1 %

Compared with the second quarter of 2000, total consolidated average loans, leases and securitized ARMs increased $1.0 billion or 5.9%. The increase was almost entirely attributable to commercial banking. Total loan growth in commercial banking amounted to $953 million or 9.6% and was driven by commercial loan growth of $315 million and commercial real estate loan growth of $597 million of which, $131 million was attributable to commercial

construction loan growth. Retail banking loan growth amounted to $87 million or 1.1%. Loan growth in retail banking was generally adversely affected by increased prepayment activity. Home equity loans and lines increased $411 million. In the fourth quarter of 2000, the Corporation acquired $341 million of home equity loans and lines related to its private-label banking services. Personal lease financing receivables increased $132 million. Residential mortgages decreased $627 million or 20.8% while securitized ARM loans increased $331 million. In addition to the ongoing sale of residential mortgage production in the secondary market, late in the third quarter of 2000, the Corporation sold $300.8 million of portfolio ARM loans and late in the fourth quarter of 2000, securitized $511 million of ARM loans. The decline in average student loans of $121 million reflects the sale of approximately $150 million of such loans late in the second quarter of 2000. Also, late in the second quarter of 2001, approximately $46 million of student loans were sold. Average other personal loans decreased $80 million or 8.4%. Beginning in the third quarter of 2000, the Corporation began securitizing indirect auto loans. Indirect auto loans securitized and sold in 2000 amounted to $223 million and for the six months ended June 30, 2001 amounted to $161 million. The Corporation anticipates that indirect auto loan origination will continue to be securitized and sold in future quarters.

Generally, the Corporation sells residential real estate loan production in the secondary market. Residential real estate loans originated and sold to investors amounted to $1.0 billion in the first half of 2001 compared to $215 million in the first six months of the prior year.

The growth and composition of the Corporation's quarterly average deposits for the current and prior year's quarters are as follows ($ in millions):
Consolidated Average Deposits

Consolidated Average Deposits

	2001		2000			Growt
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	Annual
Noninterest bearing deposits						
Commercial	$ 1,779	$ 1,639	$ 1,716	$ 1,694	$ 1,677	6.1 %
Personal	601	583	582	572	591	1.7
Other	347	436	428	373	351	(1.0)
Total noninterest bearing deposits	2,727	2,658	2,726	2,639	2,619	4.2
Interest bearing deposits						
Savings & NOW	1,719	1,720	1,760	1,826	1,880	(8.6)
Money market	5,590	5,873	5,558	5,248	5,092	9.8
Other CDs & time deposits	3,202	3,397	3,452	3,394	3,399	(5.8)
CDs greater than $100,000	750	820	856	874	852	(12.0)
Foreign Time	1,471	1,415	2,042	1,951	2,112	(30.3)
Brokered CDs	1,740	1,795	1,780	1,653	1,239	40.5
Total interest bearing deposits	14,472	15,020	15,448	14,946	14,574	(0.7)
Total consolidated average deposits	$ 17,199	$ 17,678	$ 18,174	$ 17,585	$ 17,193	0.0 %
Bank issued deposits	$ 14,298	$ 14,182	$ 14,125	$ 13,715	$ 13,572	5.4 %
Wholesale deposits	2,901	3,496	4,049	3,870	3,621	(19.9)
Total consolidated average deposits	$ 17,199	$ 17,678	$ 18,174	$ 17,585	$ 17,193	0.0 %

Average bank issued deposits increased $726 million or 5.4% in the second quarter of 2001 compared to the second quarter of 2000. As part of its private-label banking services, the Corporation acquired $354 million of deposits late in 2000. Average money market index accounts accounted for approximately $1.1 billion of the growth in average bank issued deposits while savings and NOW declined $161 million and bank issued money market savings decreased $164 million. This shift in mix had an adverse impact on the interest margin. Noninterest bearing deposits, as previously discussed, increased $108 million. Average bank issued deposits were negatively impacted by the sale of three bank branches in 2000 all located in Illinois. Total deposits sold amounted to approximately $111 million. Approximately $90 million of the aforementioned deposit sales occurred in the second quarter of 2000.

The Corporation continues to have some reliance on wholesale deposits for funding. Compared with the second quarter of 2000, average wholesale deposits declined $720 million or 19.9% and were replaced, in part, with borrowings. The increase in Brokered CDs of $501 million was offset by a decrease in Eurodollar term and overnight funds, which are included in foreign time, of $787 million and a decrease in brokered money market funds of $434 million. The decrease in wholesale deposits reflects in part, M&I electing during the current quarter to discontinue a contractual institutional relationship that would have repriced to levels above comparable funding alternatives.

The Corporation's consolidated average interest earning assets and interest bearing liabilities, interest earned and interest paid for the current quarter and prior year second quarter are presented in the following table. Securitized ARM loans that are classified in the balance sheet as investment securities available for sale are included with loans to provide a more meaningful comparison ($ in millions):

	Three Months Ended June 30, 2001			Three Months Ende June 30, 2000		
	Average Balance	Interest	Average Yield or Cost (b)	Average Balance	Interest	Av Yi Co
Loans and leases (a)	$ 18,602.7	$ 356.2	7.68 %	$ 17,563.1	$ 352.9	
Investment securities:						
Taxable	3,361.7	56.1	6.86	3,615.2	58.5	
Tax Exempt (a)	1,267.0	23.1	7.39	1,333.3	23.9	
Other short-term investments (a)	433.2	4.2	3.93	318.6	5.1	
Total interest earning assets	$ 23,664.6	$ 439.6	7.48 %	$ 22,830.2	$ 440.4	
Money market savings	$ 5,589.8	$ 53.8	3.86 %	$ 5,092.1	$ 66.0	
Regular savings & NOW	1,718.9	5.1	1.19	1,880.3	8.2	
Other CDs & time deposits	4,673.1	66.2	5.68	5,510.8	79.4	
CDs greater than $100 & Brokered CDs	2,489.9	30.8	4.96	2,090.6	32.0	
Total interest bearing deposits	14,471.7	155.9	4.32	14,573.8	185.6	
Short-term borrowings	3,934.6	49.3	5.02	3,806.7	60.6	
Long-term borrowings	1,697.2	25.0	5.90	1,309.8	21.3	
Total interest bearing liabilities	$ 20,103.5	$ 230.2	4.59 %	$ 19,690.3	$ 267.5	
Net interest margin (FTE) as a percent of average earning assets		$ 209.4	3.56 %		$ 172.9	
Net interest spread (FTE)			2.89 %			

(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 yield on average earning assets decreased 25 basis points since the second quarter of 2000, which had a negative impact on interest income (FTE) of approximately $15.4 million. The increase in the yield of taxable investment securities reflects the Corporation's realignment of its available for sale investment securities portfolio through the sale and purchase of approximately $1.6 billion of U.S. Government Agency securities during the third quarter of

2000. The increase in the volume of earning assets, primarily loans and securitized ARMs, increased interest income by approximately $14.5 million compared with the second quarter of 2000. The cost of interest bearing deposits decreased 80 basis points from the same quarter of the previous year which reflects, in part, less reliance on wholesale deposits offset by the adverse shift in the bank issued deposit mix as previously discussed. Short-term borrowing costs decreased 138 basis points and long-term borrowing costs decreased 66 basis points compared with the second quarter of 2000 which reflects, in part, the greater use of bank notes which were issued in the later part of 2000. The overall decrease in the cost of interest bearing liabilities of 87 basis points decreased interest expense by approximately $45.5 million while the increase in the volume of interest bearing liabilities increased interest expense by approximately $8.2 million.

In the recent declining interest rate environment, the Corporation has taken certain actions and will continue to take certain actions, such as issuing term debt, to lessen the amount of income at risk due to changes in interest rates. As a result, net interest income will not experience the same magnitude of benefit as it might have, absent the actions taken. In addition to continuing to seek less costly funding sources, the Corporation may, among other actions, continue to divest of lower yielding assets through sale or securitization in the future.

PROVISION FOR LOAN AND LEASE LOSSES AND CREDIT QUALITY

The following tables present comparative consolidated credit quality information as of June 30, 2001 and the prior four quarters.

NONPERFORMING ASSETS

($000's)

	2001		2000	
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Nonaccrual	$ 137,355	$ 130,640	$ 121,425	$ 116,682
Renegotiated	249	560	614	658
Past due 90 days or more	7,166	7,080	7,371	7,295
Total nonperforming loans and leases	144,770	138,280	129,410	124,635

Other real estate owned	3,671	3,790	3,797	3,804
Total nonperforming assets	$ 148,441	$ 142,070	$ 133,207	$ 128,439 $
Allowance for loan and lease losses	$ 244,486	$ 240,348	$ 235,115	$ 232,690 $

CONSOLIDATED STATISTICS

	2001		2000	
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Net Charge-offs (Recoveries) to average loans and leases annualized	0.15%	0.13%	0.16%	0.17%
Total nonperforming loans and leases to total loans and leases	0.81	0.78	0.74	0.72
Total nonperforming assets to total loans and leases and other real estate owned	0.83	0.80	0.76	0.74
Allowance for loan and lease losses to total loans and leases	1.37	1.35	1.34	1.34
Allowance for loan and lease losses to nonperforming loans and leases	169	174	182	187

NONACCRUAL LOANS AND LEASES BY TYPE

($000's)

	2001		2000	
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Commercial				
Commercial, financial & agricultural	$ 54,576	$ 50,273	$ 49,965	$ 39,203 $
Lease financing receivables	1,892	2,959	1,921	2,046
Total commercial	56,468	53,232	51,886	41,249
Real estate				
Construction & land development	2,590	2,584	2,896	2,929
Commercial mortgage	38,440	38,797	35,011	42,246
Residential mortgage	38,389	34,244	29,895	28,155
Total real estate	79,419	75,625	67,802	73,330
Personal	1,468	1,783	1,737	2,103
Total nonaccrual loans and leases	$ 137,355	$ 130,640	$ 121,425	$ 116,682 $

RECONCILIATION OF ALLOWANCE FOR LOAN AND LEASE LOSSES

($000's)

	2001		2000	
	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Beginning balance	$ 240,348	$ 235,115	$ 232,690	$ 234,119 $
Provision for loan and lease losses	10,737	11,063	8,979	5,938
Allowance of banks and loans acquired	--	--	1,270	--
Allowance transfer for loan securitization	--	--	(1,022)	--
Loans and leases charged-off				
Commercial	3,607	2,577	2,253	5,210
Real estate	1,734	2,075	3,267	943
Personal	2,561	2,383	2,629	2,285
Leases	770	496	397	193
Total charge-offs	8,672	7,531	8,546	8,631
Recoveries on loans and leases				
Commercial	1,042	515	429	436
Real estate	403	410	645	291
Personal	531	728	627	508
Leases	97	48	43	29
Total recoveries	2,073	1,701	1,744	1,264
Net loans and leases charge-offs (recoveries)	6,599	5,830	6,802	7,367
Ending balance	$ 244,486	$ 240,348	$ 235,115	$ 232,690 $

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

OREO is comprised of commercial and residential properties acquired in partial or total satisfaction of problem loans and branch premises held for sale. At June 30, 2001, OREO acquired in satisfaction of debts amounted to $3.1 million and branch premises held for sale amounted to $0.6 million.

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 is 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, 2001, nonperforming loans and leases amounted to $144.8 million or 0.81% of consolidated loans and leases of $17.8 billion, an increase of $6.5 million or 4.7% since March 31, 2001. Nonaccrual loans and leases accounted for $6.7 million of the increase compared to the prior quarter. Nonaccrual residential real estate loans increased $4.1 million. Nonaccrual commercial, financial and agricultural loans increased $4.3 million. The increase in nonaccrual commercial loans reflects the addition of two larger syndicated loans, which were downgraded by their lead bank near the end of the quarter. Offsetting this increase was the payoff of one larger syndicated loan as well as other paydowns, payoffs and charge-offs. Nonaccrual commercial real estate, lease financing receivables and personal loans all decreased compared to the prior quarter.

Net charge-offs amounted to $6.6 million or 0.15% of average loans in the second quarter of 2001 compared with net charge-offs of $5.8 million or 0.13% of average loans in the first quarter of 2001 and have remained fairly stable over the past four quarters.

The allowance for loan and lease losses represents management's estimate of probable inherent losses which have occurred as of the date of the financial statements. In determining the adequacy of the reserve the Corporation evaluates the reserves necessary for specific nonperforming loans and also estimates losses inherent in other loans and leases. As a result, the allowance for loans and leases contains the following components:

Specific Reserve. The amount of specific reserves is determined through a loan-by-loan analysis of nonperforming loans that considers expected future cash flows, the value of collateral and other factors that may impact the borrower's ability to make payments when due. Included in this group are those nonaccrual or renegotiated loans, which 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.

Allocated inherent reserve. The amount of the allocated portion of the inherent loss reserve is determined by reserving factors assigned to loans and leases based on the Corporation's internal loan grading system. Line officers and loan committees are responsible for continually assigning grades to commercial loan types based on standards established in the Corporation's loan policies and adherence to the standards is closely monitored by the Corporation's Loan Review Group. Loan grades are similar to, but generally more conservative than, regulatory classifications. In addition, reserving factors are applied to retail and smaller balance ungraded credits as well as specialty loan products such as credit card, student loans and mortgages. Reserving factors are derived and are determined based on such factors as historical charge-off experience, remaining life, and industry practice for reserve levels. The use of industry practice is

intended to prevent an understatement of reserves based upon an over-reliance on historical charge-offs during favorable economic conditions.

Unallocated inherent reserve. Management determines the unallocated portion of the inherent loss reserve based on factors that cannot be associated with a specific credit or loan categories. These factors include management's subjective evaluation of local, national and international economic and business conditions, changes to underwriting standards and marketing channels such as use of centralized retail and small business credit centers, trends towards higher advance rates and longer amortization periods and the impact of acquisitions on the Corporation's credit risk profile. The unallocated portion of the inherent loss reserve also reflects management's attempt to ensure that the overall reserve appropriately reflects a margin for the imprecision necessarily inherent in estimates of expected credit losses.

Management's evaluation of the factors described above resulted in a allowance for loan and lease losses of $244.5 million at June 30, 2001 compared to $240.3 million at March 31, 2001. The level of reserve reflects management's belief that losses inherent in the loan and lease portfolio were larger than would otherwise be suggested by the Corporation's favorable charge-off experience in recent years; the Corporation's experience, as most recently evidenced in the current quarter as well as the second and third quarters of 2000, of larger losses in commercial and commercial real estate loans in brief periods at particular points in economic cycles; and the view that the absolute level of the allowance should not decline appreciably given continuing loan growth and the slowing of economic prosperity.

OTHER INCOME

Total other income in the second quarter of 2001 amounted to $237.9 million, a decrease of $7.5 million or 3.1%, compared to $245.4 million in the same period last year. Included in other income in the current quarter was approximately $16.0 million of investment securities losses associated with equity investments held by Metavante relating to the mortgage origination business as well as an equity investment whose technology was replaced by Metavante's recent acquisitions of Derivion and Cyberbills. Excluding the securities losses, total other income amounted to $253.9 million in the current quarter, an increase of 3.5% compared to the second quarter of last year.

Total data processing services revenue increased $10.4 million or 8.1% from $127.7 million in the second quarter of 2000 to $138.1 million in the current quarter. Account processing fees increased $13.6 million or 14.3% and reflects growth in transaction volumes in electronic bill payment and presentment and electronic banking. Professional services fees and software revenue declined primarily due to lower software consulting fees. Other revenue declined primarily due to lower equipment sales which was offset by buyout fees, which increased $0.8 million compared to second quarter of last year.

Trust services revenue amounted to $30.6 million in the second quarter of 2001, an increase of $0.6 million or 2.0% compared to $30.0 million in the second quarter of 2000. Trust services revenue is largely derived from asset-based fees. Maintaining year-over-year revenue growth in the current market environment will be a continuing challenge.

Service charges on deposits increased $1.9 million or 10.2% and amounted $20.4 million in the second quarter of 2001. The increase was primarily attributable to service charges on commercial demand accounts.

Mortgage banking revenue increased $8.4 million in the second quarter of

2001 compared to the second quarter of 2000. Gains on the sale of mortgage loans accounted for the majority of the increase which reflects the increased origination and sale activity as previously discussed.

The increase in capital markets revenue is due to gains from the sale of investments and other net unrealized gains which vary from period to period.

Life insurance revenue for the second quarter of 2000 includes death benefit gains of $0.6 million.

Other income in the second quarter of 2001 amounted to $30.7 million compared to $41.3 million in the second quarter of 2000, a decrease of $10.6 million or 25.7%. Gains and income from indirect auto securitizations, which began in the third quarter of 2000 as previously discussed, amounted to $2.8 million in the current quarter. Offsetting this income was lower gains from the sale of student loans of approximately $3.4 million. During the second quarter of 2000, the Corporation recognized gains from the sale of branches of approximately $9.9 million.

OTHER EXPENSE

Total other expense for the three months ended June 30, 2001, amounted to $342.6 million including costs attributable to Metavante's acquisitions / divestitures and its reduction in force and realignment of $14.9 million, auto lease residual write-downs of $25.0 million and $6.0 million for the single charter initiative which was completed during the current quarter. Excluding these nonrecurring items, total other expense amounted to $296.7 million in the current quarter compared to $267.0 million in the second quarter of last year, an increase of $29.7 million or 11.1%.

As previously announced, Metavante's reduction in force and realignment consisted of the closing of selected regional offices in Idaho, Maryland, Michigan, Virginia, and Green Bay, Wisconsin and a general reduction in force across all classes of employees in the Milwaukee metropolitan area. Approximately 400 positions were eliminated. Total costs were approximately $11.0 million consisting primarily of severance of $9.6 million, lease termination and other occupancy exit costs of $0.7 million and professional fees, including outplacement services of $0.4 million. Approximately $5.6 million of the cost was paid as of June 30, 2001.

Also as previously announced, expenses and write-downs incurred in conjunction with the acquisitions of Derivion and Cyberbills amounted to $2.8 million and consisted of prepaid maintenance fees and capitalized software costs associated with other technologies that will be replaced by the new and enhanced bill presentment and payment technology obtained in the acquisitions. In addition, a loss of approximately $1.0 million was recorded from the sale of the assets of a subsidiary.

Single Charter related expenses incurred in the current quarter consisted of the costs of programming changes required to support operations and processes to achieve the scale required in the single charter environment, systems conversion costs, consulting and other professional fees, costs incurred to eliminate duplicate loan and deposit customer's accounts and other affiliate shareholder matters and costs associated with employee relocation, retention and severance. During the second quarter of 2001, the remaining charter mergers were completed and the Corporation believes there will be no more material single charter expenses in future quarters. The total cost incurred for this initiative, which began in the third quarter of 2000, was approximately $21.1 million which is approximately $3.0 million ($1.0 million after-tax) less than originally estimated.

The Corporation's nonbanking businesses, especially its Data Services segment ("Metavante"), continue to be the primary contributors to operating expense growth. Excluding salaries and benefits expense, Metavante operating expense growth represents over half of all of the consolidated operating expense growth and reflects the cost of ongoing investments in software, technology research and development and infrastructure in potentially high-growth areas.

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 (excluding nonrecurring charges) 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, 2001 and 2000 and December 31, 2000 are:

	Three Months Ended June 30, 2001	Three Months Ended December 31, 2000	Three Months Ended June 30, 2000
Consolidated Corporation	64.0 %	65.4 %	64.0 %
Consolidated Corporation Excluding Metavante			
Including Intangible Amortization	54.4 %	55.8 %	54.0 %
Excluding Intangible Amortization	52.2 %	53.4 %	52.0 %

Salaries and employee benefits expense amounted to $178.1 million in the second quarter of 2001 including the severance charges of $9.6 million previously discussed. Excluding the charge, salaries and benefits expense amounted to $168.5 million compared to $158.9 million in the second quarter of 2000, an increase of $9.6 million or 6.1%. Operating salaries and employee benefits expense of Metavante decreased $0.1 million. Adverse claims experience in employee health plans added $4.3 million to expense in the current quarter.

Metavante's operating expense growth accounted for approximately $6.1 million or 85% of the increase in net occupancy, equipment, software, supplies and printing and processing expenses in the second quarter of 2001 compared to the second quarter of 2000. These expense items also include approximately $2.6 million of nonrecurring charges relating to Metavante as previously discussed.

Approximately $2.2 million of the decline in professional fees was attributable to Metavante. In addition, there were no fees relating to mortgage Internet banking software development (Mortgagebot.com) in the current year.

The increase in shipping and handling is attributable to increased costs in the banking segment, which includes the item processing business.

The increase in intangibles amortization is primarily attributable to amortization of loan servicing rights and more particularly amortization of mortgage servicing rights which accounted for $1.0 million of the increase in the current quarter compared to the same period in the prior period and reflect accelerated amortization in response to increased prepayment activity.

Other expense amounted to $61.1 million in the second quarter of 2001. Included in this category in the current quarter were nonrecurring charges aggregating $27.2 million consisting of auto lease residual write-downs of $25.0 million, Metavante acquisition related software write-downs of $0.9 million, the loss on the sale of assets of a subsidiary of $1.0 million and other miscellaneous charges related to Metavante's reduction in force and realignment. Excluding these charges, other expense amounted to $33.9 million in the current quarter compared to $20.7 million in the second quarter of last year, an increase of $13.2 million.

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 capitalization was $11.2 million in the second quarter of 2000 and in the current quarter amounted to $4.7 million resulting in an increase of $6.5 million in other expense in the second quarter of 2001 compared to second quarter of 2000. Customer related expense, including advertising and promotion, was $3.7 million higher in the current quarter compared to the same period last year.

INCOME TAXES

The provision for income taxes for the three months ended June 30, 2001 amounted to $26.1 million or 30.5% of pre-tax income compared to $43.1 million or 32.2% of pre-tax income for the three months ended June 30, 2000. The decrease in the effective tax rate is attributable to increased state income tax benefits associated with the nonrecurring charges previously discussed.

SIX MONTHS ENDED JUNE 30, 2001 AND 2000

Net income for the six months ended June 30, 2001 amounted to $145.8 million compared to $179.2 million in the same period of 2000. Basic and diluted earnings per share were $1.40 and $1.35, respectively for the six months ended June 30, 2001 compared to $1.70 and $1.64, respectively for the same period last year. The year to date return on average equity was 12.72% in the current period and 17.25% for the six months ended June 30, 2000.

Net income for the first six months of 2001, includes certain losses and expenses incurred in connection with the previously announced structural changes and acquisitions at the Corporation's Metavante subsidiary, auto lease residual value write-downs, the final charge for the charter consolidation and the cumulative effect of the change in accounting for derivatives and hedging activities. Net income for the first half of the prior year includes the cumulative effect of the change in accounting for certain conversion services provided by Metavante. The impact of these items is shown in the following table ($000's):

	Pre-tax Effect	Six Months ended June 3 2001	200
Income as Reported		$ 145,849	$ 179

Nonrecurring Losses and Expenses:			
Metavante Subsidiary			
Reduction in force and realignment	$ 11,028		
Investment losses	12,706		
Acquisition related	7,194		
Metavante Subsidiary	30,928	18,587	
Auto Lease Residual Value Write-downs	25,000	15,843	
Charter Consolidations	11,952	8,465	
Change in Accounting:			
Derivatives and Hedging Activities	671	436	
Conversion Services - Metavante	3,811	--	2
Total Nonrecurring Losses and Expenses	$ 72,362	43,331	2
Operating Income		$ 189,180	$ 181

The following tables present a summary of each of the major elements of the consolidated operating income statement, certain financial statistics and a summary of the major operating income statement elements stated as a percent of average consolidated assets converted to a fully taxable equivalent basis (FTE) where appropriate for the six months ended June 30, 2001 and 2000, respectively. Operating income for the six months ended June 30, 2001, and 2000, excludes the nonrecurring items previously discussed. "Cash operating income" and related statistics is operating income before amortization of intangibles. Amortization includes amortization of goodwill and core deposit premiums and is net of negative goodwill accretion and the income tax expense or benefit, if any, related to each component. These calculations were specifically formulated by the Corporation and may not be comparable to similarly titled measures reported by other companies.

Summary Consolidated Operating Income Statements and Financial Statistics

($000's except per share data)

	Six Months Ended June 30, 2001	Six Months Ended June 30, 2000
Interest income	$ 883,881	$ 847,214
Interest expense	(496,868)	(513,038)
Net interest income	387,013	334,176
Provision for loan and lease losses	(21,800)	(15,435)
Net investment securities gains	(242)	1,281
Other income	501,137	485,568
Other expense	(581,509)	(534,978)
Income before taxes	284,599	270,612
Income tax provision	(95,419)	(89,150)

Operating income	$ 189,180	$ 181,462
Cash operating income	$ 198,629	$ 190,510
Per Common Share		
Operating income		
Basic	$ 1.82	$ 1.72
Diluted	1.76	1.66
Cash Operating income		
Basic	$ 1.91	$ 1.81
Diluted	1.84	1.75
Dividends	0.555	0.505
Return on Average Equity		
Operating income	16.50 %	17.47 %
Cash Operating income	19.88	21.72

Summary Consolidated Operating Income Statement Components

as a Percent of Average Total Assets

	Six Months Ended June 30,	
	2001	2000
Interest income (FTE)	6.97 %	6.99 %
Interest expense	(3.85)	(4.16)
Net interest income	3.12	2.83
Provision for loan and lease losses	(0.17)	(0.13)
Net investment securities gains	0.00	0.01
Other income	3.89	3.93
Other expense	(4.51)	(4.32)
Income before taxes	2.33	2.32
Income tax provision	(0.86)	(0.85)
Return on average assets based on operating income	1.47 %	1.47 %
Return on tangible average assets based on cash operating income	1.56 %	1.56 %

The increase in operating income was primarily due to growth in net interest income of $52.8 million or 15.8%. Other income increased 3.2% and was driven by data processing services and mortgage banking revenue. The provision for loan and lease losses increased $6.4 million and other operating expenses increased $46.5 million.

The Corporation's consolidated average interest earning assets and interest bearing liabilities, interest earned and interest paid for the current six months and prior year six months are presented in the following table. Securitized ARM loans that are classified in the balance sheet as investment securities available for sale are included with loans to provide a more meaningful comparison ($ in millions):

	Six Months Ended June 30, 2001			Six Months Ended June 30, 2000		
	Average Balance	Interest	Average Yield or Cost (b)	Average Balance	Interest	Av Yi Co
Loans and leases (a)	$ 18,524.7	$ 725.7	7.90 %	$ 17,311.0	$ 687.9	
Investment securities:						
Taxable	3,510.1	119.0	6.98	3,662.0	118.4	
Tax Exempt (a)	1,280.4	45.7	7.28	1,337.6	47.7	
Other short-term investments (a)	390.8	8.8	4.56	297.3	9.0	
Total interest earning assets	$ 23,706.0	$ 899.2	7.68 %	$ 22,607.9	$ 863.0	
Money market savings	$ 5,730.5	$ 125.6	4.42 %	$ 5,078.7	$ 127.2	
Regular savings & NOW	1,719.4	10.8	1.27	1,899.3	16.6	
Other CDs & time deposits	4,742.6	135.7	5.77	5,497.9	154.1	
CDs greater than $100 & Brokered CDs	2,552.1	71.0	5.61	2,022.4	60.3	
Total interest bearing deposits	14,744.6	343.1	4.69	14,498.3	358.2	
Short-term borrowings	3,806.4	103.4	5.48	3,850.9	117.6	
Long-term borrowings	1,654.6	50.4	6.14	1,160.1	37.2	
Total interest bearing liabilities	$ 20,205.6	$ 496.9	4.96 %	$ 19,509.3	$ 513.0	
Net interest margin (FTE) as a percent of average earning assets		$ 402.3	3.44 %		$ 350.0	
Net interest spread (FTE)			2.72 %			

(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.

CAPITAL RESOURCES

Shareholders' equity was $2.36 billion at June 30, 2001 compared to $2.24 billion at December 31, 2000 and $2.13 billion at June 30, 2000.

The Corporation had net unrealized gains on securities available for sale at June 30, 2001 of $73.3 million, an increase in market value net of related income tax effects of $35.2 million since December 31, 2000. Net unrealized losses associated with derivative financial instruments designated as cash flow hedges at June 30, 2001 amounted to $8.4 million.

There were no Common Stock repurchases in the second quarter of 2001. For the six months ended June 30, 2001, M&I repurchased 0.3 million shares of its Common Stock. The aggregate cost of the shares repurchased was $15.5 million.

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, 2001		December 31, 2000	
	Amount	Ratio	Amount	Ratio
Tier 1 Capital	$ 2,137	10.20 %	$ 2,071	10.20 %
Tier 1 Capital Minimum Requirement	838	4.00	812	4.00
Excess	$ 1,299	6.20 %	$ 1,259	6.20 %
Total Capital	$ 2,521	12.03 %	$ 2,445	12.05 %
Total Capital Minimum Requirement	1,677	8.00	1,624	8.00
Excess	$ 844	4.03 %	$ 821	4.05 %
Risk-Adjusted Assets	$ 20,959		$ 20,294	

LEVERAGE RATIOS

($ in millions)

	June 30, 2001		December 31, 2000	
	Amount	Ratio	Amount	Ratio
Tier 1 Capital	$ 2,137	8.37 %	$ 2,071	8.25 %
Minimum Leverage Requirement	766 - 1,276	3.00 - 5.00	753 - 1,255	3.00 - 5.00
Excess	$ 1,371 - 861	5.37 - 3.37 %	$ 1,318 - 816	5.25 - 3.25 %
Adjusted Average Total Assets	$ 25,535		$ 25,096	

FORWARD-LOOKING STATEMENTS

Items 2 and 3 of this Form 10-Q, "Management's Discussion and Analysis of Financial Condition 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 operating activities and results. Such statements are subject to important factors that could cause the Corporation's actual results to differ materially than those anticipated by the forward-looking statements. These factors include those referenced in the Corporation's Annual Report on Form 10-K for the period ending December 31, 2000 and the Corporation's Prospectus dated June 18, 2001 as filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended, or as may be described form time to time in the Corporation's subsequent SEC filings, and such factors ate incorporated by reference.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following updated information should be read in conjunction with the Corporation's 2000 Annual Report on Form 10-K. Updated information regarding the Corporation's use of derivative financial instruments is contained in Note 10, 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 confine 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 across the array of 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. In addition to information about 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.

This information is incorporated into a model that allows the projection of future income levels in several different interest rate environments. Earnings at risk are 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 result into the Corporation's budgeted / forecasted pre-tax income for the ensuing twelve months. 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, 2001	March 31, 2001	December 31, 2000
Hypothetical Change in Interest Rate			
100 basis point gradual:			
Rise in rates	(4.6)%	(4.9)%	(6.4)%
Decline in rates	2.7 %	3.7 %	5.3 %

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, the changes in spread between key market rates, or accounting recognition for impairment of certain intangibles. These results are also considered to be conservative estimates due to the fact that they 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 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 assets 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, 2001 the fair value of equity at risk for a gradual 100bp shift in rates was less than 1.0% of the market value of the Corporation.

The Corporation uses derivative financial instruments to manage interest rate exposure. A small amount of derivatives are sold to customers where the Corporation acts as an intermediary. The Corporation through its trading accounts matches off these instruments in order to minimize exposure to market risks.

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 exist, but due to the nature of the investments, cannot be quantified within acceptable levels of precision.

M&I Trust Services administer $58.2 billion in assets and directly manage a portfolio of $12.5 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.

PART II - OTHER INFORMATION

Item 4 - Submission of Matters to a Vote of Security Holders

A. The Corporation held its Annual Meeting of Shareholders on April 24, 2001.

B. Votes cast for the election of seven directors to serve until the 2004 Annual Meeting of Shareholders are as follows:

Director	For	Abstentions	Non-Vote
Jon F. Chait	80,110,465	--	--
Bruce E. Jacobs	79,990,577	--	--
Donald R. Johnson	80,072,253	--	--
D.J. Kuester	80,092,759	--	--
Edward L. Meyer, Jr.	80,054,514	--	--
San W. Orr, Jr.	80,101,138	--	--
George E. Wardeberg	80,055,490	--	--

Votes cast for the election of one director to serve until the 2003 Annual Meeting of Shareholders are as follows:

Director	For	Abstentions	Non-Vote
James A. Urdan	80,046,828	--	--

The continuing Directors of the Corporation are as follows:

Oscar C. Boldt	Richard A. Abdoo
Timothy E. Hoeksema	Wendell F. Bueche
Burleigh E. Jacobs	Ted D. Kellner
James F. Kress	Katharine C. Lyall
Robert A. Schaefer	P.M. Platten, III
John S. Shiely	J.B. Wigdale

Item 6 - Exhibits and Reports on Form 8-K

A. Exhibits:

Exhibit 11 Statements - 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 Computation of Ratio of Earnings to Fixed Charges

B. Reports on Form 8-K:

On June 22, 2001, the Corporation reported Items 5 and 7 in a Current Report on Form 8-K in connection with expected second quarter financial results.

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/ P.R. Justiliano

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

/s/ J.E. Sandy

J.E. Sandy
Vice President

August 14, 2001

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
(11)	Statements - 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)	Computation of Ratio of Earnings to Fixed Charges